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Board of Directors

Mr. Shivinder Mohan Singh

Non – Executive Director

Mr. Sunil Godhwani

Non- Executive Director

Mr. Harpal Singh

Non – Executive Director

Mr. Maninder Singh Grewal

Managing Director

Dr. Amit Varma

Non – Executive Director

Mr. Vikram Sahgal

Independent Director

Dr. Preetinder Singh Joshi

Independent Director

Mr. Padam Bahl

Independent Director

Mr. R.K. Shetty

Independent Director

Capt. G.P.S. Bhalla

Independent Director

COMPANY SECRETARY

Mr. Rahul Ranjan

REGISTERED OFFICE

25, Nehru Place, New Delhi-110019

BANKERS

HDFC Bank Limited

ICICI Bank Limited

Axis Bank Limited

YES Bank Limited

AUDITORS

M/s. RRCA & Associates,

Chartered Accountants

505A, 5th Floor, D-4,

Rectangle – 1, District Centre, Saket,

New Delhi – 110017

ANNUAL GENERAL MEETING

Venue : PHD Chamber of Commerce & Industry, PHD House, 4/2 Siri
Institutional Area, August Kranti Marg, New Delhi - 110016

Date : September 20, 2011

Day : Tuesday

Time : 1.00 PM





Message From Managing Director

Dear Stakeholders,

I am privileged to present to you the Annual Report of your company for the year 2010-2011.

This has been a very significant year in our journey to becoming an integrated IT products and services company.

This excitement is primarily because we have restructured the company to better our service offering and bring cutting edge innovative solutions to build value for all our stakeholders.

In October 2010, we announced the demerger of our global BFSI led products business Religare Technova (now Dion Global Solutions) from the Healthcare IT and IT services businesses (now Religare Technologies Limited).

The merger/demerger scheme got its approval from the Hon'ble High Court and we started the integration of Religare Technova IT Services Ltd. and Religare Business Intellect Ltd. to Religare Technologies Ltd. The processes and people as well as premises and services all had to be brought into one entity. The ISD Division from Religare Technova Limited had to be integrated.

In addition, we were able to lay the foundations of an integrated company focusing on domains aligned to our promoter group and also aligned to leading edge technologies like Cloud and SaaS etc.


One key component in the IT world is people and the talents they bring. I am glad to inform that through aggressive and innovative HR policies we have been able to bring on board people of the finest caliber from companies like Dell, Perot, IBM, HCL, etc laying the ground for a very capable and qualified team.

The acquisition of the Magnum suite of Hospital Information System brought us a potentially world class product and we have spent time and money in improving and developing Magnum to realize its potential. A product team with a world class product roadmap is now in place. This would not be complete without execution capability and with great pleasure I would share that our implementation teams are now of international standards and are aligned to segment and product.

This did not come without a cost and with the support of our promoter group we have been able to invest and build and have emerged with a clear vision and a strategy for exponential growth.

The healthcare IT market is expected to grow to nearly \$53.8 billion by 2014, growing at a CAGR of 16.1%. as stated by Research and Markets. In emerging markets this is even higher. We have identified this as a key sector and we now have 3 service lines within Healthcare IT:

- **Healthcare Application and Product Solutions (HAPS)**
- **Healthcare Information Management Services (HIMS)**
- **Healthcare Special Projects Group (HSPG)**



Thus, in our healthcare IT division we combine two key attributes that India is now renowned for viz Healthcare and IT. While in IT, India has demonstrated the most innovative and phenomenal growth, the same is beginning to happen in healthcare. Indian doctors and nurses whether working in India or abroad are rapidly gaining prominence and this is being acknowledged globally.

Our vision is to be among the top 5 healthcare IT companies in APAC, Africa & ME using technology for providing innovative and transformational Healthcare Solutions and Services

- To ensure that Magnum HIS Suite is one of best 3 HIS products in APAC, Africa & ME.
- In the next 3 years expand the mHealth initiatives to become India's number One, respected and innovative technology enabled platform for Health information, intelligence and advice.
- To become a recognized and respected healthcare consulting organization in APAC, Africa & ME.

We have successfully launched Healthline 24x7 as a pan India health information and assistance service. The service is now operational in over 10 cities and soon will have several more additions.

While this is a key initiative we have moved our IT and Knowledge services focus. We are committed to being players in select areas where we have dominance and this is related to our promoter group which built large enterprises in the life sciences, finance and healthcare segments. Our IT and Knowledge services will draw upon this lineage. We will be focused and with our domain skills use the best technology to carve a space for your company.

We take pride in our leadership team that comprises of industry professionals from various domains, having rich & diverse industry experience. We are confident that the impetus for growth will continue to accelerate our business around the globe with existing offerings and addition of new products and penetrating into new markets through collaborated efforts. Our mission is to:

- To create an organizational culture that consistently delivers to its promise through operational excellence
- To ensure returns for all stakeholders – promoters, management, employees and customers

We thank you for the continued trust and faith that you have in us. Our perseverance has only just begun to show results and with your constant support we will soon emerge amongst the global leaders.

Sincerely

Maninder Singh Grewal
Managing Director
Religare Technologies Limited



About Religare Technologies

Religare Technologies Limited is an IT company focusing on healthcare IT and IT services. Its core domain is closely drawn from the vertical focus of the promoter group viz healthcare and enterprise services. Our growth strategy is based on building world class organic capability in software development, project implementation and management consulting in Healthcare IT and Life Sciences and augmenting this by leveraging inorganic opportunities for rapid growth.

The healthcare IT solutions division provides products; applications and value-added services that help healthcare providers achieve business objectives while providing quality patient care. Healthcare services focuses on creating innovative solutions and platforms that makes healthcare information available to the consumers in both B2C and B2B segments. We are committed to using technology to meet the widening gap in resources needed to adequately provide healthcare services to the population.

The IT Services portfolio addresses applications and services across the spectrum of products and services required by industry from SMB to Enterprises. Our domain skills on Microsoft , CRM and Cordyss covers the application suite and its experience in running enterprise class IT architectures and installations in partnerships with HP, IBM, EMC, CISCO and other market leading technology providers. Coupled with software development based in Bangalore covering healthcare applications and products as well as horizontal technologies like Apple OS, Cloud, SaaS etc. Religare Technologies Ltd. is well positioned for growth and increasing market share in its chosen verticals.

Our 1300 + employees are all domain focused and leverage fresh technologies like cloud and mobility/web to build and provide the range of services and products required for our vertical and horizontal domains.

Our promoter group pursues aggressive business interests in IT products (Dion Global Solutions and Religare Technologies), Healthcare (Fortis Health Care), Wellness (Religare Wellness), Diagnostics (Super Religare Laboratories) and Aviation & Travel (Religare Voyages). The global Financial Giant, Religare Enterprises Ltd and its associates /subsidiaries provide a large pool of knowledge for product and services development.

Our extended reach is global and we thus have a key mix of domain and technology and will leverage this to enable business transformation for our clients and our customers globally.

What we do

Religare Technologies has 3 main lines of Business:

Healthcare IT

Technologies Services

Knowledge services

Healthcare IT

Religare Technologies Ltd. has a focused healthcare IT division. Our focus on healthcare IT addresses one of the fastest growing segments in IT. It is uniquely positioned to offer transformational B2B and B2C information technology solutions to both providers and consumers; solutions built on leading edge technology and backed by healthcare expertise.


HEALTHCARE IT INDUSTRY NUMBERS

With the advancement in information and communication technologies, healthcare industry is poised to be a leader in the service sector. Although the penetration of IT in healthcare has been fairly low as compared to other sectors, it has greatly affected and in fact has changed the entire landscape of healthcare industry and it will continue to do so. The global healthcare information technology market is estimated to be \$53.8 billion by 2014, growing at a CAGR of 16.1% - by Research and Markets.

Another offering of healthcare IT is PACS, acronym for Picture Archiving and Communication System, a medical imaging technology which provides economical storage and convenient access to images from multiple modalities. PACS also presents itself as a huge market with an expected market growth forecasted at a CAGR of 11% from 2010 and is expected to reach \$5,536m by 2016.

Religare Technologies Healthcare IT

- The Magnum suite of Products & Solution provide feature rich HIS and RIS/ PACS solutions which span the entire clinical, administrative and back office functions of clinics, labs and hospitals. Magnum solutions are currently supporting healthcare providers in 11 countries.
- The Healthcare Special Projects Group (Consulting) provides assistance across a full range of strategic issues from Healthcare IT consulting services, IT products, and BPO services to healthcare providers, which include hospitals, clinics, diagnostic centers etc. Some of the services we offer are:
 - Development of business-driven IT strategy
 - Creation of commercial strategies for health information based services to support Healthcare strategies for the hospital
 - Management of healthcare data
 - Integration services
 - Health IT operations management.



The Tele- Health platforms under Value Added Services provide consumers, round the clock access to healthcare information, counseling and consulting, through telephony and internet. These technology-enabled platforms aim to address the challenging issues of healthcare awareness, accessibility and affordability.

Our Vast Healthcare Domain Expertise includes

Products & Solutions

End-to-end Hospital Information System (HIS) for healthcare providers spanning registration to billing; transactional efficiency in Clinical, Administrative and Revenue related functions.

Consulting

World class consulting and advisory services in healthcare IT space.

Value Added Services

Innovative technology-enabled platform for health information, intelligence and advise, with an intent to provide access through mobile and web media.

Technology Services

The Technology services vertical of Religare Technologies provides end-to-end IT Infrastructure management & solutions that drive business transformation. Using industry-specific knowledge combined with domain expertise, Religare Technologies delivers real, tangible value across various business segments.

We have a proven excellence in securing digital infrastructure, automating processes, optimizing resource allocation or constructing and managing a data center that can withstand the strongest forces of nature. This is due to the presence of experienced resources, proven processes and leading edge technology which addresses the technology related challenges. In the BFSI and Healthcare/ Life sciences verticals this is augmented by deep domain knowledge.

In the changing models of IT services, this is a game changer as customer demands now transcend from mere technology and have moved to business transformation.

Typical offerings of Technology Services includes:-

- **Integrated Infrastructure Management Services**
 - Data Centre Services
 - Managed IT Services
- **Enterprise Technology Solutions**
 - System & Software Solutions
 - Network & Security Solutions
 - Server, Storage & Virtualization Solutions
- **Enterprise Application Solutions**
 - Packaged Software
 - CRM
 - Social Collaboration

Knowledge Services

Religare Technologies' Knowledge Service provides voice and non voice support. In the Insurance and capital Markets segment this is related to knowledge derived from internal Religare Enterprises processes and this deep skill provides value to its services.

For Voice

- Cater to the inbound and outbound customer service
- Welcome calls.
- Query Resolution Complaint wherein queries from different customers are handled.
- Presales Query handling from prospective customers.

Non-Voice

- Reconciliation of books of accounts i.e. Bank Books with the General.
- Account Opening & Kit Dispatch of all the accounts opened.
- Cheque verification.
- Financial Services such as Reconciliations, Expense Booking, Income Recognition, Payroll activities, accounts payables and receivables, fixed assets activities including capitalization of fixed assets, cash management activities.

R-Tech Edge

- A global Healthcare IT Products & Services company and part of a large financially strong global business group
- Headquartered in Noida, India with multi country operations and ability for remote management globally.
- Over 1300 professionals serving clients across 11 countries in 4 continents including medical practitioners as well as technology experts.
- A strong process driven organization with SEI CMMI Level, ISO 9001:2008 & ISO 27001:2005 certification.
- End to End Hospital management solutions.
- Nationwide Health Information & Assistance portal.
- Dedicated Healthcare IT consulting practice driven by domain experts.
- Providing an entire spectrum of IT Consultancy, Infrastructure Management and ITES Services to fulfill all your enterprise needs.
- Experience in providing global technology services.
- Drawing domain knowledge from key verticals of the promoter group.
- Our model of using internal group domain skills to build products and services that are needed as business and consumers adopt new technologies and new models of transformation.



Financial Declaration



DIRECTORS' REPORT

Dear Members, Religare Technologies Limited

Your Directors have immense pleasure in presenting this 2nd Annual Report on the business and operations of the Company together with the Audited Accounts for the financial year ended March 31, 2011.

FINANCIAL HIGHLIGHTS

The brief highlights of financial results of the Company for the Financial Years (FY) 2010-11 and 2009-10 are as under:

(INR in Million)

| Particulars | 2010-11 | Period ended March 31, 2010* |
|--|------------|---------------------------------|
| Total Income | 948.47 | 1,268.80 |
| Total Expenditure | 1,650.13 | 1,673.14 |
| Profit/ (Loss) before Tax | (701.66) | (404.34) |
| Provision for Taxation | | |
| – Fringe Benefit Tax | – | 0.02 |
| – Deferred Tax Liabilities/(Assets) | – | 1.22 |
| – Income Tax earlier years | – | 0.15 |
| Profit/ (Loss) after Tax | (701.66) | (405.74) |
| Loss on account of Merger | – | 106.86 |
| Balance Brought Forward from previous year | (512.60) | – |
| Balance Carried to Balance Sheet | (1,214.26) | (512.60) |

* The results for the period ended March 31, 2010 had been prepared after giving effect to the Scheme of Arrangement.

OPERATIONS

During the year under review, the Information Services Division of Religare Technova Global Solutions Limited was integrated into the Company pursuant to the Scheme of Arrangement. This was in addition to the integration of Religare Technova Business Intellect Ltd and Religare Technova IT Services Ltd into the Company and significant one-time expenses had to be incurred for this purpose.

The total Income of the Company is Rs. 948.47 Million during the financial year 2010-11 as against the total Income of Rs. 1268.80 Million in the previous financial year 2009-10. However, the total expenditure remained almost same at Rs. 1650.13 Million as against Rs. 1,673.14 Million in the previous year. This decline in revenue is due to reduction of low value high revenue business which was needed at the initial stage to establish a market presence but is not as relevant with Company developing more profitable business segments. The integration of 3 different processes / companies and consequent restructuring and realignment into Religare Technologies Ltd was possible through restructuring and consolidating premises, people and lines of business to avoid redundancy and extra cost going into the future.

RESTRUCTURING OF BUSINESS OF THE COMPANY

The Hon'ble High Court of Delhi vide its order dated July 28, 2010 has approved the Scheme of Arrangement between ReligareTechnova Global Solutions Limited (RTGSL), Dion Global Solutions Limited (DGSL), the Company, ReligareTechnova Business Intellect Limited (RTBIL) and ReligareTechnova IT Services Limited (RTITSL) (hereinafter referred to as "the Scheme"). The Scheme became effective on August 16, 2010 with effect from the appointed date i.e. April 1, 2009 and consequently, Information Service Division of RTGSL has been transferred to the Company and RTBIL & RTITSL have merged with the Company.

DIVIDEND

Keeping in view the losses of the Company during the year under review, your Directors have decided not to recommend any dividend for the financial year ended March 31, 2011.

LISTING OF EQUITY SHARES OF THE COMPANY

The Members may be aware that pursuant to the Scheme, all the Equity Shares of the Company shall be listed and / or admitted for trading on Bombay Stock Exchange Limited (BSE) in terms of SEBI Circular No. SEBI/CFD/SCRR/01/2009/03/09 dated September 03, 2009. Pursuant to the directions of the Hon'ble High Court of Delhi, an application for listing of shares of the Company was made to the BSE.

The Board is pleased to inform that your Company has received the in-principal listing approval from the BSE vide its letter dated December 10, 2010 and relaxation from the Securities and Exchange Board of India from the applicability of Rule 19(2)(b) of the Securities Contracts (Regulations) Rules, 1957 vide its letter dated July 22, 2011.

Your Company is now in the process of filing an application with BSE for commencement of trading of Equity Shares of the Company at the BSE.

FIXED DEPOSITS

The Company has neither invited nor accepted any deposits from public within the meaning of Section 58A of the Companies Act, 1956 read with Companies (Acceptance of Deposit) Rules, 1975 during the period under review.

CORPORATE GOVERNANCE

Though the Equity Shares of the Company are not presently listed / admitted for trading on the Bombay Stock Exchange Limited in terms of the Scheme, your Board is committed to uphold the highest standards of Corporate Governance and adhere to the requirements set out by the Securities and Exchange Board of India.

A detailed report on Corporate Governance along with the Certificate of M/s. RB & Associates, Company Secretaries in Practice, confirming the compliance to the conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement is set out in this Annual Report and forms part of the Annual Report.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management's Discussion and Analysis Report for the year under review, as stipulated under Clause 49 of the Listing Agreement, is presented in a separate section forming part of the Directors' Report.

CHANGES IN CAPITAL STRUCTURE

During the financial year ended March 31, 2011, the paid-up share capital of the Company has been increased from Rs. 5 Lacs to Rs. 812.95 Lacs pursuant to the Scheme. The Authorised Share Capital of the Company has also increased from Rs. 50 Lacs to Rs. 500 Lacs pursuant to the Scheme.

DIRECTORS

Mr. Shachindra Nath and Mr. Anil Saxena have resigned from the Board of Directors of the Company with effect from October 11, 2010. The Board of Directors placed on record their appreciation for the valuable services and guidance provided by them during their tenure as Directors of the Company.

Mr. Shivinder Mohan Singh, Mr. Sunil Godhwani, Mr. Harpal Singh, Dr. Amit Varma, Mr. Vikram Sahgal, Mr. Rama Krishna Shetty and Capt. Gurkir Paul Singh Bhalla were appointed as Additional Directors of the Company with effect from October 11, 2010. In accordance with the provisions of the Companies

Act, 1956, the aforesaid directors, in their capacity as Additional Directors, will cease to hold office at the ensuing Annual General Meeting.

The Company has received Notice along with requisite fee from Members under Section 257 of the Companies Act, 1956 proposing the candidature of the aforesaid Directors for the office of Director(s) of the Company. The Board recommends their appointment which is required to be approved by the Shareholders at the ensuing Annual General Meeting.

Mr. Maninder Singh Grewal was appointed as an Additional Director of the Company on October 11, 2010 and was appointed as Director within the meaning of Section 269 read with Section 2(26) and Schedule XIII to the Companies Act, 1956 designated as Managing Director of the Company with effect from October 11, 2010 for a period of three years and the said appointment was also approved by the Shareholders at the Extraordinary General Meeting held on December 21, 2010.

In accordance with the provisions of the Companies Act, 1956 and Articles of Association of the Company, Dr. P.S. Joshi is liable to retire by rotation as Director at the ensuing Annual General Meeting and being eligible has offered himself for re-appointment.

Brief resume of the Directors proposed to be appointed and re-appointed, nature of their expertise in specific functional areas and names of companies in which they hold directorships and memberships/chairmanships of Board Committees and number of shares held in the Company, as stipulated under Clause 49 of Listing Agreement entered into with Stock Exchanges, are provided in the Report on Corporate Governance forming part of the Annual Report.

CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION

In view of the nature of activities which are being carried on by your Company, the particulars as prescribed under Section 217(1)(e) of the Companies Act, 1956 read with Companies (Disclosures of Particulars in the Report of the Board of Directors) Rules, 1988 regarding Conservation of Energy and Technology Absorption are not applicable to the Company.

However, the Company requires energy for its operations and every endeavour has been made to ensure the optimal use of energy, avoid wastage and conserve energy as far as possible.

FOREIGN EXCHANGE EARNINGS AND OUTGO

The Company has neither incurred any expenditure nor did it earn any income in Foreign Exchange during the period under review.

DIRECTORS' RESPONSIBILITY STATEMENT

In terms of provisions of Section 217(2AA) of the Companies Act, 1956, your Directors confirm that:

- (i) In the preparation of the annual accounts for the year ended March 31, 2011, the applicable accounting standards have been followed along with proper explanations relating to material departures, wherever applicable;
- (ii) The Directors have 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 fair view of the state of affairs of the Company as at March 31, 2011, and of the loss of the Company for the year;
- (iii) 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) The Directors have prepared the annual accounts for the year ended March 31, 2011 on a 'going concern' basis.

AUDITORS

M/s RRCA & Associates, Chartered Accountants, retires as Statutory Auditors of the Company at the conclusion of the ensuing Annual General Meeting and have confirmed their eligibility and willingness to accept the office of the Statutory Auditors, if re-appointed.

AUDITORS' REPORT

The observations of the Auditors in their report read together with the Notes on Accounts are self-explanatory and therefore, in the opinion of the Directors, do not call for any further explanation.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

Due to the expanding nature of its business activities, the company faces new challenges of data, system and process security, emerging out of business transactions and processes, which are large in volume and varied in nature. The Company has an internal control mechanism to facilitate formulation and revision of policies and guidelines in order to align them with changing business needs. The areas of internal control weakness in business and financial processes are identified through a regime of routine checks and remedial actions are taken to correct the deficiencies, wherever noticed.

In order to ensure the efficacy as well as efficiency of the process, the Audit Committee of the Board is kept abreast on a regular basis, about the key observations during such checks and follow-up measures taken.

HUMAN RESOURCES

In today's challenging economy, attracting and retaining talent with requisite competencies, especially for the emerging businesses and focus on training and development to improve productivity are key thrust areas for business to strengthen competitive advantage.

The Company takes strategic initiatives for talent development through learning and development programs and experiential learning which ensures that the company had right competencies in its workforce to meet the business demand. The company has been successful in building a performance oriented culture with high levels of engagement and empowerment in an environment of teamwork.

The Company has a structured induction process at all locations and management development programmes to upgrade skills of managers. Objective appraisal systems based on Key Result Areas (KRAs) are in place for senior management staff.

The Company seeks to create a workplace which combines achievement orientation with care for employees. Employees Relations during the period under report were harmonious.

STATEMENT OF PARTICULARS OF EMPLOYEES

Statement of Particulars of Employees as required under Section 217(2A) of the Companies Act, 1956 (the Act) read with the Companies (Particulars of Employees) Rules, 1975 as amended from time to time, is given as '**Annexure A**' and forms part of this Report.

FUTURE OUTLOOK

With the Company having completed the restructuring of the businesses as mentioned above, the outlook is very positive. The Company's directions in HealthCare IT, IT Services and Knowledge Services align with high growth sectors.

The Healthcare Sector and HealthCare IT is one of the few areas less affected by global economic fluctuations and turmoil. The Company will be able to draw significant synergies from its promoter group interests in this sector. While the services business is positioned to use emerging technologies like cloud and SaaS, the knowledge services in HealthCare segment is one of fastest growing

in the industry and the promoter group entities offer your Company a significant platform to develop and build best practices globally. Your Company will be one of the few IT companies with such access to a niche domain and having the technology capabilities.

We intend to focus on emerging markets and high growth economies where the need for such products and services is high. At the same time it is difficult for competition to re-engineer themselves to address this without significant effort.

The restructuring has taken significant cost and effort however this is line with current strategy of most major IT Companies eg. Wipro, HCL, Infosys and many others – the latest being HP which is in the process of restructuring its entire PC business which contributes over 20% to its revenue. The trends in IT are now to focus on business reengineering and domain and this is exactly what we initiated a year ago. Subject to regulatory approvals, we will look at capital restructuring and other initiatives as the Board may suggest are committed to growing your Company to be a global player in its niche segments and geographies.

