

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 st Floor B, Poonam Chambers, Byramji Town, Chhindwara Road, Nagpur - 440 013. (M. S.)
Phone No.	:	0712 6611216, 2592255
Fax No.	:	0712 6611217
Email Id	:	ipselnkg@gmail.com
Auditors	:	M/s. Sanjay S. Agrawal & Co. Chartered Accountants, 1 st Floor, Sudama Bhawan, Behind Sut Market, Gandhibagh, Nagpur-440 002 (M. S.)
Bankers	:	1) Oriental Bank of Commerce 2) Axis Bank Ltd. 3) Allahabad Bank
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

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

NOTICE OF TWENTY-NINTH ANNUAL GENERAL MEETING

To,
The Members & Auditors,

NOTICE is hereby given that the TWENTY-NINTH Annual General Meeting of the Members of INDO-PACIFIC SOFTWARE & ENTERTAINMENT LIMITED, will be held on Friday, the 30th day of September 2011 at 11.00 A.M. at the Registered office of the Company at 1ST Floor B, Poonam Chambers, Byramji Town, Chhindwara Road, Nagpur - 440 013, Maharashtra to transact the following business as Ordinary Business:

1. To receive, consider and adopt the audited Balance Sheet of our Company as at 31/03/2011, 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 Ms. Archana D. Wani, who retires by rotation and being eligible offers her self 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., Chartered Accountants, Nagpur, who retire at the conclusion of the ensuing Annual General meeting and being eligible, offers themselves for re-appointment and to fix their remuneration in consultation with them.

Place: Nagpur
Dated: 02-09-2011

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

(CHAIRMAN)

NOTES:

1. THE BOOK CLOSURE FOR THE PURPOSE OF SHARE TRANSFERS SHALL COMMENCE FROM 27-09-2011 AND SHALL END ON 30-09-2011 (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

1st 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-NINTH Annual Report and the Audited Balance Sheet and the Profit & Loss A/C of the company for the year ended on 31st March 2011.

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 31-03-2011 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 2010-11 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:

Ms. Archana D. Wani & 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-Ninth Annual General Meeting of the Company. Except this, there has been 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 being paid to maintain healthy and hygienic condition to make the services customer friendly.

DEPOSITS:

The Company has not accepted any deposit from public pursuant to the provisions of Section 58A and 58AA of the Companies Act, 1956 during the year under review.

INDO-PACIFIC SOFTWARE & ENTERTAINMENT LIMITED

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 31/03/2011 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 31/03/2011 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., Chartered Accountants, NAGPUR hold office till the conclusion of the ensuing 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:
1ST Floor B, Poonam Chambers,
Byramji Town, Chhindwara Road,
Nagpur - 440 013. (M. S.)

For and behalf of the Board

(CHAIRMAN)

Dated: 02.09.2011

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 2011 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	12	Yes	14	Nil
Ms. Archana D. Wani	Non-Executive & Independent Director	16	Yes	13	03
Mr. Ashok B. Purohit	Non-Executive & Independent Director	05	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, 2011. During the year, 16 Meetings of the Board of Directors of the Company were held on 02.04.2010, 28.05.2010, 01.06.2010, 18.06.2010, 30.06.2010, 31.07.2010, 13.08.2010, 31.08.2010, 06.09.2010, 30.09.2010, 31.10.2010, 05.11.2010, 05.12.2010, 31.01.2011, 21.02.2011 and 31.03.2011. Besides these above stated board meetings various circular resolutions were passed during the financial year 2010-11 by the board, pursuant to the provisions of Section 289 of the Companies Act, 1956.

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 their audit fees and also approval for payment for any other services availed by the Company.
- c. Reviewing with management the annual financial statements before submission to the Board.
- d. Reviewing with the management, external and internal auditors, the adequacy or otherwise of internal control system commensurate with the size of the Company.
- e. Reviewing the adequacy or otherwise 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, if any, pointed out by the Internal Auditors regarding short comings and to suggest ways & means to take care thereof.

