



NISAR & KUMAR

CHARTERED ACCOUNTANTS

A/17, Everest Building, Tardeo Road,
Tardeo, Mumbai - 400 034.
Tel. : 2351 54 14 • Fax : 2351 55 27.
Email : nisark@vsnl.net

Auditors' Report to the members of First Future Agri & Developers Limited

1. We have audited the attached Balance Sheet of First Future Agri & Developers Limited, as at 31st March 2010, and the related Profit and Loss Account and Cash flow statement 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 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 management, as well as evaluating the over all 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) issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Companies Act, 1956 of India, we enclose in the annexure a statement on the matters specified in paragraphs 4 and 5 of the said order.
4. Further to our comments in the Annexure referred to above, we report that:
 - i) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - ii) In our opinion, proper books of account as required by law have been kept by the company so far as appears from our examination of those books.
 - iii) The Balance sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of account;
 - iv) In our opinion, the Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report comply with the Accounting standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956.
 - v) On the basis of written representations received from the directors, as on 31st March, 2010, and taken on record by the Board of Directors, we report that none of the Directors is disqualified as on 31st March, 2010 from being appointed as a director in terms of clause (g) of sub- section (1) of section 274 of the Companies Act, 1956.
 - vi) In our opinion and to the best of our information and according to the explanations given to us, the said accounts read together with the notes thereon and attached thereto give in the prescribed manner the information required by the Companies Act,1956 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 31.03.2010.
 - ii) in the case of the Profit and Loss Account, of the loss for the year ended on that date.
 - iii) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

For Nisar & Kumar
Chartered Accountants


Rachna Agarwal
Partner
M.No. 071247

Place: Mumbai

Date:



30 APR 2010

Annexure to Auditors' Report

(Referred in para 3 of our report of even date to the members of First Future Agri & Developers Limited on the accounts for the year ended 31st March 2010.)

As required by the Companies (Auditor's Report) Order, 2003 (as amended) issued by the Central Government of India in terms of Section 227(4A) of the Companies Act, 1956 on the matters specified in paragraphs 4 and 5 of the said Order, we further report that:

- i) (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
 - (b) Fixed Assets have been physically verified by the Management during the year, which in our opinion is reasonable having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such verification.
 - (c) No substantial part of Fixed Assets has been disposed off during the year, thus, the going concern has not been affected.
- ii) The Company had no inventory during the reporting period and hence clause 4(ii) of Companies (Auditor's Report) Order, 2003 does not apply.
- iii) (a) During the year under audit, the company has neither granted nor accepted any loans, secured or unsecured to/ from companies, firms or other parties covered in the register maintained under section 301 of the Act and hence clause 4(iii) of Companies (Auditor's Report) Order, 2003 does not apply.
- iv) In our opinion and according to the information and explanations given to us, adequate internal control systems commensurate with the size of the Company exist for the purchase of Fixed assets. There is no purchase of inventory or sale of goods or service during the year. During the course of our audit, we have not observed any continuing failure to correct major weakness in internal control.
- v) In our opinion and according to the information and explanations given to us, there are no transactions that need to be entered into the register maintained under section 301 of the Companies Act, 1956 and hence clause 4(v) of Companies (Auditor's Report) Order, 2003 does not apply.
- vi) In our opinion and according to the information and explanations given to us, there are no deposits accepted from the public, hence clause 4(vi) of the order is not applicable.
- vii) In our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- viii) The maintenance of cost records has not been prescribed by the Central Government under clause (d) of sub section (1) of Section 209 of the Companies Act, 1956.
- ix) a) According to the records of the company, the company is generally regular in depositing with appropriate authorities undisputed statutory dues including income-tax, sales-tax, custom duty, excise duty, cess and other statutory dues applicable to it. The company does not have any employee, hence, provident fund and employees' state insurance do not apply to the company in the reporting period.
 - (b) According to the records of the company, there are no dues in respect of sales tax, custom duty, cess, income tax and other statutory liabilities which have not been deposited on account of dispute.
- x) As the company has been registered for a period of less than five years, clause 4(x) of Companies (Auditor's Report) Order 2003 does not apply.



