

INDO PACIFIC SOFTWARE & ENTERTAINMENT LIMITED

ANNUAL REPORT 2011-12

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	:	ipseInkg@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

REGD. OFF.: 1ST FLOOR B, POONAM CHAMBERS,
BYRAMJI TOWN, CHHINDWARA ROAD,
NAGPUR – 440 013. (M. S.)

To,
The Members & Auditors,

NOITCE OF THIRTIETH ANNUAL GENERAL MEETING

NOTICE is hereby given that the THIRTIETH Annual General Meeting of the Members of INDO-PACIFIC SOFTWARE & ENTERTAINMENT LIMITED, will be held on Saturday, the 29th day of September 2012 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 businesses as Ordinary Businesses:

1. To receive, consider and adopt the audited Balance Sheet as at 31/03/2012, Statement of Profit & Loss 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 herself 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 consider reappointment of Auditors in place of M/s. Sanjay S. Agrawal & Co., who retire at the conclusion of the meeting and being eligible offers themselves for re-appointment and to fix their remuneration in consultation with them.

Place: Nagpur
Dated: 03-09-2012

By the order of Board
Indo-Pacific Software & Entertainment Ltd.
Sd/-
(CHAIRMAN)

NOTES:

1. THE BOOK CLOSURE FOR THE PURPOSE OF SHARE TRANSFERS SHALL COMMENCE FROM 26-09-2012 AND SHALL END ON 29-09-2012 (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
REGD. OFF.: 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 THIRTIETH Annual Report and the Audited Balance Sheet and the Profit & Loss A/c of the Company for the year ended on 31st March 2012.

PERFORMANCE:

Company's performance was overwhelming 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 31-03-2012, 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 2011-12 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 has offered them-selves for re-appointment. The Board proposes them for re-appointment as Directors liable to retire by rotation at the forthcoming Thirtieth 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 the public under section 58A and 58AA of the Companies Act, 1956 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 31/03/2012 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 31/03/2012 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.

ACKNOWLEDGEMENT:

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
Sd/-
(CHAIRMAN)

Dated: 03.09.2012.

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 2012 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 Public Companies	No. of other Board Committee of which Member/Chairman
Mr. Nandkumar K. Harchandani	Executive Director	11	Yes	06	Nil
Ms. Archana D. Wani	Non-Executive & Independent Director	12	Yes	04	03
Mr. Ashok B. Purohit	Non-Executive & Independent Director	04	Yes	07	03
Mr. Vijaykumar N. Harchandani	Non-Executive & Professional Director	03	No.	02	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, 2012. During the year, 12 Meetings of the Board of Directors of the Company were held on 05.04.2011, 12.05.2011, 31.05.2011, 30.06.2011, 30.07.2011, 12.08.2011, 27.10.2011, 15.11.2011, 12.12.2011, 31.01.2012, 17.02.2012 and 31.03.2012.

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 members.

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

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

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 members.

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 2011-12, but it can be less than as follows:
 1. Mr. Nandkumar N. Harchandani Rs.10,00,000/- 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.

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

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 members.

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-Ninth Annual General Meeting	30 th day of September 2011 At 11.00 a.m.	1 st Floor B, Poonam Chambers, Byramji Town, Chhindwara Road, Nagpur – 440 013.
Twenty-Eighth Annual General Meeting	30 th day of September 2010 At 11.00 a.m.	1 st Floor B, Poonam Chambers, Byramji Town, Chhindwara Road, Nagpur – 440 013.
Twenty-Seventh Annual General Meeting	30 th day of September 2009 At 11.00 a.m.	1 st 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 here office at C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (W), Mumbai – 400 078.

Listing of Securities:

Name of the Stock Exchanges

The Stock Exchange Mumbai, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001	Inter-Connected Stock Exchange of India Ltd., International InfoTech Park, Tower 7, 5 th Floor, Vashi, Navi Mumbai – 400 703
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THE SHAREHOLDING PATTERN AS ON 31ST MARCH, 2012 IS AS BELOW:

S. No	Category	No. Of Shares held	% Shareholding
1	Promoter	7,27,05,048	72.34
2	Private Corporate Bodies	59,84,750	5.95
3	Indian Public & Others	2,18,18,202	21.71
	Total	10,05,08,000	100.00

DEMATERIALIZATION OF SHARES AND LIQUIDITY:

As on 31st March, 2012, 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: 03.09.2012.

