

**INDEPENDENT AUDITOR'S REPORT**

To,  
**The Members of  
IVY TALENT INDIA PRIVATE LIMITED  
New Delhi**

**Report on the Financial Statements**

We have audited the accompanying financial statements of **IVY TALENT INDIA PRIVATE LIMITED** ("the Company"), which comprise the Balance Sheet as at 31 March 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended and a summary of the significant accounting policies and other explanatory information.

**Management's Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014. This responsibility, also, includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

**Auditor's responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters, which are required to be included in the Audit Report under the provisions of the Act and the rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those standards require that we comply with ethical requirements and plan & perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures, selected, depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's directors, as well as evaluating the overall presentation of the financial statements.

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

**Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner, so required, and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2015, its loss and its cash flows for the year ended on that date.

**Other Matters**

With respect to the Other Matters to be included in the Independent Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:



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- The Company does not have any pending litigations, which would impact its financial position.
  - The Company did not have any long term contracts, including derivative contracts, for which there were any material foreseeable losses.
  - There were no amounts, which were required to be transferred to the Investor Education and Protection Fund, also reported into clause (vii)(c) of **Annexure** to the Independent Auditors' Report.

**Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government in terms of sub section (11) of section 143 of the Companies Act, 2013, we give, in the **Annexure**, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by section 143(3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account, as required by law, have been kept by the Company, so far as it appears from our examination of those books.
  - c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.

  
  
**Sharad Agarwal, Partner**  
Membership Number: 088861  
**Lochan & Co**  
Chartered Accountants  
Firm Registration Number: 008019N


Place: Delhi

Date: 08 May 2015

## Annexure to the Independent Auditor's Report

**(Referred to the Independent Auditor's Report of even date to the members of IVY TALENT INDIA PRIVATE LIMITED on the financial statements for the year ended on 31 March 2015)**

- i. The Company had no fixed assets during the year. Hence, compliance as per clause 3(i) of the Companies (Auditor's Report) Order, 2015 is not applicable to the Company.
- ii. Considering the nature of activities of the Company, no inventories are maintained. Hence, compliance as per clause 3(ii) of the Companies (Auditor's Report) Order, 2015 is not applicable to the Company.
- iii. The Company has not granted any loan, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Hence, compliance as per clause 3(iii) of the Companies (Auditor's Report) Order, 2015 is not applicable to the Company.
- iv. In our opinion and according to the information and explanation given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business, for purchase of fixed assets and for the sale of services. During the course of our audit, no failure in internal control system was observed.
- v. The Company has not accepted any deposit. Hence, compliance as per clause 3(v) of the Companies (Auditor's Report) Order, 2015 is not applicable to the Company.
- vi. The Company is not required to maintain any cost record as specified by the Central Government under sub section (1) of section 148 of the Companies Act, 2013. Hence, compliance as per clause 3(vi) of the Companies (Auditor's Report) Order, 2015 is not applicable to the Company.
- vii. (a) According to the information and explanation given to us and the records of the Company reviewed by us, in our opinion, the company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, service tax, duty of custom, duty of excise, value added tax, cess and any other statutory dues with the appropriate authorities.  
(b) According to the records of the Company reviewed by us, there are no dues of sale tax or service tax or duty of customs or duty of excise or value added tax or cess as on 31 March 2015, which have not been deposited on account of a dispute.  
(c) The Company is not a listed company. Hence, compliance as per clause 3(vi)(c) of the Companies (Auditor's Report) Order, 2015 is not applicable to the Company.
- viii. The Company has been registered for a period less than five years. Hence, compliance as per clause 3(viii) of the Companies (Auditor's Report) Order, 2015 is not applicable to the Company.
- ix. The Company has not taken loans / deposits from financial institution or bank or debenture holders. Hence, compliance as per clause 3(ix) of the Companies (Auditor's Report) Order, 2015 is not applicable to the Company.
- x. According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from bank or financial institutions. Hence, compliance as per clause 3(x) of the Companies (Auditor's Report) Order, 2015 is not applicable to the Company.
- xi. The Company has not taken terms loans during the current year. Hence, compliance as per clause 3(xi) of the Companies (Auditor's Report) Order, 2015 is not applicable to the Company.
- xii. In our opinion and according to the information and explanations given to us, no fraud by the Company and no significant fraud on the Company has been noticed or reported by the Management during the year, that ultimately causes the financial statements to be materially misstated.