ACKNOWLEDGEMENTS

Your Directors would like to express their sincere appreciation for the co-operation and assistance received from the Bankers,

Regulatory Authorities, Stakeholders including Financial Institutions, Distributors and other business associates who have extended their valuable sustained support and encouragement during the year under review.

Your Directors also wish to place on record their appreciation for the dedication and commitment displayed by all executives, officers and staff at all levels of the Company without which your Company's achievements would not have been made possible.

For and on behalf of the Board
For **Religare Technologies Limited**

Sd/-
Maninder Singh Grewal
Managing Director

Sd/-
Sunil Godhwani
Director

Place : New Delhi
Date : August 10, 2011

ANNEXURE A

STATEMENT PURSUANT TO SECTION 217(2A) OF THE COMPANIES ACT, 1956 READ WITH THE COMPANIES (PARTICULARS OF EMPLOYEES) RULES, 1975 FORMING PART OF THE DIRECTORS' REPORT FOR THE YEAR ENDED MARCH 31, 2011

| S.No. | Name | Age (in years) | Designation / Nature of Duties | Gross Remuneration (INR in million) | Qualification | Experience (in Yrs.) | Date of Employment | Last Employment |
|-------|-----------------------|----------------|--------------------------------|-------------------------------------|--|----------------------|--------------------|--|
| 1 | Maninder Singh Grewal | 59 | Managing Director | 3.96 | Mechanical Engineering; B.Tech (Hons.), IIT Kharagpur | 32 | October 11, 2010 | Dion Global Solutions Limited (formerly Religare Technova Limited) |
| 2 | Rangesh Nayar* | 47 | President | 10.16 | B.Com, CA | 25 | October 1, 2010 | Dion Global Solutions Limited (formerly Religare Technova Limited) |
| 3 | Pankaj Vaish | 47 | President - Healthcare IT | 6.76 | Bachelor's Degree in Electrical and Electronics Engineering, Master's in Management from BITS, Pilani. | 25 | August 2, 2010 | Dell PerotSystems TSI India Pvt. Ltd. |

* Resigned from the services of the Company with effect from April 5, 2011.

Notes:

- Gross Remuneration includes salary and other benefits and employers contribution to provident fund and gratuity fund.
- The appointment of the above employees except Mr. M S Grewal is non-contractual and is governed by the Company policy and rules. Mr. M S Grewal was appointed as Managing Director of the Company with effect from October 11, 2010 for a period of three years and received the approval of the Central Government in respect of the said appointment and payment of remuneration.
- None of the employees mentioned above is a relative of any Director of the Company.
- The above mentioned employees are not holding any equity shares of the Company except Mr. Maninder Singh Grewal who holds 132092 equity shares of the Company.

By order of the Board of Directors
For **Religare Technologies Limited**

Sd/-
Maninder Singh Grewal
Managing Director

Sd/-
Sunil Godhwani
Director

Place : New Delhi
Date : August 10, 2011

MANAGEMENT DISCUSSION AND ANALYSIS

Forward-looking Statements

This report contains forward-looking statements which may be identified by their use of words like 'plans', 'expects', 'will', 'anticipates', 'believes', 'projects', 'estimates' or other words of similar meaning. All Statements that address expectations or projections about the future, including, but not limited to, statements about the company's strategy for growth, product development, market position, expenditure and financial results are forward looking statements. Forward-looking statements are based on certain assumptions and expectations of future events. The Company cannot guarantee these assumptions and expectations are accurate or will be realised. The Company's actual results, performance or achievements could thus differ materially from those projected in any such forward looking statements. The Company's assumes no responsibility to publicly amend, modify or revise any forward looking statements, on the basis of any subsequent developments, information or events.

Economy and Industry Overview

The IT Industry has had significant impact on the Indian economy. In the last decade (1998 – 2009), Indian economy has witnessed growth in exports, rising from a value of USD 2 billion in 1999 to a value of USD 47 billion in 2009 at a compound annual growth rate (CAGR) of 33%. Major areas of impact of the IT industry in India are employment, education, diversity & exports. IT industry created 45% of new urban jobs within a span of 5 years from 1995-2005 and stimulated a 6-7 times increase in tertiary education in exporting states. 30% of the workforce in IT industry comprises of women. In terms of global exposure, 30% of the IT products are delivered outside India. IT industry has also made a considerable contribution to exports sector over the past decade with nearly 65% of India's cumulative net oil imports offset by IT exports. (Source- NASSCOM 'PERSPECTIVE 2020' report, slide 2)

It is estimated that by year 2020 the total revenue potential of the global IT industry will rise to nearly USD 1,500 billion, from a value of USD 500 billion in 2008. 80% of this growth will be driven by opportunities outside the current core markets, verticals and customer segments like public spending, healthcare, media and utilities (Source: NASSCOM 'PERSPECTIVE 2020' report, slide 7)

NASSCOM expects Business services (BPO/KPO) to account for 60% of the total opportunity in 2020 and rest would be from IT Infrastructure and Application Services linked to business services. (Source- NASSCOM 'PERSPECTIVE 2020' report, slide 9)

The demand for software and hardware based services is expected rise with the economic recovery and this is clearly been seen in results of several IT companies. The NASSCOM Strategic Review 2010 states that software and services export revenues of India are estimated to grow at 5.5% to reach USD 49.7 billion in 2010. The report estimates average domestic BPO growth to be even sharper at 8.5% per annum.

A. Industry Structure and Developments

Information Technology (IT) is one of the most important industries that dominate the economy of India. From being a multi-million-dollar industry in the early nineties, IT has now grown to be a multi-billion dollar industry. The sector revenues of FY 2010 are projected at USD 73.1 billions a growth of over 5.4% on FY 2009-10, IT and ITES now contributes about 4% to Indian GDP. Most significant US IT companies have business models that include India either as a global delivery center, or as a global development center while being a major market for their products and services.

The percentage of people of Indian origin working for leading multinationals like CISCO, IBM, HP Microsoft and others, increases with each year. This puts additional internal focus on India while enhancing India's credibility as a business destination of choice. Indian IT and ITES Industry have mature and valuable relationships with over 75% of the Fortune 500. (Source- Nasscom Strategic Review 2010 Report, Indian IT BPO performance)

While growth is expected in core markets like the USA, Europe and Japan, the growth in Brazil, Russia, India and China remain largely unexplored and untapped and will result in significant IT and ITES opportunities. The traditional banking, financial services and insurance sector will continue to grow considering the significant amount of wealth creation in the next decade coupled with the increasing need for compliance and regulation. However, untapped sectors like healthcare, media, utilities and public spending will contribute to incremental growth. NASSCOM estimates that currently untapped customer segments like public sector spending and healthcare will drive upto 80% of incremental growth by 2020.

([http://www.niit.com/investorrelations/Investor%20Newsletter/Q4Mar2009/document/IndianIT_revenues_to_touch_\\$225bn_by_2020BusinessStandardApril22_2009.pdf](http://www.niit.com/investorrelations/Investor%20Newsletter/Q4Mar2009/document/IndianIT_revenues_to_touch_$225bn_by_2020BusinessStandardApril22_2009.pdf))

Out of the above untapped four sectors, the HealthCare sector is of special interest. The US alone spends over 16% of its GDP on providing healthcare for its citizens and public (Source: "World Health Statistics 2009"). However large portions of its population remain uninsured and the Obama Administration has now instituted healthcare reform with the stated object of reducing costs and increasing coverage. This is an opportunity for the Indian IT and ITES industry where outsourcing will be a continuing option.

(Source: <http://infowar.net/cia/publications/globaltrends2015/>)

The Global Healthcare IT spend in 2008 (software and services) amounted to more than USD 50 billion with the USA contributing to more than 60% of the total. India and Middle East, while currently small, are two of the fastest growing markets with an expected compounded annual growth rate of 22% and 16% respectively. This presents a growth in opportunity for healthcare IT.

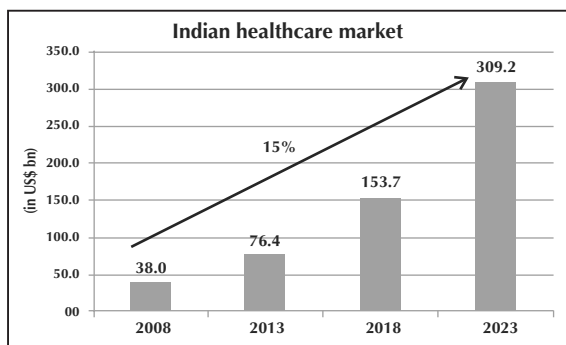
(Source: Data monitor, 'Future IT Trends and Projects Healthcare Technology in India Industry Focus', May 2009)

- Most of the growth is coming from private sector that will drive the adoption of IT. Data monitor believes the following trends will emerge in the Indian healthcare IT market in the next five to 10 years:
 - ◆ Software as a service solutions will become more prevalent in India
 - ◆ Telehealth is limited in scope at present, but future uses will be broad and mobile
 - ◆ India's culture of record keeping makes the country a perfect fit for personal health records

(Source: Data monitor, 'Future IT Trends and Projects Healthcare Technology in India Industry Focus', Page: 'Analysis', May 2009)

While health care spend in the US is over 15% of GDP of a USD 15 trillion economy, the organized insurance cover leaves a significant portion of the population uncovered. This is another opportunity for Indian companies offering full

service and products to the sector. The situation in other geographies is also acute and healthcare IT products and services are among the fastest growing sectors in the industry. Looking at the domestic market, India's GDP was at USD 1,217.49 billion in 2008 (USD 1.22 trillion) and is expected to grow at 7.5% in the fiscal 2010-2011 and at 8% in 2011-2012, well above the 6.4% average posted during 1995-2005, according to the Global Economic Prospects 2010 report by the World Bank. About 5% of the GDP is spent on healthcare (i.e., USD 61 billion); which is expected to be 6% in 2010 (USD 73 billion). Healthcare sector is expected to grow at a compound annual growth rate (CAGR) of 15% for the next 15 years. (Source: <http://www.pr-inside.com/india-healthcare-information-technology-it-r1840937.htm>)



(Source: IBEF)

The pressure to reduce cost, increase efficiency and an ageing population in some of the world markets will be key factors leading to global outsourcing and delivery. Technology and technology enabled business optimization and reprocesses will lead the hospital provider and insurance payer spaces to produce new solutions and new products to meet the challenge which will create new areas for opportunity for Indian IT and ITES industry. (Source: <http://infowar.net/cia/publications/globaltrends2015/>)

Apart from Healthcare IT, NASSCOM reports also indicate that traditional IT outsourcing like remote infrastructure management will constitute an opportunity in technology services amounting to USD 120 to 130 billion. (<http://discuss.itacumens.com/index.php?topic=45634.0>)

It is also suggested that business services will outpace technology services with the increasing business optimization and reengineering needs and will grow from a currently estimate USD 500 billion to USD 570 billion by 2020.

The traditional banking, financial services and insurance sector will continue to grow considering the significant amount of wealth creation in the next decade coupled with the increasing need for compliance and regulation.

While growth is expected in core markets like the USA, Europe and Japan, the growth in Brazil, Russia, India and China remain largely unexplored and untapped and will result in significant IT and ITES opportunities.

([http://www.niit.com/investorrelations/Investor%20Newsletter/Q4Mar2009/document/IndianIT_revenues_to_touch_\\$225bn_by_2020_BusinessStandardApril22_2009.pdf](http://www.niit.com/investorrelations/Investor%20Newsletter/Q4Mar2009/document/IndianIT_revenues_to_touch_$225bn_by_2020_BusinessStandardApril22_2009.pdf))

Our Company is already aligned to each of these high growth verticals and markets with processes, brand, IP and reach.

Our Company is an Information Technology ("IT") services provider and part of the Religare Group, a diversified Indian transnational business group. The group pursues business interests globally in financial services (Religare Enterprises),

health care (Fortis HealthCare), wellness (Religare Wellness) diagnostics (Super Religare Laboratories), aviation and travel (Religare Voyages) and IT software products and services (Religare Technova).

Our Company focuses on providing and addressing Healthcare IT services across a wide spectrum of products and services required by the sector and is an end to end platform player based on this segment. The second line of business is IT services viz knowledge services and application system integration.

Our Company offers solutions spanning a wide spectrum of IT services in the above scope including application development and maintenance, testing, system integration, managed services including remote infrastructure management, business process outsourcing and business intelligence services. Our Company has leveraged its Promoter Group's expertise in financial services, insurance, health care and life sciences domain to establish practices for providing enterprise wide IT services.

Our Company's edge lies in its ability to understand business requirements and provide efficient IT solutions and services resulting in the possible best use of customer expenditure. Our Company's employees are motivated to deliver services to customers globally.

◆ Healthcare IT Services-

Contemporary hospitals constantly face challenges to optimize the utilization of hospital resources. Complex tasks along with handing customers keeping in mind high transactional costs plus data overload are typical features of a hospitals set up today. Comprehensive citizen health records are of paramount importance.

As a global IT solutions company, our Company is set to offer products and services in the focused domain of digitized healthcare and enterprise solutions across many segments of the healthcare verticals. These will include products for both payor and provider space as well as services built around these so as to offer a holistic and comprehensive suite of products and services to cover the segment globally.

Our healthcare IT services is divided into two groups,

- **Healthcare Application and Product Services Group (HAPS)**

HAPS group provides end-to-end automation systems for healthcare providers (both for tertiary hospitals and clinics).

Our Company has acquired the healthcare division of SRIT comprising the magnum suite of products. Today, we have the capacity to address the full spectrum of Hospital Information System (HIS). We have begun occupying a clear slot in the digitized health wave front. Solutions in the form of HIS, clinical specialties, RIS, PACS (Medical Imaging), HIPAA translator and interfacing engine, disease management and tele-triage solutions are part of our healthcare IT offerings.

Our solutions are installed in many hospitals across several countries. Out of several global bidders (being a World-Bank funded project), the Government of Jordan and the World Bank selected our HIS to plan and implement full enterprise IT solution including IT infrastructure at all of the hospitals run by the Royal Medical Services, Jordan. Seven hospitals were made fully operational within 11 months.

The three main offerings include magnum HIS, magnum PACS and magnum kiosk. Magnum HIS is a comprehensive healthcare information system for managing processes across the healthcare enterprise. With more than 40+ incorporated modules and eight

inbuilt tools, magnum is capable of retrieving and disseminating patient-centric clinical and financial data across the entire healthcare enterprise. Magnum PACS is a web based RIS-PACS solution, offering a comprehensive and fully integrated solution for digital imaging and information for hospitals, clinics and diagnostic centers. Magnum PACS enables hospitals and clinics to acquire, distribute, store and display medical images and diagnostic reports. Magnum kiosk integrates with the hospital's existing HIS. Magnum kiosk enables an easy check- in and check- out processes for patients, visitors and hospital users. It uses latest UI capabilities to provide a rich, easy-to-use interface.

HAPS has several products for provider organization. The key facts are:

- Software solutions provider in the healthcare IT segment
- Healthcare IT division software product portfolio includes:
 - ◆ Hospital Information Management System (HIMS)
 - ◆ Radiology Information Systems (RIS)
 - ◆ Picture Archival and Communication System (PACS)
 - ◆ Electronic Document Management System (EDMS)
 - ◆ Patient Kiosk and Self-help Information System
 - ◆ Integration and Interface engine
 - ◆ Patient Portal
 - ◆ Knowledge Management
 - ◆ Certifications Received by SRIT before we acquired the Suites
 - Member of HL7 and HIMSS (Healthcare Information and Management Systems Society)
 - Standards complied with: ICD 9, ICD 10, CPT, HCPCS, NANDA, LOINC, CDA, CCR, HL7 v2.x and v3
 - FDA certification for PACS solution; Certified for HIPAA transactions by ClarEDI in 2006
- **Healthcare Information Management Services Group (HIMS)**

HIMS is to build new healthcare services businesses including but not limited to tele-triage, tele-medicine, chronic disease management and other health advisory services. It aims to leverage both the voice and web based mediums or platforms for offering these services. The HIMS group is presently structured around two major business focus areas:

 - **Tele-triage (TT)**-Aims to bring in the concept of providing health value added services to patients through the phone or mobile. Patients do not have to physically travel to a hospital or health center and can get guidance from trained doctors and nurses, over phone or mobiles.
 - **Health Advisory Services**-Aims to address the opportunity for creation of a health information services platform, both on voice hotline and web mediums where users can search, compare, evaluate and select the information they require with ease. The rapid rise in ageing population, surge in birth rates, the medical tourism boom, and increase in chronic ailment patients, are all indicators of availability of a huge and growing target customer base.

Technology services-IT infrastructure solutions, IT managed services and application and system integration

- **IT infrastructure solutions** - Our Company, partners with leading global software solutions and hardware providers to deliver solutions to its customers. This allows us to offer the solutions and technologies to its customers. As part of this offering, our Company renders “storage consolidation and virtualization services”, “information security solutions” and “networking solutions”. Further, being a Microsoft® Gold Certified Partner, our Company serves customers in licensing consultation, Microsoft licensing and implementation and support.
- **IT managed services**- Our Company offers a portfolio of managed IT services with the objective of working with client organizations to improve return on investment and to optimize utilization of IT infrastructure and to deliver business optimization value to client's business. Our Company's managed IT services provide a combination of people, processes and tools to ensure that the client's IT infrastructure is up and running. The offerings under this line of business include IT consultancy and governance services, data center services and infrastructure management services including facility management services, end-user services and helpdesk / service desk services. These services are rendered on-site or remotely or in hybrid mode as per the clients' requirements. The services are offered utilizing various skill level (L1 to L3) resources, which has expertise in various server, storage, database, web, network, security technologies and infrastructure applications. We also offer SaaS (Software as a Service), BaaS (Business Intelligence as a Service) and IaaS (Infrastructure as a Service) services.

We ensure application uptime based on service level agreement driven parameters in line with industry practices.
- **Application and System Integration**
 - ◆ **Enterprise solutions** - Our Company's SAP and MS DYNAMICS CRM practice provides a suite of solutions for health care, manufacturing and retail industries. SAP practice group combines industry specific knowledge with technology expertise to create accelerated solutions that deliver real, tangible value for various business segments in the said verticals. SAP practice offers a set of services to cover the entire life cycle of SAP applications, right from conceptualization (initial evaluation) to implementation to support. The nature of services offered in the SAP space include:-
 - Implementation services Upgrades , migrations , roll-outs
 - Integration and consolidation of SAP systems
 - SAP testing , performance tuning and system optimization
 - Post implementation services
 - Professional services (due Diligence, project management and staff augmentation)
 - ◆ **Application services**- Our Company's applications services include application development services, application testing services and application maintenance services. This practice applies software engineering best practices to understand client's business objectives, translate those objectives into effective designs,

and to create and deploy high quality, maintainable solutions. This group employs industry-standard software development methodologies and the traditional “waterfall” system development life cycle.

The application and system integration services will also provide legacy application maintenance and support. It will further develop surround applications in our chosen verticals as also offer migration services from older technologies to current accepted best software interoperability solutions

We believe that the leverage from the group companies together with our alliances with HP and IBM will provide the knowledge and skills to develop specific business analytics and optimization processes and software to capture and harness the wealth of business information available in enterprise data warehouses and sources. We believe our Company's talent pool in niche analytic products like gridstone have has the potential of addressing an immense data cleansing, de-duplication and analysis opportunity.

❖ **Knowledge services- BPO/KPO and IT helpdesk services**

- **KPO / BPO-**At our Company, we provide a range of contact center services – outbound, inbound and back office. We service different industry verticals including banking and financial services-, insurance, health care, travel and hospitality, media, retail (online and offline) and telecom. The technologies deployed at our service delivery centers across Delhi National Capital Region, Mumbai, and Bangalore enable us to provide our contact center services through multiple communication channels – phone, sms, email, web chat and fax. We promote self service and self help through new IVR and CRM technologies that also integrate with PCI DSS certified payment gateways to deliver customer services solutions.
- **IT Helpdesk Services-** At our Company, we understand the CIOs are hard pressed not just to deliver cost savings on their IT infrastructure but optimization, transformation and efficiencies. Our remote infrastructure management services streamline the day-to-day event driven work to be increasingly proactive in nature. Our remote infrastructure services offer a range of benefits through state-of-the-art business transformation solutions such as:
 - ◆ A more reliable network operation, improved staff efficiency and lower overall cost of network ownership
 - ◆ Opportunity to provide value-added services: network service level reporting
 - ◆ Problem resolution: identify trouble spots, trend performance managers
 - ◆ Capacity planning via trend performance management and forecasting
 - ◆ Transaction monitoring
 - ◆ Unified integrated service management environment

Our end to end integrated approach combines the application and infrastructure needs to provide a platform based service approach in the BFSI and healthcare sectors. Thus healthcare information exchange based on electronic health and medical records can be addressed.

We strive to provide not only the differentiated service offerings, but also offer value enhancement to these offerings. With an aim to reduce costs and at the same time provide measurable and scalable results to our clients, we focus on increasing customer base, improved customer retention and enhancing customer experience.

Information services-The information services division (“ISD”) provides information and intelligence needs of financial services firms, corporates, educational institutions, and media. We have built a repository of financial information covering companies, industry, economy, equity, derivatives, commodities, mutual funds and insurance , which it is leveraging in providing a variety of products and services.

B. Opportunities

- **Geographical distribution with deep penetration in India:-**We have a national presence through our 1,535 Customer Locations in 317 cities and towns, covering six regions in India. The locations of our offices are driven by the demand for our financial products and services, especially in the mid-market segment which we believe will provide attractive growth opportunities.
- **Diversified product portfolio:** - We offer a wide range of IT solutions and services as below:
- **Healthcare IT Services**
Magnum HIS, Magnum PACS, Magnum Kiosk, Tele triage service, Health advisory service, & Tele Medicine
- **Technology Services**
Server, storage consolidation and virtualization services, security solutions, network solutions, Microsoft licensing services, infrastructure management services, data center services, IT consultancy and governance services, enterprise solutions and application solutions.
- **Knowledge Services**
CRM (Outbound and Inbound), Back Office, Finance & Accounts, IT Helpdesk Service
- **Information Services**
SFSB web solution, INSIGHT Database, Investor Relations.
- **Focused servicing model-** Service delivery capabilities as a differentiator
Our Company's service delivery is through a combination of people, processes and tools to ensure that clients' requirements are met with. Our Company adheres to quality frameworks/standards like ITIL, ISO 27001 and ISO 20000 which improve productivity and process efficiency while delivering managed services and employs industry-standard software development methodologies and the traditional “waterfall” system development life cycle while rendering application services.
- **Flexible support**
Our Company works with clients to formulate a support and maintenance service bespoke to their business. From remote assistance, telephone helpdesk to tailored on-site services, our support is designed to accommodate clients' needs during standard working hours or across a 24/7 basis.