By the order of Board
INDO-PACIFIC SOFTWARE & ENTERTAINMENT LTD.,
Sd/-
(CHAIRMAN)

INDO PACIFIC SOFTWARE & ENTERTAINMENT LTD.
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 Limited for ensuring the compliance of the conditions of the financial statements of Indo Pacific Software & Entertainment Limited.

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 in all material respects with the conditions of Corporate Governance stipulated in Clause 49 of the Listing Agreement of the Stock Exchanges.

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

Dhiraj M. Moryani
Partner

M. No.: 129877.

Place: NAGPUR.
Date: 03/09/2012.

AUDITORS REPORT

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

Report on the accounts for the year ended on **31st March, 2012** 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 31 March 2012 and its Profit and 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 (Auditor's Report) Order, 2003 as amended by Companies (Auditor's Report) Order, 2004 issued by the Central Government of India in terms of Sub-section (4A) of the Section 227 (4A) 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 appears from the examination of such books.
 - c) The Balance Sheet and Profit and Loss Account dealt with by this report are in agreement with the Books of Account of the company.
 - d) In our opinion the Balance Sheet and Profit & Loss Account dealt with by this report comply with Accounting Standards referred to in subsection (3c) of section 211 of the companies Act, 1956.
 - e) On the basis of written representations received from the Directors, as on 31st March, 2012 and taken on record by the Board of Directors, we report that none of the Director is disqualified as on 31st March, 2012 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 statements 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 on 31st March, 2012 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
Dated : 30/05/2012

For SANJAY S. AGRAWAL & CO.
Chartered Accountants,
F.R NO.116200W
SD/-
(Dhiraj M. Moryani)
Partner
M. No. 129877

ANNEXURE TO AUDITOR'S 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 accordingly 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 books record were not material and have been property dealt with in the books of account.
- (iii)
 - a) The company had not granted unsecured loan to parties that are covered in the register maintained under section 301 of the Company Act, 1956.
 - b) The company had granted Interest free loan and the other terms and conditions of loans given by the company are prima facie prejudicial to the interest of the company **-NA**
 - c) Whether receipt of the principal amount and interest wherever applicable are also regular. **-NA**
 - d) The overdue amount is more than rupees one lacs, and the company has not called for repayment, hence clause is not applicable
 - e) The Company has taken loans from companies, firms or other parties listed in the register maintained under section 301 of the companies Act 1956. The amount involved is Rs. 12.45 crores.
 - f) The company had taken Interest free loan and the other terms and conditions of loans taken by the company are prima facie prejudicial to the interest of the company
 - g) The payment of the principal amount and interest wherever applicable are regular.
- (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 u, 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 give to us, no undisputed arrears of statutory dues were outstanding as at 31st March, 2012 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
Dated : 30/05/2012

For **SANJAY S. AGRAWAL & CO.**
Chartered Accountants
F.R NO.116200W
Sd/-
(Dhiraj M. Moryani)
Partner
M. No. 129877