**Sharad Agarwal, Partner**  
Membership Number: 088861

**Lochan & Co**

Chartered Accountants

Firm Registration Number: 008019N

+

Place: Delhi

Date: 08 May 2015

**Lochan & Co**

Chartered Accountants

**BALANCE SHEET**

as at 31 March 2015

(Amount in ₹)

Particulars	Notes	As at 31 March 2015	As at 31 March 2014
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' Funds</b>			
Share Capital	3	172,000,000	112,000,000
Reserves and Surplus	4	(171,858,545)	(241,282)
<b>Subtotal (a)</b>		<b>141,455</b>	<b>111,758,718</b>
<b>Current Liabilities and Provisions</b>			
Short Term Borrowings	5	500,000	-
Trade Payables and Other Liabilities	6	3,121,747	3,101,790
<b>Subtotal (b)</b>		<b>3,621,747</b>	<b>3,101,790</b>
<b>Total [(a) + (b)]</b>		<b>3,763,202</b>	<b>114,860,508</b>
<b>ASSETS</b>			
<b>Non Current Assets</b>			
Intangible Assets	7	597,898	2,134,748
Non Current Investments	8	-	106,923,281
Other Non Current Assets	9	125,990	287,713
<b>Subtotal (a)</b>		<b>723,888</b>	<b>109,345,742</b>
<b>Current Assets, Loans and Advances</b>			
Current investments	10	2,500,000	2,500,000
Loans and advances	11	-	-
Cash and Bank balances	12	214,114	2,927,911
Other assets	13	325,200	86,855
<b>Subtotal (b)</b>		<b>3,039,314</b>	<b>5,514,766</b>
<b>Total [(a) + (b)]</b>		<b>3,763,202</b>	<b>114,860,508</b>
Summary of Significant Accounting Policies	2		

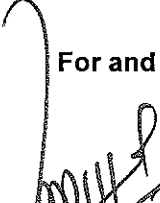
The accompanying notes are an integral part of these financial statements.

In terms of our report of even date attached

  
  
**Sharad Agarwal**, Partner  
 Membership Number: 088861  
**Lochan & Co**  
 Chartered Accountants  
 Firm Registration Number: 008019N

Place: New Delhi  
 Date: May 8, 2015

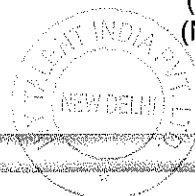
For and on behalf of the Board of Directors of  
Ivy Talent India Private Limited

  
**(Dinesh Mittal)**  
 (Director)  
 (DIN: 00105769)

  
**(Vineet Sabharwal)**  
 (Manager)

  
**(Vinay Mittal)**  
 (Director)  
 (DIN: 05107333)

  
**(Bhupinder Girdher)**  
 (Company Secretary)  
 (Membership Number:  
 ACS-30292)



**STATEMENT OF PROFIT AND LOSS**

for the year ended on 31 March 2015

(Amount in ₹)

Particulars	Notes	For the year ended on 31 March 2015	For the year ended on 31 March 2014
<b>INCOME</b>			
Revenue		-	-
Other Income	14	751,888	1,289,689
<b>Total (i)</b>		<b>751,888</b>	<b>1,289,689</b>
<b>EXPENDITURE</b>			
Financial Expenses	15	18,799	20,418
Other Expenses	16	878,068	162,813
<b>Total (ii)</b>		<b>896,867</b>	<b>183,231</b>
<b>Profit before Depreciation / Amortization and Tax</b>		<b>(144,979)</b>	<b>1,106,458</b>
Depreciation / Amortization		1,536,850	938,952
<b>Profit before Tax and Exceptional Items</b>		<b>(1,681,829)</b>	<b>167,506</b>
Exceptional Items		169,923,281	-
<b>Profit before Tax</b>		<b>(171,605,110)</b>	<b>167,506</b>
Less: Current Tax (net of reversal)		(12,153)	(45,461)
<b>Net Profit / (Loss) for the year</b>		<b>(171,617,263)</b>	<b>212,965</b>
<b>Earnings / (Loss) per share (₹)</b>			
Basic and Diluted [Nominal Value of Shares: ₹10]	17(a)	(10.49)	0.02
Summary of Significant Accounting Policies	2		

The accompanying notes are an integral part of these financial statements.