- **Result based approach**

Our Company aligns to client's business objectives and goals. Our Company provides a customized "leverage based" approach that will enable clients to achieve their business and service objectives and goals.

- **Remote and onsite support services**

Our Company provides an extremely cost-effective one-stop-shop for all clients' varied service requirements through "on-site" or "remote" or "hybrid" delivery models.

- **End user training**

In order to achieve the productivity of end users, our Company provides classroom based, onsite or remote training sessions as part of value added service.

Key differentiators:

- Global Delivery
- The Religare parentage
- Data centers and NOCs

- Flexible service delivery
- Client specific engagement model
- Standardized process skills and certifications
- IT service continuity management

C. Segment-wise performance

i) Primary Segment – Business Segments:

Segments have been identified in line with the Accounting Standard on Segment Reporting (AS-17), taking into account the organization structure as well as the differential risks and returns of these segments.

Segment revenue and results figures include the respective amounts identifiable to each of the segments and also amounts allocated on a reasonable basis. Other un allocable expenditure includes expenses incurred on common services provided to the segments which are not directly identifiable to the individual segments as well as expenses incurred at a corporate level which relate to the Company as a whole. The business segment has been considered as the primary segment

Information about primary Business segments

(₹ in lacs)

| Particulars | Knowledge Services 31, 2011 | IT Services March 31, 2011 | Health Care March 31, 2011 | Unallocated March 31, 2011 | Total March 31, 2011 |
|--|--------------------------------|----------------------------------|----------------------------------|----------------------------------|----------------------------|
| (I) Segment Revenue | | | | | |
| External Revenue | 2,231.40 | 6,774.34 | 458.45 | 20.50 | 9,484.69 |
| Inter-Segment Revenue | | | — | — | — |
| Total Revenue | 2,231.40 | 6,774.34 | 458.45 | 20.50 | 9,484.6 |
| (ii) Segment Results | (1,799.88) | (1,056.67) | (2,410.15) | (1,749.92) | (7,016.62) |
| Total Segment Results | (1,799.88) | (1,056.67) | (2,410.15) | (1,749.92) | (7,016.62) |
| Income taxes (Current, Deferred) | — | — | — | — | — |
| Profit/(Loss) after tax | (1,799.88) | (1,056.67) | (2,410.15) | (1,749.92) | (7,016.62) |
| (iii) Segment Assets | 2,059.35 | 4,407.89 | 2,253.15 | — | 8,720.40 |
| Unallocated Corporate assets | — | — | — | 3,833.40 | 3,833.40 |
| Total Assets | 2,059.35 | 4,407.89 | 2,253.15 | 3,833.40 | 12,553.80 |
| (iv) Segment Liabilities | 6,704.85 | 11,743.90 | 5,230.84 | 203.90 | 23,883.49 |
| Total Liabilities | 6,704.85 | 11,743.90 | 5,230.84 | 203.90 | 23,883.49 |
| (v) Capital Expenditure | 92.09 | 1,492.02 | 310.23 | 76.34 | 1,970.67 |
| Unallocated Capital expenditure | | | | | |
| Total Capital Expenditure | 92.09 | 1,492.02 | 310.23 | 76.34 | 1,970.67 |
| (vi) Depreciation/Amortisation | 130.49 | 359.58 | 482.73 | 257.27 | 1,230.07 |
| Total Depreciation | 130.49 | 359.58 | 482.73 | 257.27 | 1,230.07 |
| (vii) Non Cash Expenditure other than Depreciation | 439.06 | 467.83 | 385.02 | 312.00 | 1,603.90 |
| Total Non Cash Expenditure | 439.06 | 467.83 | 385.02 | 312.00 | 1,603.90 |

Notes:

- Segments have been identified in line with the Accounting Standard on Segment Reporting (AS-17), taking into account the organisation structure as well as the differential risks and returns of these segments.
- The segment wise revenue and results relate to the respective amounts directly identifiable to each of the segments.

D. Outlook

❖ Healthcare IT Services

The fundamental strategy that will drive Healthcare IT services business is based on the four A's:

Accessibility: Ensure that our healthcare services can reach to all those who need them. It will cater to the small and large hospitals, clinics and health centres in the urban and semi-urban regions as well as the remote rural regions in the countries that we serve. Our strategy is to serve both private as well as public health establishments to meet their objectives in providing quality continuing care to patients from all walks of life.

Approach: Our approach is to lead by domain expertise in the areas we serve and offer inbuilt best practices in our products, solutions and services which we will be continuously leverage from our larger Religare Group experience and expertise as a healthcare provider, payer (insurance), diagnostic, life sciences and pharmacy businesses provider. Our strategy is to be a one stop shop as an end-to-end healthcare provider for our clients.

Adaptability: We plan to serve our customers by adapting our solutions and services to meet their needs and requirements. Our strategy is to be flexible with the aim of establishing a trusted partner relationship with them. We plan to leverage our end-to-end group capabilities in the healthcare segment to provide value to our customers in every engagement and initiative that we embark upon.

Affordability: The fourth A of our strategy is to be continuously innovate our services and solutions to ensure that they are affordable to our customers. We will invest in technology and operations to drive costs down across the business.

❖ Technology, Information and Knowledge Services

- **Increase geographical presence:-**We intend to further expand the scale of our operations, explore markets and increase reach and client base both in the domestic as well as the international market. We are focused on increasing the number of our client relationships through our network of offices across India. Our emphasis is on expanding the scale of our operations as well as growing our network in the global emerging markets and tier 2 Indian cities, which we believe present attractive opportunities to grow our client base and revenues. We also intend to establish offices in key overseas markets, including the Asia Pacific, Middle East, North America and Western Europe.
- **Grow existing service lines and expand our products and services portfolio:-**We continuously strive to introduce new solutions and services that provide clients access to a range of IT solutions, services and IT enabled services to suit their various needs.
- **Continue to develop client relationships:-** With a belief that increased client relationships will add stability to our business, we plan to expand our business primarily by growing the number of client relationships. We seek to build on existing relationships and also bring focus to multi-national corporations, large profitable public sector corporations and mid-market companies. We also seek to offer our clients diversified IT solutions and services to increase our revenues per client by cross-sell and up-sell.

Our Company plans to focus on moving up the value chain to our customers by providing higher end services such as business analytics, knowledge based services, business transformation services and using technology platform based services to go into significant new sectors like transportation, retail and healthcare as well as traditional BFSI. The healthcare providers and payor space is likely to become a key vertical for greater IT and BPO adoption and we are well placed to take advantage of this sunrise sector.

We believe that the inroads into domestic business will give a quick start to set up the processes and compliances required to leverage the Indian advantage. The knowledge services will leverage into the current system integration business and develop end to end platform based capabilities in the BFSI and healthcare sectors.

Our Company plans to create a position for itself by adopting a product cum services strategy. This enabled our Company to address integrated requirements of a wide spectrum of customers in the BFSI and healthcare sectors. The leverage from our group companies provides the knowledge and domain skills needed to offer differentiated services and products that cover a range to customer IT requirements. This skill is global and scalable and sustainable and the Company is bound to grow multi-fold with profits and revenue.

E. Risks and Concerns

The Company remains dependent on human capital and the challenges associated with maintaining this capital in a global market place demanding of skilled IT resources. This is highlighted as the employment market recovers from the Global Financial Crisis and provides increasing opportunities for the Company's highly skilled resources. The Company is focused on maintaining robust recruitment and employee retention processes to ensure this risk is effectively managed.

F. Internal Control Systems

The Company is equipped with adequate internal control systems for its business processes, which determine the efficiency of its operations, strengthens financial reporting and ensures compliance with applicable laws and regulations.

The internal control systems are supplemented by extensive audits conducted by internal auditors. Moreover, regular internal audit and checks ensure that responsibilities are executed effectively across the organization. The Audit Committee of the Board of Director reviews the adequacy and effectiveness of the internal control systems and also suggest improvements for strengthening the same.

G. Financial Overview of the Company

The total turnover of the Company for the Financial Year 2010-11 was Rs. 9,352 Lacs as against Rs. 12,517 Lacs in Financial Year 2009-10. The Company has recorded a net loss (before tax) of Rs. 7,211 Lacs during the year under review as compared to a loss (before tax) of Rs.3,977 Lacs in Financial Year 2009-10. The reduction in revenue and increase in loss, is mainly due to our effort to restructure the company in order to better our service offering and bring cutting edge innovative solutions to build value for all our stakeholders and position ourselves as an integrated IT Product and Services Company.

H. Human Resources

At Religare Technologies Ltd, we aim at becoming the 'employer of choice' for which we have continuously strived to create robust policies and processes and engendered two way communication flow. We nurture an invigorating positive work culture by smart hiring integrated with learning environment and inspirational leadership. It is critical for us to have 'engaged' employees and for us at, engagement is, broadly, a factor of three 'S': why do employees 'Stay' in our company, what do they 'Say' and how do the 'Serve' the customer while at work. Hence, we invest in our intellectual resources and consciously put efforts to build the best-in-class talent pool who shares our commitment and values. We have adopted various best practices from the globe which keeps them going. We empower our people by providing them a platform which gives them the opportunity to invent and reinvent things in their very own way. As we endeavour to create a virtuous cycle of superior rewards and recognition practices, fun@workplace, robust performance management system and transparent and fair application of rules and procedures, the life of each RTL employee becomes enriched.

REPORT ON CORPORATE GOVERNANCE

I. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Corporate Governance refers to a set of laws, regulations and good practices that enable an organization to perform efficiently and ethically generate long term wealth and create value for all its stakeholders. Corporate Governance is an insight into the management of affairs of the Company. It implies governance with the highest standards of professionalism, integrity, accountability, fairness, transparency, social responsiveness and business ethics for efficient and ethical conduct of business. The Company believes that sound Corporate Governance is critical for enhancing and retaining investor trust and the Company always seeks to ensure that its performance goals are met with integrity.

The Company's philosophy on Corporate Governance enshrines the goal of achieving the highest level of transparency, accountability and equity in all spheres of its operations and in all of its dealings with the shareholders, employees and other stakeholders. Corporate Governance is a continuous journey and our company reiterates its commitment to pursue highest standards of Corporate Governance in the overall interest of all the stakeholders. This will be accomplished by directing, controlling and managing activities using good business practices, objectivity, accountability and of course, integrity.

The Company has established systems and procedures to ensure that its Board of Directors is well informed and well equipped to fulfill its overall responsibilities and to provide

management with the strategic direction needed to create long term shareholders value. The Company has always worked towards building trust with shareholders, employees, customers, suppliers and other stakeholders based on the principles of good Corporate Governance viz. integrity, equity, transparency, fairness, disclosure, accountability and commitment to values.

A report on the implementation of the Code of Corporate Governance as per Clause 49 of the Listing Agreement is given below:

II. BOARD OF DIRECTORS

A. BOARD'S COMPOSITION AND CATEGORY:

The Composition of Board of Directors of the Company is in conformity with the requirements of Clause 49 of the Listing Agreement. The Board has an optimum combination of Executive and Non-Executive Directors with majority of them being Non-Executive Directors. Currently, the Board of the Company consists of Ten (10) Directors, one of whom is Managing Director and remaining nine (9) are Non-Executive Directors. The Non-Executive Directors comprises of One (1) Promoter Director, Five (5) Independent Directors and three (3) Non-Independent Directors.

The details relating to Composition & Category of Directors, Directorships held by them in other companies and their membership and chairmanship on various Committees of Board of other Companies, as on March 31, 2011 is stated as follows:

| Name of the Director | Category | No. of other Directorships held in other companies* | No. of Memberships / Chairmanships in various other Board Committees** | |
|--|--|---|--|----------|
| | | | Member | Chairman |
| Mr. Shivinder Mohan Singh ^ | Promoter Director/ Non-Executive Director | 8 | 2 | Nil |
| Mr. Sunil Godhwani ^ | Non - Executive Director | 13 | 6 | 1 |
| Mr. Harpal Singh ^ | Non-Executive Director | 5 | 2 | Nil |
| Mr. Shachindra Nath \$ | Non-Executive Director | N.A. | N.A. | N.A. |
| Mr. Anil Saxena \$ | Non-Executive Director | N.A. | N.A. | N.A. |
| Mr. Maninder Singh Grewal – Managing Director @ | Executive Director | 2 | 1 | Nil |
| Dr. Amit Varma ^ | Non - Executive Director | 6 | 2 | 1 |
| Mr. Vikram Sahgal ^ | Independent Director | 2 | 1 | Nil |
| Dr. Preetinder Singh Joshi | Independent Director | 14 | 6 | 4 |
| Mr. Padam Bahl | Independent Director | 9 | 4 | 5 |
| Mr. Rama Krishna Shetty ^ | Independent Director | 1 | Nil | Nil |
| Capt. Gurkir Paul Singh Bhalla ^ | Independent Director | 1 | Nil | Nil |

^ Appointed as Directors of the Company with effect from October 11, 2010

@ Appointed as Director within the meaning of Section 269 read with Section 2(26) of the Companies Act, 1956 with effect from October 11, 2010 and designated as Managing Director.

\$ Resigned from the office of Director of the Company with effect from October 11, 2010

* Private Limited Companies, Foreign Companies, Alternate Directorships and Companies under Section 25 of the Companies Act, 1956 are excluded for the above purpose.

** The Committee considered for the purpose are those prescribed in the Listing Agreement, i.e. Audit Committee and Shareholders / Investors Grievance Committee.

None of the Directors on the Board is a Member of more than 10 Committees or Chairman of more than 5 Committees (as specified in Clause 49 of the Listing Agreement) across all the Companies in which he is a Director. Necessary disclosures regarding Committee positions in other Public Companies as on March 31, 2011 have been made by the Directors.

The Independence of a Director is determined by the criteria stipulated under the Clause 49 of the Listing Agreement.

B. BOARD MEETINGS & ATTENDANCE

Dates of Board Meetings are fixed in advance and agenda papers are circulated to Directors generally one week before the meeting. In case of exigencies or urgencies, resolutions are passed by Circulation as well.

During the financial year 2010-11, Eight (8) Board Meetings were held: April 6, 2010, June 05, 2010, July 21, 2010, August 23, 2010, September 22, 2010, October 11, 2010, November 01, 2010 and February 14, 2011 respectively. The intervening period between the Board Meetings were within the maximum time gap prescribed under Companies Act, 1956 and Clause 49 of the Listing Agreement.

The first Annual General Meeting was held on July 13, 2010.

Details of attendance of Directors at various Board Meetings and at Annual General Meeting held during the financial year 2010-11 is as under:

| Name of the Director | No. of Board Meetings Attended | Whether Attended last AGM |
|-----------------------------|--------------------------------|---------------------------|
| Mr. Shivinder Mohan Singh ^ | 1 | N.A. |
| Mr. Sunil Godhwani ^ | 2 | N.A. |
| Mr. Harpal Singh ^ | 2 | N.A. |
| Mr. Maninder Singh Grewal@ | 2 | N.A. |
| Dr. Amit Varma ^ | Nil | N.A. |
| Mr. Vikram Sahgal ^ | 1 | N.A. |
| Dr. P. S. Joshi | Nil | No |
| Mr. Padam Bahl | 2 | No |
| Mr. R. K. Shetty ^ | 1 | N.A. |
| Capt. G. P. S. Bhalla^ | 2 | N.A. |
| Mr. Shachindra Nath \$ | 6 | Yes |
| Mr. Anil Saxena \$ | 6 | No |

^ Appointed as Directors of the Company with effect from October 11, 2010

@ Appointed as Director within the meaning of Section 269 read with Section 2(26) of the Companies Act, 1956 with effect from October 11, 2010 and designated as Managing Director.

\$ Resigned from the office of Director of the Company with effect from October 11, 2010

During the year, all the relevant informations required to be placed before the Board of Directors as per Clause 49 of the Listing Agreement are considered and taken on record / approved by the Board.

C. SHAREHOLDING OF NON-EXECUTIVE DIRECTORS

The shareholding of Non-Executive Directors in the Equity Shares of the Company as on March 31, 2011 is as follows:

| S. No. | Name | Number of Equity Shares Held |
|--------|---------------------------|------------------------------|
| 1. | Mr. Shivinder Mohan Singh | 75495 |
| 2. | Mr. Sunil Godhwani | Nil |
| 3. | Mr. Harpal Singh | Nil |
| 4. | Dr. Amit Varma | Nil |
| 5. | Mr. Vikram Sahgal | Nil |
| 6. | Dr. P. S. Joshi | Nil |
| 7. | Mr. Padam Bahl | Nil |
| 8. | Mr. R. K. Shetty | Nil |
| 9. | Capt. G. P. S. Bhalla | Nil |
| | TOTAL | 75495 |

SHAREHOLDING OF EXECUTIVE DIRECTOR

The shareholding of Executive Director in the Equity Shares of the Company as on March 31, 2011 is as follows:

| S. No. | Name | Number of Equity Shares Held |
|--------|---------------------------|------------------------------|
| 1. | Mr. Maninder Singh Grewal | 132092 |

III. COMMITTEES OF THE BOARD

During the year under review, our Board has four (4) Board level Committees – Audit Committee, Remuneration Committee, Shareholders' / Investors' Grievance Committee and Restructuring Committee.

All decisions pertaining to the constitution of Board Committees, appointment(s) of members and fixation of terms of service for members of the Committees is taken by the Board of Directors.

Details of the role and composition of Board Committees constituted as per requirements of Clause 49 of the Listing Agreement, including number of meetings held during the financial year and attendance thereat are provided below:

(1) AUDIT COMMITTEE

(a) Composition

The Board has constituted an Audit Committee on October 11, 2010. The Composition of the Committee as at March 31, 2011 was as under:

| Sl. No. | Name | Designation |
|---------|---|-------------|
| 1. | Mr. R. K. Shetty, Non-Executive and Independent Director | Chairman |
| 2. | Mr. Maninder Singh Grewal, Managing Director | Member |
| 3. | Capt. G.P.S. Bhalla, Non-Executive and Independent Director | Member |
| 4. | Mr. Padam Bahl, Non-Executive and Independent Director | Member |

The composition of the Committee meets the requirements of Section 292A of the Companies Act, 1956 and Clause 49 of the Listing Agreement.

The Company Secretary of the Company acts as the Secretary of the Committee.

All the members of the Committee possess financial and accounting knowledge.

(b) Terms of Reference

Primarily, the Audit Committee is responsible for:

- 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.
- Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
- Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
 - Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (2AA) of Section 217 of the Companies Act, 1956

- b. Changes, if any, in accounting policies and practices and reasons for the same
 - c. Major accounting entries involving estimates based on the exercise of judgment by management
 - d. Significant adjustments made in the financial statements arising out of audit findings
 - e. Compliance with listing and other legal requirements relating to financial statements
 - f. Disclosure of any related party transactions
 - g. Qualifications in the draft audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval
 6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
 7. Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems.
 8. Reviewing the adequacy of internal audit function, if any, 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.
 9. Discussion with internal auditors any significant findings and follow up there on.
 10. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
 11. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
 12. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
 13. To review the functioning of the Whistle Blower Mechanism, in case the same is existing.
 14. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.

Further, the Committee also discharges such other role/ functions as may be specifically referred to the Committee by the Board of Directors and / or other committees of Directors of the Company.

(c) Meetings and attendance during the year

During the financial year 2010-11, One (1) meeting of the Audit Committee was held on February 14, 2011.

The attendance of members at the meeting of the Audit Committee held during the year was as follows:

| Name of the Member | No. of Meetings Attended |
|---------------------------|--------------------------|
| Mr. R. K. Shetty | 1 |
| Mr. Maninder Singh Grewal | 1 |
| Capt. G P S Bhalla | 1 |
| Mr. Padam Bahl | 1 |

(2) REMUNERATION COMMITTEE

(a) Composition

The Board has constituted Remuneration Committee on October 11, 2010. The Composition of the Committee as at March 31, 2011 was as under:

| Sl. No. | Name | Position |
|---------|---|----------|
| 1. | Capt. G. P. S. Bhalla, Non-Executive and Independent Director | Chairman |
| 2. | Dr. P. S. Joshi, Non-Executive and Independent Director | Member |
| 3. | Mr. Padam Bahl, Non-Executive and Independent Director | Member |

The Company Secretary of the Company acts as the Secretary of the Committee.

(b) Terms of Reference

The broad terms of reference of the Remuneration Committee amongst the others are as under:

- Recommend for fixation and periodic revision of specific remuneration packages including pension rights and any compensation payment to the Managing Director and Executive Directors to the Board for approval;
- Such other matters as may from time to time be required by any statutory, contractual or other regulatory requirements to be attended to by the Committee.

(c) Meetings and attendance during the year

During the financial year 2010-2011, only one meeting of Remuneration Committee was held on October 11, 2010.

The attendance of Members at the meeting of the Remuneration Committee held during the year was as follows:

| Name of the Member | No. of Meetings Attended |
|--------------------|--------------------------|
| Capt. GPS Bhalla | 1 |
| Mr. Padam Bahl | 1 |
| Dr. P. S. Joshi | 0 |

(d) Remuneration Policy

The remuneration of Executive / Non-Executive Directors is governed by the external competitive environment, track record, potential, individual performance and performance of the Company as well as industry standards.

(e) Remuneration of Executive Directors

Remuneration of Executive Directors are decided by the Board based on recommendation of Remuneration Committee within the ceiling fixed by the shareholders and permissible under the Companies Act, 1956. Remuneration of the Managing Director for the year ended March 31, 2011 was as follows:

(₹ in Lacs)

| Name of the Director | Salary & Allowances | Perquisites | Contribution to PF & other funds | Provision for Gratuity | Insurance Premium | Total | Stock Options Granted | Service Tenure | Contract Notice Period |
|----------------------------|---------------------|-------------|----------------------------------|------------------------|-------------------|-------|-----------------------|-----------------|------------------------|
| Mr. Maninder Singh Grewal* | 31.65 | 4.87 | 2.08 | 0.84 | 0.12 | 39.56 | N. A. | Upto 10/10/2013 | 3 months |

* Appointed as Managing Director with effect from October 11, 2010.

(f) **Remuneration of Non-Executive Directors**

Non-Executive Directors' including Independent Directors do not have any material pecuniary relationships or transactions with the Company. No sitting fee is being paid/ has been paid to Non-executive directors.

(3) **SHAREHOLDERS' / INVESTORS' GRIEVANCE COMMITTEE**

(a) **Composition**

The Board has constituted Shareholders'/Investors' Grievance Committee on October 11, 2010. The composition of the Committee as at March 31, 2011 was as under:-

| Sl. No. | Name | Position |
|---------|---|----------|
| 1. | Capt. G.P.S. Bhalla, Non-Executive and Independent Director | Chairman |
| 2. | Mr. Maninder Singh Grewal, Managing Director | Member |
| 3. | Dr. Amit Varma, Non- Executive and Non-Independent Director | Member |

The Company Secretary of the Company acts as the Secretary to the Committee.