- xi) As per information given to us company has not taken any loans from banks, financial institutions or debenture holders, hence clause 4(xi) of Companies (Auditor's Report) Order, 2003 does not apply.
- xii) According to the information and explanations given to us, the company has not granted any loans and advances on the basis of security by way pledge of shares, debentures and other securities, hence clause 4 (xii) of the order is not applicable to the company.
- xiii) The company is not a chit fund or a nidhi / mutual benefit fund/ society, therefore, the clause 4 (xiii) of the order is not applicable to the company.
- xiv) The company is not dealing or trading in share and securities, debentures and other investments, hence clause 4(xiv) of Companies (Auditor's Report) Order 2003 is not applicable.
- xv) In our opinion, according to the information and explanations given to us, the company has not given any guarantee for loans taken by others from banks and financial institutions; hence clause 4(xv) of Companies (Auditor's Report) Order, 2003 is not applicable.
- xvi) According to the records of the company examined by us and on the basis of information and explanations given to us, the company has not taken any term loan during the year; hence clause 4(xvi) of Companies (Auditor's Report) Order, 2003 is not applicable.
- xvii) On the basis of an overall examination of the balance sheet of the company, in our opinion and according to the information and explanations given to us, there are no funds raised on a short term basis which have been used for long term investment.
- xviii) According to the information and explanation given to us, the Company has not made preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Act. Accordingly, the provisions of paragraph 4(xviii) of the Order are not applicable to the company.
- xix) The company has not issued any debentures; hence clause 4(xix) of the Order is not applicable to the Company.
- xx) The company has not raised any money through a public issue during the year.
- xxi) Based upon the audit procedures performed by us and on the information and explanations provided by the Management, we report that no fraud on or by the company has been noticed or reported during the course of our audit.

For Nisar & Kumar
Chartered Accountants

Rachna Agarwal
Partner
M.No. 071247



Place: Mumbai
Date:

30 APR 2010

First Future Agri & Developers Limited
Balance Sheet as at March 31, 2010

	Schedule No.		As at March 31, 2010 Rs. in Thousands		As at March 31, 2009 Rs. in Thousands
SOURCES OF FUNDS					
Shareholders' Funds					
Share Capital	1	160,000		160,000	160,000
Reserves and surplus		-	160,000	-	
Loan Funds					
Unsecured Loans	2		13,962		5,212
TOTAL			173,962		165,212
APPLICATION OF FUNDS					
Fixed Assets					
Gross Block	3	163,742		163,742	
Less : Accumulated Depreciation		3,264		123	
Net Block		160,478	160,478	163,619	163,619
Current Assets, Loans and Advances					
Cash and Bank Balances	4	315		206	
Loans and Advances	5	6,596		-	
		6,911		206	
Less : Current Liabilities and Provisions					
Current liabilities	6	17		23	
Provisions	7	1,481		1,567	
		1,498		1,590	
Net Current Assets			5,413		(1,384)
Profit and Loss Account - Debit Balance			8,071		2,977
TOTAL			173,962		165,212

NOTES TO THE FINANCIAL STATEMENTS

9

Schedules referred to above and notes attached thereto form an integral part of the Balance Sheet.

This is the Balance Sheet, referred to in our report of even date.