In terms of our report of even date attached

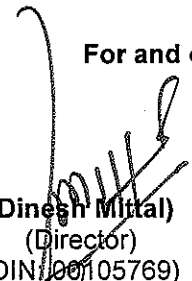



Sharad Agarwal, Partner  
Membership Number: 088861  
**Lochan & Co**  
Chartered Accountants  
Firm Registration Number: 008019N


Place: New Delhi

Date: May 8, 2015

For and on behalf of the Board of Directors of  
Ivy Talent India Private Limited



(Dinesh Mittal)  
(Director)  
(DIN: 00105769)



(Vineet Sabharwal)  
(Manager)



(Vinay Mittal)  
(Director)  
(DIN: 05107333)



(Bhupinder Girdher)  
(Company Secretary)  
(Membership Number:  
ACS-30292)



**CASH FLOW STATEMENT**

for the year ended on 31 March 2015

(Amount in ₹)

Particulars	For the year ended on 31 March 2015	For the year ended on 31 March 2014
<b>A. CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Profit / (Loss) before taxation	(171,605,110)	167,505
Adjustments for		
Provision for diminution in value of investments	166,923,281	-
Provision for doubtful advances	3,000,000	-
Depreciation	15,36,850	938,952
<b>Operating Profit / (Loss) before working capital changes</b>	<b>(144,979)</b>	<b>1,106,457</b>
Movements in working capital:		
Decrease / (Increase) in Short term Loans and Advances	(238,345)	548,881
Increase / (Decrease) in Trade Payables and Other Current Liabilities	19,957	5,056
<b>Cash generated from / (used in) Operations</b>	<b>(363,367)</b>	<b>1,660,394</b>
Direct taxes paid	149,570	(405,440)
<b>Net Cash Flow from / (used) in Operating Activities (A)</b>	<b>(213,797)</b>	<b>1,254,954</b>
<b>B. CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Investment in Shares of Associate Company	(60,000,000)	(51,924,004)
Investment in Mutual Funds	-	(2,500,000)
Inter Corporate Loan given to Associate company	(3,000,000)	
<b>Net Cash Flow from / (used) in Investing Activities (B)</b>	<b>(63,000,000)</b>	<b>(54,424,004)</b>
<b>C. CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Proceeds from issue of Shares	60,000,000	-
Proceeds from Inter Corporate Deposits taken from HT Media Limited	3,000,000	-
Refund of Inter Corporate Deposits to HT Media Limited	(2,500,000)	-
<b>Net Cash flow from / (used) in Financing Activities (C)</b>	<b>60,500,000</b>	<b>-</b>
<b>Net Increase / (Decrease) in Cash and Cash Equivalents [(A) + (B) + (C)]</b>	<b>(2,713,797)</b>	<b>(53,169,050)</b>
Cash and Cash Equivalents at the beginning of the year	2,927,911	56,096,961
<b>Cash and Cash Equivalents at the end of the year</b>	<b>214,114</b>	<b>2,927,911</b>
<b>Components of Cash and Cash Equivalents:</b>		
With scheduled bank:		


Ivy Talent India Private Limited

Particulars	For the year ended on 31 March 2015	For the year ended on 31 March 2014
- On current account	214,114	427,911
- On fixed deposits	-	2,500,000
<b>Total Cash and Cash Equivalents</b>	<b>214,114</b>	<b>2,927,911</b>

Note: The above Cash Flow Statement has been prepared under the "Indirect Method" as stated in Accounting Standard 3: "Cash Flow Statement".

The accompanying notes are an integral part of these financial statements.