(b) **Terms of Reference**

The Committee oversees and reviews all matters connected with securities of the Company. The Committee also looks into redressal of shareholders' / investors' complaints / queries related to transfer / transmission / consolidation / splitting of shares, non-receipt of Balance Sheet, complaints forwarded by Stock Exchanges / SEBI, issue of duplicate certificates against lost / misplaced / torn / mutilated certificates, non-receipt of declared dividends, non-receipt of annual reports etc. The Committee oversees performance of the Registrar and Transfer Agent of the Company and recommends measures for overall improvement in the quality of investor services.

(c) **Meetings and attendance during the year**

During the year ended March 31, 2011, no meeting of the Committee was held.

The details of Investors Complaints received and resolved during the year ended March 31, 2011 is as under:

| Total complaints received | Total complaints resolved | Total complaints pending |
|---------------------------|---------------------------|--------------------------|
| 22 | 22 | NIL |

Mr. Rahul Ranjan, SVP & Company Secretary, is the Compliance Officer of the Company.

IV. **GENERAL BODY MEETINGS**

(a) **Annual General Meetings**

As your Company was incorporated in the financial year 2009-10, only one Annual General Meeting was held the details of which is as follows:

| Year | Date | Day | Time | Venue | Special Resolution (s) passed |
|---------|------------|---------|----------|--------------------------------|--|
| 2009-10 | 13.07.2010 | Tuesday | 10.30 AM | 25, Nehru Place, New Delhi-19. | To consider and approve Investment, Loan and Guarantee |

The above Special Resolution was passed with requisite majority.

No special resolution was put through Postal Ballot at the last Annual General Meeting nor is proposed at the ensuing Annual General Meeting.

(b) **Extra-ordinary General Meeting**

During the period under review, one (1) Extra-ordinary General Meeting was held on December 21, 2010 for appointment of Mr. Maninder Singh Grewal as Managing Director of the Company.

(c) **Postal Ballot**

During the financial year 2010-11, the Company has not passed any Resolution through Postal Ballot process.

V. **DISCLOSURES**

(i) **Disclosures on materially significant related party transactions that may have potential conflict with the interest of the Company at large**

The Company has not entered into any transaction of material nature with promoters, the Directors or the management, their subsidiaries or relatives etc. that may have any potential conflict with the interest of the Company.

Transactions with related parties are disclosed appropriately in the Annual Report.

(ii) **Details of non-compliance by the Company, penalties and strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years**

Neither any penalty nor any stricture has been imposed by SEBI, Stock Exchange or any other Statutory Authority on any matter relating to capital markets since the date of its incorporation.

(iii) **Details of Compliance with mandatory requirements and adoption of the non-mandatory requirements**

The Company confirms that it has complied with all mandatory requirements to Clause 49 of the Listing Agreement in so far as practically possible.

The status of compliance with non-mandatory requirements of Clause 49 of the Listing Agreement are as detailed hereunder:

(a) **Board** - There is no fixed tenure for Independent Directors.

(b) **Remuneration Committee**- The Company has set up Remuneration Committee to recommend / review overall compensation policy, service agreements and other employment conditions of Executive Director(s). The Chairman of the Remuneration Committee is an Independent Director.

(c) **Audit qualifications**- There are no audit qualifications in the Company's financial statements for the year under reference.

(iv) **Disclosure of Accounting Treatment** - The Company has followed the Guidelines of Accounting Standards laid down by the Institute of Chartered Accountants of India (ICAI) in preparation of its financial statements.

(v) **Subsidiary Companies:** As per extant Clause 49, a 'Material non-listed Indian subsidiary' is an unlisted subsidiary, incorporated in India, whose turnover or net worth (i.e. paid up capital and free reserves) exceeds 20% of the consolidated turnover or net worth respectively, of the listed

holding company and its subsidiaries in the immediately preceding accounting year.

During the year, the Company does not have any subsidiary company.

- (vi) **Management:** Detailed report on Management Discussion and Analysis (MD & A) forms part of the Directors Report.

VI. MEANS OF COMMUNICATION

Once the equity shares of the Company will get listed at the Bombay Stock Exchange Limited (BSE), the Company will promptly report all material information including press releases etc. to the BSE. Such information will also be simultaneously displayed immediately on the Company's website i.e. www.religaretech.com. The press releases and other statutory information will be communicated to the shareholders by way of advertisement in an English newspaper and in a vernacular language newspaper.

Official press releases will be displayed on Company's website i.e. www.religaretech.com. Copies of the said disclosures and correspondences will also be filed with the BSE.

The Company has designated an e-mail ID called investors@religaretech.com exclusively for redressal of shareholders complaints / grievances. For any query, please write to us at the above e-mail Id.

VII. GENERAL SHAREHOLDERS INFORMATION

(i) Annual General Meeting

Date : September 20, 2011

Time : 1.00 P.M.

Venue : PHD Chamber of Commerce & Industry, PHD House, 4/2, Siri Institutional Area, August Kranti Marg, New Delhi - 110016

(ii) Directors

Brief profile of the Directors seeking appointment / re-appointment at the Annual General Meeting are given below:

• **Mr. Shivinder Mohan Singh**

Profile

Mr. Shivinder Mohan Singh, aged 36 years, one of our Promoters and a Director of our Company was an alumnus of Doon School and an Honours graduate in Mathematics from St. Stephens College, Delhi and has done his MBA with specialization in health sector management from the Duke University Business School, USA. He is the Managing Director of Fortis Healthcare (India) Limited. He is a young entrepreneur who aims to change the way Healthcare is delivered in the world. He is also one of the principal promoters of Religare Enterprises Limited, Super Religare Laboratories Limited, Fortis Clinical Research Limited. He was, till recently, one of the key promoters of Ranbaxy Laboratories and served as Director on the Board of the Pharma Major. He played a strategic role in the sale of Ranbaxy, thereby taking the company to the next level and creating significant long term value for all stakeholders. Mr. Shivinder's significant contribution in Indian Healthcare is widely acknowledged. His strategy for Fortis and its execution has been recognized by Harvard Business School in the form of a case study. He has been playing an important and active role in shaping the private healthcare space in India. He was the Chairperson of Health Services Committee of Federation of Indian Chambers of Commerce and Industry (FICCI). Presently, he is the Chairperson of FICCI Youth Committee and Board member of Indo British Partnership Network (IBPN), Board Member of National Accreditation Board for Hospital and Healthcare Providers (NABH) and chair of the healthcare

committee of UKTI (UK Trade & Investment). He is also on the National Board of Advisors of AIESEC, a global, non-political, independent, not-for-profit organization run by students and recent graduates of institutions of higher education. Even though healthcare is a passion for Mr. Shivinder, his dream is to see a vibrant India in his lifetime. This motivates him to get involved in various activities directed towards bringing about positive social change in our country and engaging with different aspects of Building India. He is also one of the trustees of an NGO 'Joining Hands'. In addition to this, he is also keenly involved in various CSR initiatives focused on the Girl Child, HIV education, providing quality healthcare to Rural India to name a few. Mr. Shivinder is on the board of visitors of Fuqua School of Business; Duke University, U.S. and a fellow of Aspens India Leadership Initiative. He is also a Director of Step by Step school. Mr. Singh joined our Board on October 11, 2010.

Mr. Shivinder Mohan Singh holds 75495 Equity Shares of the Company as on date.

Directorships in other Companies

➤ **Indian Companies**

- A-1 Book Company Private Limited;
- Chetak Pharmaceuticals Private Limited;
- Escorts Heart Institute and Research Centre Limited;
- Fortis Clinical Research Limited;
- Fortis Healthcare Holdings Limited;
- Fortis Healthcare (India) Limited;
- Greenview Buildtech Private Limited;
- Oscar Investments Limited;
- R.C. Nursery Private Limited;
- Religare Voyages Limited;
- Super Religare Laboratories Limited;
- Shivi Holdings Private Limited;
- RHC Holding Private Limited;
- RHC Finance Private Limited;
- Fortis Hospitals Limited; and
- Maple Leaf Buildcon Private Limited

➤ **Foreign Companies**

- Fortis Global Healthcare (Mauritius) Limited;
- Fortis Healthcare International Pte. Ltd.;
- Fortis Asia Healthcare Pte. Ltd.
- RHC Holding Pte. Ltd.;
- Fortis Healthcare Global Pte. Ltd.;
- Fortis Healthcare India Holdings Pte. Ltd.
- Fortis Healthcare Singapore Pte. Limited; and
- The Lanka Hospitals Corporation PLC.;

Committee Memberships

I. Fortis Hospitals Limited

Member – Audit Committee
Member – Management Committee

II. Fortis Healthcare (India) Limited

Member – Management Committee
Member – Shareholders'/ Investors' Grievance Committee
Member – Finance Committee
Member – Committee under Clause 41 of the Listing Agreement
Member – Issue Committee

III. Oscar Investments Limited

Member – Risk Management Committee
Member – Remuneration Committee

• **Mr. Sunil Godhwani**

Profile

Mr. Sunil Godhwani aged 50 years, holds a B.Sc. degree in Chemical Engineering and a M.Sc. degree in Industrial Engineering and Finance from Polytechnic Institute of New

York. Mr. Sunil Godhwani is the Chairman and Managing Director of Religare Enterprises Ltd. ("REL"). He spearheads REL's management and global operations, strategizing and directing it through its next phase of growth. He believes in nurturing a culture that is entrepreneurial, result oriented, customer focused and based on teamwork. He has given strategic direction to REL's growth since his joining in 2001. He has been instrumental and endeavours to take the REL to new heights by managing various acquisitions, finding new partners for joint ventures and exploring new avenues for the business. He has a wide-ranging experience of over two decades in managing large scale businesses. Under his overall supervision REL has emerged as a force to reckon with and enjoys leadership position in its businesses and has also achieved further expansion of activities in other areas in a profitable manner. The growth in the financial services industry achieved by Religare is also marked by the involvement of International Strategic partners such as Aegon in Life Insurance and Macquarie in Wealth Management as well as through the acquisition of majority stake in entities such as Northgate Capital and Landmark Partners. He has been awarded with many awards and accolades. He has been conferred the "India Business Leader of the Year" award at the Global Indian Business Meeting hosted by Horasis, in Madrid, Spain and "CEO of the year Award" at CEO Clubs International Awards. Mr. Godhwani joined our Board on October 11, 2010.

Mr. Sunil Godhwani does not hold any Equity Shares of the Company as on date.

Directorships in other Companies

- **Indian Companies**
 - Religare Enterprises Limited;
 - AEGON Religare Life Insurance Company Limited;
 - Dion Global Solutions Limited;
 - Religare Voyages Limited;
 - Religare Commodities Limited;
 - Religare Finvest Limited;
 - Religare Health Insurance Company Limited;
 - Religare Macquarie Wealth Management Limited;
 - Religare Securities Limited;
 - Super Religare Laboratories Limited;
 - Vistaar Religare Capital Advisors Limited;
 - Religare Trustee Company Limited;
 - Fortis Healthcare (India) Limited; and
 - Milestone Religare Investment Advisors Private Limited;
- **Foreign Companies**
 - Fortis Global Healthcare (Mauritius) Limited;
 - Fortis Healthcare International Pte. Limited;
 - Fortis Asia Healthcare Pte. Ltd.;
 - Fortis Healthcare Global Pte. Ltd.;
 - Fortis Healthcare India Holdings Pte. Ltd.;
 - Lanka Hospitals Corporation PLC; and,
 - Fortis Healthcare Singapore Pte. Limited

Committee Memberships

- I. **Religare Enterprises Limited**
Chairman – Investment & Borrowing Committee
Member – Shareholders' and Investors' Grievance Committee
Chairman – Committee under Clause 41 of the Listing Agreement
Member – Share Allotment Committee
Member – Audit Committee
Member – Compensation / Remuneration / Nomination Committee
Member – Offer Committee
- II. **Dion Global Solutions Limited**
Chairman – Shareholders' / Investors' Grievance Committee
Member – Restructuring Committee
Member – Share Allotment Committee

- II. **Religare Securities Limited**
Member-Audit Committee
Member-Remuneration / Compensation Committee
- III. **Religare Finvest Limited**
Member-Audit Committee
Member-Nomination / Compensation Committee
- IV. **Super Religare Laboratories Limited**
Chairman- Remuneration / Compensation Committee
Chairman- Share Allotment Committee
- V. **AEGON Religare Life Insurance Company Limited**
Member – Audit Committee
Member – Nomination & Remuneration Committee
Member – Policyholders Protection Committee
Member – Ethics & Compliance Committee
- VI. **Vistaar Religare Capital Advisors Limited**
Member – Allotment Committee
- VII. **Religare Health Insurance Company Limited**
Member - Audit Committee
Member – Remuneration / Compensation Committee
- VIII. **Fortis Healthcare (India) Limited**
Member – Management Committee

● **Mr. Harpal Singh** **Profile**

Mr. Harpal Singh, aged 61 years, holds a Bachelor's (honours) degree in Economics from St. Stephen's College, Delhi and holds a Bachelor of Science degree in Economics and a Master's degree in Public Affairs from the California State University at Hayward, California, U.S.A. Mr. Singh has had diverse experience of over 36 years in the corporate sector and has held senior positions in various companies including TATA group companies, Hindustan Motors Limited, Mahindra and Mahindra Limited and Shaw Wallace. Mr. Singh was in the past the Non-Executive Chairman of Ranbaxy Laboratories Limited and is the Mentor and Chairman Emeritus of Fortis Healthcare (India) Limited. Further, he is also associated at the board level with some of India's most renowned schools which include the Doon School, the Scindia School, the Yadavindra Public School and Salwan School where, he is Vice Chairman of the Trust. Mr. Singh is also a member of the National Round Table on School Education and is a member of the Board of Governors of IIT, Indore and NIIT University. He is also a member of India-UK Round Table, India-US Strategic Dialogue and of the Public Health Foundation of India. Further, he is Founder and Chairman Trustee of Nanhi Chhaan and Chronic Care Foundations. Mr. Singh is also the Chairman of INDIA800 Foundation, India Office. Mr. Singh is currently the Chairman of the Save the Children, India and is also a Director of the Global Board of Save the Children International. He joined our Board on October 11, 2010.

Mr Harpal Singh does not hold any Equity Shares of the Company as on date.

Directorships in other Companies

- **Indian Companies**
 - Escorts Heart Institute and Research Centre Limited;
 - Fortis Clinical Research Limited;
 - Fortis Healthcare (India) Limited;
 - Impact Agencies Private Limited;
 - Impact Projects Private Limited
 - Super Religare Laboratories Limited;
 - Impact Realty Developers Private Limited; and
 - Religare Enterprises Limited.

Committee Memberships

I. Fortis Healthcare (India) Limited

Member - Shareholders'/Investors' Grievance Committee
Member - Audit Committee
Member - Management Committee
Member - Committee under Clause 41 of the Listing Agreement

● **Dr. Amit Varma**

Profile

Dr. Amit Varma completed his MBBS and MD from University of Delhi, his residency from the State University of New York, fellowships in critical care at the University of Pittsburgh Medical Center, and sub specialized in cardiac critical care at the Cleveland Clinic and also attended courses for an Executive MBA at the University of Chicago. After almost a decade in USA, Dr Varma began his professional journey in India at the Manipal Heart Foundation in Bangalore. He subsequently moved on to the Narayan Hrudayalaya Hospital as the consultant- in-charge of Critical Care. Early in 2003, Dr. Varma joined Fortis Healthcare, where he has and continues to perform multiple administrative and clinical roles. He currently runs the integrated critical care services for Fortis Healthcare ICU network, which today comprises of a strong three-hundred beds and helps in formulation of Medical Strategy.

From 2009, Dr. Varma is actively engaged in all healthcare initiatives of Religare Enterprises Limited, playing an advisory and steering role, overlooking and further initiating all healthcare related businesses, providing medical expertise, insight and credibility in all healthcare related verticals such as Health Insurance venture, Healthcare IT, Super Religare Labs and Religare Wellness. He also sits on the Board and Investment committee of the 125\$ million Milestone Religare Private Equity fund which is investing domestically in the healthcare and education fields. Apart from his medical and management background, Dr. Varma continues to be a visiting faculty at the University of Pittsburgh and the Cleveland Clinic. Having functioned as healthcare consultant to the World Bank and the European Commission with special interest in quality, he is currently on the editorial board and a member of various healthcare and management groups and societies. Dr. Varma also acts as the Medical Editor for CNN-IBN. Dr. Amit Varma currently operates as President Health Care, Religare Enterprises Limited and Director, Critical Care Medicine, Fortis Escorts group of hospitals, India. Dr. Varma joined our Board on October 11, 2010.

Dr. Amit Varma does not hold any Equity Shares of the Company as on date.

Directorships in other Companies

➤ **Indian Companies**

- Religare Wellness Limited;
- Milestone Religare Investment Advisors Private Limited;
- Religare Health Insurance Company Limited;
- Super Religare Laboratories Limited;
- Healthcare Global Enterprises Limited;
- Krishna Institute of Medical Sciences Limited;
- SRL Diagnostics Private Limited; and
- Religare Investment Advisors Limited

➤ **Foreign Companies**

- Medical Management Company Limited;
- Quality HealthCare Medical Services Limited;
- Quality HealthCare Nursing Agency Limited;
- Quality HealthCare Dental Services Limited; and
- Quality HealthCare Medical Centre Limited

Committee Memberships

I. Religare Wellness Limited

Member - Audit Committee
Member - Remuneration/ Compensation Committee

II. Milestone Religare Investment Advisors Private Limited

Member - Investment Committee

III. Super Religare Laboratories Limited

Member - Audit Committee
Chairman – Shareholders'/Investors' Grievance Committee
Chairman - IPO Committee
Chairman - Investment and Borrowing Committee
Member - Share Allotment Committee

IV. Religare Health Insurance Company Limited

Member - Allotment Committee

● **Mr. Vikram Sahgal**

Profile

Mr. Vikram Sahgal has completed his Mechanical Engineering from Delhi College of Engineering (DCE) and Masters in Business Administration from the Faculty of Management Studies (FMS), University of Delhi. He has over 30 years of diverse experience in the mechanical engineering industry. He is the Chairman & Managing Director of Micron Instruments Pvt. Ltd., a company engaged in the manufacture of high precision engineering products for defence, aerospace and healthcare. Micron Instruments which has been spear headed by Mr. Vikram Sahgal is one of the pioneer private sector company manufacturing strategic precision products for the Indian Ministry of Defence. Currently, Micron Instruments is also a preferred supplier to several large defence and aerospace companies worldwide. As a member of the National Committee on Defence of CII for over 10 years he has been instrumental in influencing various policies to promote the role of the private corporate sector in India in the defence arena which historically was the domain of the Indian public sector and foreign multinational companies. He is on the board of directors of several companies and has been the member of the Managing Committee of PHDCCI - Chairman of Chandigarh Committee and Member of Administrator's Advisory Council, Chandigarh. Mr. Sahgal joined our Board on October 11, 2010

Mr. Vikram Sahgal does not hold any Equity Shares of the Company as on date.

Directorships in other Companies

➤ **Indian Companies**

- Dion Global Solutions Limited;
- Micron Instruments Private Limited;
- Micron Intertech Private Limited;
- Techmat Micron India Private Limited;
- Alliedtronics (India) Limited; and
- Micron Flora Private Limited.

Committee Memberships

I. Dion Global Solutions Limited

Member – Audit Committee
Member – Remuneration/Compensation Committee

- **Dr. P.S. Joshi**

Profile

Dr. Preetinder Singh Joshi, an eminent Cardiologist, holds an M.B.B.S. degree from Medical College, Amritsar and M. D. degree in Cardiology & General Medicine from Maulana Azad Medical College, Delhi. Dr. Joshi was awarded membership of Royal College of Physicians, UK in 1978. He is a fellow American College of Cardiology, fellow Royal College of Physicians (Edinburgh) and fellow Cardiological Society of India. He has over 40 years of experience in medical profession in India and abroad. During his career in Clinical Medicine and Cardiology, he has held many positions of responsibility including Directorship and Head, Department of Medicine & Cardiology Divisions of Escorts Medical Centre, (1981-84) Birla Centre for Medical Research, New Delhi (1984-85) and Maharaj Sawan Singh Charitable Hospital, Beas (1985 - till date). Dr. Joshi joined our Board on May 22, 2009.

Dr. P.S. Joshi does not hold any Equity Shares of the Company as on date.

Directorships in other Companies

➤ **Indian Companies**

- A-1 Book Company Private Limited;
- Escorts Hospital and Research Centre Limited;
- Escorts Heart and Super Speciality Hospital Limited;
- Escorts Heart Centre Limited;
- International Hospital Limited;
- Escorts Heart and Super Speciality Institute Limited
- Escorts Heart Institute and Research Centre Limited;
- Fortis Healthcare (India) Limited;
- Oscar Investments Limited;
- Super Religare Laboratories Limited;
- Fortis Hospotel Limited;
- Dion Global Solutions Limited;
- Fortis Hospital Management Limited;
- SRL Diagnostics Private Limited;
- Hospitalia Informations Systems Private Limited; and
- ANR Securities Limited.

Committee Memberships

- I. Fortis Healthcare (India) Limited**
Chairman – Shareholders’/ Investors’ Grievance Committee
Chairman – Human Resources & Remuneration Committee
Member – Audit, Risk & Controls Committee
- II. Escorts Heart and Super Speciality Hospital Limited**
Member – Audit Committee
Member – Remuneration Committee
- III. Escorts Hospital and Research Centre Limited**
Member – Audit Committee
Member – Remuneration Committee
- IV. Fortis Hospotel Limited**
Chairman – Remuneration Committee
Member – Audit Committee
- V. International Hospital Limited**
Member – Audit Committee
- VI. Dion Global Solutions Limited**
Member – Remuneration/Compensation Committee
Chairman – Audit Committee
- VII. Oscar Investments Limited**
Chairman – Audit Committee
Chairman – Shareholders’/ Investors’ Grievance and Share Transfer Committee
Chairman – Nomination Committee
Member – Risk Management Committee
Chairman – Remuneration Committee

VIII. Super Religare Laboratories Limited

- Member – Audit Committee
- Member – Remuneration /Compensation Committee
- Member – IPO Committee
- Member – Investment & Borrowing Committee

IX. SRL Diagnostics Private Limited

- Member – Remuneration Committee

- **Mr. R. K Shetty**

Profile

Mr. R.K. Shetty holds a bachelor’s degree in Mechanical Engineering from Karnataka University, Dharwad and has completed an executive development program from the Jamunalal Bajaj Institute of Management in Product Management Control in Mumbai. Mr. Shetty has received the National Productivity Award in the year 1992 and is presently the President of Indian Hockey Federation and Karnataka State Hockey Association. He has more than 31 years of work experience. Mr. Shetty joined our Board on October 11, 2010.

Mr. R. K. Shetty does not hold any Equity Shares of the Company as on date.

Directorships in other Companies

➤ **Indian Companies**

- Religare Enterprises Limited *;
- Religare Finvest Limited *;
- Religare Insurance Broking Limited *;
- Religare Securities Limited *; and
- Dion Global Solutions Limited.

