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Board of Directors

Mr. Shivinder Mohan Singh
Mr. Sunil Godhwani
Mr. Harpal Singh
Mr. Maninder Singh Grewal
Dr. Amit Varma
Mr. Vikram Sahgal
Dr. Preetinder Singh Joshi
Mr. Padam Bahl
Mr. R. K. Shetty
Capt. G.P.S. Bhalla

Non-Executive Director
Non-Executive Director
Non-Executive Director
Managing Director
Non-Executive Director
Independent Director
Independent Director
Independent Director
Independent Director
Independent Director

COMPANY SECRETARY

Mr. Bhavesh Kishore

REGISTERED OFFICE

D3, P3B, District Centre, Saket, New Delhi – 110017

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 : Air Force Auditorium, Subroto Park, New Delhi-110010
Date : August 29, 2012
Day : Wednesday
Time : 5.30 PM



Message from Managing Director

Dear Stakeholders,

I am privileged to present to you the 3rd Annual Report of your Company for the financial year ended March 31, 2012. Once again we have had an eventful year. Last year we took a significant strategic decision to align our business to the HealthCare vertical and in FY 2011-12 we have moved forward in that direction to make Religare Technologies Ltd a healthcare IT company focusing on the products and services required for the HealthCare sector. In the changing world of IT/ITES we have a first mover advantage.

As a sector HealthCare IT records more than industry average growth and the companies where this sector gives significant revenue share are growing faster than IT companies traditionally focused on a relatively broader IT services space.

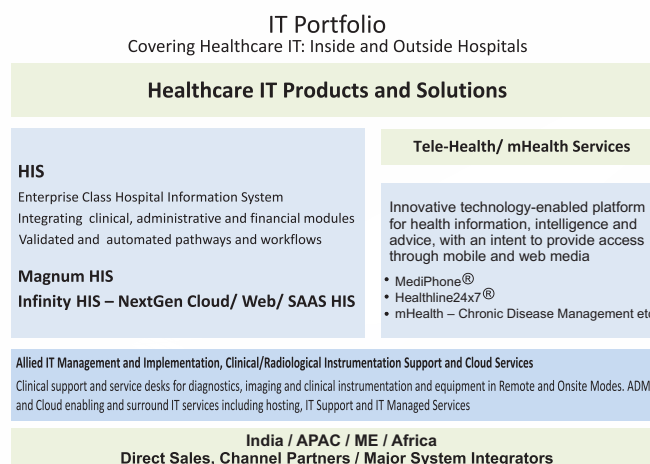
We spent most of the last year in evaluating the Magnum product and ensuring that we retained our customer base which we got as part of the acquisition from Sobha Renaissance Information Technology Private Limited. At the same time we started the mHealth initiative with HealthLine24x7 – a new field where there were no models and we were the pioneers in India for such services.

We have made structural changes in business lines and products and these have been implemented to ensure that our experience and learning from the first year is adequately captured and we can insure ourselves from any dips in IT/ITES business coming from global economic cues and an election year in the US.

One significant milestone was the commencement of MediPhone services in association with Airtel and MediBank, Australia. This is a Value Added service where the caller is charged a fixed sum for advice and other healthcare related services from a qualified healthcare professional. Thus while the HealthLine24x7 model was based on revenue from over 15 categories of healthcare organizations and was a free service to incoming callers, mediPhone reversed the model with the revenue coming from incoming callers. Both had degrees of success and with Airtel's base of 183 million active subscribers and over 900 million mobile connections in India, these models will lead to significant revenues and it is a matter of time before the concepts become acceptable to the mobile subscribers.

On the Magnum and the product side, we started working on enhancements to Magnum and building new modules to leverage emerging technologies like cloud and SAAS as well as incorporate mobile and web interfaces and applications. Thus our new generation products will be available in tablets based on Apple iOS and Android operating systems and will be available on smartphones and tablets.

Our current organization structure and work can best be represented by the following diagram :



contd...

The mHealth portfolio and our experience in this field will enable us to leverage these to address the huge space of government healthcare as also develop niche verticals like chronic disease management and revenue models based on specific diseases like diabetes, hypertension, Alzheimer's, Nephrology etc. Our promoter group's hospitals and pathology labs under the Fortis brand provide us with the medical validity required for credibility and sustenance. We are aligned with our promoter group which built large enterprises in the life sciences, finance and healthcare segments and use their deep domain skills to build these products and revenue streams.

One key component in the IT world is people and ability to retain and motivate an innovative and talented group of individuals. For a product focused company this is an ongoing and formidable task. I am glad to report that we have been successful in building and retaining a very talented team whether in the product space or in the mHealth space and we intend to bring in HR policies to reward and encourage innovation and talent.

At the same time none of this can be done without your support. We are building the foundation of a very large business and involve creation of valuable IP and the time frames can be longer compared to a pure services business. Creating credibility and generating customer faith in the company and its products does not come easily and is a journey by itself. While the rewards are higher in terms of IP creation and brand, the time and trust that we will need from you is also greater. We thank you for the continued trust and faith and look forward to your support in the years ahead.

Sincerely

Sd/-

Maninder Singh Grewal

Managing Director

Religare Technologies Limited



About HealthFore

Religare Technologies Limited is a technology company focusing on Healthcare IT and IT services in the healthcare domain. 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 using inorganic opportunities to grow faster.

Under Religare Technologies we use specific branding for Healthcare IT. Thus HealthFore provides Healthcare IT products and services that help customers achieve business objectives while providing quality patient care. It focuses on creating innovative services, solutions and platforms that provide consumers with continuum care, on-demand. Each of our offerings is backed by our extensive technology & domain knowledge, rigorous adherence to global standards and a global delivery experience.

The breadth of our solution portfolio allows us to partner with corporates, providers, as well as direct consumers/patients. We believe we are uniquely positioned to offer integrated products and services which range from HIS & RIS/ PACS solutions for hospitals, to our Mediphone service which can be used by consumers directly to get medical advice on-demand 24X7. Our integrated portal and EMR solutions provide all our customers, B2B and B2C, the ability to get the best clinical assistance possible.

HealthFore has three divisions, which are:

- HAPS (Healthcare Application & Products Solutions)
End-to-end HIS, EMR, RIS/ PACS products catering to clinics, hospitals and diagnostic chains
- HIMS (Healthcare Information Management Services)
Innovative mHealth services for patients and consumers, leveraging clinical excellence with technology
- HITS (Healthcare Infrastructure & Technology Services)
Infrastructure, data center and hosting services for healthcare providers



What we do?

We have 3 main lines of Business

Healthcare Application & Products Solutions (HAPS)

Healthcare Information Management Services (HIMS)

Healthcare Infrastructure & Technology Services (HITS)

Healthcare Application & Products Solutions (HAPS)

HAPS is the product group creating and supporting products and systems which span the entire clinical, administrative and back offices functions of clinics, labs and hospitals.

HealthFore's Magnum suite products provide rich HIS and RIS-PACS solutions which span the entire clinical, administrative and back offices functions of clinics, labs and hospitals. Magnum solutions are currently supporting healthcare providers in 11 countries.

We are in the process of defining a product roadmap and integrating new technologies like cloud, big data as well as integrating Apple iOS and Android systems for tablets and smart phones. This is an ongoing product development cycle which is aligned to global best practices in software product development.

The Healthcare IT portfolio addresses applications and services across the spectrum of products and services required by industry from small clinics to multi location enterprise hospital chains. Our skills and experience in running enterprise class IT architectures and installations in partnerships with Microsoft, HP, IBM, EMC, CISCO and other market leading technology providers, coupled with product engineering capabilities covering healthcare applications and products, as well as enablers like Cloud, Surface, SaaS etc, enable us to bring seamless solutions to every segment of the healthcare provider market. The development center in Bangalore provides the best software engineering practices and tools to enable the best talent to deliver world class software code and modules.

The implementation and support teams focus on current clients and new orders and is now capable of delivering and maintaining multiple clients and instances once again using ITIL practices and processes to deliver a great customer experience. In the past year this team has been able to retain all our older customers and well as support new installations.

Healthcare Information Management Services (HIMS)

HIMS is the healthcare services division of HealthFore, which focuses on providing innovative and affordable mHealth solutions to consumers in India. In August 2011, we launched the on-demand doctor-on-phone service, Mediphone, in partnership with Airtel. The service provides round the clock access to medical information, counseling and consulting, through telephony and internet, using our MedSmart platform.

HIMS is also working with healthcare provider and insurance companies to offer their MedConsult services to their customers. Besides offering on-demand doctor-on-phone service, MedConsult also brings specialized services to help patients manage a growing list of lifestyle ailments like diabetes, obesity and hypertension.

MedConsult is extending its service to offer medical & wellness content to consumers through a variety of channels like SMS, emails, auto-dialers and IVR, distributed through our partners like Airtel, and also direct through MedSmart.

Public Services is the other area of interest for HIMS; we are currently engaged with a number of state governments to offer the MedConsult service portfolio, and have recently won our first disease surveillance project.



Healthcare Infrastructure & Technology Services (HITS)

HITS is the support division of HealthFore which caters to the infrastructure and hosting needs of the healthcare providers. The division provides end-to-end IT Infrastructure management & solutions that drive business transformation using industry specific knowledge combined with healthcare domain expertise.

Typical offerings of this division include:

- Integrated Infrastructure Management Services
- Data Centre Services
- Managed IT Services
- Enterprise Technology Solutions
- System & Software Solutions
- Network & Security Solutions
- Server, Storage & Virtualization Solutions.

HITS currently provide turnkey hosting service for one of India's largest hospital chain, managing their servers, storage, and enterprise software out of a Tier 3 data center.

The 3 divisions work in tandem to provide our customers an end to end healthcare It experience enabling them to focus on their core clinical skills using a key mix of domain and technology which is unique in the Industry.



Financial Declaration

DIRECTORS' REPORT

Dear Members, Religare Technologies Limited

Your Directors present the 3rd Annual Report on the business and operations of the Company along with the Audited Accounts for the financial year ended March 31, 2012.

FINANCIAL PERFORMANCE

The financial performance of the Company for the Financial Years 2011-12 and 2010-11 is summarized below:

(₹ in Million)

Particulars	2011-12	2010-11
Total Income	791.70	946.71
Total Expenditure	1,521.04	1,648.37
Profit/ (Loss) before Tax	(729.34)	(701.66)
Profit/ (Loss) after Tax	(729.34)	(701.66)
Balance brought forward from previous year	(1,214.26)	(512.60)
Balance carried to Balance Sheet	(1,943.60)	(1,214.26)

BUSINESS OVERVIEW

The total Income of the Company is ₹ 791.70 Million during the financial year 2011-12 as against the total Income of ₹ 946.71 Million in the previous financial year 2010-11. However, the total expenditure is ₹ 1521.04 Million as against ₹ 1648.37 Million in the previous year.

During the year under review, your Company had launched mHealth initiative with HealthLine24x7, a free service backed by revenues from subscriptions from the healthcare providers like doctors, path labs, radiology clinics, etc. This is a first time that this kind of service is launched in India and revenue models for the same are still being refined and with sustained effort and a fine team, your Company will be leaders in this segment having got the first mover advantage.

Your Company had achieved another significant milestone with the commencement of MediPhone services in association with Airtel and MediBank, Australia. This is a Value Added service where the caller is charged a fixed sum for advice and other healthcare related services from a qualified healthcare professional. Any one calling 54445 can avail of this service at nominal charges.

Both the above models had degrees of success and with Airtel's base of 160 million active subscribers and over 900 million mobile connections in India, these models will lead to significant revenues and it's a matter of time before the concepts become acceptable to the mobile subscribers.

FUTURE OUTLOOK

Analysts estimate US HealthCare spend at \$2.5 trillion projected to be \$4.6 trillion by 2020. The Outsourcing opportunity in US HealthCare is expected to be around \$ 24 billion over next 4-5 years.

To give shareholders an idea of the Healthcare sector and the growth it is providing to IT Companies, we would like to highlight that Healthcare IT is contributing 27% of total revenue of Cognizant and grown at pace of 38% in 2011 in comparison for the quarter ending December 2011, Healthcare and life sciences contributed 5.3% to Tata Consultancy Services revenue while the figure was 10% for Wipro Limited. The segment contributed 1.8% to Infosys Limited revenue and HCL's healthcare division contributed 8.3%. Cognizant's growth is thus largely due to the significant size of its healthcare portfolio. (Source: ET March 11, 2012)

In Middle East and Africa, HealthCare spending by healthcare providers would be \$ 4.8 billion by 2015, growing at a CAGR of 4.5 % from \$ 4.0 billion today. Healthcare IT spent in India is expected to grow from \$274.2 million in 2009 to \$0.9 billion in 2015, growing at a CAGR of 22% from 2009-2013.

Your Company is developing services and solutions for addressing the government initiatives in public healthcare and is now an active participant in tenders for 104 to 108 services in many states. Being relatively a new comer, your Company is working very hard to ensure that we get a significant share of this spent.

The Company's directions in HealthCare IT and IT Services surrounding the HealthCare segment align with high growth sectors. Your Company will be able to draw significant synergies from its promoter group interests in this sector and will be one of the few IT Companies with such access to a niche domain and combining ICT technology with medicine, has a unique position in the IT Industry. The Healthcare Sector and HealthCare IT is one of the few areas less affected by global economic fluctuations and turmoil and your Company in a short span of 2 years is now positioned to address this.

We intend to focus on emerging markets and high growth economies where the need for such products and services is high.

Your Board is confident that with the steps taken in FY 2011-12 and the realignment and focus on HealthCare IT, your Company is now ready for a cycle of sustained growth.

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, 2012.

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.

LISTING OF EQUITY SHARES OF THE COMPANY

The Board is pleased to inform that the Equity Shares of your Company got listed on BSE Limited (BSE) and trading of the Equity Shares of the Company commenced with effect from August 22, 2011. The Scrip ID of the Company is RTL and the Scrip Code is 533525.

The Annual Listing Fee for the Financial Year 2012-13 has been paid to the BSE.

CORPORATE GOVERNANCE

Your Board is committed to uphold the highest standards of Corporate Governance and adhere to the requirements set out by Clause 49 of the Listing Agreement with the Stock Exchange.

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 Discussion and Analysis Report for the year under review, as stipulated under Clause 49 of the Listing Agreement with the Stock Exchange, is presented in a separate section and forms part of the Directors' Report.

DIRECTORS

In accordance with the provisions of the Companies Act, 1956 and Articles of Association of the Company, Mr. Shivinder Mohan

Singh, Mr. Sunil Godhwani and Mr. Padam Narain Bahl, are liable to retire by rotation at the ensuing Annual General Meeting and being eligible, have offered themselves for re-appointment.

The brief profile of the Directors who are retiring by rotation and recommended for re-appointment, nature of their expertise in specific functional areas and name of companies in which they hold directorship including membership/chairmanship of board committees and number of shares held in the Company are provided in the Report on Corporate Governance forming part of the Annual Report as per the requirement of Clause 49 of the Listing Agreement.

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 endeavor has been made to ensure the optimal use of energy, avoid wastage and conserve energy as far as possible.

FOREIGN EXCHANGE EARNINGS AND OUTGO

Your Company has incurred expenditure of ₹ 5.36 Million (Previous Year: ₹ 3.17 Million) in Foreign Exchange and earned ₹ 68.90 Million (Previous Year: ₹ 51.40 Million) in Foreign Exchange during the year 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, 2012, 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, 2012, 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, 2012 on a 'going concern' basis.

AUDITORS

M/s RRCA & Associates (Firm Registration No. 022107N), 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

With reference to adverse remarks in Clause IX (a) and (b) of Annexure to Auditors' Report for the financial year ended March 31, 2012, we would like to state that for availing the Professional Tax & Labour Welfare Fund registration number/s it is mandatory to have registered offices with respective Municipal Corporations. Most of the employees in our company were deputed at client locations and we did not have the registered offices for further availing the registration number/s because of which the payments could not be deposited.

We have reconciled our total liability towards Professional Tax & Labour Welfare Fund and are closely working with compliance vendor to ensure to deposit the pending liability with respective Municipal Corporation/s by 30th September, 2012.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company's internal control system comprises audit and compliance in-house supplemented by internal audit checks. In view of the diversified activities, safety of large volumes of data, system and process is a challenge for the Company. The Company has an internal control mechanism to find the areas of internal control weaknesses and to take remedial measures to remove the deficiencies, wherever noticed and at the same time to identify the areas of strength and to ensure continual of the same.

To ensure efficiency of the Internal Audit, the Audit Committee of the Board is kept apprised of such checks and follow-up measures taken.

