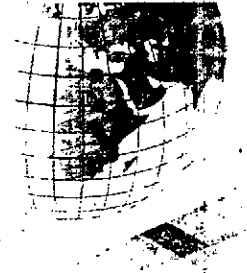


Religare Technova Ltd.
An ISO 9001: 2008 Company

ANNUAL
REPORT
2009-10

CONTENTS

Board of Directors	03
Message from CEO & MD	05
About Religare Technova	07
Our Ethos & Philosophy	09
Our Domain Expertise	10
Our Key Offerings	11
Financial Declaration	
Director's Report	17
Management Discussion and Analysis	20
Corporate Governance Report	24
Auditors' Report	41
Balance Sheet	44
Profit and Loss Account	45
Cash Flow Statement	46
Schedules forming part of the Balance Sheet & P & L Account	47
Statement Pursuant to Section 212 of the Companies Act	68
Consolidated Financials	69



BOARD OF DIRECTORS

- Mr. Malvinder Mohan Singh
 - Mr. Sunil Godhwani
 - Mr. Shachindra Nath
 - Mr. Ralph James Horne
 - Mr. Maninder Singh Grewal
 - Mr. Pradeep Ratilal Raniga
 - Mr. Vikram Sahgal
 - Mr. Padam Bahl
 - Dr. Preetinder Singh Joshi
 - Mr. R.K. Shetty
- Non- Executive Chairman
 - Non- Executive Director
 - Non – Executive Director
 - Global CEO & Managing Director
 - Non- Executive Director
 - Independent Director
 - Independent Director
 - Independent Director
 - Independent Director
 - Independent Director

COMPANY SECRETARY

- Mr. Tarun Rastogi

REGISTERED OFFICE

25, Nehru Place, New Delhi-110019

BANKERS

- HDFC Bank Limited
- ICICI Bank Limited
- Axis Bank Limited
- Canara Bank Limited

AUDITORS

M/s. R.V. Shah & Co.,
Chartered Accountants
28, Maheshwar Niwas, 44-45, Tilak Road,
Santacruz (West), Mumbai – 400054

ANNUAL GENERAL MEETING

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

Date : December 21, 2010

Day : Tuesday

Time : 11.30 AM

MESSAGE FROM CEO & MD

Dear Shareholders,

Whilst the impact of the Global Financial Crisis (GFC) has greatly impacted all industries, the 2009 – 2010 period has seen the emergence of positive growth steadily returning to global financial markets.

As a result of our prudent policy of cost management and the ongoing optimisation of operational efficiencies, such as centralising all global development in Noida, Religare Technova has been able to seize on available opportunities. We've also appointed a number of new individuals to the executive management team and have realigned our territories in line with client needs. This has ensured that we are in a far better position than many of our competitors, some of which have been severely impacted.

I'm excited to report that your company has undergone a demerger of its Healthcare IT business, to enhance the focus on its core IT Product and Solutions for the BFSI segment. Whilst the global downturn left a lasting impact where no one was unaffected, it gave Religare Technova the opportunity to prepare for the future. The demerger marks the completion of creating a leading global IT solutions company, which we commenced almost three years ago, when Religare Technova acquired CMS and Asian CERC.

The demerger process demonstrates Religare Technova's ability to identify market opportunity, to seed new businesses, grow rapidly to gain leadership in businesses which are large enough to be independent and thereby create value for its shareholders. The BFSI sector has resumed its growth phase and will continue to witness good growth in the near future.



Prior to the GFC there was an increasing emphasis by governments and regulators on operational risk management; post GFC that emphasis is even greater. With the focus squarely on avoiding a downturn again, organisations are now looking for new technologies that would lessen if not alleviate the potential impact of future downturns. Financial institutions worldwide have realised the importance of focusing on their core expertise, whilst allowing experts to handle their peripheral, yet vital activities.

As you may be aware, on August 6 2010, Religare Technova Global Solutions Pty Ltd. (a subsidiary of Religare Technova Limited) signed an agreement to acquire 44% stake in Chase Cooper (AEOIU Limited), a London based company that specialises in Operational Risk Management software and consulting. This is another step in our global expansion strategy which is underpinned by acquiring new products and establishing sales channels in geographies with major financial markets.

Your confidence in the Company has empowered us to grow the IT Product and Solutions segment in the past 3 years with a CAGR of 61%. (Revenue 2007-08 Rs 43 Cr to 2009-10 Rs 90 Cr). We're aiming for a 25% organic growth in revenue in 2010-11 and I am confident that we will achieve this.

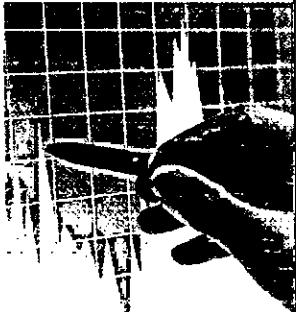
We thank our stakeholders for their continued trust and faith in us. We have laid the foundation for further growth and success and now it's time to capitalise on our efforts. We are confident that with our domain expertise and growing global reach, we will continue to create more value for our clients and stakeholders.

With Best Wishes

Ralph James Horne

Global CEO & Managing Director

Religare Technova Ltd.



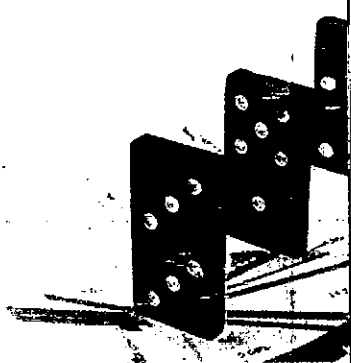
ABOUT RELIGARE TECHNOVA

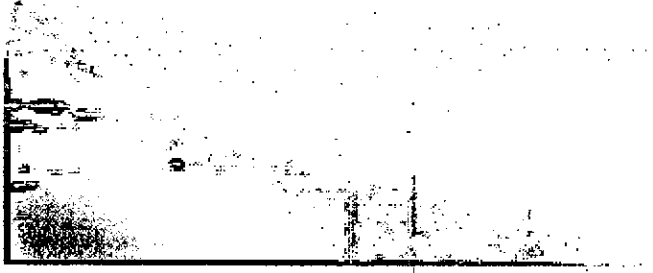
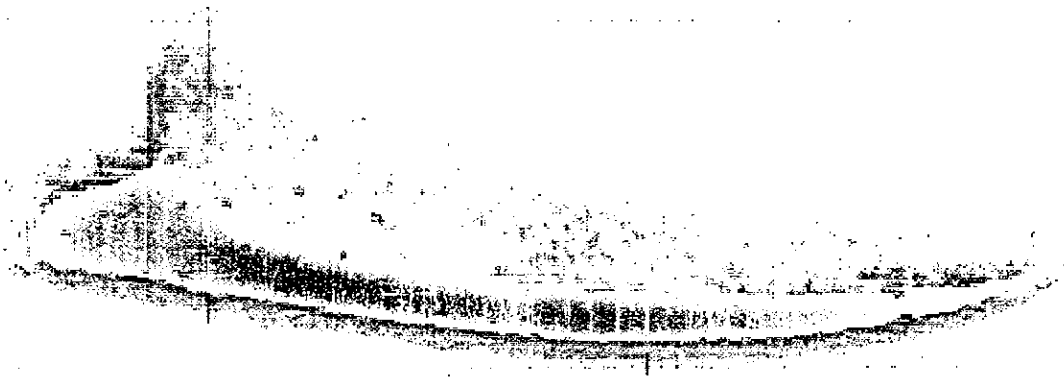
A market leading provider of solutions to global financial institutions, Religare Technova is part of a large diversified transnational business group that caters to the needs of stockbrokers, financial institutions, banks, and other enterprises in the financial ecosystem worldwide.

Providing enterprise software solutions to the global financial markets for over 20 years has enriched Religare Technova with unsurpassed domain expertise and the ability to constantly innovate for a changing technological landscape.

A global leader in providing trading, clearing & settlement, governance, risk & compliance, data management, customer management and technical analysis, Religare Technova works alongside stockbrokers, investment banks, investment managers and other financial services players to build market tailored solutions ensuring the highest quality products and services are provided to customers.

With a global presence in over 20 countries and over 400 employees, Religare Technova is fast becoming a leader in the global IT space.





OUR ETHOS & PHILOSOPHY

Our passion is to create world-class products and solutions for the capital markets and BFSI segment worldwide and our domain expertise helps us feed this passion well.

While we remain committed to develop new products and adopt new technologies to provide enhanced value to our customer through continuous innovation at our in-house R&D centre at Noida, we are also a strong believer in value creation through strategic investment and partnerships. In the pursuit for strategic acquisition opportunities, Religare Technova Global Solutions Pty Ltd. (a subsidiary of Religare Technova Limited) has formed a strategic partnership with Chase Cooper Limited, following the acquisition of 44% stake in AEOIU Limited, a London based company that specialises in Operational Risk Management software and consulting.

We have made strategic investments in the past and we intend to continue to make strategic investments in the future to enhance our capabilities in addressing specific industry opportunities, enhancing our industry and technical expertise and to growing our operations worldwide.



OUR DOMAIN EXPERTISE

Religare Technova has evolved into a global solutions provider with in-depth understanding of the financial markets and all of its nuances through its highly knowledgeable and experienced staff from the IT and Financial services industry. We understand the needs our market and create solutions that not only meet those needs but also handle all peripheral activities to ensure our clients are able to concentrate on their core areas of expertise.

We have experts with over two decades of experience in financial markets that guide us and help create apt solutions addressing current as well as possible future problems. Religare Technova is amongst the pioneers of technology providers for internet based trading in India and is the only one to have a successful product line for both primary and secondary market instruments.

Religare Technova's domain expertise coupled with the ability to constantly innovate for a changing technology landscape enables it to provide market-leading software, services and solutions to the global financial markets.

OUR KEY OFFERINGS

Religare Technova has a focused approach on creating solutions for the global financial markets that add value to an organisation. We help our clients leverage technology to enhance their offerings and services to their customers. In short, we help our clients create value for their customers.

Religare Technova along with strategic partners has market specialization in 7 key areas in the financial services segment:

1. Trading
2. Clearing & Settlement
3. Messaging
4. Data Management
5. Customer Management
6. Governance, risk & compliance
7. Technical Analysis

Religare Technova also offers several other value added solutions that address other vital activities of a financial services organisation.

Some of our well known products are as under:

Trading

TradeAnywhere
Market Pulse
FastTrade
TradeExpress
AssetAnywhere

Clearing & Settlement

Nova
iBroker (Australia only)
Mutex
InSense
DM3 (partner product)
Treasury Management System

Messaging

Team

Data Management

InSight (partner product)

Customer Management

Acquire
Engage
Orchid

Governance, Risk & Compliance

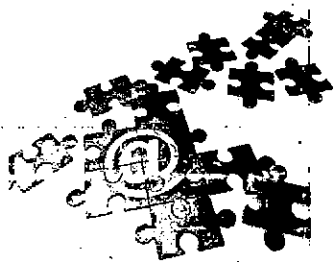
Accelerate (partner product)

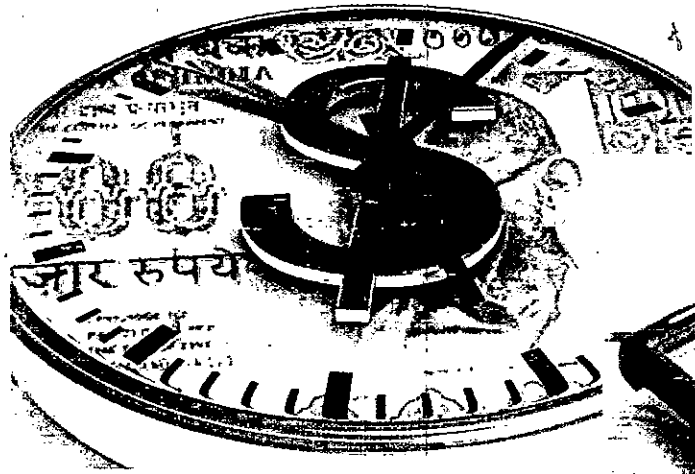
Technical Analysis

Recognia (partner product)

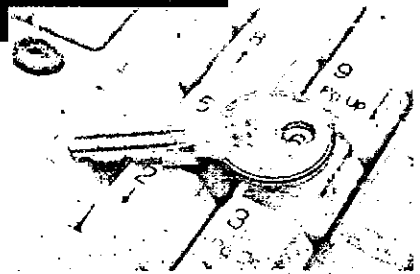
Value Added Products

Digisend
Anysign
Chronicle
Scholar
EnAct





037	256	0271	080	023	023	023	023
1286	709	2254	907	316	103	811	285
19011	437	5628	103	811	285	316	103
1749	031	478	2362	374	613	023	023
2254	907	316	103	811	285	316	103



TRADING

The trading ecosystem today has evolved exponentially over the past decade with increased globalisation and the rapid electrification of processes, developing into a complex web of offerings. Religare Technova's in-depth understanding of the global trading ecosystem, backed by numerous years of experience in the industry, has helped us create solutions that address the needs of trading markets across the globe.

CLEARING & SETTLEMENT

An integral component of any financial services organisation; sound back office solutions are vital for the smooth running of the business. Religare Technova provides clearing and settlement solutions that can significantly reduce the risk of error whilst increasing the operational efficiency of a financial institution. This ensures that our customers focus on their core business area, whilst our solutions handle all peripheral activities efficiently and effectively.

CUSTOMER MANAGEMENT

In the highly competitive and increasingly globalised market it has become all the more essential to retain customers as customer retention is far less expensive than customer acquisition. Religare Technova offers solutions that enable financial institutions to manage their customers appropriately, reward those that are loyal whilst handle any queries and/or complaints. Our solutions also provide help institutions to innovate new offerings to help further engage with their customers.



GOVERNANCE, RISK & COMPLIANCE

In light of the recent global financial crisis, operational risk, compliance and corporate governance has gained more prominence heightened by regulators worldwide. Religare Technova provides solutions that enable financial institutions to ascertain risk, whilst providing information on various options to reduce this risk.

TECHNICAL ANALYSIS

Knowledge can often be the difference between a good or bad investment. Having solid, reliable information and analytics is vital for a financial services organisation to competently service their clients. Religare Technova has gathered this domain knowledge over the last decade, providing us with a unique ability to provide powerful analytical tools for financial institutions worldwide.

Financial Declaration

Directors' Report

Dear Members,

Religare Technova Limited

Your Directors have immense pleasure in presenting this 15th Annual Report and Audited Accounts of your Company for the financial year ended March 31, 2010.

FINANCIAL RESULTS

The brief highlights of Standalone and Consolidated financial results of the Company for the Financial Years 2009-10 and 2008-09 are as under:

(₹ in million)

Particulars	Standalone		Consolidated	
	2009-10	2008-09	2009-10	2008-09
Total Income	407.45	60.17	1,045.12	2,184.85
Total Expenditure	496.36	134.40	1,291.51	2,555.89
Profit/(Loss) before Tax	(88.91)	(74.22)	(246.40)	(371.05)
Net Profit/(Loss) after Tax	(90.35)	(80.84)	(247.25)	(381.73)
Share of Minority Interest	-	-	-	(79.37)
Net Loss for the period	(90.35)	(80.84)	(247.25)	(302.37)
Brought forward Balance	(397.18)	(316.34)	(660.67)	(358.43)

OPERATIONS

The Members may be aware that the Hon'ble High Court of Delhi has sanctioned the Scheme of Arrangement and the Company has completed the de-merger of its global BFSI led products business from its Healthcare IT business in line with the strategy of expanding its business operations of global BFSI led IT Products and Solutions.

Further, as the Appointed Date of the Scheme is April 1, 2009, the Company had prepared the Standalone and Consolidated Annual Accounts for the year ended March 31, 2010 after giving effect to the Scheme to give a true and fair view of the position for the said financial year and for the Members to approve the accounts of the Company after giving effect to the Scheme. Accordingly, the figures for the financial year ended March 31, 2010 and March 31, 2009, both on Standalone and Consolidated basis, are not comparable.

DIVIDEND

In line with the strategy of expanding its business operations of global BFSI led IT Products and Solutions, your Directors

have decided not to recommend any dividend for the financial year ended March 31, 2010.

RESTRUCTURING OF BUSINESS OF THE COMPANY

The Hon'ble High Court of Delhi vide its order dated July 28, 2010 has approved the Scheme of Arrangement (Scheme) which inter-alia involve demerger of services business from its subsidiaries i.e. Religare Technova Business Intellect Limited, Religare Technova IT Services Limited and Religare Technova Global Solutions Limited (RTGSL) into Religare Technologies Limited and the subsequent amalgamation of Residual RTGSL (excluding services business) into the Company. The Scheme became effective on August 16, 2010 with effect from the appointed date i.e. April 1, 2009.

The successful implementation of the above de-merger process has demonstrated our ability to identify market opportunity to seed new businesses, grow rapidly to gain leadership in businesses which are large enough to be independent and thereby create value for its shareholders. This move is in line with our strategy of expanding our business operations of global BFSI led IT products and solutions. The BFSI sector has entered into a high growth trajectory and will continue to witness good growth in near future. There is a demand for IT and software solutions to optimize and increase the efficiencies of various organizations. We are confident that the Company will achieve new heights and will emerge as a leader in its domain.

ACQUISITIONS

Religare Technova Global Solutions Pty Limited

Pursuant to Share Sale Agreement dated June 4, 2009 executed amongst Regius Overseas Holding Co. Ltd., subsidiary of your Company (Regius), Woolli Holdings Pte Ltd., Tracetext Pty. Ltd. and the Shareholders of Religare Technova Global Solutions Pty Limited (RTGS) (formerly known as Capital Market Solutions Pty. Ltd.), Regius has acquired balance 24% of the issued capital of RTGS and consequently RTGS has become a wholly owned subsidiary of Regius on June 4, 2009.

Chase Cooper Limited

Religare Technova Global Solutions Pty Limited (step down subsidiary of your Company) has acquired 44% equity stake in AEOIU Limited and thereby formed a strategic partnership with Chase Cooper Limited, wholly owned subsidiary of AEOIU. Chase Cooper is a leading international provider of Enterprise Wide Operational Risk Management and Compliance solutions. Chase Cooper has established a track record for advising and assisting global organizations on how to implement enterprise wide operational risk and compliance solutions. Chase Cooper has also been an innovator in its application of financial analytics and modelling of operational

risk factors to help organizations more accurately quantify the economic impact of operational risks.

SUBSIDIARIES

Pursuant to the application made by the Company under Section 212(8) of the Companies Act, 1956 ("the Act"), Ministry of Corporate Affairs, Government of India vide its letter No. 47/528/2010-CL-III dated May 31, 2010 granted exemption to your Company from attaching a copy of the Balance Sheet and the Profit and Loss Account of the Subsidiary Companies and other documents required to be attached under Section 212(1) of the Act to the Annual Report of the Company for the financial year ended March 31, 2010. However, the Annual Accounts of the subsidiary companies and related detailed information will be made available to the holding and subsidiary companies investors seeking such information at any point of time. The annual accounts of the subsidiary companies will also be kept for inspection by any investor in company's head office and that of the subsidiary companies concerned. Further, pursuant to Accounting Standard (AS) - 21 issued by the Institute of Chartered Accountants of India, Consolidated Financial Statements presented by the Company includes financial information of its subsidiaries duly audited by the Statutory Auditors and the same will be present in the Company's Annual Report. The financial information of the subsidiary companies, as required by the said letter, are disclosed in the Annual Report.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

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

CHANGES IN CAPITAL STRUCTURE

Pursuant to the Scheme, the paid-up share capital of the Company has been changed from ₹ 40,39,73,130/- to ₹ 43,86,65,770/- and the revised share capital of the Company has been listed on the Bombay Stock Exchange Limited.

DIRECTORS

Mr. Shivinder Mohan Singh, Mr. Harpal Singh, Mr. J W Balani and Dr. Sunita Naidoo have resigned from the Board of Directors of the Company with effect from October 15, 2010. The Board of Directors places on record their appreciation for the valuable services and guidance provided by them during their tenure as Directors of the Company.

Mr. Shachindra Nath, Mr. Pradeep Ratilal Raniga and Mr. R.K. Shetty have been appointed as an Additional Directors of the Company with effect from October 15, 2010. In accordance with the provisions of the Companies Act, 1956, Mr. Shachindra Nath, Mr. Pradeep Ratilal Raniga and Mr. R.K. Shetty, in their capacity as Additional Directors, will cease to hold office at the ensuing Annual General Meeting.

Mr. Ralph James Horne has been appointed as an Additional Director of the Company on October 15, 2010 and was appointed as Director within the meaning of Section 269 read with Section 2(26) and Schedule XIII to the Companies Act, 1956 to be designated as Global CEO & Managing Director of the Company with effect from October 15, 2010. In accordance with the provisions of the Companies Act, 1956, the appointment of Mr. Horne is required to be approved by the shareholders at the ensuing Annual General Meeting. Keeping in view his knowledge and experience in the IT industry, the Board recommended his appointment as Global CEO & Managing Director of the Company for a period of three years, to the Members.

The Company has received Notice along with requisite fee from a Member under Section 257 of the Companies Act, 1956 proposing the candidature of Mr. Shachindra Nath, Mr. Pradeep Ratilal Raniga and Mr. R.K. Shetty for the office of Director(s) of the Company. The Board recommends their appointment which is required to be approved by the Shareholders at the ensuing Annual General Meeting.

In accordance with the provisions of the Companies Act, 1956 and Articles of Association of the Company, Mr. Sunil Godhvani and Mr. Maninder Singh Grewal are liable to retire by rotation as Directors at the ensuing Annual General Meeting and being eligible have offered themselves for re-appointment. The Board recommends their re-appointment.

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

FIXED DEPOSITS

Your 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 year under review.

LISTING WITH STOCK EXCHANGE

The Equity Shares of your Company continue to be listed on the Bombay Stock Exchange Limited. The Annual Listing Fee for the financial year 2010-11 has been paid to the Exchange.

CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION

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

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

FOREIGN EXCHANGE EARNINGS AND OUTGO

Your Company has incurred ₹ 7.06 Million (Previous Year: Nil) in Foreign Exchange and earned ₹ 121.25 Million (Previous Year: Nil) in Foreign Exchange during the year under review on a standalone basis.

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, 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, 2010, and of the loss of the Company for the year;
- (iii) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act 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 on a 'going concern' basis.

CORPORATE GOVERNANCE

The Company is committed to uphold the highest standards of Corporate Governance and adhere to the requirements set out by the Securities and Exchange Board of India.

Report on Corporate Governance along with the Certificate of M/s. RB & Associates, Company Secretaries in Practice, confirming compliance of conditions of Corporate

Governance as stipulated under Clause 49 of the Listing Agreement with the Stock Exchange forms part of the Annual Report.

AUDITORS

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

AUDITORS' REPORT

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

STATEMENT OF PARTICULARS OF EMPLOYEES

Statement of Particulars of Employees as required under Section 217(2A) of the Companies Act, 1956 (the Act) read with the Companies (Particulars of Employees) Rules, 1975 as amended from time to time, forms part of this Report. However, in terms of the provisions of Section 219(1)(b)(iv) of the Act, this Report and Accounts are being sent to all the Shareholders excluding the Statement of particulars of employees under Section 217(2A) of the Act. Any shareholder interested in obtaining a copy of the statement may write to the Company Secretary at the Registered Office of the Company and will be provided with a copy of the same.

ACKNOWLEDGEMENTS

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

Your Directors also wishes to place on record their appreciation for the dedication and commitment displayed by all executives, officers and staff at all levels of the Company. We look forward for your continued support in the future.

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

Place : New Delhi
Date : November 9, 2010

Sd/-
Ralph James Horne
Global CEO & Managing Director

Sd/-
Maninder Singh Grewal
Director

Management's Discussion and Analysis

FORWARD-LOOKING STATEMENTS

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

ECONOMY AND INDUSTRY OVERVIEW

Year 2009-10 has been the healing period for the IT industry. It has been a phase of learning from the past mistakes that led to the downturn and planning ahead to avoid such disasters in future. Leaders came together to analyze and make amendments to regional, national and international policies and ensure a more strict watch over the financial markets.

According to the estimates by the Ministry of Statistics and Program Implementation, the Indian economy has registered a growth of 7.4 per cent in 2009-10, with 8.6 per cent year-on-year (y-o-y) growth in its fourth quarter. GDP growth rate of 7.4 per cent in 2009-10 has exceeded the government forecast of 7.2 per cent for the full year. As on June 4, 2010, India's foreign exchange reserves totaled USD 271.09 billion, an increase of USD 9.88 billion over the same period last year, according to the Reserve Bank of India's (RBI) Weekly Statistical Supplement.

The Indian Software Products Industry and Intellectual Property (IP) development, currently in a nascent stage, is expected to emerge as an important driver and the third wave of growth for the country's IT industry.

Wave 1, which began with IT, transformed into Wave 2, where IT and BPO were the key spurs. Finally, in Wave 3, the dominant IT and BPO segments are expected to be led by IP.

According to NASSCOM, India's Software Product Industry stands at USD 2.5 billion today. It is slated to grow to over USD 11 billion by 2015. While currently, exports contribute to the bulk of the revenue of the sector (in excess of 66 per cent), the domestic market is expected to raise its share of the turnover going forward.

A. INDUSTRY STRUCTURE AND DEVELOPMENTS

According to the NASSCOM-McKinsey Perspective 20:20 Study, the software products market is expected to create

opportunities of around USD 225 to 310 billion by 2020. The arrival of the internet, coupled with lowering hardware costs and cheaper bandwidth have also contributed to the expansion of the software product ecosystem, encouraging companies, especially start-ups and Small & Medium Businesses (SMB) to participate in this market.

Currently, there are about 38 incubation centers across the country. Over 30 software product companies have been incubated at these centers to date, many of which have gone on to receive funding. Start-up activity in the product space continues to accelerate. Over 400 product companies were founded since 2001. 250 of these companies have been set-up in the last three years. The pace of formation of new companies is increasing.

Greater SMB activity on the software product front has increased on account of a big change taking place within the industry – the rise of the domestic market. Besides, the large export opportunity for software products spurred by enhanced access to global SMBs and consumers, India's domestic market too is showing potential, with new verticals such as finance, healthcare and manufacturing, implementing packaged software solutions developed by Indian players.

e-Governance in India is forcing System Integrators (SI) to upgrade their rapid-application-development framework. This is opening an opportunity for Platform-as-a-Service (PaaS) companies in India.

With Indian product development companies remaining close to their customers, the vital feedback cycle has been allowed to kick-in, in the early stage of product development. Hence, the quality of products has improved markedly. The MNC captives have brought in many product managers back from the US. They are now moving into the start-up ecosystem so the talent base has also improved. As a result, Indian companies are not only creating 'good' products, they are creating 'great' products.

B. OPPORTUNITIES AND THREATS

Until now, India's IT-BPO services industry has been at the forefront, building itself on the back of cost arbitrage. Services players who successfully combined low cost with high quality of delivery, and embraced process maturity earlier than their competitors, were able to gain a foothold in the global markets. By seizing this high ground of low cost and high quality, they were able to win market share for their global delivery model.

Indian product companies on the other hand, have struggled to deliver the low cost, high quality proposition to the marketplace. This has been mainly due to two reasons:

1. Although development costs have been lower for Indian companies, the customer acquisition costs have remained much higher due to distance from the customers. Therefore, the net product ownership costs have not been substantially lower for Indian companies.

2. Product quality too hasn't been world-class. This has partly been due to the lack of product management and related talent, as well as proximity to friendly sophisticated customers. Killer products are developed iteratively in the shadow of feedback from these sophisticated early adopters.

The Indian software products industry faces several more challenges as well. Many SMBs in India are still not IT aware, and represent a diverse and fragmented group, which makes selling to them difficult. Adoption of Software-as-a-Service (SaaS) in this market has also remained low-key, with companies viewing the recurring 'fee factor' as 'fear factor.'

Despite the recent gains made by India's software product developers, the fact is, companies really need to focus on and build up their strengths to leverage the Internet domain. According to analysts, Indian software product organizations still need to raise the bar when it comes to product usability testing, product messaging and delivery and customer responsiveness.

In a globally integrated economy, there is increasing demand for the cross border mission critical broking solutions provided by the Company. In addition, the Straight Through Processing (STP) solutions provided are attractive to the BFSI market with participants continually striving for improved customer service, process improvement and increased profit margins.

The global distribution channels being established position the Company for growth driven from existing products and services

but also from new products and services to be developed by the Company in India, sourced through acquisition or the distribution of products from third party vendors.