* Alternate Director to Mr. J W Balani

- **Capt. G.P.S Bhalla**

Profile

Captain G.P.S. Bhalla is a qualified master mariner certified by the Ministry of Transport, GOI, New Delhi. Mr. Bhalla has more than 59 years of work experience. Mr. Bhalla joined our Board on October 11, 2010.

Capt. G.P.S. Bhalla does not hold any Equity Shares of the Company as on date.

Directorships in other Companies

➤ **Indian Companies**

- Religare Enterprises Limited*;
- Ecotec Private Limited;
- International Meritime Institute Limited;
- International Maritime Institute;
- Religare Insurance Broking Limited*;
- Religare Securities Limited*;
- Religare Venture Capital Limited*;
- Integrated Management College;
- Ankh Holding Company Private Limited;
- Mithra Holding Company Private Limited; and
- Logos Holding Company Private Limited

* Alternate Director to Mr. Deepak Ramchand Sabnani

(iii) Financial Calendar (Tentative)

The financial year covers the period starting from 1st April and ending on 31st March.

Adoption of Quarterly Results

| For the Quarter ended | On or Before |
|-----------------------|--|
| June 30, 2011 | August 14, 2011 (Subject to Limited Review) |
| September 30, 2011 | November 14, 2011 (Subject to Limited Review) |
| December 31, 2011 | February 14, 2012 (Subject to Limited Review) |
| March 31, 2012 | May 15, 2012 (Subject to Limited Review) |

(iv) Book Closure Period

September 12, 2011 to September 20, 2011

(v) Dividend payment date

No dividend has been recommended for the financial year 2010-11.

(vi) Listing

Equity Shares of your Company are proposed to be listed at the Bombay Stock Exchange Limited (BSE). Your Company has paid listing fee for the financial year 2011 – 2012 to the BSE.

(vii) Scrip Code and Market Price Data

Since the Shares of the Company were not listed and traded on the Bombay Stock Exchange (BSE) during the Financial Year 2010-11, the Scrip Code was not allotted by BSE and the details regarding Market Price Data and the comparative chart of Scrip of the company relating to BSE Sensex are not applicable.

(viii) Registrar and Transfer Agent

M/s Karvy Computershare Private Limited
Plot No. 17 to 24, Vittal Rao Nagar, Madhapur,
Hyderabad - 500081
Phone: 040 – 44655000, Fax: 040 – 23420814
Email: einward.ris@karvy.com

(ix) Share Transfer System

The Company's shares, being in compulsory Demat list, are transferable through the depository system. However, shares in the physical form are processed by the Registrar & Transfer Agent and approved by the Shareholders' / Investors' Grievance Committee. The share transfer process is reviewed by the said Committee.

The Company obtains half-yearly certificate of compliance related to share transfer formalities from a Company Secretary in Practice as required under Clause 47(c) of the Listing Agreement with Stock Exchange and files a copy of the Certificate with the Stock Exchange on or before the due date.

(x) Shareholding Pattern as on March 31, 2011

| Category | No. of Shares held | Percentage of Shareholding (%) |
|--------------------------------|--------------------|--------------------------------|
| Promoters and Promoter Group | 5002194 | 61.53 |
| Mutual Funds / UTI | Nil | 0.00 |
| Banks / Financial Institutions | Nil | 0.00 |
| FIs | 642000 | 7.90 |
| Bodies Corporate | 1612045 | 19.83 |
| NRIs | 94009 | 1.16 |
| HUF / Trust | 38680 | 0.48 |
| Directors | 132092 | 1.62 |
| General Public | 608443 | 7.48 |
| Total | 8129463 | 100.00 |

(xi) Distribution of Shareholding as on 31st March, 2011:

| Categories | No. of Shareholders | Percentage | No. of Shares held | Percentage |
|----------------|---------------------|---------------|--------------------|---------------|
| 1-5000 | 12627 | 99.65 | 605500 | 7.45 |
| 5001-10000 | 14 | 0.11 | 96387 | 1.19 |
| 10001-20000 | 4 | 0.03 | 53666 | 0.66 |
| 20001-30000 | 4 | 0.03 | 92352 | 1.14 |
| 40001-50000 | 4 | 0.03 | 181003 | 2.23 |
| 50001-100000 | 4 | 0.03 | 285528 | 3.51 |
| 100001 & above | 14 | 0.11 | 6815027 | 83.83 |
| TOTAL | 12671 | 100.00 | 8129463 | 100.00 |

(xii) Dematerialization of shares and Liquidity

The Company's Equity Shares are in compulsorily demat segment and are available for trading in dematerialized form. To facilitate trading in demat form, there are two depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

The Company has entered into agreements with both these depositories. Shareholders can open account with any of the Depository Participant registered with any of these two depositories. As on March 31, 2011, 78,94,019 Equity Shares (97.10% of the total number of shares) of the Company were held in dematerialized form.

The ISIN No. of the Company is INE402L01017 (with NSDL and CDSL)

(xiii) Outstanding GDRs / ADRs / Warrants / Options and convertible instruments

The Company has not issued any ADRs or GDRs or Warrants or any Convertible Securities.

(xiv) Plant Locations

Not Applicable

(xv) Code of Conduct

The Company has in place a Code of Conduct applicable to the Board Members as well as the Senior Management of the Company and the same has been posted on the website of the Company i.e. www.religaretech.com.

All the Board Members and the Senior Management Personnel have affirmed compliance with the Code of Conduct for the financial year ended March 31, 2011.

A declaration to this effect duly signed by Managing Director is annexed and forms part of this report

(xvi) Address for Correspondence with the Company:

For Securities held in Physical form

M/s Karvy Computershare Private Limited
Plot No. 17 to 24, Vittal Rao Nagar,
Madhapur, Hyderabad - 500081.
Phone: 040 – 44655000
Fax: 040 – 23420814
E-mail: einward.ris@karvy.com

For Securities held in Demat Form

To the Investors' Depository Participant(s) and / or
M/s Karvy Computershare Private Limited

Any Query on Annual Report

Mr. Rahul Ranjan
SVP & Company Secretary
GYS Global, Plot No. A-3 to A-5,
Sector – 125, Noida – 201301.
E-mail : investors@religaretech.com

Certification & Declaration

CEO / CFO CERTIFICATION

We, Maninder Singh Grewal, Managing Director and Manish Sharma, Chief Finance Officer, of **Religare Technologies Limited** hereby certify that:

- (a) We have reviewed financial statements and the cash flow statement for the year ended March 31, 2011 and that to the best of our knowledge and belief:
- (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with the existing Accounting Standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the Auditors and the Audit Committee that –
- (i) there has not been any significant changes in internal control over financial reporting during the year under review;
 - (ii) there has not been any significant changes in accounting policies during the year under review except as mentioned below;
Depreciation
The rates of Depreciation have been increased in comparison to the previous year on all the additions made during the year.
and
 - (iii) there has not been any instances during the year of significant fraud of which we had become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Place : New Delhi
Date : August 10, 2011

Sd/-
Maninder Singh Grewal
Managing Director

Sd/-
Manish Sharma
Chief Finance Officer

DECLARATION BY MANAGING DIRECTOR

This is to certify that the Company has laid down a Code of Conduct (the Code) for all Board Members and Senior Management Personnel of the Company and a copy of the Code has been placed on the Company's website www.religaretech.com.

It is further certified that the Directors and Senior Management have affirmed their compliance with the Code for the year ended 31st March, 2011.

Place : New Delhi
Date : August 10, 2011

Sd/-
Maninder Singh Grewal
Managing Director

CERTIFICATE ON CORPORATE GOVERNANCE

To

The Members,

Religare Technologies Limited

I have examined the compliance of conditions of Corporate Governance by Religare Technologies Limited ("the Company") for the year ended 31st March, 2011 in terms of requirements of Clause 49 of the Listing Agreement of the said Company with Bombay Stock Exchange Limited.

The compliance of conditions of Corporate Governance is the responsibility of the management. My examination was limited to a review of procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In my opinion and to the best of my information and according to the explanations given to me, I certify that the Company has complied with, in all material respect, the conditions of Corporate Governance as stipulated in Clause 49 of the above mentioned Listing Agreement.

I further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency and effectiveness with which the management has conducted the affairs of the Company.

For RB & Associates
Company Secretaries in Practice

Place : New Delhi
Date : August 8, 2011

Sd/-
Rachna Batra
Proprietor
FCS No. 5747, C.P. No. 8233

AUDIT REPORT

To
The Member of
Religare Technologies Limited
25, Nehru Place
New Delhi-110019

1. We have audited the attached Balance Sheet of Religare Technologies Limited as on 31st March, 2011, the Profit and Loss Account and also the 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 the Auditing Standards generally accepted in India. These standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatements. 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 of our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003, issued by the Central Government of India in terms of Section 227(4A) of the Companies Act, 1956, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.

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 purpose of audit.
- II. In our opinion, proper books of accounts as required by law have been kept by the company, so far as appears from our examination of those books.

- III. The Balance Sheet and Profit and Loss Account dealt with by this report are in agreement with the books of account.
- IV. In our opinion, the Balance Sheet and the Profit and Loss Account dealt with by this report are in accordance with the Accounting Standards referred to in Section 211(3C) of the Companies Act, 1956.
- V. On the basis of written representations from the directors as on 31st March 2011, taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2011, from being appointed as a director under Section 274(1)(g) 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, give the information required by the Companies Act, 1956 in the manner so required, give a true and fair view in conformity with the accounting principles generally accepted in India.
 - i) In the case of Balance Sheet of the state of affairs as on 31st March, 2011.
 - ii) In the case of the Profit and Loss Account, of the profit of the Company for the year ended 31st March 2011.
 - iii) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

For RRCA & Associates,
Chartered Accountants

Sd/-
Ravi Kumar
(Partner)

Place : New Delhi
Date : August 10, 2011

M. No: 508424
Firm Registration No.022107N

ANNEXURE TO THE AUDITORS' REPORT

Referred to in paragraph 3 of our report of even date on the accounts for the year ended 31st March, 2011 of M/s **RELIGARE TECHNOLOGIES LIMITED**

- I. The Company has generally maintained proper records showing full particulars including quantitative details and situation of fixed assets in the system itself. All the assets have been physically verified by the management at reasonable interval as told by the management which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. Some of the fixed assets have been disposed of during the year but it does not impact going concern.
- II. The inventory has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable. The 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. The company is maintaining proper records of inventory. The discrepancies noticed on verification between the physical stocks and the book records were not material and has been dealt with in books of accounts.
- III. (a) The Company has not granted any loans, Secured or Unsecured, to companies, firms or other parties covered in the register maintained under Section 301 of the Act. Accordingly, clause (III) (b) to (III) (d) of paragraph 4 of the order is not applicable to the company of the current year.
- (b) The company has taken unsecured demand loan (i.e. payable on demand) from parties covered in the register maintained u/s 301 of the companies Act-1956. The details of the parties and amount involved is as follows:

| Name of Lender | Nature of Loan | Balance on 31/03/11 | Maximum amount during the year |
|---------------------------|----------------|---------------------|--------------------------------|
| RANBAXY HOLDING COMPANY | Demand Loan | 80,00,000 | 126,40,00,000 |
| OSCAR INVESTMENTS LIMITED | Demand Loan | 50,00,000 | 59,00,00,000 |
| RELIGARE FINVEST LIMITED | Demand Loan | 37,37,00,000 | 188,67,00,000 |

The rate of interest and other terms and conditions of loans taken by the company are prima facie not prejudicial to the interest of the company; and the payment of interest is regular.

- IV. In our opinion and according to the explanations given to us, there is adequate internal control system commensurate with the size of the company and nature of its business for purchase of fixed assets and inventory and sale of goods and services. During the course of our audit we have not observed any weakness in internal control system in respect of activities being done during the year.
- V. As per records and documents and explanation provided to us, there are no any contracts or arrangements, which are made the parties that need to be entered into the register maintained under section 301 of the Company Act.
- VI. As per books of accounts, records and the information and explanations given to us, the company has not accepted any deposit from the public within the meaning of section 58A and 58AA or any other relevant provisions of the Companies Act, 1956 and the Companies (Acceptance of Deposits) Rules, 1975.
- VII. In our opinion the Company has an internal audit system commensurate with the size & nature of its business.
- VIII. As the company is engaged in trading and service section as records shows, so the provisions of section 209 (1) (d) of the Companies Act, 1956 with regard to maintenance of cost records are not applicable.
- IX. a) As per records produced before us and accordingly to the information & explanations given to us, the

company has no undisputed statutory dues i.e. Provident Fund, Income Tax, Service Tax, Value Added Tax, ESI etc and there were no arrears of such dues at the year-end which have remained outstanding for a period of more than six months from the day they became payable,

- b) According to the information and explanation given to us, there are demand of VAT, Income Tax, Service Tax, Custom Duty, Excise Duty and Cess which have not been deposited on account of disputes, details are summarized below:

| Particulars | Financial Year | Amount (₹ In lacs) | Authority where case is pending |
|-------------|-------------------|--------------------|--|
| Service Tax | 2005-06 & 2006-07 | 5.41 | Deputy Commissioner Central Excise (CCE), Ludhiana |
| VAT | 2007-08 | 0.2 | Commissioner of VAT |
| Income Tax | 2007-08 | 354.51 | Commissioner Income Tax (CIT) |
| Income Tax | 2008-09 | 20.06 | Commissioner Income Tax (CIT) |

- X. This is the Second Financial Year of the company and has losses during this year which is more than fifty percent of its net worth.
- XI. In our opinion and according to the information and explanation given by the management, the company has not defaulted in repayment of dues to as financial institution or a bank or debenture holder.
- XII. According to the information and explanations given to us and based on the documents and records produced to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- XIII. In our opinion, the Company is not a chit fund or a nidhi / mutual benefit fund / society. Therefore, the provisions of clause 4(xiii) of the Companies (Auditor's Report) Order, 2003 (as amended) are not applicable to the Company.
- XIV. In our opinion, the Company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly, the provisions of clause 4(xiv) of the Companies (Auditor's Report) Order, 2003 (as amended) are not applicable to the Company.
- XV. As per the information & explanation given to us, the company has not given any guarantee for loans taken by others from banks /financial institutions.
- XVI. In our opinion and according to the information and explanations given to us by the management, term loans has been utilised for the purpose for which it has been taken.
- XVII. According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds if any, raised on short-term basis, have been used for long-term investment.
- XVIII. According to the information and explanations given to us, the company has not made any preferential allotment of shares to parties and companies covered in the register maintained under Section 301 of the Act.
- XIX. The Company has not issued any debenture or bond during the year.
- XX. As the Company has not raised any money by way of public issue or right issue during the year.
- XXI. According to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the course of our audit.

For RRCA & Associates,
Chartered Accountants
Sd/-

(RAVI KUMAR)

(Membership No. 508424)

(Firm Registration No. 022107N)

Place : New Delhi
Date : August 10, 2011

Balance Sheet as at March 31, 2011

| | Schedule | As at March 31, 2011 ₹ | As at March 31, 2010 ₹ |
|--|----------|------------------------------|------------------------------|
| SOURCES OF FUNDS: | | | |
| Shareholders' Funds: | | | |
| Share Capital | A | 81,294,630 | 81,294,630 |
| Loan Funds: | | | |
| Secured Loan | C | 1,700,512,329 | — |
| Unsecured Loan | D | 432,214,080 | 350,100,000 |
| TOTAL | | 2,214,021,039 | 431,394,630 |
| APPLICATION OF FUNDS: | | | |
| Fixed Assets: | | | |
| Gross Block | E | 628,373,441 | 441,888,352 |
| Less : Depreciation | | 178,627,357 | 61,501,985 |
| Less : Impairment of Assets | | 739,448 | — |
| Net Block | | 449,006,636 | 380,386,367 |
| Capital Work-in Progress | | 21,301,861 | 1,641,360 |
| | | 470,308,497 | 382,027,727 |
| Investments | F | 30,903,000 | 30,903,000 |
| Current Assets, Loans and Advances: | | | |
| Inventory | G | 29,189,770 | 38,587,075 |
| Sundry Debtors | H | 227,623,583 | 302,420,989 |
| Cash and Bank Balances | I | 75,820,647 | 11,165,204 |
| Other Current Assets | J | 1,377,961 | 3,164,775 |
| Loans and Advances | K | 420,156,875 | 202,413,404 |
| | | 754,168,836 | 557,751,447 |
| Less : Current Liabilities and Provisions: | | | |
| Current Liabilities | L | 236,475,185 | 1,034,144,074 |
| Provisions | M | 19,147,516 | 17,744,473 |
| | | 255,622,701 | 1,051,888,547 |
| Net Current Assets | | 498,546,135 | (494,137,100) |
| Profit and Loss Account (Debit Balance) | B | 1,214,263,407 | 405,735,607 |
| Profit and Loss Account generated on Merger | | — | 106,865,396 |
| TOTAL | | 2,214,021,039 | 431,394,630 |
| Notes to Financial Statements | T | | |
| Schedules referred to above form an integral part of the Balance Sheet | | | |

As per our Audit Report of even date attached

For and on behalf of Board of Directors

For and on behalf of
RRCA & Associates
(Chartered Accountants)

Sd/-
M. S. Grewal
Managing Director
(DIN: 00648031)

Sd/-
Sunil Godhwani
Director
(DIN: 00174831)

Ravi Kumar (Partner)
Membership No. 508424
Firm Registration No. 022107N

Rahul Ranjan
(Company Secretary)

Place : New Delhi
Date : 10th August, 2011

Profit and Loss Account for the Year ended March 31, 2011

| | Schedule | Year Ended March 31, 2011 ₹ | Year Ended March 31, 2010 ₹ |
|--|----------|-----------------------------------|-----------------------------------|
| INCOME | | | |
| Income from Operations (TDS ₹ 100,534,244 Previous Year ₹ 35,902,790) | N | 935,227,855 | 1,251,742,910 |
| Other Income (TDS ₹ 339,640 Previous Year ₹ 95,053) | O | 11,542,698 | 17,058,670 |
| TOTAL | | 946,770,553 | 1,268,801,580 |
| EXPENDITURE | | | |
| Cost of Goods Sold | | 332,232,187 | 730,811,855 |
| Personnel Expenses | P | 621,809,393 | 520,610,566 |
| Other Operative Expenses | Q | 53,489,153 | 57,925,352 |
| Administrative, Selling & Distribution Expenses | R | 288,433,462 | 228,224,133 |
| Provision for Bad & Doubtful Debts | | 59,849,176 | 18,560,654 |
| Provision against Advances | | 14,121,986 | 460,000 |
| Interest and Finance Charges | S | 174,934,225 | 67,728,183 |
| Depreciation / Impairment of Assets | | 123,007,300 | 42,195,470 |
| TOTAL | | 1,667,876,882 | 1,666,516,213 |
| PROFIT/(LOSS) BEFORE TAX AND PRIOR PERIOD ITEMS | | (721,106,329) | (397,714,633) |
| Prior Period Income | | 1,698,425 | - |
| Prior Period Expenses | | (17,745,500) | 6,625,094 |
| PROFIT/(LOSS) BEFORE TAX & AFTER PRIOR PERIOD ITEMS | | (701,662,404) | (404,339,727) |
| Provision for Taxation | | - | - |
| - Current Taxes | | - | - |
| - Taxes for Earlier Years | | - | 154,595 |
| - Deferred Tax (Net) | | - | 1,221,105 |
| - Fringe Benefit Tax | | - | 20,180 |
| PROFIT/(LOSS) AFTER TAX | | (701,662,404) | (405,735,607) |
| Loss on account of Merger | | - | (106,865,396) |
| Balance Brought Forward from Previous Years | | (512,601,003) | - |
| | | (1,214,263,407) | (512,601,003) |
| Balance Carried to Balance Sheet | | (1,214,263,407) | (512,601,003) |
| EARNINGS PER SHARE (In Rupees) | | | |
| Basic | | (86.31) | (49.91) |
| Diluted | | (86.31) | (49.91) |
| (Refer Note No. 2(h) of Schedule T) | | | |
| Notes to Financial Statements | T | | |
| Schedules referred to above form an integral part of the Profit and Loss Account | | | |

As per our Audit Report of even date attached

For and on behalf of Board of Directors

For and on behalf of
RRCA & Associates
(Chartered Accountants)

Sd/-
M. S. Grewal
Managing Director
(DIN: 00648031)

Sd/-
Sunil Godhwani
Director
(DIN: 00174831)

Ravi Kumar (Partner)
Membership No. 508424
Firm Registration No. 022107N

Rahul Ranjan
(Company Secretary)

Place : New Delhi
Date : 10th August, 2011

Cash Flow Statement annexed to and forming part of Balance Sheet as at March 31, 2011

(Amount in ₹)

| Particulars | 2010-11 | 2009-10 |
|---|----------------------|----------------------|
| CASH FLOW FROM OPERATING ACTIVITIES | | |
| Net Profit/ (Loss) before tax and extraordinary items | (701,662,404) | (404,339,727) |
| Adjustments for: | | |
| +Non fund items / losses | | |
| Depreciation | 123,007,300 | 42,195,473 |
| Interest Expense | 157,625,491 | 67,526,794 |
| Loan Processing Fees | 17,000,000 | — |
| Provision for Gratuity & Leave Encashment | 1,403,043 | 5,653,610 |
| Bad Debts and Provision for Doubtful Debts | 59,849,176 | 19,495,741 |
| Provision against advances | 14,121,986 | — |
| (Profit)/ Loss on Sale of Fixed Assets (Net) | 1,182,633 | 1,864,689 |
| Operating Profit before working capital changes | (327,472,775) | (267,603,420) |
| Adjustments for changes in Working Capital: | | |
| (Increase)/ Decrease in Stock in Trade | 9,397,305 | 10,222,431 |
| (Increase) / Decrease in Sundry Debtors | 14,948,230 | 38,424,404 |
| (Increase) / Decrease in Other Receivables | (230,054,800) | (73,931,236) |
| Increase / (Decrease) in Trade and Other Payables (other than Interest Payable) | (198,409,260) | 840,132,240 |
| Cash Generated from Operating Activities | (731,591,300) | 547,244,419 |
| Tax Paid | (23,843) | (837,365) |
| Net Cash from Operating Activities (A) | (731,615,143) | 546,407,054 |
| CASH FLOW FROM INVESTING ACTIVITIES | | |
| Purchase of Fixed Assets | (197,067,354) | (275,452,999) |
| Purchase of Investments | — | (30,900,000) |
| Proceed from Sale of Fixed Assets | 4,257,152 | 719,500 |
| Advance for Purchase of fixed Assets | (19,660,501) | 10,467,920 |
| Net Cash from Investing Activities (B) | (212,470,703) | (295,165,579) |
| CASH FLOW FROM FINANCING ACTIVITIES | | |
| Proceeds from Fresh Issue of Share Capital | — | 500,000 |
| Receipts of Secured Loans (net) | 1,700,000,000 | — |
| Receipts of Unsecured Loans (net) | 36,600,000 | (184,235,042) |
| Loan Processing Fees | (17,000,000) | — |
| Interest Paid | (128,500,278) | (70,245,610) |
| Book Overdraft | (582,358,433) | — |
| Net Cash from Financing Activities (C) | 1,008,741,289 | (253,980,652) |
| Net Increase in cash and cash equivalents (A+B+C) | 64,655,443 | (2,739,177) |
| Cash and Cash equivalents as at the beginning of the Year | 11,165,204 | 13,904,381 |
| Cash and Cash equivalents as at the end of the Year | 75,820,647 | 11,165,204 |
| Cash and cash equivalents comprise of :- | | |
| — Cash, cheques and drafts (in hand) and Remittances in Transit | 121,675 | 242,386 |
| — Fixed Deposits with Schedule Banks | 14,208,189 | 1,635,246 |
| — Balance with scheduled banks in Current/ Escrow accounts | 61,490,783 | 9,287,572 |
| Total | 75,820,647 | 11,165,204 |

Notes:

- The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in Accounting Standard-3 on Cash Flow Statement notified under Companies (Accounting Standard) Rules, 2006 and relevant provisions of Companies Act 1956.
- Fixed Deposits with Scheduled Banks includes ₹ 79.54 (Previous Year 85.92) Lacs pledged against the bank guarantees issued by bank and 8.19 (Previous Year 4.03) Lacs pledged with Statutory Authorities.
- Figures in bracket indicate cash outgo / income.