INDO PACIFIC SOFTWARE & ENTERTAINMENT LTD				
BALANCE SHEET AS AT 31ST MARCH 2012				
Particulars	Note No	Figures as at the end of current reporting period		Figures as at the end of previous reporting period
		31-Mar-12		31-Mar-11
I. EQUITY AND LIABILITIES				
(1) Shareholder's Funds				
(a) Share Capital	1	100,508,000.00		100,508,000.00
(b) Reserves and Surplus	2	190,088,800.61		172,027,853.55
(c) Money received against share warrants		-		-
(2) Share application money pending allotment				
(3) Non-Current Liabilities				
(a) Long-term borrowings	3	373,686,670.54		491,710,510.39
(b) Deferred tax liabilities (Net)	4	1,978,188.60		1,305,188.60
(c) Other Long term liabilities	5	247,276,941.00		235,249,941.00
(d) Long term provisions		-		-
(4) Current Liabilities				
(a) Short-term borrowings	6	38,999,250.00		27,077,950.00
(b) Trade payables		-		-
(c) Other current liabilities	7	10,988,627.00		2,977,348.13
(d) Short-term provisions		-		-
Total		963,526,477.75		1,030,856,791.67
II.Assets				
(1) Non-current assets				
(a) Fixed assets				
(i) Tangible assets	8	172,585,963.15		671,063,632.56
(ii) Intangible assets		-		-
(iii) Capital work-in-progress	9	194,940,886.92		238,291,662.25
(iv) Intangible assets under development		-		-
(b) Non-current investments	10	549,200,000.00		-
(c) Deferred tax assets (net)		-		-
(d) Long term loans and advances	11	7,165,463.00		40,077,385.00
(e) Other non-current assets	12	3,121,642.00		4,978,842.00
(2) Current assets				
(a) Current investments		-		-
(b) Inventories		-		-
(c) Trade receivables	13	10,399,008.91		52,089,063.97
(d) Cash and cash equivalents	14	1,345,351.68		154,586.89
(e) Short-term loans and advances	15	24,768,162.09		24,201,619.00
(f) Other current assets		-		-
Total		963,526,477.75		1,030,856,791.67
Significant Accounting Policies &	1 to 20			
Notes on the Financial Statements		0.00		0.00

The Board of Directors
Sd/-
Nandkumar k Harchandani
(Director)

Sd/-
Archana D. Wani
(Director)

As per our report of even date attached
Chartered Accountants
F Regn. No.116200W
Sd/-
Dhiraj M. Moryani
Partner
M. No.129877

Place:Nagpur
Date:30/05/2012

INDO PACIFIC SOFTWARE & ENTERTAINMENT LTD			
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON 31st MARCH 2012			
Particulars	Note No	Figures as at the end of	Figures as at the end of previous
		current reporting period	reporting period
		31-Mar-12	31-Mar-11
I. Revenue from operations	16	96,703,454.00	109,029,846.00
II. Other Income	17	6,939,481.00	718,731.00
III. Total Revenue (I +II)		103,642,935.00	109,748,577.00
IV. Expenses:			
Business Expenses	18	8,995,820.21	44,419,338.00
Purchases of Stock-in-Trade		-	-
Changes in inventories of finished goods, Work in progress and stock in trade		-	-
Employee benefits expense	19	2,739,580.00	2,449,799.00
Finance costs	20	41,541,811.00	29,078,943.62
Depreciation and amortization expense	8	15,474,821.43	18,526,428.47
Other Expenses	21	7,622,406.54	7,152,941.60
Total Expenses		76,374,439.18	101,627,450.69
V. Profit before exceptional and extraordinary items and tax (III - IV)		27,268,495.82	8,121,126.31
VI. Exceptional Items		-	-
VII. Profit before extraordinary items and tax (V - VI)		27,268,495.82	8,121,126.31
VIII. Extraordinary Items		-	-
IX. Profit before tax (VII-VIII)		27,268,495.82	8,121,126.31
X. Tax expense:			
(1) Current tax		8,506,027.76	1,950,931.91
(2) Deferred tax		673,000.00	-
XI. Profit/(Loss) for the period from continuing operations (IX-X)		18,089,468.06	6,170,194.40
XII. Profit/(Loss) from discontinuing operations		-	-
XIII. Tax expense of discontinuing operations		-	-
XIV. Profit/(Loss) from discontinuing operations (after tax) (XII - XIII)		-	-
XV. Profit/(Loss) for the period (XI + XIV)		18,089,468.06	6,170,194.40
XVI. Earning per equity share:			
(1) Basic (100508000 shares of Rs.1/- each)		0.18	0.06
(2) Diluted (100508000 shares of Rs.1/- each)		0.18	0.06
Significant Accounting Policies &	1 to 21		
Notes on the Financial Statements			