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, forms part of the Directors' Report. However, in pursuance of Section 219(1)(b)(iv) of the Act, this Report is being sent to all the Members of the Company excluding the aforesaid information and the said particulars are made available at the Registered Office of the Company. The Members desirous of obtaining such particulars may write to the Company Secretary at the Registered Office of the Company.

ACKNOWLEDGEMENTS

Your Directors wish to express their sincere appreciation for the co-operation and assistance received from the Bankers, Regulatory Authorities, Stakeholders including Customers and other business associates who have extended their valuable 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.

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 : July 31, 2012

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 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

Indian healthcare sector is one of the fastest growing sectors in India. According to Fitch – a premier rating agency, Indian healthcare currently valued at US\$ 65 billion and is expected to reach US\$ 100 billion by 2015. The key factors driving this change are an increasing population with a large middle class, growing lifestyle-related health issues, new and different models of providing treatment, increasing health insurance penetration and large government initiatives on public healthcare and disease prevention.

The Government is focusing on developing an all-inclusive healthcare policy for covering the rural population. More reliable broadband and maturity in mobility space has generated new applications and remote treatment and diagnosis of patients via mobile-based healthcare is now a reality and is a growing segment. With more mobility enabled devices available the market is set to explode. A recent report by global consulting firm Frost & Sullivan, says EMR (Electronic Medical Record) services have a high growth potential in India. This market is expected to at an estimated CAGR of 13.55% between 2012 and 2016.

(Source: http://www.albrightstonebridge.com/healthcare_india/)

A. Industry Structure and Developments

The Indian IT industry continued to grow, continuously adapting itself to the changing needs of the market. In FY 2012 the industry set to reach the US\$ 100 billion mark this year. IT industry has been the fastest growing segment in Indian market, recording 18 percent growth rate. While external factors like the US being in an election year and continued economic issues in Europe coupled with a slower than expected recovery in the US market, continue to lead to slower demand. On the other hand, the depreciation of the Indian Rupee renews India's labour arbitrage advantage and the US Dollar at Rs 55.00 levels bring new opportunities. Nasscom in its mid year reviews is still maintaining an average 11-12% growth in the IT/ITES market.

IT outsourcing market is set to grow at a CAGR of about 8 per cent over 2011 to 2013, while off shoring is expected to grow at a little over 7 per cent during the same period.

IT services will be instrumental in the economic and social rise of India in the coming decade. As a result, the domestic IT-BPO market is expected to grow in parallel with the growth of the Indian economy.

(http://www.nasscom.org/sites/default/files/researchreports/SR_2012_Executive_Summary.pdf)

HealthCare IT

Nasscom identifies HealthCare IT as one of the new segments for IT/ITES growth in India. Its importance is clearly illustrated by the performance of Cognizant which is one of the fastest growing IT/ITES company. In terms of revenue, HealthCare IT accounts for 27% of Cognizant annual revenues and this grew at 38% in 2011. Other Indian IT majors have huge plans for growth and acquisitions with HealthCare IT seen as key driver. (ET -11 March 2012)

As a global IT solutions company focussed on products and mobile solutions in the HealthCare IT domain, your 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 software management systems for healthcare providers built around the Magnum suite of products.

Our Company, in FY 2010-11 had 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 digitized health products. 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 functionalities are:

- 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

• **Healthcare Information Management Services Group (HIMS)**

HIMS provides newage healthcare services businesses inbuilt around 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.

HITS (Healthcare Infrastructure & Technology Services)

The anchors the hardware and Infrastructure layer of the hospital and healthcare IT and supports IT infrastructure, data center, security, hosting services etc. for healthcare providers.

Typical offerings of this division include:

- Integrated Infrastructure Management Services
- Data Centre Services
- Managed IT Services
- Enterprise Technology Solutions
- System & Software Solutions
- Network & Security Solutions
- Server, Storage & Virtualization Solutions.

HITS currently provide turnkey hosting service for one of India's largest hospital chain, managing their servers, storage, and enterprise software out of a Tier 3 data center.

B. 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 unallocable 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 ₹)

Particulars	Knowledge Services March 31, 2012	IT Services March 31, 2012	Health Care March 31, 2012	Unallocated March 31, 2012	Total March 31, 2012
(i) Segment Revenue					
External Revenue	77,547,412	457,852,973	88,235,592	168,066,977	791,702,954
Inter-Segment Revenue	–	–	–	–	–
Total Revenue	77,547,412	457,852,973	88,235,592	168,066,977	791,702,954
(ii) Segment Results	(91,213,916)	13,865,969	(347,288,644)	(304,705,156)	(729,341,747)
Total Segment Results	(91,213,916)	13,865,969	(347,288,644)	(304,705,156)	(729,341,747)
Income taxes (Current, Deferred & Fringe benefit tax)	–	–	–	–	–
Profit/(Loss) after tax	(91,213,916)	13,865,969	(347,288,644)	(304,705,156)	(729,341,747)
(iii) Segment Assets	352,476,728	947,791,051	837,279,422	–	2,137,547,201
Unallocated Corporate assets	–	–	–	154,157,401	154,157,401
Total Assets	352,476,728	947,791,051	837,279,422	154,157,401	2,291,704,602
(iv) Segment Liabilities	665,455,551	1,735,354,407	1,715,268,024	37,937,143	4,154,015,126
Total Liabilities	665,455,551	1,735,354,407	1,715,268,024	37,937,143	4,154,015,126
(v) Capital Expenditure	492,137	39,423,116	29,127,512	–	69,042,765
Unallocated Capital expenditure	–	–	–	1,290,576	1,290,576
Total Capital Expenditure	492,137	39,423,116	29,127,512	1,290,576	70,333,341
(vi) Depreciation/Amortisation	11,564,847	75,217,726	60,008,719	22,757,026	169,548,318
Total Depreciation	11,564,847	75,217,726	60,008,719	22,757,026	169,548,318
(vii) Non Cash Expenditure other than Depreciation	39,696,786	33,753,002	52,354,016	1,977,396	127,781,200
Total Non Cash Expenditure	39,696,786	33,753,002	52,354,016	1,977,396	127,781,200

Notes:

- a. 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.
- b. The segment wise revenue and results relate to the respective amounts directly identifiable to each of the segments.

C. Outlook

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.

D. 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 and Healthcare 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.

The Company must find support in its capital structure as it grows. In the short term there will be significant capital requirements that will need to be met. While a healthier pipeline of orders and revenue is forecast, this will be not be enough to provide the funds required for product and business development. As a newcomer competing with cash rich IT/ITES companies, these funds will have to come at comparative levels .

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.

E. Financial Overview of the Company

The total turnover of the Company for the Financial Year 2011-12 was ₹ 792 Million as against ₹ 947 Million in Financial Year 2010-11. The Company has recorded a net loss (before tax) of ₹ 729 Million during the year under review as compared to a loss (before tax) of ₹ 702 Million in Financial Year 2010-11. The reduction in revenue and increase in loss, is mainly due to our effort to realign the company and its product portfolio. Our product and service offering needs continued investment to bring cutting edge innovative solutions and grow into an integrated IT Product and Services Company addressing HealthCare IT.

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 endeavor to create a culture of achievement rewards and recognition practices, robust performance management and appraisal system with transparent and fair application of rules and procedures, we are confident that we will be employers of choice in our industry.

REPORT ON CORPORATE GOVERNANCE

I. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

A good Corporate Governance process aims to achieve balance between shareholders' interest and corporate goals by providing long-term vision of its business and establishing systems that help the Board in understanding and monitoring risk at every stage of the corporate evolution process to enhance the trust and confidence of the stakeholder without compromising with laws and regulations. Corporate Governance essentially is the system by which companies are directed and controlled by the management in the best interest of the stakeholders and others. Corporate Governance ensures fairness, transparency and integrity of the management and is also a way of life rather than a mere legal compulsion. It further inspires and strengthens investor's confidence and commitment to the Company.

The Corporate Governance philosophy of the Company has been further strengthened with the adoption of the Company's Code of Conduct and Code for Prevention of Insider Trading. The Company, through its Board and Committees, endeavors to strike and deliver the highest governing standards for the benefit of its stakeholders.

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, 2012 is stated as follows:

Name of the Director	Category	No. of Directorships held in other companies	No. of Memberships/ Chairmanships on various other board committees	
			Member	Chairman
Mr. Shivinder Mohan Singh	Promoter Director/ Non-Executive Director	6	2	Nil
Mr. Sunil Godhwani	Non-Executive Director	11	3	2
Mr. Harpal Singh	Non-Executive Director	4	2	Nil
Mr. Maninder Singh Grewal - Managing Director	Executive Director	2	1	Nil
Dr. Amit Varma	Non-Executive Director	6	3	1
Mr. Vikram Sahgal	Independent Director	2	1	Nil
Dr. Preetinder Singh Joshi	Independent Director	11	3	4
Mr. Padam Narain Bahl	Independent Director	9	5	4
Mr. Rama Krishna Shetty	Independent Director	1	Nil	Nil
Capt. Gurkir Paul Singh Bhalla	Independent Director	1	Nil	Nil

Notes:

- The directorships held by the Directors, as mentioned above do not include the Alternate Directorships, directorships held in Private Limited Companies, Foreign Companies and Companies under Section 25 of the Companies Act, 1956.
- The Committees considered for the purpose are those prescribed under Clause 49(l)(C)(ii) of the Listing Agreement viz. Audit Committee and Shareholders'/ Investors' Grievance Committee of Indian public limited companies and private limited companies which are public limited companies in terms of section 3(1)(iv)(c) of the Companies Act, 1956.
- The Independence of a Director is determined by the criteria stipulated under Clause 49 of the Listing Agreement.
- None of the Directors are related to each other.
- 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 public companies in which the person is a Director. Necessary disclosures regarding Committee positions in other public limited companies as on March 31, 2012 have been made by the Directors.

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 2011-12, **Four (4)** Board Meetings were held: June 30, 2011, August 10, 2011, October 21, 2011 and February 10, 2012 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.

Last Annual General Meeting was held on September 20, 2011.

Details of attendance of Directors at Board Meetings and Annual General Meeting held during the financial year 2011-12 is as under:

Name of the Director	No. of Board Meetings Attended	Whether Attended last AGM
Mr. Shivinder Mohan Singh	1	No
Mr. Sunil Godhwani	1	No
Mr. Harpal Singh	2	Yes
Mr. Maninder Singh Grewal	4	Yes
Dr. Amit Varma	4	No
Mr. Vikram Sahgal	2	No
Dr. Preetinder Singh Joshi	Nil	Yes
Mr. Padam Narain Bahl	3	No
Mr. Rama Krishna Shetty	3	Yes
Capt. Gurkir Paul Singh Bhalla	4	No

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, 2012 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. Preetinder Singh Joshi	Nil
7.	Mr. Padam Narain Bahl	Nil
8.	Mr. Rama Krishna Shetty	Nil
9.	Capt. Gurkir Paul Singh Bhalla	Nil
	TOTAL	75495

D. SHAREHOLDING OF EXECUTIVE DIRECTOR

The shareholding of Executive Director in the Equity Shares of the Company as on March 31, 2012 is as follows:

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

III. COMMITTEES OF THE BOARD

During the financial year 2011-12, our Board has **Four (4)** Board level Committees – Audit Committee, Shareholders' / Investors' Grievance Committee, Remuneration 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 all 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 Composition of the Audit Committee as at March 31, 2012 was as under:

S.No.	Name	Designation
1.	Mr. Rama Krishna Shetty, Non-Executive and Independent Director	Chairman
2.	Mr. Maninder Singh Grewal, Managing Director	Member
3.	Capt. Gurkir Paul Singh Bhalla, Non-Executive and Independent Director	Member
4.	Mr. Padam Narain 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.

All members of the Audit Committee are financially literate and they have accounting or related financial management expertise.

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

(b) Meetings and attendance during the year

During the financial year 2011-12, **Three (3)** meetings of the Audit Committee were held on August 10, 2011, October 21, 2011 and February 10, 2012.

The attendance of members at the meeting of the Audit Committee held during the financial year 2011-12 was as follows:

Name of the Member	No. of Meetings Attended
Mr. Rama Krishna Shetty	3
Mr. Maninder Singh Grewal	3
Capt. Gurkir Paul Singh Bhalla	3
Mr. Padam Narain Bahl	3

Note: Since the Equity Shares of the Company got listed on BSE Limited with effect from August 22, 2011, the Company was in compliance with the requirements of Section 292A of the Companies Act, 1956 ("Act") up to August 21, 2011 and thereafter i.e. after the date of listing, the Company is in compliance with the requirements of the Listing Agreement in this context as well as Section 292A of the Act.

(c) Terms of Reference

Primarily, the Audit Committee is responsible for:

1. 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.
2. 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.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4. Reviewing, with the management, the annual financial statements before submission to the Board for approval, with particular reference to:

- a. Matters required to be included in the Director's Responsibility Statement to be included in the Directors' 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.

(2) REMUNERATION COMMITTEE

(a) Composition

The Composition of the Remuneration Committee as at March 31, 2012 was as under:

S.No.	Name	Position
1.	Capt. Gurkir Paul Singh Bhalla, Non-Executive and Independent Director	Chairman
2.	Dr. Preetinder Singh Joshi, Non-Executive and Independent Director	Member
3.	Mr. Padam Narain 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 be 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 2011-12, **Two (2)** meetings of Remuneration Committee were held on June 10, 2011 and October 21, 2011.

The attendance of Members at the meeting of the Remuneration Committee held during the financial year 2011-2012 was as follows:

Name of the Member	No. of Meetings Attended
Capt. Gurkir Paul Singh Bhalla	2
Mr. Padam Narain Bahl	2
Dr. Preetinder Singh Joshi	Nil

(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 is 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, 2012 was as follows:

(₹ in Lacs)

Name of the Director	Salary & Allowances	Commission Payable	Perquisites	Retiral Benefits	Total	Stock Options Granted	Service Contract Tenure	Notice Period
Mr. Maninder Singh Grewal	89.31	Nil	16.41	5.56	111.28*	N.A.	Upto 10/10/2013	3 months

* The total remuneration includes the arrears of ₹ 19.20 lacs paid for the period from October 11, 2010 to March 31, 2011 as the Company received the Central Government approval for payment of remuneration in June 2011 effective from October 11, 2010 i.e. the date of appointment of Mr. Maninder Singh Grewal as Managing Director of the Company.

(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 composition of the Shareholders' / Investors' Grievance Committee as at March 31, 2012 was as under:-

S.No.	Name	Position
1.	Capt. Gurkir Paul Singh 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 focuses on shareholders' grievances and strengthening of investor relations, specifically looking into redressal of grievances pertaining to:

- Transfer / transmission / consolidation / splitting of shares
- Dematerialisation / Rematerialisation of shares
- Replacement of lost / stolen / torn / mutilated share certificates
- Non-receipt of notices / documents / Annual reports
- Non-receipt of declared dividends
- Complaints forwarded by Stock Exchange / SEBI, issue of duplicate certificates against lost / misplaced / torn / mutilated share certificates
- Other related issues

The Committee also 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 financial year 2011 – 12, **Twelve (12)** meetings of the Shareholders' / Investors' Grievance Committee were held: September 13, 2011, September 20, 2011, October 14, 2011, October 31, 2011, November 29, 2011, December 15, 2011, December 30, 2011, January 16, 2012, January 30, 2012, February 14, 2012, February 29, 2012 and March 14, 2012.

The attendance of members at the meeting of the Committee held during the financial year 2011-12 was as follows:

Name of the Member	No. of meetings attended
Capt. Gurkir Paul Singh Bhalla	11
Mr. Maninder Singh Grewal	11
Dr. Amit Varma	10

Note: As the Equity Shares of the Company got listed on BSE Limited with effect from August 22, 2011, since then the Company is in compliance with the requirements of the Listing Agreement in this context.

The details of Investors Complaints received and resolved during the year ended March 31, 2012 is as under:

Total complaints received	Total complaints resolved	Total complaints pending
26	26	NIL

Mr. Bhavesh Kishore, 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 two Annual General Meetings were held, the details of which are 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
2010-11	20.09.2011	Tuesday	1.00 PM	PHD Chamber of Commerce & Industry, PHD House, 4/2, Siri Institutional Area, August Kranti Marg, New Delhi- 16	None

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, no Extra-ordinary General Meeting was held.

(c) Postal Ballot

During the financial year 2011-12, the Company has not passed any Resolution through Postal Ballot process.

V. DISCLOSURES

A. Disclosures on materially significant related party transactions that may have potential conflict with the interest of the Company at large

The required statements / disclosures with respect to the related party transactions, are placed before the Audit Committee.

Further, 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.

B. Disclosure of accounting treatment in preparation of Financial Statements

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.

C. Management Discussion and Analysis Report

The Management Discussion and Analysis report forms part of this annual report.