In terms of our report of even date attached



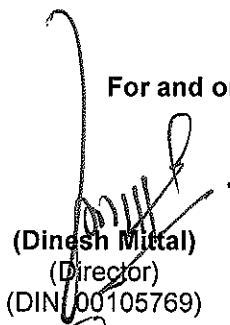
**Sharad Agarwal**, Partner  
 Membership Number: 088861  
**Lochan & Co**  
 Chartered Accountants  
 Firm Registration Number: 008019N

Place: New Delhi

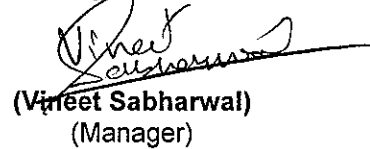
Date: May 8, 2015



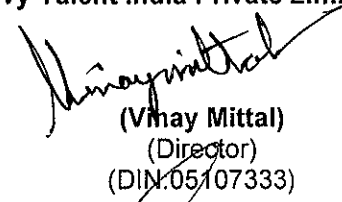
For and on behalf of the Board of Directors of  
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(Dinesh Mittal)  
 (Director)  
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 (Manager)



(Vinay Mittal)  
 (Director)  
 (DIN: 05107333)



(Bhupinder Girdher)  
 (Company Secretary)  
 (Membership Number:  
 ACS-30292)



Notes to financial statements for the year ended on 31 March 2015

1. Corporate Information

Ivy Talent India Private Limited, incorporated on 09 November 2012, is a wholly owned subsidiary of HT Media Limited. The Company is incorporated with the objectives of providing various internet based or related on line business such as search engine, jobs, property, classifieds etc. and / or providing services through internet / on line medium.

2. Summary of Significant Accounting Policies

(a) Basis of Preparation

The financial statements of the Company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The Company has prepared these financial statements to comply in all material respects with the accounting standards notified under the Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provisions of the Companies Act, 2013. The financial statements have been prepared on accrual basis and under the historical cost convention.

(b) Use of Estimates

The preparation of financial statements in conformity with Indian GAAP requires Management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period. Although these estimates are based upon Management's best knowledge of current events and actions, actual results could differ from these estimates. Differences between the actual results and estimates are recognized in the period, in which the results are known or materialized.

(c) Recognition of Income and Expenditure

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

**Dividend**

Revenue is recognized when the shareholder's right to receive payment is established by the Balance Sheet date.

**Interest**

Revenue is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

Expenditure has been acknowledged in accordance with the accrual concept.

(d) Provisions

A provision is recognized when the company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at each Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates.

(e) Fixed Assets

**Intangible assets**

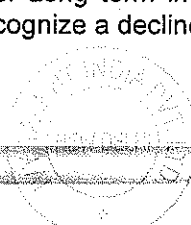
Non compete fees: Non-compete fees related to acquisition of business/ investment is amortized over the period of agreement of non-compete fees.

Impairment: The carrying amounts of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amounts of an asset exceed its recoverable amount. The recoverable amount is the greater of the assets net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value at the weighted average cost of capital.

(f) Investments

Investments, which are readily realizable and intended to be held for not more than one year from the date, on which such investments are made, are classified as current investments. All other investments are classified as long term investments. Current investments are carried at lower of cost and fair value determined on an individual investment basis. Long term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments.

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On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the Statement of Profit and Loss.

**(g) Income Tax**

Tax expense comprises of current tax and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961 enacted in India.

Deferred income tax reflects the impact of current year timing difference between taxable income and accounting income for the year and reversal of timing difference of earlier years. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted at the reporting date.

Deferred tax liabilities are recognized for all taxable timing differences. Deferred tax assets are recognized for all timing differences only to the extent that there is a reasonable certainty that sufficient future taxable income would be available against which such deferred tax assets could be realized. In situations where the company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognized only if there is a virtual certainty supported by convincing evidence that they could be realized against future taxable profits.

The Company has earned interest income and, accordingly, provision for income tax has been created thereon.

**(h) Preliminary Expenses**

Preliminary expenses are expensed off in the year, in which they are incurred.

**(i) Segment Information**

As the Company's business activity has not been started during the period, the disclosure requirements of Accounting Standard (AS) 17 "Segment Reporting" is not applicable.