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	3	3
Ms. Archana D. Wani	3	3

Terms of Reference of Remuneration Committee

- a) Remuneration payable to Executive as well as Non-Executive Directors were considered and approved by the Remuneration Committee, which shall not to exceed the below stated amounts for the financial year 2010-11, but it can be less than as follows:
 1. Mr. Nandkumar K. 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 Directors and other Members of the Board / 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.

Date & Venue of Previous General Meetings		
Nature of Meeting	Date & Time	Venue
Twenty-Eighth Annual General Meeting	30th day of September 2010 At 11.00 a.m.	1st Floor B, Poonam Chambers, Byramji Town, Chhindwara Road, Nagpur - 440 013.(M.S.)
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. (M.S.)
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. (M.S.)

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, 2011 IS AS BELOW:

S. No	Category	No. of Shares held	% Shareholding
1	Promoter	7,16,49,048	71.29
2	Private Corporate Bodies	70,40,675	7.01
3	Indian Public & Others	2,18,18,277	21.70
	Total	10,05,08,000	100.00

DEMATERIALIZATION OF SHARES AND LIQUIDITY:

As on 31st March, 2011, 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 held in physical form.

Place: Nagpur
Dated: 02.09.2011.

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: 02/09/2011

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

Dhiraj M. Moryani
Partner
M. No. : 129877

AUDITORS REPORT

To The Members of
M/S. INDO-PACIFIC SOFTWARE & ENTERTAINMENT LTD.

Report on the accounts for the year ended on 31st March, 2011 in compliance with Section 227 (2) of the companies Act, 1956

1. We have audited the attached Balance Sheet of M/S. INDO-PACIFIC SOFTWARE & ENTERTAINMENT LTD., as at 31st MARCH, 2011 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 the 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 the section 227 of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paras 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 it 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 31st March, 2011 and taken on record by the Board of Directors, we report that none of the Director is disqualified as on 31st March, 2011 from being appointed as a Director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956;
 - f) In our opinion and to the best of our information and according to the explanations given to us, the said statement of account 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;
 - I) In the case of the Balance Sheet, of the State of affairs of the Company as at 31st March, 2011 and
 - II) 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: 31/05/2011.

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

Dhiraj M. Moryani
Partner
M. No.: 129877

ANNEXURE TO AUDITORS REPORT

(As referred to in Paragraph 1 of our report of Event Date)

- (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-faice 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 31st March, 2011 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: 31/05/2011.

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 31.03.2011

	PARTICULARS	SC HE DU L	AMOUNT	AS AT 31.03.2011.	AMOUNT	AS AT 31.03.2010.
I.	SOURCES OF FUNDS :					
	1. SHAREHOLDERS FUNDS					
	a] SHARE CAPITAL	1	100,508,000.00		100,508,000.00	
	b] RESERVES & SURPLUS	2	172,027,853.55	272,535,853.55	165,858,059.15	266,366,059.15
	2. LOAN FUNDS	3				
	a] SECURED LOANS		557,340,636.00		597,730,665.00	597,730,665.00
	b] UNSECURED LOANS		196,697,765.39	754,038,401.39	171,595,925.75	171,595,925.75
	TOTAL :			1,026,574,254.94		1,035,692,649.90
II.	APPLICATION OF FUNDS :					
	1. FIXED ASSETS					
	GROSS BLOCK	4	802,121,117.10		802,094,517.10	
	LESS : DEPRECIATION		131,057,484.54	671,063,632.56	112,531,056.07	689,563,461.03
	NET BLOCK					
	2. INVESTMENTS					
	3. CAPITAL WORK IN PROGRESS	5	238,291,662.25		228,638,137.25	
	4. CURRENT ASSETS, LOANS & ADVANCES					
	a] SUNDRY DEBTORS	6	52,089,063.97		76,963,252.88	
	b] DEPOSITS	7	4,978,842.00		4,661,999.00	
	c] CASH & BANK BALANCES	8	154,586.91		1,277,939.66	
	d] LOANS & ADVANCES	9	64,279,004.00		46,046,646.68	
			359,793,159.13		357,587,975.47	
	LESS : CURRENT LIABILITIES & PROVISIONS	10	4,282,536.75		11,458,786.60	
	NET CURRENT ASSETS, LOANS & ADVANCES			355,510,622.38		346,129,188.87
	5. MISCELLANEOUS EXPENDITURES					
	Preliminary Expenses	15		-		-
	TOTAL			1,026,574,254.94		1,035,692,649.90

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 : 31/05/2011.