D. Shareholders

Profile of Directors along with the Directorship details who are proposed to be re-appointed is provided in the Directors Category under General Shareholders Information at Sl.No.VIII.

E. Details of non-compliance by the Company

The Company has complied with all the requirements of the Listing Agreement of the Stock Exchange as well as regulations and guidelines issued by SEBI. Hence, 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.

F. Details of Compliance with mandatory requirements

The Company has fully complied with the mandatory requirements of Clause 49 of the Listing Agreement of the Stock Exchange. The Company has submitted the Quarterly Compliance report to the stock exchange within the prescribed time limit.

M/s RB & Associates, Company Secretaries in practice have certified that the Company has complied with the mandatory requirements of corporate governance as stipulated in Clause 49 of the Listing Agreement.

G. Details of Adoption of Non-Mandatory requirements

The Company has complied with and adopted the following non-mandatory requirements of Clause 49 of the Listing Agreement:

(1) The Board

There is no fixed tenure for Independent Directors.

(2) Remuneration Committee

The Board has constituted Remuneration Committee as detailed in Sl.No. III (2) hereinabove. The Chairman of the Remuneration Committee is an Independent Director.

(3) Shareholders' Rights

The quarterly financial results are published in the newspapers as detailed under the heading "Means of Communication" at Sl.No. VII herein below and also displayed on the website of the Company. The results are not separately circulated to the Shareholders.

(4) Audit qualifications

The Company believes in maintaining its accounts in a transparent manner and aims at receiving unqualified report of auditors on the financial statements of the Company. However, the Statutory Auditors of the Company in their report on the Annual Accounts for the financial year 2011-12, have given adverse remarks which has been suitably explained in the Directors Report forming part of this Annual Report.

H. CEO/CFO Certificate

The certificate required under Clause 49(V) of the Listing Agreement duly signed by the Managing Director and CFO was placed before the Board and the same is annexed with this report.

VI. 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.

However, during the year, the Company does not have any subsidiary company.

VII. MEANS OF COMMUNICATION

The Company has promptly reported all material information including declaration of quarterly financial results, press releases, shareholding pattern, news about the Company and certain other shareholder information to the BSE Limited ("BSE"), where the equity shares of the Company are listed. Such information is also simultaneously displayed immediately on the Company's website i.e. www.religaretech.com. The financial results-quarterly and half yearly and other statutory

information are communicated to the shareholders by way of advertisement in an English newspaper and in a vernacular language newspaper.

Official press releases are displayed on Company's website i.e. www.religaretech.com. Copies of the said disclosures and correspondences are also 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.

VIII. GENERAL SHAREHOLDERS INFORMATION

(i) Annual General Meeting

Date : August 29, 2012

Time : 5.30 P.M.

Venue : Air Force Auditorium, Subroto Park, New Delhi - 110010

(ii) Directors

In terms of the provisions of the Companies Act, 1956 and the Articles of Association of the Company, Mr. Shivinder Mohan Singh, Mr. Sunil Godhwani and Mr. Padam Narain Bahl will retire by rotation at the ensuing Annual General Meeting and being eligible, offers themselves for re-appointment.

The Brief Profile of the above named Directors seeking re-appointment is 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 Executive Vice Chairman of Fortis Healthcare Limited, a leading, integrated healthcare delivery provider in the Pan Asia-Pacific region. Fortis' healthcare verticals span primary healthcare, speciality day care, diagnostics and hospitals, with an asset base in 10 countries, many of which represent the fastest-growing healthcare delivery markets in the world. Fortis is driven by the vision of becoming a global leader in the integrated healthcare delivery space and the larger purpose of saving and enriching lives through clinical excellence. He is an entrepreneur who aspires to change the way Healthcare is delivered in the world. He is also one of the principal promoters of Religare Enterprises Limited and SRL Limited. He was one of the key promoters of global pharma major Ranbaxy Laboratories and a director on its board. 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. His 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. For over a decade, he has led from the front in shaping the private healthcare space in India. He has lead various healthcare bodies and state level initiatives for the industry. He is also the Chairman of the Membership Committee of Federation of Indian Chambers of Commerce and Industry (FICCI). While healthcare is a passion for him, his dream is to contribute in building a vibrant India. He is involved in a number of initiatives focused on social change – a better future for the girl child, HIV education, quality healthcare in Rural India and more. He is on the board of visitors of Fuqua School of

Business, Duke University, USA and the board of trustees of Aspen India. He is also on the national board of advisors for AIESEC, a global, non-political and independent, not-for-profit organization run by students and graduates from institutions of higher education.

Mr. Shivinder Mohan Singh joined the Board of Directors of the Company on October 11, 2010.

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

Directorships in other Companies

➤ **Indian Public Companies**

- Fortis Clinical Research Limited;
- Fortis Healthcare Limited;
- Oscar Investments Limited;
- Religare Voyages Limited;
- SRL Limited; and
- Fortis Hospitals Limited

➤ **Indian Private Companies**

- A-1 Book Company Private Limited;
- Chetak Pharmaceuticals Private Limited;
- Fortis Healthcare Holdings Private Limited;
- Greenview Buildtech Private Limited;
- R.C. Nursery Private Limited;
- Shivi Holdings Private Limited;
- RHC Holding Private Limited; and
- RHC Finance 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 - Remuneration Committee
Chairman - Management Committee

II. Fortis Healthcare Limited

Member - Executive Committee
Member - Shareholders' / Investors' Grievance Committee
Member - Issue Committee
Member - BT Issue Committee

III. Oscar Investments Limited

Member - Risk Management Committee
Member - Remuneration Committee

• **Mr. Sunil Godhwani**

Profile

Mr. Sunil Godhwani, aged 51 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, Chairman and Managing Director of Religare Enterprises Limited ("REL"), is the driving force behind the group and its vision. 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 and has been a key force in giving birth to Religare's current shape

and form globally. He has been instrumental and endeavours to take REL to new heights by managing various acquisitions, finding new partners for joint ventures and exploring new avenues for the business. Under his able leadership, REL is well poised to be a leading emerging markets financial services group. 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. He is a powerful orator and a great motivator and 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. Sunil Godhwani joined the Board of Directors of the Company on October 11, 2010.

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

Directorships in other Companies

➤ **Indian Public Companies**

- Religare Enterprises Limited;
- Religare Commodities Limited;
- Religare Trustee Company Limited;
- AEGON Religare Life Insurance Company Limited;
- Religare Health Insurance Company Limited;
- SRL Limited;
- Vistaar Religare Capital Advisors Limited;
- Religare Capital Markets Limited;
- Religare Voyages Limited; and
- Fortis Healthcare Limited

➤ **Indian Private Companies**

- 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.;
- The 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
Member - Executive Committee

II. SRL Limited

Chairman - Nomination / Remuneration / Compensation Committee
Chairman - Share Allotment Committee

III. AEGON Religare Life Insurance Company Limited

Member - Audit Committee
Member - Policyholders Protection Committee

IV. Vistaar Religare Capital Advisors Limited

Member - Allotment Committee

- V. Fortis Healthcare Limited**
Member – BT Issue Committee
- VI. Religare Health Insurance Company Limited**
Chairman – Audit Committee
Chairman – Remuneration / Compensation Committee
Chairman – Allotment Committee
- VII. Religare Capital Markets Limited**
Chairman – Remuneration / Compensation Committee
- VIII. National Securities Depository Limited**
Member – Executive Committee
(on behalf of Religare Securities Limited)
- IX. Fortis Healthcare International Pte. Limited**
Member – Audit, Risk & Controls Committee
Member – Remuneration and Human Resource Committee

• **Mr. Padam Narain Bahl**

Profile

Mr. Padam Narain Bahl, aged 60 years, is an Independent Director in our Company. He holds a Bachelor's degree in Commerce from the Kurukshetra University and a Bachelor's degree in law from Guru Nanak Dev University, Amritsar. He is a fellow member of the Institute of Chartered Accountants of India. He has also received a Diploma in Information System Audit from SSI, Amritsar. He has been practicing as a Chartered Accountant and an income tax advisor since 1979 and has more than 31 years of work experience. He was the chairman of the Northern India Regional Council, Institute of Chartered Accountants of India, Amritsar Chapter for the year 1998-99 and was a member of the Income Tax Advisory Committee, Amritsar Chapter during the years 2002-03 and 2003-04.

Mr. Padam Narain Bahl joined the Board of Directors of the Company on May 22, 2009.

Mr. Padam Narain Bahl does not hold any Equity Shares of the Company as on date.

Directorships in other Companies

- **Indian Public Companies**
- Religare Securities Limited;
 - Religare Enterprises Limited;
 - Religare Finvest Limited;
 - Religare Insurance Broking Limited;
 - Religare Commodities Limited;
 - Religare Venture Capital Limited;
 - Religare Arts Initiative Limited;
 - Dion Global Solutions Limited; and
 - Religare Capital Markets Limited.
- **Indian Private Companies**
- Verne Developers Private Limited

Committee Memberships

- I. Religare Enterprises Limited**
Chairman – Audit Committee
Chairman – Compensation/Remuneration/Nomination Committee
Chairman – Shareholders' and Investors' Grievance Committee
Member – Share Allotment Committee
Member – Committee under Clause 41 of the Listing Agreement
- II. Religare Finvest Limited**
Member – Audit Committee
Member – Nomination / Compensation Committee
- III. Religare Securities Limited**
Chairman – Audit Committee
Chairman – Remuneration / Compensation Committee

- IV. Religare Insurance Broking Limited**
Chairman – Remuneration Committee
- V. Religare Arts Initiative Limited**
Chairman – Remuneration Committee
Member – Audit Committee
- VI. Religare Capital Markets Limited**
Chairman – Audit Committee
- VII. Religare Venture Capital Limited**
Chairman – Audit Committee
Chairman – Remuneration Committee
- VIII. Dion Global Solutions Limited**
Member – Audit Committee
Chairman – Remuneration / Compensation Committee
Member – Shareholders' / Investors' Grievance Committee
Member – Share Allotment Committee

(iii) Financial Year

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

Adoption of Quarterly Results (Tentative)

For the Quarter ended	On or Before
June 30, 2012	August 14, 2012 (Subject to Limited Review)
September 30, 2012	November 14, 2012 (Subject to Limited Review)
December 31, 2012	February 14, 2013 (Subject to Limited Review)
March 31, 2013	May 30, 2013 (Audited)

(iv) Book Closure Period

Saturday, August 25, 2012 to Wednesday, August 29, 2012 (both days inclusive).

(v) Dividend payment date

No dividend has been recommended for the financial year 2011-12.

(vi) Listing details

Equity Shares of the Company are currently listed at the BSE Limited (BSE). The annual listing fees for the financial year 2012-13, as applicable, have been paid to BSE.

(vii) Scrip Code : 533525

Scrip ID : The Scrip ID of the Company at trading platform of BSE is "RTL".

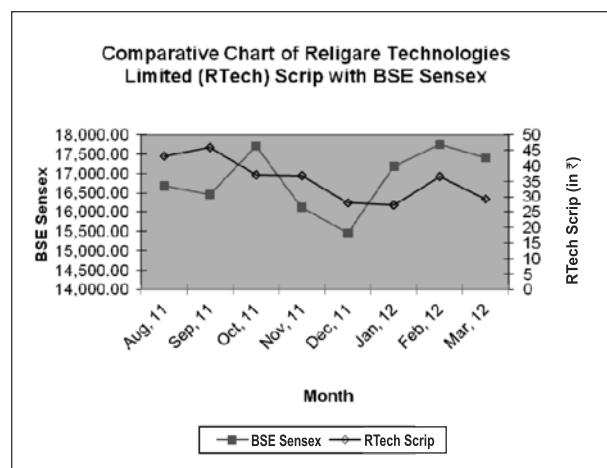
(viii) Market Price Data: BSE Limited

The monthly high and low stock quotations since the date of listing of Equity Shares of the Company at BSE Limited i.e. August 22, 2011 are given below:

Month	High	Low
Aug '11	90.00	42.50
Sep '11	82.95	42.95
Oct '11	48.25	33.75
Nov '11	41.95	30.70
Dec '11	44.90	26.20
Jan '12	31.40	25.10
Feb '12	37.90	25.75
Mar '12	35.85	25.25

Comparative Chart

Chart on Religare Technologies Limited share price Vs. BSE Sensex from the date of listing (i.e. August 22, 2011) to March 31, 2012:



(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, 2012

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
FII's	253000	3.11
Bodies Corporate	1873054	23.04
NRIs	94730	1.17
HUF / Trust	39932	0.49
Directors	132092	1.62
General Public	734461	9.04
Total	8129463	100.00

(xi) Distribution of Shareholding as on March 31, 2012:

Categories	No. of Shareholders	Percentage of Total Shareholders	No. of Shares held	Percentage of Total Shares (%)
1-5000	12831	98.52	437391	5.38
5001-10000	86	0.66	62780	0.77
10001-20000	31	0.24	44383	0.55
20001-30000	13	0.10	32869	0.40
30001-40000	7	0.05	24969	0.31
40001-50000	4	0.03	17443	0.21
50001-100000	14	0.11	94726	1.17
100001 & above	38	0.29	7414902	91.21
TOTAL	13024	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, 2012, 7944956 Equity Shares (97.73% 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, 2012.

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 at the address mentioned above.

Any Query on Annual Report

Mr. Bhavesh Kishore
Company Secretary
D3, P3B, District Centre,
Saket, New Delhi - 110017
E-mail: investors@religaretech.com

Certification & Declaration

CEO / CFO Certification

We, Maninder Singh Grewal, Managing Director and Tanmaya Das, 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, 2012 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; and
 - (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 reference;
 - (ii) there has not been any significant changes in accounting policies during the year under review; 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 : May 28, 2012

Sd/-
Maninder Singh Grewal
Managing Director

Sd/-
Tanmaya Das
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, 2012.

Place : New Delhi
Date : May 28, 2012

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, 2012 in terms of requirements of Clause 49 of the Listing Agreement of the said Company with BSE 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 : July 23, 2012

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

AUDITORS' REPORT

To
The Member of
Religare Technologies Limited

1. We have audited the attached Balance Sheet of Religare Technologies Limited as on 31st March, 2012, the Statement of Profit and Loss 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 Statement of Profit and Loss dealt with by this report are in agreement with the books of account.

- IV. In our opinion, the Balance Sheet and Statement of Profit and Loss 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 2012, taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2012, 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, 2012,
 - ii) In the case of Statement of Profit and Loss, of the Loss of the Company for the year ended 31st March 2012.
 - iii) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

For & on behalf of
For **RRCA & Associates,**
Chartered Accountants
Firm Reg. No. 022107N

Sd/-
Ravi Kumar
(Partner)
M. No: 508424

Place: New Delhi
Date : 28th May, 2012

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, 2012 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 were dealt with in books of accounts, hence the provision for the inventory has been accounted for.
- 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, Sub-clauses from (b) to (d) of Clause III of the order are not applicable to the company.
- (b) The company has taken unsecured demand loan (i.e. payable on demand) from one party covered in the register maintained u/s 301 of the Companies Act-1956. The detail is given below:

Name of Lender	Nature of Loan	Relationship with the entity	Balance as on 31/03/12	Maximum amount during the year
R. C. Nursery Private Limited	Demand Loan	Director Holding	68,00,000	12,00,00,000

- (c) In our opinion, 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.
- (d) In our opinion, the loans taken by the company is repayable on demand hence there is not payment schedule. However as per records, information and explanation given to us, the party has, whenever, asked for repayment the company has paid regularly.
- 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.
- V. (a) According to information and explanation provided to us, we are of the opinion that the transactions made in pursuance of contracts and arrangements need to be entered into the register maintained under section 301 of the Companies Act, 1956, have been so entered.
- (b) In our opinion and according to information and explanation to us, the transactions made in pursuance of the contract and arrangement entered in register maintained under section 301 of the Companies Act, 1956 and exceeding the value of Rs.5 Lacs in respect of any party during the year have been made at the price which are reasonable having regards to the prevailing the market price at the relevant time.

- 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. Therefore, this clause of the order is not applicable.
- 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 to us and information & explanation given to us, the company, the amounts deducted/accrued in the books of accounts in respect of undisputed statutory dues including Income Tax, Service Tax, Value Added Tax, ESI, PF and other material statutory dues have been regularly deposited during the year except *the liabilities towards Professional Tax and Labour Welfare Fund (Employee as well Employer Contribution) which is either yet to be deposited or deposited but the cheques have not been realized till 31st March 2012. The details are given below:*

Nature of Liability	Period	Amount in ₹	Remarks
Labour Welfare fund	November 2011 onwards	5643	Cheque issued but not cleared.
Professional Tax	October 2011 onwards	288602	Payment yet to be deposited.

