



HEALTHFORE TECHNOLOGIES LIMITED
(Formerly Religare Technologies Limited)

Registered Office.: D3, P3B, District Centre, Saket, New Delhi - 110017
CIN - L72300DL2009PLC190552
Phone : +91-11-39125000, Fax No. : +91-11-39126117
E-mail: investors@healthfore.com /website: www.healthfore.com

NOTICE

Notice is hereby given that the **Fifth Annual General Meeting** of HealthFore Technologies Limited ("**the Company**") will be held on Thursday, September 11, 2014 at 12.00 Noon at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi – 110003, to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2014 including Audited Balance Sheet as at March 31, 2014 and the Statement of Profit and Loss for the year ended on that date, the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Shivinder Mohan Singh (DIN: 00042910), who retires from office by rotation and, being eligible, offers himself for re-appointment.
3. To appoint Statutory Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. RRCA & Associates, Chartered Accountants (Firm Registration No. 022107N), be and are hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting ("**AGM**") until the conclusion of the AGM of the Company to be held in the year 2019 (subject to ratification of their appointment by the Members at every AGM held after this AGM), and that the Board of Directors be and are hereby authorized to fix such remuneration as may be determined by the Audit Committee in consultation with the Auditors."

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:
"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Atul Mandahar (DIN: 06891729), who was appointed as an Additional Director (in the category of Independent Non-Executive Director) of the Company by the Board of Directors on July 07, 2014 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a term of 5 (Five) consecutive years commencing from July 07, 2014."
5. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:
"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Padam Narain Bahl (DIN: 01314395), Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a term of 5 (Five) consecutive years commencing from September 11, 2014."
6. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:
"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Vikram Sahgal (DIN: 00097163), Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a term of 5 (Five) consecutive years commencing from September 11, 2014."



7. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:-**
“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Rama Krishna Shetty (DIN: 01521858), Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a term of 5 (Five) consecutive years commencing from September 11, 2014.”
8. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**
“**RESOLVED THAT** in supersession of the Ordinary Resolution adopted at the Annual General Meeting of the Company held on July 13, 2010 under Section 293(1)(d) of the Companies Act, 1956 and pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “**the Board**” which term shall be deemed to include any Committee thereof for the time being exercising the powers conferred on the Board of Directors by this Resolution) to borrow any sum or sums of money (including non fund based facilities) from banks, financial institutions and / or other sources from time to time at their discretion in excess of the aggregate of the paid up share capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained/to be obtained from the Company’s Bankers in the ordinary course of business, shall not be in excess of ₹ 1000 Crores (Rupees One Thousand Crores) over and above the aggregate of the paid up share capital and free reserves of the Company.
RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”
9. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**
“**RESOLVED THAT** in supersession of the Ordinary Resolution adopted at the Annual General Meeting of the Company held on July 13, 2010 under Section 293(1)(a) of the Companies Act, 1956 and pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Memorandum and Articles of Association of the Company, Listing Agreement entered into with the BSE Limited and other applicable provisions and subject to the approvals, permissions and sanctions as may be necessary from the concerned regulatory authorities and subject to such terms and conditions as may be imposed by them, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “**the Board**” which term shall be deemed to include any Committee thereof for the time being exercising the powers conferred on the Board of Directors by this Resolution) to offer and create charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, of any description, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, over all or any of the movable and / or immovable, tangible and / or intangible, properties and assets of any description, of the Company, both present and future, wheresoever situated, in favour of any Bank(s) / Financial Institution(s), and/or any other Lender(s) or their Agent(s) and/or Trustee(s) acting on behalf of any Lender(s) for the purpose of securing the borrowings of the Company or any fund based or non-fund based facilities including but not limited to term loans or working capital facilities whether in Indian Rupees or in foreign currency (collectively referred as the “**Facilities**”) of the Company or the facilities of its Subsidiary(ies), Affiliates, Joint Ventures, Associate Company(ies) or such other form of enterprises (the “**Entities**”), from time to time, presently availed and/or to be hereafter availed or for the purpose of securing the Securities (comprising foreign currency convertible bonds, fully/partly Convertible Debentures and/or Non-Convertible Debentures with or without detachable or non-detachable Warrants and/or secured premium notes and/or floating rates notes/bonds or other debt instruments), issued / to be issued by the Company or the Entities, from time to time, together with interest, at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premium on prepayment, remuneration of the Bank(s), Financial Institution(s) and/or other Lender(s) or their Agent(s)/Trustees, premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation/ revaluation/fluctuation in the rates of exchange and all other monies payable by the Company to the aforesaid parties or any of them under the Agreement / Agreement(s) entered into and / or to be entered into by the Company or the Entities in respect of the said Facilities/Securities and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board and the Bank(s), Financial Institution(s), Lender(s) or their Agent(s) and/or Trustee(s) subject to the limits prescribed under Section 180(1)(c) of the Companies Act, 2013.
RESOLVED FURTHER THAT the Board be and is hereby authorised to vary and/or alter the terms and conditions of any mortgage(s) and/or charge(s) aforesaid, as the Board may consider necessary or expedient.
RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required.”
10. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**
“**RESOLVED THAT** pursuant to the provisions of Section 14 and any other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014, the Articles of Association of the Company be and is hereby amended by inserting following new Article 159A after existing Article 159:
159A. The same individual may, at the same time, be appointed as the Chairperson/Chairman of the Company as well as the Managing Director or Chief Executive Officer of the Company.
RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”



11. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:-

“RESOLVED THAT in partial modification of the earlier Resolution passed by the Shareholders at the Annual General Meeting of the Company held on September 13, 2013 and pursuant to the provisions of Sections 196, 197 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to the approval of the Central Government and such other approval(s) or sanction(s), as may be required, the consent of the Members of the Company be and is hereby accorded to increase the remuneration of Mr. Maninder Singh Grewal, Chairman and Managing Director of the Company with effect from April 01, 2014 to an annual remuneration upto ₹ 1,50,00,000/- (Rupees One Crore Fifty Lacs Only).

In addition to the above, Mr. Maninder Singh Grewal shall also be entitled to the following benefits as per the policy / rules of the Company in force from time to time and these shall not be included in the computation of ceiling on total remuneration to the extent these either singly or put together are not taxable under the Income Tax Act, 1961:

- i. Company's contribution to Provident Fund; and
- ii. Payment of Gratuity and other retirement benefits.

The value of allowances & perquisites shall be taken as per Income Tax Rules, wherever applicable. In the absence of any applicable rules, allowances & perquisites shall be valued at actual cost.

RESOLVED FURTHER THAT:

- A. The total remuneration including allowances & perquisites shall not exceed the limits as specified above or the amount specified by the Central Government, as the case may be;
- B. He shall be entitled for reimbursement of all actual expenses incurred including on entertainment and travelling for the business of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to make necessary application to the Central Government and to sign, execute, file or modify any return, form, document or paper or to appoint attorneys and to take such steps and to do all such acts, deeds and things as it may consider necessary or expedient, to give effect to this Resolution.”

By Order of the Board of Directors
For **HealthFore Technologies Limited**
(Formerly **Religare Technologies Limited**)

Sd/-
Shikha Rastogi
Company Secretary

Place : New Delhi
Date : August 05, 2014

NOTES:

1. **A Member entitled to attend and vote at the Annual General Meeting (“AGM”) is entitled to appoint a proxy to attend and vote on a poll instead of himself and such proxy need not be a Member of the Company. The instrument appointing the proxy, in order to be effective, must be deposited at the Company’s Registered Office, duly completed and signed, not less than forty-eight hours before the commencement of AGM. A Proxy Form for the AGM is enclosed herewith.**

A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

2. Corporate Members / Societies intending to send their authorized representative to attend the AGM are requested to send a duly certified copy of the Board of Directors / Governing Board Resolution authorizing their representative to attend and vote on their behalf at the AGM.
3. The relative Explanatory Statement pursuant to section 102 of the Companies Act, 2013 (“Act”) in respect of the businesses under Item Nos. 4 to 11 of the Notice, is annexed hereto.
4. The Register of Members and the Share Transfer Books of the Company will remain closed from Friday, September 5, 2014 to Wednesday, September 10, 2014 (both days inclusive).
5. All relevant documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the AGM of the Company.
6. Brief profile of the Directors proposed to be appointed/ re-appointed, nature of their expertise in specific functional areas and names of Companies in which they hold directorships and memberships / chairmanships of other board committees and shareholding (both own or held by / for other persons on a beneficial basis) in the Company and relationship between directors inter se, as stipulated under Clause 49 of Listing Agreement entered into with BSE Limited, is annexed to the Notice.
7. Members / Proxies are requested to bring duly filled in and signed attendance slips enclosed herewith for attending the AGM.
8. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
9. The Certificate from the Statutory Auditors of the Company certifying that the HealthFore Employee Stock Option Scheme 2013 of the Company is being implemented in accordance with the SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and in accordance with the resolution of the general body, will be available for inspection by the Members at the AGM venue.



10. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, will be available for inspection at the AGM venue by any person having the right to attend the AGM.
11. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Act, will be available for inspection at the AGM venue by any person having the right to attend the AGM.
12. Members holding shares in physical form are requested to intimate changes pertaining to their bank account details, mandates, nominations, change of address, e-mail address etc., if any, immediately to the Company's Registrar and Share Transfer Agent i.e. M/s Karvy Computershare Private Limited, Plot No. 17 to 24, Vittal Rao Nagar, Madhapur, Hyderabad - 500081. Members holding shares in electronic form must intimate the changes, if any, to their respective Depository Participants only.
13. Equity Shares of the Company are under Compulsory Demat segment. Members are requested to convert their holdings from physical to Demat form. For any queries, Members may write to the Company Secretary or the Company's Registrar and Share Transfer Agent i.e. M/s Karvy Computershare Private Limited at Plot No. 17 to 24, Vittal Rao Nagar, Madhapur, Hyderabad - 500081.
14. Members desirous of seeking any information relating to the annexed Audited Financial Statements of the Company for the financial year ended March 31, 2014, may write to the Company at GYS Global, A-3/4/5, Sector 125, Noida-201301 for the attention of Ms. Shikha Rastogi, Company Secretary, at least seven days in advance of the AGM so that requisite information can be made available at the AGM.
15. Members desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Act, are requested to fill up the required form and send the same to the office of the Registrar and Share Transfer Agent of the Company. Members holding shares in demat form may contact their respective Depository Participants for recording of nomination.
16. In terms of Clause 32 of the Listing Agreement, Electronic copy of the Annual Report for 2013-2014 is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of the Annual Report for 2013-2014 is being sent in the permitted mode.
17. Electronic copy of the Notice of the 5th AGM of the Company *inter alia* indicating the process and manner of e-voting along with Attendance Slip / E-Voting Form and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 5th AGM of the Company *inter alia* indicating the process and manner of e-voting along with Attendance Slip / E-Voting Form and Proxy Form is being sent in the permitted mode.
18. Members may also note that the Notice of the 5th AGM and the Annual Report for 2013-2014 will also be available on the Company's website, www.healthfore.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on all working days excluding Saturdays. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the Members may also send requests to the Company's investor email id: investors@healthfore.com.
19. The Members who have not registered their e-mail address(es), so far, are requested to register their e-mail address(es), in respect of electronic holdings with the Depository through their concerned Depository Participants for receiving all the communications from the Company electronically. The e-communication registration form is also available on the website of the Company i.e. www.healthfore.com. **Members who hold shares in physical form are requested to register their e-mail address(es) by writing to Company's Registrar and Share Transfer Agent i.e. M/s Karvy Computershare Private Limited, (Unit: HealthFore Technologies Limited), Plot No. 17 to 24, Vittal Rao Nagar, Madhapur, Hyderabad-500 081 or through e-mail at einward.ris@karvy.com.**
20. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Company's Registrar and Share Transfer Agent i.e. M/s Karvy Computershare Private Limited, for consolidation into a single folio.
21. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrar and Share Transfer Agent i.e. M/s Karvy Computershare Private Limited.
22. **Voting through electronic means**
 1. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement entered into with BSE Limited, the Company is pleased to provide members with the facility to cast their vote electronically on all resolutions set forth in this Notice. The Company has agreement with KARVY COMPUTERSHARE PRIVATE LIMITED for facilitating e-voting to enable the shareholders to cast their votes electronically. E-voting is optional.

The instructions for members for e-voting are as under:
 - (I). **A. In case a Member receives an email from Karvy** [for Members whose email IDs are registered with the Company's Registrar and Share Transfer Agent / Depository Participant(s)]:
 - (i) Launch internet browser by typing the URL: <https://evoting.karvy.com>
 - (ii) Enter the login credentials (i.e. **User ID and password** mentioned overleaf). Your Folio No./DP ID- Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.

User – ID	For Members holding shares in Demat Form:- a) For NSDL :- 8 Character DP ID followed by 8 Digits Client ID b) For CDSL :- 16 digits beneficiary ID For Members holding shares in Physical Form:- • EVENT NO. followed by Folio Number registered with the company
Password	In case of shareholders who have not registered their e-mail addresses, their User-Id and Password is provided in the enclosed Attendance Slip / E-Voting Form for the AGM.
Captcha	Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

- (iii) After entering these details appropriately, click on “**LOGIN**”.
 - (iv) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login and such details may be used for sending future communication(s). You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. **It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.**
 - (v) You need to login again with the new credentials.
 - (vi) On successful login with new credentials, the system will prompt you to select the EVENT i.e. **HealthFore Technologies Limited**.
 - (vii) Now you are ready for e-voting as Cast Vote page opens.
 - (viii) On the voting page enter the number of shares (which represents the number of votes) as on the cut-off date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially in “AGAINST” but the total number in “FOR/AGAINST” taken together should not exceed your total shareholding as mentioned overleaf. You may also choose the option “ABSTAIN” and the shares held will not be counted under either head.
 - (ix) You may then cast your vote by selecting an appropriate option and click on “Submit”.
 - (x) A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you click OK, the message “Vote cast successfully” will be displayed and thereafter, you will not be allowed to modify your vote.
- During the voting period, Members can login any number of times till they have voted on the Resolution(s).**
- (xi) Members holding multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
 - (xii) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
 - (xiii) **Corporate / Institutional Members** (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter etc., together with attested specimen signature(s) of the duly authorized representative(s), who are authorized to vote, to the Scrutinizer at e-mail ID: **healthforescrutinizer@gmail.com**. They may also upload the same in the e-voting module in their login. The scanned image of the abovementioned documents should be in the naming format “Corporate Name_EVENT NO.”
- B. **In case a Member receives physical copy of the Annual General Meeting Notice by Post** [for Members whose email IDs are not registered with the Company / Depository Participant(s)]:
- (i) **User ID and initial password** as provided in the enclosed Attendance Slip / E-Voting Form for the AGM.
 - (ii) Please follow all steps from Sr. No.(i) to (xiii) as mentioned in (A) above, to cast your vote.

II. Other Instructions

- (i) The e-voting period commences on Friday, September 5, 2014 (9.00 a.m. IST) and ends on Sunday, September 7, 2014 (6.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on Friday, August 1, 2014, may cast their vote electronically. The e-voting module shall be disabled by Karvy for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently. Further, the Members who have cast their vote electronically shall not be allowed to vote again at the AGM.
- (ii) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of <https://evoting.karvy.com> or contact Mr. Varghese P A of Karvy Computershare Pvt. Ltd. at 040 44655000 or at 1800 345 4001 (toll free).
- (iii) The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date, being Friday, August 1, 2014.
- (iv) **CS Vineet K. Chaudhary, Company Secretary in whole-time practice has been appointed as a Scrutinizer** to scrutinize the e-voting process in a fair and transparent manner.
- (v) The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and will make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the AGM.



- (vi) The Results on resolutions shall be declared at or after the AGM of the Company and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolutions.
- (vii) The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company (www.healthfore.com) and on Karvy's website (<https://evoting.karvy.com>) within two (2) days of passing of the resolutions at the AGM of the Company and communication of the same to BSE Limited.

By Order of the Board of Directors
For **HealthFore Technologies Limited**
(Formerly **Religare Technologies Limited**)

Sd/-
Shikha Rastogi
Company Secretary

Place : New Delhi
Date : August 05, 2014

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 4:

The Board of Directors of the Company (the "**Board**"), on July 07, 2014 had appointed Mr. Atul Mandahar, as an Additional Director (in the category of Independent Non-Executive Director) on the Board of the Company pursuant to the provisions of Section 161 of the Companies Act, 2013 (the "**Act**") and the Articles of Association of the Company.

In terms of the provisions of Section 161 of the Act, Mr. Atul Mandahar would hold office up to the date of the ensuing Annual General Meeting ("**AGM**") of the Company.

The Nomination and Remuneration Committee of the Board has recommended the appointment of Mr. Atul Mandahar as an Independent Director of the Company.

The Board of Directors, subject to the approval of the members at the ensuing AGM, has also recommended his appointment as an Independent Director. He is not liable to retire by rotation.

The Company has received a notice in writing from a member along with the deposit of requisite amount under the provisions of Section 160 of the Act proposing the candidature of Mr. Atul Mandahar for the office of Director of the Company.

The Company has received from Mr. Atul Mandahar (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) an intimation in Form DIR-8 in terms of Rule 14 of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act.

In the opinion of the Board of Directors, Mr. Atul Mandahar fulfils the conditions for his appointment as an Independent Director as specified in the Act, the Rules made thereunder and is independent of the Management.

A copy of the draft letter for the appointment of Mr. Atul Mandahar as an Independent Director setting out the terms and conditions shall be available for inspection without any fee by the members at the Company's Registered Office during normal business hours on all working days except Saturdays up to and including the date of the AGM of the Company.

Mr. Atul Mandahar, aged about 47 years, has been practicing as an Income Tax Lawyer and Advisor since 1989 and has over 25 years of professional experience.

Details of Mr. Atul Mandahar, as stipulated under Clause 49 of the Listing Agreement, have been given in the annexure attached to the Notice.

Save and except Mr. Atul Mandahar, none of the other Directors/ Key Managerial Personnel of the Company/ their relatives, are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

The Board considers that continued association of Mr. Atul Mandahar would be of immense benefit to the Company and it will be desirable to continue to avail his services as an Independent Director and accordingly, recommends the resolution as set forth in Item no. 4 of the Notice for the approval of the members as an Ordinary Resolution.

ITEM NOS. 5 to 7

The Members are aware that in terms of the provisions of erstwhile Companies Act, 1956 and Clause 49 of the Listing Agreement, the Company had appointed Mr. Padam Narain Bahl, Mr. Vikram Sahgal and Mr. Rama Krishna Shetty as Independent Directors of the Company who are liable to retire by rotation.

Pursuant to the provisions of section 149 of the Companies Act, 2013 ("**Act**") which came in to effect from April 1, 2014, every listed public company is required to have at least one-third of the total number of directors as independent directors, who are not liable to retire by rotation.

In view of the above, it is proposed to appoint Mr. Padam Narain Bahl, Mr. Vikram Sahgal and Mr. Rama Krishna Shetty as Independent Directors of the Company under Section 149 of the Act.

The Nomination and Remuneration Committee of the Board has recommended the appointment of Mr. Padam Narain Bahl, Mr. Vikram Sahgal and Mr. Rama Krishna Shetty as Independent Directors to hold office for a term of 5 (Five) consecutive years commencing from September 11, 2014.

The Board of Directors, subject to the approval of the Members at the ensuing Annual General Meeting ("**AGM**"), has also recommended their appointment as Independent Directors. They are not liable to retire by rotation.



The Company has received notices in writing from a member along with the deposit of requisite amount under the provisions of Section 160 of the Act proposing the candidatures of each of Mr. Padam Narain Bahl, Mr. Vikram Sahgal and Mr. Rama Krishna Shetty for the office of Directors of the Company.

The Company has also received from each of Mr. Padam Narain Bahl, Mr. Vikram Sahgal and Mr. Rama Krishna Shetty (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) an intimation in Form DIR-8 in terms of Rule 14 of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act.

In the opinion of the Board of Directors, Mr. Padam Narain Bahl, Mr. Vikram Sahgal and Mr. Rama Krishna Shetty fulfills the conditions for appointment as Independent Directors as specified in the Act, the Rules made thereunder and each of them is independent of the Management.

Copy of the draft letters for respective appointments of Mr. Padam Narain Bahl, Mr. Vikram Sahgal and Mr. Rama Krishna Shetty as Independent Directors setting out the terms and conditions shall be available for inspection without any fee by the members at the Company's Registered Office during normal business hours on all working days except Saturdays up to and including the date of the AGM of the Company.

Details of Mr. Padam Narain Bahl, Mr. Vikram Sahgal and Mr. Rama Krishna Shetty, as stipulated under Clause 49 of the Listing Agreement, have been given in the annexure attached to the Notice.

Mr. Padam Narain Bahl, Mr. Vikram Sahgal and Mr. Rama Krishna Shetty, are concerned or interested in the resolutions set out respectively at Item Nos. 5 to 7 of the accompanying Notice with regard to their respective appointments.