Rachna Agarwal
Rachna Agarwal
Partner
Membership No. 71247
For and on behalf of
Nisar & Kumar
Chartered Accountants



Rajeev Wagle
Rajeev Wagle
Director

Mohd. Sajid Ali
Mohd. Sajid Ali
Director

Place : Mumbai
Date :

30 APR 2010

Place : Mumbai
Date :

First Future Agri & Developers Limited
Profit and Loss Account for the year ended March 31, 2010

	Schedule No.		Year ended March 31, 2010 Rs. in Thousands	Period ended March 31, 2009 Rs. in Thousands
INCOME				
EXPENDITURE				
Administrative and Other Expenses	8	472	472	1,287
PROFIT/ (LOSS) BEFORE DEPRECIATION AND TAX			(472)	(1,287)
Less : Depreciation			3,141	123
PROFIT/ (LOSS) BEFORE TAX			(3,613)	(1,410)
Less : Provision for Taxation - Current (Wealth Tax)			1,481	1,567
PROFIT/ (LOSS) AFTER TAX			(5,094)	(2,977)
Balance Profit / (Loss) brought forward			(2,977)	
BALANCE CARRIED TO BALANCE SHEET			(8,071)	(2,977)
Earnings Per Share of Rs.10 each Basic & Diluted			(0.32)	(9.25)

NOTES TO THE FINANCIAL STATEMENTS

9

Schedules referred to above and notes attached thereto form an integral part of the Profit and Loss Account

Rachna Agarwal
Rachna Agarwal
 Partner
 Membership No. 71247
 For and on behalf of
Nisar & Kumar
 Chartered Accountants



Rajeev Wagle
Rajeev Wagle
 Director

Mohd. Sajid Ali
Mohd. Sajid Ali
 Director

Place : Mumbai

Date : 30 APR 2010

Place : Mumbai
 Date :

First Future Agri & Developers Limited
CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2010

Particulars	March 31, 2010 Rs. in Thousands	March 31, 2009 Rs. in Thousands
A CASH FLOW FROM OPERATING ACTIVITIES:		
Profit/ (Loss) Before Tax	(3,613)	(1,410)
Adjustments for:		
Depreciation	3,141	123
Operating Profit Before Working Capital Changes	<u>(472)</u>	<u>(1,287)</u>
Adjustments for Changes in Working Capital:		
(Decrease)/Increase in Trade and Other Payables	(6)	23
Cash used in operations	(1,567)	
Taxes paid (including wealth tax)		
Net Cash Generated by/(Used) in Operating Activities (A)	<u>(2,045)</u>	<u>(1,264)</u>
B CASH FLOW FROM INVESTING ACTIVITIES:		
Purchase of Fixed Assets	-	(163,742)
Amounts Advanced for purchases	(6,596)	-
Net Cash used in Investing Activities (B)	<u>(6,596)</u>	<u>(163,742)</u>
C CASH FLOW FROM FINANCING ACTIVITIES:		
Issue of Equity Shares	-	160,000
<u>Proceeds from Short term Borrowings</u> -Receipts	8,750	5,212
Net Cash Generated From Financing Activities (C)	<u>8,750</u>	<u>165,212</u>
D Net Increase / (Decrease) in Cash and Cash equivalents (A + B + C)	<u>109</u>	<u>206</u>
Opening Cash and Cash Equivalents	206	-
Closing Cash and Cash Equivalents	<u>315</u>	<u>206</u>

Notes:

- The above Cash Flow Statement has been prepared under the Indirect Method set out in Accounting Standard- 3 issued by the Institute of Chartered Accountants of India.
- Figures in brackets indicate cash outgo.

This is the Cash flow statement referred to in our report of even date.

Rachna Agarwal
Rachna Agarwal
Partner
Membership No. 71247
For and on behalf of
Nisar & Kumar
Chartered Accountants



Place : Mumbai
Date :

30 APR 2010

Rajeev Wagle
Rajeev Wagle
Director

Mohd. Sajid Ali
Mohd. Sajid Ali
Director

Place : Mumbai
Date :

First Future Agri & Developers Limited
Schedules forming part of the Financial Statements

	As at March 31, 2010 Rs. in Thousands	As at March 31, 2009 Rs. in Thousands
1 SHARE CAPITAL		
AUTHORISED 16,000,000 Equity shares at @ Rs 10/- per share	160,000	160,000
	160,000	160,000
ISSUED, SUBSCRIBED AND PAID UP 16,000,000 Equity Shares of Rs. 10/- each fully paid up (16,000,000 shares held by holding Company UTV Software Communications Ltd and its nominees)	160,000	160,000
	160,000	160,000
2 UNSECURED LOANS From Holding Company	13,962	5,212
	13,962	5,212