- (b) *According to the information and explanations given to us, the undisputed liabilities towards Professional Tax amounting to ₹11,00,118 were in arrears for the period more than six month from the date that became payable.*
- (c) According to the records produced to us and the information & explanation given to us, there are some demands raised by the authority of VAT, Income Tax, and Service Tax which have not been deposited on account of disputes. The detail is 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
Income Tax	2007-08	354.51	Commissioner Income Tax (CIT)
Income Tax	2008-09	20.06	Commissioner Income Tax (CIT)
VAT	2008-09	10.74	Commissioner of VAT, Kolkata
Service Tax	2011-12	37.56	Process of filing suitable reply of Demand
Total		428.48	

- X. The net worth of the company has been eroded due to accumulated losses. However, the financial statement of the company has been prepared based on going concern on the basis of commitment provided by the promoter shareholders. The company has incurred cash losses in the current financial year and immediately preceding financial year.

- 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, if any.
- 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. Therefore this clause is not applicable to the company.
- 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 & on behalf of
For **RRCA & Associates,**
Chartered Accountants
(Firm Registration No. 022107N)

Place : New Delhi
Date : May 28, 2012

Sd/-
(RAVI KUMAR)
(Membership No. 508424)

BALANCE SHEET AS AT 31 MARCH 2012

Particulars	Note	As at March 31, 2012 (Amount in ₹)	As at March 31, 2011 (Amount in ₹)
EQUITY AND LIABILITIES			
Shareholders' funds			
Share Capital	3	81,294,630	81,294,630
Reserves and surplus	4	(1,943,605,154)	(1,214,263,407)
Non - current liabilities			
Long - term borrowings	5	1,078,125,000	1,593,750,000
Other long term liabilities	6	169,066	244,269
Long - term provisions	7	8,633,529	16,631,602
Current liabilities			
Short - term borrowings	8	2,771,800,000	386,700,000
Trade payables	9	14,852,256	60,901,049
Other current liabilities	10	279,115,097	327,606,276
Short - term provisions	11	1,320,178	2,515,914
TOTAL		2,291,704,602	1,255,380,333
ASSETS			
Non - current assets			
Fixed assets			
Tangible assets	12	110,009,314	168,934,458
Intangible assets	13	193,894,618	280,072,178
Intangible assets under development	14	51,881,227	21,301,861
Non - current investments	15	30,903,000	30,903,000
Long - term loans and advances	16	174,901,897	195,649,633
Other non - current assets	17	2,400,846	5,995,572
Current assets			
Inventories	18	16,506,852	29,189,770
Trade receivables	19	118,487,736	226,153,443
Cash and Bank Balances	20	35,961,182	69,825,075
Short - term loans and advances	21	1,509,782,066	224,507,243
Other current assets	22	46,975,864	2,848,100
TOTAL		2,291,704,602	1,255,380,333

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)
Firm Registration No. 022107N

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

Sd/-
Sunil Godhwani
Director
(DIN: 00174831)

Sd/-
Ravi Kumar (Partner)
Membership No. 508424

Sd/-
Bhavesh Kishore
(Company Secretary)
Membership No. A22843

Place : New Delhi
Date : 28th May, 2012

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH 2012

Perticulars	Note	For the year ended March 31, 2012 (Amount in ₹)	For the year ended March 31, 2011 (Amount in ₹)
Revenue			
Revenue from operations	24	619,158,586	935,227,855
Other income	25	172,544,368	11,481,617
Total Revenue		791,702,954	946,709,472
Expenses			
Purchases of stock - in - trade	26	155,626,322	331,144,478
Changes in inventories of finished goods			
Work - in - progress and stock - in - trade	27	12,682,918	1,087,708
Employee benefits expenses	28	454,534,904	621,809,392
Finance costs	29	472,608,241	175,035,194
Depreciation and amortization expense	30	169,548,318	123,007,302
Other expenses	31	256,043,998	396,287,802
Total Expenses		1,521,044,701	1,648,371,876
Profit before exceptional and extraordinary items and tax		(729,341,747)	(701,662,404)
Exceptional items		—	—
Profit before extraordinary items and tax		(729,341,747)	(701,662,404)
Extraordinary items		—	—
Profit/(Loss) before tax		(729,341,747)	(701,662,404)
Tax expense		—	—
Profit/(Loss) after tax		(729,341,747)	(701,662,404)
Earnings per equity share	33		
Basic		(89.72)	(86.31)
Diluted		(89.72)	(86.31)

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)
Firm Registration No. 022107N

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

Sd/-
Sunil Godhwani
Director
(DIN: 00174831)

Sd/-
Ravi Kumar (Partner)
Membership No. 508424

Sd/-
Bhavesh Kishore
(Company Secretary)
Membership No. A22843

Place : New Delhi
Date : 28th May, 2012

Cash Flow Statement annexed to and forming part of Balance Sheet as at March 31, 2012

Particulars	2011-12 (Amount in ₹)	2010-11 (Amount in ₹)
CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit/ (Loss) before tax and extraordinary items	(729,341,747)	(701,662,404)
Adjustments for:		
+Non fund items / losses		
Depreciation	169,548,318	123,007,300
Interest Expense	437,665,619	157,625,491
Loan Processing Fees	34,942,623	17,000,000
Interest Income	(163,797,922)	—
Provision for Gratuity & Leave Encashment	(9,193,809)	1,403,043
Bad Debts and Provision for Doubtful Debts	(27,796,402)	59,849,176
Provision against advances	(13,395,741)	14,121,986
Profit on Sales of Mutual Fund	(634,356)	—
(Profit)/ Loss on Sale of Fixed Assets (Net)	25,595,316	1,182,633
Operating Profit before working capital changes	(276,408,101)	(327,472,775)
Adjustments for changes in Working Capital:		
(Increase)/ Decrease in Stock in Trade	12,682,918	9,397,305
(Increase) / Decrease in Trade Receivables	135,462,104	14,948,230
(Increase) / Decrease in Other Receivables	(79,803,399)	(230,054,800)
Increase / (Decrease) in Trade and Other Payables (other than Interest Payable)	(92,922,126)	(198,409,260)
Cash Generated from Operating Activities	(300,988,604)	(731,591,300)
Tax Paid	—	(23,843)
Net Cash from Operating Activities (A)	(300,988,604)	(731,615,143)
CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	(70,333,341)	(197,067,354)
Purchase of Investments	—	—
Proceed from Sale of Fixed Assets	20,292,413	4,257,152
Profit on Sales of Mutual Fund	634,356	—
Advance for Purchase of fixed Assets	(30,579,366)	(19,660,501)
Disbursement Unsecured Loans (net)	(1,172,500,000)	—
Interest received	120,842,212	—
Investment in FD (Non Current)	3,594,726	(5,995,572)
Purchase of Long Term Investments	—	—
Net Cash from Investing Activities (B)	(1,128,048,999)	(218,466,275)
CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from Fresh Issue of Share Capital	—	—
Receipts of Secured Loans (net)	1,290,100,000	1,700,000,000
Receipts of Unsecured Loans (net)	545,000,000	36,600,000
Loan Processing Fees	(34,942,623)	(17,000,000)
Interest Paid	(404,983,667)	(128,500,278)
Bank Overdraft	—	(582,358,433)
Net Cash from Financing Activities (C)	1,395,173,710	1,008,741,289
Net Increase in cash and cash equivalents (A+B+C)	(33,863,893)	58,659,871
Cash and Cash equivalents as at the beginning of the Year	69,825,075	11,165,204
Cash and Cash equivalents as at the end of the Year	35,961,182	69,825,075
Cash and cash equivalents comprise of :-		
– Cash, cheques and drafts (in hand) and Remittances in Transit	39,879	121,675
– Fixed Deposits with Schedule Banks	8,512,641	8,212,617
– Balance with scheduled banks in Current/ Escrow accounts	27,408,662	61,490,783
Total	35,961,182	69,825,075

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 ₹ 1,00,94,972/- (Previous Year ₹ 79.53,131/-) Lacs pledged against the bank guarantees issued by bank and ₹ 8,18,515/- (Previous Year ₹ 8,18,515/-) 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)
Firm Registration No. 022107N

Sd/-
Ravi Kumar (Partner)
Membership No. 508424
Place: New Delhi
Date : 28th May, 2012

For and on behalf of Board of Directors

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

Sd/-
Sunil Godhwani
Director
(DIN: 00174831)

Sd/-
Bhavesh Kishore
(Company Secretary)
Membership No. A22843

NOTES TO FINANCIAL STATEMENT

1 OVERVIEW

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

Activities	Details		
	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	1-Apr-09		
Effective Date of Amalgamation	16-Aug-10		

*As consideration in above said amalgamation, the Company has issued 8,079,461 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.

2 SIGNIFICANT ACCOUNTING POLICIES

a. BASIS OF ACCOUNTING

The financial statements are prepared under the historical cost convention, on going concern basis and in terms of the Accounting Standards notified by Companies (Accounting Standards) Rules, 2006 in compliance with Section 211(3C) of the Companies Act, 1956. The Company follows the mercantile system of accounting and recognizes income and expenditure on accrual basis to the extent measurable and where there is certainty of ultimate realisation in respect of incomes. Accounting policies not specifically referred to otherwise are consistent and in consonance with the generally accepted accounting principles in India.

The Company has prepared its financial statements in accordance with Schedule VI as inserted by Notification- S.O. 447(E), dated 28.2.2011 (As amended by Notification No F.NO. 2/6/2008-CL-V, Dated 30.3.2011). The Schedule does not impact recognition and measurement principle followed for the preparation of financial statement for accounting in subsidiaries companies. However it has necessitated significant changes in the presentation of and disclosures in financial statements. The Company has reclassified its previous year figures to confirm to the classification as per the aforesaid Schedule.

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

- (i) 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.
- (ii) Revenue from the sale of user licenses for software applications is recognized on transfer of the title in the user license.
- (iii) Revenue from annual maintenance contracts is recognized proportionately over the period in which services are rendered.
- (iv) Revenue from Software Consultancy and Support Services is recognized based on proportionate completion method as per specific agreements with the customers.
- (v) Interest and other dues are accounted on accrual basis.

- (vi) Revenue excludes Value added tax/sales tax and service tax.
- (vii) 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 2011	Put to use after March 31st 2011	
	Depreciation Rate (%)	Depreciation Rate (%)	Estimated Useful Life of the assets
Office Equipments	20 / 33.33	20 / 33.33	5 / 3 years
Vehicles	9.5	9.5	10.5 years
Computer Networking & Equipments	20 / 25	20 / 25	5 / 4 years
Computer & Peripherals	33.33	33.33	3 years
Furniture & Fixture	10	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 2011	Put to use after March 31st 2011	
	Depreciation Rate (%)	Depreciation Rate (%)	Estimated Useful Life of the assets
Software	20/33.33	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 ₹ 5,000 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

1. Provident fund is a defined contribution scheme and the contributions as required by the statute are charged to profit and loss account as incurred.
2. Gratuity liability is a defined obligation and is wholly unfunded. The company accounts for liability for future gratuity benefits based on actuarial valuation.

- 3 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
 - 4 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.
 - 5 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 ₹ 20,000 /-
- r. PROVISION FOR BAD DEBTS**
- Provision for Bad and Doubtful debts have been created on case to cases basis after assessing the recoverability aspect
- s. INVESTMENTS IN ASSOCIATES**
- Company has holding of 28.7% in C2L BIZ Solutions Pvt. Ltd. , hence having significant influence as per AS-23. However as per AS-21 the company does not required to prepare consolidated financial statement , hence investment has been accounted for in accordance with AS-13 (Accounting for Investment)
- t. OPERATING CYCLE**
- All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule VI to the Companies Act,1956. Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current – non current classification of assets and liabilities.
- u. The financial statement of the company has been prepared based on going concern on the basis of commitment provided by the promoter shareholders.**

3 Share Capital

Particulars	As at March 31, 2012		As at March 31, 2011	
	Number	Amount (₹)	Number	Amount (₹)
Authorised				
Equity Shares of 10/- each				
Opening	46,500,000	465,000,000	46,500,000	465,000,000
Additions	—	—	—	—
Deductions	—	—	—	—
Closing	46,500,000	465,000,000	46,500,000	465,000,000
Preference shares of Rs 10 each				
Opening	3,500,000	35,000,000	3,500,000	35,000,000
Additions	—	—	—	—
Deductions	—	—	—	—
Closing	3,500,000	35,000,000	3,500,000	35,000,000
Total	50,000,000	500,000,000	50,000,000	500,000,000
Issued, Subscribed & Fully Paid Up Capital				
Equity Shares of 10/- each				
Opening	8,129,463	81,294,630	8,129,463	81,294,630
Additions	—	—	—	—
Deductions	—	—	—	—
Closing	8,129,463	81,294,630	8,129,463	81,294,630
Preference shares of Rs 10 each				
Opening	—	—	—	—
Additions	—	—	—	—
Deductions	—	—	—	—
Closing	—	—	—	—
Total	8,129,463	81,294,630	8,129,463	81,294,630

The rights, preferences and restrictions attaching to each class of shares including restrictions on the distribution of dividends and the repayment of capital;

The Company has only one class of equity shares having a par value of ₹ 10 per share. Each shareholder is entitled to one vote per share. The company declares and pays dividend in Indian Rupee. The dividend proposed by the Board of the Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. During the year ended March 31, 2012 the amount per share recognised as distribution to equity holders was ₹ Nil (March 31, 2011 ₹ Nil). The total dividend appropriation for the year ended March 31, 2012 amounts to ₹ Nil (March 31, 2011 ₹ Nil) including Corporate Dividend Tax of ₹ Nil (March 31, 2011 ₹ Nil). In the event of the liquidation of the company, the holder of the equity shares will be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion of the number of the equity shares held by the equity share holders.

Details of share held by shareholders more than 5% of aggregate share of the company

Name of Shareholder	As at 31 March 2012		As at 31 March 2011	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
a. Equity Shares				
– RHC HOLDING PRIVATE LIMITED	1,255,975	15.45	1,255,975	15.45
– LOGOS HOLDING COMPANY PRIVATE LIMITED	967,907	11.91	967,907	11.91
– SHIVI HOLDINGS (P) LIMITED	801,037	9.85	801,037	9.85
– MALAV HOLDINGS PRIVATE LIMITED	744,840	9.16	744,840	9.16
– FERN HEALTHCARE PRIVATE LIMITED	707,780	8.71	707,780	8.71
– MODLAND WEARS PRIVATE LIMITED	642,969	7.91	642,969	7.91
– ABHINEET PESTICIDES (P) LIMITED	435,783	5.36	435,783	5.36
TOTAL	5,556,291	68.35	5,556,291	68.35

4 Reserves and Surplus

Particulars	As at 31 March 2012	As at 31 March 2011
	Amount (₹)	Amount (₹)
Surplus		
Balance as at the beginning of the year	(1,214,263,407)	(512,601,003)
(+) Net Profit/(Net Loss) For the current year	(729,341,747)	(701,662,404)
Balance as at the end of the year	(1,943,605,154)	(1,214,263,407)

5 Long Term Borrowings - Secured

Particulars	As at 31 March 2012	As at 31 March 2011
	Secured	Secured
Term loans -from banks	1,078,125,000	1,593,750,000
Total	1,078,125,000	1,593,750,000

The requisite particulars in respect of borrowings are as under:

Particulars	As at 31 March 2012	As at 31 March 2011	Particulars of security / guarantees / terms of repayment / default
	Amount (₹)	Amount (₹)	
Term loans -from banks			
– Yes Bank			Briefs : Yes bank has sanctioned Secured Loan of Rs. 170 Cr on 29th Mar'11 at the rate of base +2.5% i.e. rate of interest as on 31st Mar'12 is 12.25% . Amount of Rs. 55 Cr has been paid on 27th Mar'12 and on the same date Yes Bank has reshuduled the same facilities of Rs. 115 Cr. at the same term & conditions. Hypothecation : Secured first pari-passu charge against present and future Current assets & Movable fixed assets of the company. Further RHC Holding Pvt. Ltd, Malav Holding Pvt. Ltd. and Shivi Holding Pvt. Ltd. (in which Directors of the company are interested) have extended unconditional and irrevocable guarantee for the repayment of outstanding amount in 2010-11. Repayment schedule: Repayment to be made in 16 equated quarterly repayments after 12 months of Moratorium period plus 12 month extended period Rollover facilities : The company has taken a facilities of rollover of this loans with the bank depends in term of put/call option. with the facilities at the end of 4 month from the date of 1st disbursement and subsequently at the end of every 4 month (in the event put/call option is not excersied, YBL shall have the right to reset the pricing of the facility. This facility has been taken at 1% quarterly of the outstanding borrowings and it has been increased to 2% w.e from 27th Mar'12.
Balance outstanding	1,150,000,000	1,700,000,000	
Overdue maturity			
Current Maturity	71,875,000	106,250,000	
Non - current amount	1,078,125,000	1,593,750,000	