Save and except the above, none of the other Directors/ Key Managerial Personnel of the Company/ their relatives, are, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item Nos. 5 to 7 of the Notice.

The Board considers that their continued association would be of immense benefit to the Company and it will be desirable to continue to avail their services as Independent Directors and accordingly, recommends the resolutions as set forth in Item Nos. 5 to 7 of the Notice for the approval of the members as Ordinary Resolutions.

ITEM NO. 8

The Members of the Company at their Annual General Meeting held on July 13, 2010 by way of an Ordinary Resolution under Section 293(1)(d) of the Companies Act, 1956 accorded approval to the Board of Directors to borrow from time to time all such sum of monies as it may deem requisite for the business of the Company over and above the aggregate of paid up share capital and free reserves of the Company provided that the total amount of such borrowings together with the amounts already borrowed and outstanding at any point of time shall not be in excess of ₹ 500 Crores (Rupees Five Hundred Crores).

However, Members are informed that Section 180(1)(c) of the Companies Act, 2013 ("Act") effective from September 12, 2013 requires that the Board of Directors shall not borrow money in excess of the company's paid up share capital and free reserves, apart from temporary loans obtained from the company's bankers in the ordinary course of business, except with the consent of the Company accorded by way of a Special Resolution.

Further, Ministry of Corporate Affairs ("MCA") vide Circular No. 4/2014 issued on March 25, 2014 has clarified that the resolution passed under Section 293 of the Companies Act, 1956, prior to September 12, 2013 with reference to the borrowings (subject to the limits prescribed) and / or creation of security on the assets of the Company will be regarded as sufficient compliance of the requirements of Section 180 of the Act for a period of one year from the date of notification of Section 180 of the Act i.e. till September 11, 2014.

In view of the above requirements of Section 180 and clarification issued by MCA, it has become necessary for the Members of the Company to pass a Special Resolution under Section 180(1)(c) and other applicable provisions of the Act to enable the Board of Directors to borrow money in excess of the aggregate of the paid up share capital and free reserves of the Company.

Approval of members is being sought to borrow money upto ₹ 1,000 Crores (Rupees One Thousand Crores) in excess of the aggregate of the paid up share capital and free reserves of the Company.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives, are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 of the Notice.

The Board recommends the resolution as set forth in Item no. 8 of the Notice for the approval of the members as a Special Resolution.

ITEM NO. 9

The Members of the Company at their Annual General Meeting held on July 13, 2010 by way of an Ordinary Resolution under Section 293(1)(a) of the Companies Act, 1956 accorded approval to the Board of Directors to offer and create charges, mortgages and hypothecations of any description, at such time and on such terms as the Board may determine, over all or any of the movable and/or immovable, tangible and/or intangible, properties and assets of any description, of the Company, both present and future, wheresoever situated, in favour of any Bank(s) / Financial Institution(s), and/or any other Lender(s).

The Members are informed that in terms of Section 180(1)(a) of the Companies Act, 2013 ("Act"), effective from September 12, 2013, the Company is restricted from selling, leasing or otherwise disposing of its undertaking(s) or any part thereof without the consent of its Members at a General Meeting by way of a Special Resolution.

Further, Ministry of Corporate Affairs ("MCA") vide Circular No. 4/2014 issued on March 25, 2014 has clarified that the resolution passed under Section 293 of the Companies Act, 1956, prior to September 12, 2013 with reference to the borrowings (subject to the limits prescribed) and / or creation of security on the assets of the Company will be regarded as sufficient compliance of the requirements of Section 180 of the Act for a period of one year from the date of notification of Section 180 of the Act i.e. till September 11, 2014.



In view of the above requirements of Section 180 and clarification issued by MCA, it has become necessary for the Members of the Company to pass a Special Resolution under Section 180(1)(a) and other applicable provisions of the Act to authorize the Board of Directors to mortgage and/or to create charge on all or any of the movable and/or immovable, tangible and/or intangible, properties and assets of the Company, both present and future, from time to time for an amount not exceeding the limit prescribed under Section 180(1)(c) of the Act.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives, are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 9 of the Notice.

The Board recommends the resolution as set forth in Item no. 9 of the Notice for the approval of the members as a Special Resolution.

ITEM NO. 10

As per Section 203 of the Companies Act, 2013 (“**Act**”), an individual shall not be appointed or reappointed as the Chairperson of the Company, in pursuance of the Articles of the Company, as well as the Managing Director or Chief Executive Officer of the Company at the same time unless Articles of such Company provide otherwise or Company does not carry multiple businesses.

In pursuance of same, it is proposed to insert a new Article 159A in the Articles of Association of the Company stating that the same individual may, at the same time, be appointed as the Chairperson/Chairman of the Company as well as the Managing Director or Chief Executive Officer of the Company.

The Resolution at Item No. 10 of the Notice is set out as a Special Resolution for approval by the members in terms of Section 14 of the Act.

A copy of the Memorandum and Articles of Association of the Company together with the proposed alterations would be available for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday, up to and including the date of the AGM of the Company.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives, are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 10 of the Notice.

The Board recommends the resolution as set forth in Item no. 10 of the Notice for the approval of the members as a Special Resolution.

ITEM NO. 11

The Members of the Company at their Annual General Meeting held on September 13, 2013 had approved the re-appointment of Mr. Maninder Singh Grewal as Managing Director of the Company for a period of three years with effect from October 11, 2013 on an annual remuneration upto ₹ 1,50,00,000/- (Rupees One Crore Fifty Lacs only) subject to the approval of the Central Government.

The Members may note that the Central Government vide its Order dated January 24, 2014, approved the re-appointment of Mr. Maninder Singh Grewal as Managing Director of the Company for a period of three years with effect from October 11, 2013 at a total remuneration of ₹ 60,00,000/- (Rupees Sixty Lacs only) per annum for a period of 3 years w.e.f. October 11, 2013 to October 10, 2016.

Mr. Maninder Singh Grewal was appointed as Managing Director of the Company in 2010 with the mission of setting up a global Healthcare IT Company.

Mr. Grewal is a Graduate from the IIT at Kharagpur and has over 25 years of experience in the Information Technology sector. He was brought in as CEO for Fortis Financial Services Ltd. in 2006 with the direction to start an Information Technology business. Within a short span, the combined revenue of businesses under him was over ₹ 200 Crore. Post a merger/demerger scheme and after approvals from the Hon'ble High Court, the businesses were realigned as Dion Global Solutions Limited and Religare Technologies Limited (now known as HealthFore Technologies Limited). While the bulk of the business is in Dion Global Solutions Limited which declared a revenue of over ₹ 250 Crore in 2012-13, Mr. Grewal was directed to start a healthcare IT focused business in HealthFore Technologies Limited closing down other lines of business.

In three years, HealthFore has now developed a full Hospital Information and Management System brand named Infinity which is now live and in full use in 3 hospitals. Mr. Grewal was the principal technical architect for the product as well as functionality framework for Infinity. An investment of over ₹ 100 Crore has been made in the product in addition to various trials of Mediphone and other mHealth services. In all, a total investment of over ₹ 300 Crore has been made in this business.

Accordingly, taking into consideration the vital need of the Company to have Mr. Grewal continue with the Company and taking note of his contribution and performance towards the growth of the Company and the need to safeguard the large investments made, the Nomination and Remuneration Committee and the Board of Directors of the Company (“**the Board**”) at their respective meetings held on August 05, 2014 have approved and recommended the revision in the remuneration (as approved by the Central Government vide its Order dated January 24, 2014) payable to Mr. Maninder Singh Grewal as Managing Director of the Company, the broad particulars of which are given in the proposed resolution No. 11, subject to the approval of the Members of the Company, the Central Government and such other authorities as may be necessary.

The resolution seeks the approval of Members for again approaching Central Government for approval for revision in remuneration of Mr. Maninder Singh Grewal.

Statement pursuant to the provisions of Schedule V of the Companies Act, 2013 is given below:



I. GENERAL INFORMATION:

1. Nature of Industry:

The Company is a global healthcare IT and advisory services company focusing on Healthcare Informatics and IT services. It has created valuable IP in the form of a Hospital Information Product which is a new generation mobile enabled software to serve the needs of the hospital industry in India and abroad. It offers consultancy and infrastructure services to the healthcare Industry and has pioneered teleradiology in India having connected 8 remote districts in Assam to a central diagnostic centre in Guwahati and Delhi.

2. Date or expected date of commencement of commercial production:

The Company is engaged in Information Technology Sector and activities of IT and ITES Services.

The Company was incorporated on May 22, 2009 and obtained the Certificate of Commencement of Business from the Registrar of Companies, NCT of Delhi & Haryana on June 3, 2009.

3. Expected date of commencement of activities as per project approved by financial institutions:

Not Applicable

4. Financial performance:

During the financial year 2013-14, Total Income and Expenditure of the Company is ₹ 299,771,000/- and ₹ 955,480,428/- respectively and recorded a Net loss of ₹ 655,709,428/-.

5. Foreign Investments or collaborators:

None

II. INFORMATION ABOUT THE APPOINTEE:

1. Background Details:

Mr. Maninder Singh Grewal, aged 63 years, has over 25 years of experience in the information technology sector and has been intimately involved in the growth of the industry. His exposure to computing and information technology started from computer simulation courses at IIT Kharagpur where he graduated with a degree in Mechanical Engineering.

His experience in Healthcare IT goes back to 1989 when his team worked on the systems and software developed for 2 large teaching hospitals in North India. He is now the Chairman and Managing Director of HealthFore Technologies Limited.

He joined the Religare/Fortis group in 2006. As Managing Director at Religare Technova, he started the BFSI IT vertical with acquisitions in India and Australia. Religare Technova Ltd. is now known as Dion Global Solutions Limited (DION) and has a revenue of USD 46 million. He is currently a Chairman and Director of Dion.

His responsibilities include advising the promoter group on Technology and IT strategy. He has given many keynotes in Industry forums and is a member of the Advisory Committee set up by the Ministry of Health and Family Welfare, Government of India for Standardization and Implementation of a standard pan India Electronic Medical Records.

As Chairman of the NASSCOM Regional Council for Noida, he is organizing the Nasscom Annual technical Conference, which is a global conference focusing on the Internet of Things with tracks into Mobility, Analytics and Cloud. His special knowledge of these deeply technical subjects makes him an ideal person to lead our Company.

2. Past Remuneration:

The Central Government vide its Order No. B 01866227/5/2011 dated April 18, 2011, approved the remuneration of ₹ 91,80,000/- per annum from 11.10.2010 to 10.10.2011 and 10% annual increase for the remaining period of two years i.e. 11.10.2011 to 10.11.2013.

Further, the Central Government vide its Order No. B 89456065/3/2013 dated January 24, 2014, approved the remuneration of ₹ 60,00,000/- per annum from 11.10.2013 to 10.10.2016.

He has drawn the gross remuneration of ₹ 86,91,207/- during the financial year 2013-14, which is in compliance with the abovesaid orders of the Central Government.

3. Recognition or Awards:

He is the Chairman of the NASSCOM Regional Council for Noida. He is also a member of the Advisory Committee set up by the Ministry of Health and Family Welfare, Government of India for Standardization and Implementation of a standard pan India Electronic Medical Records.

He has been a panelist on various FICCI, CII and NASSCOM forums as well. The NASSCOM Annual Technical Conference held in Noida in December 2013 was organized by his team as Chair, NASSCOM Regional Council, Noida.

4. Job Profile and Suitability of the Appointee:

The Company has identified Healthcare IT sector as the core area for future expansion and growth.

Since, it is difficult to find professionals who are visionary in both IT technology and healthcare. Accordingly, Mr. Maninder Singh Grewal, with his background, qualifications & experiences in the IT industry, has the skills to address both segments and can build the systems and products needed by the Company.

5. Remuneration Proposed:

An annual remuneration upto ₹ 1,50,00,000/- (Rupees One Crore Fifty Lacs Only) effective from April 01, 2014.

However, the total remuneration including allowances & perquisites shall not exceed the limits as specified above or the amount specified by the Central Government, as the case may be.

6. Comparative remuneration profile with respect to the industry, size of the Company, profile of the position and person:

The proposed remuneration payable to Mr. Maninder Singh Grewal is justified compared to remuneration paid in the IT industry and the size of the Company, keeping in view his job profile, the size, global operations and complexity of the business of the Company.



He is a critical resource for the Company as he is the principal architect for the new Hospital Information System Product and his knowledge of the healthcare systems and his intimate knowledge of technology and the tools and processes needed for development and implementation are essential for leading a company focused on a specialized domain. He would be able to draw much more as a consultant in the sector.

7. Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any:

Except for the proposed remuneration, Mr. Maninder Singh Grewal does not have any pecuniary relationship with the Company or with any managerial personnel of the Company except that he holds 1,32,092 Equity Shares in the Company.

III. OTHER INFORMATION

1. Reasons of loss or inadequate profits:

As per the Audited Balance Sheet of the Company for the period ended March 31, 2014, the net loss of the Company is ₹ 655,709,428/- and the Effective Capital comes to ₹ (-)1,338,931,078/-.

Since it was the initial years of operation of the Company during which the Company had to incur significant operating, administration and personnel expenses to increase its market share. These aspects resulted in a net loss to the Company during the said financial year. However, out of the total loss incurred, ₹ 469,177,806/- was on account of Interest on loans / facilities taken by the Company for its expansion. Significant IP and goodwill has been created but is not yet classified as an asset due to it being still in development stage.

2. Steps taken or proposed to be taken for improvement:

The Company is consistently working on organic capability in software development, project implementation and management consulting in Healthcare IT and Life Sciences and using inorganic opportunities to grow faster which will assist in the strategic objective of improving its product offering and expanding the global distribution network to garner better market share.

The product is now tested in the market and is accepted as a leading product in the segment. The first live site in India was commissioned on May 01, 2014. With this, the company has a big product to sell and is focusing on this. With sales revenue going up the losses will be recovered.

3. Expected increase in productivity and profits:

In addition to steps proposed to be taken for improvement as detailed hereinabove, the focus would be on improvement of operating efficiencies, cost optimization, investment in human resource and global quality standards thereby achieving increase in productivity and maximization of profits.

IV. DISCLOSURES

The details of remuneration and other information is given in the Corporate Governance Report forming part of the Directors' Report.

Save and except Mr. Maninder Singh Grewal, none of the other Directors/ Key Managerial Personnel of the Company/ their relatives, are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 11 of the Notice.

The Board recommends the resolution as set forth in Item no. 11 of the Notice for the approval of the members as a Special Resolution.

By Order of the Board of Directors
For **HealthFore Technologies Limited**
(Formerly **Religare Technologies Limited**)

Sd/-

Shikha Rastogi
Company Secretary

Place : New Delhi
Date : August 05, 2014

ADDITIONAL INFORMATION ON DIRECTORS RECOMMENDED FOR APPOINTMENT OR SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING (IN PURSUANCE OF CLAUSE 49 IV (G) OF LISTING AGREEMENT)

Mr. Shivinder Mohan Singh

a) Profile

Mr. Shivinder Mohan Singh, aged 40 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 over 66 healthcare facilities, over 10,000 potential beds and approx. 280 diagnostic centers spanning across the length and breadth in India.

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; played a strategic role in its sale and in taking the company to the next level, while 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 as 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 on the Steering Committee of the Federation of



Indian Chambers of Commerce and Industry (FICCI), Board Member of Aspen India, Governing Council Member of the All India Management Association (AIMA) and founder and current President of NATHEALTH, a body that serves to shape the future of the Indian healthcare industry.

While healthcare is a passion for him, his dream is to contribute in building a vibrant India. He is actively involved in several initiatives focusing on social change, including the 'Little Hearts' program which facilitates life-saving cardiac surgeries for less-privileged children and programs around the female child and institutionalization of education. 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 75,495 Equity Shares of the Company as on date.

b) Directorships held in other Companies as on date (excluding foreign companies)

- 1 Fortis Healthcare Limited
- 2 SRL Limited
- 3 Oscar Investments Limited
- 4 Chetak Pharmaceuticals Private Limited
- 5 R.C. Nursery Private Limited
- 6 Fortis Healthcare Holdings Private Limited
- 7 Fortis Clinical Research Limited
- 8 Greenview Buildtech Private Limited
- 9 Ligare Voyages Limited
- 10 Shivi Holdings Private Limited
- 11 RHC Holding Private Limited
- 12 RHC Finance Private Limited
- 13 RWL Healthworld Limited
- 14 Shimal Healthcare Private Limited

c) Memberships/ Chairmanships of committees of other companies as on date (includes only Audit Committee and Stakeholders Relationship Committee)

- 1 Fortis Healthcare Limited - Stakeholders Relationship Committee (Member)

Mr. Atul Mandahar

a) Profile

Mr. Atul Mandahar, aged about 47 years, holds a Bachelor's Degree in Law from Punjab University, Chandigarh and is enrolled with Bar Council of Punjab & Haryana, Chandigarh. He has been practicing as an Income Tax Lawyer and Advisor since 1989 and has over 25 years of professional experience. He was a member of the Regional Direct Taxes Advisory Committee constituted by Income Tax Department (North West Region) during the years 2006-2007 and 2007-2008. He was also a member of the Standing Committee on T.D.S. in year 2012-2013.

Mr. Atul Mandahar joined the Board of Directors of the Company on July 07, 2014.

Mr. Atul Mandahar does not hold any Equity Shares of the Company as on date.

b) Directorships held in other Companies as on date (excluding foreign companies)

NIL

c) Memberships/ Chairmanships of committees of other companies as on date (includes only Audit Committee and Stakeholders Relationship Committee)

NIL

Mr. Padam Narain Bahl

a) Profile

Mr. Padam Narain Bahl, aged 63 years, 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 27 years of work experience. He was the Chairman of the Northern India Regional Council, Institute of Chartered Accountants of India, Amritsar Branch for the year 1998-99. He was also 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.

b) Directorships held in other Companies as on date (excluding foreign companies)

- 1 Religare Venture Capital Limited
- 2 Religare Securities Limited
- 3 Religare Commodities Limited
- 4 Religare Finvest Limited
- 5 Dion Global Solutions Limited
- 6 Religare Arts Initiative Limited
- 7 Verne Developers Private Limited
- 8 Religare Enterprises Limited



- 9 Religare Capital Markets Limited
- 10 Religare Comtrade Limited (Formerly known as Religare Bullion Limited)

c) Memberships/ Chairmanships of committees of other companies as on date (includes only Audit Committee and Stakeholders Relationship Committee)

- | | | | |
|---|----------------------------------|---|--|
| 1 | Religare Venture Capital Limited | - | Audit Committee (Member) |
| 2 | Religare Securities Limited | - | Audit Committee (Chairman) |
| 3 | Religare Finvest Limited | - | Audit Committee (Member) |
| | | | Stakeholders Relationship Committee (Member) |
| 4 | Dion Global Solutions Limited | - | Audit Committee (Chairman) |
| | | | Stakeholders Relationship Committee (Member) |
| 5 | Religare Arts Initiative Limited | - | Audit Committee (Member) |
| 6 | Religare Enterprises Limited | - | Audit Committee (Chairman) |
| | | | Stakeholders Relationship Committee (Member) |
| 7 | Religare Capital Markets Limited | - | Audit Committee (Chairman) |

Mr. Vikram Sahgal

a) Profile

Mr. Vikram Sahgal, aged 60 years, has completed his Mechanical Engineering from Delhi College of Engineering (DCE) and Masters in Business Administration from the Faculty of Management Studies (FMS), University of Delhi. He has over 35 years of diverse experience in the mechanical engineering industry. He is the Chairman & Managing Director of Micron Instruments Pvt. Ltd., a company engaged in the manufacture of high precision engineering products for defence, aerospace and healthcare. Micron Instruments which has been spear headed by Mr. Vikram Sahgal, is one of the pioneer private sector company manufacturing strategic defence products for several large defence and aerospace companies worldwide. Currently, Micron Instruments is also a preferred supplier to several large defence and aerospace companies worldwide. As a member of the Defence Committees of various chambers for over 12 years, he has been instrumental in influencing various policies to promote the role of the private corporate sector in India in the defence arena which historically was the domain of the Indian public sector and foreign multinational companies. He is on the board of directors of several companies and has been the member of the Managing Committee of PHDCCI, Chairman of Chandigarh Committee, and member of Administrator's Advisory Council, Chandigarh.

Mr. Vikram Sahgal joined the Board of Directors of the Company on October 11, 2010.