First Future Agri & Developers Limited
Schedules forming part of the Financial Statements
Schedule 3 Fixed Assets

Particulars	COST			DEPRECIATION / AMORTISATION			NET BLOCK		
	Opening As at 01-Apr-09	Additions	Deduction	As at 31-Mar-10 (A)	Opening As at 01-Apr-09	For the Year	Deduction	As at 31-Mar-10 (A-B)	As at 31-Mar-09
Buildings	153,691	-	-	153,691	102	2,505	-	151,084	153,589
Furniture & Fixtures	10,051	-	-	10,051	21	636	-	9,394	10,030
Grand Total	163,742	-	-	163,742	123	3,141	-	160,478	163,619
Previous Year	-	163,742	-	163,742	-	123	-	123	163,619



First Future Agri & Developers Limited Schedules forming part of the Financial Statements		
	As at March 31, 2010 Rs. in Thousands	As at March 31, 2009 Rs. in Thousands
4 CASH AND BANK BALANCES		
Balance with Scheduled Banks	315	206
TOTAL	315	206
5 LOANS AND ADVANCES		
Advances recoverable in cash or in kind or for value to be received	6,596	-
TOTAL	6,596	-
6 CURRENT LIABILITIES		
Sundry Creditors for expenses	17	17
Other Liabilities	-	6
TOTAL	17	23
7 PROVISIONS:		
Wealth Tax	1,481	1,567
TOTAL	1,481	1,567
8 Administrative and Other Expenses		
Repairs and Maintenance	20	-
Legal Charges	-	319
General Expenses	9	-
Bank Charges	-	1
Professional Fees	69	60
Audit Fees	17	17
Insurance	195	-
Stamp duty	160	-
Filing Fee	2	890
TOTAL	472	1,287



FIRST FUTURE & AGRI DEVELOPERS LIMITED

Schedules forming part of the financial statements for the year ended March 31, 2010

SCHEDULE 9- SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS

Background of the company

First Future & Agri Developers Private Limited was incorporated in India as a Private Limited Company under the Companies Act, 1956 on 7th April, 2008. Thereafter, the company has been converted to Limited company on April 29, 2009. The objects of the Company include carrying on business of acquirer, buyer, developer, maintainer, etc. of farm, house, land, flats, and other immovable property.

(A) Significant Accounting Policies:

(1) Basis of Accounting:

The financial statements are prepared under the historical cost convention on an accrual basis and comply with Accounting Standard issued by the Institute of Chartered Accountants of India referred u/s 211(3C) of the Companies Act, 1956.

(2) Fixed Assets and Depreciation:

Fixed assets are stated at cost of acquisition less accumulated depreciation. The Company capitalises all costs relating to the acquisition and installation of fixed assets, including financing costs.

Depreciation is provided based on management estimate of useful lives of the fixed assets, on the straight line method prorata to the period of use or at the rates prescribed in Schedule XIV of the Companies Act, 1956, whichever is higher. All assets carrying a cost of Rupees Five thousand and below are written off in the year of purchase.

(3) Taxation:

The Company provides for income tax based on the liability computed in accordance with the provisions of the Income Tax Act, 1961, of India.

The Company provides for Wealth tax based on the liability computed in accordance with the provisions of the Wealth Tax Act, 1957, of India.

Deferred Tax is recognised, subject to the consideration of prudence, on timing differences, being the difference between taxable income and accounting income that originate in one period and are capable of reversing in one or more subsequent periods. Deferred tax asset including assets arising from unabsorbed depreciation and losses carried forward, is not recognised unless there is subsequent reversal or virtual certainty that sufficient taxable income will be available against which such Deferred tax asset can be realised

(4) Provisions and Contingent Liabilities:

The Company recognizes a provision when there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may but probably will not, require an outflow of resources. When there is a possible obligation or a present obligation that the likelihood of outflow of resources is remote, no provision or disclosure is made

(B) Notes to Accounts

(1) Tax expense

Current tax provision made in the accounts is on account of wealth tax payable by the company on building owned by it. No income tax provision is made in absence of taxable profit for the period. Further no deferred tax asset has been recognized in respect of losses incurred during the year, in consideration of prudence.