An ongoing threat to the Company is the risk of a further economic downturn should this occur at some stage in the future. The broadening of the Company's product base, increased geographic coverage and acquisition focus are all strategies designed to position the company for growth and counter any economic downturn that may arise in the future.

C. SEGMENT-WISE OR PRODUCT-WISE PERFORMANCE

Segment Reporting

i) Primary Segment – Business Segments:

Segments have been identified in line with the Accounting Standard on Segment Reporting (AS-17), taking into account the organization structure as well as the differential risks and returns of these segments. Segment revenue and results figures include the respective amounts identifiable to each of the segments and also amounts allocated on a reasonable basis. Other un-allocable expenditure includes expenses incurred on common services provided to the segments which are not directly identifiable to the individual segments as well as expenses incurred at a corporate level which relate to the Company as a whole. The business segment has been considered as the primary segment.

Information about primary Business segments

(₹ in lacs)

Particulars	Financial Business		IT Product Trading/Services		Software Product & Services		Business Process Outsourcing		Unallocated		Total	
	2009-10	2008-09	2009-10	2008-09*	2009-10	2008-09*	2009-10	2008-09	2009-10	2008-09	2009-10	2008-09
(i) Segment Revenue												
External Revenue	1,395.19	292.52	-	20,149.96	9,055.27	-	-	1,197.86	1.31	8.14	10,451.77	21,848.48
Inter-Segmental Revenue	-	-	-	-	-	-	-	-	-	-	-	-
Total Revenue	1,395.19	292.52	-	20,149.96	9,055.27	-	-	1,197.86	1.31	8.14	10,451.77	21,848.48
(ii) Segment Results												
Total Segment Results	(1,497.32)	(66.58)	-	(3,307.36)	(966.63)	-	-	47.52	-	(94.55)	(2,463.95)	(3,420.97)
Unallocated Expenses (net)	-	-	-	-	-	-	-	-	-	(289.50)	-	(289.50)
Unallocated Interest expenses	-	-	-	-	-	-	-	-	-	-	-	-
Income Taxes (Current, Deferred and Fringe Benefit Tax)	-	-	-	-	-	-	-	-	(8.59)	(106.87)	(8.59)	(106.87)
Profit after tax	(1,497.32)	(66.58)	-	(3,307.36)	(966.63)	-	-	47.52	(8.59)	(490.92)	(2,472.55)	(3,817.34)
(iii) Segment Assets												
Unallocated Corporate Assets	7,132.25	859.05	-	20,267.91	15,070.27	-	-	1,132.77	-	-	22,202.52	22,259.73
Total Assets	7,132.25	859.05	-	20,267.91	15,070.27	-	-	1,132.77	152.92	130.07	22,355.44	22,389.80
(iv) Segment Liabilities												
Unallocated Corporate Liabilities	16,481.99	5,621.74	-	16,431.69	4,525.02	-	-	1,065.09	-	12.14	21,007.01	23,118.52
Total Liabilities	16,481.99	5,621.74	-	16,431.69	4,525.02	-	-	1,065.09	-	12.14	21,007.01	23,130.66
(v) Capital Expenditure												
Unallocated Capital expenditure	-	1.25	-	1,574.16	655.04	-	-	270.28	-	-	655.04	1,845.69
Total Capital expenditure	-	1.25	-	1,574.16	655.04	-	-	270.28	-	-	655.04	1,845.69
(vi) Depreciation/Amortisation												
Unallocated Depreciation amount	14.91	12.74	-	511.09	702.36	-	-	61.59	-	-	717.27	585.42
Total Depreciation	14.91	12.74	-	511.09	702.36	-	-	61.59	10.75	10.54	728.02	595.96
(vii) Non Cash Expenditure other than Depreciation												
Unallocated Non cash expenditure	-	-	-	6.93	122.88	-	-	8.87	-	-	122.88	15.80
Total Non cash expenditure	-	-	-	6.93	122.88	-	-	8.87	-	-	122.88	15.80

*Software product & Services Segment numbers were included in IT Product Trading/Services Segment in FY 08-09.

Note: Current year figures are not comparable with previous year primarily due to demerger of Religare Technova IT Services Ltd and Religare Technova Business Intellect Ltd from Religare Technova Ltd.

ii) **Secondary Segment – Geographical Segments:**

Revenue from geographical segment is based on location of its customers and total carrying amount of assets and total cost incurred during the period to acquire fixed assets is based on geographical locations of the assets.

(₹ in lacs)

Particulars	2009-10	2008-09
Segment Revenue:		
Within India	3,070.37	15,467.79
Within Australia	4,139.30	3,562.25
Others	3,242.10	2,818.44
Total	10,451.77	21,848.48
Total Segment Assets:		
Within India	19,091.76	19,827.60
Within Australia	1,637.22	1,614.18
Others	1,626.46	948.02
Total	22,355.44	22,389.80
Cost incurred for acquiring segment assets during the year:		
Within India	273.32	1,431.43
Within Australia	381.73	76.15
Others	-	6.91
Total	655.04	1,514.49

Notes:

- Segments have been identified in line with the Accounting Standard on Segment Reporting (AS-17), taking into account the organisation structure as well as the differential risks and returns of these segments.
- The segment wise revenue and results relate to the respective amounts directly identifiable to each of the segments.
- Current Year figures are not comparable with previous Year figures primarily due to demerger of Religare Technova IT Services Ltd and Religare Technova Business Intellect Ltd from Religare Technova Ltd.

D. OUTLOOK

Following the de-merger of its Healthcare IT business, effective from 1 April 2009, the Company, having a team strength of over 400 people in 25 offices with a presence across more than 20 countries, will now sharply focus on its core of IT products and solutions for the BFSI segment.

The de-merger process demonstrates Religare's ability to identify market opportunity to seed new businesses, grow rapidly to gain leadership in businesses which are large enough to be independent and thereby create value for its shareholders. The BFSI sector has entered into a high growth trajectory and will continue to witness good growth in near future. There is a demand for IT and software solutions to optimize and increase the efficiencies of various organizations.

A top drawer global management team is being established with each region being managed by an independent CEO. Globally the Company client list includes some of the top Global Investment banks, Commercial banks and Broking firms. The Indian business is also a market leader in providing capital market led IT solutions to most of the large Indian financial services firms. The Company boasts of leading names in the BFSI space on its client list. In India, the clients include, Motilal Oswal, Standard Chartered Bank; while globally the clients are, BOC International, OCBC Bank and Nomura Securities. Some of the world class products that the Company has in its portfolio include NOVA - a market leading clearing and settlement solution in post trade processing and TradeAnywhere - a rapidly expanding online institutional trading system, amongst many in its strong IT product and solutions offering.

As a result of the restructuring, India has also been made the global development center for the business, with all operations housed out of RTL's state of the art NOIDA facility near New Delhi.

With a view to maintain and scale its market leadership, the Company is consistently working on a two pronged strategy; of organic and inorganic growth. It has a current presence in over 20 countries, plus strategic partnerships with key international players like Marco Polo LLC and Chase Cooper. This twin play is assisting in the strategic objective of improving its product offering and expanding the global distribution network to garner better market share.

E. RISKS AND CONCERNS

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

Competition from solution providers in lower cost base countries is being countered by the Company utilizing its lower cost centralized development centre resources in India. This strategy ensures the Company is well positioned to combat this competition by providing cost effective functionally rich solutions for mature and emerging markets.

F. INTERNAL CONTROL SYSTEMS

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

The internal control systems are supplemented by extensive audits conducted by internal auditors. Moreover, regular internal audit and checks ensure that responsibilities are executed effectively across the organization. The Audit

Committee of the Board of Director reviews the adequacy and effectiveness of the internal control systems and also suggest improvements for strengthening the same.

The Company has diligently worked on the QMS initiative during the year and is now a ISO 9001:2008 certified Company. During the year under review, Company has received CMMi level 3 certification which indicates highest level of Standards in delivery and execution, applicable in software product industry.

G. FINANCIAL OVERVIEW OF THE COMPANY

Your Company has been acknowledged as a domain expert in the capital market space and the growth of this segment in the country has boosted the revenues and the profitability of your Company. The globalization of the capital market segment has also forced the management of the Company to invest into technologies and solutions that can enable it to become global player in this space in the future.

The total turnover of the Company for the Financial Year 2009-10 was ₹ 10,451.77 Lacs as against ₹ 21,848.48 Lacs in Financial Year 2008-09. The Company has recorded a loss (before tax) of ₹ 2,463.95 Lacs during the year under review as compared to a loss (before tax) of ₹ 3,710.46 Lacs in Financial Year 2008-09. The above numbers are not comparable primarily due to demerger of Religare Technova IT Services Ltd and Religare Technova Business Intellect Ltd from Religare Technova Ltd.

OPERATIONAL OVERVIEW OF THE COMPANY:

The Company was again successful with gaining new customers in India and internationally thus enhancing the profile of the Company to be a major international supplier of software solutions to the BFSI. These customers include: Citigroup Global Markets (Malaysia), Bao Viet Securities

(Vietnam), VFC Securities (Vietnam), Religare Capital Markets (UK), Keynote Capital (India), Standard Chartered Capital (India), SBI Capital (India).

In addition, existing long term customers continued to demonstrate faith in the Company by renewing license agreements, such as Citigroup Global Markets (Australia), Macquarie Bank (Australia) and UBS Securities (Malaysia) and contracting with the Company for large services projects such as JPMorgan Chase Bank (Hong Kong) and Goldman Sachs JB Were (New Zealand).

The Company continued its global expansions plans by establishing a branch office in Dubai to service the Middle East market with particular focus on UAE, Saudi Arabia and Egypt.

The centralization of the development function in India has allowed the Company to enhance its product functionality at significantly lower costs than were experienced when the development work was undertaken offshore. Key product enhancements include NOVA retail functionality for Hong Kong, end-to-end CFD processing and the TCSBanks functionality for the New Zealand market.

H. HUMAN RESOURCES.

Employees are our most important assets. At Religare Technova, we value our employees as our "Greatest Assets". The Company, therefore, strives for continuous learning and development for each and every employee to align the same with the business objective. The Company has initiated various HR Strategies to attract, motivate, develop and retain staff in order to make it a productive workplace. Employee Training and Development, Employee Selection and Recruitment, Employee Engagement and Rewards, Performance Appraisal and Communication are the critical issues HR targets to accomplish.

Report on Corporate Governance

I. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Corporate Governance assumes increasing importance in establishing credibility and trust for long term sustainability of a business enterprise. The Company's essential character revolves around values based on transparency, integrity, professionalism and accountability.

At the highest level the Company continuously endeavours to improve upon these aspects on an ongoing basis and adopts innovative approaches for converting opportunities into achievements through proper empowerment and motivation, fostering a healthy growth and development of human resources to take the Company forward. The Company strives to achieve higher standards and provide oversight and guidance to management in strategy implementation and risk management and fulfilment of company's objectives and goals.

The Company has set itself the objective of expanding its capacities and becoming globally competitive in its business. As a part of its growth strategy, the Company believes in adopting the 'best practices' that are followed in the area of Corporate Governance across various geographies. The Board considers itself as a Trustee of its Shareholders and acknowledges its responsibilities towards them for creation and safeguarding their wealth.

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

II. BOARD OF DIRECTORS

A. BOARD'S COMPOSITION AND CATEGORY:

The Composition of Board of Directors of the Company is in conformity with the requirements of Clause 49 of the Listing Agreement. The Board has an optimum combination of Executive and Non-Executive Directors. Currently, the Board of the Company consists of Ten (10) Directors, one of whom is Managing Director and remaining nine (9) are Non-Executive Directors out of which One (1) is Promoter Director. The Non-Executive Directors comprises of Five (5) Independent Directors and four (4) Non-Independent Directors.

The details relating to Composition & Category of Directors, Directorships held by them in other Companies and their membership and chairmanship on various Committees of Board of other Companies, as on March 31, 2010 is as follows:

Name of the Director	Category	No. of other Directorships held in other companies*	No. of Memberships/ Chairmanships in various other Board Committees**	
			Member	Chairman
Mr. Malvinder Mohan Singh – Chairman	Promoter Director/ Non-Executive Director	12	7	2
Mr. Sunil Godhwani	Non - Executive Director	14	5	1
Mr. Shivinder Mohan Singh [^]	Promoter Director/ Non-Executive Director	11	4	Nil
Mr. Harpal Singh [^]	Non-Executive Director	5	2	Nil
Mr. Maninder Singh Grewal [†]	Executive Director	4	2	1
Mr. Padam Bahl	Independent Director	16	4	3
Mr. Vikram Sahgal	Independent Director	2	Nil	Nil
Dr. Preetinder Singh Joshi	Independent Director	13	5	3
Mr. J.W. Balani [^]	Independent Director	4	2	Nil
Dr. Sunita Naidoo [^]	Independent Director	4	Nil	Nil
Mr. Shachindra Nath [‡]	Non-Executive Director	N.A.	N.A.	N.A.
Mr. Ralph James Horne – Global CEO & Managing Director [¶]	Executive Director	N.A.	N.A.	N.A.
Mr. Pradeep Ratilal Raniga [§]	Independent Director	N.A.	N.A.	N.A.
Mr. R. K. Shetty [§]	Independent Director	N.A.	N.A.	N.A.

[^] Resigned from the Directorship of the Company w.e.f October 15, 2010

- # Resigned as Managing Director w.e.f October 15, 2010 but continue as Director of the Company.
- § Appointed as Directors w.e.f October 15, 2010
- @ Appointed as Director within meaning of Section 269 read with Section 2(26) of the Companies Act, 1956 w.e.f. October 15, 2010 to be designated as Global CEO & Managing Director.
- * Private Limited Companies, Foreign Companies and Companies under Section 25 of the Companies Act, 1956 are excluded for the above purpose.
- ** Includes only Audit Committee and Shareholder's/Investor's Grievance Committee.

None of the Directors on the Board is a Member of more than 10 Committees or Chairman of more than 5 Committees across all the Companies in which he is a Director. Necessary disclosures regarding Committee positions in other public companies as on March 31, 2010 have been made by the Directors.

B. BOARD MEETINGS & ATTENDANCE

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

During the financial year 2009 – 10, Eight (8) Board Meetings were held: April 9, 2009, April 17, 2009, June 30, 2009, July 30, 2009, August 31, 2009, October 29, 2009, January 19, 2010 and February 26, 2010. The intervening period between the Board Meetings were within the maximum time gap prescribed under Companies Act, 1956 and Clause 49 of the Listing Agreement.

The last Annual General Meeting was held on September 16, 2009.

Details of attendance of Directors at various Board Meetings and at Annual General Meeting held during the financial year 2009-10 is as under:

Name of the Director	No. of Board Meetings Attended	Whether Attended last AGM
Mr. Malvinder Mohan Singh – Chairman	3	No
Mr. Sunil Godhwani	7	Yes
Mr. Shivinder Mohan Singh [^]	7	Yes
Mr. Harpal Singh [^]	3	Yes
Mr. Maninder Singh Grewal [^]	6	Yes
Mr. Padam Bahl	8	Yes
Mr. Vikram Sahgal	6	No
Dr. Preetinder Singh Joshi	Nil	No
Mr. J.W. Balani [^]	Nil	No
Dr. Sunita Naidoo [^]	1	No
Mr. Shachindra Nath [§]	N.A.	N.A.
Mr. Ralph James Horne – Global CEO & Managing Director [@]	N.A.	N.A.
Mr. Pradeep Ratilal Raniga [§]	N.A.	N.A.
Mr. R. K. Shetty [§]	N.A.	N.A.

[^] Resigned from the Directorship of the Company w.e.f October 15, 2010

Resigned as Managing Director w.e.f October 15, 2010 but continue as Director of the Company.

§ Appointed as Directors w.e.f October 15, 2010

@ Appointed as Director within meaning of Section 269 read with Section 2(26) of the Companies Act, 1956 w.e.f. October 15, 2010 to be designated as Global CEO & Managing Director.

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

C. SHAREHOLDING OF NON-EXECUTIVE DIRECTORS

The shareholding of Non-Executive Directors of the Company as on date is as follows:

S.No.	Name	Number of Equity Shares Held
1.	Mr. Malvinder Mohan Singh	531180
2.	Mr. Maninder Singh Grewal	528369
	TOTAL	1,059,549

III. COMMITTEES OF THE BOARD

Your Board has presently four Board level Committees -- Audit Committee, Remuneration Committee, Shareholders'/ Investors' Grievance Committee and Restructuring Committee.

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

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

(1) AUDIT COMMITTEE

(a) Composition

The Composition of the Audit Committee of the Board as at March 31, 2010 was as under:

S.No.	Name	Position
1.	Mr. Padam Bahl, Non-Executive & Independent Director	Chairman [§]
2.	Mr. Malvinder Mohan Singh, Non-Executive Director	Member
3.	Mr. Vikram Sahgal, Non-Executive & Independent Director	Member
4.	Dr. P S Joshi, Non-Executive & Independent Director	Chairman [^]

§ Ceased to be the Chairman of the Committee w.e.f. October 15, 2010 but continue to be Member of the Committee.

^ Appointed as Member & Chairman of the Committee w.e.f. October 15, 2010.

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

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

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

(b) Terms of Reference

Primarily, the Audit Committee is responsible for:

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
 - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (2AA) of section 217 of the Companies Act, 1956

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

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

(c) Meetings and attendance during the year

During the financial year 2009-10, Seven (7) meetings of the Audit Committee were held: June 30, 2009, July 30, 2009, August 31, 2009, October 29, 2009, November 30, 2009, January 19, 2010 and February 26, 2010.

The attendance of members at the meetings of the Audit Committee held during the year were as follows:

Name of the Member	No. of Meetings Attended
Mr. Padam Bahl	7
Mr. Malvinder Mohan Singh	3
Mr. Vikram Sahgal	7
Dr. P S Joshi [^]	N.A.

[^] Appointed as Member & Chairman of the Committee w.e.f. October 15, 2010.

(2) REMUNERATION COMMITTEE

(a) Composition

The Composition of the Remuneration Committee of the Board as at March 31, 2010 was as under:

Sl. No.	Name	Position
1.	Mr. Padam Bahl, Non-Executive & Independent Director	Chairman
2.	Dr. P S Joshi, Non-Executive & Independent Director	Member
3.	Mr. Vikram Sahgal, Non-Executive & Independent Director	Member
4.	Mr. Shachindra Nath, Non-Executive & Non-Independent Director	Member [^]

[^] Appointed as Member of the Committee w.e.f. October 15, 2010.

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

(b) Terms of Reference

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

- Recommend for fixation and periodic revision of compensation of the Managing Director and Executive Directors to the Board for approval;
- Reviewing and approving compensation policy (including performance bonus, incentives, perquisites and benefits) for senior management personnel.

(c) Meetings and attendance during the year

During the financial year 2009-2010, only one meeting of Remuneration Committee was held on July 30, 2009 and all the Members were present except Dr. P.S. Joshi to whom leave of absence was granted.

(d) Remuneration of Executive Directors

Remuneration of Executive Directors are decided by the Board based on recommendation of Remuneration Committee within the ceiling fixed by the Shareholders and permissible under the Companies Act, 1956. Remuneration of the Managing Director for the year ended March 31, 2010 was as follows:

Name of the Director	Salary & Allowances	Commission payable	Perquisites	Retiral Benefits	Total	Stock Options Granted	Service Contract	
							Tenure	Notice Period
Mr. Maninder Singh Grewal*	30.47	Nil	10.30	3.41	44.18	N.A.	Upto 15/09/2012	Three Months

* Resigned as Managing Director w.e.f. October 15, 2010 but continues to be the Director on the Board of the Company.

(e) Remuneration of Non-Executive Directors

None of the Non-Executive Directors have any material pecuniary relationship or transactions with the Company. The Company is not paying any remuneration or sitting fees to Non-Executive Directors including Independent Directors.

(3) SHAREHOLDERS'/INVESTORS' GRIEVANCE COMMITTEE

(a) Composition

The Composition of Shareholders' and Investors' Grievance Committee of the Board as at March 31, 2010 was as under:-

Sl. No.	Name	Position
1.	Mr. Sunil Godhwani, Non-Executive and Non Independent Director	Chairman
2.	Mr. M S Grewal, Managing Director [^]	Member
3.	Mr. Malvinder Mohan Singh, Non Executive and Non-Independent Director	Member*
4.	Mr. Padam Bahl, Non-Executive and Independent Director	Member**

[^] Resigned as Managing Director w.e.f. October 15, 2010 but continue as Director of the Company.

* Ceased to be Member of the Committee w.e.f. December 15, 2009

** Appointed as Member of the Committee w.e.f. February 26, 2010.

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

(b) **Terms of Reference**

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

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

During the year ended March 31, 2010, Twenty Two (22) meetings of the Shareholders'/Investors' Grievance Committee were held: April 15, 2009, April 30, 2009, May 15, 2009, June 2, 2009, June 15, 2009, June 30, 2009, July 14, 2009, July 30, 2009, August 17, 2009, August 31, 2009, September 15, 2009, October 15, 2009, October 31, 2009, November 18, 2009, November 30, 2009, December 15, 2009, January 5, 2010, January 19, 2010, February 4, 2010, February 26, 2010, March 15, 2010 and March 31, 2010.

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

Name of the Member	No. of Meetings Attended
Mr. Sunil Godhwani	16
Mr. Maninder Singh Grewal	18
Mr. Malvinder Mohan Singh*	15
Mr. Padam Bahl**	2

* Ceased to be Member of the Committee w.e.f December 15, 2009

** Appointed as Member of the Committee w.e.f February 26, 2010

The details of Investors Complaints received and resolved during the period April 1, 2009 to March 31, 2010 is as under:

No. of Investor Complaints received from April 1, 2009 to March 31, 2010	No. of Investor Complaints resolved from April 1, 2009 to March 31, 2010	No. of Investor Complaints pending at the end of March 31, 2010
69	69	NIL

Mr. Tarun Rastogi, Associate Vice President & 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:

Year	Date	Day	Time	Venue	Special Resolution(s) passed
2006-07	20.9.2007	Thursday	11.30 AM	Shah Auditorium 2, Raj Niwas Marg Delhi-110054	No
2007-08	22.12.2008	Monday	1.30 PM	Shah Auditorium 2, Raj Niwas Marg Delhi-110054	No
2008-09	16.09.2009	Wednesday	12.30 PM	Kamani Auditorium No. 1, Copernicus Marg New Delhi-110001	Re-appointment of Mr. Maninder Singh Grewal as Managing Director of the Company

The above Special Resolution was passed with requisite majority.

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

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

During the period under review, no Extra-ordinary General Meeting was held.

(c) **Postal Ballot**

During the financial year 2009-10, the Company has not passed any Resolution through Postal Ballot process.

V. DISCLOSURES

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

The Company has not entered into any transaction of material nature with related parties that may have any potential conflict with the interest of the Company.

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

(ii) **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.

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

The Company confirms that it has fully complied with all mandatory requirements of Clause 49 of the Listing Agreement relating to Corporate Governance.

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

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

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

(c) **Shareholders' Rights**- The quarterly financial results are published in the newspapers as mentioned under the heading "Means of Communication" and also displayed on the website of the Company. The results are not separately circulated to the shareholders.

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

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

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

During the year, the Company does not have any material non-listed Indian subsidiary.

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

VI. MEANS OF COMMUNICATION

The Company has promptly reported all material information including declaration of quarterly financial results, press releases etc. to the Bombay Stock Exchange Limited ("BSE"), where the equity shares of the Company are listed. Such information is also simultaneously displayed immediately on the Company's website i.e. www.religaretechnova.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 viz. The Pioneer and Veer Arjun.

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

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

VII. GENERAL SHAREHOLDERS INFORMATION

(i) Annual General Meeting

Date : Tuesday, December 21, 2010

Time : 11:30 A.M

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

(ii) Directors

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

• Mr. Sunil Godhwani

Profile

Mr. Sunil Godhwani is a graduate in chemical engineering and has a master's degree in industrial engineering and finance from Polytechnic Institute, New York. He has more than 20 years of experience in business. Mr. Sunil Godhwani is the Chairman and Managing Director of Religare Enterprises Limited and Religare Securities Limited.

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

Directorships in other Companies

> Indian Public Companies

- Religare Securities Limited
- Religare Technologies Limited
- Religare Enterprises Limited
- Religare Finvest Limited
- Religare Commodities Limited
- Religare Trustee Company Limited
- Religare Macquarie Wealth Management Limited
- Religare Health Insurance Company Limited
- Religare Voyages Limited
- Super Religare Laboratories Limited
- Vistaar Religare Capital Advisors Limited
- AEGON Religare Life Insurance Company Limited
- Fortis Healthcare Limited
- Fortis Hospitals Limited

> Indian Private Companies

- Milestone Religare Investment Advisors Private Limited

> Foreign Companies

- Fortis Global Healthcare(Mauritius) Limited
- RHC Healthcare Pte Ltd.
- Fortis Asia Healthcare Pte Ltd.

Committee Memberships

1. Religare Enterprises Limited

Chairman - Investment and Borrowing Committee

Chairman - Committee under Clause 41 of the Listing Agreement

Member - Audit Committee
Member - Compensation Remuneration Nomination Committee
Member - Shareholders' and Investors' Grievance Committee
Member - Share Allotment Committee
Member - Offer Committee

II. Religare Technologies Limited

Member - Restructuring Committee

III. Religare Securities Limited

Member - Audit Committee

IV. Religare Finvest Limited

Member - Audit Committee

V. Super Religare Laboratories Limited

Member - Audit Committee

VI. AEGON Religare Life Insurance Company Limited

Member - Audit Committee

Member - Nomination & Remuneration Committee

Member - Policyholders Protection Committee

Member - Ethics & Compliance Committee

VII. Vistaar Religare Capital Advisors Limited

Member - Allotment Committee

VIII. Religare Health Insurance Company Limited

Member - Audit Committee

Member - Remuneration Committee

IX. Fortis Hospitals Limited

Chairman - Remuneration Committee

Member - Management Committee

X. National Stock Exchange of India Limited

Member - Executive Committee (Future & Option Segment)
(On behalf of Religare Securities Limited)

XI. National Securities Depository Limited

Member - Executive Committee
(On behalf of Religare Securities Limited)

XII. Fortis Healthcare Limited

Member - Management Committee

• **Mr. Maninder Singh Grewal**

Profile

Mr. Maninder Singh Grewal, a graduate in Mechanical Engineering with a B. Tech (Hons.) degree from IIT, Kharagpur, has more than 30 years of experience in information technology sector. He has been involved with growth and evolution of the industry right from DOS to cloud/SaaS and from basic spreadsheets to social networking era.

Having general management, sales and marketing experience in the IT industry, Mr. Grewal has successfully played the end to end role of formulating strategies, implementing and executing them excellently. He was associated with Wipro from its start-up days as their principal vendor in the North and was instrumental in setting up Ludhiana Stock Exchange/Securities migrating from manual trading to computerization. He has done successful

implementations of ERPs on Solaris, Linux and Windows and helped computerize branches of State Bank of India, Punjab & Sind Bank and Bank of India among others.

His experience in Healthcare and healthcare IT goes back to 1989 when he was instrumental in the systems and the software that got implemented in 2 major 750+bed hospitals in North India. The two are still associated with him in his personal capacity and both are now 1400+beds. In the imaging and diagnostic space he has been working on Dicom convertibility and on projects for cross referencing imaging across technology sets leading upto electronic medical records and healthcare information exchanges/CRM systems.

Joining the Religare group in 2006, he has been instrumental in the growth of the IT vertical comprising Religare Technova Ltd and its subsidiaries from scratch to a 250cr revenue entity with over 2500 employees with a global presence. He has been a driving force to making IT a key enabler in business decisions and execution going beyond mere reporting and dashboards. His experience and recognition of the potential of enabling technologies like SaaS/Cloud/Android/IOs etc and knowledge of how these can be interfaced with business, is a key attribute and special passion.

He is widely travelled and is an avid Bridge player.

Mr. Maninder Singh Grewal holds 528369 Equity Shares of the Company.

Directorships in other Companies

- **Indian Public Companies**
 - OliveRays Innovations Limited
 - Religare Technologies Limited
- **Indian Private Companies**
 - Mehar Singh & Co Private Limited
- **Foreign Companies**
 - Religare Technova Global Solutions Pty. Limited
 - Regius Overseas Holding Co. Ltd.