**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 31.03.2011.**

Sr. No.	PARTICULARS	SCHE- DULE	AMOUNT	AS AT 31.03.2011.	AMOUNT	AS AT 31.03.2010.
I.	INCOME :					
	BUSINESS & OTHER RECEIPTS	11 & 12	109,748,577.00		101,266,897.62	
				109,748,577.00		101,266,897.62
II.	EXPENDITURE :					
	BUSINESS EXPENSES	13	44,419,338.00		9,172,643.50	
	ADMINISTRATIVE & OTHER EXPENSES	14	9,602,740.60		14,125,145.81	
	DEPRECIATION	4	18,526,428.47		22,520,027.20	
	FINANCIAL CHARGES	14	29,078,943.62		31,093,688.45	
				101,627,450.69		76,911,504.96
	PROFIT BEFORE TAX :			8,121,126.31		24,355,392.66
	LESS : PROVISION FOR TAXATION			1,950,931.91		8,042,250.00
	PROFIT AFTER TAX :			6,170,194.40		16,313,142.66
	LESS: PROVISION FOR DEFERRED TAX			0.00		0.00
				6,170,194.40		16,313,142.66

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 : 31/05/2011.

**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 31.03.2011.**

	PARTICULARS	31 ST MARCH 2011 RS.	31 ST MARCH 2010 RS.
A.	Cash Flow from Operating Activities:		
	NET PROFIT BEFORE TAX & EXTRA ORDINARY ITEMS:	8,121,126.31	24,355,392.66
	ADJUSTED FOR DEPRECIATION	18,526,428.47	22,520,027.20
	INTEREST PAID	29,078,943.62	31,093,688.45
	INTEREST RECEIVED	(718,731.00)	(919,447.00)
	PRELIMINARY EXPENSES WRITTEN OFF	0.00	0.00
	OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	55,007,767.40	77,049,661.31
	ADJUSTED FOR CHANGES IN WORKING CAPITAL		
	(INCREASE) / DECREASE IN INVENTORIES (CAPITAL WIP)	(9,653,525.00)	(21,560,707.72)
	(INCREASE) / DECREASE IN TRADE & OTHER RECEIVABLES	24,557,345.91	7,360,504.00
	(INCREASE) / DECREASE IN LOAN & ADVANCE	(18,232,357.32)	9,566,823.99
	INCREASE / (DECREASE) IN TRADE & OTHER PAYABLE	(7,176,249.85)	(19,912,826.03)
	CASH GENERATED FROM OPERATIONS	44,502,981.14	52,503,455.55
	INTEREST PAID	(29,078,943.62)	(31,093,688.45)
	DIRECT TAXES	(1,951,331.91)	(10,469,047.00)
	NET CASH FLOW FROM OPERATING ACTIVITIES (A)	1,3,472,705.61	10,940,720.10
B)	CASH FLOW FROM INVESTING ACTIVITIES		
	ADDITION IN FIXED ASSETS	(26,600.00)	(37,778,581.28)
	INTEREST RECEIVED	718,731.00	919,447.00
	INCREASE IN INVESTMENT	0.00	0.00
	SALE OF INVESTMENT	0.00	0.00
	NET CASH FROM INVESTING ACTIVITIES (B)	692,131.00	(36,859,134.28)
C)	CASH FLOW FROM FINANCING ACTIVITIES		
	PROCEEDS FROM LONG TERM & OTHER BORROWINGS	(15,288,189.36)	24,354,671.06
	DIVIDEND PAID	0.00	0.00
	NET CASH FROM FINANCING ACTIVITIES ©	(15,288,189.36)	24,354,671.06
	INCREASE & DECREASE IN CASH & CASH EQUIVALENT (A+B+C)	(1,123,352.75)	(1,563,743.12)
	Cash & Cash Equivalent Opening Balance	1,277,939.66	2,841,682.78
	Cash & Cash Equivalent Closing Balance	154,586.91	1,277,939.66

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.
5. Figures for the previous year have been re-arranged and re-grouped wherever necessary 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 : 31/05/2011.