FIRST FUTURE & AGRI DEVELOPERS LIMITED

Schedules forming part of the financial statements for the year ended March 31, 2010

(2) Investments

The company has no Investments.

(3) Payments to auditor's includes

	As at Mar 31, 2010 (Rs. in thousands)	As at Mar 31, 2009 (Rs. in thousands)
Audit Fees (including service tax)	16.54	16.54
Other Services (including service tax)	-	-
Total	16.54	16.54

(4) Related Party Disclosures as required by Accounting Standard AS 18 "Related Parties Disclosures" issued by the Institute of Chartered Accountants of India are given below:

(i) Holding Company

UTV Software Communications Ltd.

(ii) Fellow Subsidiaries:

- (a) UTV New Media Limited
- (b) UTV TV Content Limited
- (c) UTV Global Broadcasting Limited
- (d) UTV Games Limited
- (e) UTV Communications (USA) LLC
- (f) IG Interactive Entertainment Limited
- (g) Ignition Entertainment Limited-UK
- (h) Ignition Entertainment Limited-USA
- (i) Ignition London Limited (Formerly Known as Digi Guys Ltd)
- (j) Indiagames Limited
- (k) RB Entertainment Limited
- (l) True Games Interactive
- (m) Genx Entertainment Limited
- (n) UTV Entertainment Television Limited
- (o) UTV Teletalkies Limited

(iii) Enterprise over which common control exists/Key Management Personnel have significant influence

- (p) Smriti Irani Television Ltd
- (q) Unilazer Exports & Management Consultants
- (r) UTV News Limited
- (s) United Tele-Shopping & Marketing Company Limited
- (t) Unilazer Holdings Limited
- (u) Unilazer Hong Kong Limited
- (v) Vijay Broadcasting Pvt Ltd.
- (w) Television News and Entertainment (I) Ltd.

(iv) Key Management Personnel

Mohd. Sajid Ali
Rajeev Wagle
Amit Banka

Director
Director
Director

The list of related parties is as indentified by the Management.



FIRST FUTURE & AGRI DEVELOPERS LIMITED

Schedules forming part of the financial statements for the year ended March 31, 2010

Transactions with Related Parties (Rs. In 000's)	Year ended	Period ended
	March 31, 2010	March 31, 2009
Finance Received(Loans and Equity contributions in cash or in kind)		
-UTV Software Communications Limited - equity	-	160,000
Loan Received		
-UTV Software Communications Limited	8,750	5,212
Outstanding Balance		
-Payable		
-UTV Software Communications Limited	13,962	5,212
Maximum Outstanding during the year		
- UTV Software Communications Limited	13,962	5,212

(5) Earning Per Share

Basic and Diluted loss per share are calculated by dividing the net loss for the period attributable to Equity Shareholders by the weighted average number of equity shares outstanding during the year. As the Company has not issued any potential equity shares, the basic earnings per share and the diluted earnings per share are the same.

	Year ended 31st March , 2010	Period ended 31st March , 2009
Profit/ (Loss) after tax (Rs. In thousands)	(5,094)	(2,977)
Weighted average number of shares (nos.)	16,000,000	321,783

Profit/(Loss) Per share (Rs.)		
- Basic and Diluted	(0.32)	(9.25)
Face Value per Share (Rs.)	10	10

(6) Contingent Liabilities: Nil



Rachna Agarwal
Partner
Membership No. 71247
For and on behalf of
Nisar & Kumar
Chartered Accountants





Rajeev Wagle
Director



Mohd. Sajid Ali
Director

Place: Mumbai

Date: 30 APR 2010