Committee Memberships

1. **Religare Technologies Limited**
 - Member - Shareholders'/Investors' Grievance Committee
 - Member - Audit Committee
 - Member - Restructuring Committee

• **Mr. R. K. Shetty**

Profile

Mr. R.K. Shetty holds a bachelor's degree in Mechanical Engineering from Karnataka University, Dharwad and has completed an executive development program from the Jamunlal Bajaj Institute of Management in Product Management Control in Mumbai. Mr. Shetty has received the National Productivity Award in the year 1992 and is presently the President of Karnataka State Hockey Association; Vice President of Karnataka Olympic Association and has more than 31 years of work experience.

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

Directorships in other Companies

- **Indian Public Companies**
 - Religare Enterprises Limited*
 - Religare Securities Limited*
 - Religare Insurance Broking Limited*
 - Religare Finvest Limited*
 - Religare Technologies Limited
- * Alternate Director to Mr. J.W. Balani.

Committee Memberships

- I. **Religare Enterprises Limited**
Member - Audit Committee
Member - Compensation/Remuneration/Nomination Committee
- II. **Religare Finvest Limited**
Member - Audit Committee
- III. **Religare Securities Limited**
Member - Remuneration Committee
- IV. **Religare Insurance Broking Limited**
Member - Remuneration Committee
- V. **Religare Technologies Limited**
Chairman - Audit Committee

• Mr. Shachindra Nath

Profile

Mr. Shachindra Nath did his Graduation in Law from the prestigious Banaras Hindu University. He completed a post-graduate diploma in Intellectual Property Rights from Amity Law College, New Delhi. He has over 15 years of experience in the financial services industry.

Presently, he is working as Group CEO of Religare Enterprises Limited (Religare) and is responsible for overseeing businesses across all verticals of Religare. He has been part of the core team of Religare that built the Religare into a diversified financial services conglomerate.

Previously, he has worked at several key positions including that of a Senior Consultant at Abhipra from 1998 until 2000. He has also worked with Obeete Textiles Limited where he used to run a non woven plant, R. D. & Company in the Taxation sphere and with Garware Wall Ropes Limited as Commercial Trainee. Mr. Shachindra Nath is also the Managing Director of Religare Securities Limited.

Mr. Shachindra Nath does not hold any Equity Shares of the Company as on date.

Directorships in other Companies

> Indian Public Companies

- Religare Asset Management Company Limited
- Religare Capital Markets Limited
- Religare Macquarie Wealth Management Limited
- Religare Aviation Limited.
- Vistaar Religare Capital Advisors Limited
- Religare Commodities Limited
- Religare Arts Investment Management Limited
- Religare Enterprises Limited
- Religare Health Insurance Company Limited
- AEGON Religare Life Insurance Company Limited
- Religare Bullion Limited
- Religare Securities Limited

> Indian Private Companies

- Equifax Credit Information Services Private Limited
- Milestone Religare Investment Advisors Private Limited

> Foreign Companies

- Regius Overseas Holding Co. Limited
- Religare Technova Global Solutions Pty. Limited

- Religare Capital Markets International (UK) Limited
- Religare Capital Markets International (Mauritius) Limited
- Religare Capital Markets Inc.
- Religare Capital Markets Plc
- Super Religare Laboratories International Limited
- MENA Healthcare Investment Company Limited
- Super Religare Laboratories International FZ LLC
- Tobler (Mauritius) Limited
- Religare Investment Holdings (UK) Limited
- Religare Global Asset Management (USA) Inc
- Religare Global Asset Management Inc

Committee Memberships

- I. Religare Enterprises Limited**
 - Member - Shareholders and Investors Grievance Committee
 - Member - Committee under clause 41 of the Listing Agreement
 - Member - Investment and Borrowing Committee
 - Member - Offer Committee
- II. Religare Health Insurance Company Limited**
 - Chairman - Audit Committee
 - Chairman - Remuneration Committee
- III. Religare Macquarie Wealth Management Limited**
 - Chairman - Audit Committee
 - Chairman - Remuneration Committee
 - Chairman - Allotment Committee
- IV. Religare Capital Markets Limited**
 - Member - Audit Committee
 - Chairman - Remuneration Committee
- V. Religare Aviation Limited**
 - Member - Audit Committee
- VI. Religare Asset Management Company Limited**
 - Member - Remuneration and Compensation Committee
 - Member - Operations, IT and Risk Management Committee
- VII. Vistaar Religare Capital Advisors Limited**
 - Chairman - Allotment Committee
 - Member - Investment Committee
- VIII. AEGON Religare Life Insurance Co. Ltd.**
 - Member - Nomination & Remuneration Committee
 - Member - Investment Committee
 - Member - Risk Management Committee
 - Member - Policyholders Protection Committee
 - Member - Ethics & Compliance Committee
 - Member - Share Allotment Committee
- IX. Religare Finvest Limited**
 - Chairman - Nomination Committee

- **Mr. Ralph James Horne**

Profile

Mr. Ralph James Horne is a qualified Accountant (UK). He has over fifteen years of experience in Financial IT Sector. Prior to the establishment of Capital Market Solutions, Ralph was a member of the Board of Misys Securities Trading Systems and was Director of Operations in Asia Pacific. He was responsible for the companies' operations in Australia, New Zealand, Tokyo, Hong Kong, Singapore, Malaysia, Taiwan and Korea. Ralph's knowledge of the IT and securities industry has been recognized by the industry veterans. He has been consulted for numerous industry initiatives and has been invited to speak at several industry events across the region.

Mr. Ralph James Horne does not hold any Equity Shares of the Company as on date.

Directorships in other Companies

➤ **Foreign Companies**

- Religare Technova Global Solutions Pty Ltd
- Religare Technova Global Solutions (Development) Pty Ltd
- Religare Technova Global Solutions (Australia) Pty Ltd
- Religare Technova Global Solutions (Asia Pacific) Pty Ltd
- Religare Technova Global Solutions (NZ) Limited
- Religare Technova Global Solutions (UK) Limited
- Religare Technova Global Solutions (HK) Limited
- Religare Technova Global Solutions (Malaysia) Sdn Bhd
- Religare Technova Global Solutions (Singapore) Pte Ltd
- Marco Polo Capital Markets LLC
- AEOIU Limited
- Chase Cooper Limited
- DBS Financial Systems Limited
- Tracetext Pty Ltd

Mr. Ralph James Horne does not hold any committee membership in the above Companies.

- **Mr. Pradeep Ratilal Raniga**

Mr. Pradeep Ratilal Raniga graduated with a Bachelor of Commerce degree at the University of Durban Westville, South Africa; completed his Post Graduate Diploma in Accounting at University of Natal, South Africa and then successfully completed the Chartered Accountant exams as set by the Institute of Chartered Accountants in South Africa. He also completed the Taxation and Company Law modules at Royal Melbourne Institute of Technology (RMIT) in Melbourne, Australia and the Diploma in Financial Planning in Melbourne, Australia. He is also a member of the Australian Institute of Chartered Accountants.

He has rich experience of over 29 years in the field of accounting, taxation, legal structures, asset protection, financial planning, financing and various other business related areas. He became a Partner of Farrar Jeena & Company (South Africa) in 1984 and then migrated to Melbourne, Australia in 1985. He joined HLB Mann Judd in Melbourne in August 1985 and became a Partner with the same Company in July 1988 before becoming a member of the Executive Committee of HLB Mann Judd. At present he acts as a Financial Consultant to various businesses in Australia.

Mr. Pradeep Ratilal Raniga does not hold any Equity Shares of the Company as on date.

Directorships in other Companies

➤ **Foreign Companies**

- Religare Technova Global Solutions Pty. Ltd
- Condon Townsville Pty. Ltd
- Wulguru Townsville Pty. Ltd
- Malabar Consulting Pty. Ltd

- Malabar Pty. Ltd.
- R.S.S.B. Australia Pty. Ltd.
- Religare Infotech Pty. Ltd.
- Relsec Australia Pty. Ltd.
- Sanders Finance Pty. Ltd.
- Shabad Pty. Ltd.

Mr. Pradeep Ratilal Raniga does not hold any committee membership in the above Companies.

(iii) Financial Calendar (Tentative)

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

Adoption of Quarterly Results

For the Quarter ended	On or Before
June 30, 2010	August 14, 2010
September 30, 2010	November 14, 2010
December 31, 2010	February 14, 2011
March 31, 2011	May 15, 2011

(iv) Book Closure Period

Monday, December 20, 2010 to Tuesday, December 21, 2010 (both days inclusive)

(v) Dividend payment date

No dividend has been recommended for the financial year 2009-10.

(vi) Listing

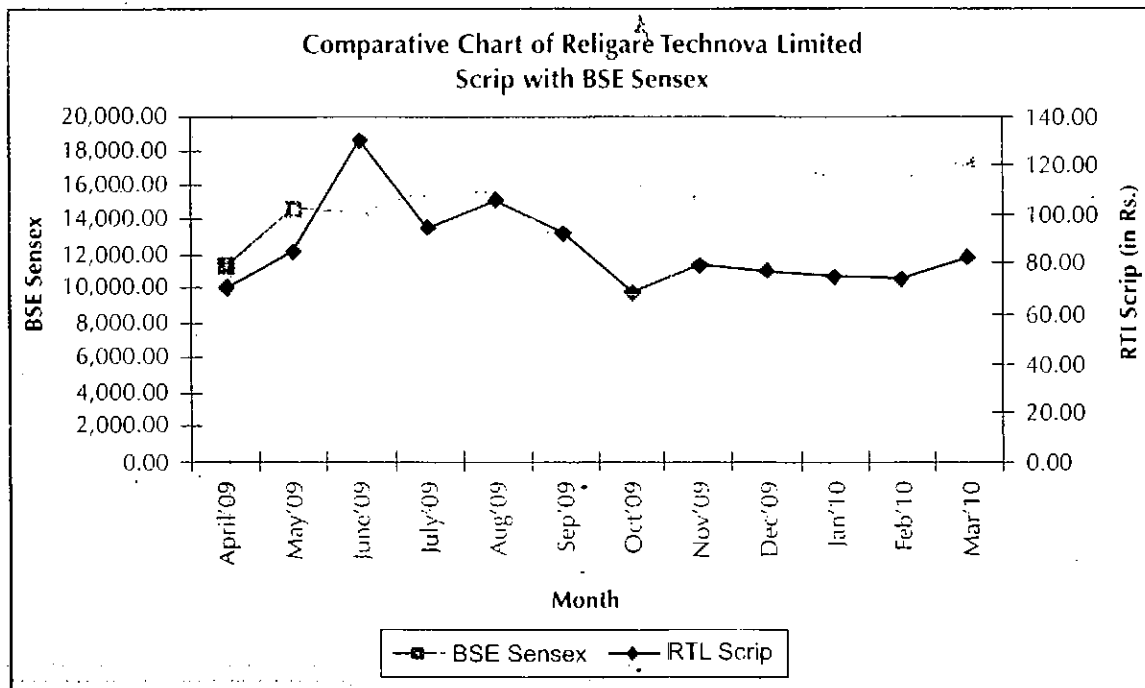
Equity Shares of the Company are currently listed at the Bombay Stock Exchange Limited (BSE). Your Company has paid listing fee for the financial year 2010 – 2011 to the BSE.

(vii) Scrip Code : 526927

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

(viii) Market Price Data : Bombay Stock Exchange

Month	High	Low
April'09	79.80	63.75
May'09	93.45	63.90
June'09	131.30	85.00
July'09	127.15	91.00
Aug'09	105.95	85.25
Sep'09	115.65	85.00
Oct'09	97.00	66.00
Nov'09	94.00	66.00
Dec'09	82.70	70.00
Jan'10	94.90	72.70
Feb'10	82.00	70.00
Mar'10	94.60	74.30



(ix) Registrar and Transfer Agent

M/s Karvy Computershare Private Limited
 Plot No. 17 - 24, Vittal Rao Nagar, Madhapur, Hyderabad - 500081
 Phone: 040 - 44655000, Fax: 040 - 44655814
 Email: ejnward.ris@karvy.com

(x) Share Transfer System

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

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

(xi) Shareholding Pattern as on March 31, 2010

Category	No. of Shares held	Percentage of Shareholding (%)
Promoters and Promoter Group	24760973	61.29
Mutual Funds/UTI	Nil	0.00
Banks/Financial Institutions	Nil	0.00
FIs	3210000	7.95
Bodies Corporate	2855502	7.08
NRIs	501108	1.24
HUF/Trust	178766	0.44
Directors	660462	1.63
General Public	8230502	20.37
Total	4,03,97,313	100.00

(xii) Distribution of Shareholding as on 31st March, 2010:

Categories	No. of Shareholders	Percentage	No. of Shares held	Percentage
1-5000	13041	93.77	14758860	3.65
5001-10000	449	3.23	3408610	0.84
10001-20000	211	1.52	3077260	0.76
20001-30000	62	0.45	1598390	0.40
30001-40000	29	0.21	1024970	0.25
40001-50000	23	0.17	1063870	0.26
50001-100000	25	0.18	1809310	0.45
100001 and above	68	0.49	377231860	93.38
Total	13908	100.00	4,03,97,313	100.00

(xiii) 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, 2010, 39,466,384 Equity Shares (97.69% of the total number of shares) of the Company were held in dematerialized form.

The ISIN No. of the Company is INE991C01026 (with NSDL and CDSL)

(xiv) Outstanding GDRs/ADRs/Warrants/Options

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

(xv) Plant Locations

Not Applicable

(xvi) Code of Conduct

The Company has in place a Code of Conduct applicable to the Board Members as well as the Senior Management of the Company and the same has been posted on the website of the Company i.e. www.religaretechnova.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, 2010.

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

(xvii) Address for Correspondence with the Company:

For Securities held in Physical form

M/s Karvy Computershare Private Limited
Plot No. 17 - 24, Vittal Rao Nagar, Madhapur, Hyderabad-500081.
Phone: 040 - 44655000, Fax: 040 - 44655814
E-mail: einward.ris@karvy.com

For Securities held in Demat Form

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

Any Query on Annual Report

Mr. Tarun Rastogi
Associate Vice President & Company Secretary
25, Nehru Place, New Delhi-110019
Tel. No: 0120 3394005, Fax No: 0120 3394109/4020

Certificate & Declaration

CEO/CFO CERTIFICATION

We, Ralph James Horne, Global CEO & Managing Director and Manish Sharma, Chief Finance Officer, of **Religare Technova Limited** hereby certify that:

- (a) We have reviewed financial statements and the cash flow statement for the year ended March 31, 2010 and that to the best of our knowledge and belief:
- (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with the existing Accounting Standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the Auditors and the Audit Committee that –
- (i) there has not been any significant changes in internal control over financial reporting during the year;
 - (ii) there has not been any significant changes in accounting policies during the year requiring disclosure in the notes to the financial statements; and
 - (iii) there has not been any instances during the year of significant fraud of which we had become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Place : New Delhi
Date : November 9, 2010

Sd/-
Ralph James Horne
Global CEO & Managing Director

Sd/-
Manish Sharma
Chief Finance Officer

DECLARATION BY MANAGING DIRECTOR

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

It is further certified that the Directors and Senior Management have affirmed their compliance with the Code for the year ended 31st March, 2010.

Place : New Delhi
Date : November 9, 2010

Sd/-
Ralph James Horne
Global CEO & Managing Director

CERTIFICATE ON CORPORATE GOVERNANCE

To
The Members,
Religare Technova Limited.

I have examined the compliance of conditions of Corporate Governance by Religare Technova Limited ("the Company") for the year ended 31st March, 2010 in terms of requirements of Clause 49 of the Listing Agreement of the said Company with Bombay Stock Exchange Limited.

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

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

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

For **RB & Associates**
Company Secretaries in Practice

Place : New Delhi
Date : November 3, 2010

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

Auditors' Report

To

The Shareholders:

We have audited the attached Balance Sheet of RELIGARE TECHNOVA LIMITED as at 31st March, 2010 and also the annexed Profit and Loss Account and the Cash Flow Statement for the year ended on that date. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

1. We conducted our audit in accordance with the auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes, examining on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audit provides a reasonable basis for our opinion.
2. As required by the Companies (Auditor's Report) Order 2003 (as amended) issued by the Central Government in terms of Section 227(4A) of the Companies Act, 1956 (the Act), we annex hereto a statement on the matters specified in paragraphs 4 and 5 of the said Order.
3. Further to our comments in the Annexure referred to above, we report that:
 - i. We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit.
 - ii. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books:

- iii. The Balance Sheet and Profit and Loss Account and Cash Flow Statement dealt with by this report are in agreement with the Books of Account.
- iv. In our opinion, the Balance Sheet and Profit and Loss Account and Cash Flow Statement dealt with by this report comply with the Accounting Standards referred to in sub-section 3(C) of Section 211 of the Act.
- v. Based on representations made by all the Directors of the Company to the Board and the information and explanations as made available to us by the Company, none of the Directors of the Company prima-facie have any disqualifications as referred to in clause (g) of sub-section (1) of Section 274 of the Act.
- vi. In our opinion and to the best of our information and according to the explanations given to us, the said accounts read with the notes thereon 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 the affairs of the Company as at 31st March, 2010,
 - b) in the case of the Profit and Loss Account, of the Loss for the year ended on that date, and
 - c) in the case of Cash Flow Statement of the cash flows for the year ended on that date.

For R.V. SHAH & CO.
Chartered Accountants
ICAI Registration No. 109765W

Sd/-
(R.V. SHAH)
Proprietor
Membership No. 016097

Place : New Delhi
Date : November 9, 2010

Annexure to Auditors' Report

ANNEXURE REFERRED TO IN PARAGRAPH 2 OF OUR AUDITOR'S REPORT OF EVEN DATE ON THE ACCOUNTS FOR THE YEAR ENDED 31st March, 2010 OF RELICARE TECHNOVA LIMITED.

On the basis of such checks as we considered appropriate and in terms of the information and Explanation given to us, we state that:

- i. a) The Company has maintained proper records to show full particulars including quantitative details and situation of its fixed assets.
- b) As explained to us, the fixed assets have been physically verified by the management in accordance with a phased programme of verification, which is in our opinion, is reasonable, considering the size and the nature of its business. No material discrepancies were noticed on such verifications.
- c) The Company has not disposed off any substantial part of its fixed assets so as to affect its going concern.
- ii. a) The Company used to trade in Shares and Securities, the balance of which is closing stock. The Stock has been physically verified during the year by the management. In our opinion the frequency of verification is reasonable.
- b) The Company is maintaining proper records of physical stock of securities.
- iii. (A) The Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under Section 301 of the Act.
- (B) In respect of loans, secured or unsecured, taken by the Company from parties covered in the register maintained under Section 301 of the Companies Act, 1956, according to the information and explanations given to us:
 - a. The Company has taken loans from four companies during the year. At the end of the financial year, the outstanding balance of such loans was ₹ 10,063.00 Lacs and the maximum amount involved during the year was ₹ 19,427.08 Lacs.
- b. The rate of interest and other terms and conditions of such loans, in our opinion, prima facie are not prejudicial to the interest of the Company.
- c. The payments of principal amount and interest during the year have been regular as stipulated where applicable.
- iv. In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for purchase of inventories and fixed assets and for the sale of goods and services. Further, on the basis of our examination of the books and records of the Company, and according to the information and explanations given to us, we have neither come across nor have we been informed of any continuing failure to correct major weaknesses in the aforesaid control systems.
- v. a) In our opinion and according to the information and explanations given to us, the particulars of contracts or arrangements referred to in Section 301 of the Act that need to be entered in the register maintained under Section 301 of the Act have been so entered.
- b) Where the transactions (excluding loans reported under paragraph (iii) above) are in excess of ₹ 5,00,000 in respect of any party during the year, the transactions have been made at prices which are, prima facie, reasonable having regard to the prevailing market prices at the relevant time.
- vi. In our opinion and according to the information and explanations given to us, the Company has complied with the directives issued by Reserve Bank of India and the provisions of Sections 58A and 58AA or any other relevant provisions of the Act and the Companies

- (Acceptance of Deposits) Rules, 1975 with regard to the deposits accepted from the public. The said deposits have been repaid during the year. No fresh deposits were accepted during the year.
- vii. In our opinion, the Company's present internal audit system is commensurate with its size and nature of its business.
- viii. a) The Company has been regular in depositing undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Cess and other statutory dues with the appropriate authorities applicable to it.
- b) At the end of the financial year there were no dues of Sales Tax, Income Tax, Customs Duty, Wealth Tax, Service Tax, Excise Duty and Cess, which have not been deposited on account of any dispute.
- ix. The Company has accumulated losses at the end of the financial year exceeding fifty percent of its net worth. The Company has incurred cash losses during the financial year and in the immediately preceding financial year.
- x. According to the records produced, the Company has not defaulted in repayment of its dues to any financial institution or bank or debenture holders during the year.
- xi. The Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- xii. In our opinion, and according to the information and explanations given to us, the Company has maintained proper records of transactions and contracts as to dealings or trading in shares, securities, debentures and other investments and have been held by the Company in its own name, except to the extent of the exemption, if any, granted under Section 49 of the Act.
- xiii. In our opinion, and according to the information and explanations given to us, the terms and conditions of the guarantees given by the Company for loans taken by others from banks or financial institutions during the year are not prejudicial to the interest of the Company.
- xiv. According to the records of the Company, the Company has not obtained any term loans during the year.
- xv. On the basis of review of utilization of funds on an overall basis, in our opinion, the funds raised on short term basis have not been used for long term investment.
- xvi. The Company has not made any preferential allotment of shares during the year to parties and companies covered in the register maintained under Section 301 of the Act.
- xvii. The Company has not raised any money by public issues during the year.
- xviii. During the course of our examination of the books of account carried out in accordance with the generally accepted auditing practices in India, we have not come across any instance of fraud on or by the Company nor have we been informed by the management of any such instance being noticed or reported during the year.
- xix.- Clauses (viii), (xiii) and (xix) of the aforesaid Order are not applicable to the Company.

For R.V. SHAH & CO.
Chartered Accountants
ICAI Registration No. 109765W

Sd/-
(R.V. SHAH)
Proprietor
Membership No. 016097

Place : New Delhi
Date : November 9, 2010

Balance Sheet as at March 31, 2010

	Schedule	As at March 31, 2010 ₹	As at March 31, 2009 ₹
SOURCES OF FUNDS			
Shareholders' Funds			
Share Capital	A	438,665,770	403,973,130
Reserves and Surplus	B	405,625,940	62,109,724
		<u>844,291,710</u>	<u>466,082,854</u>
Loan Funds			
Secured Loans	C	6,964,006	-
Unsecured Loans	D	1,019,800,000	517,401,000
TOTAL		<u>1,871,055,716</u>	<u>983,483,854</u>
APPLICATION OF FUNDS			
Fixed Assets			
Gross Block	E	236,568,700	58,507,013
Less : Depreciation/Amortization		141,926,515	28,121,885
Net Block		<u>94,642,185</u>	<u>30,385,128</u>
Investments			
	F	1,689,039,879	553,121,967
Current Assets, Loans and Advances			
Stock in Trade	G	4,771,131	4,712,578
Sundry Debtors	H	115,119,463	29,316,710
Cash and Bank Balances	I	146,705,808	8,400,754
Other Current Assets	J	4,714,330	489,081
Loans and Advances	K	85,554,783	24,410,687
		<u>356,865,515</u>	<u>67,329,810</u>
Less : Current Liabilities and Provisions			
Liabilities	L	718,497,590	61,760,836
Provisions	M	7,967,097	2,771,057
		<u>726,464,687</u>	<u>64,531,893</u>
Net Current Assets		<u>(369,599,172)</u>	<u>2,797,917</u>
Profit & Loss Account		<u>456,972,824</u>	<u>397,178,842</u>
TOTAL		<u>1,871,055,716</u>	<u>983,483,854</u>
Notes on Accounts	S		

As per our attached report of even date
For R. V. SHAH & CO.
Chartered Accountants
ICAI Registration No. 109765W

On behalf of the Board of Directors

Sd/-
(R. V. SHAH)
Proprietor
Membership No. 016097

Sd/-
Ralph James Horne
Global CEO & Managing Director
DIN : 03297973

Sd/-
Maninder Singh Grewal
Director
DIN : 00648031

Place : New Delhi
Date : November 9, 2010

Sd/-
Tarun Rastogi
Company Secretary

Profit and Loss Account for the year ended March 31, 2010

	Schedule	Year Ended March 31, 2010 ₹	Year Ended March 31, 2009 ₹
INCOME			
Income from Operations	N	232,423,909	30,078,686
Other Income	O	175,025,055	30,095,442
Closing Stock - Shares & Securities		4,771,131	4,712,578
TOTAL		412,220,095	64,886,706
EXPENDITURE			
Opening Stock- Shares & Securities		4,712,578	4,924,349
Personnel Expenses	P	172,622,796	16,450,642
Operating, Administrative and Other Expenses	Q	89,439,717	51,988,479
Provision for Bad and Doubtful Debts (Net)		8,962,639	16,063
Interest and Finance Charges	R	160,519,023	62,200,275
Depreciation/Impairment of Assets (Refer Note 2 (s) & (t) of Schedule 'S')		64,874,462	3,528,418
TOTAL		501,131,215	139,108,226
PROFIT/(LOSS) BEFORE TAX		(88,911,120)	(74,221,520)
- Current Tax		2,207,687	-
- MAT Credit		(2,207,687)	-
- Deferred Tax		-	-
- Fringe Benefits Tax		-	230,000
- Taxes for earlier years		1,440,000	6,386,254
PROFIT/(LOSS) AFTER TAX		(90,351,120)	(80,837,774)
Balance brought forward		(397,178,842)	(316,341,068)
Arising on Merger		30,557,138	-
BALANCE CARRIED TO BALANCE SHEET		(456,972,824)	(397,178,842)
Basic and Diluted Earnings per Equity Share of ₹ 10/- each (Refer Note 2 (m) of Schedule 'S')		(2.06)	(2.00)

Notes on Accounts

S

As per our attached report of even date
For **R. V. SHAH & CO.**
Chartered Accountants
ICAI Registration No. 109765W

Sd/-
(R. V. SHAH)
Proprietor
Membership No. 016097

Place : New Delhi
Date : November 9, 2010

On behalf of the Board of Directors

Sd/-
Ralph James Horne
Global CEO & Managing Director
DIN : 03297973

Sd/-
Tarun Rastogi
Company Secretary

Sd/-
Maninder Singh Grewal
Director
DIN : 00648031

Cash Flow Statement annexed to and forming part of Balance Sheet as at March 31, 2010

(₹ in Lacs)

	March 31st, 2010	March 31st, 2009
CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before tax and extraordinary items	(889.11)	(742.22)
Adjustments for:		
+ Non fund items/losses		
Depreciation	648.74	35.28
Profit/(Loss) on Sale of Fixed Assets	15.32	0.63
Provision for Gratuity and Leave Encashment	19.46	15.55
Provision for Doubtful Debts	50.32	
Bad Debts written off	39.31	
- Non trading incomes/expenses		
Interest Income	(387.10)	-
Interest & Finance Charges	1,593.94	621.51
Dividend income received from Investment activities	(1.59)	(0.66)
Profit on Sale of Mutual Fund units	-	(1.35)
ESOP Written Back	(5.16)	(63.86)
Operating Profit before working capital changes	1,084.13	(135.12)
Adjustments for changes in Working Capital:		
(Increase)/Decrease in Stock in Trade	(0.59)	4.54
(Increase)/Decrease in Sundry Debtors	(116.56)	117.60
(Increase)/Decrease in other Current Assets	(587.33)	(0.74)
(Increase)/Decrease in Loans and Advances	(329.43)	259.82
Increase/(Decrease) in Current Liabilities (other than Interest Payable)	6,115.05	(337.05)
Increase/(Decrease) in Provisions (other than gratuity and leave encashment)	(1.00)	(16.45)
Cash Generated from Operating Activities	6,164.28	(107.40)
Tax Paid	(14.40)	(1.26)
Net Cash from Operating Activities (A)	6,149.88	(108.66)
CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of fixed Assets	(279.26)	(42.90)
Sale of fixed Assets	6.41	24.26
Investments in Subsidiaries	(5.00)	-
Advances for Purchase of Fixed Assets	66.64	-
Purchase of Current Investments	(0.32)	-
Loan (to)/Reimbursement from Subsidiary	(4,920.98)	5,000.00
Interest Received	387.10	-
Sale of Current Investments	10.00	36.46
Dividend income received from investment activities	1.59	0.66
Net Cash from Investing Activities (B)	(4,733.82)	5,018.48
CASH FLOW FROM FINANCING ACTIVITIES		
Issue Share Equity Share Capital	-	-
Receipts/(Repayment) of Secured Loans (net)	(21.03)	-
Receipts/(Repayment) of Unsecured Loans (net)	(286.97)	(4,590.20)
Interest Paid	(1,528.11)	(385.62)
Net Cash from Financing Activities (C)	(1,836.10)	(4,975.82)
Net Increase in cash and cash equivalents (A+B+C)	(420.04)	(66.00)
Cash and Cash equivalents as at the beginning of the Year	84.01	150.01
Adjustments on Merger	1,803.09	-
Cash and Cash equivalents as at the Year Ended 31st March, 2010	1,467.06	84.01
Cash and cash equivalents comprise of :-		
- Cash and cheques in hand	0.79	0.63
- Balance with scheduled banks	1,466.27	83.38
Total	1,467.06	84.01

Notes :-

- The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in Accounting Standard-3 on Cash Flow Statement issued by the Institute of Chartered Accountants of India.
- Fixed Deposits with Scheduled Banks include ₹1326.00 lacs (Previous year ₹11.00 lacs) under lien in favour of banks as margin deposit for the guarantee issued on behalf of the Company and ₹3.25 lacs (Previous year ₹2.00 lacs) with various state VAT/Sales Tax authorities
- Figures in bracket indicate cash outgo.
- Previous Year Figures have been regrouped/recasted to make the same comparable with those of current year.