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 31-03-2011.**

PARTICULARS	AS AT 31.03.2011.	AS AT 31.03.2010.
SCHEDULE - 1		
SHARE CAPITAL		
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
TOTAL Rs.	100,508,000.00	100,508,000.00
SCHEDULE - 2		
RESERVES & SURPLUS		
GENERAL RESERVE		
Balance as per last Balance Sheet	15,578,740.00	15,578,740.00
Add : transfer from profit and loss A/c		
TOTAL Rs.(A)	15,578,740.00	15,578,740.00
PROFIT & LOSS A/C		
BALANCE AS PER LAST YEAR	150,279,319.15	133,967,174.15
ADD : NET PROFIT FOR THE YEAR	6,170,194.40	16,313,142.66
LESS : PROVISION OF PREVIOUS YEAR	400.00	1,000.00
ADD : DIFF. PREVIOUS YEAR	-	2.34
TOTAL Rs.(B)	156,449,113.65	150,279,319.15
TOTAL Rs.(A) + (B)	172,027,853.55	165,858,059.15
SCHEDULE - 3 : LOAN FUNDS:		
a) SECURED LOANS:		
1. O.B.C. TERM LOAN A/C 094 (New A/c)	201,892,721.00	236,377,172.00
2. O.B.C. DEMAND LOAN - I - 268	19,995,963.00	79,999,521
3. O.B.C. DEMAND LOAN 428	37,768,436.00	19,998,780.00
4. O.B.C. DEMAND LOAN 244	101,085,952.00	65,000,128.00
5. L.I.C. KEYMAN INSURANCE LOANS:	4,641,750.00	3,899,250.00
6. PAYABLE TO NIT	191,955,814.00	192,455,814.00
TOTAL (a)	557,340,636.00	597,730,665.00
TERM LIABILITIES: (SECURITY DEPOSITS):		
I) Poonam Mall, W. Nagar	32,893,506.00	32,893,506.00
TOTAL (I)	32,893,506.00	32,893,506.00

**INDO-PACIFIC SOFTWARE & ENTERTAINMENT LTD. NAGPUR
SCHEDULE FORMING PART OF BALANCE SHEET AS AT 31-03-2011.**

PARTICULARS	AS AT 31.03.2011.	AS AT 31.03.2010.
II) Poonam Mall, V. I. P. Road.	10,230,708.00	11,438,312.00
TOTAL (II)	10,230,708.00	11,438,312.00
Security Deposit (Contractor) (III)	169,913.00	169,913.00
GRAND TOTAL (I TO III)	43,294,127.00	44,501,731.00
(b) UNSECURED LOANS:		
<u>1) FROM DIRECTORS & FAMILY MEMBERS</u> TOTAL (b-1)	51,848,737.88 51,848,737.88	50,341,679.88 50,341,679.88
<u>2) FROM GROUP COMPANIES</u> TOTAL (b-2)	74,476,950.51 74,476,950.51	67702514.87 67,702,514.87
<u>3) FROM OTHERS</u> TOTAL (b-3)	27,077,950.00 27,077,950.00	9050000.00 9,050,000.00