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

b) Directorships held in other Companies as on date (excluding foreign companies)

- 1 Micron Instruments Private Limited
- 2 Micron Intertech Private Limited
- 3 Techmat Micron India Private Limited
- 4 Alliedtronics (India) Limited
- 5 Dion Global Solutions Limited
- 6 Micron Flora Private Limited
- 7 Seth Enterprises Private Limited
- 8 Deftech Industries Private Limited

c) Memberships/ Chairmanships of committees of other companies as on date (includes only Audit Committee and Stakeholders Relationship Committee)

- | | | | |
|---|-------------------------------|---|--------------------------|
| 1 | Dion Global Solutions Limited | - | Audit Committee (Member) |
|---|-------------------------------|---|--------------------------|

Mr. Rama Krishna Shetty

a) Profile

Mr. Rama Krishna Shetty, aged 65 years, holds a Bachelor's degree in Engineering from the Basaveshwara Engineering College, Bagalkot and has completed an Executive Development program from the Jamunalal Bajaj Institute of Management, Mumbai in Production Planning Control and Financial Management. He has more than 31 years of work experience and has received the prestigious National Productivity Award in the year 1992. He was the President of The Indian Hockey Federation, Karnataka State Hockey Association and also Vice-President of Karnataka Olympic Association. At present, he is the Chairman of the Indian Hockey Federation and advisor to Karnataka State Hockey Association.

Mr. Rama Krishna Shetty joined the Board of Directors of the Company on October 11, 2010.

Mr. Rama Krishna Shetty does not hold any Equity Shares of the Company as on date.

b) Directorships held in other Companies as on date (excluding foreign companies)

- 1 Religare Enterprises Limited
- 2 Dion Global Solutions Limited
- 3 Premier Hockey Development Private Limited
- 4 Fortis Malar Hospitals Limited
- 5 Religare Housing Development Finance Corporation Limited

c) Memberships/ Chairmanships of committees of other companies as on date (includes only Audit Committee and Stakeholders Relationship Committee)

- | | | | |
|---|--|---|----------------------------|
| 1 | Religare Housing Development Finance Corporation Limited | - | Audit Committee (Chairman) |
| 2 | Dion Global Solutions Limited | - | Audit Committee (Member) |

**HEALTHFORE TECHNOLOGIES LIMITED**

(Formerly Religare Technologies Limited)

Registered Office.: D3, P3B, District Centre, Saket, New Delhi - 110017**CIN - L72300DL2009PLC190552****Phone : +91-11-39125000, Fax No. : +91-11-39126117****E-mail: investors@healthfore.com /website: www.healthfore.com****ATTENDANCE SLIP / E-VOTING FORM**

Please fill in the attendance slip and hand it over at the entrance of the meeting hall.

Joint shareholders may obtain additional slips at the venue of the meeting.

Name of the Sole / First Holder:

Registered Address:

Registered Folio No. / DP ID & Client ID No.*:

Name(s) of the Joint Holder(s), if any:

No. of Shares held:

I/We hereby record my/our presence at the 5th Annual General Meeting of the Company held on Thursday, September 11, 2014 at 12:00 Noon at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi - 110003.

Signature of the Shareholder or Proxy** : _____

*Applicable for investors holding shares in electronic form.

**Strike out whichever is not applicable

FOR ATTENTION OF THE SHAREHOLDER

Shareholders may please note the **User ID and Password** given below for the purpose of e-voting in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration), Rules, 2014. Please read carefully the detailed instructions for e-voting given out at Note No. 22 of the Notice of the 5th Annual General Meeting of the Company before casting your vote through e-voting.

ELECTRONIC VOTING PARTICULARS

EVENT NO. (E-Voting Event Number)	USER ID	PASSWORD/PIN

The e-voting facility will be available during the following voting period:

Commencement of e-voting	End of e-voting
Friday, September 5, 2014 (from 9.00 a.m. IST)	Sunday, September 7, 2014 (up to 6.00 p.m. IST)



HEALTHFORE TECHNOLOGIES LIMITED

(Formerly Religare Technologies Limited)

Registered Office.: D3, P3B, District Centre, Saket, New Delhi - 110017

CIN - L72300DL2009PLC190552

Phone : +91-11-39125000, Fax No. : +91-11-39126117

E-mail: investors@healthfore.com /website: www.healthfore.com

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the Member(s): _____

Registered address: _____

E-mail Id: _____

Folio No. _____ DP ID & Client ID*. _____

I / We, being the member(s) of _____ Shares of HealthFore Technologies Limited, hereby appoint

1. Name: _____ Address: _____

E-mail Id: _____ Signature: _____ or failing him/her

2. Name: _____ Address: _____

Address: _____

E-mail Id: _____ Signature: _____ or failing him/her

3. Name: _____ Address: _____

Address: _____

E-mail Id: _____ Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 5th Annual General Meeting of the Company to be held on Thursday, September 11, 2014 at 12.00 Noon at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi - 110003 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Subject Matter of the Resolution	Optional**	
		For	Against
Ordinary Business			
1	Adoption of the Audited Financial Statements of the Company for the year ended March 31, 2014, the Reports of the Board of Directors and the Auditors thereon		
2	Re-appointment of Mr. Shivinder Mohan Singh who retires by rotation		
3	Appointment of Statutory Auditors and fixing their remuneration		
Special Business			
4	Appointment of Mr. Atul Mandahar as an Independent Director		
5	Appointment of Mr. Padam Narain Bahl as an Independent Director		
6	Appointment of Mr. Vikram Sahgal as an Independent Director		
7	Appointment of Mr. Rama Krishna Shetty as an Independent Director		
8	Increase in Borrowing Powers of the Board of Directors of the Company		
9	Creation of Mortgage and / or Charge on Movable and Immovable Properties of the Company		
10	Amendment in Articles of Association of the Company by inserting new Article 159A		
11	Increase in Remuneration of Mr. Maninder Singh Grewal as Managing Director of the Company		

*Applicable for investors holding shares in electronic form.

Signed this _____ day of _____ 2014

Signature of Shareholder _____

Affix
Re. 1
Revenue
Stamp

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

Notes:

- (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
- (2) A Proxy need not be a member of the Company.
- (3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- (4) Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- (5) In the case of jointholders, the signature of any one holder will be sufficient, but names of all the jointholders should be stated.

** (6) This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.



TECHNOLOGY FOR INNOVATION
SOLUTIONS & SERVICES IN HEALTHCARE IT

ANNUAL
REPORT 2013-14

Technology for Innovation Solutions & Services in Healthcare IT

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Company Information

BOARD OF DIRECTORS

Mr. Maninder Singh Grewal	Chairman and Managing Director
Mr. Shivinder Mohan Singh	Non-Executive Director
Mr. Harpal Singh	Non-Executive Director
Mr. Vikram Sahgal	Independent Director
Mr. Padam Narain Bahl	Independent Director
Mr. Rama Krishna Shetty	Independent Director
Mr. Atul Mandahar	Independent Director

COMPANY SECRETARY

Ms. Shikha Rastogi

REGISTERED OFFICE

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

BANKERS

HDFC Bank Limited
Axis Bank Limited
YES Bank Limited
Punjab National Bank
HSBC Bank
IndusInd Bank Limited
State Bank of Hyderabad

AUDITORS

M/s. RRCA & Associates
Chartered Accountants
505A, 5TH Floor, D-4,
Rectangle-1, District Centre,
Saket, New Delhi-110017

CORPORATE IDENTITY NUMBER

L72300DL2009PLC190552

ANNUAL GENERAL MEETING

Venue : Sri Sathya Sai International Centre, Pragati Vihar, Lodhi
Road, New Delhi - 110003
Date : September 11, 2014
Day : Thursday
Time : 12:00Noon



Message From Chairman & Managing Director

Dear Stakeholders,

I am privileged to present to you the 5th Annual Report of your company for the financial year ended March 31, 2014.

Last year, I had talked about our acquisition of the Magnum Suite of Hospital Information and management products and the need to bring in new technology in order to align with current trends like cloud etc. I had said that we had started work on the second generation product called Infinity which would be a state of the art system using user friendly content rich interfaces and would be browser based and therefore be much more user friendly.

I am glad to announce that Infinity is now a reality. In the year under review we have got four clients for the new product and infinity is now live in 2 instances. The balance two are under advanced implementation and would go live shortly. More clients are being signed up in the current year.

Our first client in the Middle East is in Doha where the Armed Forces evaluated and compared Infinity with a host of bigger brand names and chose us. This was primarily because of our easy to use user interfaces and the use of new technology. Many of the established names use older legacy systems and the client was looking for a scalable modern system.

Our other client in India is in NCR and is a 350 bedded multi specialty hospital. The client had a legacy HIS system from Intersystems USA and needed to replace it because of multiple support issues as it was also raising costs of maintenance. Infinity replaced a very sophisticated system which was being used extensively and also interfaced with their existing backoffice and HR systems. This is rapidly becoming a reference site for us. The systems handle over 1000 OPD patients a day as well as over 50 admissions/discharges a day across 36 specialities.

We have developed software and have been able to successfully demonstrate it being used in a heavy production environment. Our sincere thanks to the teams that have made this great effort in less than 2 years. With sites going live, we now have a reference to show to our prospective clients to get more business and revenue.

We are focusing on this new product as well as making it available on cloud and developing financial models to make this affordable and available to all types of clinics, nursing homes and hospitals.

Our Teleradiology project in Assam was inaugurated in October 2013 and is now serving 8 districts in Assam having proved the technology and the viability, we are now prospecting for more similar orders.

A product business is very different from service businesses but builds reference-able long term customers and as we intensify our efforts to reach higher revenues, our investments in the product development will give a fair return. We are thankful to our ShareHolders and the Promoter group for showing the patience that is needed to build strong a product business and for their continued support and encouragement.

Sincerely

Maninder Singh Grewal
Chairman & Managing Director

HealthFore Technologies Limited

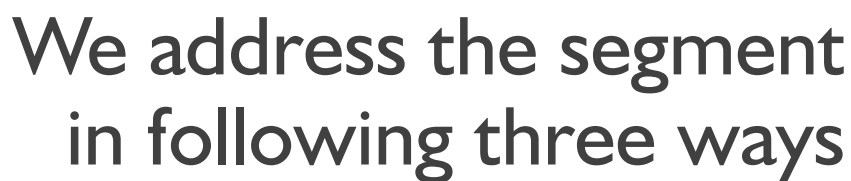


About HealthFore

HealthFore Technologies Limited is an Information Technology company focusing on Healthcare.

We believe that adding hospital physical infrastructure and services can never cover the full gap between the resources available and the need for providing affordable and available healthcare. We believe that Technology will have to play a major part in placing quality healthcare where it is needed. We intend to use innovative products and solutions based on information technology to make this possible

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. With intensive interactions with our promoter interests in most segments of healthcare delivery and payor solutions using Insurance, we can provide a global experience.



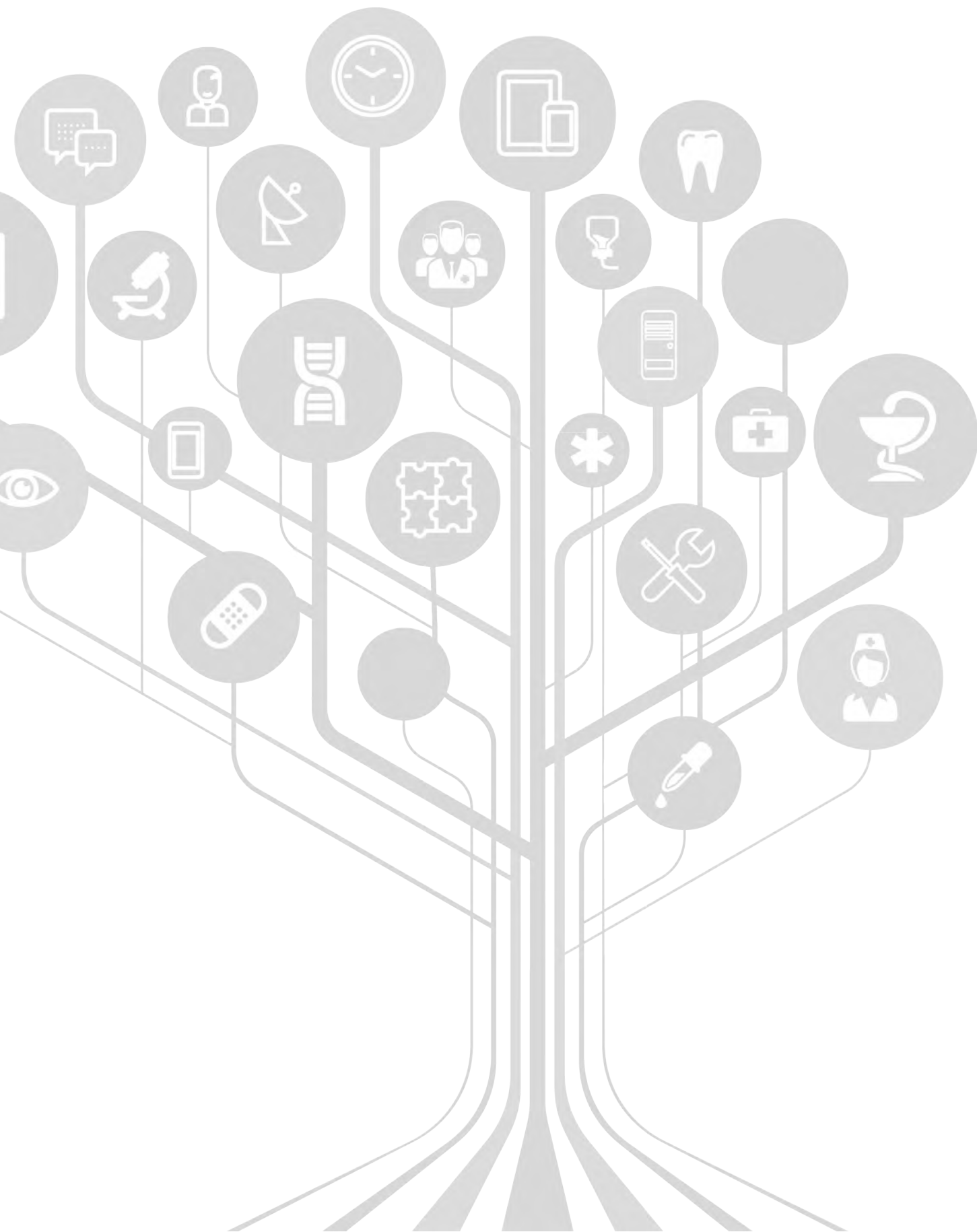
Our flagship product is Magnum Infinity which developed out of our initial acquisition of the Magnum range of hospital information products. Magnum Infinity is an ERP system for hospitals or clinics which include EMR, Imaging (RIS & PACS) and targets midrange hospitals and specialty clinics along with standalone radiology centers.

Innovative mHealth services for patients and consumers, leveraging clinical excellence with technology.

The Infrastructure, data center and hosting services for healthcare providers who are using our products and services. This complements our products and provides a single window to a customer for most of his IT needs.

A team of resources experienced in handling doctors, clinicians, nurses and administrators analyze user needs and configure Infinity to meet regulations and best practices in Middle East, Africa and Thailand. In India we have reference sites for our new products which are now processing over 1000 OPD patients daily.

05



A 3D puzzle with a dollar sign piece in the foreground. The puzzle pieces are light gray and arranged on a white surface. The dollar sign piece is prominently placed in the lower-left foreground, while other puzzle pieces form a larger shape in the background.

Financial Declaration

DIRECTORS' REPORT

**To,
The Members,
HealthFore Technologies Limited**

Your Directors have immense pleasure in presenting this 5th Annual Report on the business and operations of the Company along with the Audited Accounts for the financial year ended March 31, 2014.

FINANCIAL HIGHLIGHTS

The brief highlights of financial results of the Company for the Financial Years 2013-14 and 2012-13 are as under:

(₹ in Million)		
Particulars	2013-14	2012-13
Total Income	299.77	312.13
Total Expenditure	955.48	991.03
Profit/ (Loss) before Tax	(655.71)	(678.90)
Profit/ (Loss) after Tax	(655.71)	(678.90)
Balance brought forward from previous year	(2,622.50)	(1,943.60)
Balance carried to Balance Sheet	(3,278.21)	(2,622.50)

BUSINESS OVERVIEW

The total Income of the Company is ₹ 299.77 Million during the financial year 2013-14 as against the total Income of ₹ 312.13 Million in the previous financial year 2012-13. However, the total expenditure is ₹ 955.48 Million as against ₹ 991.03 Million in the previous year. The Loss after Tax is ₹ 655.71 Million during the financial year 2013-14 as against ₹ 678.90 Million in the previous financial year. Therefore, the Company has reduced its Loss after Tax by approximately 3.42%.

During the year under review, your Company continued its focus on its two core lines of business i.e. mHealth and the Hospital Information and Management Software.

Your Company achieved a significant milestone with the implementation of Tele-Radiology project in Assam in 8 districts. An innovative solution that provides physicians in 8 district hospitals across Assam, instant access to X-rays and CT Scans through Regional Diagnostic Centers. The backbone of the solution uses path-breaking Magnum Imaging PACS for Radiology Imaging, storage, encryption and compression. The project was inaugurated in October 2013 by Mr. Ghulam Nabi Azad, Minister of Health, India in the presence of the CM and other dignitaries.

Your Company have implemented the Infinity product in Pushpanjali Crosslay Hospital, Ghaziabad, UP and have been awarded for implementation in UCL HealthCare System Limited. As an IT product company in the HealthCare space, we are creating significant and valuable IP which will enable us to compete with larger companies across the globe. Our sales and marketing teams now address over 20 countries in Africa/Middle East and APAC.

FUTURE OUTLOOK

With Infinity in stable and working in a major hospital, we have been able to prove that we have developed a new ground breaking product. It is also live in sites in the Middle east and we have got orders for a major installation in Nigeria also.

To give Shareholders an idea of the Healthcare Sector and the growth it is providing to IT Companies, We would like to highlight that India has expanded its primary care policy priority and is expected to increase healthcare spending at an average rate of 17 percent a year, followed by China at over 14 percent a year.

(Source: <http://www2.deloitte.com/content/dam/Deloitte/dk/Documents/life-sciences-health-care/Global-health-care-2014.pdf>)

Healthcare technology changes will be rapid and in some parts of the world, disruptive to established health care models. Some exciting advancements are taking place at the intersection of information technology and medical technology, such as using 3D printing to help in preparing tissues for transplants. In addition, the use of big data and analytics to gain insights is an active industry trend. Your company can leverage vast amounts of patient data gathered from a variety of sources to determine the clinical value of specific treatments and how to make them better.

We intend to focus on emerging markets and high growth economies where the need for such products and services is high. Your company is developing services and solutions for addressing the government initiatives in public healthcare and is now an active participant in tenders for eHealth and EMR services in many states.

Your Board is confident that with the steps taken in FY 2013-14, with restructuring the management structure as well as focusing on profitable product lines, your Company is now ready for a cycle of sustained growth.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and analysis report for the financial year under review, as stipulated under Clause 49 of the Listing Agreement with the BSE Limited, is presented in a separate section and forms part of the Directors' Report.

DIVIDEND

Keeping in view the losses of the Company during the financial year under review, your Directors have decided not to recommend any dividend for the financial year ended March 31, 2014.

AWARDS AND RATINGS

Your Company has received recognition from Industry by way of several awards & ratings during the period under review including the following:

- The Company has been awarded the **"Amity Leadership Award for Business Excellence in IT solutions to Healthcare Sector"** by Amity School of Engineering and Technology in association with EMC Corporation.
- The HAPS division of HealthFore, along with the support functions, has been awarded the **ISO 9001:2008 certification** in October 2013 after an extensive Audit conducted by TUV Rheinland.

EMPLOYEE STOCK OPTION SCHEME

The Members of the Company at their Annual General Meeting held on September 13, 2013 had approved HealthFore Employee Stock Option Scheme - 2013 for the eligible employees / Directors of the Company. However, till date, no Stock Options have been granted by the Company under the above Scheme.

CHANGE IN CAPITAL STRUCTURE

During the period under review, there has been no change in the Share Capital of the Company.

DIRECTORS

During the period under review, Mr. Sunil Godhwani, Non-Executive Director and Capt. G.P.S. Bhalla, Independent Director of the Company have resigned from the Board of Directors of the Company with effect from July 03, 2014. Dr. Preetinder Singh Joshi, Independent Director of the Company has resigned from the Board of Directors of the Company with effect from July 04, 2014. The Board of Directors placed on record its deep appreciation and gratitude for the valuable services and guidance provided by them during their tenure as Directors of the Company.

The Members of the Company at their Annual General Meeting ("AGM") held on September 13, 2013 approved the re-appointment of Mr. Maninder Singh Grewal as Managing Director of the Company for a period of three years with effect from October 11, 2013 subject to the approval of the Central Government which was further approved by the Central Government vide its Order dated January 24, 2014.

Mr. Maninder Singh Grewal, Managing Director, was appointed as Chairman and Managing Director of the Board of Directors of the Company with effect from November 08, 2013.

Mr. Atul Mandahar was appointed as an Additional Director by the Board in the category of Independent Non Executive Director on July 07, 2014 pursuant to the provisions of Section 161 of the Companies Act, 2013 ("Act") and Articles of Association of the Company. Mr. Atul Mandahar will hold office of the Additional Director up to the date of the ensuing AGM. The Company has received requisite notice in writing from a member of the Company proposing Mr. Atul Mandahar for appointment as a Director of the Company.