The Board of Directors
Sd/- Nandkumar k Harchandani (Director)
Sd/- Archana D. Wani (Director)

As per our report of even date attached
Chartered Accountants
F Regn. No.116200W
Sd/- Dhiraj M. Moryani
Partner
M. No.129877

Place:Nagpur
Date:30/05/2012

					Year Ended		Year Ended
					31.03.2012		31.03.2011
NOTE 1: SHARE CAPITAL							
a Break-up of equity shares							
AUTHORISED CAPITAL							
	11,00,00,000 Equity Shares of Re.1/- Each				110,000,000		110,000,000
ISSUED CAPITAL							
	10,05,08,000 Equity Shares of Re.1/- Each				100,508,000		100,508,000
SUBSCRIBED AND PAID UP CAPITAL							
	10,05,08,000 Equity Shares of Re.1/- Each				100,508,000		100,508,000
b Reconciliation of equity shares outstanding at the beginning and at the end of the year 31.03.2012							
				As at 31 st March 2012		As at 31 st March 2011	
				No. of Shares	Rs.	No. of Shares	Rs.
	At the Beginning of the period			100,508,000	100,508,000	100,508,000	100,508,000
	Movement During the period			NIL	NIL	NIL	NIL
	Outstanding at the end of the Period			100,508,000	100,508,000	100,508,000	100,508,000
c Rights and Preference attached to Equity shares							
	The Company has equity shares having a par value of Re 1. Each Shareholder is entitled for one vote per share. The Shareholders have the right to receive interim Dividends declared by the board of the Directors and final dividend proposed by the Board of Directors and approved by the Shareholders.						
	In Event of Liquidation by the company, the shareholders will be entitled in proportion to the number of Equity shareholders held by them to receive remaining assets of the company, after dissolution to those it was secured.						
	The Shareholders have all the other rights as available to Equity Shareholders as per the provision of the Companies Act 1956 read together with the Memorandum and Articles of Association of the company, as applicable.						
d Equity Shareholders holding more than 5% of Shares in the company as Certified by the Management.							
	Name of the Shareholders			As at 31 st March 2012		As at 31 st March 2011	
				No. of Shares	% of Holding	No. of Shares	% of Holding
1	Ajit Singh			5833320	5.80%	5833320	5.80%
2	N kumar housing & Infrastructure Pvt.Ltd			32266948	32.10%	0	0.00%

	Year Ended	Year Ended
	31.03.2012	31.03.2011
NOTE 2: RESERVES & SURPLUS		
Surplus/(Deficit) in Statement of Profit & Loss		
Opening Balance	172,027,853.55	165,858,059.15
Add: Net Profit/(Loss) transferred from Statement of Profit and Loss	18,089,468.06	6,170,194.40
Less: Appropriations	-	-
Less: Provision of previous year	28,521.00	400.00
Closing Balance	190,088,800.61	172,027,853.55
Total	190,088,800.61	172,027,853.55

NOTE 3: LONG TERM BORROWINGS					
Particulars	As at 31 March, 2012		As at 31 March, 2011		
	Secured	Unsecured	Secured	Unsecured	
-					
From Banks					
O B C Term loan A/C 094	158,816,290.00		201,892,721.00		
Equitable Mortgage of Land and Hypothecation of all Movable/Immovable/Leased fixed asset.					
O B C Demand Loan - 268	-		19,995,963.00		
O B C Demand Loan - 428	12,569,429.00		37,768,436.00		
O B C Demand Loan - 244	72,258,852.00		101,085,952.00		
L I C Keyman Insurance Loans	5,550,750.00		4,641,750.00		
-					
Loans and Advances from Related Parties		124,491,349.54		126,325,688.39	
-					
-					
-					
	Sub Total	249,195,321.00	124,491,349.54	365,384,822.00	126,325,688.39
	Total	373,686,670.54		491,710,510.39	