INDO-PACIFIC SOFTWARE & ENTERTAINMENT LIMITED

SCHEDULE - 4

FIXED ASSETS

PARTICULARS	DEPRECIATION CHART AS PER COMPANIES ACT , 1956 FOR THE YEAR ENDED ON 31ST MARCH, 2011.						NET BLOCK			
	OPENING BAL. AS ON 01/04/2010.	ADDITIONS DURING THE YEAR	SALES OR ADJUSTMENT DURING THE YEAR	TOTAL AS ON 31.03.2011.	RATE OF DEP. (%)	DEP. UPTO 01.04.2010.	DEP. FOR THE YEAR	TOTAL DEP. UPTO 31.03.2011.	W.D.V. AS AT 31.03.2011.	W.D.V. AS AT 31.03.2010.
GROSS BLOCK AS ON 01.04.2010.										
FIXED ASSETS:										
(A) P. MALL, V.I.P. ROAD PROJECT:										
Land & Building	485,012,604.69	-	-	485,012,604.69	5.00%	3,851,836.73	-	3,851,836.73	481,160,767.97	481,160,767.97
TOTAL (A)	485,012,604.69	-	-	485,012,604.69		3,851,836.73	-	3,851,836.73	481,160,767.97	481,160,767.97
(B) P. MALL, W. NAGAR PROJECT:										
Land & Building	219,435,058.18	-	-	219,435,058.18	5.00%	54,108,615.00	8,266,322.16	62,374,937.16	165,326,443.19	157,060,121.02
Plant & Machinery	81,599,514.00	-	-	81,599,514.00	25.88%	44,537,013.20	9,591,782.19	54,128,795.40	37,062,527.80	27,470,745.60
Computer & Accessories	565,000.00	-	-	565,000.00	40.00%	387,028.00	71,188.80	458,216.80	177,972.00	106,783.20
TOTAL (B)	301,599,599.18	-	-	301,599,599.18		99,032,656.20	17,929,293.15	116,961,949.35	202,566,942.98	184,637,649.83
(C) OTHERS:										
Air Conditioners	802,389.03	-	-	802,389.03	13.91%	584,867.78	30,257.21	615,124.99	217,521.25	187,264.04
Camera & Equipment	81,690.00	-	-	81,690.00	13.91%	50,700.48	4,310.64	55,011.12	30,989.52	26,678.88
Colour Television	39,667.00	-	-	39,667.00	13.91%	21,442.57	2,535.02	23,977.59	18,224.43	15,689.41
Computer Equipments	3,181,350.21	26,600.00	-	3,207,950.21	40.00%	2,819,363.81	155,434.56	2,974,798.37	361,986.40	253,151.84
Electrical Fitting & Installation	566,901.07	-	-	566,901.07	5.00%	174,494.53	19,620.33	194,114.85	392,406.54	372,786.22
Furniture & Fixtures	1,770,463.44	-	-	1,770,463.44	18.10%	1,413,341.40	64,639.09	1,477,980.49	357,122.04	292,482.95
Generator Set	193,125.00	-	-	193,125.00	13.91%	137,295.56	7,765.88	145,061.43	55,829.44	48,063.57
Mobile	300,749.00	-	-	300,749.00	13.91%	124,438.43	24,524.80	148,963.23	176,310.57	181,425.77
Office Block at B Wimg [1&2]	5,840,051.95	-	-	5,840,051.95	5.00%	2,029,028.10	190,551.19	2,219,579.30	3,811,023.85	3,620,472.65
Office Equipment	186,690.53	-	-	186,690.53	13.91%	105,096.30	11,349.76	116,446.05	81,594.23	70,244.48
Vehicle - CRV	1,625,420.00	-	-	1,625,420.00	25.89%	1,367,746.18	66,711.75	1,434,457.94	257,673.82	190,962.06
Vehicle - Opel Astra	893,816.00	-	-	893,816.00	25.89%	818,748.01	19,435.10	838,183.11	75,067.99	55,632.89
TOTAL (C)	15,482,313.23	26,600.00	-	15,508,913.23		9,646,563.15	597,135.32	10,243,698.48	5,835,750.08	5,314,854.75
GRAND TOTAL (A+B+C)	802,094,517.10	26,600.00	-	802,121,117.10		112,531,056.07	18,526,428.47	131,057,484.56	689,563,461.03	671,113,272.55

