

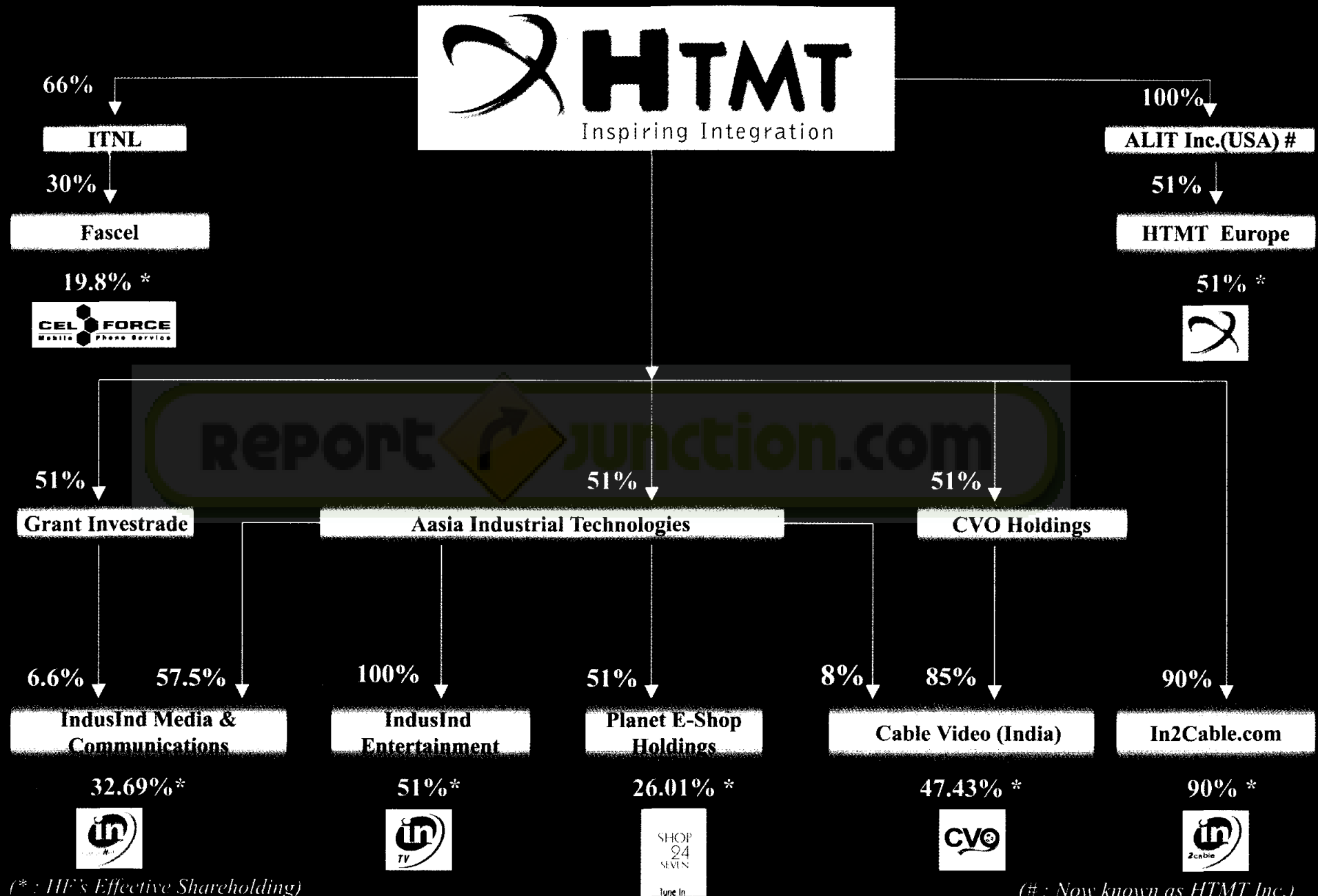


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HINDUJA TMT LIMITED
Annual Report
2000-2001



HTMT's Convergence Structure



(* : HTMT's Effective Shareholding)

(# : Now known as HTMT Inc.)