As per section 149(4) of the Act, which came into effect from April 1, 2014, every listed public company is required to have at least one-third of the total number of directors as Independent Directors who shall not be liable to retire by rotation. Further, Section 149(10) of the Act provides that an Independent Director shall hold office for a term of up to 5 (five) consecutive years on the Board of a Company. Accordingly, in compliance with the provisions of Section 150(2) read with Section 149(10) of the Act, the Board of Directors recommends the appointment of Mr. Atul Mandahar, Mr. Padam Narain Bahl, Mr. Vikram Sahgal and Mr. Rama Krishna Shetty as Independent Directors of the Company to hold office as per their tenure (not being more than 5 years) of appointment mentioned in the Notice of the ensuing AGM of the Company.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet with the criteria of independence as provided in Section 149(6) of the Act.

In terms of the provisions of Section 152 of the Act and the Articles of Association of the Company, Mr. Shivinder Mohan Singh is liable to retire by rotation and further being eligible, offers himself for re-appointment at the ensuing AGM. The Board of Directors recommends his re-appointment.

The brief profile of the Directors proposed to be appointed/re-appointed, nature of their expertise in specific functional areas and names of companies in which they hold directorships and memberships/chairmanships of board committees and shareholding (both own or held by /for other persons on a beneficial basis) in the Company, as stipulated under Clause 49 of the Listing Agreement entered into with BSE Limited, are provided in the notice convening the AGM of the Company.

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 WITH STOCK EXCHANGE

The Equity Shares of your Company continue to be listed on BSE Limited ("BSE"). The Annual Listing Fee for the financial year 2014-15 has been paid to the BSE.

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 ₹ 17.27 Million (Previous Year: ₹ 17.94 Million) in Foreign Exchange and earned ₹ 74.75 Million (Previous Year: ₹ 78.48 Million) in Foreign Exchange during the period under review.

DIRECTORS' RESPONSIBILITY STATEMENT

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

- (i) In the preparation of the annual accounts for the financial year ended March 31, 2014, 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, 2014, and of the loss of the Company for the year under review;
- (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 financial year ended March 31, 2014 on a 'going concern' basis.

CORPORATE GOVERNANCE

Your Company believes that Corporate Governance is the basis of stakeholder satisfaction and therefore, your Board continues to be 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 BSE Limited.

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 with the BSE Limited is set out in this Annual Report and forms part of the Annual Report.

AUDITORS

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

The Company has received letter from them to the effect that their re-appointment, if made, would be within the limits prescribed under Section 141(3) of the Companies Act, 2013 and that they are not disqualified for re-appointment.

Pursuant to the provisions of section 139 of the Companies Act, 2013 and the Rules made thereunder, it is proposed to appoint M/s. RRCA & Associates as statutory auditors of the Company from the conclusion of the ensuing Annual General Meeting till the conclusion of the Annual General Meeting of the Company to be held in the year 2019, subject to ratification of their appointment by members at every Annual General Meeting.

AUDITORS' REPORT

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

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has in place adequate systems of internal control commensurate with its size and the nature of its operations. These have been designed to provide reasonable assurance with regard to recording and providing reliable financial and operational information, complying with applicable statutes, safeguarding assets from unauthorised use, executing transactions with proper authorisation and ensuring compliance of corporate policies.

To ensure that all systems and procedures are in place and order, regular internal audit is conducted by qualified chartered accountants and the Audit Committee of the Board were apprised of the Internal Audit findings and corrective actions are taken on a quarterly basis.

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, shall form part of the Directors' Report. However,

in pursuance of Section 219(1)(b)(iv) of the Act, this Report along with Corporate Governance Report and Accounts are 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.

HUMAN RESOURCES

Our employees are the most valuable assets of the Company. The Company draws its strength from a highly engaged and motivated workforce; hence a large part of our management focus is to care and support our employees. Learning and development offerings are customized for each phase of the employee life cycle, and span all career levels, skill and domain groups. We continually strive to provide our employees with competitive and innovative compensation packages. Individual and organizational capability building remained one of the strategic focus areas. The workforce management strategy was executed optimally to deliver a sustained utilisation rate throughout the year helping business grow while maintaining employee costs at the desired level.

ACKNOWLEDGEMENTS

Your Directors would like to express their sincere appreciation for the co-operation and assistance received from the Bankers, Regulatory Authorities, Stakeholders including Financial Institutions, Customers and other business associates who have extended their valuable sustained support and encouragement during the financial year under review.

Your Directors also gratefully acknowledge and appreciate the commitment displayed by all executives, officers and staff at all levels of the Company towards the success of the Company.

For and on behalf of Board
For **HealthFore Technologies Limited**
(Formerly **Religare Technologies Limited**)

Sd/-
Maninder Singh Grewal
Chairman & Managing Director

Place : New Delhi
Date : August 05, 2014

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 realized. 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

India's health care industry (which includes hospitals, medical infrastructure, medical devices, clinical trials, outsourcing, telemedicine, health insurance and medical equipment) is developing at a great pace and is expected to reach \$160 billion by 2017, according to Frost & Sullivan.

Spending on health care in India is estimated to be five percent of GDP in 2013. Total annual health care spending is expected to more than double from 2012-2017, to \$201.4 billion, an average annual growth rate of 15.8 percent. The double-digit growth registered by India's health care industry can be attributed to several socio-economic factors, including increasing sales of generic medicines (under its \$5.4 billion policy to provide free generic medicines to the Indian people), continued growth in chronic therapies, and a greater penetration in rural markets. The Indian government plans to cover health insurance for 80 percent of the population by 2020 under its Health Insurance Vision 2020 (released in December 2013).

India's healthcare technology infrastructure is gradually improving and the industry is transitioning from paper files to electronic mediums. The country's Health Information Technology (HIT) market is expected to grow at a CAGR of around 22.7 percent from 2013-2015. Indian health care providers plan to spend \$916.40 million on IT products and services in 2013, a seven percent increase over 2012.

A. Industry Structure and Developments

Healthcare technology extends and improves life and have moved from diagnostics and imaging to real time data analysis and clinical decision support. This is driven by customer demand for better and more affordable care as well as continuous medical research that is changing the way patients are treated and administered.

Incessant medical technology innovation enhances the quality and effectiveness of care.

The medical technology market in India was valued at US\$2.75 billion in 2008, a growth of approximately 14% over 2007. The market is estimated to reach US\$5 billion by 2012 with an annual growth rate of nearly 15%. However, this industry has not been well documented in the Indian context, and estimates of industry size and growth vary significantly across different sources. Other estimates of the market size range from US\$1.9 billion in 2009 to US\$3

billion in 2010. While a wide range of medical products are covered under the medical technology industry, classification of key segments differs widely across the industry.

India is fast emerging as a global medical tourism hub with international patient base growing in double digits year on year. This rising trend has resulted in an increase in investments by healthcare providers in installing best in class Healthcare IT, upgrading technology and seeking quality accreditation.

(Source: http://www.deloitte.com/assets/Dcom-India/Local%20Assets/Documents/Medical_technology_Industry_in_India.pdf)

HealthCare IT

At HealthFore, we strive to provide global healthcare IT and advisory services around transformational B2B and B2C IT solutions for healthcare organizations ranging from consumers to Single-multi chain hospitals all the way to state wide initiatives. Our solutions are built on leading edge technology and backed by significant domain expertise.

As a provider of IT solutions to healthcare providers, we help them improve their business and deliver better care to their patients. Our solutions like Hospital Information System, Picture Archival and Communication System enable providers to improve patient care/safety/satisfaction, gain operational efficiencies, cut costs and meet regulatory obligations.

As a provider of mHealth and Telemedicine solutions to retail consumers and the state, we provide a platform that help in greater healthcare access to larger segments of the population including increased access to healthcare and health-related information, improved ability to diagnose and track diseases etc.

To be able to reach our objectives, HealthFore addresses healthcare IT with in three groups:

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

This group provides end-to-end software management systems for healthcare providers built around the Magnum and Magnum Infinity suite of products.

Our Company, in FY 2010-11 had acquired the healthcare division of SRIT comprising the Magnum suite of products. With significant modifications and improvements and new product development, we have the capacity to address the full spectrum of a Digital Healthcare.

Our Core offering now branded as Magnum Infinity is a comprehensive healthcare information system for managing processes across the healthcare enterprise. It is a fully web based, cloud enabled product with a modular design. Magnum Infinity is capable of retrieving and disseminating patient-centric clinical and financial data across the entire healthcare enterprise. Radiology Information Systems (RIS) & Picture Archival & Communication Systems (PACS), are part of our key Healthcare IT offerings. Value adds to the core product suite are in the form of integration engine, kiosk and portal solutions.

Our products are installed in many hospitals across several countries. Our clients range from medium sized individual multi-specialty hospitals to large sized multi-campus

enterprises across Asia, Middle East & Africa. We have begun offering a hosted on cloud solution to our key customers as well.

Our Imaging solution branded as Magnum Imaging is also 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 Imaging enables hospitals and clinics to acquire, distribute, store and display medical images and diagnostic reports.

• **HITS (Healthcare Infrastructure & Technology Services)**

This division anchors the hardware and Infrastructure layer of the hospital and healthcare IT and supports IT infrastructure, datacenter, security, hosting services etc.

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 run-allocable expenditure includes expenses incurred on common services provided to the segments which are not directly identifiable to the individual segments as well as expenses incurred at a corporate level which relate to the Company as a whole. The business segment has been considered as the primary segment.

Information about primary Business segments (In ₹)

Particulars	Knowledge Services March 31, 2014	Knowledge Services March 31, 2013	IT Services March 31, 2014	IT Services March 31, 2013	Health Care March 31, 2014	Health Care March 31, 2013	Unallocated March 31, 2014	Unallocated March 31, 2013	Total March 31, 2014	Total March 31, 2013
(i) Segment Revenue										-
External Revenue	-	(10,518,543)	22,097,165	89,715,143	257,983,861	158,093,274	19,689,974	74,837,650	299,771,000	312,127,524
Inter-Segment Revenue										-
Total Revenue	-	(10,518,543)	22,097,165	89,715,143	257,983,861	158,093,274	19,689,974	74,837,650	299,771,000	312,127,524
(ii) Segment Results	(575,388)	(9,027,153)	(6,881,422)	20,292,309	(130,501,712)	(244,809,886)	(517,750,906)	(445,355,286)	(655,709,428)	(678,900,015)
Total Segment Results	(575,388)	(9,027,153)	(6,881,422)	20,292,309	(130,501,712)	(244,809,886)	(517,750,906)	(445,355,286)	(655,709,428)	(678,900,015)
Income taxes (Current, Deferred and Fringe benefit tax)	-	-	-	-	-	-	-	-	-	-
Profit/(Loss) after tax	(575,388)	(9,027,153)	(6,881,422)	20,292,309	(130,501,712)	(244,809,886)	(517,750,906)	(445,355,286)	(655,709,428)	(678,900,015)
(iii) Segment Assets	1,082,406	595,279	8,595,999	29,217,325	456,712,057	426,006,252	-	-	466,390,463	455,818,856
Unallocated Corporate assets							382,807,707	335,028,910	382,807,707	335,028,910
Total Assets	1,082,406	595,279	8,595,999	29,217,325	456,712,057	426,006,252	382,807,707	335,028,910	849,198,170	790,847,766
(iv) Segment Liabilities	1,799,115	136,1528	1,063,623	413,255	99,813,784	6,274,5820	3,943,441,615	3,267,537,702	4,046,118,137	3,332,058,305
Total Liabilities	1,799,115	1,361,528	1,063,623	413,255	99,813,784	62,745,820	3,943,441,615	3,267,537,702	4,046,118,137	3,332,058,305
(v) Capital Expenditure	-	-	-	-	101,222,661	7,933,864	83,198	-	101,305,859	7,933,864
Unallocated Capital expenditure	-	-	-	-	-	-	-	993,433	-	993,433
Total Capital Expenditure	-	-	-	-	101,222,661	7,933,864	83,198	993,433	101,305,859	8,927,297
(vi) Depreciation/ Amortisation	355,388	454,872	17,353,155	34,480,049	92,351,681	73,054,474	16,313,591	18,512,109	126,373,815	126,501,504
Total Depreciation	355,388	454,872	17,353,155	34,480,049	92,351,681	73,054,474	16,313,591	18,512,109	126,373,815	126,501,504
(vii) Non Cash Expenditure other than Depreciation	260,264	(37,023,161)	(6,661,731)	(7,794,121)	(1,435,701)	(17,038,148)	(594,983)	7,801,184	(8,432,151)	(54,054,247)
Total Non Cash Expenditure	260,264	(37,023,161)	(6,661,731)	(7,794,121)	(1,435,701)	(17,038,148)	(594,983)	7,801,184	(8,432,151)	(54,054,247)

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 centers. 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 best practices in our products, solutions and services and we leverage our promoter group experience in the segment to continuously improve and innovate ..

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 capabilities to provide value to our customers in every engagement .

Affordability: The fourth A of our strategy is to be continuously innovate and 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.

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 not be enough to provide the funds required for product and business development.

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 Directors reviews the adequacy and effectiveness of the internal control systems and also suggests improvements for strengthening the same.

E. Financial Overview of the Company

The total turnover of the company for the Financial Year 2013-14 was Rs.299.77 Million as against Rs. 312.13 Million in Financial Year 2012-13. The Company has recorded a net loss (before tax) Rs. 655.71 Million during the year under review as compared to a loss (before tax) of Rs. 678.90 Million in Financial Year 2012-13. 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 services offering needs continued investment to bring cutting edge innovative solutions and grow into an integrated IT Product and Services Company addressing HealthCare IT.

F. Human Resources

At HealthFore 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 flows. 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 they 'Serve' the customer while at work. Hence, we invest in our intellectual resources and consciously put efforts to build the best-inclass 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

Corporate Governance refers to the set of systems and practices to ensure that the Company's affairs are being managed in a manner which ensures fairness, transparency and integrity of the management. It essentially involves balancing the interests of many stakeholders in a company comprising regulators, employees, customers, suppliers, investors, government and the society at large. It further inspires and strengthens investor's confidence and commitment to the Company.

The Company's philosophy on corporate governance oversees business strategies and ensures fiscal accountability, ethical corporate behaviour and fairness to all stakeholders. It further strengthened with the adoption of the Company's Code of Conduct and the Code for Prevention of Insider Trading. Our Board of Directors, guided by above philosophy, formulate strategies and policies having focus on optimizing value for various stakeholders with appropriate checks and balances at right places and at right intervals.

We believe, Corporate Governance is not just a destination, but a journey to constantly improve sustainable value creation. It is an upward-moving target that we collectively strive towards achieving. Our Corporate Governance framework ensures that we make the timely disclosures and share correct information regarding our financials and performance as well as business of the Company.

Recently, the Securities and Exchange Board of India has amended the equity listing agreement to bring in additional corporate governance norms for listed companies and also to align the same with the provisions of the Companies Act, 2013. These norms provide for stricter disclosures and

protection of investor rights. Many of the amendments are effective from October 1, 2014.

Your Company not only adheres to the prescribed corporate governance practices as per Clause 49 of the Listing Agreement with the BSE Limited but is also committed to sound corporate governance principles and practices. 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

The Board being representative of stakeholders have a fiduciary relationship and a corresponding duty to all its stakeholders to ensure that their rights and interests are protected.

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 and has an optimum combination of Executive and Non-Executive Directors.

As at March 31, 2014, the Board consists of Nine (9) Directors, one of whom is Chairman and Managing Director and remaining Eight (8) are Non-Executive Directors. The Non-Executive Directors comprises of One (1) Promoter Director, Five (5) Independent Directors and Two (2) Non-Independent Directors. None of the Non-Executive Directors are responsible for the day to day affairs of the Company.

The details relating to composition & category of Directors, directorships held by them in other companies and their membership and chairmanship on various board committees of other companies, as at March 31, 2014, are stated as follows:

S. No.	Name of the Director	DIN	Category	No. of Directorships held in other companies (Other than in HealthFore Technologies Ltd.)	No. of Memberships / Chairmanships in various other board committees (Other than in HealthFore Technologies Ltd.)	
					Member	Chairman
1.	Mr. Maninder Singh Grewal - Chairman and Managing Director \$	00648031	Executive Director	2	1	Nil
2.	Mr. Shivinder Mohan Singh	00042910	Non-Executive Director	5	1	Nil
3.	Mr. Sunil Godhwani ^	00174831	Non-Executive Director	10	5	Nil
4.	Mr. Harpal Singh	00078224	Non-Executive Director	4	2	Nil
5.	Mr. Vikram Sahgal	00097163	Independent Director	2	1	Nil
6.	Dr. Preetinder Singh Joshi *	00109974	Independent Director	7	3	3
7.	Mr. Padam Narain Bahl	01314395	Independent Director	9	4	5
8.	Mr. Rama Krishna Shetty	01521858	Independent Director	3	2	Nil
9.	Capt. G.P.S. Bhalla ^	01306166	Independent Director	Nil	Nil	Nil

\$ Appointed as Chairman of the Board of Directors of the Company with effect from November 08, 2013.

^ Resigned from the office of Director of the Company with effect from July 03, 2014.

* Resigned from the office of Director of the Company with effect from July 04, 2014.

Notes:

(i) 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.

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

- (iii) The Chairmanship / Membership of the Committees considered for the above purpose are those prescribed under Clause 49(I)(C)(ii) of the Listing Agreement viz. Audit Committee and Shareholders'/Investors' Grievance Committee of Indian Public Limited Companies, whether listed or not and Private Limited Companies which are Public Limited Companies in terms of Section 3(1)(iv)(c) of the Companies Act, 1956.
- (iv) None of the above Directors are related to each other. None of the Non-Executive Directors have any material pecuniary relationship or transactions with the Company.
- (v) None of the above Directors is a Member of more than 10 Committees or Chairman of more than 5 Committees (as specified in Clause 49(I)(C)(ii) of the Listing Agreement) across all the public limited companies in which he is a Director. Necessary disclosures regarding Committee positions in other public limited companies as on March 31, 2014 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, the resolutions are passed by Circulation as well.

The Board meets at least once a quarter to review the quarterly results and other items on the Agenda. Additional meetings are held when necessary.

During the financial year 2013-14, **Four (4)** Board Meetings were held on May 17, 2013, August 06, 2013, November 08, 2013, and February 06, 2014 respectively.

The intervening period between the Board Meetings was within the maximum time gap as prescribed under Companies Act, 1956 and Clause 49 of the Listing Agreement.

The last Annual General Meeting of the Company was held on September 13, 2013.

(a) Attendance of Directors:

Details of attendance of Directors at various Board Meetings and Annual General Meeting (AGM) held during the financial year 2013-14 are as under:

Name of the Director	No. of Board Meetings		Attendance at last AGM held on September 13, 2013
	Held	Attended	
Mr. Maninder Singh Grewal – Chairman and Managing Director \$	4	4	Yes
Mr. Shivinder Mohan Singh	4	Nil	No
Mr. Sunil Godhwani ^	4	Nil	No
Mr. Harpal Singh	4	Nil	No
Mr. Vikram Sahgal	4	2	No
Dr. Preetinder Singh Joshi *	4	2	No
Mr. Padam Narain Bahl	4	3	No
Mr. Rama Krishna Shetty	4	4	Yes
Capt. G.P.S. Bhalla ^	4	2	No

\$ Appointed as Chairman of the Board of Directors of the Company with effect from November 08, 2013.

^ Resigned from the office of Director of the Company with effect from July 03, 2014.

* Resigned from the office of Director of the Company with effect from July 04, 2014.

(b) Information available to the Board:

During the financial year 2013-14, the information as required to be placed before the Board of Directors in terms of Annexure 1A to Clause 49 of the Listing Agreement was placed for its consideration such as:

1. Annual operating plans and budgets;
2. Quarterly results of the Company and its business segments;
3. Minutes of meetings of audit committee and other committees of the Board;
4. Non-compliance of any regulatory, statutory or listing requirements and shareholders service such as delay in share transfer, etc.

The aforesaid information is generally provided as a part of the agenda of the Board Meeting and/or is placed at the table during the course of the meeting. The CFO and other senior officers are also invited to the Board Meetings to present reports on the Company's operations and internal control systems. In special and exceptional circumstances, additional or supplementary item(s) on the agenda is permitted to be taken up as 'any other item'. Further, the Board periodically reviews Compliance Reports, in respect of laws and regulations applicable to the Company, prepared by the Company as well as steps taken by the Company to rectify instances of non-compliances.