PARTICULARS	AS AT 31.03.2011.	AS AT 31.03.2010.
SCHEDULE - 5: CAPITAL WORK IN PROGRESS:		
a) POONAM MALL : V.I.P. ROAD : (Phase - I & II)		
OPENING WORK IN PROGRESS	21,612,190.44	12,329,206.72
ADD.: ADDITIONS DURING THE PERIOD	35,677,927.00	65,216,150.93
LESS: TRF. TO FIXED ASSETS & EXPENSES	86,250.00	55,933,167.21
BALANCE (a) WIP - Phase - II	57,203,867.44	21,612,190.44
b) W.I.P. KOLKATA PROPERTY		
OPENING WORK IN PROGRESS	187,025,946.81	174,748,222.81
ADD.: ADDITIONS DURING THE PERIOD	16,586,848.00	12,512,888.00
TOTAL	203,612,794.81	187,261,110.81
LESS: TRF. TO PROFIT & LOSS A/C	42,525,000.00	235,164.00
BALANCE (b)	161,087,794.81	187,025,946.81
Deposit Against Development (c)	20,000,000.00	20,000,000.00
TOTAL CAPITAL WORK IN PROGRESS (a+b+c)	238,291,662.25	228,638,137.25
SCHEDULE - 6 (A) SUNDRY DEBTORS:		
	9,029,729.12	17,988,571.12
TOTAL 6 (A)	9,029,729.12	17,988,571.12
SCHEDULE - 6 (B) Receivables from other customers/*NKCC		
	43,059,334.85	58,795,695.00
TOTAL (B)	43,059,334.85	58,795,695.00
TOTAL 6 (A+B)	52,089,063.97	76,784,266.12
SCHEDULE - 7 CASH BANK BALANCES:		
	154,586.91	634,539.66
TOTAL (7) RS.	154,586.91	634,539.66
SCHEDULE - 8 a) DEPOSITS (ASSETS)		
a) F.D.R. With Banks:	3,532,542.00	3,240,699.00
TOTAL (a)	3,532,542.00	3,240,699.00
b) Other Deposits :	1,446,300.00	1,421,300.00
TOTAL (b)	1,446,300.00	1,421,300.00
TOTAL 8 (A+B)	4,978,842.00	4,661,999.00
SCHEDULE - 9 LOANS & ADVANCES		
Loans:	40,077,385.00	22,365,264.68
TOTAL	40,077,385.00	22,365,264.68
Advance:	24,201,619.00	23,480,882.00
TOTAL	24,201,619.00	23,480,882.00
GRAND TOTAL	64,279,004.00	45,846,146.68
SCHEDULE - 10 CURRENT LIABILITIES & PROVISIONS		
	4,282,536.73	11,579,236.84
TOTAL (10) RS.	4,282,536.73	11,579,236.84

PARTICULARS	AS AT 31.03.2011.	AS AT 31.03.2010.
<u>SCHEDULE - 11 BUSINESS RECEIPTS</u>	109,029,846.00	100,424,108.12
TOTAL Rs.	109,029,846.00	100,424,108.12
<u>SCHEDULE - 12 OTHER RECEIPTS:</u>	718,731.00	842,789.50
TOTAL Rs.	718,731.00	842,789.50
TOTAL RECEIPTS Rs.	109,748,577.00	101,266,897.62
<u>SCHEDULE - 13 BUSINESS EXPENSES</u>	44,419,338.00	9,172,643.50
TOTAL RS.	44,419,338.00	9,172,643.50
<u>SCHEDULE - 14 ADMINISTRATIVE & OTHER EXPENSES</u>	9,602,740.60	14,125,145.81
TOTAL Rs.	9,602,740.60	14,125,145.81
FINANCIAL CHARGES :	29,078,943.62	31,093,688.45
TOTAL Rs.	29,078,943.62	31,093,688.45
GRAND TOTAL	38,681,684.22	45,218,834.26

INDO-PACIFIC SOFTWARE & ENTERTAINMENT LIMITED

SCHEDULE - 16 FORMING PART OF BALANCE SHEET AS ON 31/03/2011: 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 thereon.