As per our attached report of even date

On behalf of the Board of Directors

For **R. V. SHAH & CO.**

Chartered Accountants

ICAI Registration No. 109765W

Sd/-
(R. V. SHAH)
Proprietor
Membership No. 016097

Sd/-
Ralph James Horne
Global CEO & Managing Director
DIN : 03297973

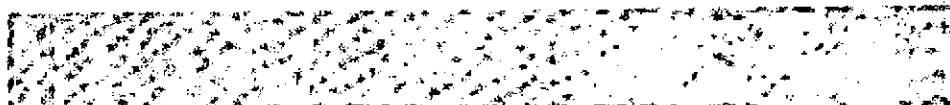
Sd/-
Maninder Singh Grewal
Director
DIN : 00648031

Place : New Delhi
Date : November 9, 2010

Sd/-
Tarun Rastogi
Company Secretary

Schedules forming part of the Balance Sheet as at March 31, 2010

	As at March 31, 2010 ₹	As at March 31, 2009 ₹
SCHEDULE 'A' : SHARE CAPITAL		
Authorised		
7,45,00,000 (Previous year 4,70,00,000) Equity Shares of ₹10/- each	745,000,000	470,000,000
	<u>745,000,000</u>	<u>470,000,000</u>
Issued, Subscribed and Paid-up		
3,23,17,850 (As Reduced) (Previous year 4,03,97,313) Equity Shares of ₹10/- each fully paid up	323,178,500	403,973,130
1,15,48,727 Equity Shares of ₹10/- each pending for allotment (Since Allotted)	115,487,270	-
	<u>438,665,770</u>	<u>403,973,130</u>
a) Refer Note 2 (a) (vii), (viii), (x) & (xi) of Schedule 'S'		
b) 1,15,48,727 Equity Shares were issued pursuant to Scheme of Arrangement without payment being received in cash.		
c) 82,23,684 Equity Shares were issued to Religare Technova Investment Shares Trust (sole beneficiary of which is Religare Technova Ltd.)		
SCHEDULE 'B' : RESERVES AND SURPLUS		
Capital Reserve		
Balance as per last Balance Sheet	229,177	229,177
Add: Transferred as per Scheme of Arrangement*	7,500,000	-
Less: Adjustment as per Scheme of Arrangement*	(229,177)	-
	<u>7,500,000</u>	<u>229,177</u>
Amalgamation Reserve Account		
Balance as per last Balance Sheet	-	-
Add: Transferred as per Scheme of Arrangement*	130,000,000	-
	<u>130,000,000</u>	<u>-</u>
Securities Premium Account		
Balance as per last Balance Sheet	61,880,547	61,880,547
Add: Transferred as per Scheme of Arrangement*	206,245,393	-
	<u>268,125,940</u>	<u>61,880,547</u>
	<u>405,625,940</u>	<u>62,109,724</u>
* (Refer Note 2 (a) (xvi) & (xix) of Schedule 'S')		
SCHEDULE 'C' : SECURED LOANS		
Finance Lease	6,964,006	-
(Secured by hypothecation of assets taken on finance lease)		
	<u>6,964,006</u>	<u>-</u>
SCHEDULE 'D' : UNSECURED LOANS		
Inter Corporate Deposits	1,019,800,000	517,401,000
	<u>1,019,800,000</u>	<u>517,401,000</u>



Schedules forming part of the Balance Sheet as at March 31, 2010

SCHEDULE "E" : FIXED ASSETS

PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	AS AT 01.04.2009 ₹	ADDITIONS ₹	DELETIONS ₹	AS AT 31.03.2010 ₹	AS AT 01.04.2009 ₹	FOR THE PERIOD ₹	DELETIONS ₹	AS AT 31.03.2010 ₹	AS AT 31.03.2010 ₹	AS AT 31.03.2009 ₹
Tangible Assets										
Leasehold Improvements	16,735,132	-	2,591,410	14,143,722	5,723,688	3,403,658	1,690,611	7,436,735	6,706,987	1,379,077
Plant and Machinery	48,537,843	3,957,679	(1,081,004)	53,576,526	25,971,579	4,702,679	(467,908)	31,142,166	22,434,360	1,611,943
Furniture and Fixtures	20,265,212	93,582	511,192	19,847,602	16,309,073	1,150,953	321,267	17,138,759	2,708,843	2,624,579
Vehicles	5,975,834	8,098,835	1,387,830	12,686,839	2,193,817	703,750	308,478	2,589,089	10,097,750	2,654,120
Land	12,093,180	-	-	12,093,180	-	-	-	12,093,180	12,093,180	12,093,180
Computers & Peripherals	4,301,421	328,707	-	4,630,128	1,670,514	684,758	-	2,355,272	2,274,856	2,630,907
Computer Networking & Equipments	2,062,732	-	-	2,062,732	734,645	326,714	-	1,061,359	1,001,373	1,328,087
Office Equipments	2,710,237	118,990	-	2,829,227	518,357	114,896	-	633,253	2,195,974	2,191,880
Assets under Finance Lease - Plant & Machinery	10,000,000	-	-	10,000,000	1,041,667	2,492,580	-	3,534,247	6,465,753	-
Intangible Assets										
Purchased Softwares	32,975,906	5,363,245	86,470	38,252,681	11,718,278	5,174,752	65,171	16,827,859	21,424,822	3,871,355
Internally Developed Softwares (Refer note below)	57,075,595	9,370,468	-	66,446,063	28,294,444	30,913,332	-	59,207,776	7,238,287	-
Total	212,733,092	27,331,506	3,495,898	236,568,700	94,176,062	49,668,072	1,917,619	141,926,515	94,642,185	30,385,128
2009	56,729,043	4,293,720	2,515,750	58,507,013	24,616,321	3,528,418	22,854	28,121,885	30,385,128	
Capital Work in Progress including Capital Advance paid during the year ₹27,06,393 (2009 : ₹ 12,500,000)									15,206,393	
Impairment Loss									15,206,393	
									94,642,185	30,385,128

Note: Depreciation for the period includes Impairment loss of ₹ 1,69,04,711 (2009 ₹ 2,00,00,000) [Refer Note 2 (f) of Schedule S]

Schedules forming part of the Balance Sheet as at March 31, 2010

	As at March 31, 2010		As at March 31, 2009	
	Nos	₹	Nos	₹
SCHEDULE 'F' : INVESTMENTS (AT COST/BOOK VALUE)				
LONG TERM - NON TRADE				
I Equity Shares :				
(F.V. ₹ 10/- each fully paid up unless- -otherwise stated)				
Quoted				
Subsidiary :				
Religare Technova Global Solutions Ltd.* (F.V. ₹ 5/- each)	-	-	15,925,800	496,008,315
(a)	-	-	-	<u>496,008,315</u>
Unquoted				
In Subsidiaries :				
Regius Overseas Holding Company Ltd. Equity shares of AUD 1/- each (2009: 35,95,001 shares)	8,765,001	337,435,531	-	-
0% Optionally Convertible Redeemable Preference Shares of AUD 1/- each (2009: NIL)	18,573,805	798,400,557	-	-
Oliverays Innovations Ltd. (2009: 10,000 equity shares) (40,000 bonus shares were allotted during FY 2009-10)	50,000	3	-	-
Religare Technova Business Intellect Ltd.*	-	-	100,000	1,000,000
Religare Technova IT Services Ltd.*	-	-	315,520	1
(b)	-	<u>1,135,836,091</u>	-	<u>1,000,001</u>
Others				
Bharat Margarine Ltd.	3,229,500	54,901,500	3,229,500	54,901,500
Reliance Bulk Drugs and Formulations Ltd.	400,000	6,800,000	400,000	6,800,000
Shree Vaishnavi Dyeing Ltd.	420,000	220,000	420,000	220,000
Inter-Connected Stock Exchange of India Ltd. (F.V. ₹ 1/- each)	2,164	15,541,000	62,164	15,541,000
Religare Technologies Ltd.	50,000	500,000	-	-
Cochin Stock Exchange (2009: 10365 shares F.V. of ₹ 50/- each)	10,365	518,250	-	-
	-	78,480,750	-	77,462,500
Provision for Diminution in the Value of Investments	-	22,606,500	-	22,606,500
(c)	-	<u>55,874,250</u>	-	<u>54,856,000</u>
(a)+(b)+(c)	-	<u>1,191,710,341</u>	-	<u>551,864,316</u>
II INTEREST IN BENEFICIARY TRUST (Refer Note 2 (a) (xi) of Schedule 'S')				
Religare Technova Investment Shares Trust	-	496,008,315	-	-
	-	<u>496,008,315</u>	-	<u>-</u>
CURRENT INVESTMENT - NON TRADE				
Unquoted				
Canbank Mutual Fund Units :				
NLFC; Canara Robeco Liquid Fund - Growth	19,503.974	257,651	19,503.974	257,651
NFSC; Canara Robeco Floating Rate Short Term Growth Fund	81,905.448	1,000,000	81,905.448	1,000,000
Religare Ultra Short Term Fund-Institutional Daily Dividend	6,347.162	63,572	-	-
	-	1,321,223	-	1,257,651
Total	-	<u>1,689,039,879</u>	-	<u>553,121,967</u>
Market Value of Quoted Investments	-	-	-	215,794,590
Book Value of Quoted Investments	-	-	-	496,008,315
Book Value of Unquoted Investments (Net of provision)	-	1,689,039,879	-	57,113,652
*(Refer Note 2 (a) (xiii) of Schedule 'S')				

Schedules forming part of the Balance Sheet as at March 31, 2010

	As at March 31, 2010 ₹	As at March 31, 2009 ₹
SCHEDULE 'G' : STOCK IN TRADE		
- Shares & Securities	4,771,131	4,712,578
	<u>4,771,131</u>	<u>4,712,578</u>
SCHEDULE 'H' : SUNDRY DEBTORS (Unsecured and considered good unless stated otherwise)		
- Debts outstanding for a period exceeding six months	10,767,254	2,650,008
- Considered good	6,548,839	-
- Considered doubtful	-	-
- Other debts	102,136,434	26,666,702
- Considered good	2,215,775	-
- Unbilled Revenue	6,548,839	-
Less: Provision for doubtful debts	<u>115,119,463</u>	<u>29,316,710</u>
SCHEDULE 'I' : CASH AND BANK BALANCES.		
Cash in Hand	78,770	62,702
Balances With Scheduled Banks	135,976,194.	2,548,000
- Fixed Deposit Accounts (Refer Note 2 (c) of Schedule 'S')	10,650,844	5,790,052
- Current Accounts	<u>146,705,808</u>	<u>8,400,754</u>
SCHEDULE 'J' : OTHER CURRENT ASSETS		
Unsecured - considered good	1,592,022	202,613
Interest accrued but not due on fixed deposits with banks	3,122,308	286,468
Prepaid expenses	<u>4,714,330</u>	<u>489,081</u>
SCHEDULE 'K' : LOANS AND ADVANCES		
Unsecured - considered good	10,347,413	4,431,096
Advances recoverable in cash or in kind or for value to be received*	47,454,992	6,957,743
Advance Payment of Taxes/Tax Deducted at Source (Net-of-Provisions)	7,133,830	7,335,546
Balance with Service,Excise,CST & VAT Authorities	2,249,517	1,432,562
Staff Loans/Advances	6,513,914	4,153,740
Security Deposits	11,855,117	-
Advance paid to vendors	-	100,000
Loan Against Shares	-	-
*Includes ₹ 9,27,521 paid to erstwhile Directors of Oliverays Innovations Ltd. which will be adjusted against amount payable as per revenue sharing agreement. [Maximum amount outstanding during the year ₹ 30,00,000].	<u>85,554,783</u>	<u>24,410,687</u>

Schedules forming part of the Balance Sheet as at March 31, 2010

	As at March 31, 2010 ₹	As at March 31, 2009 ₹
SCHEDULE 'L' : LIABILITIES		
Sundry Creditors (Refer Note 2(q) of Schedule 'S')		
- Due to Micro and Small Enterprises	-	-
- Due to Others	23,319,869	28,244,498
Advance Against Sale of Shares	840,000	840,000
Book Overdraft with Bank	586,191,201	-
Security Deposits	1,235,029	1,235,029
Interest accrued but not due	32,258,879	23,588,442
Other Liabilities	58,797,603	7,852,867
Advances from Customers	3,584,146	-
Unearned Revenue	12,270,863	-
	<u>718,497,590</u>	<u>61,760,836</u>
SCHEDULE 'M' : PROVISIONS		
Provision for Non - Performing Assets		100,000
Provision for Gratuity	6,550,034	1,822,928
Provision for Leave Encashment	1,417,063	848,129
	<u>7,967,097</u>	<u>2,771,057</u>

Schedules forming part of the Profit and Loss Account for the year ended March 31, 2010

	As at March 31, 2010 ₹	As at March 31, 2009 ₹
SCHEDULE 'N' : INCOME FROM OPERATIONS		
Software Development	158,525,012	-
License Fees	37,800,714	-
Service charges	35,002,023	30,078,686
Subscription/Data Content Feed	1,096,160	-
	<u>232,423,909</u>	<u>30,078,686</u>
SCHEDULE 'O' : OTHER INCOME		
Dividend Income	159,053	65,898
Profit on Sale of Mutual Funds Units	-	134,685
Bad Debts Recovered	8,045,000	12,698,811
Interest Income :		
- Banks (TDS ₹14,53,532)	11,471,304	200,223
- Corporate Loans	38,710,347	-
- Staff Loan	236,129	133,471
Miscellaneous Income	2,309,247	8,224
Reversal of Provisions	100,000	700,000
Balances Written Back	4,285,520	16,154,130
Exchange Fluctuation (Net)	109,708,455	-
	<u>175,025,055</u>	<u>30,095,442</u>
SCHEDULE 'P' : PERSONNEL EXPENSES		
Salaries, Bonus and Allowances	163,896,984	13,863,452
Employer's Contribution to Welfare Funds	2,364,030	706,856
Gratuity	2,602,064	1,154,805
Leave Encashment	235,178	383,102
Staff Welfare and Training Expenses	1,111,752	123,273
Insurance	2,412,788	219,154
	<u>172,622,796</u>	<u>16,450,642</u>

Schedules forming part of the Profit and Loss Account for the year ended March 31, 2010

	As at March 31, 2010 ₹	As at March 31, 2009 ₹
SCHEDULE 'Q' : OPERATING , ADMINISTRATIVE AND OTHER EXPENSES		
Rent, Rates and Taxes	29,852,682	2,274,620
Customer Support Expenses	918,693	-
Exchange Feeds, Subscription and Empanelment Fees	2,031,993	208,750
IT Service Charges	5,000,000	15,267,202
Database Maintenance Expenses	1,193,109	-
Repairs and Maintenance		
- Buildings	1,434,197	120,000
- Plant and Machinery	1,717,204	-
- Others	1,655,855	1,550
Electricity & Water Expenses	998,377	199,553
Travelling and Conveyance	15,442,455	1,667,859
Printing and stationery	1,136,486	639,057
Advertisement and Sales Promotion	2,583,870	1,822,086
Insurance	377,373	-
Legal and Professional Charges	14,208,011	28,696,817
Loss on Sale of Fixed Assets	1,532,242	86,882
Auditors' Remuneration		
- Audit	110,000	70,000
- Tax Audit	40,000	30,000
- Certification	45,250	17,000
- Others	4,000	-
Postage & Telephones	6,310,126	497,107
Stock Written-off	-	242,720
Miscellaneous expenses	2,847,794	147,276
	89,439,717	51,988,479

SCHEDULE 'R' : INTEREST AND FINANCE CHARGES

Interest :		
- Public Deposits	1,045,147	-
- Corporate Loans	158,348,957	62,150,891
- Others	112,858	18,979
- Bank Charges	1,012,061	30,405
	160,519,023	62,200,275

Schedules Annexed to and forming part of the Balance Sheet as at March 31, 2010 and Profit and Loss Account for the year ended March 31, 2010

SCHEDULE 'S': SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS

1. SIGNIFICANT ACCOUNTING POLICIES

a) BASIS OF ACCOUNTING

The financial statements are prepared under the historical cost convention, on the accrual basis of accounting to comply in all material aspects with the applicable accounting principles in India, the applicable Accounting Standards notified under section 211(3C) of the Companies Act, 1956 and the relevant provisions of the Companies Act, 1956.

b) USE OF ESTIMATES

The presentation of Financial Statements requires 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 reported period. Difference between the actual results and estimates are recognized in the period in which results are known/materialized.

c) REVENUE RECOGNITION

1. Revenue from fixed price service contracts is recognized in proportion to the degree of completion of service by reference to and based on milestones/acts performed as specified in the contracts and in case of time and material service contracts, it is recognized on the basis of hours completed and material used.
2. Revenue from the sale of user licenses for software applications is recognized on transfer of the title in the user license.
3. Subscription revenue from data base products is recognized proportionately over the period of subscription.
4. Revenue from annual maintenance contracts is recognized proportionately over the period in which services are rendered.
5. Revenue from Software Consultancy and Support Services is recognized based on proportionate completion method as per specific agreements with the customers.

6. Dividend Income is accounted for as income when the right to receive dividend is established.
7. Interest and other dues are accounted on accrual basis.
8. Revenue excludes Value added tax/sales tax and service tax.
9. Revenue in excess of billings on service contracts is recorded as unbilled receivables and is included in trade accounts receivable. Billings in excess of revenue that is recognized on service contracts are recorded as deferred revenue until the above revenue recognition criteria are met and are included in current liabilities.

d) FIXED ASSETS

Fixed assets are stated at cost less accumulated depreciation. Cost includes duties, taxes and other expenses incidental to development/acquisition and installation. In respect of internally developed software, costs include development costs directly attributable to the design and development of software.

e) BORROWING COSTS

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

f) STOCK IN TRADE

Stock in trade are valued at lower of Cost or Realizable Value.

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 and in case of assets acquired on merger, at their carrying values.

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/AMORTIZATION

Fixed Assets (other than leasehold land and intangible assets) are depreciated on the Straight Line Method as per the rates prescribed in Schedule XIV to the Companies Act, 1956. Leasehold improvements are amortized over the lease period or 6 years whichever is earlier. In respect of assets acquired/sold during the year, depreciation is charged on pro-rata basis.

Asset Class	Depreciation Rate
Plant & Machinery	4.75%
Computer System	16.21%
Furniture & Fixtures	6.33%
Vehicles	9.50%

Intangible assets are amortized over a period of three to six years on a straight-line basis, commencing from the date the asset is available to the company for its use.

Fixed assets individually costing upto ₹ 5,000 are depreciated at the rate of 100% on purchase.

i) 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.

j) INVESTMENTS

Long-term investments are valued at cost. Cost includes incidental charges incurred towards acquisition of such investments. Provision for diminution, if any, in the value of investments is made to recognize a decline, other than temporary in nature. Current investments are valued at lower of cost and fair value.

k) STOCK BASED COMPENSATION

The Company measures the compensation cost relating to employee stock options using the intrinsic value method. The compensation cost is amortised over the vesting period of the option.

l) 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 an 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 respect of which is provided, based on an actuarial valuation.
4. Actuarial gains and losses comprise experience adjustments and the effects of changes in the actuarial assumptions and are recognized 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 recognized during the period when the employee renders the services.

m) TAXES ON INCOME

Current tax is determined on the basis of the Income Tax Act, 1961.

Deferred tax is recognized on timing differences between the accounting income and the taxable income for the year and quantified using the tax rates and laws enacted or substantively enacted as on the Balance Sheet date.

Deferred tax assets are recognized and carried forward to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax asset can be realized, except for unabsorbed depreciation and carry forward of losses under the tax laws where deferred tax assets are recognized only to the extent that there is virtual certainty, supported by convincing evidence that sufficient future taxable income will be available against which such deferred tax assets can be realized.

n) PROVISIONS AND CONTINGENT LIABILITIES

A Provision is recognized when the Company has a present obligation as a result of past events, for which it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate of the amount can be made. Provisions are determined based on management estimate required to settle the obligation at the balance sheet date.

Provisions are reviewed regularly and are adjusted where necessary to reflect the current best estimates of the obligation. When the Company expects a provision to be reimbursed, the reimbursement is recognized as a separate asset, only when such reimbursement is virtually certain.

Liabilities which are material and whose future outcome cannot be ascertained with reasonable certainty is treated as contingent and to the extent not provided for are disclosed by way of notes to the accounts.

o) IMPAIRMENT OF FIXED ASSETS

At each Balance Sheet date, the Company assesses whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount. If the carrying amount of the asset exceeds its recoverable amount, an impairment loss is recognized in the Profit and Loss Account to the extent the carrying amount exceeds the recoverable amount. If at the Balance Sheet date there is an indication that if a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount.

p) ACCOUNTING FOR LEASES

Assets acquired under leases where the Company has substantially all the risks and rewards of ownership are classified as finance lease. Such leases are capitalized at the inception of the lease at lower of the fair value or the present value of the minimum lease payments and a liability is created for an equivalent amount. Each lease rental paid is allocated between the liability and the interest cost so as to obtain a constant periodic rate of interest on the outstanding liability for each period.

Assets acquired under leases where a significant portion of the risk and rewards of ownership are retained by the lessor are classified as operating leases. Lease rentals are charged to the Profit and Loss Account on accrual basis.

2. NOTES TO ACCOUNTS

a) COMPOSITE SCHEME OF ARRANGEMENT

- i. The Hon'ble High Court of Delhi vide its Order dated July 28, 2010 has sanctioned the Scheme of Arrangement (Scheme) u/s 391 to 394 of the Companies Act, 1956, among Religare Technova Global Solutions Limited, Religare Technologies Limited, Religare Technova Limited, Religare Technova Business Intellect Limited, Religare Technova IT Services Limited and their respective Shareholders and Creditors.
- ii. Certified copy of the Order has been received by the Company on 13th August, 2010 and the Company has filed the prescribed Form No. 21 with the Registrar of Companies, NCT of Delhi & Haryana on 16th August, 2010 to give effect to the Scheme.

- iii. The Appointed Date of the Scheme is 1st April, 2009. Hence, the approved Scheme has been given effect from 1st April, 2009.
- iv. Pursuant to the Scheme, the Demerged Undertaking of the Company (as defined in the Scheme) has been vested with Religare Technologies Limited (RTech) by way of Demerger on a going concern basis with effect from 1st April, 2009.
- v. In consideration of the above said demerger, RTech has issued and allotted 8079463 equity shares in RTech credited as fully paid-up to the equity shareholders of the Company, in the share exchange ratio of 20 equity shares in RTech of ₹ 10/- each credited as fully paid up for every 100 equity shares of ₹ 10/- each fully paid up held in the Company, as on the Record Date, 3rd September, 2010.
- vi. Any fraction(s) arising pursuant to the above said share exchange ratio has been consolidated and the equity shares have been issued by RTech to a trustee nominated by RTech. The trustee shall sell such shares and distribute the net sale proceeds to the shareholders entitled to such fractional share(s) in proportion to their fractional entitlement.
- vii. Consequent to above said Demerger, the issued, subscribed and paid up equity share capital of the Company has been reduced from ₹ 10/- per equity share to ₹ 8/- per equity share, by cancelling the paid up equity share capital to the extent of ₹ 2/- per equity share. Forthwith upon such reduction, the equity shares of ₹ 8/- each has been consolidated in a manner that 1.25 shares of ₹ 8/- each should constitute one equity share of ₹ 10/- each fully paid and be allotted to the Shareholders of the Company whose names appears in the Register of Members on the Record Date i.e. September 3, 2010. In effect, the total paid-up share capital of the Company has been reduced from ₹ 40,39,73,130 divided into 40397313 equity shares of ₹ 10/- each to ₹ 32,31,78,500 divided into 32317850 equity shares of ₹ 10/- each.
- viii. Any fraction(s) arising pursuant to the above said reduction and consolidation have been consolidated and the equity shares have been issued by the Company to a trustee appointed in respect of the Trust. The trustee shall sell such equity shares and distribute the net proceeds to the shareholders, entitled to such fractional share(s), in proportion to their fractional entitlement.

- ix. Further, in terms of the Scheme, residual Religare Technova Global Solutions Limited (RTGSL) (after the transfer of Information Services Division to Religare Technologies Ltd. by way of a slump sale on going concern basis) stands vested in the Company with effect from 1st April, 2009.
- x. In consideration of the merger as referred at paragraph ix above, the Company has issued and allotted to the equity shareholders of RTGSL, including the Trustee who will hold equity shares allotted in respect of the equity shares held by the Company in RTGSL, 11548727 equity shares of the Company in the share exchange ratio of 1.03275 equity shares of ₹ 10/- each credited as fully paid up, in the Company for every 2 equity shares of ₹ 5/- each fully paid up held in RTGSL on the Record Date i.e. 8th September, 2010.
- xi. 1,15,48,727 Equity Shares were issued pursuant to Scheme of Arrangement without payment being received in cash and includes 82,23,684 Equity Shares issued to Religare Technova Investment Shares Trust (the sole beneficiary of which is Religare Technova Ltd.) for investment in Religare Technova Global Solutions Ltd.
- xii. Any fraction(s) arising pursuant to the above referred share exchange ratio at paragraph x above has been consolidated and the equity shares has been issued by the Company to a trustee appointed in respect of the Trust. The trustee shall sell such shares and distribute the net proceeds to the shareholders in proportion to their fractional entitlement.
- xiii. The subsidiaries of the Company- Religare Technova Global Solutions Limited, Religare Technova IT Services Limited and Religare Technova Business Intellect Limited stand dissolved without winding up with effect from 16th August, 2010 in accordance with the provisions of the Scheme.
- xiv. The Transferor Company (Religare Technova Global Solutions Limited) carried on all the businesses and activities for the benefit of and in trust for the Transferee Company from the appointed date. Thus, the profit or income accruing or arising to the Transferor Company or expenditure or losses arising or incurred by them from the appointed date are treated as profit or income or expenditure or loss as the case may be of the Transferee Company. The Scheme has accordingly been given effect to in these accounts.
- xv. Nature of Business of the Amalgamating Companies:
Religare Technova Global Solutions Limited (excluding Information Services Division) got

merged with the Company. It's primary business is providing Information Technology Solutions (Software Products and Software Services) in the financial securities space.

The investment in subsidiaries Religare Technova IT Services Limited and Religare Technova Business Intellect Limited got demerged from the Company and merged with Religare Technologies Limited. Religare Technova IT Services Limited being in the business of System Integration, Business Solutions, Managed Services, Healthcare Knowledge Services and Hospital Information Services. Religare Technova Business Intellect Limited being in the business of Business Process Outsourcing.