**3. Share Capital**

(Amount in ₹)

Particulars	As at 31 March 2015	As at 31 March 2014
<b>Authorized Shares</b>		
18,000,000 equity shares of ₹. 10 each (Previous Year: 12,000,000 equity shares of ₹. 10 each)	180,000,000	120,000,000
<b>Issued, Subscribed and Paid up Shares</b>		
17,200,000 equity shares of ₹. 10 each (Previous Year: 11,200,000 equity shares of ₹. 10 each), fully paid up	172,000,000	112,000,000
<b>Total issued, subscribed and fully paid up share capital</b>	<b>172,000,000</b>	<b>112,000,000</b>

**a. Reconciliation of the shares outstanding at the beginning and at the end of the reporting year**

Equity shares	As at 31 March 2015		As at 31 March 2014	
	No. of Shares	₹	No. of Shares	₹
At the beginning of the year	11,200,000	112,000,000	-	-
<b>Add: Issued during the year</b>	<b>6,000,000</b>	<b>60,000,000</b>	<b>11,200,000</b>	<b>112,000,000</b>
<b>Outstanding at the end of the year</b>	<b>17,200,000</b>	<b>172,000,000</b>	<b>11,200,000</b>	<b>112,000,000</b>

**b. Terms / rights attached to equity shares**

- The Company has only one class of equity shares having par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share.
- During the period ended on 31 March 2015, no dividend was recognized as distributions to equity shareholders.

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

- c. Shares held by holding / ultimate holding company and / or their subsidiaries / associates**  
Out of equity shares issued by the Company, shares held by its holding company, ultimate holding company and their subsidiaries / associates are as below:

(Amount in ₹)

Particulars	As at 31 March 2015	As at 31 March 2014
HT Media Limited, the Holding Company (17,200,000 equity shares of ₹ 10 each) (Previous Year: 11,200,000 equity shares of ₹. 10 each), fully paid up	172,000,000	112,000,000

- d. Details of shareholders holding more than 5% shares in the company**

(Amount in ₹)

Particulars	As at 31 March 2015		As at 31 March 2014	
	Number	% holding in the class	Number	% holding in the class
<b>Equity shares of ₹ 10 each, fully paid up</b>				
HT Media Limited, the holding company	17,200,000	100%	11,200,000	100%

**Note:** As per the records of the Company, including its register of shareholders / members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

- e. Shares reserved for issue under options**

The Company does not have any stock option plan. So, no shares are reserved for issuance.

#### 4. Reserves and Surplus

(Amount in ₹)

Particulars	As at 31 March 2015	As at 31 March 2014
<b>Surplus / (Deficit) in the Statement of Profit and Loss</b>		
Balance as per the last financial statements	(241,282)	(454,247)
Add: Profit / (Loss) for the year	(171,617,263)	212,965
<b>Total</b>	<b>(171,858,545)</b>	<b>(241,282)</b>

#### 5. Short Term Borrowings

(Amount in ₹)

Particulars	As at 31 March 2015	As at 31 March 2014
<b>Unsecured</b>		
Inter Corporate Deposit (from HT Media Limited, the holding company)	500,000	-
<b>Total</b>	<b>500,000</b>	<b>-</b>



## 6. Current liabilities

(Amount in ₹)

Particulars	As at 31 March 2015	As at 31 March 2014
Trade Payables	3,119,884	3,098,290
<b>Other Liabilities</b>		
Withholding and Other Taxes Payable	1,863	3,500
<b>Total</b>	<b>3,121,747</b>	<b>3,101,790</b>

## 7. Intangible Assets

(Amount in ₹)

Particulars	Non Complete Fees	Total
<b>Gross Block</b>		
At 01 April 2014	3,073,700	3,073,700
Additions	-	-
Disposals	-	-
<b>At 31 March 2015</b>	<b>3,073,700</b>	<b>3,073,700</b>
<b>Depreciation</b>		
At 01 April 2014	938,952	938,952
Charge for the year	1,536,850	1,536,850
Disposals	-	-
<b>At 31 March 2015</b>	<b>2,475,802</b>	<b>2,475,802</b>
<b>Net Block</b>		
At 31 March 2014	2,134,748	2,134,748
At 31 March 2015	597,898	597,898

## 8. Non Current Investments

(Amount in ₹)