C. SHAREHOLDING OF NON-EXECUTIVE DIRECTORS

The shareholding of the Non-Executive Directors in the Equity Shares of the Company as at March 31, 2014 is as follows:

S. No.	Name	Number of Equity Shares held
1.	Mr. Shivinder Mohan Singh	75,495
2.	Mr. Sunil Godhwani ^	Nil
3.	Mr. Harpal Singh	Nil
4.	Mr. Vikram Sahgal	Nil
5.	Dr. Preetinder Singh Joshi *	Nil
6.	Mr. Padam Narain Bahl	Nil
7.	Mr. Rama Krishna Shetty	Nil
8.	Capt. G.P.S. Bhalla ^	Nil
	TOTAL	75,495

^ Resigned from the office of Director of the Company with effect from July 03, 2014.

* Resigned from the office of Director of the Company with effect from July 04, 2014.

D. SHAREHOLDING OF EXECUTIVE DIRECTOR

The shareholding of the Executive Director in the Equity Shares of the Company as at March 31, 2014 is as follows:

S. No.	Name	Number of Equity Shares held
1.	Mr. Maninder Singh Grewal \$	132,092

\$ Appointed as Chairman of the Board of Directors of the Company with effect from November 08, 2013.

III. COMMITTEES OF THE BOARD

As at March 31, 2014, the Board has **Five (5)** Committees – Audit Committee, Nomination and Remuneration Committee (previously Remuneration/Compensation Committee), Stakeholders Relationship Committee (previously Shareholders'/Investors' Grievance Committee), Loan/Investment & Borrowing Committee and Banking Operations Committee.

The Restructuring Committee of the Board has been dissolved with effect from August 06, 2013.

All decisions pertaining to the appointment of members of the Committees and fixation of terms of service for members are taken by the Board of Directors.

Details of the role, constitution 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) Constitution & Composition

The Audit Committee of the Board was constituted on October 11, 2010 and subsequently reconstituted from time to time to comply with statutory requirements.

The Composition of the Audit Committee as at March 31, 2014 was as under:-

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

Resigned as Chairman but continues as a Member of the Committee with effect from July 07, 2014.

@ Appointed as Chairman of the Committee with effect from July 07, 2014.

^ Resigned from the office of Director of the Company with effect from July 03, 2014.

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

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

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

(b) Terms of Reference (As amended on May 20, 2014)

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 statements are correct, sufficient and credible.
2. Recommending to the Board, the appointment, remuneration, and terms of appointment of auditors of the Company.
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 and auditors' report thereon 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 Board's Report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013.
 - 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. Review and monitor the auditor's independence and performance, and effectiveness of audit process.
8. Approval or any subsequent modification of transactions of the company with related parties.
9. Scrutiny of inter-corporate loans and investments.
10. Valuation of undertakings or assets of the company, wherever it is necessary.
11. Evaluation of internal financial controls and risk management systems.
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
13. 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.
14. Discussion with internal auditors of any significant findings and follow up there on.
15. 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.
16. 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.
17. 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.
18. To review the functioning of the Whistle Blower mechanism, in case the same is existing.

19. 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.
20. 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 and as specified in the Listing agreement.

(c) Number of meetings held and the dates on which held:

During the financial year 2013-14, **Four (4)** meetings of the Audit Committee were held on May 17, 2013, August 06, 2013, November 08, 2013, and February 06, 2014 respectively.

(d) Attendance of Members:

The attendance of Members at the meetings of the Audit Committee held during the financial year 2013-14 was as follows:

Name of the Member	No. of Meetings	
	Held	Attended
Mr. R. K. Shetty #	4	4
Mr. Maninder Singh Grewal	4	4
Mr. Padam Narain Bahl @	4	3
Capt. G.P.S. Bhalla ^	4	2

Resigned as Chairman but continues as a Member of the Committee with effect from July 07, 2014.

@ Appointed as Chairman of the Committee with effect from July 07, 2014.

^ Resigned from the office of Director of the Company with effect from July 03, 2014.

The necessary quorum was present at all the meetings.

Chief Finance Officer and representatives of the Statutory and Internal Auditors normally attend the Audit Committee meetings by invitation.

Mr. Rama Krishna Shetty, Chairman of the Audit Committee, was present at the Annual General Meeting of the Company held on September 13, 2013.

(2) NOMINATION AND REMUNERATION COMMITTEE

(a) Constitution & Composition

The Nomination and Remuneration Committee of the Board was constituted on October 11, 2010 and subsequently reconstituted from time to time to comply with statutory requirements. As per the provisions of the Companies Act, 2013, the Nomenclature of the Committee has been changed from Remuneration / Compensation Committee to Nomination and Remuneration Committee with effect from May 20, 2014. The Composition of the Nomination and Remuneration Committee as at March 31, 2014 was as under:-

S. No.	Name	Position
1.	Capt. G.P.S. Bhalla, Non-Executive & Independent Director ^	Chairman
2.	Dr. Preetinder Singh Joshi, Non-Executive & Independent Director *	Member
3.	Mr. Padam Narain Bahl, Non-Executive & Independent Director @	Member

^ Resigned from the office of Director of the Company with effect from July 03, 2014.

* Resigned from the office of Director of the Company with effect from July 04, 2014.

@ Appointed as Chairman of the Committee with effect from July 07, 2014.

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

(b) Terms of Reference (As amended on May 20, 2014)

The broad terms of reference of the Nomination and Remuneration Committee are as under:

- (i) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- (ii) Formulation of criteria for evaluation of Independent Directors and the Board;
- (iii) Devising a policy on Board diversity;
- (iv) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board their appointment and removal;
- (v) Administration and Superintendence of HealthFore Employee Stock Option Scheme; and
- (vi) Such other matters as may from to time be required by any statutory, contractual or other regulatory requirements to be attended by the Committee or as may be specifically referred to the Committee by the Board of Directors of the Company or mentioned in the Listing Agreement.

(c) Number of meetings held and the date(s) on which held:

During the financial Year 2013-14, **One (1)** meeting of Nomination and Remuneration Committee was held on August 06, 2013.

(d) Attendance of Members:

The attendance of Members at the meeting of the Nomination and Remuneration Committee held during the financial year 2013-14 was as follows:

Name of the Member	No. of Meetings	
	Held	Attended
Capt. G.P.S. Bhalla ^	1	Nil
Dr. Preetinder Singh Joshi *	1	1
Mr. Padam Narain Bahl @	1	1

^ Resigned from the office of Director of the Company with effect from July 03, 2014.

* Resigned from the office of Director of the Company with effect from July 04, 2014.

@ Appointed as Chairman of the Committee with effect from July 07, 2014.

The necessary quorum was present at the meeting.

(e) 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.

(f) Remuneration of Executive Directors

The remuneration of Executive Directors is decided by the Board based on the recommendation of Nomination and Remuneration Committee within the ceiling fixed by the shareholders and permissible under the Companies Act, 1956. The remuneration paid to the Managing Director during the financial year ended March 31, 2014 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	79.53	Nil	1.54	5.84	86.91	N.A.	From October 11, 2013 to October 10, 2016 3 months

(g) Remuneration of Non-Executive Directors

Non-Executive Directors including Independent Directors do not have any pecuniary relationships or transactions with the Company. No sitting fee is being paid/has been paid to Non-Executive Directors for attending the meetings of the Board of Directors.

(3) STAKEHOLDERS RELATIONSHIP COMMITTEE**(a) Constitution & Composition**

The Stakeholders Relationship Committee of the Board was constituted on October 11, 2010 and subsequently reconstituted from time to time to comply with statutory requirements. As per the provisions of the Companies Act, 2013, the Nomenclature of the Committee has been changed from Shareholders' / Investors' Grievance Committee to Stakeholders Relationship Committee with effect from May 20, 2014.

The Composition of the Stakeholders Relationship Committee as at March 31, 2014 was as under:-

S. No.	Name	Position
1.	Capt. G.P.S. Bhalla, Non-Executive & Independent Director ^	Chairman
2.	Mr. Sunil Godhwani, Non-Executive and Non-Independent Director ^	Member
3.	Mr. Maninder Singh Grewal, Chairman & Managing Director	Member

^ Resigned from the office of Director of the Company with effect from July 03, 2014.

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

(a) Terms of Reference (As amended on May 20, 2014)

The broad terms of reference of the Stakeholders Relationship Committee are as under:

- Overseeing and reviewing all matters connected with securities of the Company.
- Redressal of Shareholders' / Investors' / Debenture holders' / other security holders complaints/queries related to transfer / transmission / consolidation / splitting of shares, non-receipt of Balance Sheet, dividend etc.
- Overseeing the performance of the Registrar and Share Transfer Agent of the Company and recommends measures for overall improvement in the quality of Investor services.

- 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 or mentioned in the Listing Agreement.

(c) Number of meetings held and the dates on which held:

During the financial year 2013-14, **Eleven (11)** meetings of the Stakeholders Relationship Committee were held on April 09, 2013, July 19, 2013, August 21, 2013, September 20, 2013, September 30, 2013, October 18, 2013, December 10, 2013, December 11, 2013, January 16, 2014, January 27, 2014 and February 06, 2014 respectively.

(d) Attendance of Members:

The attendance of members at the meetings of the Committee held during the financial year 2013-14 was as follows:

Name of the Member	No. of Meetings	
	Held	Attended
Capt. G.P.S. Bhalla ^	11	8
Mr. Sunil Godhwani ^	11	10
Mr. Maninder Singh Grewal	11	9

^ Resigned from the office of Director of the Company with effect from July 03, 2014.

The necessary quorum was present at all the meetings.

(e) Investor Grievance Redressal:

The details of Investors Complaints received and resolved during the financial year 2013-14 is as under:

No. of Investor Complaints pending as at April 1, 2013	No. of Investor Complaints received from April 1, 2013 to March 31, 2014	No. of Investor Complaints resolved from April 1, 2013 to March 31, 2014	No. of Investor Complaints pending as at March 31, 2014
NIL	25	25	NIL

The Company addresses all complaints, suggestions and grievances expeditiously and replies have been sent/ issues resolved usually within 15 days from the date of receipt.

Ms. Shikha Rastogi, Company Secretary is the Compliance Officer of the Company.

IV. GENERAL BODY MEETINGS**(a) Annual General Meetings**

Details of the Annual General Meetings held during the last three years are as follows:

Financial Year	Date	Day	Time	Venue	Special Resolution(s) passed
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	Nil
2011-12	29.08.2012	Wednesday	5:30 PM	Air Force Auditorium, Subroto Park, New Delhi - 110010	Nil
2012-13	13.09.2013	Friday	12.30 P.M.	Air Force Auditorium, Subroto Park, New Delhi - 110010	*3 Special Resolutions were passed

* Resolutions pertaining to the following matters were passed as Special Resolutions with requisite majority:

- Keeping the Register of Members together with the Index of Members at a place other than the Registered Office of the Company.
- To create, grant, issue, offer and allot Stock Options up to 10% of the expanded share capital of the Company on such terms and conditions and in such tranches as may be decided by the Board in accordance with ESOS & ESOS Guidelines under HealthFore Employee Stock Option Scheme – 2013.
- Re-appointment and remuneration of Mr. Maninder Singh Grewal as Managing Director of the Company for a period of three years w.e.f. October 11, 2013.

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 2013-14, the Company passed the following resolutions through Postal Ballot process:

1. Change of name of the Company from Religare Technologies Limited to HealthFore Technologies Limited; and
2. Alteration of the Main Object Clause of Memorandum of Association of the Company.

Mr. Maninder Singh Grewal, Managing Director and Mr. Vivek Kumar Singh, Company Secretary of the Company were appointed as persons responsible for conducting postal ballot process in a fair and transparent manner. Mr. Shashank Sharma, Company Secretary in Whole-time Practice was appointed as Scrutinizer for the Postal Ballot process.

The result of the postal ballot was declared on April 12, 2013.

Details of the entire procedure followed by the Company for conducting the Postal Ballot process has already been provided in Corporate Governance Report forming part of the Annual Report of previous FY 2012-2013.

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 at large. The Company's major related party transactions are generally with its associates and group companies.

B. Disclosure of accounting treatment in preparation of Financial Statements

The Company has followed the Accounting Standards and Guidelines 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 the Directors' Report.

D. 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, during the last three years.

E. 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 reports 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.

F. 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) Nomination and Remuneration Committee

The Board has constituted Nomination and Remuneration Committee as detailed in S. No. III (2) herein above. The Chairman of the Nomination and Remuneration Committee is an Independent Director.

(3) Shareholder's 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. There are no audit qualifications in the Company's financial statements for the financial year under reference.

(5) Whistle-Blower Policy

The Company promotes ethical behaviour in all its business activities and has put in place a mechanism of reporting illegal or unethical behaviour.

G. CEO/CFO Certificate

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

VI. SUBSIDIARY COMPANIES

During the year under review, 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 BSE Limited ("BSE"), where the equity shares of the Company are listed. Such information is also simultaneously displayed on the Company's website i.e. www.healthfore.com. The financial results - quarterly, half yearly and annual results and other statutory information are communicated to the shareholders by way of advertisement in an English newspaper and in a vernacular language newspaper.

Press Releases are sent to BSE before sending the same to media and are also displayed on Company's website i.e. www.healthfore.com. Copies of the said disclosures and correspondences are also filed with the BSE.

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

VIII. SHAREHOLDERS INFORMATION

(i) Annual General Meeting

Date : September 11, 2014
Time : 12.00 Noon
Venue : Sri Sathya Sai International Centre,
Pragati Vihar, Lodhi Road, New Delhi

(ii) Directors

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

Further, Mr. Atul Mandahar, Mr. Padam Narain Bahl, Mr. Vikram Sahgal and Mr. Rama Krishna Shetty are proposed to be appointed as Independent Directors of the Company.

The brief profiles of the above named Directors seeking appointment / re-appointment are provided in the Notice convening the 5th Annual General Meeting of the Company.

(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, 2014	August 14, 2014 (Subject to Limited Review)
September 30, 2014	November 14, 2014 (Subject to Limited Review)
December 31, 2014	February 14, 2015 (Subject to Limited Review)
March 31, 2015	May 30, 2015 (Audited)

(iv) Book Closure Period

Friday, September 5, 2014 to Wednesday, September 10, 2014 (both days inclusive).

(v) Dividend payment date

No dividend has been recommended for the financial year 2013-14.

(vi) Listing details

Equity Shares of the Company are currently listed at the BSE Limited ("BSE").

Your Company has paid listing fee for the financial year 2014 - 2015 to the BSE.

Payment of Depository Fees

Annual Custody/Issuer fee for the year 2014-15 has been paid by the Company to NSDL and CDSL.

(vii) Scrip Code / ID

Scrip Code : 533525

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

Corporate Identification Number (CIN)

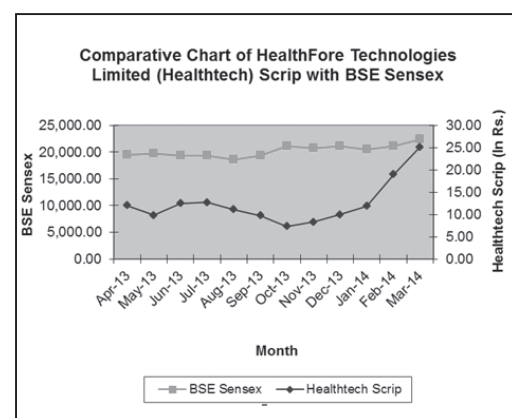
L72300DL2009PLC190552

(viii) Market Price Data: BSE Limited

(In ₹)

Month	High	Low
April '13	12.20	11.46
May '13	12.00	9.80
June '13	13.00	9.33
July '13	14.00	12.50
Aug '13	12.40	10.70
Sep '13	11.00	9.74
Oct '13	9.50	7.23
Nov '13	8.37	7.00
Dec '13	10.50	7.53
Jan '14	12.50	8.99
Feb '14	19.58	12.05
Mar '14	26.00	19.40

(ix) Performance of the share price of the Company in comparison to the BSE Sensex :



(x) Registrar and Share 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
 Website: www.karvy.com

(xi) Share Transfer System

The Company's equity shares, being in compulsory Demat segment, are transferable through the depository system. However, shares in the physical form are processed by the Registrar and Share Transfer Agent and approved by the Stakeholders Relationship 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.

(xii) Shareholding Pattern as on March 31, 2014

Category	No. of Shares held	Percentage of Total Shareholding (%)
Promoters and Promoter Group (A)	3,618,912	44.52
Public Shareholding (B):		
Mutual Funds / UTI	Nil	0.00
Banks / Financial Institutions	Nil	0.00
FIIIs	253,000	3.11
Bodies Corporate	3,167,256	38.96
NRIIs	102,090	1.26
HUF	17,556	0.22
Trust	22,426	0.28
General Public	948,223	11.65
Sub Total (B)	4,510,551	55.48
Total (A+B)	8,129,463	100.00

(xiii) Distribution of Shareholding as on March 31, 2014:

Categories (No. of Shares)	No. of Shareholders	Percentage of Total Shareholders (%)	No. of Shares held	Percentage of Total Shares (%)
001-500	14,269	98.66	427,134	5.25
501-1000	79	0.55	58,159	0.72
1001-2000	35	0.24	49,117	0.60
2001-3000	20	0.14	51,749	0.64
3001-4000	6	0.04	21,780	0.27
4001-5000	3	0.02	13,489	0.16
5001-10000	14	0.10	96,500	1.19
10001 and above	37	0.25	7,411,535	91.17
Total	14,463	100.00	8,129,463	100.00

(xiv) 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, 2014, 7,951,654 Equity Shares (97.81% of the total number of equity shares) of the Company were held in dematerialized form.

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

(xv) Outstanding GDRs / ADRs / Warrants / ESOPs and Convertible instruments, conversion date and likely impact on equity**HealthFore Employee Stock Option Scheme - 2013 ("HealthFore ESOS - 2013")**

With the objective of rewarding the key employees for building up the value of the Company and for providing to the employees a sense of ownership and participation in the Company and also to provide them with an opportunity to share in the gains of its business, the Company has implemented the HealthFore ESOS - 2013 for the eligible employees / Directors of the Company.

The Shareholders of the Company had approved the HealthFore ESOS - 2013 on September 13, 2013. However, till date, no Stock Options have been granted by the Company under the above Scheme.

Other than above, there are no outstanding GDR/ADR, warrants, options or rights to convert loans or other instruments into the Equity Shares.

(xvi) Plant Locations

Not Applicable

(xvii) Code of Conduct

The Company has in place separate Code of Conducts applicable to the Board Members and the Senior Management Personnel of the Company and the same have been posted on the website of the Company i.e. www.healthfore.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, 2014.

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

(xviii) Code for Prevention of Insider Trading

In compliance with the provisions of SEBI (Prohibition of Insider Trading) Regulations, 1992, (as amended from time to time) and to preserve the confidentiality and to prevent misuse of unpublished price sensitive information, the Company has in place a Code for Prevention of Insider Trading for Directors and designated employees of the Company, relating to dealing in the shares of the Company.

This Code also provides for periodical disclosures from Directors and designated employees as well as pre-clearance of transactions by them.

(xix) Address for Correspondence with the Company:**For Securities held in Physical form**

M/s Karvy Computershare Private Limited

Plot No. 17 to 24,

Vittal Rao Nagar, Madhapur, Hyderabad - 500081.

Phone: 040 – 44655000

Fax: 040 - 23420814

E-mail: einward.ris@karvy.com

For Securities held in Demat Form

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

Any Query on Annual Report

Ms. Shikha Rastogi

Company Secretary

6th Floor, GYS Global, Sector - 125, Noida - 201301

E-mail: investors@healthfore.com

(xx) Green Initiatives:

In order to save the precious forest, preserve the natural resources of the Country and to help your Company to save on cost, the Company requests your support in this context and Members who have not registered their e-mail address(es), so far, are requested to register their e-mail address(es), in respect of electronic holdings with the Depository through their concerned Depository Participants. The e-communication registration form is also available on the website of the Company i.e. www.healthfore.com under Investors section. Members who hold shares in physical form are requested to register their e-mail address(es) by writing to M/s Karvy Computershare Services Limited, (Unit: HealthFore Technologies Limited), Plot No. 17 to 24, Vittal Rao Nagar, Madhapur, Hyderabad – 500081 or through email to einward.ris@karvy.com

Certificate & Declaration

CEO / CFO Certification

We, Maninder Singh Grewal, Chairman & Managing Director and Amit Gupta, Chief Finance Officer, of **HealthFore Technologies Limited**, hereby certify that:

- (a) We have reviewed financial statements and the cash flow statement for the year ended March 31, 2014 and that to the best of our knowledge and belief:
 - these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading; and
 - 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 –
 - there has not been any significant changes in internal control over financial reporting during the year under reference;
 - there has not been any significant changes in accounting policies during the year under review; and
 - 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 20, 2014

Sd/-

Maninder Singh Grewal
Chairman & Managing Director

Sd/-

Amit Gupta
Chief Finance Officer

DECLARATION BY CHAIRMAN & MANAGING DIRECTOR

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

It is further certified that the Board Members and Senior Management Personnel have affirmed their compliance with the Code for the year ended March 31, 2014.