6 Other Long Term Liabilities

Particulars	As at 31 March 2012	As at 31 March 2011
	Amount (₹)	Amount (₹)
Security Deposit	169,066	244,269
Total	169,066	244,269

7 Long Term Provisions

Particulars	As at 31 March 2012	As at 31 March 2011
	Amount (₹)	Amount (₹)
Provision for employee benefits		
Gratuity	7,009,491	13,049,544
Leave Encashment	1,624,038	3,582,058
Total	8,633,529	16,631,602

8 Short Term Borrowings

Name of Shareholder	As at 31 March 2012		As at 31 March 2011	
	Secured	Unsecured	Secured	Unsecured
Loan repayable on demand from banks	20,000,000	–	–	–
Loans and advances from related parties	1,820,100,000	931,700,000	–	386,700,000
Total	1,840,100,000	931,700,000	–	386,700,000
Grand Total	2,771,800,000		386,700,000	

The requisite particulars in respect of borrowings and Unsecured borrowings are as under:

Particulars	As at 31 March 2012	As at 31 March 2011	Particulars of security / guarantees / terms of repayment / default
	Amount (₹)	Amount (₹)	
Secured Borrowings			
Loan repayable on demand from banks			
– Yes Bank	20,000,000	–	Working Capital Loan on first pari-passu charge on all Current Assets and Movable Fixed Assets both Present and future at the rate of Interest Bank base Rate plus 3.25% i.e. rate of interest as on 31st Mar'12 is 14.5%
Loans and advances from related parties repayable on demand			
- Inter corporate Loans Religare Finvest Limited	1,820,100,000	–	Loan secured by hypothecation of all present and future assets and rate of Interest of 14% p.a.
Unsecured Borrowings			
Loans and advances from related parties repayable on demand			
- Inter corporate Loans Religare Finvest Limited	–	373,700,000	Nature: Unsecured in Nature and repayable on demand Rate of Interest: 11% to 14% p.a.
- Inter corporate Loans Ranbaxy Holding Company	858,700,000	8,000,000	Nature: Unsecured in Nature and repayable on demand Rate of Interest: 8% to 13% p.a.
- Inter corporate Loans Oscar Investment Limited	5,000,000	5,000,000	Nature: Unsecured in Nature and repayable on demand Rate of Interest: 11% to 13% p.a.
- Inter corporate Loans R. C. Nursery Privated Limited	68,000,000	–	Nature: Unsecured in Nature and repayable on demand Rate of Interest: 11% to 13% p.a.
- Total of Loans and advances from related parties repayable on demand	931,700,000	386,700,000	

9 Trade Payables

Particulars	As at 31 March 2012	As at 31 March 2011
	Amount (₹)	Amount (₹)
Dues Other than MSMED parties	–	–
Dues other than Micro Small Medium Enterprises Development parties	14,852,256	60,901,049
Total	14,852,256	60,901,049

10 Other Current Liabilities

Particulars	As at 31 March 2012	As at 31 March 2011
	Amount (₹)	Amount (₹)
– Current maturities of long-term debt	71,875,000	106,250,000
– Interest accrued and due but not paid on Secured Loans	35,318,355	512,329
– Interest accrued and due but not paid on Unsecured Loans	43,390,005	45,514,080
– Unearned Income	4,000,103	3,400,516
– Others Payable	124,531,634	171,929,351
Total	279,115,097	327,606,276

11 Short Term Provisions

Particulars	As at 31 March 2012	As at 31 March 2011
	Amount (₹)	Amount (₹)
Provision for employee benefits		
Gratuity	778,832	1,321,894
Leave Encashment	541,346	1,194,020
Total	1,320,178	2,515,914

Particulars	GROSS CARRYING VALUE			DEPRECIATION			IMPAIRMENT		NET CARRYING VALUE	
	Balance as at 1 April 2011	Additions	Disposals	Balance as at 31 March 2012	Balance as at 1 April 2011	Depreciation for the period	Other Adjustments	Balance as at 31 March 2012	Balance as at 31 March 2012	Balance as at 31 March 2011
Leasehold Improvements	16,006,149	6,206,932	16,486,630	5,726,451	7,243,044	4,188,235	9,499,757	1,931,522	3,794,929	8,763,105
Furniture and Fixtures	2,000,821	710,455	927,835	1,783,441	1,324,954	166,148	861,646	629,456	1,139,142	661,024
Vehicles	1,532,022	–	604,885	927,137	797,426	7,155	163,084	641,497	–	448,956
Office equipment	14,722,964	5,503,016	3,689,907	16,536,074	3,485,970	2,004,872	1,077,019	4,413,823	11,981,986	11,096,728
Computer Networking & Equipment	85,259,334	6,292,619	24,537,358	67,014,595	20,281,926	21,831,354	11,536,708	30,576,573	36,438,022	64,977,408
Computer & Peripheral	62,764,534	5,320,349	21,067,600	47,017,283	24,307,344	11,098,245	10,222,459	25,183,130	21,551,497	38,174,534
Networking Equipment	53,949,379	6,651,640	332,867	60,268,152	9,124,442	16,151,771	124,033	25,152,180	35,103,738	44,812,703
Total	236,235,203	30,685,011	67,647,082	199,273,133	66,565,106	55,447,780	33,484,706	88,528,181	735,639	168,934,458

Particulars	GROSS CARRYING VALUE			DEPRECIATION			IMPAIRMENT		NET CARRYING VALUE	
	Balance as at 1 April 2010	Additions	Disposals	Balance as at 31 March 2011	Balance as at 1 April 2010	Depreciation for the period	Other Adjustments	Balance as at 31 March 2011	Balance as at 31 March 2011	Balance as at 31 March 2010
Leasehold Improvements	16,005,867	3,851,439	3,851,157	16,006,149	6,214,121	4,880,080	3,851,157	7,243,044	–	9,791,746
Furniture and Fixtures	2,078,540	472,291	550,010	2,000,821	1,536,403	128,669	340,118	1,324,954	14,843	542,137
Vehicles	7,183,201	–	5,651,179	1,532,022	1,197,947	443,140	843,661	797,426	285,640	5,985,254
Office equipment	13,519,489	1,656,471	452,996	14,722,964	2,671,939	895,567	81,536	3,485,970	140,266	11,096,728
Computer Networking & Equipment	33,671,490	51,587,844	–	85,259,334	7,241,100	13,040,826	–	20,281,926	–	64,977,408
Computer & Peripheral	52,091,794	10,743,736	70,996	62,764,534	14,548,059	9,782,454	23,170	24,307,344	282,656	37,543,736
Networking Equipment	20,540,703	33,414,604	5,928	53,949,378	1,950,243	7,177,038	2,839	9,124,442	12,234	18,590,460
Total	145,091,084	101,726,385	10,582,266	236,235,202	35,359,812	36,347,774	5,142,481	66,565,106	735,639	168,934,458

The following disclosure should be made for each class of asset as required

Particulars	Year				
	2011-12	2010-11	2009-10	2008-09	2006-07
Asset details:					
Office Equipment					
Impairment/ Write Off	–	140,266	–	–	–
Vehicles					
Impairment/ Write Off	–	285,640	–	–	–
Computer & Peripherals					
Impairment/ Write Off	–	282,656	–	–	–
Furniture & Fixture					
Impairment/ Write Off	–	14,843	–	–	–
Networking Equipments					
Impairment/ Write Off	–	12,234	–	–	–

Particulars	GROSS CARRYING VALUE			DEPRECIATION			IMPAIRMENT		NET CARRYING VALUE	
	Balance as at 1 April 2011	Additions	Disposals	Balance as at 31 March 2012	Balance as at 1 April 2011	Depreciation for the period	Other Adjustments	Balance as at 31 March 2012	Balance as at 31 March 2012	Balance as at 31 March 2011
Intangible Assets										
Goodwill	79,794,629	-	-	79,794,629	31,917,852	15,958,926	-	47,876,777	31,917,852	47,876,777
Brands /trademarks	77,374,825	-	-	77,374,825	16,322,908	15,474,965	-	31,797,873	45,576,952	61,051,917
Computer software	225,834,276	39,648,330	14,122,634	251,359,972	59,003,977	78,349,653	2,397,281	134,956,350	116,399,815	166,826,491
Non Complete Fee	9,134,508	-	-	9,134,508	4,817,515	4,316,993	-	9,134,509	-	4,316,993
Total	392,138,238	39,648,330	14,122,634	417,663,934	112,062,253	114,100,538	2,397,281	223,765,509	193,894,618	280,072,178

Particulars	GROSS CARRYING VALUE			DEPRECIATION			IMPAIRMENT		NET CARRYING VALUE	
	Balance as at 1 April 2011	Additions	Disposals	Balance as at 31 March 2012	Balance as at 1 April 2011	Depreciation for the period	Other Adjustments	Balance as at 31 March 2012	Balance as at 31 March 2012	Balance as at 31 March 2011
Intangible Assets										
Goodwill	79,794,629	-	-	79,794,629	15,958,926	15,958,926	-	31,917,852	47,876,777	63,835,703
Brands /trademarks	77,374,825	-	-	77,374,825	847,943	15,474,965	-	16,322,908	61,051,917	76,526,882
Computer software	130,493,306	95,340,970	-	225,834,276	9,085,044	49,918,933	-	59,003,977	166,826,491	121,408,261
Non Complete Fee	9,134,508	-	-	9,134,508	250,260	4,567,255	-	4,817,515	4,316,993	8,884,248
Total	296,797,268	95,340,970	-	392,138,238	26,142,174	85,920,079	-	112,062,253	280,072,178	270,655,093

The following disclosure should be made for each class of asset as required

Particulars	Year				
	2011-12	2010-11	2009-10	2008-09	2006-07
Asset details:					
Softwares		3,808	-	-	-
Sums written off on reduction of Capital	-	-	-	-	-

14 Intangible Assets under Development

Particulars	As at 31 March 2012	As at 31 March 2011
	Amount (₹)	Amount (₹)
Softwares	51,881,227	21,301,861
Total	51,881,227	21,301,861

15 Non Current Investments

Particulars	Face Value	As at 31 March 2012		As at 31 March 2011	
		No.	Unsecured	Amount (₹)	Unsecured
Non-Trade Investments at cost					
(a) Investment in Equity instruments of Associates – C2L Biz Solutions Pvt. Ltd.	10	600,000	30,900,000	600,000	30,900,000
(b) Other non-current investments – National Saving Certificate VIII Issue		–	3,000	–	3,000
Total	10	600,000	30,903,000	600,000	30,903,000

*Investments are being valued at Cost

Particulars	As at 31 March 2012		As at 31 March 2011	
	At Cost	Other than at Cost*	At Cost	Other than at Cost*
Aggregate amount of :				
– Quoted Investments	–	–	–	–
– Unquoted Investments	30,903,000	–	30,903,000	–
Market Value of Unquoted Investments	30,903,000	–	30,903,000	–

16 Long Term Loans and Advances

Particulars	As at 31 March 2012	As at 31 March 2011
	Amount (₹)	Amount (₹)
a. Security Deposits		
Unsecured, considered good	17,308,824	2,263,676
Doubtful	603,039	–
Less: Provision for doubtful deposits	603,039	–
	17,308,824	2,263,676
b. Advance payment of Taxes & tax deducted at source		
Unsecured, considered good	–	–
Advances Tax & FBT	907,825	248,215
TDS Receivable	156,647,305	192,721,680
Wealth Tax	23,843	–
	157,578,973	192,969,895
c. Prepaid Expenses		
Unsecured, considered good	14,100	416,062
Total	14,100	416,062
Grand Total	174,901,897	195,649,633

17 Other Non Current Assets

Particulars	As at 31 March 2012	As at 31 March 2011
	Amount (₹)	Amount (₹)
Other Bank balances		
– Fixed Deposit Account (See note 20.2)	2,400,846	5,995,572
Total	2,400,846	5,995,572

18 Inventories

Particulars	As at 31 March 2012	As at 31 March 2011
	Amount (₹)	Amount (₹)
Finished goods (Valued at Moving Weighted Average cost or NRV Whichever is lower)(#)	16,506,852	29,189,770
Total	16,506,852	29,189,770

(#) Finished Goods represents IT Products

19 Trade Receivables

Particulars	As at 31 March 2012	As at 31 March 2011
	Amount (₹)	Amount (₹)
Trade receivables outstanding for a period less than six months from the date they are due for payment		
Unsecured, considered good	48,950,238	172,291,630
Unsecured, considered doubtful	–	11,845,731
Less: Provision for doubtful debts	–	(11,845,731)
	48,950,238	172,291,630
Trade receivables outstanding for a period exceeding six months from the date they are due for payment		
Unsecured, considered good	69,537,498	53,861,812
Unsecured, considered doubtful	52,278,310	68,228,980
Less: Provision for doubtful debts	(52,278,310)	(68,228,980)
	69,537,498	53,861,812
Total	118,487,736	226,153,442

20.1 Cash and Bank Balances

Particulars	As at 31 March 2012	As at 31 March 2011
	Amount (₹)	Amount (₹)
a. Cash & Cash Equivalents		
Cash in hand	39,879	121,675
Balances with banks in :		
– Current Account (Scheduled Bank)	27,408,662	61,490,783
– Fixed Deposit Account (Refer note 20.2)	2,000,000	–
b. Other Bank Balances		
– Earmarked Account	–	5,436,543
– Fixed Deposits Account (Refer note 20.2)	6,512,641	2,776,074
Total	35,961,182	69,825,075

* Earmarked balances shall be separately stated

* Balances with the Banks to the extent held as margin money or security against the borrowings, guarantees, other commitments shall be separately disclosed.

* Bank deposit with more than 12 months maturity -separately stated.

20.2

Particulars	As at 31 March 2012	As at 31 March 2011
	Kept as Security (*)	Kept as Security (*)
– Upto 3 months maturity from the date of Acquisition	2,000,000	
– Upto 12 months maturity from the date of Acquisition	1,419,853	511,335
– Maturity more than 12 months but within one year from the Reporting Date	5,092,788	2,264,739
Shown as Current Assets	8,512,641	2,776,074
– Maturity more than 12 from the Reporting Date	2,400,846	5,995,572
Shown as Non-Current Assets	2,400,846	5,995,572
Total	10,913,487	8,771,646

* Details of FDR kept as security

Particulars	As at 31 March 2012	As at 31 March 2011
(a) Margin money or security against Guarantee		
– Pledged with Bank Guarantees Taken	10,094,972	7,953,131
– Security with VAT Authorities	818,515	818,515
Total	10,913,487	8,771,646

21 Short Term Loans and Advances

Particulars	As at 31 March 2012	As at 31 March 2011
	Amount (₹)	Amount (₹)
a. Loans and advances to related parties		
Unsecured, considered good		
– Inter Company Deposits	1,342,500,000	170,000,000
– Other Advances	2,984,818	13,917,614
	1,345,484,818	183,917,614

21 Short Term Loans and Advances Cont.....

Particulars	As at 31 March 2012	As at 31 March 2011
	Amount (₹)	Amount (₹)
b. Other Loans & Advances		
a. Loans & Advances recoverable in cash or in kind		
Unsecured, considered good	3,492,166	6,181,055
Doubtful	254,402	13,697,985
Less: Provision for doubtful loans and advances	254,402	13,697,985
	3,492,166	6,181,055
b. Prepaid Expenses		
Unsecured, considered good	24,934,496	3,858,554
	24,934,496	3,858,554
c. Balances with Service Tax		
Unsecured, considered good	2,008,955	2,009,892
	2,008,955	2,009,892
d. Advances to Business Vendors		
Unsecured, considered good	15,546,505	13,521,497
Doubtful	193,827	175,983
Less: Provision for doubtful loans and advances	193,827	175,983
	15,546,505	13,521,497
e. Earnest Money Deposit		
Unsecured, considered good	5,463,218	11,177,338
Doubtful	111,878	111,878
Less: Provision for doubtful Earnest Money Deposit	111,878	111,878
	5,463,218	11,177,338
f. Security Deposits		
Unsecured, considered good	522,848	2,916,600
Doubtful	23,100	596,139
Less: Provision for doubtful deposits	23,100	596,139
	522,848	2,916,600
g. Staff Loan		
Unsecured, considered good	–	61,736
	–	61,736
h. Advance payment of Taxes & tax deducted at source		
Unsecured, considered good	112,296,314	783,627
	112,296,314	783,627
i. Balance with Sales Tax & VAT Authorities		
Unsecured, considered good	32,746	79,330
	32,746	79,330
Total	1,509,782,066	224,507,243

22 Other Current Assets

Particulars	As at 31 March 2012	As at 31 March 2011
	Amount (₹)	Amount (₹)
Other Current Assets		
– Interest Accrued but not due on Fixed Deposits	1,015,998	1,062,684
– Interest Accrued and due on ICD	43,002,396	–
– Accrued Income	–	315,277
– Other Receivables	2,957,470	1,470,139
	46,975,864	2,848,100

23 Contingent Liabilities

Particulars	As at 31 March 2012	As at 31 March 2011
	Amount (₹)	Amount (₹)
Money for which the company is contingently liable		
– Disputed Income Tax Demands not provided for	35,531,525	35,531,525
– Disputed Service Tax Demands not provided for	4,297,280	540,824
– Disputed VAT/ CST Demands not provided for	34,810,211	20,000
– Other contingent liabilities with respect to litigations	446,000	–
	75,085,016	36,092,349

DETAILS OF 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 ₹ 540,824 has been raised on the Company.