As per our Audit Report of even date attached

For and on behalf of
RRCA & Associates
(Chartered Accountants)

Ravi Kumar (Partner)
Membership No. 508424
Firm Registration No. 022107N
Place : New Delhi
Date : 10th August, 2011

For and on behalf of Board of Directors

Sd/-
M. S. Grewal
Managing Director
(DIN: 00648031)

Sd/-
Sunil Godhwani
Director
(DIN: 00174831)

Rahul Ranjan
(Company Secretary)

Schedules forming part of the Balance Sheet as at March 31, 2011

| | As at March 31, 2011 ₹ | As at March 31, 2010 ₹ |
|--|------------------------------|------------------------------|
| <u>SCHEDULE 'A' : SHARE CAPITAL</u> | | |
| Authorised Capital : | | |
| Equity Share Capital (4,65,00,000 Equity Share of ₹ 10 each, fully paid up) | 465,000,000 | 465,000,000 |
| Preference Share Capital (35,00,000 Preference Share of ₹ 10 each, fully paid up) | 35,000,000 | 35,000,000 |
| TOTAL | 500,000,000 | 500,000,000 |
| Issued , Subscribed and Paid Up Capital : | | |
| 8,129,463 Equity Share of ₹ 10 each, fully paid up (Previous Year 8,129,463 Equity Share of ₹10 each fully paid up) | 81,294,630 | 81,294,630 |
| <u>SCHEDULE 'B' : RESERVES AND SURPLUS</u> | | |
| Loss on account of Merger | — | (106,865,396) |
| Balance as per Last Balance Sheet | (512,601,003) | |
| Add: Profit & Loss (Debit Balance during the year) | (701,662,404) | (405,735,607) |
| TOTAL | (1,214,263,407) | (512,601,003) |
| <u>SCHEDULE 'C' : SECURED LOAN</u> | | |
| Long Term loan from Bank* | 1,700,000,000 | — |
| Interest Accrued & Due | 512,329 | — |
| TOTAL | 1,700,512,329 | — |
| <u>SCHEDULE 'D' : UNSECURED LOAN</u> | | |
| Intercompany Loan (Payable on Demand) | 386,700,000 | 350,100,000 |
| Interest Accrued and Due | 45,514,080 | — |
| TOTAL | 432,214,080 | 350,100,000 |

*Secured first pari - passu charge against present and future Current Assets & Moveable Fixed Assets of the company. Further RHC Holding Pvt Ltd , Malav Holding Pvt Ltd & Shivi Holding Pvt Ltd (in which Directors of the company are interested) have extended the unconditional and irrevocable guarantee for the repayment of outstanding amount.

Schedule forming part of the Balance Sheet As At March 31, 2011

SCHEDULE 'E' : FIXED ASSETS

(Amount in ₹)

| Particulars | GROSS BLOCK (AT COST) | | | DEPRECIATION | | | NET BLOCK | | | |
|----------------------------------|-----------------------|-----------------------------|------------------------|----------------------|---------------------|-----------------------------|------------------------------|------------------------|----------------------|----------------------|
| | As at April 1, 2010 | Additions during the Period | Deletion / Adjustments | As at March 31, 2011 | As at April 1, 2010 | Additions during the Period | Impairment during the Period | Deletion / Adjustments | As at March 31, 2011 | As at March 31, 2010 |
| INTANGIBLE ASSETS | | | | | | | | | | |
| GOODWILL | 79,794,629 | — | — | 79,794,629 | 15,958,926 | 15,958,926 | — | — | 47,876,777 | 63,835,703 |
| SOFTWARES | 130,493,306 | 95,340,970 | — | 225,834,276 | 9,085,044 | 49,918,933 | 3,808 | — | 166,826,491 | 121,408,262 |
| COPYRIGHT AND TRADEMARK | 77,374,825 | — | — | 77,374,825 | 847,943 | 15,474,965 | — | — | 61,051,917 | 76,526,882 |
| NON COMPETE FEES | 9,134,508 | — | — | 9,134,508 | 250,260 | 4,567,255 | — | — | 4,316,994 | 8,884,248 |
| TANGIBLE ASSETS | | | | | | | | | | |
| LEASE HOLD IMPROVEMENTS | 16,005,867 | 3,851,439 | 3,851,157 | 16,006,149 | 6,214,121 | 4,880,080 | — | 3,851,157 | 8,763,105 | 9,791,746 |
| OFFICE EQUIPMENTS | 13,519,489 | 1,656,471 | 452,996 | 14,722,964 | 2,671,939 | 895,567 | 140,266 | 81,536 | 11,096,728 | 10,847,550 |
| VEHICLES | 7,183,201 | — | 5,651,179 | 1,532,022 | 1,197,947 | 443,140 | 285,640 | 843,661 | 448,956 | 5,985,254 |
| COMPUTER NETWORKING & EQUIPMENTS | 33,671,490 | 51,587,844 | — | 85,259,334 | 7,241,100 | 13,040,826 | — | — | 64,977,408 | 26,430,390 |
| COMPUTER & PERIPHERALS | 52,091,794 | 10,743,736 | 70,996 | 62,764,534 | 14,548,059 | 9,782,454 | 282,657 | 23,170 | 38,174,534 | 37,543,735 |
| FURNITURE & FIXTURES | 2,078,540 | 472,291 | 550,010 | 2,000,821 | 1,536,403 | 128,669 | 14,843 | 340,118 | 1,339,797 | 542,137 |
| NETWORKING EQUIPMENTS | 20,540,703 | 33,414,604 | 5,928 | 53,949,379 | 1,950,243 | 7,177,038 | 12,234 | 2,839 | 44,812,703 | 18,590,460 |
| TOTAL | 441,888,352 | 197,067,355 | 10,582,266 | 628,373,441 | 61,501,985 | 122,267,853 | 739,448 | 5,142,481 | 449,006,636 | 380,386,367 |
| Previous Year | 90,560,841 | 355,247,628 | 3,920,117 | 441,888,352 | 20,574,842 | 42,195,470 | — | 1,268,327 | 380,386,367 | 69,985,999 |
| Capital Work in Progress | | | | | | | | | 21,301,861 | 1,641,360 |

Schedules forming part of the Balance Sheet as at March 31, 2011

| | As at March 31, 2011 ₹ | As at March 31, 2010 ₹ |
|---|------------------------------|------------------------------|
| SCHEDULE 'F' : INVESTMENTS | | |
| Long term Investments (Non - Trade) (at cost) | | |
| UNQUOTED | | |
| <u>Government Securities:</u> | | |
| National Saving Certificate VIII ISSUE (In the name of the Director as Nominee, pledge with Rajasthan VAT Authorities) | 3,000 | 3,000 |
| <u>Others:</u> | | |
| C2L Biz Solution Pvt Ltd (600,000 equity shares of Rs 10/- each) | 30,900,000 | 30,900,000 |
| TOTAL | 30,903,000 | 30,903,000 |
| SCHEDULE 'G' : STOCK IN TRADE | | |
| — IT Products (Moving weighted average cost or NRV whichever is lower) | 29,189,770 | 38,587,075 |
| | 29,189,770 | 38,587,075 |
| SCHEDULE 'H' : SUNDRY DEBTORS | | |
| Sundry Debtors* | | |
| Debts outstanding for a period exceeding six months | | |
| — considered good (Unsecured) | 51,167,457 | 80,095,608 |
| — considered bad and doubtful | 76,668,665 | 20,797,602 |
| Other Debts | | |
| — considered good (Unsecured) | 156,890,289 | 222,325,381 |
| — considered bad and doubtful | 3,406,046 | — |
| — unbilled receivable | 19,565,837 | — |
| Less:- Provision for bad & doubtful debts | 80,074,711 | 20,797,602 |
| TOTAL | 227,623,583 | 302,420,989 |
| SCHEDULE 'I' : CASH AND BANK BALANCES | | |
| Cash (Including Imprest) | 121,675 | 242,386 |
| Balances with Scheduled Banks: | | |
| — Current Accounts | 61,490,783 | 1,928,270 |
| — Fixed Deposits (Refer Note No. 2(d) & 2 (e) of Schedule T) | 14,208,189 | 8,994,548 |
| TOTAL | 75,820,647 | 11,165,204 |
| SCHEDULE 'J' : OTHER CURRENT ASSETS | | |
| Interest Accrued but not due on Fixed Deposits | 1,062,684 | 613,936 |
| Accrued Income | 315,277 | 2,550,839 |
| TOTAL | 1,377,961 | 3,164,775 |

*Includes debts due from the Companies Under the same management as per Section 370(1)(b)
– Debts – ₹ 59,22,075/-

Schedules forming part of the Balance Sheet as at March 31, 2011

| | As at March 31, 2011 ₹ | As at March 31, 2010 ₹ |
|---|------------------------------|------------------------------|
| <u>SCHEDULE 'K' : LOANS AND ADVANCES</u> | | |
| Unsecured - considered good | | |
| Intercorporate Loan (Payable on Demand) | 170,000,000 | — |
| Advances recoverable in cash or in kind or value to be received | 6,181,055 | 9,238,060 |
| Advances to Vendors* | 27,439,111 | 19,286,383 |
| Prepaid Expenses | 4,274,616 | 10,740,661 |
| Earnest Money Deposits | 11,177,338 | 13,904,603 |
| Security Deposits | 5,180,276 | 5,532,239 |
| Staff Loan | 61,736 | 104,901 |
| Balance with Service Tax / Excise Authorities | 2,009,892 | 17,774,273 |
| Balance with Sales Tax/VAT Authorities | 79,330 | 76,899 |
| Advance Payment of Taxes and Tax Deducted at Source (Net of Provision) | 193,753,522 | 125,755,385 |
| Unsecured - considered bad and doubtful | | |
| Advances recoverable in cash or in kind or value to be received | 13,697,985 | — |
| Advances to Vendors | 175,983 | — |
| Security Deposits | 596,139 | 460,000 |
| Earnest Money Deposits | 111,878 | — |
| Less: Provision against advances | 14,581,986 | 460,000 |
| TOTAL | 420,156,875 | 202,413,404 |
| <u>SCHEDULE 'L' : CURRENT LIABILITIES</u> | | |
| Sundry Creditors - Trade (Other than Micro, Small and Medium Enterprises) | 62,778,172 | 124,544,230 |
| Sundry Creditors - Others | 44,212,986 | 155,639,941 |
| Book Overdraft | — | 582,358,433 |
| Security Deposits | 244,269 | 506,349 |
| Interest accrued but not due | — | 16,901,196 |
| Other Liabilities | 125,839,242 | 143,782,552 |
| Advances from Customers | — | 337,251 |
| Unearned Revenue | 3,400,516 | 10,074,122 |
| TOTAL | 236,475,185 | 1,034,144,074 |
| <u>SCHEDULE 'M' : PROVISIONS</u> | | |
| Gratuity | 14,371,438 | 12,076,126 |
| Leave Encashment | 4,776,078 | 5,668,347 |
| TOTAL | 19,147,516 | 17,744,473 |

*Includes advances due from the Companies Under the same management as per Section 370(1)(b)
– Advances – ₹ 1,27,98,773/-

Schedules forming part of the Profit and Loss Account for the period ended March 31, 2011

| | Year Ended March 31, 2011 ₹ | Year Ended March 31, 2010 ₹ |
|---|-----------------------------------|-----------------------------------|
| <u>SCHEDULE 'N' : INCOME FROM OPERATIONS</u> | | |
| IT Sales & Services | 667,442,412 | 1,013,836,283 |
| Business Process Management | 188,346,403 | 194,484,589 |
| Export Income | 51,402,500 | 7,039,943 |
| Subscriptions | 28,036,540 | 36,382,095 |
| TOTAL | 935,227,855 | 1,251,742,910 |
| <u>SCHEDULE 'O' : OTHER INCOME</u> | | |
| Commission, Backend and ORC | 9,493,019 | 16,206,565 |
| Interest Income : | | |
| — Banks | 1,558,221 | 653,682 |
| — Staff Loan | 13,158 | 417 |
| — ICD | 65,205 | — |
| Exchange Fluctuation (Net) | 179,669 | — |
| Profit on Sale of Fixed Assets | 61,081 | 14,700 |
| Miscellaneous Income | 172,345 | 183,306 |
| TOTAL | 11,542,698 | 17,058,670 |
| <u>SCHEDULE 'P' : PERSONNEL COST</u> | | |
| Salary, Allowances and Bonus | 555,366,186 | 470,803,962 |
| Employer's Contribution to Welfare Funds | 34,468,507 | 25,322,629 |
| Gratuity | 2,872,693 | 6,779,202 |
| Leave Encashment | 4,983,271 | 5,653,035 |
| Staff Welfare and Training Expenses | 9,905,931 | 6,225,963 |
| Insurance | 14,212,805 | 5,825,775 |
| TOTAL | 621,809,393 | 520,610,566 |
| <u>SCHEDULE 'Q' : OTHER OPERATING EXPENSES</u> | | |
| Direct Expenses | 25,500,972 | 38,125,956 |
| Data Procurement Charges | 2,626,799 | 2,676,158 |
| Software / Web Site Charges | 6,284,938 | 5,093,738 |
| Service Charges | 19,076,444 | 12,029,500 |
| TOTAL | 53,489,153 | 57,925,352 |

Schedules forming part of the Profit and Loss Account for the period ended March 31, 2011

| | Year Ended March 31, 2011 ₹ | Year Ended March 31, 2010 ₹ |
|---|-----------------------------------|-----------------------------------|
| <u>SCHEDULE 'R' : ADMINISTRATIVE , SELLING & DISTRIBUTION EXPENSES</u> | | |
| Rent, Rates and Taxes | 94,702,469 | 117,635,638 |
| Rent Leased Equipments | 14,194,104 | 2,763,290 |
| Fees & Subscription | 2,809,897 | 3,729,242 |
| Filing Fees | 2,890,510 | — |
| Repairs and Office Maintenance | 29,263,459 | 12,071,233 |
| Office General expenses | 4,320,590 | 3,420,821 |
| Guest House Exp | 535,514 | 385,582 |
| Corporate Meet Expenses | 450,938 | — |
| Electricity & Water Expenses | 21,857,057 | 11,116,630 |
| Travelling and Conveyance | 38,121,565 | 24,891,410 |
| Printing and stationery | 3,100,424 | 2,017,704 |
| Advertisement and Sales Promotion | 17,304,993 | 8,282,395 |
| Cartage Outward | 192,585 | 2,005,524 |
| Commission & Marketing | 2,252,946 | 3,388,515 |
| Insurance | 1,236,229 | 542,506 |
| Legal and Professional Charges | 10,999,654 | 8,819,893 |
| Loss on Sale of Fixed Assets | 1,243,713 | 1,864,689 |
| Stock Written Off | 131,781 | — |
| Auditors' Remuneration (Including for other auditors) | | |
| — Statutory Audit | 110,000 | 132,060 |
| — Internal Audit | 514,975 | 50,000 |
| — Tax Audit | 40,000 | 66,030 |
| — Others | 397,894 | 122,024 |
| Postage & Telephones | 39,480,371 | 22,765,282 |
| Bad Debts written Off | 3,930 | 485,037 |
| Advances Written-off | 1,229,746 | 5,000 |
| Exchange Fluctuation (net) | — | 662,535 |
| Bank Charges | 201,854 | 188,039 |
| Miscellaneous | 846,264 | 375,331 |
| Preliminary Exps | — | 437,723 |
| TOTAL | 288,433,462 | 228,224,133 |
| <u>SCHEDULE 'S' : INTEREST AND FINANCE CHARGES</u> | | |
| Interest: | | |
| — Corporate Loans | 157,113,162 | 67,526,794 |
| — Bank Loan | 512,329 | — |
| — Others | 308,734 | 201,389 |
| Loan Processing Fees | 17,000,000 | — |
| TOTAL | 174,934,225 | 67,728,183 |

SCHEDULE 'T': ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT MARCH 31, 2011 AND PROFIT AND LOSS ACCOUNT FOR THE PERIOD ENDED MARCH 31, 2011.

NOTES TO FINANCIAL STATEMENT

1. SIGNIFICANT ACCOUNTING POLICIES

a. BASIS OF ACCOUNTING

The financial statements are prepared under historical cost convention in accordance with the generally accepted accounting principles, the applicable Accounting Standards notified under Companies (Accounting Standards) Rules, 2006 and the relevant provisions of the Companies Act, 1956.

b. USE OF ESTIMATES

The presentation of Financial Statements require estimates and assumptions to be made that effect the reported amount of assets and liabilities on the date of financial statements and the reported amount of revenue and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which results are known / materialized.

c. REVENUE RECOGNITION

1. Revenue from fixed price service contracts is recognized in proportion to the degree of completion of service by reference to and based on milestones/acts performed as specified in the contracts and in case of time and material service contracts, it is recognized on the basis of hours completed and material used.
2. Revenue from the sale of user licenses for software applications is recognized on transfer of the title in the user license.
3. Revenue from annual maintenance contracts is recognized proportionately over the period in which services are rendered.
4. Revenue from Software Consultancy and Support Services is recognized based on proportionate completion method as per specific agreements with the customers.
5. Interest and other dues are accounted on accrual basis.
6. Revenue excludes Value added tax/sales tax and service tax.
7. Revenue in excess of billings on service contracts is recorded as unbilled receivables and is included in trade accounts receivable. Billings in excess of revenue that is recognized on service contracts are recorded as deferred revenue until the above revenue recognition criteria are met and are included in current liabilities.

d. FIXED ASSETS

Fixed assets are stated at cost inclusive of incidental expenses, less accumulated depreciation.

Advances paid towards the acquisition of fixed assets outstanding as of each balance sheet date and the cost of fixed assets not ready for use before such date are disclosed under capital work in progress.

e. RESEARCH AND DEVELOPMENT

Revenue expenditure on research and development is charged to Profit and Loss account and capital expenditure on development is shown as addition to fixed assets.

f. STOCK IN TRADE

Stocks of IT Products are valued at lower of Cost or Realisable Value. Cost is computed on 'Weighted Average Method'.

g. INTANGIBLE ASSETS

Intangible assets are recognized only if it is probable that the future economic benefits that are attributable to assets will flow to the enterprise and the cost of the assets can be measured reliably. The intangible assets are recorded at their acquisition cost.

Computer software which is not an integral part of the related hardware is classified as an intangible asset and is being amortized over the estimated useful life.

h. DEPRECIATION/ AMORTISATION

Depreciation on fixed assets (other than Intangible) is provided on straight line method as per the following rates:

| Class of Assets | Put to use up to March 31st 2010 | Put to use after March 31st 2010 | |
|----------------------------------|-------------------------------------|-------------------------------------|--|
| | Depreciation Rate (%) | Depreciation Rate (%) | Estimated Useful Life of the assets |
| Office Equipments | 4.75 | 20 / 33.33 | 5 / 3 years |
| Vehicles | 9.50 | 9.50 | 10.5 years |
| Computer Networking & Equipments | 16.21 | 20 / 25 | 5 / 4 years |
| Computer & Peripherals | 16.21 | 33.33 | 3 years |
| Furniture & Fixture | 6.33 | 10 | 10 years |

Leasehold Improvements are amortized over the lease period or 6 years whichever is earlier.

Depreciation on Intangible assets is provided on straight line method as per the following rates:

| Class of Assets | Put to use up to March 31st 2010 | Put to use after March 31st 2010 | |
|-----------------------|-------------------------------------|-------------------------------------|--|
| | Depreciation Rate (%) | Depreciation Rate (%) | Estimated Useful Life of the assets |
| Software | 16.21 / 20 | 20 / 33.33 | 5 / 3 years |
| Copyright & Trademark | 20 | 20 | 5 years |
| Non Compete Fees | 50 | 50 | 2 years |

Goodwill generated in the process of amalgamation (purchased method) is amortised over a period of five years. Goodwill generated in the process of consolidation is tested for Impairment.

Depreciation on additions/ deletions to fixed assets is provided on pro-rata basis from/up to the date the asset is put to use/ discarded. Assets costing ₹ 5000 or less are fully depreciated in the year of acquisition.