- xvi. Pooling of Interest method of accounting has been used to reflect the accounting treatment for the Scheme except for Part III (Para 3.1 to 3.8) where purchase method of accounting for amalgamation has been used. This is in compliance with Accounting Standard 14 notified under Companies (Accounting Standards) Rules, 2006.
- xvii. An amount represented by the value of investment in the Demerged Undertaking has been adjusted against the Capital Reserve and Profit & Loss account of the Company.
- xviii. The amount arising on account of reduction of equity share capital of the Company has been adjusted against the debit balance of the Profit & Loss Account in the books of the Company. The reduction and consolidation of share capital has been effected as a part of this Scheme itself and pursuant to the Order of the Hon'ble Court, the reduction of capital is in due compliance of the provisions of Section 100, 102 & 103 and any other applicable provisions of the Companies Act, 1956 and rules and regulations made there under.
- xix. The excess of shares issued by the Company to the shareholders of the Residual RTGSL over the aggregate value of the assets reduced by the aggregate value of the liabilities, securities premium and other reserves of the Residual RTGSL, has been adjusted with the Securities Premium.

b) CONTINGENT LIABILITIES

- i. Technova Imaging Systems Private Limited (TISPL), has filed a suit against Religare Technova Ltd., Religare Technova Global Solutions Ltd. (vide amalgamation order dated July 28 2010 this company has now been merged with Religare Technova Limited), Religare Technova IT Services

- Ltd. (vide amalgamation order dated July 28 2010 this company has now been merged with Religare Technologies Limited) and Religare Technova Business Intellect Ltd. (vide amalgamation order dated July 28 2010 this company has now been merged with Religare Technologies Limited) (being C.S (OS) No. 588/2010) in the High Court of Delhi, u/s 134&135 of Trade Marks Act,1999 for injunction restraining infringement of trade mark, passing off, misrepresentation, acts of unfair competition, dilution, delivery up, damages and rendition of accounts. TISPL has prayed for granting of permanent injunction restraining the defendants from, their directors, promoters, employees etc. from using registered trademark "TECHNOVA", surrender or transfer in favour of TISPL the domain name 'religaretechnova.com', pass and pronounce the decree directing defendants to apply to Registrar of Companies for deletion of trade mark/name "TECHNOVA" from each of their corporate names, passing of preliminary decree for rendition of accounts directing the defendant to produce before the Hon'ble Court and damages to the tune of ₹ 50,00,000 (₹ 0.5 crore) or any such higher amount as may be determined pursuant to rendition of accounts. Further Application has been filed by the Respondents before the High Court for deletion of names of RTGSL, RTBIL and RTITSL. The matter is currently pending.
- ii. M/s Jyoti Portfolios Limited (JPL) has filed a suit (being CS no.783/09) before the Senior Civil Judge, South District, New Delhi against RTGSL, which has now been merged with RTL. JPL has alleged that in pursuant to purchase order of software namely "IPO Anywhere" to RTGSL, for price of ₹ 2,50,000 (₹ 0.025 crore) followed by part payment of sum of ₹ 125,000 (₹ 0.0125 crore), RTGSL did not install and activate the same at the agreed time. M/s Jyoti Portfolio has prayed for refund of advance sum paid of ₹ 1,25,000 (₹ 0.0125 crore) along with interest at the rate 18% amounting to ₹ 34,400 (₹ 0.003crore). The matter is currently pending.
- iii. Deal Depot Equities (DDE), has filed a summary suit in the High Court of Bombay (Original Civil Jurisdiction) (summary suit no. 612 of 2010) against RTGSL, which has now been merged with RTL. DDE has alleged that in pursuant to purchase order of software namely "TradeAnywhere" to RTGSL, the same was followed by part payment of sum of ₹ 6,75,000 (₹ 0.0675 crore) RTGSL did not install and activate the same. DDE has prayed for refund of advance sum paid of ₹ 6,75,000

(₹ 0.0675 crore) along with interest at the rate 6%. The matter is currently pending.

- iv. The Company has a Contingent Liability of a total sum of ₹ 51.64 (Previous Year ₹ 51.64) lacs for matters related to Interest Tax.
- v. Unimetal Ispat Limited had filed a suit (being M.S. No. 13/1997) against RTL, before the Civil Judge (Senior Division) at Alipore, raising an aggregate claim of ₹ 0.11 crore, in which a decree was granted by the Civil Judge (Senior Division) at Alipore. RTL has filed an appeal in this matter in the High Court of Kolkata. The matter is currently pending
- Future cash outflow(s) in respect of above are determinable only on receipt of judgments/decisions pending with various authorities.
- vi. There is bank guarantee in the form of letter of credit total amounting ₹ 1315 Lacs for facilitating working capital to its overseas subsidiary company named Religare Technova Global Solutions Pty Ltd.
- c) Fixed Deposits with Scheduled Banks include ₹ 11.00 lacs (Previous year ₹ 11.00 lacs), under lien in favour of banks as margin deposit for the guarantee issued on behalf of the Company referred to in 2 (b)(iv) above, fixed deposits of ₹ 1315 lacs are under lien referred to in 2 (b) (v) above and ₹ 3.25 lacs (Previous year ₹ 2.00 lacs) with various state VAT/Sales Tax authorities.
- d) Remuneration under Section 198 of the Companies Act 1956 (included under Schedule 'P'):

Details of Remuneration paid/payable to Mr. M.S.Grewal, the Managing Director is as below:

(₹ In lacs)

Particulars	2009-10	2008-09
Salary & Allowances	30.47	38.27
Perquisites	10.30	-
Contribution to PF & other funds	2.40	2.40
Provision for gratuity	1.01	1.10
Provision for Leave Encashment	-	4.13
Total	44.18	45.90

- e) The Company shares certain costs/service charges with other companies in the group. These costs have been allocated between the companies on the basis mutually agreed upon, which has been relied upon by the auditors.

f) The Following is the detail of Investments in Units of mutual funds purchased and sold during the year

Fund	Scheme	Purchase Units	Reinvestment Units	Sale Units	Nominal Value of the Unit
Religare Ultra Short Term Fund	Institutional Daily Dividend	798746	3,206	898,589	10

g) Finance Leases:

The company had taken Computer Server under a finance lease. The Minimum lease Payment (MLP) and Present Value(PV) are as follows:

Particulars	2010		2009	
	Minimum Lease Payment	PV of the Minimum Lease Payment	Minimum Lease Payment	PV of the Minimum Lease Payment
Upto 1 Year	33,05,836	24,61,974	-	-
1 to 3 Years	49,58,754	45,03,744	-	-

h) Operating Leases (Refer Schedule Q):

Particulars	2010	2009
Rent [Including minimum lease payments: Nil (2009: Nil)]	2,82,25,161	17,72,333
The Company has entered into operating lease arrangements for office and residential premises. The lease periods range from 12 months to 5 years with options of renewal for further periods with increased rent. The operating leases are cancelable by the lessor or lessee with a notice period of up to 3 months.		

i) The Company has unabsorbed depreciation and carry forward losses under the Income Tax Act 1961 of India. Accordingly, keeping in view uncertainty of taxable income in the future, provision for deferred tax assets/liabilities have not been recognized in the accounts.

j) Auditor's Remuneration*:

	2009-10	2008-09
Audit fees	1,10,000	70,000
Tax Audit Fees	40,000	30,000
Certification	45,250	17,000
Others	4,000	-

* Excluding Service Tax

k) Segment Reporting:

1. Primary Segment – Business Segments:

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

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

Information about primary Business segments

(₹ in lacs)

Particulars	Financial Business		IT Product Trading/Services		Software Product/Services		Unallocated		Total	
	2009-2010	2008-2009	2009-2010	2008-2009	2009-2010	2008-2009	2009-2010	2008-2009	2009-2010	2008-2009
(i) Segment Revenue										
External Revenue	1,748.22	292.52	-	301.09	2,325.54	-	1.31	8.14	4,075.08	601.75
Inter-Segmental Revenue	-	-	-	-	-	-	-	-	-	-
Total Revenue	1,748.22	292.52	-	301.09	2,325.54	-	1.31	8.14	4,075.08	601.75
(ii) Segment Results										
Total Segment Results	(1,497.32)	(66.58)	-	(291.59)	608.21	-	-	-	(889.11)	(358.17)
Unallocated Expenses (net)	-	-	-	-	-	-	-	-	-	(94.55)
Unallocated Interest expenses	-	-	-	-	-	-	-	-	-	(289.50)
Income Taxes (Current, Deferred and Fringe Benefit Tax)	-	-	-	-	(14.40)	-	-	-	(14.40)	(66.16)
Profit after tax	(1,497.32)	(66.58)	-	(291.59)	593.81	-	-	-	(903.51)	(808.38)
(iii) Segment Assets	18,490.61	5,819.13	-	559.17	2,761.95	-	-	-	21,252.56	6,378.30
Unallocated Corporate Assets	-	-	-	-	-	-	152.92	130.07	152.92	130.07
Total Assets	18,490.61	5,819.13	-	559.17	2,761.95	-	152.92	130.07	21,405.48	6,508.37
(iv) Segment Liabilities	16,481.99	5,621.74	-	185.45	1,050.30	-	-	-	17,532.29	5,807.19
Unallocated Corporate Liabilities	-	-	-	-	-	-	-	12.14	-	12.14
Total Liabilities	16,481.99	5,621.74	-	185.45	1,050.30	-	-	12.14	17,532.29	5,819.33
(v) Capital Expenditure										
Unallocated Capital expenditure	-	-	-	-	-	-	-	-	-	-
Total Capital expenditure	-	1.25	-	41.69	273.32	-	-	-	273.32	42.94
(vi) Depreciation/Amortization	14.91	12.74	-	12.00	623.09	-	-	-	638.00	24.74
Unallocated Depreciation amount	-	-	-	-	-	-	10.75	10.54	10.75	10.54
Total Depreciation	14.91	12.74	-	12.00	623.09	-	10.75	10.54	648.74	35.28
(vii) Non Cash Expenditure other than Depreciation										
Unallocated Non cash expenditure	-	-	-	0.87	104.95	-	-	-	104.95	0.87
Total Non cash expenditure	-	-	-	0.87	104.95	-	-	-	104.95	0.87

2. Secondary Segment – Geographical Segments:

Revenue from geographical segment is based on location of its customers and total carrying amount of assets and total cost incurred during the period to acquire fixed assets is based on geographical locations of the assets.

(₹ in lacs)

Particulars	2010	2009
Segment Revenue:		
Within India	3,298.66	601.75
Outside India	776.41	-
Total	4,075.08	601.75
Total Segment Assets:		
Within India	21,405.48	6,508.37
Outside India	Nil	Nil
Total	21,405.48	6,508.37
Cost incurred for acquiring segment assets during the year:		
Within India	273.32	42.94
Outside India	Nil	Nil
Total	273.32	42.94

1) **Related Party Disclosures as required by Accounting Standard 18:**

Nature of Relationship	Name of the Party
i) Subsidiary Companies	1 OliveRays Innovations Ltd. 2 Regius Overseas Holding Co. Ltd.
ii) Step Down Subsidiaries	1 Religare Technova Global Solutions Pty. Ltd. 2 Religare Technova Global Solutions (Australia) Pty Ltd. 3 Religare Technova Global Solutions (Developments) Pty Ltd. 4 Religare Technova Global Solutions (Asia Pacific) Pty Ltd. 5 Religare Technova Global Solutions (NZ) Ltd. 6 Religare Technova Global Solutions (HK) Ltd. 7 Religare Technova Global Solutions (UK) Ltd. 8 Religare Technova Global Solutions (MY) Sdn. Bhd. 9 Religare Technova Global Solutions (Singapore) Pte. Ltd 10 Religare Technova Global Solutions Vietnam Company Ltd.
iii) Individuals owning, directly or indirectly, an interest in voting power of the reporting enterprise that gives them control or significant influence over the enterprise, and relatives of any such individual	1 Mr. Malvinder Mohan Singh 2 Mr. Shivinder Mohan Singh 3 Mrs. Japna Malvinder Singh 4 Mrs. Aditi Shivinder Singh
iv) Key management personnel and relatives of such personnel	1 Mr. Maninder Singh Grewal 2 Mr. Sanjay V. Padode 3 Mrs. Maninder Grewal 4 Mrs. Kalpana Padode
v) Enterprises over which any person described in (iii) or (iv) is able to exercise significant influence with whom transactions have taken place	1 Religare Technologies Ltd. 2 Luxury Farms Private Ltd. 3 RHC Holding Pvt. Ltd. 4 Oscar Investments Ltd. 5 Religare Enterprises Ltd. 6 Religare Finvest Ltd. 7 Religare Commodities Ltd. 8 Religare Realty Ltd. 9 Religare Securities Ltd. 10 Religare Capital Markets Ltd. 11 Religare Arts Initiative Ltd. 12 Religare Insurance Broking Ltd. 13 Aegon Religare Life Insurance Company Ltd. 14 Religare Macquarie Wealth Management Ltd. 15 Religare Capital Markets plc (name changed from Religare Hichens, Harrison plc w.e.f March 10, 2010) 16 Religare Travels (India) Ltd. 17 Religare Wellness Ltd. 18 Super Religare Laboratories Ltd.

Following Transaction have taken place during the year:-

(₹ in Lacs)

Nature of Transaction	Subsidiary Companies		Individuals having Control		Key Management Personnel		Enterprises over which Individual/ Key Management Personnel able to exercise significant influence		Total	
	2009-2010	2008-2009	2009-2010	2008-2009	2009-2010	2008-2009	2009-2010	2008-2009	2009-2010	2008-2009
Inter Corporate Deposits Received										
Oscar Investments Ltd.	-	-	-	-	-	-	3,500.00	-	3,500.00	-
Luxury Farms Private Ltd.	-	-	-	-	-	-	1,795.00	-	1,795.00	-
RHC Holding Pvt. Ltd.	-	-	-	-	-	-	48,410.00	4,692.51	48,410.00	4,692.51
Religare Finvest Ltd.	-	-	-	-	-	-	53,809.00	6,332.80	53,809.00	6,332.80
Total	-	-	-	-	-	-	107,514.00	11,025.31	107,514.00	11,025.31
Inter Corporate Deposits Repaid										
Oscar Investments Ltd.	-	-	-	-	-	-	-	1,800.00	-	1,800.00
Luxury Farms Private Ltd.	-	-	-	-	-	-	827.00	-	827.00	-
RHC Holding Pvt. Ltd.	-	-	-	-	-	-	58,548.51	5,514.00	58,548.51	5,514.00
Religare Finvest Ltd.	-	-	-	-	-	-	48,249.50	6,952.51	48,249.50	6,952.51
Total	-	-	-	-	-	-	107,625.01	14,266.51	107,625.01	14,266.51
Interest Paid										
Oscar Investments Ltd.	-	-	-	-	-	-	0.77	130.78	0.77	130.78
Luxury Farms Private Ltd.	-	-	-	-	-	-	66.77	-	66.77	-
RHC Holding Pvt. Ltd.	-	-	-	-	-	-	836.84	899.94	836.84	899.94
Religare Finvest Ltd.	-	-	-	-	-	-	649.58	54.12	649.58	54.12
Total	-	-	-	-	-	-	1,553.97	1,084.84	1,553.97	1,084.84
Finance/Equity Contribution										
Equity Contribution										
Reguis Overseas Holding Company Ltd	9,984.39	-	-	-	-	-	-	-	9,984.39	-
Religare Technologies Ltd.	-	-	-	-	-	-	5.00	-	5.00	-
Total	9,984.39	-	-	-	-	-	5.00	-	9,989.39	-
Inter Corporate Deposits Given										
Religare Technova Global Solutions Ltd.	-	-	-	-	-	-	-	-	-	-
<i>Inter Corporate Deposits</i>	-	-	-	-	-	-	-	-	-	-
Total	-	-	-	-	-	-	-	-	-	-
Inter Corporate Deposits Received Back										
Religare Technova Global Solutions Ltd.	-	-	-	-	-	-	-	-	-	-
<i>Inter Corporate Deposits</i>	-	5,000.00	-	-	-	-	-	-	-	5,000.00
Total	-	5,000.00	-	-	-	-	-	-	-	5,000.00
Sales & Services to other companies										
Religare Securities Ltd.	-	-	-	-	-	-	142.92	88.77	142.92	88.77
AEGON Religare Life Insurance Co. Ltd	-	-	-	-	-	-	4.96	-	4.96	-
Religare Finvest Ltd.	-	-	-	-	-	-	59.76	4.07	59.76	4.07
Religare Insurance Broking Ltd.	-	-	-	-	-	-	69.04	61.44	69.04	61.44
Religare Enterprises Ltd.	-	-	-	-	-	-	153.44	1.23	153.44	1.23
Religare Commodities Ltd.	-	-	-	-	-	-	21.49	6.09	21.49	6.09
Religare Technologies Ltd.	-	-	-	-	-	-	350.02	-	350.02	-
Religare Realty Ltd.	-	-	-	-	-	-	5.66	-	5.66	-
Religare Arts Initiative Ltd.	-	-	-	-	-	-	0.63	-	0.63	-
Religare Capital Market Ltd.	-	-	-	-	-	-	0.03	-	0.03	-
Religare Macquarie Wealth Management Ltd.	-	-	-	-	-	-	1.88	-	1.88	-
Religare Capital Markets Plc	-	-	-	-	-	-	4.90	-	4.90	-
Super Religare Laboratories Ltd.	-	-	-	-	-	-	0.46	-	0.46	-
Religare Technova Global Solutions (Vietnam) Ltd.	-	-	-	-	-	-	-	-	-	-
Religare Technova Global Solutions (HK) Ltd.	15.93	-	-	-	-	-	-	-	15.93	-
Religare Technova Global Solutions (Aus) Ltd.	43.00	-	-	-	-	-	-	-	43.00	-
Religare Technova Global Solutions (UK) Ltd.	629.02	-	-	-	-	-	-	-	629.02	-
Religare Technova IT Services Ltd.	90.44	-	-	-	-	-	-	-	90.44	-
Religare Technova Business Intellect Ltd.	-	90.98	-	-	-	-	-	-	-	90.98
	-	48.81	-	-	-	-	-	-	-	48.81
Total	778.40	139.79	-	-	-	-	815.17	161.60	1,593.57	301.39

(₹ in Lacs)

Nature of Transaction	Subsidiary Companies		Individuals having Control		Key Management Personnel		Enterprises over which Individual/ Key Management Personnel able to exercise significant influence		Total	
	2009-2010	2008-2009	2009-2010	2008-2009	2009-2010	2008-2009	2009-2010	2008-2009	2009-2010	2008-2009
Interest Income										
Religare Technova Global Solutions Ltd.	-	567.74	-	-	-	-	-	-	-	567.74
<i>Interest Income</i>	-	567.74	-	-	-	-	-	-	-	567.74
Total	-	567.74	-	-	-	-	-	-	-	567.74
Sales & Services by other companies										
Religare Technova Business Intellect Ltd.	-	157.92	-	-	-	-	-	-	-	157.92
Religare Technologies Ltd.	-	-	-	-	-	-	94.72	-	94.72	-
Religare Finvest Ltd.	-	-	-	-	-	-	7.15	-	7.15	-
Religare Travels (India) Ltd.	-	-	-	-	-	-	113.42	10.42	113.42	10.42
Religare Realty Ltd.	-	-	-	-	-	-	6.07	-	6.07	-
Religare Securities Ltd.	-	-	-	-	-	-	-	260.00	-	260.00
Total	-	157.92	-	-	-	-	221.36	270.42	221.36	428.34
Sale of Fixed Assets										
Religare Finvest Ltd.	-	-	-	-	-	-	6.41	-	6.41	-
Total	-	-	-	-	-	-	6.41	-	6.41	-
Purchase/Advance for Purchase of Fixed Assets										
Religare Technova IT Services Ltd.	-	2.47	-	-	-	-	-	-	-	2.47
Total	-	2.47	-	-	-	-	-	-	-	2.47
Remuneration to Key Managerial Personnel										
Maninder Singh Grewal	-	-	-	-	44.18	45.90	-	-	44.18	45.90
Sanjay Padode	-	-	-	-	74.50	24.83	-	-	74.50	24.83
Total	-	-	-	-	118.68	70.73	-	-	118.68	70.73
Broking Related Transactions										
Religare Securities Ltd.	-	-	-	-	-	-	0.00	0.01	0.00	0.01
Total	-	-	-	-	-	-	0.00	0.01	0.00	0.01
Current Account Transactions										
Religare Technova Global Solutions Ltd.	-	30.59	-	-	-	-	-	-	-	30.59
Religare Technova Business Intellect Ltd.	-	83.00	-	-	-	-	-	-	-	83.00
Religare Technova IT Services Ltd.	-	112.67	-	-	-	-	-	-	-	112.67
Oliverays Innovations Private Ltd.	19.15	-	-	-	-	-	-	-	19.15	-
Religare Technova Global Solutions (UK) Ltd.	13.81	-	-	-	-	-	-	-	13.81	-
Religare Technologies Ltd.	-	-	-	-	-	-	588.59	-	588.59	-
Religare Commodities Ltd.	-	-	-	-	-	-	1.64	-	1.64	-
Religare Enterprises Ltd.	-	-	-	-	-	-	81.44	1.27	81.44	1.27
Religare Wellness Ltd.	-	-	-	-	-	-	1.61	0.32	1.61	0.32
Religare Finvest Ltd.	-	-	-	-	-	-	2.60	5.53	2.60	5.53
Religare Securities Ltd.	-	-	-	-	-	-	2.61	0.11	2.61	0.11
Total	32.95	226.26	-	-	-	-	678.50	7.23	711.45	233.49
Outstanding Balance Payable/ Receivable as on 31-3-10										
Receivable										
Other Receivable										
Religare Technologies Ltd.	-	-	-	-	-	-	465.54	-	465.54	-
Religare Enterprises Ltd.	-	-	-	-	-	-	19.44	-	19.44	-
Religare Arts Initiative Ltd.	-	-	-	-	-	-	0.60	-	0.60	-
Religare Capital Markets Plc	-	-	-	-	-	-	3.76	-	3.76	-

(₹ in Lacs)

Nature of Transaction	Subsidiary Companies		Individuals having Control		Key Management Personnel		Enterprises over which Individual/ Key Management Personnel able to exercise significant influence		Total	
	2009-2010	2008-2009	2009-2010	2008-2009	2009-2010	2008-2009	2009-2010	2008-2009	2009-2010	2008-2009
Religare Macquarie Wealth Management Ltd.	-	-	-	-	-	-	0.90	-	0.90	-
Super Religare Laboratories Ltd.	-	-	-	-	-	-	0.46	-	0.46	-
Religare Commodities Ltd.	-	-	-	-	-	-	4.29	7.56	4.29	7.56
Religare Finvest Ltd.	-	-	-	-	-	-	10.44	7.64	10.44	7.64
Religare Insurance Broking Ltd.	-	-	-	-	-	-	28.13	68.40	28.13	68.40
Religare Securities Ltd.	-	-	-	-	-	-	143.16	122.43	143.16	122.43
Religare Technova Global Solutions (HK) Ltd.	43.00	-	-	-	-	-	-	-	43.00	-
Religare Technova Global Solutions (Aus) Ltd.	233.70	-	-	-	-	-	-	-	233.70	-
Religare Technova Global Solutions (UK) Ltd.	48.64	-	-	-	-	-	-	-	48.64	-
Total	325.35	-	-	-	-	-	676.72	206.03	1,002.07	206.03
Payable										
Inter Corporate Deposits Payable										
Oscar Investments Ltd.	-	-	-	-	-	-	3,500.00	-	3,500.00	-
Luxury Farms Private Ltd.	-	-	-	-	-	-	968.00	-	968.00	-
RHC Holding Pvt. Ltd.	-	-	-	-	-	-	-	5,138.51	-	5,138.51
Religare Finvest Ltd.	-	-	-	-	-	-	5,595.00	35.50	5,595.00	35.50
Total	-	-	-	-	-	-	10,063.00	5,174.01	10,063.00	5,174.01
Interest Payable										
Oscar Investments Ltd.	-	-	-	-	-	-	0.69	-	0.69	-
Luxury Farms Private Ltd.	-	-	-	-	-	-	8.14	-	8.14	-
RHC Holding Pvt. Ltd.	-	-	-	-	-	-	146.88	174.34	146.88	174.34
Religare Finvest Ltd.	-	-	-	-	-	-	164.48	3.07	164.48	3.07
Total	-	-	-	-	-	-	320.19	177.41	320.19	177.41
Other Payable										
Religare Technova Business Intellect Ltd.	-	115.10	-	-	-	-	-	-	-	115.10
Religare Enterprises Ltd.	-	-	-	-	-	-	33.03	2.33	33.03	2.33
Religare Realty Ltd.	-	-	-	-	-	-	0.83	-	0.83	-
Religare Wellness Ltd.	-	-	-	-	-	-	1.61	-	1.61	-
Religare Travels (India) Ltd.	-	-	-	-	-	-	3.92	1.36	3.92	1.36
Total	-	115.10	-	-	-	-	39.40	3.69	39.40	118.79

m) For the purpose of calculation of Basic and Diluted Earnings per Share the following amounts are considered:

Particulars	Year Ended 31.03.10	Year Ended 31.03.09
Net Profit/Loss after tax (₹)	(9,03,51,120)	(80,837,774)
Weighted average number of equity share		
For Basic EPS (No.)	4,38,66,577	40,397,313
For Diluted EPS (No.)	4,38,66,577	40,397,313
Nominal Value of shares (₹)	10	10
Earnings per share (EPS)		
Basic (₹)	(2.06)	(2.00)
Diluted (₹)	(2.06)	(2.00)

n) Disclosures relating to actuarial valuation of Gratuity Liability:

₹

	Gratuity	
	2009-10	2008-09
I Assumptions as at 31st March, 2010		
Mortality	LIC (1994-96) Ultimate	LIC (1994-96) Ultimate
Discount Rate	8% p.a.	8% p.a.
Expected Rate of return on plan assets	8% p.a.	N.A
Expected Average Remaining Service	16	19
II Changes in present value of obligations		
Present Value of Obligation at April 1, 2009	4,913,328	668,123
Interest Cost	393,166	55,041
Current Service Cost	2,459,417	238,418
Benefits Paid	232,000	-
Actuarial (Gain)/Loss on Obligation	(983,877)	861,346
Present Value of Obligation at March 31, 2010	6,550,034	1,822,928
III Changes in Fair Value of Plan Assets		
Fair Value of Plan Assets at April 1, 2009	1,315,359	-
Expected Return of Plan Assets	105,229	-
Contributions	-	-
Benefits paid	232,000	-
Actuarial Gain/(Loss) on Plan Assets	-	-
Fair Value of Plan Assets at March 31, 2010	1,188,588	-
IV Amounts to be recognised in the Balance Sheet		
Present Value of Obligation at March 31, 2010	6,550,034	1,822,928
Fair Value of Plan Assets at March 31, 2010	-	-
Un-funded Liability at March 31, 2010	6,550,034	1,822,928
Unrecognised Actuarial Gain/(Loss)	-	-
Net (Asset)/Liability recognised in the Balance Sheet	6,550,034	1,822,92
V Expense recognised in the statement of Profit & Loss A/c		
Interest Cost	393,166	55,041
Current Service Cost	2,459,417	238,418
Expected Return on Plan Assets	105,229	-
Net Actuarial (Gain)/Loss recognised for the period	(145,290)	(861,346)
Expense recognized in the statement of Profit & Loss A/c	2,602,064	1,154,805

o) Foreign Exchange Earnings and Expenditure:

Earnings in foreign currency (accrual basis)

₹

Particulars	2010	2009
Software Development	66,098,373	-
License Sale	14,938,221	-
Interest on Inter Corporate Deposit	38,710,346	-
Miscellaneous Income	1,500,255	-
Total	121,247,195	-

Expenditure incurred in foreign currency (accrual basis) ₹

Particulars	2010	2009
Traveling Expense	5,397,344	-
Others	16,64,126	-
Total	7,061,470	-

- p) Other Information with regards to other matters specified in clauses 3, 4, 4A, 4C and 4D of Part II of Schedule VI to the Companies Act, 1956 are either nil or not applicable to the Company for the year ended March 31, 2010.
- q) There are no transactions during the year with Micro, Small and Medium Enterprises during the year and as such there is no balance outstanding as at March 31, 2010.
- r) During the year Public Deposits Balance (2008-09) amounting to ₹ 3,95,75,000 has been fully repaid and there is no outstanding Deposits Balance at year end.
- s) Capital Work in Progress ₹ 15,206,393 includes costs incurred on internally generated software in the development stage of the product. Considering the current economic and market conditions necessary provision has been made in the books of accounts for its impairment.
- t) As per the policy, considering the current economic and market conditions, the Company has tested its assets for impairment. Based on its internal evaluation of recoverable value of its assets as against the carrying value of assets as on the balance sheet date, the internally generated softwares have been impaired to the extent of ₹ 16,904,711. Accordingly, necessary provision has been made in the books of accounts.
- u) During the year outstanding loan amount due of AUD 20,849,648 from Regius Overseas Holding Company Limited, (ROHCL) a wholly owned subsidiary, along with the accrued interest thereon equivalent to AUD 2,894,157 was converted into 5,170,000 no. of Ordinary Shares @ AUD 1 each on June 24, 2009 and 1,85,73,805 no. of 0% Optionally Convertible Redeemable Preference Shares @ AUD 1 each on Oct.31, 2009 which has increased investment in ROHCL to ₹11,35,836,088 consisting of 8,765,001 equity shares and 18,573,805 preference shares as on March 31, 2010. The above investments has been considered as long term and valued at cost as on March 31, 2010. As per AS 13 on "Accounting for Investments", these investments are classified as long term investments and are valued at cost, subject to any other than temporary decline in the value of these investments (please refer note below).
- v) ROHCL including its overseas subsidiaries has suffered operating loss of AUD 37,31,823 during the year ended on March 31 2010 and YTD accumulated loss stands at AUD 76,91,662. However, the net worth is positive at AUD 2,09,49,960. Based on management assessment ROHCL operations should turnaround over next few years. Accordingly no provision, if any, for the diminution has been made in the value of investments for the year ended on March 31, 2010
- w) The Company had received requests for cancellation of the unexercised stock options for 10,200 equity shares and after this cancellation there are no outstanding stock options under Employee stock option Plan, 2006.
- x) Figures of the Previous Year have been regrouped, rearranged and reclassified to conform to the current year classification.
- y) The figures for the year ended March 31, 2009 are not strictly comparable since they do not include numbers related to residual operations of Religare Technova Global Solutions Ltd., an erstwhile subsidiary of the company which has been merged with the Company pursuant to the scheme of arrangement sanctioned by the High Court of Delhi.