The Company had filed an appeal before the Commissioner of Central Excise (Appeals) - II, Chandigarh against the said order. The commissioner had confirmed the order against which appeal was filed to CESTAT where the order was given in favour for the company and sent back for regular assessment. The proceedings are pending before the assessing officer for regular assessment.

- (ii) Appeal has been filed to Commissioner (Appeal) of Value Added Tax, Kolkata in respect of VAT Demand for Financial Year 2008-09 amounting to ₹ 1,074,026/-. The proceedings are still pending before Commissioner (Appeal) of Value Added Tax, Kolkata.
- (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. Consequential to certain disallowances made in the assessment order, a demand of ₹ 35,451,530 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 ₹ 2,005,580 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 filed correction statement and status of liability as on 31 march 2012 is ₹ 79,995/- . The Company has also 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 ₹ 7,947,388 to ₹ 1,238,895. 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).

- (vi) The company has received a show cause notice dated 03 Feb 2012 from Service tax department on account of disallowance of CENVAT credit in relation to company's premises for which late registration was taken. The amount involve in such show cause notice is ₹ 3,756,456/- including interest.

The company is in process of filing suitable reply against such notice as the late intimation filed for few company's premises is a procedural gap only and management expects a favourable order on reply against such notice.

- (vii) Religare Technova IT Services Limited (now merged with Religare Technologies Limited) has received an order, passed by Department of VAT, U.P. dated March 1, 2011 under Section 28(2) / Section 9(2) / Section 9(4) of the U.P. VAT ACT, 2008 wherein a demand of ₹ 33,736,185/- has been raised on the Company.

The Company has filed an appeal before the Additional Commissioner of VAT (Appeals) Noida and the commissioner has passed reheard order in the favour of the company and proceedings are pending before assessing officer for regular assessment.

- (viii) Religare Technologies Limited received a notice dated 16th May, 2011 from Presiding Officer, Industrial Tribunal, New Court Complex, Ludhiana regarding a complaint filed by Mr. Rajesh Bansal disputing his termination and claiming an amount of ₹ 385,000. Further a notice dated 30th September, 2011 was received from the Controlling Authority under Payment of Gratuity Act, 1972 and Assistant Labour Commissioner (Central), KendriyaSadana, Sector 9-A, Chandigarh with respect to an application filed by Mr. Rajesh Bansal regarding non-payment of alleged full gratuity payable to him. The matters are currently pending.

- (ix) Mr.ParvenderMoudgil has filed a consumer complaint bearing number 518/11 before District Consumer Disputes Redressal Forum, New Court Complex, Ludhiana against Religare Technova IT Services Ltd. Mr.Moudgil has alleged that he had some dues against his HSBC credit card he alleged that RTITSL being the recovery agent of the HSBC accepted ₹ 2,000 on behalf of the HSBC as full and final payment, however the HSBC is still harassing him for further payment. The complainant has claimed ₹ 50,000 as damages and ₹ 11,000 as litigation cost. The matter is currently pending.

24 Revenue from Operations

Particulars	For the year ended 31st March 2012	For the year ended 31st March 2011
	Amount (₹)	Amount (₹)
Sale of Products		
IT Sales	177,743,784	361,627,467
Sale of Services		
IT Services	328,097,049	305,814,944
Business Process Management	43,668,656	188,346,403
Export Sale Service	68,896,984	51,402,500
Other Operating Revenue		
Subscriptions	752,113	28,036,541
Total	619,158,586	935,227,855

25 Other Income

Particulars	For the year ended 31st March 2012	For the year ended 31st March 2011
	Amount (₹)	Amount (₹)
Interest Income		
– Banks	1,122,503	1,558,221
– Staff Loan	1,875	13,158
– ICD	162,673,544	65,205
Profit on sale/redemption of Mutual funds	634,356	-
Other Non Operating Income (net of expenses)		
Commission Backend and ORC	4,477,391	9,493,019
Exchange Fluctuation (Net)	3,369,801	179,668
Miscellaneous Income	264,898	172,346
Total	172,544,368	11,481,617

26 Purchases of Stock - in - trade

Particulars	For the year ended 31st March 2012	For the year ended 31st March 2011
	Amount (₹)	Amount (₹)
IT Product	155,626,322	331,144,479
	155,626,322	331,144,479

27 Changes in Inventories of Finished Goods, Work - in - Progress and Stock - in - trade

Particulars	For the year ended 31st March 2012	For the year ended 31st March 2011
	Amount (₹)	Amount (₹)
Closing Stock		
IT Product	16,506,852	29,189,770
	16,506,852	29,189,770
Less:		
Opening Stock		
IT Product	29,189,770	30,277,478
	29,189,770	30,277,478
Total	12,682,918	1,087,708

28 Employee Benefit Expenses

Particulars	For the year ended 31st March 2012	For the year ended 31st March 2011
	Amount (₹)	Amount (₹)
Salaries and Wages	412,694,001	553,004,952
Contribution to Provident and Other Funds	19,855,536	37,341,200
Staff Welfare and Training Expenses	11,299,278	17,250,435
Insurance	10,686,089	14,212,805
Total	454,534,904	621,809,392

29 Finance Costs

Particulars	For the year ended 31st March 2012	For the year ended 31st March 2011
	Amount (₹)	Amount (₹)
Interest Expense		
– Inter Corporate Loans	231,047,616	157,113,162
– Interest on term Loan	205,828,835	512,329
– Others	532,057	308,734
Other Borrowing Costs		
– Put Call Option Rollover Charges	34,942,623	17,000,000
– Bank Guarantee Commission	257,110	100,969
Total	472,608,241	175,035,194

30 Depreciation, Impairment & Amortization

Particulars	For the year ended 31st March 2012	For the year ended 31st March 2011
	Amount (₹)	Amount (₹)
- Depreciation	55,447,780	36,347,775
- Impairment	-	739,448
- Amortization	114,100,538	85,920,079
Total	169,548,318	123,007,302

31 Other Expenses

Particulars	For the year ended 31st March 2012	For the year ended 31st March 2011
	Amount (₹)	Amount (₹)
Rent	64,320,656	94,462,898
Rent Leased Equipments	399,938	14,194,104
Repairs to Buildings	-	140,713
Repair to Others	5,533,040	4,462,364
Office Maintenance	10,294,822	26,768,752
Office General Expenses	1,994,009	4,320,590
Guest House Expenses	381,355	535,514
Corporate Meet Expense	138,097	450,938
Cartage Outward	39,393	192,585
Stock Written off	12,345,852	131,781
Bad Debts Written Off	46,339,965	3,930
Advance Written Off	-	1,229,746
Insurance	1,168,347	1,236,229
Rates and Taxes, excluding, taxes on income	57,649	110,616
License Expenses	361,158	67,706
Registration Exp.	89,825	61,250
Fees & Subscriptions'	977,966	2,809,897
Printing & Stationery	1,059,494	3,100,424
Postage Telephone	16,934,763	39,480,371
Electricity and water expenses	11,262,807	21,857,057
Legal & Professional Charges	15,460,651	10,999,654
Internal Audit Fee	642,614	683,171
Filing Fees	7,456	2,890,510
Advertisement & Sales Promotion	32,673,951	17,304,993
Travelling and Conveyance Expenses	21,875,163	38,121,565
Bank Charges	356,417	100,885
Commission and Marketing	6,359,462	2,252,946
Loss on sale of Fixed assets(Net)	25,595,316	1,182,632
Direct Expenses	17,273,505	23,392,601
Data Procurement Charges	1,905,547	2,626,799
Software/Website Charges	5,365,286	6,284,938
Service Charges	-	19,076,444
Provision for bad & doubtful Debts	(27,796,402)	59,849,176
Provision against advances	(13,395,741)	14,121,986
Miscellaneous Expenses	779,763	846,264
Payment to Auditors (Refer Note below 32.1)	277,000	379,698
Prior Period Items	(5,035,127)	(19,443,925)
Total	256,043,998	396,287,804

32 Payment to Auditor

Particulars	For the year ended 31st March 2012	For the year ended 31st March 2011
	Amount (₹)	Amount (₹)
As Auditor:		
Statutory Audit fee	110,000	110,000
Tax Audit Fee	40,000	40,000
In other Capacity		
For Other Services	127,000	225,048
For Reimbursement of Expenses	–	4,650
Total	277,000	379,698

33 Earnings per Equity Share

Particulars	For the year ended 31st March 2012	For the year ended 31st March 2011
	Amount (₹)	Amount (₹)
(i) Net Profit after available for Equity Shareholders	(729,341,747)	(701,662,405)
(ii) Weighted Average number of equity Shares for Basic and diluted EPS (No)	8,129,463	8,129,463
(iii) Nominal value of shares	10	10
(iv) Earning Per Shares Basic and diluted (in ₹)	(89.72)	(86.31)

34 Transfer from / to Provisions

Particulars	For the year ended 31st March 2012	For the year ended 31st March 2011
	Amount (₹)	Amount (₹)
Transfer to Provisions		
Provision for bad & doubtful Debts	(27,796,402)	59,849,176
Provision against advances	(13,395,741)	14,121,986
Total	(41,192,143)	73,971,162

35 Expenditure in Foreign Currency on account of:

Particulars	For the year ended 31st March 2012	For the year ended 31st March 2011
	Amount (₹)	Amount (₹)
Business & Sales Promotion	1,053,969	290,468
Other Operating Expenses	765,969	504,637
Professional & Consultation Fee	1,430,532	1,166,211
Office Rent	594,888	244,776
Salaries	1,464,828	–
Travelling	6,765	98,258
Website Development Expenses	–	511,019
Manpower Recruitment Expenses	–	277,875
Other Exp.	38,721	78,666
Total	5,355,672	3,171,910

36 Earning in Foreign Exchange from:

Particulars	For the year ended 31st March 2012	For the year ended 31st March 2011
	Amount (₹)	Amount (₹)
Royalty, know - how, professional & consultation fee	68,896,984	51,402,500
Other	–	–
Total	68,896,984	51,402,500

37 SEGMENT REPORTING:

Business Segment:

- The business segment has been considered as the primary segment.
- The company's primary business segments are reflected based on principal business activities, the nature of service, the differing risks and returns.
- The Company's primary business comprises of three segment viz., 'IT Services' , 'Knowledge Services' and 'Healthcare Services'.
- Segment revenue, results, assets and liabilities include amounts identifiable to each segments allocated on reasonable basis.
- 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.

Particulars	Knowledge Services March 31, 2012	Knowledge Services March 31, 2011	IT Services March 31, 2012	IT Services March 31, 2011	Health Care March 31, 2012	Health Care March 31, 2011	Unallocated March 31, 2012	Unallocated March 31, 2011	Total March 31, 2012	Total March 31, 2011
(i) Segment Revenue										
External Revenue	77,547,412	221,589,948	457,852,973	677,285,639	88,235,592	45,845,287	168,066,977	1,988,598	791,702,954	946,709,472
Inter-Segment Revenue	-	-	-	-	-	-	-	-	-	-
Total Revenue	77,547,412	221,589,948	457,852,973	677,285,639	88,235,592	45,845,287	168,066,977	1,988,598	791,702,954	946,709,472
(ii) Segment Results	(91,213,916)	(179,987,792)	13,865,969	(105,666,896)	(347,288,644)	(241,015,216)	(304,705,156)	(174,992,500)	(729,341,747)	(701,662,404)
Total Segment Results	(91,213,916)	(179,987,792)	13,865,969	(105,666,896)	(347,288,644)	(241,015,216)	(304,705,156)	(174,992,500)	(729,341,747)	(701,662,404)
Income taxes (Current, Deferred and Fringe benefit tax)	-	-	-	-	-	-	-	-	-	-
Profit/(Loss) after tax	(91,213,916)	(179,987,792)	13,865,969	(105,666,896)	(347,288,644)	(241,015,216)	304,705,156)	(174,992,500)	(729,341,747)	(701,662,404)
(iii) Segment Assets	352,476,728	205,935,313	947,791,051	440,789,301	837,279,422	225,315,235	-	-	2,137,547,201	872,039,849
Unallocated Corporate assets	-	-	-	-	-	-	154,157,401	383,340,484	154,157,401	383,340,484
Total Assets	352,476,728	205,935,313	947,791,051	440,789,301	837,279,422	225,315,235	154,157,401	383,340,484	2,291,704,602	1,255,380,333
(iv) Segment Liabilities	665,455,551	670,485,191	1,735,354,407	1,174,389,986	1,715,268,024	523,084,167	37,937,143	20,389,766	4,154,015,126	2,388,349,110
Total Liabilities	665,455,551	670,485,191	1,735,354,407	1,174,389,986	1,715,268,024	523,084,167	37,937,143	20,389,766	4,154,015,126	2,388,349,110
(v) Capital Expenditure	492,137	9,209,057	39,423,116	149,202,021	29,127,512	31,022,594	-	7,633,683	69,042,765	197,067,355
Unallocated Capital expenditure	-	-	-	-	-	-	1,290,576	-	1,290,576	-
Total Capital Expenditure	492,137	9,209,057	39,423,116	149,202,021	29,127,512	31,022,594	1,290,576	7,633,683	70,333,341	197,067,355
(vi) Depreciation/Amortisation	11,564,847	13,049,075	75,217,726	35,958,348	60,008,719	48,272,910	22,757,026	25,726,970	169,548,318	123,007,302
Total Depreciation	11,564,847	13,049,075	75,217,726	35,958,348	60,008,719	48,272,910	22,757,026	25,726,970	169,548,318	123,007,302
(vii) Non Cash Expenditure other than Depreciation	39,696,786	43,905,834	33,753,002	46,782,612	52,354,016	38,501,840	1,977,396	31,200,143	127,781,200	160,390,429
Total Non Cash Expenditure	39,696,786	43,905,834	33,753,002	46,782,612	52,354,016	38,501,840	1,977,396	31,200,143	127,781,200	160,390,429

38 Related Party Disclosures as required by Accounting Standard 18 “Related Party Disclosures” issued by Companies (Accounting Standard) Rules, 2006 and the relevant provision of Companies Act are Given below:

S.No.	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	Individuals owning, directly or indirectly, an interest in the voting power of the reporting enterprise that gives them control or significant influence over the enterprise, 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 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 any person described in (c) or (d) is able to exercise significant influence. (includes the enterprises owned by directors or major shareholders of the reporting enterprise and enterprises that have a member of key management in common with the reporting enterprise)	Dion Global Solutions Limited* C2L Biz Solutions Private Limited Religare Asset Management Company Limited Religare Enterprises Limited Religare Finvest Limited Religare Securities Limited Religare Bullion Ltd Aegon Religare Life Insurance Co. Ltd Religare Wellness Limited Religare Arts Initiative Limited Religare Capital Markets Limited Religare Commodities Limited Religare Insurance Broking Limited Religare Macquarie Wealth Management Limited Religare Travels India Limited Super Religare Laboratories Limited Fortis Clinical Research Limited Hiranandani Healthcare Pvt Ltd. Escorts Heart and Super Specialty Hospital Limited Fortis Hospitals Limited Fortis Escorts Hospital Limited Fortis Healthcare (India) Limited International Hospital Limited Oscar Investments Limited Medsource Healthcare Private Limited Religare Housing Development Finance Corp. Ltd*** Escorts Heart Centre Limited Fortis Malar Hospitals Limited Sunrise Medicare Pvt. Ltd. Impact Agencies Private Limited Religare Aviation Engineering Private Limited Religare Aviation Training Academy Private Limited Quality Health Care Medical Religare Corporate Services Ltd Religare Finance Ltd Religare Capital Markets Plc REL Infracilities Limited** Religare Health Insurance Company Limited Escorts Hospital and Research Centre Limited Escorts Heart Institute and Research Centre Limited Fortis Hospotel Limited Religare Venture Capital Limited Vistar Religare Capital Advisory Limited Impact Projects Private Limited Impact Agencies Pvt Ltd Religare Voyages Business Services Private Limited Medsource Healthcare Private Limited Religare Infotech Private Limited