Depending on estimated economic useful life of assets in commercial use, different depreciation rates are charged for the same class of assets.

i. INVESTMENTS

Investments are classified into long term investments and current investments. Investments which are intended to be held for one year or more are classified as long term investments and investments which are intended to be held for less than one year are classified as current investments. Long term investments are accounted at cost and any decline in the carrying value other than temporary in nature is provided for. Current investments are valued at cost or market / fair value, whichever is lower.

j. EMPLOYEE BENEFITS

- i) Provident fund is a defined contribution scheme and the contributions as required by the statute are charged to profit and loss account as incurred.
- ii) Gratuity liability is a defined obligation and is wholly unfunded. The company accounts for liability for future gratuity benefits based on actuarial valuation.
- iii) The employees of the company are entitled to compensated absences and leave encashment as per the policy of the company. The liability in this respect is provided, based on actuarial valuation
- iv) Actuarial gains and losses comprise experience adjustments and the effects of changes in the actuarial assumptions and are recognised immediately in the profit and loss account as income or expenses.
- v) The undiscounted amount of short – term employee benefits expected to be paid in exchange for services rendered by an employee is recognised during the period when the employee renders the services.

k. TAXES ON INCOME

- i) Current tax is determined as the amount of tax payable in respect of taxable income for the year.
- ii) Deferred tax is recognised on timing differences, being the difference between taxable incomes and accounting income that originate in one period and are capable of reversal in one or more subsequent periods, subject to the consideration of prudence in respect of deferred tax asset.

l. PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent liabilities are not recognized but are disclosed in the notes. Contingent assets are neither recognized nor disclosed in the financial statements.

m. IMPAIRMENT OF FIXED ASSETS

An asset is impaired when the carrying amount of the asset exceeds its recoverable amount. An impairment loss is charged to the Profit and Loss account in the year in which an asset is identified as impaired. An impairment loss recognized in prior accounting periods is reversed if there has been a change in the estimate of the recoverable amount.

n. BORROWING COST

Borrowing costs incurred for the acquisition of qualifying assets are recognized as part of cost of such assets when it is considered probable that they will result in future economic benefits to the company. While other borrowing cost are expensed in period in which they are incurred

o. CASH FLOW STATEMENTS

Cash Flow is reported using indirect method, whereby net profits before tax is adjusted for the effects of transactions of a non cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flow from regular revenue generation, investing and financing activities of the company are segregated.

p. FOREIGN CURRENCY TRANSACTIONS

Foreign currency transactions are recorded at the rate of exchange prevailing on the date of the transaction. At the year end, all the monetary assets and liabilities denominated in foreign currency are restated at the closing exchange rate. Exchange differences resulting from the settlement of such transactions and from the restatement of such monetary assets and liabilities are recognized in the Profit and Loss Account.

q. PREPAID EXPENSE

Prepaid Expenses are recognized only where the amount of prepaid is in excess of ₹ 20000 /-

r. PROVISION FOR BAD DEBTS

Provision for Bad and Doubtful debts have been created on the following basis:

| Age of Debtor | Basis |
|---|---|
| More than two years | 100 %* |
| More than one years but less than two years | 50 %* |
| Less than one year | Case to cases basis after assessing the recoverability aspect |

* Based on collection possibility the provision has not been made in some specific cases

2. NOTES TO ACCOUNTS

a. The Company was incorporated as a limited liability company by the name of Religare Technova Services Limited on 22nd May 2009. It received the certificate of Commencement of Business on 3rd June 2009.

W.e.f. June 12, 2009 name of the Company was changed from "Religare Technova Services Limited" to "Religare Technologies Limited".

b. The Hon'ble High Court of Delhi approved the Scheme of Arrangement (u/s 391 to 394 of the Companies Act 1956) on July 28th, 2010. The Company received the certified copy of Final Order on August 13th, 2010 and the same was filed with Registrar of Companies on August 16th 2010.

c. Disclosures as per AS-14 is as follows:-

| Activities | Details | | |
|--------------------------------|--|---|---|
| Amalgamating Companies | Religare Technova IT Services Limited* | Religare Technova Business Intellect Limited* | "Information Services Division" of Religare Technova Global Solutions Limited** |
| Nature of Business | IT & IT Enabled Services | | |
| Method of Amalgamation | Pooling of Interest Method/Purchase Method | | |
| Appointed Date of Amalgamation | 01-April- 2009 | | |
| Effective Date of Amalgamation | 16-August- 2010 | | |

*As consideration in above said amalgamation, the Company has issued 8,079,463 Equity shares (Face Value of ₹ 10 each) to the shareholders of the holding company 'Religare Technova Limited'. The Financials have been prepared as per the approved scheme.

**Information Services Division has been merged with equal amount of assets and liabilities.

There is an excess of ₹ 79,794,629/- of the Liabilities over the Assets received in the amalgamation process. The same has been treated as Goodwill as per the order of Hon'ble High Court of Delhi.

d. CONTINGENT LIABILITIES

(i) Religare Technova IT Services Limited (now merged with Religare Technologies Limited) has received an order, passed by Service Tax department, Ludhiana dated December 4, 2009 under Section 73 of the Finance Act, 1994 wherein a demand of ₹ 5.41 lacs has been raised on the Company.

The Company has filed an appeal before the Commissioner of Central Excise (Appeals) - II, Chandigarh against the said order. The proceedings are still pending before the Commissioner of Central Excise (Appeal) for disposal.

(ii) Appeal has been filed to Commissioner of Value Added Tax in respect of VAT Demand for Financial Year FY 2007- 08 amounting to ₹ 0.20 lacs.

(iii) The Income Tax Assessment of Religare Technova IT Services Limited (now merged with Religare Technologies Limited) for the assessment year 2008-09 has been completed by the Deputy Commissioner of Income Tax, Circle-VII, Ludhiana under section 143(3) of the Act vide order dated December 24, 2010. Consequent to certain disallowances made in the assessment order, a demand of ₹ 354.51 lacs has been raised on the Company. The AO has also initiated penalty proceedings under section 271(1) (c) of the Act against the Company.

The Company has filed an appeal with Commissioner of Income Tax (Appeals), II, Ludhiana against the said assessment order. In reply to the notice for initiation of penalty proceedings, the Company has filed a letter with the AO requesting to keep the penalty proceedings in abeyance till the disposal of Appeal filed before CIT(A).

(iv) Religare Technova IT Services Limited (now merged with Religare Technologies Limited) ("the Company") has received order dated Mar-30, 2011 passed by Assessing officer u/s 201(1)/201(1A) of the Act for financial year 2008-09, wherein demand amounting to ₹ 20.06 lacs has been raised on the Company on account of TDS not deducted/TDS deducted but not paid by the Company. The said demand was primarily on account of mismatch in the online database of tax department with the returns/ challans filed by the Company.

The Company has preferred an appeal against the same to CIT(A)-XXX and the same is pending for disposal.

- (v) The Income tax assessment of Religare Technova Business Intellect Limited (now merged with Religare Technologies Limited) for assessment year 2008-09 was completed by the Assistant Commissioner of Income Tax, Circle-15 (1), New Delhi under section 143(3) of the Act vide assessment order dated December 31, 2010. Pursuant to the additions made in the said assessment order, the returned loss of the subject assessment year has been reduced from ₹ 79.47 lacs to ₹ 12.39 lacs. The AO has also initiated penalty proceedings under section 271(1) (c) of the Act against the Company.

The Company has filed an appeal with Commissioner of Income Tax (Appeals), XVIII, New Delhi against the said assessment order. In reply to the notice for initiation of penalty proceedings, the Company has filed a letter with the AO requesting to keep the penalty proceedings in abeyance till the disposal of Appeal filed before CIT(A).

- e. Fixed Deposits with Scheduled Banks includes ₹ 79.65 (Previous Year ₹ 65.31) lacs pledged against the bank guarantee issued by bank and ₹ 8.19 (Previous Year ₹ 4.03) lacs pledged with VAT Authorities.
- f. Advances paid towards the acquisition of fixed assets not put to use before March 31, 2011, are disclosed under capital work-in-progress. Estimated amount of Contract (net of advances) remaining to be executed on capital account and not provided for is ₹ 2308.00 (Previous Year ₹ 12.10) Lacs.

- g. Auditors Remuneration*:-

(₹ in Lacs)

| Audit Fees | 2010-11 | 2009-10 |
|-----------------|---------|---------|
| Statutory Audit | 1.10 | 1.32 |
| Tax Audit | 0.40 | 0.66 |
| Others | 3.98 | 1.22 |

*excluding taxes

- h. Earnings per share (EPS) calculation (basic and diluted):

(Amount in ₹)

| S. No. | Particulars | 2010-11 | 2009-10 |
|--------|---|------------------------|------------------------|
| (i) | Net Profit after tax available for equity shareholder | (701,66,2403) — | (405,735,607) — |
| (ii) | Weighted average number of equity share For Basic EPS (No.) For Diluted EPS (No.) | 8,129,463 8,129,463 | 8,129,463 8,129,463 |
| (iii) | Nominal Value of shares | 10 | 10 |
| (iv) | Earning per share Basic Diluted | (86.31) (86.31) | (49.91) (49.91) |

- i. Remuneration under Section 198 of the Companies Act 1956 paid / payable to Mr. M.S.Grewal, the Managing Director is as below :-

| Particulars | ₹ in Lacs |
|----------------------------------|--------------|
| Salary & Allowances | 31.65 |
| Perquisites | 4.87 |
| Contribution to PF & other funds | 2.08 |
| Provision for Gratuity | 0.84 |
| Insurance Premium | 0.12 |
| Total | 39.56 |

j. Segment Reporting:

Business Segment:

- (i) The business segment has been considered as the primary segment.
- (ii) The company's primary business segments are reflected based on principal business activities, the nature of service, the differing risks and returns.
- (iii) The Company's primary business comprises of three segment viz., 'IT Services' , 'Knowledge Services' and 'Healthcare Services'.
- (iv) Segment revenue, results, assets and liabilities include amounts identifiable to each segments allocated on reasonable basis.
- (v) The accounting policies adopted for segment reporting are in line with the accounting policies adopted for preparation of financial information as stated in (1) above.

Geographical Segment:

As the company is primarily operating in one Geographic segment "Within India" hence no separate information for Geographic segment wise disclosure is required.

(₹in Lacs)

| Particulars | Knowledge Services 31, 2011 | IT Services March 31, 2011 | Health Care March 31, 2011 | Unallocated March 31, 2011 | Total March 31, 2011 |
|--|--------------------------------|----------------------------------|----------------------------------|----------------------------------|----------------------------|
| (i) Segment Revenue | | | | | |
| External Revenue | 2,231.40 | 6,774.34 | 458.45 | 20.50 | 9,484.69 |
| Inter-Segment Revenue | | | — | — | — |
| Total Revenue | 2,231.40 | 6,774.34 | 458.45 | 20.50 | 9,484.6 |
| (ii) Segment Results | (1,799.88) | (1,056.67) | (2,410.15) | (1,749.92) | (7,016.62) |
| Total Segment Results | (1,799.88) | (1,056.67) | (2,410.15) | (1,749.92) | (7,016.62) |
| Income taxes (Current, Deferred) | — | — | — | — | — |
| Profit/(Loss) after tax | (1,799.88) | (1,056.67) | (2,410.15) | (1,749.92) | (7,016.62) |
| (iii) Segment Assets | 2,059.35 | 4,407.89 | 2,253.15 | — | 8,720.40 |
| Unallocated Corporate assets | — | — | — | 3,833.40 | 3,833.40 |
| Total Assets | 2,059.35 | 4,407.89 | 2,253.15 | 3,833.40 | 12,553.80 |
| (iv) Segment Liabilities | 6,704.85 | 11,743.90 | 5,230.84 | 203.90 | 23,883.49 |
| Total Liabilities | 6,704.85 | 11,743.90 | 5,230.84 | 203.90 | 23,883.49 |
| (v) Capital Expenditure | 92.09 | 1,492.02 | 310.23 | 76.34 | 1,970.67 |
| Unallocated Capital expenditure | | | | | |
| Total Capital Expenditure | 92.09 | 1,492.02 | 310.23 | 76.34 | 1,970.67 |
| (vi) Depreciation/Amortisation | 130.49 | 359.58 | 482.73 | 257.27 | 1,230.07 |
| Total Depreciation | 130.49 | 359.58 | 482.73 | 257.27 | 1,230.07 |
| (vii) Non Cash Expenditure other than Depreciation | 439.06 | 467.83 | 385.02 | 312.00 | 1,603.90 |
| Total Non Cash Expenditure | 439.06 | 467.83 | 385.02 | 312.00 | 1,603.90 |

- k. Related party Disclosures as required by Accounting Standard 18 “Related Party Disclosures” issued by Companies (Accounting Standard) Rules, 2006 and the relevant provisions of Companies Act are given below:

| Nature of Relationship | Name of Party |
|---|---|
| 1. Holding company/Controlling Enterprises | NA |
| 2. Fellow Subsidiary & Subsidiaries of Fellow-Subsidiaries | NA |
| 3. Associates and joint ventures of the reporting enterprise and the investing party or venturer in respect of which the reporting enterprise is an associates or a joint venture | C2L Biz Solutions Private Limited |
| 4. Individual owning directly or indirectly interest in voting power that gives them control, and relatives of any such individual; | Mr. Malvinder Mohan Singh Mr. Shivinder Mohan Singh Mrs. Nimmi Singh Mrs. Harjit Grewal Mrs. Japna Malvinder Singh Baby Nimrita Parvinder Singh Baby Nanaki Parvinder Singh Baby Nandini Parvinder Singh Mrs. Aditi Shivinder Singh Master Udayveer Parvinder Singh Master Anhad Parvinder Singh Master Vivan Parvinder Singh Master Kabir Parvinder Singh |
| 5. Enterprises over which persons covered under (4) are able to exercise significant influence with whom transaction have taken place | Dion Global Solutions Limited* RHC Holding Pvt. Ltd. Religare Finvest Limited Religare Capital Markets Limited Religare Travels India Limited Aegon Religare Life Insurance Company Limited Religare Wellness Limited Religare Aviation Limited Religare Asset Management Company Limited Religare Arts Initiative Limited Religare Commodities Limited Religare Enterprises Limited Religare Insurance Broking Limited Religare Macquarie Wealth Management Ltd. REL Infracilities Limited** Religare Securities Limited Super Religare Laboratories Limited Escorts Heart Institute & Research Centre Limited Escorts Hospital and Research Centre Limited Fortis Clinical Research Limited Fortis Healthcare Limited Hiranandani Healthcare Private Limited Escorts Heart and Super Specialty Hospital Limited Fortis Hospitals Limited Fortis Hospotel Ltd. International Hospital Limited Oscar Investments Limited Religare Health Insurance Company Limited Vistaar Religare Capital Advisors Limited Medsource Health Care Pvt. Ltd Religare Housing Development Finance Corp. Ltd.*** Escorts Heart Centre Limited Fortis Malar Hospitals Limited Sunrise Medicare Private Limited Impact Agencies Private Limited Impact Projects Private Limited Religare Aviation Training Academy Private Limited Religare Aviation Engineering Private Limited Religare Voyages Business Services Pvt. Ltd. Religare Finance Limited Religare Capital Market Plc Religare Bullion Ltd. Religare InfoTech Pvt. Ltd. |

*Formerly known as Religare Technova Limited

**Formerly known as Religare Realty Limited

***Formerly Maharishi Housing Development Finance Corp. Ltd.

Following transactions were carried out with related parties in the ordinary course of business :

(₹ in Lacs)

| Nature of Transactions | Name of the Related Party | Associates and joint ventures of the reporting enterprise | | Individual owing directly or indirectly interest in voting power | | Key management personnel and relatives of such personnel | | Enterprises over which Key Management Personnel/Relatives | | Total | |
|---|---|---|---------------|--|---------|--|---------|---|------------------|------------------|------------------|
| | | 2010-11 | 2009-10 | 2010-11 | 2009-10 | 2010-11 | 2009-10 | 2010-11 | 2009-10 | 2010-11 | 2009-10 |
| Subscription to Equity Capital | Dion Global Solutions Limited | — | — | — | — | — | — | — | 5.00 | — | 5.00 |
| Subscription to Equity Capital Total | | — | — | — | — | — | — | — | 5.00 | — | 5.00 |
| Investments | | | | | | | | | | | |
| Investment | C2L Biz Solutions Private Limited | — | 309.00 | — | — | — | — | — | — | — | 309.00 |
| Investments Total | | — | 309.00 | — | — | — | — | — | — | — | 309.00 |
| Purchase of Fixed Assets | | | | | | | | | | | |
| Purchase of Fixed Assets | Religare Asset Management Company Limited | — | — | — | — | — | — | — | 1.41 | — | 1.41 |
| Purchase of Fixed Assets Total | | — | — | — | — | — | — | — | 1.41 | — | 1.41 |
| Sale of Fixed Assets | | | | | | | | | | | |
| Sale of Fixed Assets | Religare Enterprises Limited | — | — | — | — | — | — | 7.97 | — | 7.97 | — |
| | Dion Global Solutions Limited | — | — | — | — | — | — | — | — | — | — |
| Sale of Fixed Assets Total | | — | — | — | — | — | — | 7.97 | — | 7.97 | — |
| Finance Transaction | | | | | | | | | | | |
| Inter Corporate Deposits Taken | Religare Finvest Limited | — | — | — | — | — | — | 55,601.00 | 22,562.00 | 55,601.00 | 22,562.00 |
| | RHC Holding Private Limited | — | — | — | — | — | — | 35,510.00 | 17,840.00 | 35,510.00 | 17,840.00 |
| | Oscar Investment Limited | — | — | — | — | — | — | 6,500.00 | 1,500.00 | 6,500.00 | 1,500.00 |
| Inter Corporate Deposits Taken Total | | — | — | — | — | — | — | 97,611.00 | 41,902.00 | 97,611.00 | 41,902.00 |
| Inter Corporate Deposits Repaid | Religare Finvest Limited | — | — | — | — | — | — | 53,865.00 | 23,007.00 | 53,865.00 | 23,007.00 |
| | RHC Holding Private Limited | — | — | — | — | — | — | 35,430.00 | 20,737.35 | 35,430.00 | 20,737.35 |
| | Oscar Investment Limited | — | — | — | — | — | — | 7,950.00 | — | 7,950.00 | — |
| Inter Corporate Deposits Repaid Total | | — | — | — | — | — | — | 97,245.00 | 43,744.35 | 97,245.00 | 43,744.35 |
| Interest Paid on Inter Corporate Deposit | Religare Finvest Limited | — | — | — | — | — | — | 286.53 | 509.27 | 286.53 | 509.27 |
| | RHC Holding Private Limited | — | — | — | — | — | — | 413.02 | 165.67 | 413.02 | 165.67 |
| | Oscar Investment Limited | — | — | — | — | — | — | 217.18 | 0.33 | 217.18 | 0.33 |
| Interest Paid on Inter Corporate Deposit Total | | — | — | — | — | — | — | 916.74 | 675.27 | 916.73 | 675.27 |
| Inter Corporate Deposits Given | Religare Bullion Ltd | — | — | — | — | — | — | 1,700.00 | — | 1,700.00 | — |
| Inter Corporate Deposits Given total | | — | — | — | — | — | — | 1,700.00 | — | 1,700.00 | — |
| Interest received from Inter Corporate Deposit | Religare Bullion Ltd | — | — | — | — | — | — | 0.65 | — | 0.65 | — |
| Interest received from Inter Corporate Deposit Total | | — | — | — | — | — | — | 0.65 | — | 0.65 | — |
| Trading Transaction | | | | | | | | | | | |
| Sales/ Services to other Companies | Dion Global Solutions Limited | — | — | — | — | — | — | 132.36 | 87.21 | 132.36 | 87.21 |
| | Aegon Religare Life Insurance Co. Ltd | — | — | — | — | — | — | 946.67 | 659.95 | 946.67 | 659.95 |
| | Religare Wellness Limited | — | — | — | — | — | — | 85.10 | 206.95 | 85.10 | 206.95 |
| | Religare Aviation Limited | — | — | — | — | — | — | 13.19 | 11.16 | 13.19 | 11.16 |
| | Religare Asset Management | — | — | — | — | — | — | — | — | — | — |

| Nature of Transactions | Name of the Related Party | Associates and joint ventures of the reporting enterprise | | Individual owing directly or indirectly interest in voting power | | Key management personnel and relatives of such personnel | | Enterprises over which Key Management Personnel/Relatives | | Total | |
|---|--|---|---------|--|---------|--|---------|---|-----------------|-----------------|-----------------|
| | | 2010-11 | 2009-10 | 2010-11 | 2009-10 | 2010-11 | 2009-10 | 2010-11 | 2009-10 | 2010-11 | 2009-10 |
| | Company Limited | — | — | — | — | — | — | 23.45 | 46.74 | 23.45 | 46.74 |
| | Religare Arts Initiative Limited | — | — | — | — | — | — | 3.84 | 4.48 | 3.84 | 4.48 |
| | Religare Capital Markets Limited | — | — | — | — | — | — | 25.96 | 22.72 | 25.96 | 22.72 |
| | Religare Commodities Limited | — | — | — | — | — | — | 73.50 | 76.24 | 73.50 | 76.24 |
| | Religare Enterprises Limited | — | — | — | — | — | — | 492.97 | 844.08 | 492.97 | 844.08 |
| | Religare Finvest Limited | — | — | — | — | — | — | 419.35 | 588.03 | 419.35 | 588.03 |
| | Religare Insurance Broking Limited | — | — | — | — | — | — | 146.40 | 238.19 | 146.40 | 238.19 |
| | Religare Macquarie Wealth Management Limited | — | — | — | — | — | — | 37.70 | 94.31 | 37.70 | 94.31 |
| | REL Infrafacilities Limited | — | — | — | — | — | — | 497.46 | 301.51 | 497.46 | 301.51 |
| | Religare Securities Limited | — | — | — | — | — | — | 985.33 | 1,033.12 | 985.33 | 1,033.12 |
| | Religare Travels India Limited | — | — | — | — | — | — | 3.23 | 2.54 | 3.23 | 2.54 |
| | Super Religare Laboratories Limited | — | — | — | — | — | — | 296.29 | 299.23 | 296.29 | 299.23 |
| | Escorts Heart Institute & Research Centre Limited | — | — | — | — | — | — | 23.15 | 99.77 | 23.15 | 99.77 |
| | Escorts Hospital and Research Centre Limited | — | — | — | — | — | — | 2.01 | 14.43 | 2.01 | 14.43 |
| | Fortis Clinical Research Limited | — | — | — | — | — | — | 0.88 | 9.26 | 0.88 | 9.26 |
| | RHC Holding Private Limited | — | — | — | — | — | — | 2.39 | 2.63 | 2.39 | 2.63 |
| | Fortis Healthcare Limited | — | — | — | — | — | — | 129.83 | 65.06 | 129.83 | 65.06 |
| | Hiranandani Healthcare Pvt Ltd. | — | — | — | — | — | — | 1.10 | 9.37 | 1.10 | 9.37 |
| | Escorts Heart and Super Specialty Hospital Limited | — | — | — | — | — | — | 4.20 | 5.66 | 4.20 | 5.66 |
| | Fortis Hospitals Limited | — | — | — | — | — | — | 198.92 | 271.70 | 198.92 | 271.70 |
| | Fortis Hospotel Ltd. | — | — | — | — | — | — | 1.10 | 58.71 | 1.10 | 58.71 |
| | International Hospital Limited | — | — | — | — | — | — | 6.38 | 10.91 | 6.38 | 10.91 |
| | Oscar Investments Limited | — | — | — | — | — | — | — | 3.95 | — | 3.95 |
| | Religare Health Insurance Company Ltd | — | — | — | — | — | — | 409.40 | 13.93 | 409.40 | 13.93 |
| | Vistaar Religare Capital Advisors Limited | — | — | — | — | — | — | — | 0.23 | — | 0.23 |
| | Religare Venture Capital Limited | — | — | — | — | — | — | — | 1.50 | — | 1.50 |
| | Medsorce Healthcare Private Limited | — | — | — | — | — | — | 2.03 | 0.94 | 2.03 | 0.94 |
| | Religare Housing Development Finance Corp. Ltd | — | — | — | — | — | — | 3.00 | 1.75 | 3.00 | 1.75 |
| | Escorts Heart Centre Limited | — | — | — | — | — | — | 4.42 | — | 4.42 | — |
| | Fortis Malar Hospitals Limited | — | — | — | — | — | — | 1.56 | — | 1.56 | — |
| | Sunrise Medicare Pvt. Ltd. | — | — | — | — | — | — | 0.50 | — | 0.50 | — |
| | Impact Agencies Private Limited | — | — | — | — | — | — | 0.40 | — | 0.40 | — |
| | Religare Aviation Engineering Private Limited | — | — | — | — | — | — | 0.33 | — | 0.33 | — |
| | Religare Aviation Training Academy Private Limited | — | — | — | — | — | — | 0.99 | — | 0.99 | — |
| | Religare Voyages Business Services Pvt. Ltd. | — | — | — | — | — | — | 0.99 | — | 0.99 | — |
| | Religare Finance Ltd | — | — | — | — | — | — | 1.30 | — | 1.30 | — |
| | Religare Capital Markets Plc | — | — | — | — | — | — | 48.54 | — | 48.54 | — |
| Sale / Services to other Companies Total | | — | — | — | — | — | — | 5,026.20 | 5,086.26 | 5,026.21 | 5,086.26 |
| Sale / Services by other companies | Dion Global Solutions Limited | — | — | — | — | — | — | 114.06 | 350.02 | 114.06 | 350.02 |
| | Religare Travels India Limited | — | — | — | — | — | — | 146.18 | 87.46 | 146.18 | 87.46 |