NOTE 4: DEFFERED TAX LIABILITY		
Opening Balance	1,305,188.60	1,305,188.60
Add: Deffered tax liability	673,000.00	-
Less: Deffered tax Asset	-	-
Closing Balance (net)	1,978,188.60	1,305,188.60

NOTE 5: OTHER LONG TERM LIABILITES		
Payable to NIT	188,955,814.00	191,955,814.00
Security deposit	58,321,127.00	43,294,127.00
Total	247,276,941.00	235,249,941.00

NOTE 6: SHORT TERM BORROWINGS		
Loans and Advances from Others	38,999,250.00	27,077,950.00
Total	38,999,250.00	27,077,950.00

NOTE 7: OTHER CURRENT LIABILITIES		
Interest on LIC Loan	305,500.00	346,560.00
Salary & Wages Payable	61,968.00	-
Keyman Insurance Payable	567,855.00	-
Audit Fees payable	20,000.00	10,000.00
Intime Spectrum Registry Ltd	120,450.24	120,450.24
Statutory Dues		
T.D.S. Payable	1,403,501.00	541,106.00
Provision for Tax A.Y. 2011-12	-	1,950,931.89
Provision for Tax A.Y. 2012-13	8,506,027.76	-
Profession Tax Payable	3,325.00	8,300.00
	10,988,627.00	2,977,348.13

PARTICULARS	INDO-PACIFIC SOFTWARE & ENTERTAINMENT LTD. NAGPUR										NET BLOCK		
	DEPRECIATION CHART AS PER COMPANIES ACT, 1956 FOR THE YEAR ENDED ON 31ST MARCH, 2012.										W.D.V. AS AT	W.D.V. AS AT	
	OPENING BAL. AS ON 01/04/2011.	ADDITIONS DURING THE YEAR	SALES OR ADJUSTMENT DURING THE YEAR	TOTAL AS ON 31.03.2012.	RATE OF DEP. (%)	DEP. UPTO 01.04.2011.	DEP. FOR THE YEAR	TOTAL DEP. UPTO 31.03.2012.	W.D.V. AS AT 31.03.2011.	W.D.V. AS AT 31.03.2012.			
FIXED ASSETS:													
(A) Land and Building													
Land and Building - VIP ROAD	485,012,605	-	481,160,768	3,851,837	0	3,851,837	-	3,851,837	481,160,768	(0)			
Land and Building - W. NAGAR	219,435,058	-	2,500,000	216,935,058	0	62,374,937	7,728,006	70,102,943	157,060,121	146,832,115			
TOTAL (A)	704,447,663	-	483,660,768	220,786,895	0	66,226,774	7,728,006	73,954,780	638,220,889	146,832,115			
(B) Plant & Machinery:													
Plant & Machinery - W. NAGAR	81,599,541	-	-	81,599,541	0	54,128,795	7,109,429	61,238,224	27,470,746	20,361,317			
TOTAL (B)	81,599,541	-	-	81,599,541	0	54,128,795	7,109,429	61,238,224	27,470,746	20,361,317			
(C) Office Building:													
Office Block at B Wing [1&2]	5,840,052	-	-	5,840,052	0	2,219,579	181,024	2,400,603	3,620,473	3,439,449			
TOTAL (C)	5,840,052	-	-	5,840,052	0	2,219,579	181,024	2,400,603	3,620,473	3,439,449			
(D) Computer & Accessories: - W. NAGAR	565,000	-	-	565,000	0	458,217	42,713	500,930	106,783	64,070			
Computer Equipments - Office	3,207,950	173,100	-	3,381,050	0	2,974,798	93,261	3,068,059	233,152	312,991			
TOTAL (D)	3,772,950	173,100	-	3,946,050	0	3,433,015	135,974	3,568,989	339,935	377,061			
(E) Motor Vehicles:													
Vehicle - CRV	1,625,420	-	-	1,625,420	0	1,434,458	49,440	1,483,898	190,962	141,522			
Vehicle - Opel Astra	893,816	-	-	893,816	0	898,183	14,403	852,586	55,633	41,230			
TOTAL (E)	2,519,236	-	-	2,519,236	0	2,272,641	63,843	2,336,484	246,595	182,752			
(F) Elect. Fit. & Inst (5%):													
Electrical Fitting & Installation	566,901	-	-	566,901	0	194,115	18,639	212,754	372,786	354,147			
TOTAL (F)	566,901	-	-	566,901	0	194,115	18,639	212,754	372,786	354,147			
(G) Furniture & Fixtures:													
Furniture & Fixtures - Office	1,770,463	-	-	1,770,463	0	1,477,980	52,939	1,530,920	292,483	239,544			
TOTAL (G)	1,770,463	-	-	1,770,463	0	1,477,980	52,939	1,530,920	292,483	239,544			
(H) Equipments:													
Air Conditioners	802,389	-	-	802,389	0	615,125	26,048	641,173	187,264	161,216			
Camera & Equipment	81,690	194,949	-	276,639	0	55,011	3,711	56,722	26,679	217,917			
Colour Television	39,667	-	-	39,667	0	23,978	2,182	26,160	15,689	13,507			
Generator Set	193,125	-	-	193,125	0	145,061	6,686	151,747	48,064	41,378			
Mobile	300,749	-	-	300,749	0	148,963	21,113	170,077	151,786	130,672			
Office Equipment	186,691	289,871	-	476,562	0	116,446	50,082	166,538	70,244	310,023			
TOTAL (H)	1,604,311	484,820	-	2,089,131	0	1,104,584	109,833	1,214,417	499,726	874,713			
GRAND TOTAL (A+B+C)	802,121,117	657,920	483,660,768	319,118,269	0	131,057,485	15,399,688	146,457,172	671,063,632	172,661,097			
(I) Capital work in progress													
Poonam Mall VIP Road	18,182,438	70,787,106	4,599,199	84,370,345	-	-	-	-	18,182,438	84,370,345			
Kolkata Property	29,253,893	180,341,688	-	219,595,581	-	-	-	-	29,253,893	219,595,581			
TOTAL (I)	47,436,331	261,128,794	4,599,199	303,965,926	0	4,599,199	4,599,199	4,599,199	47,436,331	303,965,926			