* Formerly known as Religare Technova Limited

** Formerly known as Religare Reality Limited

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

Following transactions were carried out with related parties in the ordinary course of business (Amount in ₹)

Nature of Transactions	Name of the Related Party	Associates and joint ventures of the reporting enterprise and the investing party or venturer in respect of which the reporting enterprise is an associate or a joint venture		Individual owning directly or indirectly interest in voting power that gives them control		Key management personnel and relatives of such personnel		Enterprises over which Key Management Personnel / Relatives thereof are having Significant Influence		Total	
		2011-12	2010-11	2011-12	2010-11	2011-12	2010-11	2011-12	2010-11	2011-12	2010-11
Subscription to Equity Capital		-	-	-	-	-	-	-	-	-	-
Subscription to Equity Capital Total	Dion Global Solutions Limited	-	-	-	-	-	-	-	-	-	-
Investments		-	-	-	-	-	-	-	-	-	-
Investment	C2L Biz Solutions Private Limited	-	-	-	-	-	-	-	-	-	-
Investments Total		-	-	-	-	-	-	-	-	-	-
Purchase of Fixed Assets		-	-	-	-	-	-	-	-	-	-
Purchase of Fixed Assets	Religare Asset Management Company Limited	-	-	-	-	-	-	-	-	-	-
Purchase of Fixed Assets Total	Dion Global Solutions Limited	-	-	-	-	-	-	17,554,546	17,554,546	17,554,546	17,554,546
Sale of Fixed Assets		-	-	-	-	-	-	-	-	-	-
Sale of Fixed Assets	RELIGARE INFOTECH PRIVATE LIMITED	-	-	-	-	-	-	250,856	-	250,856	-
	Religare Enterprises Limited	-	-	-	-	-	-	-	797,465	-	797,465
	Religare Finvest Limited	-	-	-	-	-	-	26,421	-	26,421	-
Sale of Fixed Assets Total	Dion Global Solutions Limited	-	-	-	-	-	-	1,119,051	-	1,119,051	-
		-	-	-	-	-	-	1,396,328	797,465	1,396,328	797,465
Finance Transaction		-	-	-	-	-	-	-	-	-	-
Inter Corporate Deposits Taken	Religare Finvest Limited	-	-	-	-	-	-	8,340,700,000	5,560,100,000	8,340,700,000	5,560,100,000
	RHC Holding Private Limited	-	-	-	-	-	-	1,143,910,043	3,551,000,000	1,143,910,043	3,551,000,000
	R C Nursery Pvt Ltd	-	-	-	-	-	-	132,000,000	-	132,000,000	-
	RELIGARE INFOTECH PRIVATE LIMITED	-	-	-	-	-	-	3,500,000	-	3,500,000	-
	Oscar Investment Limited	-	-	-	-	-	-	-	650,000,000	-	650,000,000
Inter Corporate Deposits Taken Total		-	-	-	-	-	-	9,620,110,043	9,761,100,000	9,620,110,043	9,761,100,000
Inter Corporate Deposits Repaid	Religare Finvest Limited	-	-	-	-	-	-	6,894,300,000	5,386,500,000	6,894,300,000	5,386,500,000
	RHC Holding Private Limited	-	-	-	-	-	-	293,210,043	3,543,000,000	293,210,043	3,543,000,000
	R C Nursery Pvt Ltd	-	-	-	-	-	-	64,000,000	-	64,000,000	-
	RELIGARE INFOTECH PRIVATE LIMITED	-	-	-	-	-	-	3,500,000	-	3,500,000	-
	Oscar Investment Limited	-	-	-	-	-	-	-	795,000,000	-	795,000,000
Inter Corporate Deposits Repaid Total		-	-	-	-	-	-	7,255,010,043	9,724,500,000	7,255,010,043	9,724,500,000
Interest Paid on Inter Corporate Deposit	Religare Finvest Limited	-	-	-	-	-	-	207,738,329	28,653,439	207,738,329	28,653,439
	RHC Holding Private Limited	-	-	-	-	-	-	16,679,605	41,302,300	16,679,605	41,302,300
	R C Nursery Pvt Ltd	-	-	-	-	-	-	5,997,589	-	5,997,589	-
	RELIGARE INFOTECH PRIVATE LIMITED	-	-	-	-	-	-	1,271	-	1,271	-

Following transactions were carried out with related parties in the ordinary course of business Cont.... (Amount in ₹)

Nature of Transactions	Name of the Related Party	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		Individual owing directly or indirectly interest in voting power that gives them control		Key management personnel and relatives of such personnel		Enterprises over which Key Management Personnel / Relatives thereof are having Significant Influence		Total	
		2011-12	2010-11	2011-12	2010-11	2011-12	2010-11	2011-12	2010-11	2011-12	2010-11
Interest Paid on Inter Corporate Deposit Total	Oscar Investment Limited	-	-	-	-	-	-	630,822	21,718,220	630,822	21,718,220
Inter Corporate Deposits Given (Assets)	DION Global Solutions Limited	-	-	-	-	-	-	231,047,616	91,673,959	231,047,616	91,673,959
	Religare Aviation Limited	-	-	-	-	-	-	1,247,000,000	-	1,247,000,000	-
	RELIGARE HOUSING DEVL.P. FINANCE CORP. LTD.	-	-	-	-	-	-	765,000,000	-	765,000,000	-
	RELIGARE CAPITAL MARKETS LTD	-	-	-	-	-	-	2,572,500,000	-	2,572,500,000	-
	RELIGARE COMMODITIES LTD	-	-	-	-	-	-	1,050,000,000	-	1,050,000,000	-
	Religare Securities Limited	-	-	-	-	-	-	220,000,000	-	220,000,000	-
	Religare Bullion Ltd	-	-	-	-	-	-	-	170,000,000	-	170,000,000
Inter Corporate Deposits Given total		-	-	-	-	-	-	6,554,500,000	170,000,000	6,554,500,000	170,000,000
Inter Corporate Deposits Repaid (Assets)	DION Global Solutions Limited	-	-	-	-	-	-	1,247,000,000	-	1,247,000,000	-
	Religare Aviation Limited	-	-	-	-	-	-	700,000,000	-	700,000,000	-
	RELIGARE HOUSING DEVL.P. FINANCE CORP. LTD.	-	-	-	-	-	-	-	-	-	-
	RELIGARE CAPITAL MARKETS LTD	-	-	-	-	-	-	1,995,000,000	-	1,995,000,000	-
	RELIGARE COMMODITIES LTD	-	-	-	-	-	-	1,050,000,000	-	1,050,000,000	-
	Religare Securities Limited	-	-	-	-	-	-	220,000,000	-	220,000,000	-
	Religare Bullion Ltd	-	-	-	-	-	-	170,000,000	-	170,000,000	-
Inter Corporate Deposits Repaid (Assets) total		-	-	-	-	-	-	5,382,000,000	-	5,382,000,000	-
Interest received from Inter Corporate Deposit	Religare Securities Limited	-	-	-	-	-	-	2,662,603	-	2,662,603	-
	DION Global Solutions Limited	-	-	-	-	-	-	52,288,716	-	52,288,716	-
	Religare Aviation Limited	-	-	-	-	-	-	33,341,096	-	33,341,096	-
	RELIGARE HOUSING DEVL.P. FINANCE CORP. LTD.	-	-	-	-	-	-	38,826,370	-	38,826,370	-
	RELIGARE CAPITAL MARKETS LTD	-	-	-	-	-	-	34,529,897	-	34,529,897	-
	RELIGARE COMMODITIES LTD	-	-	-	-	-	-	698,836	-	698,836	-
	Religare Bullion Ltd	-	-	-	-	-	-	326,027	65,205	326,027	65,205
Interest received from Inter Corporate Deposit Total		-	-	-	-	-	-	162,673,544	65,205	162,673,544	65,205
Trading Transaction		-	-	-	-	-	-	-	-	-	-
Sales/ Services to other Companies	Dion Global Solutions Limited	-	-	-	-	-	-	21,365,433	13,235,969	21,365,433	13,235,969
	RELIGARE INFOTECH PRIVATE LIMITED	-	-	-	-	-	-	220,644	-	220,644	-
	Aegon Religare Life Insurance Co. Ltd	-	-	-	-	-	-	22,425,685	94,666,634	22,425,685	94,666,634
	Religare Wellness Limited	-	-	-	-	-	-	1,687,340	8,510,220	1,687,340	8,510,220
	Religare Aviation Limited	-	-	-	-	-	-	1,383,062	1,318,548	1,383,062	1,318,548
	Religare Asset Management Company Limited	-	-	-	-	-	-	788,109	2,344,753	788,109	2,344,753
	Religare Ate Initiative Limited	-	-	-	-	-	-	171,822	384,236	171,822	384,236
	Religare Capital Markets Limited	-	-	-	-	-	-	1,335,628	2,596,070	1,335,628	2,596,070
	Religare Commodities Limited	-	-	-	-	-	-	3,110,017	7,350,188	3,110,017	7,350,188

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

(Amount in ₹)

Nature of Transactions	Name of the Related Party	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				Individual owing directly or indirectly interest in voting power that gives them control		Key management personnel and relatives of such personnel		Enterprises over which Key Management Personnel / Relatives thereof are having Significant Influence				Total	
		2011-12		2010-11		2011-12	2010-11	2011-12	2010-11	2011-12	2010-11	2011-12	2010-11		
	Religare Enterprises Limited	-	-	-	-	-	-	-	-	147,864,013	49,297,033	147,864,013	49,297,033	147,864,013	49,297,033
	Religare Finvest Limited	-	-	-	-	-	-	-	-	20,707,498	41,935,405	20,707,498	41,935,405	20,707,498	41,935,405
	Religare Insurance Broking Limited	-	-	-	-	-	-	-	-	800,592	14,639,894	800,592	14,639,894	800,592	14,639,894
	Religare Macquarie Wealth Management Limited	-	-	-	-	-	-	-	-	-	3,769,654	-	-	3,769,654	-
	REL Infracilities Limited	-	-	-	-	-	-	-	-	39,009,219	49,745,649	39,009,219	49,745,649	39,009,219	49,745,649
	Religare Securities Limited	-	-	-	-	-	-	-	-	48,404,749	98,532,803	48,404,749	98,532,803	48,404,749	98,532,803
	Religare Travels India Limited	-	-	-	-	-	-	-	-	497,070	322,660	497,070	322,660	497,070	322,660
	Super Religare Laboratories Limited	-	-	-	-	-	-	-	-	11,649,155	29,628,640	11,649,155	29,628,640	11,649,155	29,628,640
	Escorts Heart Institute & Research Centre Limited	-	-	-	-	-	-	-	-	-	2,315,398	-	-	2,315,398	-
	Escorts Hospital and Research Centre Limited	-	-	-	-	-	-	-	-	-	201,349	-	-	201,349	-
	Fortis Clinical Research Limited	-	-	-	-	-	-	-	-	691,493	87,974	691,493	87,974	691,493	87,974
	RHC Holding Private Limited	-	-	-	-	-	-	-	-	-	238,600	-	-	238,600	-
	Fortis Healthcare Limited	-	-	-	-	-	-	-	-	45,317,618	12,983,129	45,317,618	12,983,129	45,317,618	12,983,129
	Hiranandani Healthcare Pvt Ltd.	-	-	-	-	-	-	-	-	-	109,623	-	-	109,623	-
	Escorts Heart and Super Specialty Hospital Limited	-	-	-	-	-	-	-	-	-	420,461	-	-	420,461	-
	Fortis Hospitals Limited	-	-	-	-	-	-	-	-	3,474,786	19,892,008	3,474,786	19,892,008	3,474,786	19,892,008
	Fortis Escorts Hospital Limited	-	-	-	-	-	-	-	-	6,150	-	-	-	6,150	-
	Fortis Hospotel Ltd.	-	-	-	-	-	-	-	-	-	109,758	-	-	109,758	-
	Fortis Healthcare (India) Limited	-	-	-	-	-	-	-	-	14,723,447	-	-	-	14,723,447	-
	International Hospital Limited	-	-	-	-	-	-	-	-	29,768	637,817	29,768	637,817	29,768	637,817
	Oscar Investments Limited	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Religare Health Insurance Company Ltd	-	-	-	-	-	-	-	-	6,987,158	40,940,289	6,987,158	40,940,289	6,987,158	40,940,289
	Medsource Healthcare Private Limited	-	-	-	-	-	-	-	-	126,592	203,298	126,592	203,298	126,592	203,298
	Religare Housing Development Finance Corp. Ltd	-	-	-	-	-	-	-	-	161,827	300,000	161,827	300,000	161,827	300,000
	Escorts Heart Centre Limited	-	-	-	-	-	-	-	-	-	442,000	-	-	442,000	-
	Fortis Malar Hospitals Limited	-	-	-	-	-	-	-	-	-	156,000	-	-	156,000	-
	Sunrise Medicare Pvt. Ltd.	-	-	-	-	-	-	-	-	-	50,430	-	-	50,430	-
	Impact Agencies Private Limited	-	-	-	-	-	-	-	-	-	40,028	-	-	40,028	-
	Religare Aviation Engineering Private Limited	-	-	-	-	-	-	-	-	-	32,888	-	-	32,888	-
	Religare Aviation Training Academy Private Ltd.	-	-	-	-	-	-	-	-	197,061	98,760	197,061	98,760	197,061	98,760
	Religare Voyages Business Services Pvt. Ltd.	-	-	-	-	-	-	-	-	72,549	98,760	72,549	98,760	72,549	98,760
	Quality Health Care Medical	-	-	-	-	-	-	-	-	4,947,867	-	-	4,947,867	4,947,867	-
	Religare Corporate Services Ltd	-	-	-	-	-	-	-	-	112,980,656	-	-	112,980,656	112,980,656	-
	Religare Finance Ltd	-	-	-	-	-	-	-	-	5,481	130,000	-	-	5,481	130,000
	Religare Capital Markets Plc	-	-	-	-	-	-	-	-	-	4,853,552	-	-	4,853,552	-
Sale / Services to other Companies Total		-	-	-	-	-	-	-	-	511,142,488	502,620,477	511,142,488	502,620,477	511,142,488	502,620,477
Sale / Services by other Companies		-	-	-	-	-	-	-	-	-	11,406,208	-	-	11,406,208	-
	Religare Travels India Limited	-	-	-	-	-	-	-	-	9,805,087	14,618,306	9,805,087	14,618,306	9,805,087	14,618,306

(Amount in ₹)