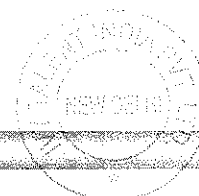
Particulars	As at 31 March 2015	As at 31 March 2014
Investment in MyParichay Services Private Limited	166,923,281	106,923,281
<b>Less: Provision for diminution in value of Investments</b> [Refer Note 17(c)]	(166,923,281)	-
<b>Total</b>	<b>-</b>	<b>106,923,281</b>

## 9. Other Non Current Assets

(Amount in ₹)

Particulars	As at 31 March 2015	As at 31 March 2014
Balance with Government Authorities	125,990	287,713
<b>Total</b>	<b>125,990</b>	<b>287,713</b>

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## 10. Current Investments

(Amount in ₹)

Particulars	As at 31 March 2015	As at 31 March 2014
Investment in Mutual Funds	2,500,000	2,500,000
<b>Total</b>	<b>2,500,000</b>	<b>2,500,000</b>

## 11. Loans and Advances

(Amount in ₹)

Particulars	As at 31 March 2015	As at 31 March 2014
<b>Loans and advances to related parties</b>	3,000,000	-
Dues from MyParichay Services Private Limited, the Associate Enterprise		
(Unsecured, considered doubtful advances)		
<b>Less: Provision for doubtful advances</b>	(3,000,000)	-
[Refer Note 17(d)]		
<b>Total</b>	<b>-</b>	<b>-</b>

## 12. Cash and Bank Balances

(Amount in ₹)

Particulars	As at 31 March 2015	As at 31 March 2014
Balance with scheduled bank:		
• On current account	214,114	427,911
• On fixed deposits	-	2,500,000
<b>Total</b>	<b>214,114</b>	<b>2,927,911</b>

## 13. Other Assets

(Amount in ₹)

Particulars	As at 31 March 2015	As at 31 March 2014
Income accrued on Investment in Mutual Funds	325,200	86,855
<b>Total</b>	<b>325,200</b>	<b>86,855</b>

## 14. Other Income

(Amount in ₹)

Particulars	As at 31 March 2015	As at 31 March 2014
Interest Income	511,488	1,204,889
Income from investment in Mutual Funds	240,400	84,800
<b>Total</b>	<b>751,888</b>	<b>1,289,689</b>

✕



## 15. Financial expenses

(Amount in ₹)

Particulars	For the year ended on 31 March 2015	For the year ended on 31 March 2014
Bank Charges	169	20,418
Interest on Inter Corporate Deposits	18,630	-
<b>Total</b>	<b>18,799</b>	<b>20,418</b>

## 16. Other Expenses

(Amount in ₹)

Particulars	For the year ended on 31 March 2015	For the year ended on 31 March 2014
Legal and Professional Fees	226,397	3,533
Payment to auditors (including service tax)		
- Statutory Audit	22,472	22,472
- Limited Review	16,854	16,854
Rates and Taxes	612,345	119,954
<b>Total</b>	<b>878,068</b>	<b>162,813</b>

## 17. Other Disclosures

## a) Earnings Per Share (EPS)

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

(Amount in ₹)

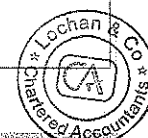
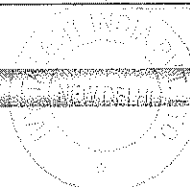
Particulars	For the year ended on 31 March 2015	For the year ended on 31 March 2014
a. Net Profit / (Loss) after tax available for equity shareholders (Amount in ₹)	(171,617,263)	212,966
b. Weighted average number of equity shares outstanding during the period	16,361,644	11,200,000
c. Basic and Diluted Earnings per share (Face Value: ₹ 10 per share) (Amount in ₹)	(10.49)	0.02

## b) Related Party Disclosure under Accounting Standard (AS) 18

In accordance with requirements of Accounting Standard (AS) 18: "Related Party Disclosures", the names of the related party, where control exists and / or with whom transactions have taken place during the year and description of relationship as identified and certified by the Management are as below:

Ultimate Holding Company	Earthstone Holding (Two) Limited The Hindustan Times Limited <sup>#</sup>
Holding Company	HT Media Limited
Subsidiary Company	None
Fellow Subsidiary Companies	HT Music and Entertainment Company Limited Hindustan Media Ventures Limited

d



	Firefly e-Ventures Limited HT Mobile Solutions Limited HT Overseas Pte. Limited HT Education Limited HT Learning Centers Limited HT Global Education Ed World Private Limited Topmovies Entertainment Limited HT Information Services Limited (Formerly known as HT Films Limited) Birla Cotton Spinning & Weaving Mills Limited Earthstone Holding Overseas Private Limited
Group companies where common control exists (Fellow Subsidiaries) and where transactions have taken place during the period	Paxton Trexim Private Limited India Education Services Private Ltd Duke Commerce Limited MyParichay Services Private Limited
Key Management Personnel	None
Relatives of Key Management Personnel	None
Enterprises owned or significantly influenced by Key Management Personnel or their relatives and where transactions have taken place during the period	None

\* The Hindustan Times Limited (HTL) does not hold any direct investment in the Company. However, HTL's subsidiary HT Media Limited holds shares in the Company.

**Related Party Transactions:**

(Amount in ₹)

Particulars	Holding Company (HT Media Limited)		Associate Company (MyParichay Services Private Limited)	
	31 March 2015	31 March 2014	31 March 2015	31 March 2014
<u>Allotment of Shares</u>				
- HT Media Limited	60,000,000	-	-	-
<u>Expenses incurred on behalf of Company</u>				
- HT Media Limited	-	197,000	-	-
<u>Inter Corporate Deposit taken</u>				
- HT Media Limited	2,500,000	-	-	-
<u>Inter Corporate Deposit refunded</u>				
- HT Media Limited	2,000,000	-	-	-
<u>Interest paid on Inter Corporate Deposit</u>				

x



Particulars	Holding Company (HT Media Limited)		Associate Company (MyParichay Services Private Limited)	
	31 March 2015	31 March 2014	31 March 2015	31 March 2014
<u>Transactions during the period ended on</u>				
- HT Media Limited	18,630	-	-	-
<u>Investment in Shares</u>				
- MyParichay Services Private Limited	-	-	60,000,000	51,924,004
<u>Inter Corporate Deposit given</u>				
- MyParichay Services Private Limited	-	-	3,000,000	-
<u>Balance outstanding as on</u>	<u>31 March 2015</u>	<u>31 March 2014</u>	<u>31 March 2015</u>	<u>31 March 2014</u>
<u>Equity Share Capital</u>				
HT Media Limited	172,000,000	112,000,000	-	-
<u>Investment in Shares</u>				
- MyParichay Services Private Limited	-	-	166,923,281	106,923,281

**c) Provision for diminution in investment in MyParichay Services Private Limited**

The Board of Directors of the Company vide its resolution dated 04 December 2012 approved investment in MyParichay Services Private Limited amounting to INR 109,996,982, out of which the Company has already invested INR 106,923,282 till 31 March 2014. The Company further vide its resolution dated 12 May 2014 approved further investment of INR 60,000,000 in MyParichay Services Private Limited. The investments were made by the Company to leverage MyParichay's social array of products and differentiate itself in the recruitment market, where it has presence through its job portal Shine.com hold by the HT Media Limited, the holding company. Various MyParichay's products included Employee Parichay, which has an enterprise level product for running employee referrals in organizations; Company Parichay, which has the employer branding product, where the recruiter could install a jobs tab on its 'Facebook' page and take its hiring strategy social; most importantly MyParichay Services Private Limited brought the power of referrals across the entire talent supply chain – from the jobs posted on a job board, on a career site, generate referrals from candidates ATS and transform candidates 'Facebook' page into a referral magnet.

With effect from 01 January 2015, 'Facebook' has planned to upgrade its privacy policy to 'Facebook' Graph 2.0 APIs, wherein each person, who is on 'Facebook', can decide, what information he / she want to share about themselves, including their friend list with others. With the new 'Facebook' policy, any addition to the install base will now just count for a linear increase in the number of searchable candidates, thereby limiting the candidates on MyParichay Services Private Limited to 4.5 lacs only as against 37 Millions.

With the upgradation of privacy policy, the Management of the MyParichay Services Private Limited believes that the core fundamental business model of MyParichay Services Private Limited i.e. referrals has changed. This, thereby, changes the initial premise of the investment done by Ivy Talent India Private Limited in the MyParichay Services Private Limited of the business model and therefore fundamentally changes the potential future cash flows of MyParichay Services Private Limited.