Signatories to Schedules A to S forming Part of the financial statement

As per our attached report of even date

For **R.V. SHAH & CO.**
Chartered Accountants
ICAI Registration No. 109765W

Sd/-
(R.V. SHAH)
Proprietor
Membership No. 016097

Place : New Delhi
Date : November 9, 2010

On behalf of the Board of Directors

Sd/-
Ralph James Horne
Global CEO & Managing Director
DIN : 03297973

Sd/-
Tarun Rastogi
Company Secretary

Sd/-
Maninder Singh Grewal
Director
DIN : 00648031

**BALANCE SHEET ABSTRACT AND A COMPANY'S GENERAL BUSINESS PROFILE
(AS PER PART IV OF SCHEDULE VI OF THE COMPANIES ACT, 1956)**

I Registration Details

Registration No.	58032	State Code	55
Balance Sheet Date	31-Mar-10		

II Capital Raised during the year (Amount in ₹ Thousands)

Public Issue	-	Right Issue	-
Bonus Issue	-	Private Placement	-

III Position of Mobilisation and Deployment of Funds (Amount in ₹ Thousands)

Total Liabilities	2,597,520	Total Assets	2,597,520
Sources of Funds		Reserve and Surplus	405,626
Paid-up Capital	438,666	Unsecured Loans	1,019,800
Secured Loans	6,964		
Other Liabilities	-		
Application of Funds		Investments	1,689,040
Net Fixed Assets	94,642	Misc. Expenditure	-
Net Current Assets	(369,599)		
Accumulated Losses	456,973		

IV Performance of Company(Amount in ₹ Thousands)

Turnover	407,508	Total Expenditure	496,419
+ - Profit/Loss Before Tax		+ - Profit/Loss After Tax	
+ - 88,911		+ - 90,351	
Earning per share in ₹	(2.06)	Dividend @ %	NIL

V Generic Names of Three Principal Products/Services of Company (as per monetary terms)

Item Code No. (ITC Code)	N.A.
Product Description	Software Product Development/Sale, Maintenance & Other Related Services

On behalf of the Board of Directors

Sd/-
Ralph James Horne
Global CEO & Managing Director
DIN : 03297973

Sd/-
Maninder Singh Grewal
Director
DIN : 00648031

Sd/-
Tarun Rastogi
Company Secretary

Place : New Delhi.
Date : November 9, 2010

Statement pursuant to Section 212 of the Companies Act 1956, relating to subsidiary companies

Sl. No.	Name of Holding/ Subsidiary	Subsidiaries																
		Religare Technova Limited	Religare Technova IT Services Limited*	Religare Technova Business Intellect Limited*	Religare Technova Global Solutions Limited*	Religare Technologies Limited*	Religare Overseas Holding Co. Limited	Religare Technova Global Solutions Pty Ltd	Religare Technova Global Solutions (Australia) Pty Ltd	Religare Technova Global Solutions (Asia Pacific) Pty Ltd	Religare Technova Global Solutions (Development) Pty Ltd	Religare Technova Global Solutions (NZ) Ltd	Religare Technova Global Solutions (HK) Ltd	Religare Technova Global Solutions (Malaysia) Sdn Bhd.	Religare Technova Global Solutions (Singapore) Pte. Ltd	Religare Technova Global Solutions (UK) Ltd	Religare Technova Global Solutions Vietnam Company Ltd.	Oliverays Innovations Ltd
1	Capital	438,665,770	-	-	-	-	1,131,965,955	12,421,530	66,248	164,502,462	41,405	1,602,377	45	2,971,361	45	17,135,569	1,116,818	500,000
2	Reserves	(51,346,888)	-	-	-	-	(127,213,402)	(9,156,843)	(112,121,816)	46,093,625	69,425,174	(12,856,387)	(139,541,722)	(23,046,095)	(40,171,434)	(39,758,405)	(48,232,305)	1,061,287
3	Total Assets	2,140,547,576	-	-	-	-	1,005,045,536	44,966,701	292,060,341	242,589,655	89,641,624	39,072,915	63,388,187	19,237,161	20,411,637	59,943,066	22,089,804	2,930,948
4	Total Liabilities	1,753,228,693	-	-	-	-	292,982	41,702,014	404,115,909	31,993,568	20,175,046	50,326,924	202,929,864	39,311,895	60,583,093	82,565,902	69,185,490	1,169,661
5	Details of Investment:	1,689,039,879	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
6	Total Income	407,448,964	-	-	-	-	6,581,009	-	165,376,936	257,328,699	-	61,650,273	120,303,824	27,477,285	7,124,006	164,519,929	19,760,961	1,025,649
7	Profit before taxation	(88,911,120)	-	-	-	-	(37,816,479)	(15,982)	(9,628,031)	47,980,620	6,023,231	2,102,649	(73,799,638)	(17,805,985)	(15,253,649)	(5,372,117)	(42,588,107)	716,609
8	Provision for taxation	1,440,000	-	-	-	-	-	-	8,612,261	-	(1,409,253)	-	105,279	-	5,750,811	-	-	13,939
9	Profit after taxation	(90,351,120)	-	-	-	-	(37,816,479)	(15,982)	(1,015,770)	47,980,620	4,613,978	2,102,649	(73,799,638)	(17,700,706)	(15,253,649)	(11,121,928)	(42,588,107)	712,615
10	Proposed Dividend	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Exchange Rate	1	1	1	1	1	41.4051	41.4051	41.4051	41.4051	41.4051	32.0475	45.1647	45.1647	45.1647	45.1647	68.5420	1.0000
	Reporting Currency	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹

* Hon'ble High Court of Delhi vide its Order dated July 28, 2010 has sanctioned the Scheme of Arrangement (Scheme) between Religare Technova Ltd., Religare Technova Global Solutions Ltd., Religare Technova Business Intellect Ltd., Religare Technova IT Services Limited and Religare Technologies Ltd. and the Scheme becomes effective from August 16, 2010 with effect from Appointed Date i.e. April 1, 2009. Religare Technova Global Solutions Ltd. has been merged with Religare Technova Ltd. & Religare Technova Business Intellect Ltd. and Religare Technova IT Services Ltd. has been merged with Religare Technologies Ltd. and further, Religare Technologies Ltd. ceased to be a subsidiary of Religare Technova Ltd.

On behalf of the Board of Directors

Sd/-
Ralph James Home
Global CEO & Managing Director
DIN : 03297973

Sd/-
Maninder Singh Grewal
Director
DIN : 00648031

Sd/-
Tarun Rastogi
Company Secretary

Place : New Delhi
Date : November 9, 2010

Auditors' Report

To

The Board of Directors of Religare Technova Limited

1. We have audited the attached Consolidated Balance Sheet of Religare Technova Limited (the 'Company') and its subsidiaries (together 'the Group') as at March 31, 2010, the Consolidated Profit and Loss account for the year ended on that date annexed thereto, and the Consolidated Cash Flow Statement for the year ended on that date, which we have signed under reference to this report. These consolidated financial statements are the responsibility of the Company's management and have been prepared by the management on the basis of separate financial statements and other financial information regarding components. Our responsibility is to express an opinion on these consolidated financial statements based on our audit.
2. We conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements prepared, are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. We did not audit the financial statements of subsidiaries, whose financial statements reflect total assets of ₹ 12,490.03 Lacs as at March 31, 2010 and total revenues of ₹ 7,436.81 Lacs and net cash outflows of ₹ 24.27 Lacs for the year ended on that date. These financial statements have been audited by other auditors whose reports have been furnished to us, and our opinion, insofar as it relates to the amounts included in

respect of these subsidiaries, is based solely on the report of the other auditors.

4. We report that the consolidated financial statements have been prepared by the Company's management in accordance with the requirements of Accounting Standard (AS) 21, Consolidated Financial Statements, notified under section 211(3C) of the Companies Act, 1956 and the relevant provisions of the Companies Act, 1956.
5. Based on our audit and on the consideration of reports of other auditors on separate financial statements and on other financial information of the components, in our opinion and to the best of our information and according to the explanations given to us, the attached consolidated financial statements give a true and fair view in conformity with the accounting principles generally accepted in India:
 - (a) in the case of the Consolidated Balance Sheet, of the consolidated state of affairs of the Group as at March 31, 2010;
 - (b) in the case of the Consolidated Profit and Loss Account, of the consolidated results of operations of the Group for the year ended on that date; and
 - (c) in the case of the Consolidated Cash Flow Statement, of the consolidated cash flows of the Group for the year ended on that date.

For R.V. SHAH & CO.
Chartered Accountants
ICAI Registration No. 109765W

Sd/-
(R.V. SHAH)
Proprietor

Membership No. 016097

Place : New Delhi

Date : November 9, 2010

Consolidated Balance Sheet as at March 31, 2010

	Schedule	As at March 31, 2010 ₹	As at March 31, 2009 ₹
SOURCES OF FUNDS			
Shareholders' Funds			
Share Capital	A	438,665,770	403,973,130
Reserves and Surplus	B	414,462,437	102,163,802
		<u>853,128,207</u>	<u>506,136,932</u>
Minority Interest		-	80,452,599
Loan Funds			
Secured Loans	C	114,617,266	9,066,692
Unsecured Loans	D	1,019,800,000	1,591,311,042
Deferred Tax Liability (Net)		40,108	(1,099,097)
TOTAL		<u>1,987,585,581</u>	<u>2,185,868,167</u>
APPLICATION OF FUNDS			
Fixed Assets			
Gross Block	E	1,345,770,602	1,230,958,127
Less : Depreciation/Amortization		190,932,554	128,483,994
Net Block		<u>1,154,838,048</u>	<u>1,102,474,133</u>
Investments	F	553,203,788	57,666,357
Current Assets, Loans and Advances			
Stock in Trade	G	4,771,131	53,522,084
Sundry Debtors	H	235,551,339	567,148,322
Cash and Bank Balances	I	175,927,944	225,758,505
Other Current Assets	J	4,714,330	18,600,450
Loans and Advances	K	106,537,179	212,711,198
		<u>527,501,923</u>	<u>1,077,740,559</u>
Less : Current Liabilities and Provisions			
Liabilities	L	864,731,037	618,358,525
Provisions	M	101,512,284	94,329,152
		<u>966,243,321</u>	<u>712,687,677</u>
Net Current Assets		<u>(438,741,399)</u>	<u>365,052,882</u>
Profit & Loss Account		718,285,144	660,674,796
TOTAL		<u>1,987,585,581</u>	<u>2,185,868,167</u>
Notes on Accounts	S		

As per our attached report of even date
For **R. V. SHAH & CO.**
Chartered Accountants
ICAI Registration No. 109765W

On behalf of the Board of Directors

Sd/-
(R. V. SHAH)
Proprietor
Membership No. 016097

Sd/-
Ralph James Horne
Global CEO & Managing Director
DIN : 03297973

Sd/-
Maninder Singh Grewal
Director
DIN : 00648031

Place : New Delhi
Date : November 9, 2010

Sd/-
Tarun Rastogi
Company Secretary

Consolidated Profit and Loss Account for the year ended March 31, 2010

	Schedule	Year Ended March 31, 2010 ₹	Year Ended March 31, 2009 ₹
INCOME			
Income from Operations	N	905,396,044	2,096,014,794
Other Income	O	139,722,200	88,776,195
Sales-IT Products	-	-	56,871
Closing Stock- Shares & Securities	-	4,771,131	-
TOTAL		1,049,889,375	2,184,847,860
EXPENDITURE			
Opening Stock- Shares & Securities	-	4,712,578	-
Cost of Goods Sold	-	-	927,482,085
Personnel Expenses	P	710,776,991	926,559,276
Operating, Administrative and Other Expenses	Q	328,586,260	420,307,748
Provision for Bad and Doubtful Debts (Net)	-	10,755,762	39,191,286
Interest and Finance Charges	R	168,651,144	182,757,757
Depreciation/Impairment of Assets	-	72,802,021	59,596,613
TOTAL		1,296,284,756	2,555,894,765
PROFIT/(LOSS) BEFORE TAX AND MINORITY INTEREST		(246,395,381)	(371,046,905)
- Current Tax		1,637,349	3,922,733
- MAT Credit		(2,207,687)	-
- Wealth Tax		-	2,430
- Deferred Tax		(10,296)	(2,418,307)
- Fringe Benefits Tax		-	8,590,459
- Taxes for earlier years		1,440,000	589,311
PROFIT/(LOSS) AFTER TAX BEFORE MINORITY INTEREST		(247,254,747)	(381,733,531)
Less : Minority Interest		-	(79,365,050)
PROFIT/(LOSS) AFTER TAX AND MINORITY INTEREST		(247,254,747)	(302,368,481)
Balance brought forward		(660,674,796)	(358,429,193)
Issue of Bonus Shares		400,000	-
Arising on Merger		190,044,399	122,878
BALANCE CARRIED TO BALANCE SHEET		(718,285,144)	(660,674,796)
Basic and Diluted Earnings per Equity Share of ₹ 10/- each (Refer Note 2 (i) of Schedule 'S')		(5.64)	(7.48)
Notes on Accounts	S		

As per our attached report of even date
For **R. V. SHAH & CO.**
Chartered Accountants
ICAI Registration No. 109765W

Sd/-
(R. V. SHAH)
Proprietor
Membership No. 016097

Place : New Delhi
Date : November 9, 2010

On behalf of the Board of Directors

Sd/-
Ralph James Horne
Global CEO & Managing Director
DIN : 03297973

Sd/-
Tarun Rastogi
Company Secretary

Sd/-
Maninder Singh Grewal
Director
DIN : 00648031

Cash Flow Statement annexed to and forming part of Consolidated Balance Sheet as at March 31, 2010

PARTICULARS	March 31st, 2010	March 31st, 2009
(₹ in Lacs)		
CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before tax and extraordinary items	(2,463.95)	(3,710.47)
Adjustments for:		
-Non fund items/losses		
Depreciation	873.32	595.97
Profit/(Loss) on Sale of Fixed Assets	15.32	(2.12)
Provision for Gratuity and Leave Encashment	19.46	95.52
Employee Stock Option Expenses Written Off	-	7.56
Interest & Finance Charges	2,014.42	1,777.58
Reversal of Provision for Non Performing Assets	-	(0.08)
Provision for Doubtful Debts	50.32	-
Bad Debts written off	39.31	386.26
-Non trading incomes		
Interest Income	(389.43)	(419.82)
Unrealised Exchange Loss/(Gain)	-	21.13
Dividend income received from investment activities	(1.60)	(0.66)
Profit on Sale of Mutual Fund units	-	(1.35)
Prior period item (Net of Short/Excess Tax)	-	(63.86)
ESOP Written Back	(5.16)	-
Operating Profit before working capital changes	152.02	(1,314.34)
Adjustments for changes in Working Capital:		
(Increase)/Decrease in Stock in Trade	(0.59)	(359.10)
(Increase)/Decrease in Sundry Debtors	(331.05)	(1,001.26)
(Increase)/Decrease in other Current Assets	(437.52)	(641.23)
(Increase)/Decrease in Loans and Advances	(328.38)	-
Increase/(Decrease) in Current Liabilities (other than Interest Payable)	3,987.67	(871.69)
Increase/(Decrease) in Provisions (other than gratuity and leave encashment)	(4.35)	(16.45)
Cash Generated from Operating Activities	3,037.81	(4,204.07)
Tax Paid	(8.57)	(824.44)
Net Cash from Operating Activities (A)	3,029.25	(5,028.51)
CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of fixed Assets (including Capital Work in Process)	(661.10)	(1,655.65)
Sale of fixed Assets	6.41	-
Inter Corporate Deposit received	(2,186.42)	6,454.00
Advances for Purchase of Fixed Assets	66.64	-
Purchase of Current Investments	(5.32)	-
Loan (to)/Reimbursement from Subsidiary	(4,920.98)	-
Interest Received	389.43	431.81
Sale of Current Investments	10.00	179.82
Dividend income received from investment activities	1.60	0.66
Net Cash from Investing Activities (B)	(7,299.76)	5,410.64
CASH FLOW FROM FINANCING ACTIVITIES		
Issue Share Equity Share Capital	-	3.87
Increase/(Decrease) in Reserves & Surplus	447.05	-
Repayment of Application Money	-	(5.00)
Receipts/(Repayment) of Secured Loans (net)	(21.03)	87.93
Receipts/(Repayment) of Unsecured Loans (net)	4,988.04	(848.52)
Interest Paid	(1,539.93)	(1,665.46)
Net Cash from Financing Activities (C)	3,874.74	(2,427.18)
Net Increase in cash and cash equivalents (A+B+C)	(395.77)	(2,045.05)
Cash and Cash equivalents as at the beginning of the Year	2,257.58	4,136.97
Cash and Cash equivalents of Subsidiaries Acquired during the Year	-	165.66
Adjustments on Merger	(102.53)	-
Cash and Cash equivalents as at the Year Ended 31st March, 2010	1,759.28	2,257.58
Cash and cash equivalents comprise of :-		
-Cash and cheques in hand	0.79	7.02
-Cheques on hand	-	64.54
-Balance with Banks in Fixed Deposits Account	1,359.76	1,775.78
-Balance with scheduled banks	398.73	410.24
Total	1,759.28	2,257.58

- Notes:
- The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in Accounting Standard-3 on Cash Flow Statement issued by the Institute of Chartered Accountants of India.
 - Fixed Deposits with Scheduled Banks include ₹ 1326.00 lacs (Previous year ₹ 11.00 lacs) under lien in favour of banks as margin deposit for the guarantee issued on behalf of the Company and ₹ 3.25 lacs (Previous year ₹ 2.00 lacs) with various state VAT/Sales Tax authorities
 - Figures in bracket indicate cash outgo.
 - Previous year figures have been regrouped/recasted to make the same comparable with those of current year.

As per our attached report of even date

On behalf of the Board of Directors

For **R. V. SHAH & CO.**
Chartered Accountants
ICAI Registration No. 109765W

Sd/-
(R. V. SHAH)
Proprietor
Membership No. 016097

Place : New Delhi
Date : November 9, 2010

Sd/-
Ralph James Horne
Global CEO & Managing Director
DIN : 03297973

Sd/-
Tarun Rastogi
Company Secretary

Sd/-
Maninder Singh Grewal
Director
DIN : 00648031

Schedules forming part of the Consolidated Balance Sheet as at March 31, 2010

	As at March 31, 2010 ₹	As at March 31, 2009 ₹
SCHEDULE 'A' : SHARE CAPITAL		
Authorised		
7,45,00,000 (Previous year 4,70,00,000) Equity Shares of ₹10/- each	745,000,000	470,000,000
	<u>745,000,000</u>	<u>470,000,000</u>
Issued, Subscribed and Paid-up		
3,23,17,850 (As Reduced) (Previous year 4,03,97,313) Equity Shares of ₹10/- each fully paid up	323,178,500	403,973,130
1,15,48,727 Equity Shares of ₹10/- each pending for allotment (Since Allotted)	115,487,270	-
	<u>438,665,770</u>	<u>403,973,130</u>
a) Refer Note 2 (a) (vii), (viii), (x) & (xi) of Schedule 'S'		
b) 1,15,48,727 Equity Shares were issued pursuant to Scheme of Arrangement without payment being received in cash.		
c) 82,23,684 Equity Shares were issued to Religare Technova Investment Shares Trust (sole beneficiary of which is Religare Technova Ltd.)		
SCHEDULE 'B' : RESERVES AND SURPLUS		
Capital Reserve		
Balance as per last Balance Sheet	743,906	743,906
Add: Transferred as per Scheme of Arrangement*	15,432,472	-
	<u>16,176,378</u>	<u>743,906</u>
Amalgamation Reserve Account		
Balance as per last Balance Sheet	34,437,000	34,437,000
Add: Transferred as per Scheme of Arrangement*	95,563,000	-
	<u>130,000,000</u>	<u>34,437,000</u>
Securities Premium Account		
Balance as per last Balance Sheet	61,880,547	61,880,547
Add: Transferred as per Scheme of Arrangement*	206,245,393	-
	<u>268,125,940</u>	<u>61,880,547</u>
Translation Reserve	160,119	5,102,349
* (Refer Note 2 (a) (xvi) & (xix) of Schedule 'S')	<u>414,462,437</u>	<u>102,163,802</u>
SCHEDULE 'C' : SECURED LOANS		
Multiple Advance Facility (Secured by Letter of Credit from HSBC Bank India Ltd.)	107,653,260	-
Finance Lease (Secured by hypothecation of assets taken on finance lease)	6,964,006	9,066,692
	<u>114,617,266</u>	<u>9,066,692</u>
SCHEDULE 'D' : UNSECURED LOANS		
Inter Corporate Deposits	1,019,800,000	1,551,736,042
Public Deposits	-	39,575,000
	<u>1,019,800,000</u>	<u>1,591,311,042</u>

Schedules forming part of the Consolidated Balance Sheet as at March 31, 2010

SCHEDULE "E" : FIXED ASSETS

PARTICULARS	GROSSBLOCK					DEPRECIATION/AMORTIZATION					NETBLOCK	
	AS AT 01.04.2009 ₹	Additions ₹	Exchange Difference ₹	Deletions/ Adjustments ₹	AS AT 31.03.2010 ₹	AS AT 01.04.2009 ₹	For the Period ₹	Exchange Difference ₹	Deletions/ Adjustments ₹	AS AT 31.03.2010 ₹	AS AT 31.03.2010 ₹	AS AT 31.03.2009 ₹
Tangible Assets												
Leasehold Improvements	16,781,961	-	7,536	2,645,775	14,143,722	5,929,202	3,405,273	(152,971)	1,744,769	7,436,735	6,706,987	18,086,300
Plant and Machinery	58,580,476	3,957,679	-	(1,081,004)	63,619,159	27,032,460	7,198,516	-	(467,908)	34,698,884	28,920,275	45,866,251
Furniture and Fixtures	23,223,250	326,923	466,468	511,192	23,505,449	16,999,836	2,006,620	90,360	321,971	18,774,845	4,730,604	7,158,736
Vehicles	5,975,834	8,098,835	-	1,387,830	12,686,839	2,193,817	703,750	-	308,478	2,589,089	10,097,750	7,548,847
Land	12,093,180	-	-	-	12,093,180	-	-	-	-	-	12,093,180	12,093,180
Computers & Peripherals	29,304,804	4,833,007	3,941,320	5,243,500	32,835,631	14,049,716	7,516,677	2,002,596	5,259,607	18,309,382	14,526,249	24,099,461
Computer Networking & Equipments	2,062,732	-	-	-	2,062,732	734,645	326,714	-	-	1,061,359	1,001,373	29,087,260
Office Equipments	4,123,440	142,177	222,655	37,554	4,450,718	956,757	515,990	43,208	32,172	1,483,783	2,966,935	7,630,492
Intangible Assets												
Purchased Softwares	32,975,906	5,363,245	-	86,470	38,252,681	11,718,278	5,174,752	-	65,171	16,827,859	21,424,822	23,922,343
Internally Developed Softwares	57,075,595	9,370,468	-	-	66,446,063	28,294,444	30,913,332	-	-	59,207,776	7,238,287	33,925,926
Goodwill on consolidation	975,842,031	-	-	-	975,842,031	-	-	-	-	-	975,842,031	825,129,737
Total	1,218,039,209	32,092,335	4,637,979	8,831,317	1,245,938,205	107,909,155	57,761,624	1,983,194	7,264,261	160,389,712	1,085,548,493	1,034,548,533
Capital Work in Progress*	59,317,836	210,891,923	7,102,815	177,480,177	99,832,397	437,357	15,206,393	60,374	(14,838,718)	30,542,842	69,289,555	67,925,600
Total	1,277,357,045	242,984,257	11,740,794	186,311,494	1,345,770,602	108,346,512	72,968,017	2,043,567	(7,574,458)	190,932,554	1,154,838,048	1,102,474,133
2009	993,106,270	264,101,677	(16,254,626)	9,995,196	1,230,958,127	70,251,748	62,870,942	5,155,494	516,799	128,483,994	1,102,474,133	

* Refer Note 2 (n) of Schedule 'S'

Schedules forming part of the Consolidated Balance Sheet as at March 31, 2010

	As at March 31, 2010		As at March 31, 2009	
	Nos	₹	Nos	₹
SCHEDULE 'F' : INVESTMENTS (AT COST/BOOK VALUE)				
LONG TERM - NON TRADE				
I Government Securities - Unquoted				
National Saving Certificates VIIIth issue	-	-	3	3,000
II Equity Shares - Unquoted (I)				3,000
(F.V. ₹ 10/- each fully paid up unless otherwise stated)				
Bharat Margarine Ltd.	3,229,500	54,901,500	3,229,500	54,901,500
Reliance Bulk Drugs and Formulations Ltd.	400,000	6,800,000	400,000	6,800,000
Shree Vaishnavi Dyeing Ltd.	420,000	220,000	420,000	220,000
Inter-Connected Stock Exchange of India Ltd. (F.V. ₹ 1/- each)	62,164	15,541,000	62,164	15,541,000
Religare Technologies Ltd.	50,000	500,000		
Cochin Stock Exchange (2009: 10365 shares F.V. of ₹ 50/- each)	10,365	518,250	10,365	518,250
		78,480,750		77,980,750
Provision for Diminution in the Value of Investments		22,606,500		22,606,500
(II)		55,874,250		55,374,250
(I)+(II)		55,874,250		55,377,250
III INTEREST IN BENEFICIARY TRUST				
(Refer Note 2 (a) (x) of Schedule 'S')				
Religare Technova Investment Shares Trust		496,008,315		
		496,008,315		
CURRENT INVESTMENT - NON TRADE				
Unquoted				
Canbank Mutual Fund Units :				
NLFC Canara Robeco Liquid Fund - Growth	19,503,974	257,651	19,503,974	257,651
NFSC Canara Robeco Floating Rate Short Term Growth Fund	81,905,448	1,000,000	81,905,448	1,000,000
Religare Ultra Short Term Fund-Institutional Daily Dividend	6,347,162	63,572	102,984	1,031,456
		1,321,223		2,289,107
Total		553,203,788		57,666,357
Book Value of Quoted Investments				57,666,357
Book Value of Unquoted Investments (Net of provision)		553,203,788		