NOTE 9: CAPITAL WORK IN PROGRESS		
a) POONAM MALL : V.I.P. ROAD : (Phase - I & II)		
OPENING WORK IN PROGRESS	57,203,867.44	21,612,190.44
ADD.: ADDITIONS DURING THE PERIOD	18,182,437.81	35,677,927.00
LESS: TRF. TO 100% SUBSIDIARY CO.	70,787,106.14	86,250.00
BALANCE (a) WIP - Phase - II	4,599,199.11	57,203,867.44
W.I.P. KOLKATA PROPERTY		
OPENING WORK IN PROGRESS	161,087,794.81	187,025,946.81
ADD.: ADDITIONS DURING THE PERIOD	29,253,893.00	16,586,848.00
TOTAL	190,341,687.81	203,612,794.81
LESS: TRF. TO FIXED ASSETS / P & L A/C.	-	42,525,000.00
BALANCE (b)	190,341,687.81	161,087,794.81
Deposit Against Development (c)	-	20,000,000.00
TOTAL CAPITAL WORK IN PROGRESS (a+b+c)	194,940,886.92	238,291,662.25

NOTE 10 : NON CURRENT INVESTMENTS		
Investment in securities		
N Kumar Projects & Infrastructure Pvt Ltd	549,200,000.00	-
Total	549,200,000.00	

NOTE 11: LONG TERM LOANS AND ADVANCES		
1) Loans		
To Associates Body Corporate	-	21,519,155.00
To Others	7,165,463.00	18,558,230.00
Total	7,165,463.00	40,077,385.00

NOTE 12: OTHER NON CURRENT ASSETS		
Deposits		
A) F D R with bank		
Accrued Interest on FDR	549,697.00	406,897.00
O.B.C., Kingsway, Nagpur	1,111,069.00	1,111,069.00
UTI Bank	-	2,000,000.00
S.S.BL., Nagpur	14,576.00	14,576.00
Total	1,675,342.00	3,532,542.00