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

Nature of Transactions	Name of the Related Party	Associates and joint ventures of the reporting enterprise and the investing party or venturer in respect of which the reporting enterprise is an associate or a joint venture		Individual owing directly or indirectly interest in voting power that gives them control		Key management personnel and relatives of such personnel		Enterprises over which Key Management Personnel / Relatives thereof are having Significant Influence		Total	
		2011-12	2010-11	2011-12	2010-11	2011-12	2010-11	2011-12	2010-11	2011-12	2010-11
	REL Infracilities Limited	-	-	-	-	-	-	-	18,510,293	-	18,510,293
	C2L Biz Solutions Private Limited	3,012,519	4,606,684	-	-	-	-	-	-	3,012,519	4,606,684
	Religare Finvest Limited	-	-	-	-	-	-	302,315	11,175,537	302,315	11,175,537
Sale / Services by other Companies Total		-	-	-	-	-	-	10,107,402	63,954,528	13,119,921	68,561,212
REIMBURSEMENT OF EXPENSES		-	-	-	-	-	-	-	-	-	-
Expense Reimbursement by other Companies		-	-	-	-	-	-	39,543,606	5,178,383	39,543,606	5,178,383
	Religare Capital Markets Limited	-	-	-	-	-	-	2,292	8,780	2,292	8,780
	Religare Macquarie Wealth Management Ltd.	-	-	-	-	-	-	-	48,989	-	48,989
	Religare Finvest Limited	-	-	-	-	-	-	1,191,270	20,748	1,191,270	20,748
	Religare Finance Ltd	-	-	-	-	-	-	-	2,989	-	2,989
	REL Infracilities Limited	-	-	-	-	-	-	-	6,690	-	6,690
	Religare Enterprises Limited	-	-	-	-	-	-	17,396,627	2,057,312	17,396,627	2,057,312
	Religare Commodities Limited	-	-	-	-	-	-	1,211	1,028	1,211	1,028
	Religare Insurance Broking Limited	-	-	-	-	-	-	-	3,223	-	3,223
	RELIGARE CAPITAL MARKETS PLC	-	-	-	-	-	-	-	5,095	-	5,095
	RHC HOLDING PRIVATE LIMITED	-	-	-	-	-	-	91,916	238,160	91,916	238,160
	RELIGARE INFOTECH PRIVATE LIMITED	-	-	-	-	-	-	-	25,462	-	25,462
	Religare Securities Limited	-	-	-	-	-	-	313,922	68,939	313,922	68,939
Expense Reimbursement by other Companies Total		-	-	-	-	-	-	58,540,844	7,665,798	58,540,844	7,665,798
Expense Reimbursement to other Companies		-	-	-	-	-	-	4,947,037	55,569,580	4,947,037	55,569,580
	Dion Global Solutions Limited	-	-	-	-	-	-	5,977	9,986	5,977	9,986
	Religare Capital Markets Limited	-	-	-	-	-	-	10,452	22,529	10,452	22,529
	Religare Commodities Limited	-	-	-	-	-	-	226,967	29,044	226,967	29,044
	Religare Enterprises Limited	-	-	-	-	-	-	38,500	34,785	38,500	34,785
	Religare Finvest Limited	-	-	-	-	-	-	1,297	17,486	1,297	17,486
	Religare Insurance Broking Limited	-	-	-	-	-	-	59,045	816,851	59,045	816,851
	Religare Securities Limited	-	-	-	-	-	-	7,259	48,989	7,259	48,989
	Religare Macquarie Wealth Management Ltd.	-	-	-	-	-	-	553,803	-	553,803	-
	RELIGARE CORPORATE SERVICES LIMITED	-	-	-	-	-	-	80,077	-	80,077	-
	RELIGARE INFOTECH PRIVATE LIMITED	-	-	-	-	-	-	-	-	-	-
	REL Infracilities Limited	-	-	-	-	-	-	-	2,410,686	-	2,410,686
Expense Reimbursement to other Companies Total		-	-	-	-	-	-	5,930,416	58,959,935	5,930,416	58,959,935
Professional Fees		-	-	-	-	-	-	-	-	-	-
Professional Fees Total	Maninder Singh Grewal	-	-	-	-	11,486,025	3,955,600	-	-	11,486,025	3,955,600
OUTSTANDING BALANCES		-	-	-	-	11,486,025	3,955,600	-	-	11,486,025	3,955,600
Receivables		-	-	-	-	-	-	-	-	-	-
	Religare Housing Devlp. Finance Corp. Ltd.	-	-	-	-	-	-	765,000,000	-	765,000,000	-
	Religare capital markets Ltd	-	-	-	-	-	-	577,500,000	-	577,500,000	-
	Religare Bullion Ltd	-	-	-	-	-	-	-	170,000,000	-	170,000,000

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

(Amount in ₹)

Nature of Transactions	Name of the Related Party	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		Individual owing directly or indirectly interest in voting power that gives them control		Key management personnel and relatives of such personnel		Enterprises over which Key Management Personnel / Relatives thereof are having Significant Influence		Total	
		2011-12	2010-11	2011-12	2010-11	2011-12	2010-11	2011-12	2010-11	2011-12	2010-11
Inter Corporate Deposits (Assets) Total		-	-	-	-	-	-	1,342,500,000	170,000,000	1,342,500,000	170,000,000
Interest on Inter Corporate Deposits	DION Global Solutions Limited	-	-	-	-	-	-	-	-	-	-
	Religare Housing Devlp. Finance Corp. Ltd.	-	-	-	-	-	-	24,460,610	-	24,460,610	-
	RELIGARE CAPITAL MARKETS LTD	-	-	-	-	-	-	18,401,242	-	18,401,242	-
	RELIGARE COMMODITIES LTD	-	-	-	-	-	-	140,544	-	140,544	-
Interest on Inter Corporate Deposits Total		-	-	-	-	-	-	43,002,396	-	43,002,396	-
Receivables	Aegon Religare Life Insurance Co. Ltd	-	-	-	-	-	-	712,044	9,791,956	712,044	9,791,956
	Religare Aviation Limited	-	-	-	-	-	-	133,163	2,452,710	133,163	2,452,710
	Religare Asset Management Company Ltd.	-	-	-	-	-	-	-	151,486	-	151,486
	Religare Aits Initiative Limited	-	-	-	-	-	-	157,700	283,284	157,700	283,284
	Religare Capital Markets Limited	-	-	-	-	-	-	492,511	1,241,354	492,511	1,241,354
	Religare Commodities Limited	-	-	-	-	-	-	-	2,961,314	-	2,961,314
	Religare Enterprises Limited	-	-	-	-	-	-	-	-	-	-
	Religare Finvest Limited	-	-	-	-	-	-	15,378,034	10,227,264	15,378,034	10,227,264
	Religare Health Insurance Company Ltd.	-	-	-	-	-	-	1,052,772	4,932,915	1,052,772	4,932,915
	Religare Insurance Broking Limited	-	-	-	-	-	-	35,880	9,041,150	35,880	9,041,150
	Religare Macquarie Wealth Management Ltd.	-	-	-	-	-	-	-	649,381	-	649,381
	REL InfraFacilities Limited	-	-	-	-	-	-	6,493,737	42,462,560	6,493,737	42,462,560
	Religare Travels India Limited	-	-	-	-	-	-	580,184	377,238	580,184	377,238
	Religare Wellness Limited	-	-	-	-	-	-	1,615,521	2,042,913	1,615,521	2,042,913
	Escorts Hospital and Research Centre Ltd.	-	-	-	-	-	-	-	4,715	-	4,715
	Escorts Heart Institute and Research Centre Ltd.	-	-	-	-	-	-	52,209	236,744	52,209	236,744
	Fortis Clinical Research Limited	-	-	-	-	-	-	-	81,967	-	81,967
	Fortis Hospital Limited	-	-	-	-	-	-	1,766,483	3,072,848	1,766,483	3,072,848
	Fortis Healthcare Limited	-	-	-	-	-	-	14,356,997	9,826,202	14,356,997	9,826,202
	Fortis Healthcare (India) Limited	-	-	-	-	-	-	454,035	-	454,035	-
	Fortis Hospital Limited	-	-	-	-	-	-	273,166	273,166	273,166	273,166
	RHC Holding Pvt. Ltd.	-	-	-	-	-	-	33,090	275,980	33,090	275,980
	International Hospital Limited	-	-	-	-	-	-	29,768	59,535	29,768	59,535
	Religare Securities Limited	-	-	-	-	-	-	-	33,417,796	-	33,417,796
	Religare Venture Capital Limited	-	-	-	-	-	-	5,482	57,210	5,482	57,210
	Vistar Religare Capital Advisory Limited	-	-	-	-	-	-	-	25,369	-	25,369
	Religare Housing Development Finance Corp. Ltd	-	-	-	-	-	-	237,246	799,675	237,246	799,675
	Fortis Escorts Hospital Limited	-	-	-	-	-	-	11,486,025	3,955,600	11,486,025	3,955,600
	Sunrise Medicare Pvt Ltd.	-	-	-	-	-	-	11,486,025	3,955,600	-	-
	Impact Projects Private Limited	-	-	-	-	-	-	-	-	-	-
	Impact Agencies Pvt Ltd	-	-	-	-	-	-	-	550	-	550
	Religare Aviation Engineering Private Limited	-	-	-	-	-	-	24,183	36,275	24,183	36,275
	Religare Aviation Training Academy Private Ltd.	-	-	-	-	-	-	118,416	108,932	118,416	108,932

(Amount in ₹)

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

Nature of Transactions	Name of the Related Party	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		Individual owing directly or indirectly interest in voting power that gives them control		Key management personnel and relatives of such personnel		Enterprises over which Key Management Personnel / Relatives thereof are having Significant Influence		Total	
		2011-12	2010-11	2011-12	2010-11	2011-12	2010-11	2011-12	2010-11	2011-12	2010-11
	Religare Capital Markets Plc	-	-	-	-	-	-	-	599,496	-	599,496
	Religare Voyages Business Services Private Ltd.	-	-	-	-	-	-	26,434	108,932	26,434	108,932
	Medsource Healthcare Private Limited	-	-	-	-	-	-	121,335	54,851	121,335	54,851
	Hiranandani Healthcare Pvt Ltd.	-	-	-	-	-	-	-	39,267	-	39,267
	Religare Finance Ltd	-	-	-	-	-	-	4,945	58,139	4,945	58,139
	DION GLOBAL SOLUTIONS LIMITED	-	-	-	-	-	-	18,259,913	12,790,468	18,259,913	12,790,468
	RELIGARE INFOTECH PRIVATE LIMITED	-	-	-	-	-	-	-	25,462	-	25,462
	Quality Health Care Medical	-	-	-	-	-	-	363,558	-	363,558	-
	Religare Corporate Services Ltd	-	-	-	-	-	-	8,120,871	-	8,120,871	-
	Super Religare Laboratories Limited	-	-	-	-	-	-	3,639,324	7,509,569	3,639,324	7,509,569
Receivables Total		-	-	-	-	-	-	74,558,247	156,139,597	74,558,247	156,139,597
Payables		-	-	-	-	-	-	-	-	-	-
Inter Corporate Deposits		-	-	-	-	-	-	-	-	-	-
	Religare Finvest Limited	-	-	-	-	-	-	820,100,000	373,700,000	1,820,100,000	373,700,000
	RHC Holding Private Limited	-	-	-	-	-	-	858,700,000	8,000,000	858,700,000	8,000,000
	R C Nursery Pvt Ltd	-	-	-	-	-	-	68,000,000	-	68,000,000	-
	Oscar Investments Limited	-	-	-	-	-	-	5,000,000	5,000,000	5,000,000	5,000,000
Inter Corporate Deposits Total		-	-	-	-	-	-	2,751,800,000	386,700,000	2,751,800,000	386,700,000
Interest on Inter Corporate Deposits		-	-	-	-	-	-	57,557,144	50,197,595	57,557,144	50,197,595
	Religare Finvest Limited	-	-	-	-	-	-	57,557,144	50,197,595	57,557,144	50,197,595
	RHC Holding Private Limited	-	-	-	-	-	-	3,653,831	143,699	3,653,831	143,699
	R C Nursery Pvt Ltd	-	-	-	-	-	-	675,714	-	675,714	-
	RELIGARE INFOTECH PRIVATE LIMITED	-	-	-	-	-	-	-	-	-	-
	Oscar Investments Limited	-	-	-	-	-	-	49,686	229,918	49,686	229,918
Interest on Inter Corporate Deposits Total		-	-	-	-	-	-	61,936,375	50,371,212	61,936,375	50,371,212
	Religare Asset Management Company Limited	-	-	-	-	-	-	4,313	-	4,313	-
	Religare Commodities Limited	-	-	-	-	-	-	143,395	-	143,395	-
	Religare Securities Limited	-	-	-	-	-	-	14,992,225	-	14,992,225	-
	Religare Enterprises Limited	-	-	-	-	-	-	11,165,168	3,653,785	11,165,168	3,653,785
	Religare Capital Markets Limited	-	-	-	-	-	-	-	16,303,642	-	16,303,642
	RELIGARE INFOTECH PRIVATE LIMITED	-	-	-	-	-	-	239,726	-	239,726	-
	Religare Macquarie Wealth Management Ltd.	-	-	-	-	-	-	51,398	-	51,398	-
Other Payables Total		-	-	-	-	-	-	26,596,225	19,957,427	26,596,225	19,957,427
Payables Total		-	-	-	-	-	-	2,840,332,600	457,228,639	2,840,332,600	457,228,639

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

(Amount in ₹)

Particular	Leave Encashment		Gratuity	
	2011-12	2010-11	2011-12	2010-11
I Assumptions as at 31st March, 2012				
Mortality	LIC (1994-96) Ultimate	LIC (1994-96) Ultimate	LIC (1994-96) Ultimate	LIC (1994-96) Ultimate
Discount Rate	8% p.a.	8% p.a.	8% p.a.	8% p.a.
Rate of Increase in Compensation	6% p.a.	6% p.a.	6% p.a.	6% p.a.
Rate of return(expected) on plan assets	N.A.	N.A.	N.A.	N.A.
Withdrawal Rates	20% p.a. to 2% p.a.	20% p.a. to 2% p.a.	20% p.a. to 2% p.a.	20% p.a. to 2% p.a.
Expected Average Remaining Service	24	26	24	26
II Changes in present value of obligations				
PBO at beginning of period	4,776,078	4,959,822	13,218,945	10,475,666
Interest Cost	344,431	103,442	982,201	265,267
Current Service Cost	1,663,098	3,563,667	4,642,069	9,492,019
Expenses recognised on account of transfer of liability from ISD	–	49,007	–	278,501
Benefits Paid	6,021,359	5,875,540	3,456,817	577,381
Actuarial (Gain)/Loss on Obligation	1,403,136	1,975,680	7,598,075	(6,715,127)
PBO at end of period	2,165,384	4,776,078	6,912,007	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				
Actuarial Gain / (Loss) on Plan Assets				
Fair Value of Plan Assets at end of period	N.A.	N.A.	N.A.	N.A.
IV Fair Value of Plan Assets				
Fair Value of Plan Assets at beginning of period				
Actual Return of plan assets				
Contributions				
Benefit paid				
Fair Value of Plan Assets at end of period				
Funded Status				
Excess of actual over estimated return on Plan Assets	N.A.	N.A.	N.A.	N.A.
V Actuarial Gain/(Loss) Recognised				
Actuarial Gain/(Loss) for the period (Obligation)	(1,403,136)	(1,975,680)	7,598,075	6,715,127
Actuarial Gain/(Loss) for the period (Plan Assets)	N.A.	N.A.	N.A.	N.A.
Total Gain/(Loss) for the period	(1,403,136)	(1,975,680)	7,598,075	6,715,127
Actuarial Gain/(loss) Recognised for the period	(1,403,136)	(1,975,680)	7,598,075	6,715,127
Unrecognised Actuarial Gain /(Loss) at the end of period	NIL	NIL	NIL	NIL
VI Amounts to be recognised in the Balance Sheet				
PBO at the end of period	2,165,384	4,776,078	6,912,007	13,218,945
Fair Value of Plan Assets at end of period	N.A.	N.A.	N.A.	N.A.
Funded Status	–	–	–	–
Unrecognised Actuarial Gain /(Loss)	–	–	–	–
Net (Asset)/Liability recognised in the Balance Sheet	2,165,384	4,776,078	6,912,007	13,218,945
VII Expense Recognised				
Current Service Cost	1,663,098	3,563,667	4,642,069	9,492,019
Interest Cost	344,431	103,442	982,201	265,267
Expected Return on Plan Assets	N.A.	N.A.	N.A.	N.A.
Net Actuarial Gain /(Loss) recognised for the period	(1,403,136)	(1,975,680)	7,598,075	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	3,410,665	5,691,796	(2,850,121)	3,320,660
VIII Movements in the liability recognised in Balance Sheet				
Opening Net Liability	4,776,078	4,959,822	13,218,945	10,475,666
Expenses as above	3,410,665	5,691,796	(2,850,121)	3,320,660
Contribution paid	6,021,359	5,875,540	3,456,817	577,381
Closing Net Liability	2,165,384	4,776,078	6,912,007	13,218,945

40 OTHER NOTES

- (i) Due to change of policy regarding recognition of prepaid expenses in case of expenses more than ₹ 20,000/- nothing impact in the financial in respect of expenditure during the period
- (ii) In view of accumulated losses, no provision for income tax is considered necessary.
- (iii) 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.
- (iv) 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.

41 PREVIOUS YEAR FIGURES

The financial statements for the year ended March 31, 2011 had been prepared as per the then applicable, pre-revised Schedule VI to the Companies Act, 1956. Consequent to the notification of Revised Schedule VI under the Companies Act, 1956, the financial statements for the year ended March 31, 2012 are prepared as per Revised Schedule VI. Accordingly, the previous year figures have also been reclassified to conform to this year's classification. The adoption of Revised Schedule VI for previous year figures does not impact recognition and measurement principles followed for preparation of financial statements except for accounting for dividend on investments in subsidiaries.

As per our Audit Report of even date attached

For and on behalf of
RRCA & Associates
(Chartered Accountants)
Firm Registration No. 022107N

Sd/-
Ravi Kumar (Partner)
Membership No. 508424

Place : New Delhi
Date : 28th May, 2012

For and on behalf of Board of Directors

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

Sd/-
Sunil Godhwani
Director
(DIN: 00174831)

Sd/-
Bhavesh Kishore
(Company Secretary)
Membership No. A22843

[illegible]





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