Our Logo as I see

“The Logo of crossing ellipses has been chosen by Hinduja TMT to reflect its strategy of convergence and its positioning as an active parent for its subsidiaries. While the colour spectrum appearing on the outer ellipse symbolizes the TMT businesses within the fold of the Company, the inner monochrome one, represents the harmonious coalescence of these businesses to facilitate the Company becoming a potent convergence corporation, continuously aided by technology, while meeting the challenges looming large on the horizon, as the digital odyssey gathers pace.

The logo also meets the need of a corporate branding tool, which casts its glow over a panoply of businesses and inspires alignment of three strategic stars of brand building, viz: vision (our aspiration to become a leading IT Company), culture (organization’s values, behavior and attitudes) and image (outside world’s overall impression of the Company), to get the most out of the Company’s corporate branding strategy.

The ellipses in the shape of a crescent, point to the huge growth potential of the HTMT Group of Companies.”

— S. Solomon Raj, Vice Chairman



Letter to the Shareholders

Dear Shareholder,

The financial year 2000/2001 was very exciting for us in Hinduja TMT. The vision of convergence adumbrated by me at the AGM on the 24th May, 2000 has, by and large, been implemented and the resultant paradigm shift has started yielding results by way of unprecedented growth in earnings.

The name of the Company has been changed to reflect its convergence strategy of bringing the entire Indian investments of our Group in the new economy sector covering information technology, cable television systems, movie channel, local television, cellular telecom and broadband access within the fold of your Company to achieve synergies in operations and add value to shareholders.

The strategic focus of your Company has been twofold. The Company is now an operating IT Company drawing on synergies arising from its key focus areas and is moving away from its finance activity. The consolidation of media and telecom assets helps in leveraging the consumer access and content of these businesses to foster the convergence process being witnessed globally on both the front end and back end of the businesses.

HTMT in Nation Building

Given its employment potential, growth prospects and ability to generate export revenue, the IT sector is of prime strategic importance to our country. The Government of India has been very supportive to the IT services sector and recognizing that inadequate bandwidth will stifle the growth of the IT services and e-commerce markets in India, they have announced policy initiatives that focus on breaking the strangle hold of public sector companies on bandwidth delivery and facilitating private sector investment into the creation of national Internet backbones. Your Company is contributing significantly in building up economically viable and technologically advanced Internet infrastructure through its media and telecommunication subsidiaries/associates.

IT Services

Information Technology, the core business of your Company, had some very challenging times worldwide, in the past one year. The downturn in US economy and IT business has forced many companies to have a re-look at their business models. During the course of last year, your Company had appointed Accenture (formerly Andersen Consulting) for validating its convergence strategy and to develop a detailed strategy for its IT business. This proactive approach of the Company has helped the Company identify a robust business model capable of overcoming the challenges posed by the prevalent uncertain and complex environment and enabled it to post the highest ever year on year growth. Your Company is setting its sights to become one of the largest software services companies in India with brand leadership.

Human Capital

Information Technology is a human resource based industry and corporates today are increasingly recognizing the human capital as a form of wealth. Intellectual capital (knowledge power), structural capital (systems and process) and customer capital (relationship that the organization shares with external bodies like vendors, customers, etc.) form part of the human capital. Your Company has launched several initiatives to nurture this human capital and resultantly our technology expertise spans the spectrum from legacy to the latest technology. The customer relationships

of your Company span several Fortune 500 Corporates and will be complimented by promoter relationships that have been built globally and are available to your Company.

World of Convergence

Imagine a world where customers are in the driving seat and the companies constantly struggle to keep up with their demands. That is the world of convergence, in which the people can communicate in whatever way they want, with any one they want, at any time and in any place. This may sound too good to be true but it is now on the horizon. Already the Internet has put previously unimaginable amount of information at the disposal of consumers. Broadband network facilitates the provision of fast, always on, cost efficient Internet access to both the corporate and consumer mass markets.

In line with the above trend, your Company will be leveraging its core assets for providing a world-class broadband access infrastructure, enriched content and transaction fulfillment services. As a corporate parent, your Company would, in addition to facilitating organic growth of the existing businesses:

- Augment its portfolio through acquisitions and strategic positions in businesses displaying synergies with its core focus.
- Actively seek alliances with content and technology providers to support its content aggregation and transaction management objectives respectively.