Place : New Delhi

Date : May 20, 2014

Sd/-

Maninder Singh Grewal
Chairman & Managing Director

CERTIFICATE ON CORPORATE GOVERNANCE

To

**The Members,
HealthFore Technologies Limited**

I have examined the compliance of conditions of Corporate Governance by HealthFore Technologies Limited ("**the Company**") for the year ended March 31, 2014 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

Sd/-

Rachna Batra
Proprietor

Place : New Delhi

Date : July 28, 2014

FCS No. 5747, C.P. No. 8233

INDEPENDENT AUDITOR'S REPORT

To

The Members of

HealthFore Technologies Limited (Formerly known as Religare Technologies Limited)

We have audited the accompanying Financial Statements of **HealthFore Technologies Limited (Formerly known as Religare Technologies Limited)** ("the Company"), which comprises the Balance Sheet as at 31st March, 2014, the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956 read with General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain a reasonable assurance about whether the financial statements are free from material misstatement.

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

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2014;
- b) in the case of the Statement of Profit and Loss, of the Loss for the year ended on that date; and
- c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of Section 227 of the Companies Act, 1956, we give in the Annexure, a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by Section 227(3) of the Companies Act, 1956 we report that:
 - a) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) in our opinion, proper books of account as required by law have been kept by the Company in so far as appears from our examination of those books;
 - c) the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d) in our opinion, the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement comply with the Accounting Standards referred to in subsection (3C) of Section 211 of the Companies Act, 1956 read with General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013;
 - e) on the basis of written representations received from the directors as on 31st March, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of Section 274 of the Companies Act, 1956.
 - f) Since the Central Government has not issued any notification as to the rate at which the cess is to be paid under section 441A of the Companies Act, 1956 nor has it issued any Rules under the said section, prescribing the manner in which such cess is to be paid, no cess is due and payable by the Company.

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

Sd/-
Ravi Kumar
 (Partner)

Place : Delhi
 Date : 20th May 2014

Membership No. : 508424

The Annexure referred to in paragraph 1 of Our Report of even date to the members of HealthFore Technologies Limited (Formerly known as Religare Technologies Limited) on the Financial Statements of the Company for the year ended 31st March, 2014.

On the basis of such checks as we considered appropriate and according to the information and explanation given to us during the course of our audit, we report that:

- I. (a) The Company has generally maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) All the fixed assets have been physically verified by the management at reasonable interval as explained by the management which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets.

- (c) No substantial part of fixed assets has been disposed off by the Company during the year that affects the going concern status of the Company.
- II. The inventory at the end of financial year was NIL. However, 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. As explained to us, no discrepancies were noticed on physical verification of inventory as compared to books.
- III.(a) The Company has not granted any loans, secured or unsecured, to bodies corporate covered in the register

maintained under Section 301 of the Companies Act, 1956. Accordingly, Sub-clauses from (b) to (d) of Clause III of the order are not applicable.

- (e) The company has taken loans, secured or unsecured (i.e. payable on demand) from four bodies corporate covered in the register maintained under section 301 of the Companies Act, 1956. The maximum amount outstanding during the year was Rs. 388.54 Crores and the year-end balance of such loan amounted to Rs. 178.50 Crores. Other than the above, the Company has not taken any loans, secured or unsecured, from companies, firms or parties covered in the register maintained under section 301 of the Act. The detail is given below:

Name of Lender	Nature of Loan	Relationship with the entities	Balance on 31/03/14 (In Crores)	Maximum amount during the year (In Crores)
Religare Finvest Limited	Secured Demand Loan	Director Holding	10.37	109.77
RHC Holding Private Limited	Demand Loan	Director Holding	127.45	127.45
Oscar Investment Limited	Demand Loan	Director Holding	40.68	151.32
			178.50	388.54

- (f) 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.
- (g) In our opinion, the loans taken by the company are repayable on demand hence there is no payment schedule. However as per records, information and explanation given to us, whenever the party has asked for repayment, the company has paid regularly.
- IV. In our opinion and according to the explanations given to us, there is an 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. We have not observed any major weakness in the internal control system during the course of the audit.
- V. (a) In our opinion and according to information and explanations given to us, the particulars of contracts and arrangements referred to in section 301 of the Company Act, 1956 have been entered in the register required to be maintained under that section of the Companies Act, 1956.
- (b) In our opinion, and according to the information and explanations given to us, the transactions made in pursuance of contracts and arrangements referred to in (v)(a) above and exceeding the value of Rs 5 lakh with any party during the year have been made at prices which are prima facie reasonable having regard to the prevailing market prices available 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.
- VII. In our opinion the Company has an adequate internal audit system commensurate with the size & nature of its business.
- VIII. As the company is engaged in trading and service section as per records shown to us, the Company is not required to maintain cost records under Section 209(1)(d) of the Act, as per general circular no. 67/2011 dated 30th

November, 2011 issued by the Government of India, Ministry of Corporate Affairs, Cost Audit Branch.

- IX.(a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the amounts deducted/ accrued in the books of accounts in respect of undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Income-tax, Sales-tax, Wealth tax, Service tax, and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities.

According to the information and explanations given to us, no undisputed amounts payable in respect of Provident Fund, Investor Education and Protection Fund, Income-tax, Sales-tax, Wealth tax, Service tax and other material statutory dues were in arrears as at 31 March 2014 for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us, there are no material dues of Wealth tax and Cess which have not been deposited with the appropriate authorities on account of any dispute. However, according to information and explanations given to us, the following dues of Income tax, Sales tax, and Service tax, have not been deposited by the Company on account of disputes:

Nature of Statutes/ dues	Financial Year	Demand Amount (₹ In Lacs)	Forum where dispute is pending
Service Tax	2005-06 & 2006-07	5.41	Commissioner Central Excise(CCE), Chandigarh
Service Tax	2011-12	37.56	Commissioner of Service Tax, Delhi
Income Tax Act, 1961/ Income Tax	2007-08	354.51	Commissioner Income Tax
Income Tax Act, 1961 Income Tax	2008-09	1.36	Commissioner Income Tax (CIT), Delhi

Nature of Statutes/ dues	Financial Year	Demand Amount (₹ In Lacs)	Forum where dispute is pending
PBVAT Act / VAT	2008-09	10.74	Commissioner of VAT, Kolkata
CST Act, / CST	2009-10	2.93	Duty Commissioner of VAT, Gujarat
CST Act / CST	2010-11	8.20	Duty Commissioner of VAT, Delhi
Gratuity	2011-12	3.85	Assistant Labour Commissioner (Central), Chandigarh
	Total	424.56	

- X. The net worth of the company has been eroded due to accumulated losses. However, the financial statements of the company have 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 and as per records, the company has not defaulted in repayment of dues to a financial institution or a banks 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 and according to the information and explanations given to us, the Company is not a chit fund/ nidhi/ mutual benefit fund/ society.
- XIV. In our opinion and according to information and explanations given to us, the Company has maintained proper records of transactions and contracts for trading in units/

securities (Mutual Funds) during the year under review and timely entries were made therein. The securities are held by the company in its own name.

- XV. As per the information & explanation given to us, the company has not given any guarantee for loans taken by others from bank /financial institutions.
- XVI. In our opinion and according to the information and explanations given to us, term loans have been utilised for the purpose for which the loans were obtained.
- 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 Companies Act, 1956.
- XIX. The Company has not issued any debenture or bond during the year and did not have any outstanding balance of debentures or bond during the year.
- XX. As the Company has not raised any money by way of public issue or right issue during the year, this clause is not applicable to the company.
- XXI. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud on or by the Company, noticed or reported during the year, nor have we been informed of such case by the management.

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

Sd/-
Ravi Kumar
(Partner)

Place : New Delhi
Date : 20th May 2014

Membership No. 508424

BALANCE SHEET AS AT MARCH 31, 2014

Particulars	Note	As at March 31, 2014 (Amount in ₹)	As at March 31, 2013 (Amount in ₹)
EQUITY AND LIABILITIES			
Shareholders' Funds:			
Share Capital	3	81,294,630	81,294,630
Reserves and surplus	4	(3,278,214,597)	(2,622,505,169)
Non - current liabilities			
Long - term borrowings	5	1,888,888,889	—
Other long term liabilities	6	350,033	288,237
Long - term provisions	7	11,071,067	9,639,067
Current liabilities			
Short - term borrowings	8	1,858,031,921	3,161,661,921
Trade payables	9	6,007,200	9,546,350
Other current liabilities	10	280,227,430	149,479,010
Short - term provisions	11	1,541,597	1,443,720
TOTAL		849,198,170	790,847,766
ASSETS			
Non - current assets			
Fixed assets			
Tangible assets	12	17,841,883	54,569,447
Intangible assets	13	115,609,272	108,731,033
Intangible assets under development	14	150,769,459	145,412,906
Non - current investments	15	30,900,000	30,903,000
Long - term loans and advances	16	69,056,014	175,829,568
Other non - current assets	17	184,647,038	12,068,822
Current assets			
Current investments	18	13,169,691	—
Inventories	19	—	—
Trade receivables	20	101,621,688	67,848,163
Cash and Bank Balances	21	34,147,425	18,519,307
Short - term loans and advances	22	109,678,376	157,535,012
Other current assets	23	21,757,324	19,430,508
TOTAL		849,198,170	790,847,766

Significant Accounting Policies & Notes to Financial Statements 1 & 2

Notes referred to above forms an integral part of Balance Sheet and Statement of Profit & Loss

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

For and on behalf of Board of Directors

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

Sd/-
Padam Narain Bahl
Director
(DIN: 01314395)

Sd/-
Shikha Rastogi
(Company Secretary)
Membership No. A18226

Place : New Delhi
Date : 20th May, 2014

Place : New Delhi
Date : 20th May, 2014

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH 2014

Particulars	Note	For the year ended March 31, 2014 (Amount in ₹)	For the year ended March 31, 2013 (Amount in ₹)
Revenue			
Revenue from operations	24	272,493,829	212,231,328
Other income	25	27,277,171	99,896,196
Total Revenue		299,771,000	312,127,524
Expenses			
Purchases of stock - in - trade	26	27,637,252	11,766,740
Changes in inventories of finished goods			
Work - in - progress and stock - in - trade	27	—	4,330,413
Employee benefit expenses	28	200,763,756	219,295,029
Finance costs	29	469,177,806	491,140,684
Depreciation and amortization expense	30	126,373,815	126,501,504
Other expenses	31	131,527,799	137,993,169
Total Expenses		955,480,428	991,027,539
Profit/(Loss) before exceptional and extraordinary items and tax expense		(655,709,428)	(678,900,015)
Exceptional Items		—	—
Profit/(Loss) before extraordinary items and tax		(655,709,428)	(678,900,015)
Extraordinary Items		—	—
Profit/(Loss) before tax		(655,709,428)	(678,900,015)
Tax Expense		—	—
Profit/(Loss) after tax		(655,709,428)	(678,900,015)
Earnings per equity share (Nominal value per share @ Rs.10) 32			
Basic/Diluted (Including extraordinary items)		(80.66)	(83.51)
Basic/Diluted (Excluding extraordinary items)		(80.66)	(83.51)

Significant Accounting policies & notes to accounts

Notes referred to above forms an integral part of Balance Sheet and Statement of Profit & Loss

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 : 20th May, 2014

For and on behalf of Board of Directors

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

Sd/-
Padam Narain Bahl
Director
(DIN: 01314395)

Sd/-
Shikha Rastogi
(Company Secretary)
Membership No. A18226

Place : New Delhi

Date : 20th May, 2014

Cash Flow Statement annexed to and forming part of Balance Sheet as at March 31, 2014

Particulars	2013-14 (Amount in ₹)	2012-13 (Amount in ₹)
CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit/ (Loss) before tax and extraordinary items	(655,709,428)	(678,900,015)
Adjustments for:		
+Non fund items / losses		
Depreciation	126,373,815	126,501,504
Interest Expense	460,726,548	446,083,307
Loan Processing Fees	8,451,259	45,057,377
Interest Income	(17,757,738)	(74,713,131)
Provision for Gratuity & Leave Encashment	1,529,877	1,129,080
Provision for Doubtful Debts and Bad Debts	(1,144,062)	12,409,931
Provision against advances	3,289,140	(371,825)
Advance Write off	622,110	3,902,858
Profit on Sales of Mutual Fund	(865,237)	-
Balances Written Back	5,178,853	8,635,355
(Profit)/ Loss on Sale of Fixed Assets (Net)	4,185,671	760,723
Operating Profit before working capital changes	(65,119,192)	(109,504,836)
Adjustments for changes in Working Capital:		
(Increase)/ Decrease in Stock in Trade	-	(1,037,952)
(Increase) / Decrease in Trade Receivables	(32,629,463)	25,056,487
(Increase) / Decrease in Other Receivables	159,803,516	8,570,552
Increase / (Decrease) in Trade and Other Payables	31,600,731	(75,579,360)
Cash Generated from Operating Activities	93,655,592	(152,495,109)
Net Cash from Operating Activities (A)	93,655,592	(152,495,109)
CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	(101,305,859)	(8,927,297)
Purchase of Investments (Mutual Fund)	(294,369,692)	-
Proceed from Sale of Fixed Assets	595,699	22,268,519
Proceed from Sale of Mutual Fund	282,052,760	-
Advance for Purchase of fixed Assets	(5,356,553)	(93,531,679)
Disbursement Unsecured Loans (net)	-	1,342,500,000
Interest received	13,717,076	117,517,809
Investment in FD (Non Current)	(62,634,730)	(9,667,976)
Net Cash from Investing Activities (B)	(167,301,299)	1,370,159,376
CASH FLOW FROM FINANCING ACTIVITIES		
Receipts of Secured Loans (net)	1,034,000,000	(1,847,388,079)
Receipts of Unsecured Loans (net)	(337,630,000)	1,087,250,000
Loan Processing Fees	(125,750,000)	(45,057,377)
Interest Paid	(481,346,175)	(429,910,686)
Net Cash from Financing Activities (C)	89,273,825	(1,235,106,142)
Net Increase in cash and cash equivalents (A+B+C)	15,628,118	(17,441,875)
Cash and Cash equivalents as at the beginning of the Year	18,519,307	35,961,182
Cash and Cash equivalents as at the end of the Year	34,147,425	18,519,307
Cash and cash equivalents comprise of :-		
- Cash,cheques and drafts (in hand) and Remittances in Transit	1,025,118	160,766
- Fixed Deposits with Schedule Banks	1,187,337	4,834,326
- Balance with scheduled banks in Current	31,934,970	13,524,215
Total	34,147,425	18,519,307

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 the Companies Act 1956.
- Figures in bracket indicate cash outgo / income.
- Previous Year figures have been regrouped wherever necessary to confirm to the classification for the current year.

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 : 20th May, 2014

For and on behalf of Board of Directors

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

Sd/-
Padam Narain Bahl
Director
(DIN: 01314395)

Sd/-
Shikha Rastogi
(Company Secretary)
Membership No. A18226

Place : New Delhi
Date : 20th May, 2014

NOTES TO FINANCIAL STATEMENT

1 OVERVIEW

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".

W.e.f. April 29, 2013 name of the Company was changed from "Religare Technologies Limited" to "HealthFore Technologies Limited".

2 SIGNIFICANT ACCOUNTING POLICIES

a. BASIS OF PREPARATION OF FINANCIAL STATEMENTS

The Financial statements of the company have been prepared on accrual basis, based on going concerned concept, under the historical cost convention and in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards notified under Section 211 (3C) of the Companies Act, 1956 (which continue to be applicable in respect to Section 133 of the Companies Act, 2013 in terms of General Circular 15/2013 dated 13 September, 2013 of the Ministry of Corporate Affairs) and the relevant provisions of the Companies Act, 1956 or the Companies Act, 2013, as applicable.

The Company has prepared its financial statements in accordance with Revised 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). 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 Other Current Assets. Billings in excess of revenue that is recognized on service contracts are recorded as deferred revenue until the above revenue recognition criteria are met and are included in current liabilities

d. FIXED ASSETS

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

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

e. RESEARCH AND DEVELOPMENT

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

f. STOCK IN TRADE

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

g. INTANGIBLE ASSETS

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

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

h. DEPRECIATION/ AMORTISATION

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

Class of Assets	Put to use up to March 31st 2010	Put to use after March 31st 2010	
	Depreciation Rate (%)	Depreciation Rate (%)	Estimated Useful Life of the assets
Office Equipments	4.75	20 / 33.33	5 / 3 years*
Vehicles	9.5	9.5	10.5 years
Computer Networking & Equipments	16.21	20 / 25	5 / 4 years**
Computer & Peripherals	16.21	33.33	3 years
Furniture & Fixture	6.33	10	10 years

* 3 years for Black Berry and 5 years for other assets

** 4 years for Server and 5 years for other assets

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

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

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

5 years for Software developed or Software procured for further enhancement and 3 years for other software

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 Rs 5000 or less are fully depreciated in the year of acquisition.

Depending on estimated economic useful life of assets in commercial use, different depreciation rates are charged for the same class of assets. For example software licenses of one year is depreciated over the period of one year proportionally

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.

I. 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 INTANGIBLE 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 or developing 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 expense is in excess of Rs 20000/-.

r. PROVISION FOR BAD DEBTS

Provision for Bad and Doubtful debts have been created on case to case basis after assessing the recoverability aspect

s. INVESTMENTS IN ASSOCIATES

Company has holding of 27.33% in C2I 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. GOVERNMENT GRANT

Grants related to specific Fixed Assets are disclosed as a deduction from the value of concern Assets. Grants related to revenue are credited to the statement of profit and loss account. Grants in the nature of promoter's contribution are treated as Capital Reserve.

v. SEGMENT ACCOUNTING

The following accounting policies have been followed for segment reporting:

Segment Revenue includes revenue from operations and other income directly identifiable with/allocable to the segment. Expenses that are directly identifiable with / allocable to segment are considered for determining the segment result. The expenses which relate to the company as a whole and not allocable to segment are included under unallocable expenses. Segment assets and liabilities include those directly identifiable to respective segments. Unallocable corporate assets & liabilities represent the assets and liabilities related to company as a whole and not allocable to any segment.