Schedules forming part of the Consolidated Balance Sheet as at March 31, 2010

	As at March 31, 2010 ₹	As at March 31, 2009 ₹
SCHEDULE 'G' : STOCK IN TRADE		
- Shares & Securities	4,771,131	4,712,578
- IT Products	-	48,809,506
	<u>4,771,131</u>	<u>53,522,084</u>
SCHEDULE 'H' : SUNDRY DEBTORS (Unsecured and considered good unless stated otherwise)		
- Debts outstanding for a period exceeding six months		
- Considered good	30,199,721	107,830,391
- Considered doubtful	13,549,318	36,992,082
- Other debts		
- Considered good	210,141,363	427,009,042
- Unbilled Revenue	4,330,394	32,790,742
Less: Provision for doubtful debts	22,669,457	37,473,935
	<u>235,551,339</u>	<u>567,148,322</u>
SCHEDULE 'I' : CASH AND BANK BALANCES		
Cash in Hand	78,770	701,606
Cheques in Hand	-	6,454,245
Balances With Scheduled Banks		
- Fixed Deposit Accounts	135,976,194	177,578,556
(Refer Note 2 ('c) of Schedule 'S')		
- Current Accounts	39,872,980	41,024,098
	<u>175,927,944</u>	<u>225,758,505</u>
SCHEDULE 'J' : OTHER CURRENT ASSETS		
Interest accrued but not due on fixed deposits with banks	1,592,022	1,053,746
Other Current Assets	3,122,308	17,546,704
	<u>4,714,330</u>	<u>18,600,450</u>
SCHEDULE 'K' : LOANS AND ADVANCES		
Unsecured - considered good		
Advances recoverable in cash or in kind or for value to be received	10,347,413	20,680,499
Prepaid Expenses	23,371,894	14,938,967
Advance Payment of Taxes/Tax Deducted at Source (Net of Provisions)	49,268,852	92,517,282
Balance with Service, Excise, CST & VAT Authorities	7,133,830	43,520,788
Balance with Sales/Vat Authorities	-	8,094
Staff Loans/Advances	2,249,517	1,453,525
Security Deposits	6,513,914	11,122,179
Advance paid to vendors	7,651,759	24,846,436
Earnest Money Deposits	-	3,523,424
Unsecured - considered doubtful	-	-
Loan Against Shares	-	100,000
	<u>106,537,179</u>	<u>212,711,198</u>

Schedules forming part of the Consolidated Balance Sheet as at March 31, 2010

	As at March 31, 2010 ₹	As at March 31, 2009 ₹
SCHEDULE 'L' : LIABILITIES		
Sundry Creditors-Others	17,336,117	169,087,744
Advance Against Sale of Shares	840,000	840,000
Book Overdraft with Bank	586,191,201	189,370
Security Deposits	1,235,029	1,741,378
Interest accrued but not due	32,258,879	36,816,273
Other Liabilities	170,905,531	296,229,528
Advances from Customers	3,584,146	37,629,286
Unearned Revenue	52,380,134	75,824,946
	<u>864,731,037</u>	<u>618,358,525</u>
SCHEDULE 'M' : PROVISIONS		
Provision for Non - Performing Assets	-	100,000
Provision for Taxation (Net)	11,798,615	-
Provision for Gratuity	6,550,034	9,244,894
Provision for Leave Encashment	83,163,635	84,984,258
	<u>101,512,284</u>	<u>94,329,152</u>

Schedules forming part of the Consolidated Profit and Loss Account for the year ended March 31, 2010

	As at March 31, 2010 ₹	As at March 31, 2009 ₹
SCHEDULE 'N' : INCOME FROM OPERATIONS		
Software Development	529,689,116	449,818,585
Software License Fees	336,583,777	293,562,508
IT Sales & Services	38,026,991	1,306,588,272
Subscription/Data Content Feed	1,096,160	36,989,882
Commission Income	-	9,055,547
	905,396,044	2,096,014,794
SCHEDULE 'O' : OTHER INCOME		
Dividend Income	159,053	260,485
Profit on Sale of Mutual Funds Units	-	409,685
Bad Debts Recovered	8,045,000	12,698,811
Interest Income :		
- Banks	11,641,200	833,602
- Corporate Loans	2,391,229	41,787,682
- Staff Loan	236,129	202,734
- Others	62,438	2,862
Miscellaneous Income	3,093,176	15,726,204
Reversal of Provisions	100,000	700,000
Balances Written Back	4,285,520	16,154,130
Exchange Fluctuation	109,708,455	-
	139,722,200	88,776,195
SCHEDULE 'P' : PERSONNEL EXPENSES		
Salaries, Bonus and Allowances	672,670,929	840,396,795
Employer's Contribution to Welfare Funds	2,364,030	46,830,235
Gratuity	2,602,064	5,020,504
Leave Encashment	235,178	5,932,657
Staff Welfare and Training Expenses	27,433,784	26,083,496
Employee Stock Option Expenses	-	756,353
Insurance	5,471,006	1,539,236
	710,776,991	926,559,276

Schedules forming part of the Consolidated Profit and Loss Account for the year ended March 31, 2010

	As at March 31, 2010 ₹	As at March 31, 2009 ₹
SCHEDULE 'Q' : OPERATING , ADMINISTRATIVE AND OTHER EXPENSES		
Rent, Rates and Taxes	60,655,888	81,794,915
Software Charges	3,919,010	1,359,340
Service Charges	27,736,502	23,915
Exchange Feeds, Subscription and Empanelment Fees	2,459,361	7,522,748
IT Service Charges	5,030,445	-
Data Procurement Charges	-	384,969
Database Maintenance Expenses	1,193,109	16,660,042
Repairs and Maintenance		
- Buildings	6,449,781	7,357,206
- Plant and Machinery	1,717,204	1,260,312
- Others	4,645,724	7,801,492
Office General expenses	3,249,639	3,011,071
Electricity & Water Expenses	3,175,663	13,729,219
Travelling and Conveyance	75,344,167	80,745,179
Printing and stationery	2,331,297	4,772,637
Advertisement and Sales Promotion	5,852,062	10,046,578
Cartage Outward	-	2,380,202
Commission	-	23,751
Insurance	7,695,299	7,232,994
Legal and Professional Charges	39,046,514	135,706,619
Loss on Sale of Fixed Assets	1,532,242	86,882
Auditors' Remuneration (Including for other auditors)		
- Audit	3,878,180	2,190,000
- Tax Audit	40,000	278,000
- Certification	45,250	358,033
- Others	4,000	78,650
Postage & Telephones	18,880,480	26,668,738
Donations	14,530,666	-
Advances Written-off	-	144,311
Stock Written-off	-	242,720
Exchange Fluctuation	36,275,983	1,855,448
Miscellaneous expenses	2,847,794	6,591,777
	328,586,260	420,307,748
SCHEDULE 'R' : INTEREST AND FINANCE CHARGES		
Interest :		
- Public Deposits	1,045,147	5,832,284
- Corporate loans	156,848,702	171,925,857
- Others	8,144,136	4,941,233
- Bank Charges	2,613,159	58,383
	168,651,144	182,757,757

Schedules Annexed to and forming part of the Consolidated Accounts for the year ended March 31, 2010

SCHEDULE 'S': SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS

1. SIGNIFICANT ACCOUNTING POLICIES

a) BASIS OF ACCOUNTING

The financial statements are prepared under the historical cost convention, on the accrual basis of accounting to comply in all material aspects with the applicable accounting principles in India, the applicable Accounting Standards notified under section 211(3C) of the Companies Act, 1956 and the relevant provisions of the Companies Act, 1956.

b) PRINCIPLES OF CONSOLIDATION

A. The consolidated financial statements relate to Religare Technova Limited ('the Company'), its subsidiary entities and its step down subsidiaries ('the Group'). The consolidated financial statements have been prepared on the following basis:

- i) The financial statements of the Company and its subsidiary enterprises are combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after as far as possible eliminating intra-group balances and intra-group transactions resulting in unrealized profits or losses in accordance with Accounting Standard 21 - Consolidated Financial Statements.
- ii) The excess of cost of the Company's investments in the subsidiary company over the available portion of equity on the date of investment is recognized in the consolidated financial statements as Goodwill. The excess of Company's share in equity and reserves of the subsidiary company over the cost of acquisition is treated as Capital Reserve.
- iii) The share of Minority Interest in the net profit of subsidiaries for the year is identified and adjusted against the income of the group to arrive at the net income attributable to the Company.
- iv) The share of Minority Interest in net assets of subsidiaries is identified and presented in the consolidated financial Statements separate from liabilities and the equity of the Company.
- v) The consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented to the extent possible, in the manner as the Company's separate

financial statements. However, in case of depreciation it was not practicable to use uniform accounting policies in case of foreign subsidiaries as mentioned in note no. 1 (i).

B. Investments other than in subsidiaries have been accounted as per Accounting Standard 13 on "Accounting for Investments".

C. The subsidiary/associate enterprises considered in the consolidated financial statements:

Subsidiaries/Associates of Religare Technova Limited	Interest as on March 31, 2010	Interest as on March 31, 2009	Country of Incorporation
Religare Technova Business Intellect Ltd. ¹	-	100%	India
Religare Technova IT Services Ltd. ²	-	100%	India
Religare Technova Global Solutions Ltd. ³	-	71.21%	India
Regius Overseas Holding Co. Ltd. ⁴ (ROHCL)	100%	100%	Mauritius
OliveRays Innovations Ltd* (converted into Public Ltd. w.e.f. 29.12.2009)	100%	100%	India
Religare Technova Global Solutions Pty Ltd. (RTGSPL)**	100%	76%	Australia
Religare Technova Global Solutions (Australia) Pty Ltd.***	100%	76%	Australia
Religare Technova Global Solutions (Asia Pacific) Pty Ltd.***	100%	76%	Australia
Religare Technova Global Solutions (Development) Pty Ltd.***	100%	76%	Australia
Religare Technova Global Solutions (NZ) Ltd.***	100%	76%	New Zealand
Religare Technova Global Solutions (HK) Ltd.***	100%	76%	Hong Kong
Religare Technova Global Solutions (Malaysia) Sdn. Bhd.***	100%	76%	Malaysia
Religare Technova Global Solutions (Singapore) Pte Ltd.***	100%	76%	Singapore
Religare Technova Global Solutions (UK) Ltd.***	100%	76%	UK
Mocom Systems (UK) Ltd. ⁴	-	76%	UK
Religare Technova Global Solutions Vietnam Company Ltd.***	100%	76%	Vietnam

¹ These Companies stand dissolved without undergoing the process of winding up w.e.f. August 16, 2010 (effective date) pursuant to the Scheme of Arrangement (Scheme) sanctioned by Hon'ble High Court of Delhi vide its Order dated July 28, 2010.

² Consequent to Amalgamation of RTGSPL with the Company pursuant to the Scheme, ROHCL and Oliverays Innovations Ltd became the wholly owned subsidiaries of the Company w.e.f. April 1, 2009 (i.e. Appointed Date) pursuant to the Scheme of Arrangement.

³ ROHCL has acquired balance 24% stake in RTGSPL on June 4, 2009 and accordingly, RTGSPL becomes 100% subsidiary of ROHCL w.e.f. June 4, 2009.

⁴ Subsidiaries of RTGSPL.

⁵ Dissolved w.e.f. July 28, 2009.

c) **USE OF ESTIMATES**

The presentation of Financial Statements requires 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 reported period. Difference between the actual results and estimates are recognized in the period in which results are known/materialized.

d) **REVENUE RECOGNITION**

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

e) **FIXED ASSETS**

Fixed assets are stated at cost less accumulated depreciation. Cost includes duties, taxes and other expenses incidental to development/acquisition and installation. In respect of internally developed software, costs include development costs directly attributable to the design and development of software.

f) **BORROWING COSTS**

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

g) **STOCK IN TRADE**

Stock in trade are valued at lower of Cost or Realizable Value.

h) **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 and in case of assets acquired on merger, at their carrying values.

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.

i) **DEPRECIATION/AMORTIZATION**

Fixed Assets (other than leasehold land and intangible assets) are depreciated on the Straight Line Method as per the rates prescribed in Schedule XIV to the Companies Act, 1956. Leasehold improvements are amortized over the lease period or 6 years whichever is earlier. In respect of assets acquired/sold during the year, depreciation is charged on pro-rata basis.

Asset Class	Depreciation Rate
Plant & Machinery	4.75%
Computer System	16.21%
Furniture & Fixtures	6.33%
Vehicles	9.50%

Intangible assets are amortized over a period of three to six years on a straight-line basis, commencing from the date the asset is available to the company for its use.

Fixed assets individually costing upto ₹ 5,000 are depreciated at the rate of 100% on purchase.

In case of foreign subsidiaries of the Company all fixed assets (excluding freehold land) are depreciated on a straight line basis over their useful life to the economic entity commencing from the time the asset is held ready for use. The Depreciation rates on Plant & Equipment is 25%-33%.

j) **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.

k) INVESTMENTS

Long-term investments are valued at cost. Cost includes incidental charges incurred towards acquisition of such investments. Provision for diminution, if any, in the value of investments is made to recognize a decline, other than temporary in nature. Current investments are valued at lower of cost and fair value.

l) STOCK BASED COMPENSATION

The Company measures the compensation cost relating to employee stock options using the intrinsic value method. The compensation cost is amortized over the vesting period of the option.

m) 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 an 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 respect of which is provided, based on an actuarial valuation.
4. Actuarial gains and losses comprise experience adjustments and the effects of changes in the actuarial assumptions and are recognized 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 recognized during the period when the employee renders the services.

n) TAXES ON INCOME

Current tax is determined on the basis of the Income Tax Act, 1961.

Deferred tax is recognized on timing differences between the accounting income and the taxable income for the year and quantified using the tax rates and laws enacted or substantively enacted as on the Balance Sheet date.

Deferred tax assets are recognized and carried forward to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax asset can be realized, except for unabsorbed depreciation and carry forward of losses under the tax laws where deferred tax assets are recognized only to the extent that there is virtual

certainty, supported by convincing evidence that sufficient future taxable income will be available against which such deferred tax assets can be realized.

o) PROVISIONS AND CONTINGENT LIABILITIES

A Provision is recognized when the Company has a present obligation as a result of past events, for which it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate of the amount can be made. Provisions are determined based on management estimate required to settle the obligation at the balance sheet date.

Provisions are reviewed regularly and are adjusted where necessary to reflect the current best estimates of the obligation. When the Company expects a provision to be reimbursed, the reimbursement is recognized as a separate asset, only when such reimbursement is virtually certain.

Liabilities which are material and whose future outcome cannot be ascertained with reasonable certainty is treated as contingent and to the extent not provided for are disclosed by way of notes on the accounts.

p) IMPAIRMENT OF FIXED ASSETS

At each Balance Sheet date, the Company assesses whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount. If the carrying amount of the asset exceeds its recoverable amount, an impairment loss is recognized in the Profit and Loss Account to the extent the carrying amount exceeds the recoverable amount. If at the Balance Sheet date there is an indication that if a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount.

q) ACCOUNTING FOR LEASES

Assets acquired under leases where the Company has substantially all the risks and rewards of ownership are classified as finance lease. Such leases are capitalized at the inception of the lease at lower of the fair value or the present value of the minimum lease payments and a liability is created for an equivalent amount. Each lease rental paid is allocated between the liability and the interest cost so as to obtain a constant periodic rate of interest on the outstanding liability for each period.

Assets acquired under leases where a significant portion of the risk and rewards of ownership are retained by the lessor are classified as operating leases. Lease rentals are charged to the Profit and Loss Account on accrual basis.

r) RESEARCH AND DEVELOPMENT

Revenue expenditure on research is charged to profit and loss Account in the period in which it is incurred.

s) **TRANSLATION OF OVERSEAS SUBSIDIARIES**

In respect of non-integral overseas subsidiaries, income and expenses are translated at average rate for the period. Assets and Liabilities, both monetary and non-monetary, are translated at the year-end exchange rates. The difference arising out of translation is included in translation reserve. Any goodwill or capital reserve arising on acquisition of non integral operations is translated at closing rate which is tested for impairment on every Balance Sheet date.

In respect of integral overseas subsidiary, income and expenses are translated at average rate for the period. At the year end, all the monetary assets and liabilities are translated at the closing exchange rate. Exchange differences resulting from the translation of such monetary assets and liabilities are recognized in the Profit and Loss Account. Non-monetary assets and liabilities are translated at the rate of exchange prevailing on the date of the transaction.

2. **NOTES TO ACCOUNTS FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

a) **COMPOSITE SCHEME OF ARRANGEMENT**

- i. The Hon'ble High Court of Delhi vide its Order dated July 28, 2010 has sanctioned the Scheme of Arrangement (Scheme) u/s 391 to 394 of the Companies Act, 1956, among Religare Technova Global Solutions Limited, Religare Technologies Limited, Religare Technova Limited, Religare Technova Business Intellect Limited, Religare Technova IT Services Limited and their respective Shareholders and Creditors.
- ii. Certified copy of the Order has been received by the Company on 13th August, 2010 and the Company has filed the prescribed Form No. 21 with the Registrar of Companies, NCT of Delhi & Haryana on 16th August 2010 to give effect to the Scheme.
- iii. The Appointed Date of the Scheme is 1st April 2009. Hence, the approved Scheme has been given effect from 1st April 2009.
- iv. Pursuant to the Scheme, the Demerged Undertaking of the Company (as defined in the Scheme) has been vested with Religare Technologies Limited (RTech) by way of Demerger on a going concern basis with effect from 1st April 2009.
- v. In consideration of the above said demerger, RTech has issued and allotted 8079463 equity shares in RTech credited as fully paid-up to the equity shareholders of the Company, in the share exchange ratio of 20 equity shares in RTech of ₹ 10/- each credited as fully paid-up for every 100

equity shares of ₹ 10 each fully paid up held in the Company, as on the Record Date, 3rd September, 2010.

- vi. Any fraction(s) arising pursuant to the above said share exchange ratio has been consolidated and the equity shares have been issued by RTech to a trustee nominated by RTech. The trustee shall sell such shares and distribute the net sale proceeds to the shareholders entitled to such fractional share(s) in proportion to their fractional entitlement.
- vii. Consequent to above said Demerger, the issued, subscribed and paid up equity share capital of the Company has been reduced from ₹ 10/- per equity share to ₹ 8/- per equity share, by cancelling the paid up equity share capital to the extent of ₹ 2/- per equity share. Forthwith upon such reduction, the equity shares of ₹ 8/- each has been consolidated in a manner that 1.25 shares of ₹ 8/- each should constitute one equity share of ₹ 10/- each fully paid and allotted to the Shareholders of the Company whose names appears in the Register of Members on the Record Date i.e. September 3, 2010. In effect, the total paid-up share capital of the Company has been reduced from ₹ 40,39,73,130 divided into 40397313 equity shares of ₹ 10/- each to ₹ 32,31,78,500 divided into 32317850 equity shares of ₹ 10/- each/-.
- viii. Any fraction(s) arising pursuant to the above said reduction and consolidation have been consolidated and the equity shares have been issued by the Company to a trustee appointed in respect of the Trust. The trustee shall sell such equity shares and distribute the net proceeds to the shareholders, entitled to such fractional share(s), in proportion to their fractional entitlement.
- ix. Further, in terms of the Scheme, residual Religare Technova Global Solutions Limited (RTGSL) (after the transfer of Information Services Division to Religare Technologies Ltd. by way of a slump sale on going concern basis) stands vested in the Company with effect from 1st April, 2009.
- x. In consideration of the merger as referred at paragraph ix above, the Company has issued and allotted to the equity shareholders of RTGSL, including the Trustee who will hold equity shares allotted in respect of the equity shares held by the Company in RTGSL, 11548727 equity shares of the Company in the share exchange ratio of 1.03275 equity shares of ₹ 10/- each credited as fully paid up, in the Company for every 2 equity shares of ₹ 5/- each fully paid up held in RTGSL on the Record Date i.e. 8th September 2010.

- xi. 1,15,48,727 Equity Shares were issued pursuant to Scheme of Arrangement without payment being received in cash and includes 82,23,684 Equity Shares issued to Religare Technova Investment Shares Trust (the sole beneficiary of which is Religare Technova Ltd.) for investment in Religare Technova Global Solutions Ltd.
- xii. Any fraction(s) arising pursuant to the above referred share exchange ratio at paragraph 10 above has been consolidated and the equity shares has been issued by the Company to a trustee appointed in respect of the Trust. The trustee shall sell such shares and distribute the net proceeds to the shareholders in proportion to their fractional entitlement.
- xiii. The subsidiaries of the Company- Religare Technova Global Solutions Limited, Religare Technova IT Services Limited and Religare Technova Business Intellect Limited stand dissolved without winding up with effect from 16th August 2010 in accordance with the provisions of the Scheme.
- xiv. The Transferor Company (Religare Technova Global Solutions Limited) carried on all the businesses and activities for the benefit of and in trust for the Transferee Company from the appointed date. Thus, the profit or income accruing or arising to the Transferor Company or expenditure or losses arising or incurred by them from the appointed date are treated as profit or income or expenditure or loss as the case may be of the Transferee Company. The Scheme has accordingly been given effect to in these accounts.
- xv. Nature of Business of the Amalgamating Companies:

Religare Technova Global Solutions Limited (excluding Information Services Division) got merged with the Company. Its primary business is providing Information Technology Solutions (Software Products and Software Services) in the financial securities space.

The investment in subsidiaries Religare Technova IT Services Limited and Religare Technova Business Intellect Limited got demerged from the Company and merged with Religare Technologies Limited. Religare Technova IT Services Limited being in the business of System Integration, Business Solutions, Managed Services, Healthcare Knowledge Services and Hospital Information Services. Religare Technova Business Intellect Limited being in the business of Business Process Outsourcing.
- xvi. Pooling of Interest method of accounting has been used to reflect the accounting treatment for the

Scheme except for Part III (Para 3 (ii) to 3 (viii)) where purchase method of accounting for amalgamation has been used. This is in compliance with Accounting Standard 14 notified under Companies (Accounting Standards) Rules, 2006

- xvii. An amount represented by the value of investment in the Demerged Undertaking has been adjusted against the Capital Reserve and Profit & Loss account of the Company.
- xviii. The amount arising on account of reduction of equity share capital of the Company has been adjusted against the debit balance of the Profit & Loss Account in the books of the Company. The reduction and consolidation of share capital has been effected as a part of this Scheme itself and pursuant to the Order of the Hon'ble Court, the reduction of capital is in due compliance of the provisions of Section 100, 102 & 103 and any other applicable provisions of the Companies Act, 1956 and rules and regulations made there under.
- xix. The excess of shares issued by the Company to the shareholders of the Residual RTGSL over the aggregate value of the assets reduced by the aggregate value of the liabilities, securities premium and other reserves of the Residual RTGSL, has been adjusted with the Securities Premium Account of the Company.

b) CONTINGENT LIABILITIES

- i. Technova Imaging Systems Private Limited (TISPL), has filed a suit against Religare Technova Ltd., Religare Technova Global Solutions Ltd. (vide amalgamation order dated July 28 2010 this company has now been merged with Religare Technova Limited), Religare Technova IT Services Ltd. (vide amalgamation order dated July 28 2010 this company has now been merged with Religare Technologies Limited) and Religare Technova Business Intellect Ltd. (vide amalgamation order dated July 28 2010 this company has now been merged with Religare Technologies Limited) (being C.S (OS) No. 588/2010) in the High Court of Delhi, u/s 134 & 135 of Trade Marks Act, 1999 for injunction restraining infringement of trade mark, passing off, misrepresentation, acts of unfair competition, dilution, delivery up, damages and rendition of accounts. TISPL has prayed for granting of permanent injunction restraining the defendants from, their directors, promoters, employees etc. from using registered trademark "TECHNOVA", surrender or transfer in favor of TISPL the domain name 'religaretechnova.com', pass and pronounce the decree directing defendants to apply to Registrar of Companies for deletion of trade mark/name "TECHNOVA" from each of their corporate names, passing of

preliminary decree for rendition of accounts directing the defendant to produce before the Hon'ble Court and damages to the tune of ₹ 50,00,000 (₹ 0.5 crore) or any such higher amount as may be determined pursuant to rendition of accounts. Further Application has been filed by the Respondents before the High Court for deletion of names of RTGSL, RTBIL and RTITSL. The matter is currently pending.

ii. M/s Jyoti Portfolios Limited (JPL) has filed a suit (being CS no. 783/09) before the Senior Civil Judge, South District, New Delhi against RTGSL, which has now been merged with RTL. JPL has alleged that in pursuant to purchase order of software namely "IPO Anywhere" to RTGSL, for price of ₹ 2,50,000 (₹ 0.025 crore) followed by part payment of sum of ₹ 125,000 (₹ 0.0125 crore), RTGSL did not install and activate the same at the agreed time. M/s Jyoti Portfolio has prayed for refund of advance sum paid of ₹ 1,25,000 (₹ 0.0125 crore) along with interest at the rate 18% amounting to ₹ 34,400 (₹ 0.003 crore). The matter is currently pending.

iii. Deal Depot Equities (DDE), has filed a summary suit in the High Court of Bombay (Original Civil Jurisdiction) (summary suit no. 612 of 2010) against RTGSL, which has now been merged with RTL. DDE has alleged that in pursuant to purchase order of software namely "TradeAnywhere" to RTGSL, the same was followed by part payment of sum of ₹ 6,75,000 (₹ 0.0675 crore) RTGSL did not install and activate the same. DDE has prayed for refund of advance sum paid of ₹ 6,75,000 (₹ 0.0675 crore) along with interest at the rate 6%. The matter is currently pending. The Company has a contingent Liability of a total sum of ₹ 51.64 (Previous Year ₹ 51.64) lacs for matters related to Interest Tax.

iv. Unimetal Ispat Limited had filed a suit (being M.S. No. 13/1997) against RTL, before the Civil Judge (Senior Division) at Alipore, raising an aggregate claim of ₹ 0.11 crore, in which a decree was granted by the Civil Judge (Senior Division) at Alipore. RTL has filed an appeal in this matter in the High Court of Kolkata. The matter is currently pending.