In terms of customer presence in the long-term, your Company's strategy would translate into the following :

- Connectivity to customer premises
- Payment based conditional access to a bouquet of premium channels
- Free to air channel access
- Internet allied to a proprietary HTMT broadband portal
- E-commerce, allied to HTMT controlled broadband portal and E-fulfillment.

Each of these initiatives is being implemented by different companies under HTMT. Your Company will participate with the operating companies in developing their specific strategies with strategic partners such as Sumitomo Corporation, Intel and Hutchison that have collaborated in providing both expertise and capital.

I am of the view that the initiatives launched will continue to enhance the intrinsic value of the Company and create greater shareholder wealth. The strategic intent of your Company is to work towards achieving these objectives.

With best regards,

Yours sincerely

Ashok P. Hinduja
Chairman

23rd June, 2001
Mumbai



HINDUJA TMT LIMITED

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7. Annual Report of Subsidiary Companies

- ALIT Inc. and Subsidiary
- Aasia Industrial Technologies Limited
- IndusInd Media & Communications Limited
- IndusInd Cable Television (Bombay) Limited
- Grant Investrade Limited
- In2Cable.com (India) Limited
- IndusInd Entertainment Limited
- Cable Video (India) Limited
- CVO Holdings Private Limited
- IndusInd Telecom Network Limited



HINDUJA TMT LIMITED

General Information

Board of Directors

A.P. Hinduja	- Chairman
R.P. Hinduja	- Co-Chairman
S. Solomon Raj	- Vice Chairman
D. G. Hinduja	
H.C. Asher	
A. Harish	
A.K. Das	
T. Ananthanarayanan	
K.V. Seshasayee	

Committees of the Board

Audit Committee

Anil Harish	- Chairman
R.P. Hinduja	
A.K. Das	
T. Ananthanarayanan	

Committee of Directors

S. Solomon Raj	- Chairman
R.P. Hinduja	
A.K. Das	
K.V. Seshasayee	

Compensation Committee

Anil Harish	- Chairman
S. Solomon Raj	
H.C. Asher	

Investor Grievance Committee

Anil Harish	- Chairman
S. Solomon Raj	
A. K. Das	

Management Team

S. Solomon Raj
Executive Vice Chairman

Corporate Group

M.S.Varadan	Executive Director <i>(on deputation to Indust Media & Communications)</i>
Rajiv Vyas	President <i>(on deputation to Indust Media & Communications)</i>
Srinivas Palakodeti	Senior Vice President
Pushkar Misra	Senior Vice President
Chetan Shah	Senior Vice President
Arun Kumar	Vice President
Yagnesh Sanghrajka	Chief Financial Officer
Kuntal Goel	Manager

IT Services

R.C. Khanduri	President
S. Nagarajan	Senior Vice President
S.K.Bandhyopadhyay	Principal Advisor – Quality & Process Management
A.Srinivasan	Vice President, Finance & Accounts
R. Ravichander	Vice President, IT Operations
Savita Govilkar	Vice President, Broadband Services
Anand Rao	Asst. Vice President, Marketing
Dr. Solomon Suresh	Asst. Vice President, HRD
Lalit Malani	Asst. Vice President, Projects
Narsimha Murty	Asst. Vice President, Marketing
S. D. Konda	Asst. Vice President, Projects
K.M.Raju	General Manager, EAG
Vishwanath Rao	General Manager, IT Enabled Services



Company Secretary

Pradeep Pasari

Auditors

Price Waterhouse, Chartered Accountants
1104, Raheja Chambers, Nariman Point
Mumbai - 400 021.

Solicitors and Advocates

Crawford Bayley & Co
Pandya & Co

Bankers

UTI Bank Limited
Standard Chartered Bank
IndusInd Bank Limited
HDFC Bank Limited
State Bank of India
ABN Amro Bank
Canara Bank
Bank of Madura

Registered Office

Hinduja House, 1st Floor,
171, Dr. A. B. Road,
Worli, Mumbai - 400 018.

Registrars & Share Transfer Agents

Sharepro Services
Satam Industrial Estate,
Cardinal Gracious Road,
Chakala, Andheri (E),
Mumbai - 400 099.