| Nature of Transactions | Name of the Related Party | Associates and joint ventures of the reporting enterprise | | Individual owing directly or indirectly interest in voting power | | Key management personnel and relatives of such personnel | | Enterprises over which Key Management Personnel/Relatives | | Total | |
|---|---|---|----------|--|----------|--|----------|---|---------------|---------------|---------------|
| | | 2010-11 | 2009-10 | 2010-11 | 2009-10 | 2010-11 | 2009-10 | 2010-11 | 2009-10 | 2010-11 | 2009-10 |
| | Religare Enterprises Limited | — | — | — | — | — | — | 79.70 | — | 79.70 | — |
| | Religare Securities Limited | — | — | — | — | — | — | 2.74 | 1.84 | 2.74 | 1.84 |
| | REL Infracilities Limited | — | — | — | — | — | — | 185.10 | 113.77 | 185.10 | 113.77 |
| | Religare Capital Markets Limited | — | — | — | — | — | — | — | 115.95 | — | 115.95 |
| | C2L Biz Solutions Private Limited | 46.07 | — | — | — | — | — | — | — | 46.07 | — |
| | Religare Finvest Limited | — | — | — | — | — | — | 111.76 | — | 111.76 | — |
| Sale / Services by other Companies Total | | 46.07 | — | — | — | — | — | 639.55 | 669.04 | 685.61 | 669.05 |
| REIMBURSEMENT OF EXPENSES | | | | | | | | | | | |
| Expense Reimbursement by other Companies | Dion Global Solutions Limited | — | — | — | — | — | — | 51.78 | 6.42 | 51.78 | 6.42 |
| | Religare Capital Markets Limited | — | — | — | — | — | — | 0.09 | 0.18 | 0.09 | 0.18 |
| | Religare Macquarie Wealth Management Ltd. | — | — | — | — | — | — | 0.49 | — | 0.49 | — |
| | Religare Finvest Limited | — | — | — | — | — | — | 0.21 | 0.51 | 0.21 | 0.51 |
| | Religare Finance Ltd | — | — | — | — | — | — | 0.03 | — | — | — |
| | REL Infracilities Limited | — | — | — | — | — | — | 0.07 | 0.79 | 0.07 | 0.79 |
| | Religare Enterprises Limited | — | — | — | — | — | — | 20.57 | — | 20.57 | — |
| | Religare Commodities Limited | — | — | — | — | — | — | 0.01 | 2.14 | 0.01 | 2.14 |
| | Religare Insurance Broking Limited | — | — | — | — | — | — | 0.03 | — | 0.03 | — |
| | RELIGARE CAPITAL MARKETS PLC | — | — | — | — | — | — | 0.05 | — | 0.05 | — |
| | RHC HOLDING PRIVATE LIMITED | — | — | — | — | — | — | 2.38 | — | 2.38 | — |
| | RELIGARE INFOTECH PRIVATE LIMITED | — | — | — | — | — | — | 0.25 | — | 0.25 | — |
| | Religare Securities Limited | — | — | — | — | — | — | 0.69 | 18.42 | 0.69 | 18.42 |
| Expense Reimbursement by other Companies Total | | — | — | — | — | — | — | 76.66 | 28.46 | 76.66 | 28.46 |
| Expense Reimbursement to other Companies | Dion Global Solutions Limited | — | — | — | — | — | — | 555.70 | 564.09 | 555.70 | 564.09 |
| | Religare Capital Markets Limited | — | — | — | — | — | — | 0.10 | — | 0.10 | — |
| | Religare Commodities Limited | — | — | — | — | — | — | 0.23 | — | 0.23 | — |
| | Religare Enterprises Limited | — | — | — | — | — | — | 0.29 | 0.18 | 0.29 | 0.18 |
| | Religare Finvest Limited | — | — | — | — | — | — | 0.35 | — | 0.35 | — |
| | Religare Insurance Broking Limited | — | — | — | — | — | — | 0.17 | — | 0.17 | — |
| | Religare Securities Limited | — | — | — | — | — | — | 8.17 | — | 8.17 | — |
| | Religare Macquarie Wealth Management Ltd. | — | — | — | — | — | — | 0.49 | — | 0.49 | — |
| | REL Infracilities Limited | — | — | — | — | — | — | 24.11 | — | 24.11 | — |
| Expense Reimbursement to other Companies Total | | — | — | — | — | — | — | 589.60 | 564.27 | 589.60 | 564.27 |
| Professional Fees | Maninder Singh Grewal | — | — | — | — | 39.56 | — | — | — | 39.56 | — |
| Professional Fees Total | | — | — | — | — | 39.56 | — | — | — | 39.56 | — |
| OUTSTANDING BALANCES | | | | | | | | | | | |
| Receivables | | | | | | | | | | | |
| Receivables | Aegon Religare Life Insurance Co. Ltd | — | — | — | — | — | — | 97.92 | 113.97 | 97.92 | 113.97 |
| | Religare Aviation Limited | — | — | — | — | — | — | 24.53 | 21.12 | 24.53 | 21.12 |
| | Religare Asset Management Company Limited | — | — | — | — | — | — | 1.51 | — | 1.51 | — |
| | Religare Arts Initiative Limited | — | — | — | — | — | — | 2.83 | 1.67 | 2.83 | 1.67 |

| Nature of Transactions | Name of the Related Party | Associates and joint ventures of the reporting enterprise | | Individual owing directly or indirectly interest in voting power | | Key management personnel and relatives of such personnel | | Enterprises over which Key Management Personnel/Relatives | | Total | |
|------------------------|---|---|---------|--|---------|--|---------|---|---------|---------|---------|
| | | 2010-11 | 2009-10 | 2010-11 | 2009-10 | 2010-11 | 2009-10 | 2010-11 | 2009-10 | 2010-11 | 2009-10 |
| | Religare Capital Markets Limited | — | — | — | — | — | — | 12.41 | — | 12.41 | — |
| | Religare Commodities Limited | — | — | — | — | — | — | 29.61 | 24.52 | 29.61 | 24.52 |
| | Religare Enterprises Limited | — | — | — | — | — | — | — | 160.42 | — | 160.42 |
| | Religare Finvest Limited | — | — | — | — | — | — | 102.27 | 53.55 | 102.27 | 53.55 |
| | Religare Health Insurance Company Limited | — | — | — | — | — | — | 49.33 | 0.63 | 49.33 | 0.63 |
| | Religare Insurance Broking Limited | — | — | — | — | — | — | 90.41 | 90.75 | 90.41 | 90.75 |
| | Religare Macquarie Wealth Management Limited | — | — | — | — | — | — | 6.49 | 0.59 | 6.49 | 0.59 |
| | REL Infracilities Limited | — | — | — | — | — | — | 424.63 | — | 424.63 | — |
| | Religare Travels India Limited | — | — | — | — | — | — | 3.77 | 0.36 | 3.77 | 0.36 |
| | Religare Wellness Limited | — | — | — | — | — | — | 20.43 | 43.27 | 20.43 | 43.27 |
| | Escorts Hospital and Research Centre Limited | — | — | — | — | — | — | 0.05 | 2.27 | 0.05 | 2.27 |
| | Escorts Heart Institute and Research Centre Limited | — | — | — | — | — | — | 2.37 | 6.55 | 2.37 | 6.55 |
| | Fortis Clinical Research Limited | — | — | — | — | — | — | 0.82 | 0.82 | 0.82 | 0.82 |
| | Fortis Hospital Limited | — | — | — | — | — | — | 30.73 | 153.64 | 30.73 | 153.64 |
| | Fortis Healthcare Limited | — | — | — | — | — | — | 98.26 | 19.61 | 98.26 | 19.61 |
| | Fortis Hospotel Limited | — | — | — | — | — | — | 2.73 | 16.34 | 2.73 | 16.34 |
| | RHC Holding Pvt. Ltd. | — | — | — | — | — | — | 2.76 | 0.29 | 2.76 | 0.29 |
| | International Hospital Limited | — | — | — | — | — | — | 0.60 | — | 0.60 | — |
| | Religare Securities Limited | — | — | — | — | — | — | 334.18 | — | 334.18 | — |
| | Religare Venture Capital Limited | — | — | — | — | — | — | 0.57 | 0.57 | 0.57 | 0.57 |
| | Vistar Religare Capital Advisory Limited | — | — | — | — | — | — | 0.25 | 0.25 | 0.25 | 0.25 |
| | Religare Housing Development Finance Corp. Ltd | — | — | — | — | — | — | 8.00 | 1.93 | 8.00 | 1.93 |
| | Fortis Escorts Hospital Limited | — | — | — | — | — | — | — | — | — | — |
| | Sunrise Medicare Pvt Ltd. | — | — | — | — | — | — | 0.61 | — | 0.61 | — |
| | Impact Projects Private Limited | — | — | — | — | — | — | — | — | — | — |
| | Impact Agencies Pvt Ltd | — | — | — | — | — | — | 0.01 | — | 0.01 | — |
| | Religare Aviation Engineering Private Limited | — | — | — | — | — | — | 0.36 | — | 0.36 | — |
| | Religare Aviation Training Academy Private Limited | — | — | — | — | — | — | 1.09 | — | 1.09 | — |
| | Religare Capital Markets Plc | — | — | — | — | — | — | 5.99 | — | 5.99 | — |
| | Religare Voyages Business Services Private Limited | — | — | — | — | — | — | 1.09 | — | 1.09 | — |
| | Medsource Healthcare Private Limited | — | — | — | — | — | — | 0.55 | 1.03 | 0.55 | 1.03 |
| | Hiranandani Healthcare Pvt Ltd. | — | — | — | — | — | — | 0.39 | — | 0.39 | — |
| | Religare Finance Ltd | — | — | — | — | — | — | 0.58 | — | 0.58 | — |
| | DION GLOBAL SOLUTIONS LIMITED | — | — | — | — | — | — | 127.90 | — | 127.90 | — |
| | RELIGARE INFOTECH PRIVATE LIMITED | — | — | — | — | — | — | 0.25 | — | 0.25 | — |
| | Super Religare Laboratories Limited | — | — | — | — | — | — | 75.10 | 123.91 | 75.10 | 123.91 |

| Nature of Transactions | Name of the Related Party | Associates and joint ventures of the reporting enterprise | | Individual owing directly or indirectly interest in voting power | | Key management personnel and relatives of such personnel | | Enterprises over which Key Management Personnel/Relatives | | Total | |
|---|---|---|---------|--|---------|--|---------|---|----------|----------|----------|
| | | 2010-11 | 2009-10 | 2010-11 | 2009-10 | 2010-11 | 2009-10 | 2010-11 | 2009-10 | 2010-11 | 2009-10 |
| Receivables Total | | — | — | — | — | — | — | 1,561.40 | 838.06 | 1,561.40 | 838.06 |
| Payables | | | | | | | | | | | |
| Inter Corporate Deposits | Religare Finvest Limited | — | — | — | — | — | — | 3,737.00 | 2,001.00 | 3,737.00 | 2,001.00 |
| | RHC Holding Private Limited | — | — | — | — | — | — | 80.00 | — | 80.00 | — |
| | Oscar Investments Limited | — | — | — | — | — | — | 50.00 | 1,500.00 | 50.00 | 1,500.00 |
| Inter Corporate Deposits Total | | — | — | — | — | — | — | 3,867.00 | 3,501.00 | 3,867.00 | 3,501.00 |
| Interest on Inter Corporate Deposits | Religare Finvest Limited | — | — | — | — | — | — | 501.98 | 91.13 | 501.98 | 91.13 |
| | RHC Holding Private Limited | — | — | — | — | — | — | 1.44 | 70.07 | 1.44 | 70.07 |
| | Oscar Investments Limited | — | — | — | — | — | — | 2.30 | 0.30 | 2.30 | 0.30 |
| Interest on Inter Corporate Deposits Total | | — | — | — | — | — | — | 505.71 | 161.50 | 505.71 | 161.50 |
| Other Payables | Dion Global Solutions Limited | — | — | — | — | — | — | — | 478.38 | — | 478.38 |
| | Religare Securities Limited | — | — | — | — | — | — | — | 8.36 | — | 8.36 |
| | Religare Enterprises Limited | — | — | — | — | — | — | 36.54 | — | 36.54 | — |
| | Religare Finvest Limited | — | — | — | — | — | — | — | — | — | — |
| | Religare Asset Management Company Limited | — | — | — | — | — | — | — | 0.64 | — | 0.64 |
| | Religare Capital Markets Limited | — | — | — | — | — | — | — | 112.10 | — | 112.10 |
| | REL Infracilities Limited | — | — | — | — | — | — | 163.04 | 56.69 | 163.04 | 56.69 |
| Other Payables Total | | — | — | — | — | — | — | 199.57 | 656.17 | 199.57 | 656.17 |
| Payables Total | | — | — | — | — | — | — | 4,572.29 | 4,318.67 | 4,572.29 | 4,318.67 |

I. Disclosures relating to actuarial valuation of Leave Encashment and Gratuity Liability:

(Amount in ₹)

| | | Leave Encashment | Gratuity |
|------|--|------------------------|------------------------|
| I | Assumptions as at 31st March, 2011 | | |
| | Mortality | LIC (1994-96) Ultimate | LIC (1994-96) Ultimate |
| | Discount Rate | 8% p.a. | 8% p.a. |
| | Rate of Increase in Compensation | 6% p.a. | 6% p.a. |
| | Rate of return(expected) on plan assets | N.A | N.A |
| | Withdrawal Rates | 20% p.a. to 2% p.a. | 20% p.a. to 2% p.a. |
| | Expected Average Remaining Service | 26 | 26 |
| II | Changes in present value of obligations | | |
| | PBO at beginning of period | 4,959,822 | 10,475,666 |
| | Interest Cost | 103,442 | 265,267 |
| | Current Service Cost | 3,563,667 | 9,492,019 |
| | Expenses recognised on account of transfer of liability from ISD | 49,007 | 278,501 |
| | Benefits Paid | 5,875,540 | 577,381 |
| | Actuarial (Gain)/Loss on Obligation | 1,975,680 | (6,715,127) |
| | PBO at end of period | 4,776,078 | 13,218,945 |
| III | Changes in Fair Value of Plan Assets | | |
| | Fair Value of Plan Assets at beginning of period | | |
| | Expected Return of Plan Assets | | |
| | Contributions | | |
| | Benefits paid | N.A | N.A |
| | Actuarial Gain / (Loss) on Plan Assets | | |
| | Fair Value of Plan Assets at end of period | | |
| IV | Fair Value of Plan Assets | | |
| | Fair Value of Plan Assets at beginning of period | | |
| | Actual Return of plan assets | | |
| | Contributions | | |
| | Benefit paid | N.A | N.A |
| | Fair Value of Plan Assets at end of period | | |
| | Funded Status | | |
| | Excess of actual over estimated return on Plan Assets | | |
| V | Actuarial Gain/(Loss) Recognised | | |
| | Actuarial Gain/(Loss) for the period (Obligation) | (1,975,680) | 6,715,127 |
| | Actuarial Gain/(Loss) for the period (Plan Assets) | N.A | N.A |
| | Total Gain/(Loss) for the period | (1,975,680) | 6,715,127 |
| | Actuarial Gain/(loss) Recognised for the period | (1,975,680) | 6,715,127 |
| | Unrecognised Actuarial Gain /(Loss) at the end of period | NIL | NIL |
| VI | Amounts to be recognised in the Balance Sheet | | |
| | PBO at the end of period | 4,776,078 | 13,218,945 |
| | Fair Value of Plan Assets at end of period | N.A | N.A |
| | Funded Status | — | — |
| | Unrecognised Actuarial Gain /(Loss) | — | — |
| | Net (Asset)/Liability recognised in the Balance Sheet | 4,776,078 | 13,218,945 |
| VII | Expense Recognised | | |
| | Current Service Cost | 3,563,667 | 9,492,019 |
| | Interest Cost | 103,442 | 265,267 |
| | Expected Return on Plan Assets | N.A | N.A |
| | Net Actuarial Gain /(Loss) recognised for the period | (1,975,680) | 6,715,127 |
| | Expenses recognised on account of transfer of liability from ISD | 49,007 | 278,501 |
| | Expense recognised in the statement of Profit & Loss A/c | 5,691,796 | 3,320,660 |
| VIII | Movements in the liability recognised in Balance Sheet | | |
| | Opening Net Liability | 4,959,822 | 10,475,666 |
| | Expenses as above | 5,691,796 | 3,320,660 |
| | Contribution paid | 5,875,540 | 577,381 |
| | Closing Net Liability | 4,776,078 | 13,218,945* |

*amount of ₹ 1,152,493 as a guaranteed gratuity payment to the employees is not included in Actuarial Valuation.

- m. Due to change of policy regarding recognition of prepaid expenses in case of expenses more than ₹ 20,000/- , the expenditure during the period has been increase by ₹ 1.28 Lacs
- n. Additional particulars required to be furnished as per Part-II of Schedule VI of the Companies Act 1956.

(Amount in ₹)

| Item's Name | Opening Balance | | Purchases | | Closing Balance | |
|----------------------|--------------------|-------------------|--------------------|---------------------|--------------------|--------------------|
| | Quantity (Pcs.) | Value (₹) | Quantity (Pcs.) | Value (₹) | Quantity (Pcs.) | Value (₹) |
| Platform | 4115 | 22,176,659 | 52,063 | 23,84,88,723 | 1,473 | 1,70,36,447 |
| Networking | 715 | 2,053,730 | 58,583 | 2,42,56,625 | 521 | 23,14,719 |
| Storage and Servers | 231 | 5,921,229 | 13,498 | 14,51,35,744 | 424 | 98,08,447 |
| Information Security | 110 | 125,860 | 69,667 | 7,71,19,790 | 6 | 30,127 |
| Grand Total | 5,171 | 30,277,478 | 1,93,811 | 48,50,00,883 | 2,419 | 2,91,89,770 |

- o. In view of accumulated losses, no provision for income tax is considered necessary.
- p. The Company has unabsorbed depreciation and carry forward losses under the Income Tax Act 1961. Accordingly, keeping in view absence of virtual certainty, deferred tax assets have not been recognised.
- q. Taking into account management's assessment of growth of business, the accounts of the company have been prepared on a "Going Concern" basis even though, the net worth of the Company has substantially eroded due to accumulated losses.
- r. Other Information with regards to other matters specified in clauses 3,4,4A,4C and 4D of Part II of Schedule VI to the Companies Act, 1956 are either nil or not applicable to the Company for the period ended March 31, 2011.
- s. There are no transactions during the year with Micro, Small and Medium Enterprises during the year and as such there is no balance outstanding as at March 31, 2011.

Signature to Schedule A to S forming part of the Financial Statements

As per our Audit Report of even date attached

For and on behalf of
RRCA & Associates
(Chartered Accountants)

Ravi Kumar (Partner)
Membership No. 508424
Firm Registration No. 022107N

Place : New Delhi
Date : 10th August, 2011

For and on behalf of Board of Directors

Sd/-
M. S. Grewal
Managing Director
(DIN: 00648031)

Sd/-
Sunil Godhwani
Director
(DIN: 00174831)

Rahul Ranjan
(Company Secretary)

Balance Sheet Abstract and Company's General Business Profile as per Part IV Of Schedule VI Of the Companies Act,1956

| | | |
|----------|--|--------------------------------|
| 1 | Registration Details | |
| | Registration No. | U72300DL2009PLC190552 |
| | State Code | 55 |
| | Balance Sheet Date | 31st March 2011 |
| 2 | Capital Raised During the year | Amount in ₹ (Thousands) |
| | Public Issue | Nil |
| | Right Issue | Nil |
| | Bonus Issue | Nil |
| | Private Placement | Nil |
| 3 | Position of Mobilisation and Deployment of Funds | Amount in ₹ (Thousands) |
| | Total Liabilities | 1,255,380 |
| | Total Assets | 1,255,380 |
| | Source of Funds | Amount in ₹ (Thousands) |
| | Paid-up Capital | 81,295 |
| | Reserves and Surplus | 0 |
| | Secured Loans | 1,700,512 |
| | Unsecured Loans | 432,214 |
| | Application of Funds | Amount in ₹ (Thousands) |
| | Net Fixed Assets | 470,308 |
| | Investments | 30,903 |
| | Net Current Assets | 498,546 |
| | Miscellaneous Expenditure | 0 |
| | Accumulated Loss | 1,214,263 |
| 4 | Performance of the Company | Amount in ₹ (Thousands) |
| | Turnover | 948,469 |
| | Total Expenditure | 1,650,131 |
| | Profit Before Tax | (701,662) |
| | Profit After Tax | (701,662) |
| | Earning Per Share in ₹ | (86.31) |
| | Dividend Rate % | Nil |
| 5 | Generic Names of Principal Products and Services of the Company (As per Monetary Terms) | |
| | Item Code No. | N.A. |
| | Product Description | Information Technology |

For and on behalf of Board of Directors

Sd/-
M. S. Grewal
 Managing Director
 (DIN: 00648031)

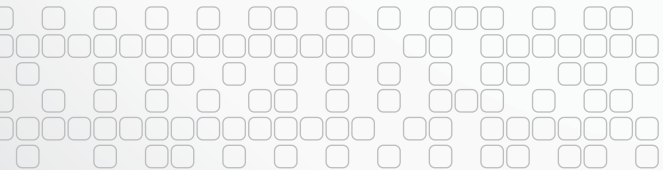
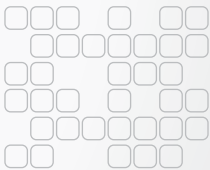
Sd/-
Sunil Godhwani
 Director
 (DIN: 00174831)

Rahul Ranjan
 (Company Secretary)

Place : New Delhi
 Date : 10th August, 2011

Note





Religare Technologies Limited
www.religaretech.com

Registered Office
25, Nehru Place, New Delhi-110019