4. DEPRECIATION:

- i) Depreciation on Fixed Assets is provided on W. D. V. 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 Complexes) 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 Director.
- 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 Conduction Chargf) is recognized on the basis of percentage of work completed.

9. PERSONAL EXPENSES :-

Director 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 respect of the Deposits and Advances, Sundry Creditors, Sundry Debtors and other Payables etc. were not available for verification at the 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 & the annexures thereto.

7. EARNING PER SHARE (EPS)

Divisible Profit for the year 2010-2011:	Rs.61,70,194/-
No. Of Equity Shares:	10,05,08,000.
Earning Per Share	Rs. 0.06 per share

8. In accordance with the provisions of AS-22 the provision for deferred tax liability for the year under audit has not been made as per the provision of AS-22 by ICAI. in the current years as it is not required for.
9. Previous years figures have been 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 : 31/05/2011.

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

BALANCE SHEET ABSTRACT FOR THE YEAR ENDED ON 31/03/2011.

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.	0 2 6 8 8 2	State Code	1 1
	Balance Sheet Date	3 1 Date	0 3 Month	1 1 Year
II	Capital raised during the Year (Amount in Rs. Thousand)			
	Public Issue	- - - N I L - - - -	Right Issue	- - - - - - - - - -
	Bonus Issue	- - - - - - - - - -	Private Issue	- - - - N I L - - - - -
III	Position of Mobilization and Deployment of funds (Amount in Rs. Thousand)			
	Total Liabilities	- - - 1 0 2 6 5 7 4	Total Assets	- - - 1 0 2 6 5 7 4
	Sources of Funds Paid Up Capital	- - - - - 1 0 0 5 0 8	Reserves & Surplus	- - - - - 1 7 2 0 2 8
	Secured Loans	- - - - - 5 5 7 3 4 1	Unsecured Loans	- - - - - 1 9 6 6 9 8
	Application of Funds Net Fixed Assets	- - - - - 6 7 1 0 6 4	Investments	- - - - - - - - - - -
	Net Currents Assets	- - - - - 3 5 5 5 1 1	Misc. Expenditure	- - - - - - - - - - -
	Capital Work In Progress	- - - - - - - - - - -	Right Issue	- - - - N I L - - - - -
IV	Performance of Company (Amount in Rs. Thousand)			
	Turnover	- - - - - 1 0 9 7 4 9	Total Expenditure	- - - - - 1 0 1 6 2 7
	Profit/Loss Before Tax	+ - - - - - - 8 1 2 1	Profit/Loss After Tax	- - - - - - 6 1 7 0
	Earning Per Share Rs. Rs Ps	- - - - - 0 . 0 6	Dividend rate %	N I L

(Refer Note Below)

Note: Dividend is subject to approval of shareholders in Annual General Meeting.
PLACE: NAGPUR.
DATE: 31/05/2011.

For INDO PACIFIC SOFTWARE & ENTERTAINMENT LTD.,

(DIRECTOR)

INDO-PACIFIC SOFTWARE & ENTERTAINMENT LIMITED
REGD. OFF.: 1ST FLOOR B, POONAM CHAMBERS, BYRAMJI TOWN,
CHHINDWARA ROAD, NAGPUR - 440 013.
29TH ANNUAL GENERAL MEETING
ATTENDANCE SLIP

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

*I hereby record my presence at the Twenty-Ninth Annual General Meeting of the Company at the registered office of the Company at 1ST FLOOR B, POONAM CHAMBERS, BYRAMJI TOWN, CHHINDWARA ROAD, NAGPUR - 440 013 on Friday, the 30th day of September, 2011 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.: 1ST FLOOR B, POONAM CHAMBERS, BYRAMJI TOWN,
CHHINDWARA ROAD, NAGPUR - 440 013.
29TH 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-NINTH ANNUAL GENERAL MEETING to be held on Friday, the 30th day of September, 2011 at
11.00 a.m. or at any adjournment thereof.

_____(Signature)

Signed this _____ day of _____ 2011

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Revenue
Stamp

** Applicable for shareholders holding shares in electronic form.

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