3. Share Capital

Particulars	As at 31 March 2014		As at 31 March 2013	
	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 Rs 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 except in case of interim dividend. During the year ended March 31, 2014 the amount of dividend per share recognised as distribution to equity holders was Rs. Nil (March 31, 2013 Rs Nil). The total dividend appropriation for the year ended March 31, 2014 amounts to Rs. Nil (March 31, 2013 Rs Nil) including Corporate Dividend Tax of Rs. Nil (March 31, 2013 Rs 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 Shareholders	As at 31 March 2014		As at 31 March 2013	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
a. Equity Shares				
- RHC HOLDING PRIVATE LIMITED	1,659,225	20.41	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
- FELEX ENTERPRISES PRIVATE LIMITED	409,309	5.03	-	-
- FERN HEALTHCARE PRIVATE LIMITED	-	-	707,780	8.71
- MODLAND WEARS PRIVATE LIMITED	-	-	642,969	7.91
- ABHINEET PESTICIDES (P) LIMITED	-	-	435,783	5.36
TOTAL	4,582,318	56.36	5,556,291	68.35

4. Reserves and Surplus

Particulars	As at 31 March 2014	As at 31 March 2013
	Amount (₹)	Amount (₹)
Surplus		
Balance as at the beginning of the year	(2,622,505,169)	(1,943,605,154)
(+) Net Profit/(Net Loss) For the current year	(655,709,428)	(678,900,015)
Balance as at the end of the year	(3,278,214,597)	(2,622,505,169)

5. Long Term Borrowings - Secured

Particulars	As at 31 March 2014	As at 31 March 2013
	Amount (₹)	Amount (₹)
Term loans -from banks	1,888,888,889	—
Total	1,888,888,889	—

The requisite particulars in respect of borrowings are as under:

Particulars	As at 31 March 2014 Amount (₹)	As at 31 March 2013 Amount (₹)	Particulars of security / guarantees / terms of repayment / default
Term loans -from banks			Briefs : Yes bank has sanctioned Secured Loan of Rs. 200 cr on 3rd August-13 at base rate +1% i.e. rate of interest as on 31st Mar'14 is 11.75%. The Loan has been disbursed on 19-Aug-2013 Hypothecation/Security : First pari-passu charge against present and future Current assets & Movable fixed assets of the company, Exclusive Charges on commercial Land (measuring 10.35 acre at Sector 62. Golf course extension road in Gurgaon) Owned by RS Infrastructure Pvt. Ltd. , Unconditional and Irrevocable Corporate guarantee of RS Infrastructure Pvt. Ltd. and non disposal undertaking from Lowe Infra and Wellness Pvt. Ltd. for their entire share holding in RS Infrastructure Pvt Ltd. Loan Facility and Repayment schedule: Tenure of the loan are 120 months including moratorium period of 12 month from the date of disbursement subject to put/call option at the end of 30 months from the date of disbursement and quarterly thereafter. Repayment to be made in 36 equated quarterly repayments after 12 months of Moratorium period. Repayment of Interest : Interest will be due and payable on last day of each calendar month
- Yes Bank			
Balance outstanding	2,000,000,000	-	
Overdue maturity			
Current Maturity*	111,111,111	-	
Non - current amount	1,888,888,889	-	

* Current maturity is calculated based on the number of installment which will be due and payable in next Financial Year

6. Other Long Term Liabilities

Particulars	As at 31 March 2014	As at 31 March 2013
	Amount (₹)	Amount (₹)
Security Deposit	350,033	288,237
Total	350,033	288,237

7. Long Term Provisions

Particulars	As at 31 March 2014	As at 31 March 2013
	Amount (₹)	Amount (₹)
Provision for employee benefits		
Gratuity	9,669,415	7,961,862
Leave Encashment	1,401,652	1,677,205
Total	11,071,067	9,639,067

8. Short Term Borrowings

Particulars	As at 31 March 2014		As at 31 March 2013	
	Secured	Unsecured	Secured	Unsecured
Loan repayable on demand from banks	73,000,000	-	45,000,000	-
Loans and advances from related parties	103,711,921	1,681,320,000	1,097,711,921	2,018,950,000
Total	176,711,921	1,681,320,000	1,142,711,921	2,018,950,000
Grand Total		1,858,031,921		3,161,661,921

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

Particulars	As at 31 March 2014 Amount (₹)	As at 31 March 2013 Amount (₹)	Particulars of security / guarantees / terms of repayment / default
Secured Borrowings			
Loan repayable on demand from banks			
- Yes Bank	73,000,000	45,000,000	Nature: Facility of Working Capital Demand Loan (WCDL) is availed. The maximum drawing power limit is increased to Rs. 15 cr. from Rs. 10 cr. on 29th Oct' 13. Security: First pari-passu charge on all Current Assets and Movable Fixed Assets both Present and future. In addition unconditional and irrevocable corporate guarantee of RHC Holding Pvt. Ltd. Rate of Interest : 15.75% on Rs. 5.8 cr. & 15% on Rs. 1.5 cr. as on 31st Mar'14 and 14.25% on Rs. 3 cr. & 14% on Rs. 1.5 cr as on 31st Mar'13 Tenure: WCDL facility will be due for renewal on 16 July' 2014.
Loans and advances from related parties repayable on demand			
- Inter Corporate Loans - Religare Finvest Limited	103,711,921	1,097,711,921	Nature: Secured Demand Loan facility to extent of Rs. 230 cr. (Previous Year Rs. 230 cr.) provided by Landers and it is secured by by hypothecation of all present and future assets Rate of Interest & Payment: 14% p.a (Previous Year 14% p.a.) at the end of Financial Year it is due and payable at quarterly rest or such other intervals as mutually agreed Tenure: This facility is available till 1st day of July'2014 (after renewal)
Unsecured Borrowing			
Loans and advances from related parties repayable on demand			
- Inter corporate Loans RHC Holding Pvt. Ltd.	1,274,500,000	614,850,000	Nature: Unsecured Demand Loan facility to extent of Rs. 160 cr. (Previous Year Rs. 160 cr.) Rate of Interest & Payment: 14.5% p.a. (Previous Year 13% to 14.5% p.a. at the end of Financial Year it is due and payable at quarterly rest or such other intervals as mutually agreed Tenure: This facility is available till 1st day of Feb'15 (after renewal)
- Inter Corporate Loans - Oscar Investment Limited	406,820,000	1,404,100,000	Nature: Unsecured Demand Loan facility to extent of Rs. 100 cr. (Previous Year Rs. 160 cr.) Rate of Interest: 14.5% p.a. (Previous Year 13% to 14.5% p.a.) at the end of Financial Year Tenure: This facility is available till 1st day of December'2014 (after renewal)
- Total of Loans and advances from related parties repayable on demand	1,681,320,000	2,018,950,000	

9. Trade Payables

Particulars	As at 31 March 2014	As at 31 March 2013
	Amount (₹)	Amount (₹)
Dues to MSMED parties	—	—
Dues to other than Micro Small Medium Enterprises Development parties	6,007,200	9,546,350
Total	6,007,200	9,546,350

10. Other Current Liabilities

Particulars	As at 31 March 2014	As at 31 March 2013
	Amount (₹)	Amount (₹)
- Current maturities of long-term debt (Secured)	111,111,111	—
- Interest accrued and due on Secured Loans	24,155,111	34,484,598
- Interest accrued and due on Unsecured Loans	50,106,243	60,396,384
- Unearned Income	54,444,631	15,255,438
- Security Deposit	62,804	—
- Others Payable	40,347,530	39,342,590
Total	280,227,430	149,479,010

11. Short Term Provisions

Particulars	As at 31 March 2014	As at 31 March 2013
	Amount (₹)	Amount (₹)
Provision for employee benefits		
Gratuity	1,074,379	884,651
Leave Encashment	467,218	559,069
Total	1,541,597	1,443,720

12 Tangible Asset (Financial Year 2013-14)

Amount (₹)

Particulars	Gross Carrying Value			Depreciation			Impairment		Net Carrying Value	
	Balance as at 1 April 2013	Additions	Disposals	Balance as at 31 March 2014	Depreciation for the period	Other Adjustments	Balance as 31 March 2014	Impairment /Write off during the period	Balance as at 31 March 2014	Balance as at 31 March 2013
Leasehold Improvements	7,198,593	-	2,594,301	4,604,292	2,647,866	1,420,166	4,082,420	-	521,872	4,343,873
Furniture and Fixtures	1,746,484	22,025	961,409	807,100	138,200	451,475	418,092	-	389,008	1,015,117
Vehicles	961,633	-	-	961,633	91,355	-	129,899	-	831,734	923,089
Office equipment	11,772,115	1,090,099	4,271,914	8,590,300	2,178,487	2,779,166	3,621,098	-	4,969,202	7,550,338
Computer Networking & Equipment	61,657,821	78,140	2,195,940	59,540,021	12,072,537	1,558,802	57,144,581	-	2,395,440	15,026,975
Computer & Peripheral	30,285,934	391,157	5,815,014	24,862,077	4,745,011	5,336,705	22,580,560	-	2,281,517	7,113,680
Networking Equipment	55,873,590	-	1,458,576	54,415,014	11,659,157	974,468	47,961,904	-	6,453,110	18,596,375
Total	169,496,170	1,581,421	17,297,154	153,780,437	33,532,613	12,520,782	135,938,554	-	17,841,883	54,569,447

(Financial Year 2012-13)

Amount (₹)

Particulars	Gross Carrying Value			Depreciation			Impairment		Net Carrying Value	
	Balance as at 1 April 2012	Additions	Disposals	Balance as at 31 March 2013	Depreciation for the period	Other Adjustments	Balance as 31 March 2013	Impairment /Write off during the period	Balance as at 31 March 2013	Balance as at 31 March 2012
Leasehold Improvements	5,726,451	4,352,142	2,880,000	7,198,593	2,362,409	1,439,211	2,854,720	-	4,343,873	3,794,929
Furniture and Fixtures	1,783,441	41,688	78,645	1,746,484	142,329	40,418	731,367	14,843	1,015,117	1,139,142
Vehicles	927,137	961,633	927,137	961,633	38,544	641,497	38,544	285,640	923,089	-
Office equipment	16,536,074	622,466	5,386,425	11,772,115	1,768,934	1,960,980	4,221,777	140,266	7,550,338	11,981,986
Computer Networking & Equipment	67,014,595	7,352	5,364,126	61,657,821	18,994,048	2,939,775	46,630,846	-	15,026,975	36,438,022
Computer & Peripheral	47,017,283	577,046	17,308,395	30,285,934	6,607,554	8,618,430	23,172,254	282,656	7,113,680	21,551,497
Networking Equipment	60,268,152	-	4,394,562	55,873,590	14,087,857	1,962,822	37,277,215	12,234	18,596,375	35,103,738
Total	199,273,133	6,562,327	36,339,290	169,496,170	44,001,675	17,603,133	114,926,723	735,639	54,569,447	110,009,314

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

Amount (₹)

Particulars	Year			
	2013-14	2012-13	2011-12	2010-11
Asset details:				
Office Equipment Impairment/ Write Off	-	-140,266	140,266	-
Vehicles Impairment/ Write Off	-	-285,640	285,640	-
Computer & Peripherals Impairment/ Write Off	-	-282,656	282,656	-
Furniture & Fixture Impairment/ Write Off	-	-14,843	14,843	-
Networking Equipments Impairment/ Write Off	-	-12,234	12,234	-

13 Intangible Assets
Financial Year 2013-14

Amount (₹)

Particulars	Gross Carrying Value			Amortisation			Balance as 1 April 2013	Impairment /Write off during the period	Net Carrying Value	
	Balance as at 1 April 2013	Additions	Disposals	Balance as at 31 March 2014	Depreciation for the period	Other Adjustments	Balance as at 31 March 2014		Balance as at 31 March 2014	Balance as at 31 March 2013
Intangible Assets										
Goodwill	79,794,629	-	-	79,794,629	15,958,926	-	79,794,629	-	-	15,958,926
Brands /trademarks	77,374,825	-	-	77,374,825	15,474,965	-	62,747,803	-	-	30,101,987
Computer software	242,485,797	96,504,519	4,944,742	334,045,574	61,136,806	4,939,745	236,012,738	-	-	62,670,120
Non Compete Fee	9,134,508	-	-	9,134,508	-	-	9,134,508	-	-	-
Website Development	-	3,219,919	-	3,219,919	270,505	-	270,505	-	-	-
Total	408,789,759	99,724,438	4,944,742	503,569,454	92,841,202	4,939,745	387,960,183	-	115,609,272	108,731,033

Particulars	Gross Carrying Value			Balance as at 1 April 2013	Added during the period	Capitalized during the period	Balance as at 31 March 2014
	Balance as at 1 April 2013	Added during the period	Capitalized during the period				
Intangible Assets under development							
Intangible Assets							
Goodwill	-	-	-	-	-	-	-
Brands /trademarks	-	102,832,616	96,504,519	-	-	150,769,459	-
Computer software	144,441,362	-	-	-	-	-	-
Non Compete Fee	-	2,248,374	3,219,918	-	-	-	-
Website Development	971,544	-	-	-	-	-	-
Total	145,412,906	105,080,990	99,724,437	150,769,459			

Financial Year 2012-13

Particulars	Gross Carrying Value			Amortisation			Impairment		Net Carrying Value	
	Balance as at 1 April 2012	Additions	Disposals	Balance as at 31 March 2013	Balance as at 1 April 2012	Depreciation for the period	Other Adjustments	Balance as 1 April 2012	Balance as at 31 March 2013	Balance as at 31 March 2012
Intangible Assets										
Goodwill	79,794,629	-	-	79,794,629	47,876,777	15,958,926	-	-	15,958,926	31,917,852
Brands /trademarks	77,374,825	-	-	77,374,825	31,797,873	15,474,965	-	-	30,101,987	45,576,952
Computer software	251,359,972	2,364,970	11,239,145	242,485,797	134,956,350	51,065,938	6,206,611	3,808	62,670,120	116,399,815
Non Compete Fee	9,134,508	-	-	9,134,508	9,134,508	-	-	-	-	-
Total	417,663,934	2,364,970	11,239,145	408,789,759	223,765,508	82,499,829	6,206,611	3,808	108,731,033	193,894,619

Particulars	Gross Carrying Value			Balance as at 31 March 2013
	Balance as at 1 April 2012	Added during the period	Capitalized during the period	
Intangible Assets under development				
Intangible Assets				
Goodwill	-	-	-	-
Brands /trademarks	-	-	-	-
Computer software	51,881,227	94,925,105	2,364,970	144,441,362
Non Compete Fee	-	-	-	-
Website Development	-	971,544	-	971,544
Total	51,881,227	95,896,649	2,364,970	145,412,906

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

Particulars	Year			Amount (₹)
	2013-14	2012-13	2011-12	
Asset details:				
Softwares				
Impairment/ Write Off	-	-3,808	3,808	-

14. Intangible Assets under Development

Particulars	As at 31 March 2014	As at 31 March 2013
	Amount (₹)	Amount (₹)
Softwares Development	150,769,459	144,441,362
Website Development	-	971,544
Total	150,769,459	145,412,906

15. Non Current Investments

Particulars	Face Value	As at 31 March 2014		As at 31 March 2013	
		No.	Amount (₹)	No.	Amount (₹)
Non-Trade Investments at cost					
(a) Investment in Equity instruments of Associates – C2L Biz Solutions Pvt. Ltd. (hold 27.33% previous year 27.48% Stake)	10	600,000	30,900,000	600,000	30,900,000
(b) Other non-current investments – National Saving Certificate VIII Issue		-	-		3,000
Total	10	600,000	30,900,000	600,000	30,903,000

Particulars	As at 31 March 2014		As at 31 March 2013	
	At Cost	Other than at Cost*	At Cost	Other than at Cost*
Aggregate amount of :				
- Quoted Investments	-	-	-	-
- Unquoted Investments	30,900,000	-	30,903,000	-
Market Value of Unquoted Investments	30,900,000	-	30,903,000	-

*Investments are being valued at Cost

16. Long Term Loans and Advances

Particulars	As at 31 March 2014	As at 31 March 2013
	Amount (₹)	Amount (₹)
a. Security Deposits		
Unsecured, considered good	-	17,188,024
Doubtful	-	-
Less: Provision for doubtful deposits	-	-
	-	17,188,024
b. Advance payment of Taxes & tax deducted at source		
Unsecured, considered good	500,000	-
Advances Tax & FBT	68,556,014	158,641,544
TDS Receivable	-	-
Wealth Tax	-	-
	69,056,014	158,641,544
Total	69,056,014	175,829,568

17. Other Non Current Assets

Particulars	As at 31 March 2014	As at 31 March 2013
	Amount (₹)	Amount (₹)
- Unamortized Borrowings Cost	104,798,740	-
- Fixed Deposit Account (See note 21.1)	74,703,552	12,068,822
- Interest Accrued but not due on Fixed Deposits	5,144,746	-
Total	184,647,038	12,068,822

18 Current investments

Particulars	As at 31 March 2014		As at 31 March 2013	
	No. of Units	Amount (*₹)	No. of Units	Amount (*₹)
Investment in Mutual Fund :-				
- Quoted Investments:-				
Taurus Liquid Fund-Direct Plan-Super Institutional Growth (NAV as on 31st Mar'14 Rs. 1887.1025 per unit)	5,055.88	7,000,546	-	-
Religare Invesco Ultra Short Term Fund-Direct Plan-Growth (NAV as on 31st Mar'14 Rs. 1764.8528 per unit)	3,495.56	6,169,145	-	-
- Unquoted Investments :-	-	-	-	-
Total	8,551.44	13,169,691	-	-

*Investments are being valued at Cost or Fair Market Value whichever is lower

Particulars	As at 31 March 2014		As at 31 March 2013	
	At Cost	Fair Market Value (₹)	At Cost	Other then at Cost (₹)
- Quoted Investments				
Taurus Liquid Fund-Direct Plan-Super Institutional	7,000,546	7,013,024	-	-
Religare Invesco Ultra Short Term Fund-Direct Plan-	6,172,094	6,169,145	-	-
Total	13,172,640	13,182,169	-	-

19. Inventories

Particulars	As at 31 March 2014	As at 31 March 2013
	Amount (₹)	Amount (₹)
Finished goods (Valued at Moving Weighted Average cost or NRV Whichever is lower)	6,901,434	12,176,439
Less : Provision for Inventory written off	6,901,434	12,176,439
Total	-	-

20. Trade Receivables

Particulars	As at 31 March 2014	As at 31 March 2013
	Amount (₹)	Amount (₹)
Trade receivables outstanding for a period less than six months from the date they are due for payment		
Unsecured, considered good (Including Rs. 2,05,79,727/- pertaining to related party)	60,473,123	53,162,040
Unsecured, considered doubtful	-	-
Less: Provision for doubtful debts	-	-
	60,473,123	53,162,040
Trade receivables outstanding for a period exceeding six months from the date they are due for payment		
Unsecured, considered good (Including Rs. 31,21,708/- pertaining to related party)	41,148,565	14,686,123
Unsecured, considered doubtful (Including Rs. 20,24,917/- pertaining to related party)	15,873,798	17,998,036
Less: Provision for doubtful debts	(15,873,798)	(17,998,036)
	41,148,565	14,686,123
Total	101,621,688	67,848,163

21 Cash and Bank Balances

Particulars	As at 31 March 2014	As at 31 March 2013
	Amount (₹)	Amount (₹)
a. Cash & Cash Equivalents		
Cash in hand (Including at Branch Rs.8.59 Lakh & Imprest Rs. 1.57 Lakh)	1,025,118	160,766
Balances with banks in :		
- Current Account (Scheduled Bank)	31,934,970	13,524,215
b. Other Bank Balances		
- Fixed Deposits Account (Refer note 21.1)	1,187,337	4,834,326
Total	34,147,425	18,519,307

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

21.1

Particulars	As at 31 March 2014	As at 31 March 2013
Fixed Deposit balance with Banks	Kept as Security (*)	Kept as Security (*)
- Upto 3 months maturity from the date of Acquisition	-	-
- Upto 12 months maturity from the date of Acquisition	-	2,727,737
- Maturity more than 12 months but within one year from the Reporting Date	1,187,337	2,106,589
Shown as Current Assets	1,187,337	4,834,326
- Maturity more than 12 from the Reporting Date	74,703,552	12,068,822
Shown as Non-Current Assets	74,703,552	12,068,822
Total	75,890,889	16,903,148

* Details of FDR kept as security

Particulars	As at 31 March 2014	As at 31 March 2013
	Amount (₹)	Amount (₹)
(a) Margin money or security against Guarantee		
- Pledged with Bank Guarantees Taken	75,087,374	16,084,633
- Security with VAT Authorities	803,515	818,515
Total	75,890,889	16,903,148

22 Short Term Loans and Advances

Particulars	As at 31 March 2014	As at 31 March 2013
	Amount (₹)	Amount (₹)
a. Loans and advances to related parties		
Unsecured, considered good		
- Inter Company Deposits	-	-
- Other Advances	229,928	249,169
	229,928	249,169
b. Other Loans & Advances		
a. Loans & Advances recoverable in cash or in kind		
Unsecured, considered good	2,410,871	3,566,849
Doubtful	-	702,544
Less: Provision for doubtful loans and advances	-	702,544
	2,410,871	3,566,849
b. Prepaid	2,401,711	2,820,441
	2,401,711	2,820,441
c. Balances with Service Tax		
Unsecured, considered good	11,753,800	3,333,497
	11,753,800	3,333,497

Particulars	As at 31 March 2014	As at 31 March 2013
	Amount (₹)	Amount (₹)
d. Advances to Business Vendors		
Unsecured, considered good	4,722,490	10,943,009
Doubtful	-	-
Less: Provision for doubtful loans and advances	-	-
	4,722,490	10,943,009
e. Earnest Money Deposit		
Unsecured, considered good	1,062,000	14,828,684
Doubtful	3,878,562	111,878
Less: Provision for doubtful Earnest Money Deposit	3,878,562	111,878
	1,062,000	14,828,684
f. Security Deposits		
Unsecured, considered good	17,194,418	409,152
Doubtful	225,000	-
Less: Provision for doubtful deposits	225,000	-
	17,194,418	409,152
g. Advance payment of Taxes & tax deducted at source		
Unsecured, considered good	69,799,534	120,800,189
	69,799,534	120,800,189
h. Balance with Sales Tax & VAT Authorities		
Unsecured, considered good	103,624	584,022
	103,624	584,022
Total	109,678,376	157,535,012

23 Other Current Assets

Particulars	As at 31 March 2014	As at 31 March 2013
	Amount (₹)	Amount (₹)
Other Current Assets		
- Interest Accrued but not due on Fixed Deposits	109,631	1,213,715
- Unamortized Borrowings Cost	12,500,000	-
- Accrued Income on Mutual Fund	12,477	-
- Unbilled Receivables	7,980,635	11,784,613
- Consumable of testing Kit	-	5,368,365
- Other Receivables (Unrealized gain on currency fluctuation)	1,154,581	1,063,815
	21,757,324	19,430,508

23A Contingent Liabilities

Particulars	As at 31 March 2014	As at 31 March 2013
	Amount (₹)	Amount (₹)
Money for which the company is contingently liable		
- Disputed Income Tax Demands not provided for	35,588,271	37,457,110
- Disputed Service Tax Demands not provided for	4,297,280	4,297,280
- Disputed VAT/ CST Demands not provided for	2,187,414	2,311,805
- Other contingent liabilities with respect to litigations	385,000	385,000
	42,457,965	44,451,195

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 Rs. 5,40,824 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 on remand. The proceedings are pending before the assessing officer for regular assessment.