B) Other Deposits		
M.S.E.B. Deposit (P.M.V.I.P.)	964,600.00	964,600.00
M.S.E.B. Deposit (P.M.W.)	411,700.00	411,700.00
Water Deposit (P.M.VIP.)	20,000.00	20,000.00
N.M.C. Road Cutting Deposit (P.M. VIP)	25,000.00	25,000.00
Maharashtra Value Add. Tax	25,000.00	25,000.00
	1,446,300.00	1,446,300.00
Total A+B	3,121,642.00	4,978,842.00

NOTE 13: TRADE RECEIVABLES		
H. M. Leisure (Amoeba)	926,400.00	926,400.00
Odyssey India Ltd.	2,636,187.00	2,636,187.00
Pantaloon Retail (I) Pvt. Ltd.	4,381,406.00	2,231,608.00
Inox Leisure Ltd.	766,514.91	1,964,697.12
Welspun Retail Ltd.	646,881.00	646,881.00
Brandhouse Retails Ltd.	386,706.00	386,706.00
Varsha Advertising Agency	29,250.00	29,250.00
Legaato Hair & Skin International Pvt. Ltd.	270,000.00	208,000.00
Receivables from Other Customers-N. Kumar Project & Infra. P. Ltd.	355,664.00	43,059,334.85
Total	10,399,008.91	52,089,063.97

NOTE 14: CASH AND CASH EQUIVALENTS		
Bank Balances	783,068.40	(417,067.75)
Cash In Hand	562,283.28	571,654.64
Total	1,345,351.68	154,586.89

NOTE 15: SHORT TERM LOANS AND ADVANCES		
A) Advance Taxes/T.D.S.	20,664,767.09	13,613,177.00
B) Against Pur. Of .Property	3,824,152.00	7,424,152.00
D) Against Pur. & Services	-	3,104,290.00
C) To Staff	279,243.00	60,000.00
Total	24,768,162.09	24,201,619.00

NOTE 16: REVENUE FROM OPERATIONS		
Business Conducting Charges / Receipts	80,762,992.00	98,489,509.00
Entertainment Tax Received	15,910,462.00	10,415,337.00
Maintenance Charges Received	30,000.00	125,000.00
Total	96,703,454.00	109,029,846.00
NOTE 17: OTHER INCOME		
Interest Received On FDR / Loan / Deposits	6,939,481.00	718,731.00
	-	-
Total	6,939,481.00	718,731.00
NOTE 18: BUSINESS EXPENSES:		
Business Expenses (Kolkata)	-	42,525,000.00
Business Expenses (Ent. Zone)	55,642.00	92,328.00
Electricity Charges	3,791,659.21	1,678,260.00
Entertainment Tax Paid to Govt.	5,081,344.00	-
Entertainment Tax (Ent. Zone)	67,175.00	123,750.00
Total	8,995,820.21	44,419,338.00
NOTE 19: EMPLOYEE BENEFITS EXPENSE		
Directors' Remuneration	1,500,000.00	1,000,000.00
Salary & Wages	1,207,247.00	1,449,799.00
Staff Welfare Expenses	22,430.00	-
Employees Food Expenses	9,903.00	-
Total	2,739,580.00	2,449,799.00
NOTE 20: FINANCE COSTS		
Bank Charges & Processing Fees	137,458.00	97,048.62
Brokerage & Commission	455,871.00	478,116.00
Interest On LIC Loan	305,500.00	-
Interest on Borrowing	14,454,098.00	4,080,632.00
Interest to Bank & L.I.C.	26,188,884.00	24,423,147.00
Total	41,541,811.00	29,078,943.62