Over the period, MyParichay Services Private Limited has also scaled down its operations in response to the change in the business model by reducing the employee head counts from 40 to 4, terminating, the lease of its operating office and focusing the resources on delivering the existing client deliverables rather than pitch for new clients.

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Based on the above facts, the Management of Ivy Talent India Private Limited believes that MyParichay Services Private Limited will not be able to generate cash, thereby, indicating permanent decline in investment. Therefore, it is recommended to take the provision for diminution in investment for the entire value of the investment of INR 166,923,281 made by Ivy Talent India Private Limited in MyParichay Services Private Limited and the corresponding provision for diminution in value of Investments held by the Company in Ivy Talent India Private Limited and has been disclosed under **Note 8**.

**d) Provision for doubtful advances to MyParichay Services Private Limited**

During the year, the Company, vide its resolution dated 29 December 2014, has granted loan to MyParichay Services Private Limited amounting to INR 3,000,000 for helping MyParichay Services Private Limited to meet its working capital requirements. The same has also been provided for and disclosed under **Note 11** on the basis of facts mentioned in **Note 17(c)** above.

**18. Note on investment in MyParichay Services Private Limited**

The Board of Directors of the Company vide its resolution dated 04 December 2012, approved investment in MyParichay Services Private Limited in the following manner:

S. No.	Category of Payment	Amount (in ₹)	Instrument	Conversion into Equity
1	Preference Share Subscription Agreement- 1	54,996,362	Compulsory Convertible Preference shares (CCPS-I)	On or before 6 months from date of issue of CCPS-I
2	Share Subscription and Shareholders Agreement	2,915	1 Equity share	-
3	Escrow- Share Purchase Agreement	13,426,260	Funds to be placed in Escrow on the closing date; to be utilized for acquiring equity shares of MyParichay held by Greenwich in April 2013	-
4	Escrow- Preference Share Subscription Agreement - 2	38,497,745	Funds to be placed in Escrow on the closing date; to be utilized for subscribing to Compulsory Convertible Preference shares (CCPS-2) on Aug 1, 2013	At the end of 6 months from the issue of CCPS-2 based on performance metrics agreed in CCPS-2 Agreement.
5	Share Purchase Agreement (Non Compete Fee Clause 6.3)	3,073,700	Cash to be paid as per the Share Purchase Agreement dated December 5, 2012	-

During the previous year, of the above mentioned Scheme (point 1 to 4), the Company has been allotted 42,340 (Previous year: 1) equity shares of MyParichay Services Private Limited as per the Share Purchase Agreement dated 05 December 2012.

**19. Note on Non Compete Fees**

The Company, through, its Authorized Dealer, has requested Reserve Bank of India to grant approval for payment of the same vide its letter dated 09 January, 2014 and the same is accounted for in the books of accounts under Intangible Assets.

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20. Previous Year's comparatives

Previous year's figures have been regrouped / reclassified, wherever necessary to correspond with the current year's classification / disclosure.

In terms of our report of even date attached

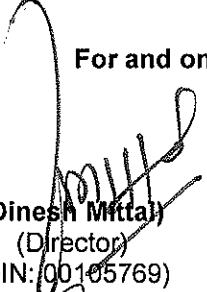


**Sharad Agarwal**, Partner  
Membership Number: 088861  
**Lochan & Co**  
Chartered Accountants  
Firm Registration Number: 008019N

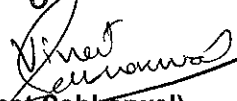
Place: New Delhi  
Date: May 8, 2015



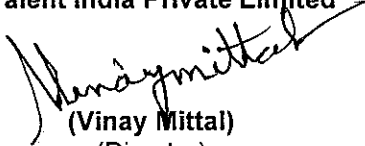
For and on behalf of the Board of Directors of  
Ivy Talent India Private Limited



(Dinesh Mittal)  
(Director)  
(DIN: 00105769)



(Vinet Sabharwal)  
(Manager)



(Vinay Mittal)  
(Director)  
(DIN: 05107333)



(Bhupinder Girdher)  
(Company Secretary)  
(Membership Number:  
ACS-30292)