- (ii) Appeal has been filed to the Commissioner (Appeal) of Value Added Tax, Kolkata in respect of VAT Demand for Financial Year 2008-09 amounting to Rs.10,74,026/-. 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 Rs. 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 Rs 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 Rs. 136,741/- . 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 Rs 7,947,388 to Rs 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 Rs. 37,56,456/- including interest.

The company has filled a 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) The company has been assessed by Department of VAT, GUJARAT dated 07 March, 2014 under provisions GUJARAT VAT ACT, 1970 wherein a demand of Rs. 293,098/- has been raised on the Company in the assessment order by Commercial Tax Officer, CST for the financial year 2009-10.

The Company is in process of filing an appeal before the Dy. Commissioner of VAT (Appeals) Gujarat against the said assessment order as the management is in bonafied belief to get the favourable order in the case.

- (viii) The company has been assessed by Department of VAT, Delhi dated 22 Feb, 2014 under provisions DELHI VAT ACT, 2004 wherein a demand of Rs. 820,290/- has been raised on the Company in the assessment order by Assistant Commissioner, CST for the financial year 2010-11.

The Company is in process of filing an appeal before the Assistant Commissioner of VAT (Appeals) Delhi against the said assessment order as the management is in bonafied belief to get the favourable order in the case.

- (ix) HealthFore Technologies Limited (formerly 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 Rs. 3,85,000. Further a notice dated 30th September, 2011 was received from the Controlling Authority under Payment of Gratuity Act, 1972 and Assistant Labour Commissioner (Central), Kendriya Sadan, 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.

24. Revenue from Operations

Particulars	For the year ended 31 March 2014	For the year ended 31 March 2013
	Amount (₹)	Amount (₹)
Sale of Products		
IT Sales	43,592,338	13,039,270
Sale of Services		
IT Services	154,151,470	120,709,109
Export Sale Service	74,750,021	78,482,949
Total	272,493,829	212,231,328

25. Other Income

Particulars	For the year ended 31 March 2014	For the year ended 31 March 2013
	Amount (₹)	Amount (₹)
Interest Income		
- Banks -FD	4,751,048	2,454,569
- ICD	-	71,063,807
- IT Refund	13,006,690	1,194,755
Profit on sale/redemption of Mutual funds	865,237	-
Other Non Operating Income (net of expenses)		
Commission Backend and ORC	-	4,496,043
Exchange Fluctuation (Net)	2,269,423	527,084
Balances Written Back	5,178,853	8,635,355
Miscellaneous Income	1,205,920	11,524,583
Total	27,277,171	99,896,196

26. Purchases of Stock - in - trade

Particulars	For the year ended 31 March 2014	For the year ended 31 March 2013
	Amount (₹)	Amount (₹)
IT Product	27,637,252	11,766,740
Total	27,637,252	11,766,740

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

Particulars	For the year ended 31 March 2014	For the year ended 31 March 2013
	Amount (₹)	Amount (₹)
Closing Stock		
IT Product	-	-
Less:		
Opening Stock		
IT Product	-	4,330,413
Total	-	4,330,413

28. Employee Benefit Expenses

Particulars	For the year ended 31 March 2014	For the year ended 31 March 2013
	Amount (₹)	Amount (₹)
Salaries and Wages	179,286,803	192,867,177
Contribution to Provident and Other Funds	15,885,510	18,978,851
Staff Welfare and Training Expenses	2,951,980	3,392,878
Insurance	2,639,463	4,056,123
Total	200,763,756	219,295,029

29. Finance Costs

Particulars	For the year ended 31 March 2014	For the year ended 31 March 2013
	Amount (₹)	Amount (₹)
Interest Expense		
- Inter Corporate Loans	308,971,263	348,142,493
- Interest on term Loan	151,608,457	97,384,897
- Others	30,587	147,854
Other Borrowing Costs		
- Put Call Option Rollover Charges/Loan Processing Charges	8,451,259	45,057,377
- Bank Guarantee Commission	116,240	408,063
Total	469,177,806	491,140,684

30. Depreciation, Impairment & Amortization

Particulars	For the year ended 31 March 2014	For the year ended 31 March 2013
	Amount (₹)	Amount (₹)
- Depreciation	33,532,613	44,001,675
- Amortization / Impairment	92,841,202	82,499,829
Total	126,373,815	126,501,504

31. Other Expenses

Particulars	For the year ended 31 March 2014	For the year ended 31 March 2013
	Amount (₹)	Amount (₹)
Rent	21,542,334	24,392,934
Repair to Others	942,317	1,759,671
Office Maintenance	4,638,790	5,386,754
Office General Expenses	597,170	374,089
Guest House Expenses	1,036,271	1,060,745
Corporate Meet Expense	70,273	27,526
Provision/ Written off of Stock	-	1,690,918
Bad Debts	980,180	46,690,205
Advance Written Off	622,110	3,902,858
Insurance	738,532	708,407
Rates and Taxes, excluding, taxes on income	16,249	21,210
Fees & Subscriptions	338,986	228,229
Printing & Stationery	1,152,948	1,086,047
Postage Telephone	6,479,175	9,237,233
Electricity and water expenses	3,730,859	3,800,881
Legal & Professional Charges	39,514,368	12,312,683
Internal Audit Fee	167,890	315,205
Filing Fees	24,294	3,934
Advertisement & Sales Promotion	5,891,356	4,764,859
Traveling and Conveyance Expenses	23,582,516	27,238,613
Bank Charges	139,354	116,681
Commission and Marketing	441,864	(3,001,933)
Loss on sale of Fixed assets(Net)	4,185,671	760,723
Direct Expenses	26,551,682	18,003,908
Data Procurement Charges	262,578	(103,157)
Software/Website Charges	472,021	927,053
Provision/Reversal for bad & doubtful Debts	(2,124,242)	(34,280,273)
Provision against advances	3,289,140	(371,825)
Miscellaneous Expenses	182,923	(10,176)
Payment to Auditors (Refer Note below 32.1)	280,000	362,500
Prior Period Items	(14,219,810)	10,586,668
Total	131,527,799	137,993,169

31.1 Payment to Auditor

Particulars	For the year ended 31 March 2014	For the year ended 31 March 2013
	Amount (₹)	Amount (₹)
As Auditor:		
Statutory Audit fee	110,000	110,000
Tax Audit Fee	40,000	40,000
In other Capacity		
For Other Services	130,000	212,500
Total	280,000	362,500

32. Earnings per Equity Share

Particulars	For the year ended 31 March 2014	For the year ended 31 March 2013
	Amount (₹)	Amount (₹)
(i) Net Profit after Tax available for Equity Shareholders	(655,709,428)	(678,900,015)
(ii) Weighted Average number of equity Shares for Basic and diluted EPS (Nos)	8,129,463	8,129,463
(iii) Nominal value of each share	10	10
(iv) Earning Per Share Basic and diluted (in Rs)	(80.66)	(83.51)

Transfer from / to Provisions

Particulars	For the year ended 31 March 2014	For the year ended 31 March 2013
	Amount (₹)	Amount (₹)
Transfer to Provisions		
Provision for bad & doubtful Debts	(2,124,242)	(34,280,273)
Provision against advances	3,289,140	(371,825)
Total	1,164,898	(34,652,098)

Expenditure in Foreign Currency on account of:

Particulars	For the year ended 31 March 2014	For the year ended 31 March 2013
	Amount (₹)	Amount (₹)
Business & Sales Promotion	4,227,572	1,850,406
Other Operating Expenses	1,880,244	8,871,236
Professional & Consultation Fee	1,131,860	563,870
Office Rent	440,914	459,773
Salaries	6,078,685	4,731,536
Traveling	536,703	162,225
Purchase of fixed Assets	2,340,182	1,207,435
Telephone	221,353	88,402
Insurance Other than Personal	-	5,362
Bank Gurantee	399,000	
Other Expenses	8,497	738
Total	17,265,011	17,940,983

Earning in Foreign Exchange from:

Particulars	For the year ended 31 March 2014	For the year ended 31 March 2013
	Amount (₹)	Amount (₹)
Royalty, professional & consultation fee	74,750,021	78,482,949
Total	74,750,021	78,482,949

33 SEGMENT REPORTING:**Business Segment:**

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

Geographical Segment:

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

Particulars	Knowledge Services March 31, 2014	Knowledge Services March 31, 2013	IT Services March 31, 2014	IT Services March 31, 2013	Health Care March 31, 2014	Health Care March 31, 2013	Unallocated March 31, 2014	Unallocated March 31, 2013	Total March 31, 2014	Total March 31, 2013
(i) Segment Revenue										-
External Revenue	-	(10,518,543)	22,097,165	89,715,143	257,983,861	158,093,274	19,689,974	74,837,650	299,771,000	312,127,524
Inter-Segment Revenue										-
Total Revenue	-	(10,518,543)	22,097,165	89,715,143	257,983,861	158,093,274	19,689,974	74,837,650	299,771,000	312,127,524
(ii) Segment Results	(575,388)	(9,027,153)	(6,881,422)	20,292,309	(130,501,712)	(244,809,886)	(517,750,906)	(445,355,286)	(655,709,428)	(678,900,015)
Total Segment Results	(575,388)	(9,027,153)	(6,881,422)	20,292,309	(130,501,712)	(244,809,886)	(517,750,906)	(445,355,286)	(655,709,428)	(678,900,015)
Income taxes (Current, Deferred and Fringe benefit tax)	-	-	-	-	-	-	-	-	-	-
Profit/(Loss) after tax	(575,388)	(9,027,153)	(6,881,422)	20,292,309	(130,501,712)	(244,809,886)	(517,750,906)	(445,355,286)	(655,709,428)	(678,900,015)
(iii) Segment Assets	1,082,406	595,279	8,595,999	29,217,325	456,712,057	426,006,252	-	-	466,390,463	455,818,856
Unallocated Corporate assets							382,807,707	335,028,910	382,807,707	335,028,910
Total Assets	1,082,406	595,279	8,595,999	29,217,325	456,712,057	426,006,252	382,807,707	335,028,910	849,198,170	790,847,766
(iv) Segment Liabilities	1,799,115	136,1528	1,063,623	413,255	99,813,784	6,274,5820	3,943,441,615	3,267,537,702	4,046,118,137	3,332,058,305
Total Liabilities	1,799,115	1,361,528	1,063,623	413,255	99,813,784	62,745,820	3,943,441,615	3,267,537,702	4,046,118,137	3,332,058,305
(v) Capital Expenditure	-	-	-	-	101,222,661	7,933,864	83,198	-	101,305,859	7,933,864
Unallocated Capital expenditure	-	-	-	-	-	-	-	993,433	-	993,433
Total Capital Expenditure	-	-	-	-	101,222,661	7,933,864	83,198	993,433	101,305,859	8,927,297
(vi) Depreciation/ Amortisation	355,388	454,872	17,353,155	34,480,049	92,351,681	73,054,474	16,313,591	18,512,109	126,373,815	126,501,504
Total Depreciation	355,388	454,872	17,353,155	34,480,049	92,351,681	73,054,474	16,313,591	18,512,109	126,373,815	126,501,504
(vii) Non Cash Expenditure other than Depreciation	260,264	(37,023,161)	(6,661,731)	(7,794,121)	(1,435,701)	(17,038,148)	(594,983)	7,801,184	(8,432,151)	(54,054,247)
Total Non Cash Expenditure	260,264	(37,023,161)	(6,661,731)	(7,794,121)	(1,435,701)	(17,038,148)	(594,983)	7,801,184	(8,432,151)	(54,054,247)

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

	Nature of Relationship	Name of Party
1	Holding company/Controlling Enterprises	NA
2	Fellow Subsidiary & Subsidiaries of Fellow-Subsidiaries.	NA
3	Associates and joint ventures of the reporting enterprise and the investing party or venturer in respect of which the reporting enterprise is an associates or a joint venture.	C2L Biz Solutions Private Limited
4	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	Key Management Personnel	Maninder Singh Grewal
6	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 Religare Enterprises Limited Religare Finvest Limited RHC Holding Private Limited R C Nursery Pvt Ltd Ligare Aviation Limited Religare Securities Limited Aegon Religare Life Insurance Co. Ltd RWL Healthworld Limited Religare Arts Initiative Limited Religare Capital Markets Limited Religare Commodities Limited Religare Wealth Management Limited Religare Comtrade Limited Ligare Travels Limited SRL Limited Fortis Clinical Research Limited Fortis Hospitals Limited Fortis Escorts Hospital Limited Fortis Healthcare Limited International Hospital Limited Oscar Investments Limited Medsorce Healthcare Private Limited Religare Housing Development Finance Corp. Ltd Quality Health Care Medical Services Ltd Finserve Shared Services Limited Religare Finance Ltd Religare Capital Markets (Europe) Limited REL Infrafacilities Limited Religare Health Insurance Company Limited Escorts Heart Institute and Research Centre Limited Religare Invesco Asset Management Company Pvt Ltd RHC IT Solutions Private Limited SMPL Financial Consultancy Services Ltd.

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

Nature of Transactions	Name of the Related Party	Associates and joint ventures of the reporting enterprises 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			
		2013-14	2012-13	2013-14	2012-13	2013-14	2012-13	2013-14	2012-13	2013-14	2012-13	2013-14	2012-13	2013-14							
Purchase of Fixed Assets																					
Purchases of Fixed Assets	Finserve Shared Services Limited	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	961,533	-	-	-
	Don Global Solutions Limited	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	369,675	-	-	-
Purchases of Fixed Assets Total																		1,331,208	-	-	-
Sale of Fixed Assets																					
Sale of Fixed Assets	RHC IT Solutions Private Limited	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	27,782	-	-	-
	Finserve Shared Services Limited	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	23,331,644	-	-	-
	Don Global Solutions Limited	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	104,126	-	-	-
Sale of Fixed Assets Total																		23,463,624	-	-	-
Finance Transaction																					
Inter Corporate Deposits taken	Religare Finvest Limited	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	3,844,500,000	-	-	-
	RHC Holding Private Limited	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	2,049,000,000	-	-	-
	R C Nurnavy Pvt Ltd	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	7,500,000	-	-	-
	Religare Housing Development Finance Corp Ltd	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	186,000,000	-	-	-
	Oscar Investments Limited	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	388,750,000	-	-	-
Inter Corporate Deposits Taken Total																		7,405,100,000	-	-	-
Inter Corporate Deposits Repaid	Religare Finvest Limited	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	1,386,100,000	-	-	-
	RHC Holding Private Limited	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	388,750,000	-	-	-
	R C Nurnavy Pvt Ltd	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	2,077,470,000	-	-	-
	Religare Housing Development Finance Corp Ltd	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	684,100,000	-	-	-
	Oscar Investments Limited	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	75,500,000	-	-	-
Inter Corporate Deposits Repaid Total																		186,000,000	-	-	-
Interest Paid on Inter Corporate Deposit	Religare Finvest Limited	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	1,324,000,000	-	-	-
	RHC Holding Private Limited	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	3,409,100,000	-	-	-
	R C Nurnavy Pvt Ltd	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	76,100,874	-	-	-
	Religare Housing Development Finance Corp Ltd	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	117,201,375	-	-	-
	Oscar Investments Limited	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	122,370,820	-	-	-
Interest Paid on Inter Corporate Deposit Total																		6,760,086	-	-	-
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35 Disclosures relating to actuarial valuation of Leave Encashment and Gratuity Liability:

(Amount in ₹)

		Leave Encashment		Gratuity	
		2013-14	2012-13	2013-14	2012-13
I	Assumptions as at 31st March, 2013				
	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	22	23	22	23
II	Changes in present value of obligations				
	PBO at beginning of period	2,236,274	2,165,384	8,846,513	7,788,323
	Interest Cost	178,902	198,064	707,721	624,093
	Current Service Cost	1,161,107	1,630,929	3,363,220	3,693,653
	Benefits Paid	624,865	1,808,451	1,164,764	3,598,623
	Actuarial (Gain)/Loss on Obligation	(1,082,548)	50,348	(1,008,896)	339,067
	PBO at end of period	1,868,870	2,236,274	10,743,794	8,846,513
III	Changes in Fair Value of Plan Assets	N.A.	N.A.	N.A.	N.A.
	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				
IV	Fair Value of Plan Assets	N.A.	N.A.	N.A.	N.A.
	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				
V	Actuarial Gain/(Loss) Recognised				
	Actuarial Gain/(Loss) for the period (Obligation)	(1,082,548)	50,348	1,008,896	(339,067)
	Actuarial Gain/(Loss) for the period (Plan Assets)	N.A	N.A	N.A	N.A
	Total Gain/(Loss) for the period	(1,082,548)	50,348	1,008,896	(339,067)
	Actuarial Gain/(loss) Recognised for the period	(1,082,548)	50,348	(1,008,896)	339,067
	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	1,868,870	2,236,274	10,743,794	8,846,513
	Fair Value of Plan Assets at end of period	N.A	N.A		
	Funded Status	-	-		
	Unrecognised Actuarial Gain /(Loss)	-	-		
	Net (Asset)/Liability recognised in the Balance Sheet	1,868,870	2,236,274	10,743,794	8,846,513
VII	Expense Recognised				
	Current Service Cost	1,161,107	1,630,929	3,363,220	3,693,653
	Interest Cost	178,902	198,064	707,721	624,093
	Expected Return on Plan Assets	N.A	N.A	N.A	N.A
	Net Actuarial Gain /(Loss) recognised for the period	1,082,548	(50,348)	1,008,896	(339,067)
	Expense recognised in the statement of Profit & Loss A/c	257,461	1,879,341	3,062,045	4,656,813
VIII	Movements in the liability recognised in Balance Sheet				
	Opening Net Liability	2,236,274	2,165,384	8,846,513	7,788,323
	Expenses as above	257,461	1,879,341	3,062,045	4,656,813
	Contribution paid	624,865	1,808,451	1,164,764	3,598,623
	Closing Net Liability	1,868,870	2,236,274	10,743,794	8,846,513

36 OTHER NOTES

- (i) Due to change of policy regarding recognition of prepaid expenses in case of expenses more than ₹ 20,000/- , there is no 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.
- (v) During the financial year, the balances which were lying with the creditors and old outstanding cheque having outstanding more than 3 years have been written back.
- (vi) The cost of Intangible assets and Intangible assets under development includes the cost of Manpower, Interest on borrowing, proportionate amount of common facilities and other miscellaneous cost. During the financial year, Rs. 10,50,80,991/- has been added to Intangible assets under development including Rs. 1,41,62,809/- of previous year towards the facilitation charges. The cost of facilitation charges of previous year has been shown in the statement of profit and loss as prior period item.
- (vii) Provision against Inventory written off has been shown/regrouped with the Inventory instead of showing in Trade Payable and accordingly previous year figures has also been regrouped
- (viii) The Shareholders of the Company had approved the HealthFore Employee Stock Option Scheme – 2013 ("Scheme") on September 13, 2013. However, no Stock Options have been granted by the Company under the above Scheme till 31st Mar'14
- (ix) Net Income from subleasing of property has been shown under the head "Miscellaneous Income" instead of showing gross income under the head "Business Process Management" and expenses thereon under the respective heads of expenditure. The figures of previous year have also been regrouped accordingly. The movement of these activities are as given below :

Heads of Income & Expenditure	FY 2012-13	Adjustment/ Rectification	Regrouped Figures (FY2012-13)
(a) Business Process Management Income	9,405,304	(9,405,304)	-
Expenses			
Rent	28,338,515	(3,945,581)	24,392,934
Office Maintenance	6,270,158	(883,405)	5,386,754
Electricity and water expenses	4,262,358	(461,477)	3,800,881
Repair to Others	2,100,671	(341,000)	1,759,671
(b) Expenses	40,971,702	(5,631,463)	35,340,240
Miscellaneous Income (a-b)	96,122,354	3,773,841	99,896,196

37 PREVIOUS YEAR FIGURES

Figures of the Previous Year have been regrouped, rearranged and reclassified to conform to the current year classification

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 : 20th May, 2014

For and on behalf of Board of Directors

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

Sd/-
Padam Narain Bahl
Director
(DIN: 01314395)

Sd/-
Shikha Rastogi
(Company Secretary)
Membership No. A18226

Place : New Delhi
Date : 20th May, 2014

NOTES

[illegible]

NOTES

[illegible]

FORM A

1.	Name of the Company	HealthFore Technologies Limited (Formerly Religare Technologies Limited)
2.	Annual financial statements for the year ended	March 31, 2014
3.	Type of Audit observation	Un-qualified / Matter of Emphasis
4.	Frequency of observation	N.A.

For RRCA & Associates
Chartered Accountants
Firm Registration No. 022107N



Mr. Ravi Kumar
Partner
Membership No. 508424
Date:

For HealthFore Technologies Limited



Mr. Maninder Singh Grewal
Chairman and Managing Director



Mr. Amit Gupta
Chief Finance Officer



Mr. Padam Narain Bahl
Chairman, Audit Committee