NOTE 21: OTHER EXPENSES		
Advertisement & Publicity	45,230.00	91,400.00
Audit Fees	10,000.00	10,000.00
Books & Periodicals	2,200.00	1,710.00
Computer Expense	658,950.00	273,630.00
Company Profession Tax	39,130.00	-
Consultant Travelling & Tour Exp.	17,696.00	374,537.00
Filing & Processing Fees	19,587.00	37,279.25
Insurance charges	477,716.00	30,645.00
Keyman Insurance	2,304,221.40	1,155,836.10
Legal Fees	398,227.00	8,560.00
Listing Fees.	110,300.00	99,270.00
Maintenance Charges	9,372.00	-
Meeting & Conference	289,675.00	148,712.00
Postage & Telegram	5,917.00	318.00
Printing & Stationery	61,509.00	104,371.00
Professional & Legal Exps.	331,950.00	490,465.00
Rent, Rates & Taxes	1,612,689.00	1,965,505.00
Repairs & Maintenance (PL. & Mach.)	67,150.00	160,787.00
Repairs & Maintenance (Vehicle & Others)	165,327.00	9,387.00
Subscription & Membership	15,676.00	76,389.00
Sundry Office Exp.	139,702.00	165,338.00
Telephone Expenses	489,080.39	494,547.00
Travelling & Tour Exps.	322,218.75	1,454,255.25
Water Charges	28,883.00	-
Total	7,622,406.54	7,152,941.60

The Board of Directors
 Sd/- Nandkumar k Harchandani (Director)
 Sd/- Archana D. Wani (Director)

Place: Nagpur
 Date: 31/05/2012

As per our report of even date attached
 Chartered Accountants
 F Regn. No. 116200W
 Sd/- Dhiraj M. Moryani
 Partner
 M. No. 129877

INDO PACIFIC SOFTWARE & ENTERTAINMENT LTD.

**SCHEDULE FORMING PART OF BALANCE SHEET & STATEMENT OF PROFIT & LOSS
FOR THE YEAR ENDED 31ST MARCH, 2012**

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 provision 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 written down value 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 & Building (whether Freehold or leasehold) is depreciated.

5. INVESTMENTS :

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

6. VALUATION OF INVENTORIES :

Closing Stock are as valued, taken and certified by the Director.

- i) Stores, Spares, Building Materials, Loose Tools are valued at cost.
- ii) Raw Materials are valued at cost.
- iii) Project Work in Progress is valued at cost plus estimated Profit on the basis of completion of work

7. REVENUE RECOGNITION :-

Revenue from Entertainment and other Related Business (Business Conducting Charges) is recognized in some cases at receipt basis and otherwise on Accrual basis.

8. 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 and 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 Harchandani | Rs. 10,00,000/- |
| 2. | Ms. Archana D. Wani | Rs. 5,00,000/- |

5. SEGMENT REPORTING :-

The Company serves to business segments i.e. Construction, 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 2011-2012	Rs. 18,757,676
No. of Equity Shares	10,05,08,000
Earning Per Shares	Rs.1.865

8. In accordance with the provision 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. Information required under Schedule VI to the Companies Act, 1956 has been given only to the extent applicable.
10. Previous year's figures are regrouped, reclassified and rearranged wherever required.

For SANJAY S. AGRAWAL & CO.
Chartered Accountants,
F.R NO.116200W
Sd/-
(Dhiraj M. Moryani)
Partner
M. No. 129877
Place : Nagpur
Dated : 30/05/2012

For and On Behalf of the Board
Sd/-
Nandkumar K. Harchandani
CMD

INDO-PACIFIC SOFTWARE & ENTERTAINMENT LIMITED
REGD. OFF.: 1ST FLOOR B, POONAM CHAMBERS, BYRAMJI TOWN, CHHINDWARA ROAD, NAGPUR –
440 013. (M. S.)

**30TH ANNUAL GENERAL MEETING
ATTENDANCE SLIP**

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

I hereby record my presence at the 30th 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 Saturday, the 29th day of September, 2012 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. (M. S.)

30TH ANNUAL GENERAL MEETING

PROXY

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 29th ANNUAL GENERAL MEETING to be held on Friday, the 30th day of September, 2011 at 11.00 a.m. or at any adjournment thereof.

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

Affix a Re.
0.30 paisa
Revenue
Stamp

(Signature)

Signed this _____ day of _____ 2012.

** 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.