Future cash outflow(s) in respect of above are determinable only on receipt of judgments/decisions pending with various authorities.

v. There is bank guarantee in the form of letter of credit total amounting ₹ 1315 Lacs for facilitating working capital to its overseas subsidiary company named Religare Technova Global Solutions Pty Ltd.

c) Fixed Deposits with Scheduled Banks include ₹ 11.00 lacs (Previous year ₹ 11.00 lacs) under lien in favour of banks as margin deposit for the guarantee issued on

behalf of the Company referred to in 2 (b)(iv) above. Fixed deposits of ₹ 1315 lacs are under lien referred to in 2 (b) (v) above and ₹ 3.25 lacs (Previous year ₹ 2.00 lacs) with various state VAT/Sales Tax authorities.

d) **Finance Leases:**

The company had taken Computer Server under a finance lease. The Minimum lease Payment (MLP) and Present Value (PV) are as follows:

Particulars	2010		2009	
	Minimum Lease Payment	PV of the Minimum Lease Payment	Minimum Lease Payment	PV of the Minimum Lease Payment
Upto 1 Year	33,05,836	24,61,974	-	-
1 to 3 Years	49,58,754	45,03,744	-	-

e) **Operating Leases:**

Charge on account of lease rental for the year is ₹ 57,870,350. Future obligations of lease rentals applicable to the leased assets aggregate to ₹ 45,411,034 and are due:

Particulars	2010	2009
Not later than 1 year	38,302,227	21,013,932
Later than 1 year and not later than 5 years	7,108,807	24,718,247
Later than 5 year	-	-
Total	45,411,034	45,732,179

f) The Company has unabsorbed depreciation and carry forward losses under the Income Tax Act 1961 of India. Accordingly, keeping in view uncertainty of taxable income in the future, provision for deferred tax assets/liabilities have not been recognized in the accounts.

g) **Segment Reporting:**

1. **Primary Segment – Business Segments:**

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

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

Information about primary Business segments

(₹ in lacs)

Particulars	Financial Business		IT Product Trading/Services		Software Product & Services		Business Process Outsourcing		Unallocated		Total	
	2009-2010	2008-2009	2009-2010	2008-2009*	2009-2010	2008-2009*	2009-2010	2008-2009	2009-2010	2008-2009	2009-2010	2008-2009
(i) Segment Revenue												
External Revenue	1,395.19	292.52	-	20,349.96	9,055.27	-	-	1,197.86	1.31	8.14	10,451.77	21,848.48
Inter-Segmental Revenue	-	-	-	-	-	-	-	-	-	-	-	-
Total Revenue	1,395.19	292.52	-	20,349.96	9,055.27	-	-	1,197.86	1.31	8.14	10,451.77	21,848.48
(ii) Segment Results												
Total Segment Results	(1,497.32)	(66.58)	-	(3,307.36)	(966.63)	-	-	47.52	-	(94.55)	(2,463.95)	(3,420.97)
Unallocated Expenses (net)	-	-	-	-	-	-	-	-	-	-	-	-
Unallocated Interest expenses	-	-	-	-	-	-	-	-	-	(289.50)	-	(289.50)
Income Taxes (Current, Deferred and Fringe Benefit Tax)	-	-	-	-	-	-	-	-	(8.59)	(106.87)	(8.59)	(106.87)
Profit after tax	(1,497.32)	(66.58)	-	(3,307.36)	(966.63)	-	-	47.52	(8.59)	(490.92)	(2,472.55)	(3,817.34)
(iii) Segment Assets	7,132.25	859.05	-	20,267.91	15,070.27	-	-	1,132.77	-	-	22,202.52	22,259.73
Unallocated Corporate Assets	-	-	-	-	-	-	-	-	152.92	130.07	152.92	130.07
Total Assets	7,132.25	859.05	-	20,267.91	15,070.27	-	-	1,132.77	152.92	130.07	22,355.44	22,389.80
(iv) Segment Liabilities	16,481.99	5,621.74	-	16,431.69	4,525.02	-	-	1,065.09	-	-	21,007.01	23,118.52
Unallocated Corporate Liabilities	-	-	-	-	-	-	-	-	-	12.14	-	12.14
Total Liabilities	16,481.99	5,621.74	-	16,431.69	4,525.02	-	-	1,065.09	-	12.14	21,007.01	23,130.66
(v) Capital Expenditure	-	1.25	-	1,574.16	655.04	-	-	270.28	-	-	655.04	1,845.69
Unallocated Capital expenditure	-	-	-	-	-	-	-	-	-	-	-	-
Total Capital expenditure	-	1.25	-	1,574.16	655.04	-	-	270.28	-	-	655.04	1,845.69
(vi) Depreciation/Amortisation	14.91	12.74	-	511.09	702.36	-	-	61.59	-	-	717.27	585.42
Unallocated Depreciation amount	-	-	-	-	-	-	-	-	10.75	10.54	10.75	10.54
Total Depreciation	14.91	12.74	-	511.09	702.36	-	-	61.59	10.75	10.54	728.02	595.96
(vii) Non Cash Expenditure other than Depreciation	-	-	-	6.93	122.88	-	-	8.87	-	-	122.88	15.80
Unallocated Non cash expenditure	-	-	-	-	-	-	-	-	-	-	-	-
Total Non cash expenditure	-	-	-	6.93	122.88	-	-	8.87	-	-	122.88	15.80

*Software product & Services Segment numbers were included in IT Product Trading/Services Segment in FY 08-09

2. Secondary Segment – Geographical Segments:

Revenue from geographical segment is based on location of its customers and total carrying amount of assets and total cost incurred during the period to acquire fixed assets is based on geographical locations of the assets

(₹ in lacs)

Particulars	2010	2009
Segment Revenue:		
Within India	3,070.37	15,467.79
Within Australia	4,139.30	3,562.25
Others	3,242.10	2,818.44
Total	10,451.77	21,848.48
Total Segment Assets:		
Within India	19,091.76	19,827.60
Within Australia	1,637.22	1,614.18
Others	1,626.46	948.02
Total	22,355.44	22,389.80
Cost incurred for acquiring segment assets during the year:		
Within India	273.32	1,431.43
Within Australia	381.73	76.15
Others	-	6.91
Total	655.04	1,514.49

h) **Related Party Disclosures as required by Accounting Standard 18:**

Nature of Relationship	Name of the Party
i) Subsidiary Companies	1 OliveRays Innovations Ltd. 2 Regius Overseas Holding Co. Ltd.
ii) Step Down Subsidiaries	1 Religare Technova Global Solutions Pty. Ltd. 2 Religare Technova Global Solutions (Australia) Pty Ltd. 3 Religare Technova Global Solutions (Developments) Pty Ltd. 4 Religare Technova Global Solutions (Asia Pacific) Pty Ltd. 5 Religare Technova Global Solutions (NZ) Ltd. 6 Religare Technova Global Solutions (HK) Ltd. 7 Religare Technova Global Solutions (UK) Ltd. 8 Religare Technova Global Solutions (MY) Sdn. Bhd. 9 Religare Technova Global Solutions (Singapore) Pte. Ltd 10 Religare Technova Global Solutions Vietnam Company Ltd.
iii) Individuals owning, directly or indirectly, an interest in voting power of the reporting enterprise that gives them control or significant influence over the enterprise, and relatives of any such individual	1 Mr. Malvinder Mohan Singh 2 Mr. Shivinder Mohan Singh 3 Mrs. Japna Malvinder Singh 4 Mrs. Aditi Shivinder Singh
iv) Key management personnel and relatives of such personnel	1 Mr. Maninder Singh Grewal 2 Mr. Sanjay V. Padode 3 Mrs. Maninder Grewal 4 Mrs. Kalpana Padode 5 Mr. Joseph Leslie Nash 6 Mr. Ralph James Horne
v) Enterprises over which any person described in (iii) or (iv) is able to exercise significant influence with whom transactions have taken place	1 Religare Technologies Ltd. 2 Luxury Farms Private Ltd. 3 RHC Holding Pvt. Ltd. 4 Oscar Investments Ltd. 5 Religare Enterprises Ltd. 6 Religare Finvest Ltd. 7 Religare Commodities Ltd. 8 Religare Realty Ltd. 9 Religare Securities Ltd. 10 Religare Capital Markets Ltd. 11 Religare Arts Initiative Ltd. 12 Religare Insurance Broking Ltd. 13 Aegon Religare Life Insurance Company Ltd. 14 Religare Macquarie Wealth Management Ltd. 15 Religare Capital Markets plc (name changed from Religare Hichens, Harrison plc w.e.f March 10, 2010) 16 Religare Travels (India) Ltd. 17 Religare Wellness Ltd. 18 Super Religare Laboratories Ltd.

Following Transaction have taken place during the year:-

(₹ in Lacs)

Nature of Transaction	Individuals having Control		Key Management Personnel		Enterprises over which Individual/Key Management Personnel able to exercise significant influence		Total	
	2009-2010	2008-2009	2009-2010	2008-2009	2009-2010	2008-2009	2009-2010	2008-2009
Inter Corporate Deposits Received by the Holding Company								
Oscar Investments Ltd.	-	-	-	-	3,500.00	-	3,500.00	-
Luxury Farms Private Ltd.	-	-	-	-	1,795.00	-	1,795.00	-
RHC Holding Pvt. Ltd.	-	-	-	-	48,410.00	4,692.51	48,410.00	4,692.51
Religare Finvest Ltd.	-	-	-	-	53,809.00	6,332.80	53,809.00	6,332.80
Total	-	-	-	-	107,514.00	11,025.31	107,514.00	11,025.31
Inter Corporate Deposits Received by the Subsidiaries								
- Religare Technova Business Intellect Ltd.								
RHC Holding Pvt Ltd	-	-	-	-	-	378.50	-	378.50
Religare Finvest Ltd.	-	-	-	-	-	911.60	-	911.60
Total	-	-	-	-	-	1,290.10	-	1,290.10
- Religare Technova IT Services Ltd.								
RHC Holding Pvt Ltd	-	-	-	-	-	2,518.85	-	2,518.85
Religare Finvest Ltd.	-	-	-	-	-	4,896.00	-	4,896.00
Total	-	-	-	-	-	7,414.85	-	7,414.85
- Religare Technova Global Solutions Ltd.								
RHC Holding Pvt Ltd	-	-	-	-	-	5,000.00	-	5,000.00
Total	-	-	-	-	-	5,000.00	-	5,000.00
Inter Corporate Deposits Repaid by the Holding Company								
Oscar Investments Ltd.	-	-	-	-	-	1,800.00	-	1,800.00
Luxury Farms Private Ltd.	-	-	-	-	827.00	-	827.00	-
RHC Holding Pvt. Ltd.	-	-	-	-	58,548.51	5,514.00	58,548.51	5,514.00
Religare Finvest Ltd.	-	-	-	-	48,249.50	6,952.51	48,249.50	6,952.51
Total	-	-	-	-	107,625.01	14,266.51	107,625.01	14,266.51
Inter Corporate Deposits Repaid by the Subsidiaries								
- Religare Technova Business Intellect Ltd.								
Religare Finvest Ltd.	-	-	-	-	-	706.60	-	706.60
Total	-	-	-	-	-	706.60	-	706.60
- Religare Technova IT Services Ltd.								
Religare Finvest Ltd.	-	-	-	-	-	4,268.25	-	4,268.25
Total	-	-	-	-	-	4,268.25	-	4,268.25
Interest Paid by the Holding Company								
Oscar Investments Ltd.	-	-	-	-	0.77	130.78	0.77	130.78
Luxury Farms Private Ltd.	-	-	-	-	66.77	-	66.77	-
RHC Holding Pvt. Ltd.	-	-	-	-	836.84	899.94	836.84	899.94
Religare Finvest Ltd.	-	-	-	-	649.58	54.12	649.58	54.12
Total	-	-	-	-	1,553.97	1,084.84	1,553.97	1,084.84
Interest Paid by the Subsidiaries								
- Religare Technova Business Intellect Ltd.								
RHC Holding Pvt Ltd	-	-	-	-	-	21.37	-	21.37
Religare Finvest Ltd.	-	-	-	-	-	26.67	-	26.67
Total	-	-	-	-	-	48.04	-	48.04
- Religare Technova IT Services Ltd.								
RHC Holding Pvt Ltd	-	-	-	-	-	157.21	-	157.21
Religare Finvest Ltd.	-	-	-	-	-	138.67	-	138.67
Total	-	-	-	-	-	295.88	-	295.88
- Religare Technova Global Solutions Ltd.								
RHC Holding Pvt Ltd	-	-	-	-	-	107.05	-	107.05
Religare Finvest Ltd.	-	-	-	-	-	37.28	-	37.28
Total	-	-	-	-	-	144.33	-	144.33

(₹ in Lacs)

Nature of Transaction	Individuals having Control		Key Management Personnel		Enterprises over which Individual/Key Management Personnel able to exercise significant influence		Total	
	2009-2010	2008-2009	2009-2010	2008-2009	2009-2010	2008-2009	2009-2010	2008-2009
Interest Received by the Subsidiaries								
- Religare Technova Global Solutions Ltd.								
Religare Finvest Ltd	-	-	-	-	-	0.04	-	0.04
Religare Aviation Ltd	-	-	-	-	-	161.88	-	161.88
Total	-	-	-	-	-	161.92	-	161.92
Finance/Equity Contribution by the Holding Company								
Equity Contribution								
Religare Technologies Ltd.	-	-	-	-	5.00	-	5.00	-
Total	-	-	-	-	5.00	-	5.00	-
Sales & Services by the Holding Company								
Religare Securities Ltd.	-	-	-	-	142.92	88.77	142.92	88.77
AEGON Religare Life Insurance Co. Ltd	-	-	-	-	4.96	-	4.96	-
Religare Finvest Ltd.	-	-	-	-	59.76	4.07	59.76	4.07
Religare Insurance Broking Ltd.	-	-	-	-	69.04	61.44	69.04	61.44
Religare Enterprises Ltd.	-	-	-	-	153.44	1.23	153.44	1.23
Religare Commodities Ltd.	-	-	-	-	21.49	6.09	21.49	6.09
Religare Technologies Ltd.	-	-	-	-	350.02	-	350.02	-
Religare Realty Ltd.	-	-	-	-	5.66	-	5.66	-
Religare Arts Initiative Ltd.	-	-	-	-	0.63	-	0.63	-
Religare Capital Market Ltd.	-	-	-	-	0.03	-	0.03	-
Religare Macquarie Wealth Management Ltd.	-	-	-	-	1.88	-	1.88	-
Religare Capital Markets Plc	-	-	-	-	4.90	-	4.90	-
Super Religare Laboratories Ltd.	-	-	-	-	0.46	-	0.46	-
Total	-	-	-	-	815.17	161.60	815.17	161.60
Sales & Services by the Subsidiaries								
- Religare Technova Global Solutions Ltd.								
Religare Securities Ltd.	-	-	-	-	-	330.45	-	330.45
Religare Enterprises Ltd.	-	-	-	-	-	4.50	-	4.50
Religare Commodities Ltd.	-	-	-	-	-	3.00	-	3.00
Religare Hichens Harisson Plc	-	-	-	-	-	1.65	-	1.65
Total	-	-	-	-	-	339.60	-	339.60
- Religare Technova IT Services Ltd.								
Religare Commodities Ltd.	-	-	-	-	-	70.92	-	70.92
Religare Enterprises Ltd.	-	-	-	-	-	76.27	-	76.27
Religare Finvest Ltd.	-	-	-	-	-	2,029.61	-	2,029.61
Religare Insurance Broking Ltd.	-	-	-	-	-	270.37	-	270.37
Religare Macquarie Wealth Management Ltd.	-	-	-	-	-	220.08	-	220.08
Religare Securities Ltd.	-	-	-	-	-	1,231.10	-	1,231.10
Aegon Religare Life Insurance Co. Ltd.	-	-	-	-	-	1,255.27	-	1,255.27
Religare Wellness Ltd.	-	-	-	-	-	157.17	-	157.17
Religare Aviation Ltd.	-	-	-	-	-	14.54	-	14.54
Religare Aegon AMC Pvt. Ltd.	-	-	-	-	-	173.16	-	173.16
Religare AMC Pvt. Ltd.	-	-	-	-	-	20.93	-	20.93
Religare Arts Initiative Ltd.	-	-	-	-	-	2.60	-	2.60
Religare Realty Ltd.	-	-	-	-	-	8.30	-	8.30
Religare Travels (India) Ltd.	-	-	-	-	-	2.11	-	2.11
Religare Venture Capital Ltd.	-	-	-	-	-	0.45	-	0.45
Super Religare Laboratories Ltd.	-	-	-	-	-	104.96	-	104.96
Escorts Heart Institute and Research Centre Ltd.	-	-	-	-	-	42.12	-	42.12
Escorts Hospital & Research Centre Ltd.	-	-	-	-	-	1.19	-	1.19
Fortis Clinical Research Ltd.	-	-	-	-	-	0.80	-	0.80
RHC Holding Pvt. Ltd.	-	-	-	-	-	2.41	-	2.41
Ranbaxy Laboratories Ltd.	-	-	-	-	-	3,139.52	-	3,139.52
Fortis Healthcare Ltd.	-	-	-	-	-	39.22	-	39.22
Hiranandani Healthcare Pvt. Ltd.	-	-	-	-	-	3.77	-	3.77
Religare Capital Markets Ltd.	-	-	-	-	-	70.57	-	70.57
Total	-	-	-	-	-	8,937.44	-	8,937.44

(₹ in Lacs)

Nature of Transaction	Individuals having Control		Key Management Personnel		Enterprises over which Individual/Key Management Personnel able to exercise significant influence		Total	
	2009-2010	2008-2009	2009-2010	2008-2009	2009-2010	2008-2009	2009-2010	2008-2009
- Religare Technova Business Intellect Ltd.								
Religare Commodities Ltd.	-	-	-	-	-	41.45	-	41.45
Religare Enterprises Ltd.	-	-	-	-	-	5.47	-	5.47
Religare Finvest Ltd.	-	-	-	-	-	45.09	-	45.09
Religare Insurance Broking Ltd.	-	-	-	-	-	119.02	-	119.02
Religare Macquarie Wealth Management Ltd.	-	-	-	-	-	2.90	-	2.90
Religare Securities Ltd.	-	-	-	-	-	445.85	-	445.85
Aegon Religare Life Insurance Co. Ltd.	-	-	-	-	-	20.59	-	20.59
Religare Wellness Ltd.	-	-	-	-	-	5.56	-	5.56
Religare Aviation Ltd.	-	-	-	-	-	1.20	-	1.20
Religare Voyages Ltd.	-	-	-	-	-	1.50	-	1.50
Religare Aegon AMC Pvt. Ltd.	-	-	-	-	-	2.75	-	2.75
Religare AMC Pvt. Ltd.	-	-	-	-	-	0.25	-	0.25
Religare Arts Initiative Ltd.	-	-	-	-	-	5.25	-	5.25
Religare Capital Markets Ltd.	-	-	-	-	-	5.50	-	5.50
Religare Finance Ltd.	-	-	-	-	-	0.50	-	0.50
Religare Realty Ltd.	-	-	-	-	-	6.03	-	6.03
Religare Venture Capital Ltd.	-	-	-	-	-	2.75	-	2.75
Super Religare Laboratories Ltd.	-	-	-	-	-	24.36	-	24.36
Vistaar Religare Capital Advisors Ltd.	-	-	-	-	-	0.10	-	0.10
Religare General Insurance Co Ltd.	-	-	-	-	-	1.50	-	1.50
Total	-	-	-	-	-	737.62	-	737.62
- Oliverays Innovations Ltd.								
Religare Capital Markets Ltd.	-	-	-	-	9.93	-	9.93	-
Total	-	-	-	-	9.93	-	9.93	-
Purchase of Services by the Holding Company								
Religare Technologies Ltd.	-	-	-	-	94.72	-	94.72	-
Religare Finvest Ltd.	-	-	-	-	7.15	-	7.15	-
Religare Travels (India) Ltd.	-	-	-	-	113.42	10.42	113.42	10.42
Religare Realty Ltd.	-	-	-	-	6.07	-	6.07	-
Religare Securities Ltd.	-	-	-	-	-	260.00	-	260.00
Total	-	-	-	-	221.36	270.42	221.36	270.42
Purchase of Services by the Subsidiaries								
- Religare Technova Business Intellect Ltd.								
Religare Travels (India) Ltd.	-	-	-	-	-	3.11	-	3.11
Total	-	-	-	-	-	3.11	-	3.11
- Religare Technova IT Services Ltd.								
Religare Travels (India) Ltd.	-	-	-	-	-	26.39	-	26.39
Religare Finvest Ltd.	-	-	-	-	-	1.24	-	1.24
Total	-	-	-	-	-	27.63	-	27.63
- Religare Technova Global Solutions Ltd.								
Mr. V. B. Padode	-	-	-	5.76	-	-	-	5.76
Religare Travels (India) Ltd.	-	-	-	-	-	74.52	-	74.52
Total	-	-	-	5.76	-	74.52	-	80.28
Sale of Fixed Assets by the Holding Company								
Religare Finvest Ltd.	-	-	-	-	6.41	-	6.41	-
Total	-	-	-	-	6.41	-	6.41	-
Remuneration to Key Managerial Personnel by the Holding Company								
Maninder Singh Grewal	-	-	44.18	45.90	-	-	44.18	45.90
Sanjay Padode	-	-	74.50	24.83	-	-	74.50	24.83
Total	-	-	118.68	70.73	-	-	118.68	70.73

(₹ in Lacs)

Nature of Transaction	Individuals having Control		Key Management Personnel		Enterprises over which Individual/Key Management Personnel able to exercise significant influence		Total	
	2009-2010	2008-2009	2009-2010	2008-2009	2009-2010	2008-2009	2009-2010	2008-2009
Remuneration to Key Managerial Personnel by the Subsidiaries								
- Religare Technova Business Intellect Ltd.								
Remuneration to Managerial personnel	-	-	-	22.32	-	-	-	22.32
Total	-	-	-	22.32	-	-	-	22.32
- Religare Technova IT Services Ltd.								
Remuneration to Managerial personnel	-	-	-	34.14	-	-	-	34.14
Total	-	-	-	34.14	-	-	-	34.14
- Religare Technova Global Solutions Ltd.								
Remuneration to Managerial personnel	-	-	-	732.99	-	-	-	732.99
Total	-	-	-	732.99	-	-	-	732.99
- Religare Technova Global Solutions Pty Ltd.								
Remuneration to Managerial personnel	-	-	519.20	-	-	-	519.20	-
Total	-	-	519.20	-	-	-	519.20	-
Broking Related Transactions by the Holding Company								
Religare Securities Ltd.	-	-	-	-	0.00	0.01	0.00	0.01
Total	-	-	-	-	0.00	0.01	0.00	0.01
Current Account Transactions by the Holding Company								
Religare Technologies Ltd.	-	-	-	-	588.59	-	588.59	-
Religare Commodities Ltd.	-	-	-	-	1.64	-	1.64	-
Religare Enterprises Ltd.	-	-	-	-	81.44	1.27	81.44	1.27
Religare Wellness Ltd.	-	-	-	-	1.61	0.32	1.61	0.32
Religare Finvest Ltd.	-	-	-	-	2.60	5.53	2.60	5.53
Religare Securities Ltd.	-	-	-	-	2.61	0.11	2.61	0.11
Total	-	-	-	-	678.50	7.23	678.50	7.23
Current Account Transactions by the Subsidiaries								
- Religare Technova Business Intellect Ltd.								
Expenses re-imburement to								
Religare Realty Ltd.	-	-	-	-	-	127.89	-	127.89
Religare Securities Ltd.	-	-	-	-	-	0.67	-	0.67
Religare Enterprises Ltd.	-	-	-	-	-	29.01	-	29.01
Total	-	-	-	-	-	157.57	-	157.57
Expenses re-imburement from								
Religare Securities Ltd.	-	-	-	-	-	6.43	-	6.43
Religare Enterprises Ltd.	-	-	-	-	-	0.43	-	0.43
Religare Finvest Ltd.	-	-	-	-	-	0.76	-	0.76
Religare Insurance Broking Ltd.	-	-	-	-	-	13.45	-	13.45
Total	-	-	-	-	-	21.07	-	21.07
- Religare Technova IT Services Ltd.								
Expenses re-imburement to								
Religare Securities Ltd.	-	-	-	-	-	7.11	-	7.11
Religare Enterprises Ltd.	-	-	-	-	-	44.50	-	44.50
Total	-	-	-	-	-	51.61	-	51.61
Expenses re-imburement from								
Religare Commodities Ltd.	-	-	-	-	-	1.11	-	1.11
Religare Securities Ltd.	-	-	-	-	-	15.59	-	15.59
Religare Capital Markets Ltd.	-	-	-	-	-	0.55	-	0.55
Religare Finvest Ltd.	-	-	-	-	-	5.53	-	5.53
Religare Insurance Broking Ltd.	-	-	-	-	-	0.55	-	0.55
Total	-	-	-	-	-	23.33	-	23.33
- Religare Technova Global Solutions Ltd.								
Expenses re-imburement to								
Religare Securities Ltd.	-	-	-	-	-	0.36	-	0.36
Religare Enterprises Ltd.	-	-	-	-	-	11.16	-	11.16
Total	-	-	-	-	-	11.52	-	11.52

(₹ in Lacs)

Nature of Transaction	Individuals having Control		Key Management Personnel		Enterprises over which Individual/Key Management Personnel able to exercise significant influence		Total	
	2009-2010	2008-2009	2009-2010	2008-2009	2009-2010	2008-2009	2009-2010	2008-2009
	Outstanding Balance Payable/Receivable as on 31-3-10							
Receivables by the Holding Company								
Religare Technologies Ltd.	-	-	-	-	465.54	-	465.54	-
Religare Enterprises Ltd.	-	-	-	-	19.44	-	19.44	-
Religare Arts Initiative Ltd.	-	-	-	-	0.60	-	0.60	-
Religare Capital Markets Plc	-	-	-	-	3.76	-	3.76	-
Religare Macquarie Wealth Management Ltd.	-	-	-	-	0.90	-	0.90	-
Super Religare Laboratories Ltd.	-	-	-	-	0.46	-	0.46	-
Religare Commodities Ltd	-	-	-	-	4.29	7.56	4.29	7.56
Religare Finvest Ltd.	-	-	-	-	10.44	7.64	10.44	7.64
Religare Insurance Broking Ltd.	-	-	-	-	28.13	68.40	28.13	68.40
Religare Securities Ltd.	-	-	-	-	143.16	122.43	143.16	122.43
Total	-	-	-	-	676.72	206.03	676.72	206.03
Receivables by the Subsidiaries								
- Religare Technova Business Intellect Ltd.								
Religare Commodities Ltd.	-	-	-	-	-	2.40	-	2.40
Religare Enterprises Ltd.	-	-	-	-	-	1.30	-	1.30
Religare Finvest Ltd.	-	-	-	-	-	6.02	-	6.02
Religare Macquarie Wealth Management Ltd.	-	-	-	-	-	0.62	-	0.62
Religare Securities Ltd.	-	-	-	-	-	8.78	-	8.78
Aegon Religare Life Insurance Co. Ltd.	-	-	-	-	-	22.91	-	22.91
Religare Aviation Ltd.	-	-	-	-	-	1.43	-	1.43
Religare Aegon AMC Pvt. Ltd.	-	-	-	-	-	0.17	-	0.17
Religare AMC Pvt. Ltd.	-	-	-	-	-	0.28	-	0.28
Religare Arts Initiative Ltd.	-	-	-	-	-	0.84	-	0.84
Religare Capital Markets Ltd.	-	-	-	-	-	0.56	-	0.56
Religare Insurance Broking Ltd.	-	-	-	-	-	20.48	-	20.48
Religare Realty Ltd.	-	-	-	-	-	0.56	-	0.56
Religare Venture Capital Ltd.	-	-	-	-	-	0.84	-	0.84
Super Religare Laboratories Ltd.	-	-	-	-	-	2.78	-	2.78
Vistaar Religare Capital Advisors Ltd.	-	-	-	-	-	0.11	-	0.11
Total	-	-	-	-	-	70.08	-	70.08
- Religare Technova IT Services Ltd.								
Religare Commodities Ltd.	-	-	-	-	-	7.15	-	7.15
Religare Enterprises Ltd.	-	-	-	-	-	46.04	-	46.04
Religare Finvest Ltd.	-	-	-	-	-	1,526.72	-	1,526.72
Religare Insurance Broking Ltd.	-	-	-	-	-	39.10	-	39.10
Religare Macquarie Wealth Management Ltd.	-	-	-	-	-	11.55	-	11.55
Aegon Religare Life Insurance Co. Ltd.	-	-	-	-	-	450.02	-	450.02
Religare Wellness Ltd.	-	-	-	-	-	13.70	-	13.70
Religare Aviation Ltd.	-	-	-	-	-	9.71	-	9.71
Religare AMC Pvt. Ltd.	-	-	-	-	-	8.04	-	8.04
Religare Arts Initiative Ltd.	-	-	-	-	-	0.64	-	0.64
Religare Realty Ltd.	-	-	-	-	-	1.60	-	1.60
Escorts Hospital & Research Centre Ltd.	-	-	-	-	-	1.24	-	1.24
Fortis Clinical Research Ltd.	-	-	-	-	-	1.19	-	1.19
RHC Holding Pvt. Ltd.	-	-	-	-	-	1.76	-	1.76
Ranbaxy Laboratories Ltd.	-	-	-	-	-	263.54	-	263.54
Hiranandani Healthcare Pvt. Ltd.	-	-	-	-	-	0.75	-	0.75
Religare Capital Markets Ltd.	-	-	-	-	-	9.77	-	9.77
Religare Travels (India) Ltd.	-	-	-	-	-	5.23	-	5.23
Total	-	-	-	-	-	2,397.75	-	2,397.75
- Religare Technova Global Solutions Ltd.								
Religare Securities Ltd.	-	-	-	-	-	197.05	-	197.05
Religare Enterprises Ltd.	-	-	-	-	-	6.32	-	6.32
Ramdeo Media Pvt Ltd	-	-	-	-	-	17.73	-	17.73
Total	-	-	-	-	-	221.10	-	221.10

(₹ in Lacs)

Nature of Transaction	Individuals having Control		Key Management Personnel		Enterprises over which Individual/Key Management Personnel able to exercise significant influence		Total	
	2009-2010	2008-2009	2009-2010	2008-2009	2009-2010	2008-2009	2009-2010	2008-2009
Payable								
Inter Corporate Deposits Payable by the Holding Company								
Oscar Investments Ltd.	-	-	-	-	3,500.00	-	3,500.00	-
Luxury Farms Private Ltd.	-	-	-	-	968.00	-	968.00	-
RHC Holding Pvt. Ltd.	-	-	-	-	-	5,138.51	-	5,138.51
Religare Finvest Ltd.	-	-	-	-	5,595.00	35.50	5,595.00	35.50
Total	-	-	-	-	10,063.00	5,174.01	10,063.00	5,174.01
Inter Corporate Deposits Payable by the Subsidiaries								
- Religare Technova Business Intellect Ltd.								
Religare Finvest Ltd.	-	-	-	-	-	422.00	-	422.00
RHC Holding Pvt. Ltd.	-	-	-	-	-	378.50	-	378.50
Total	-	-	-	-	-	800.50	-	800.50
- Religare Technova IT Services Ltd.								
Religare Finvest Ltd.	-	-	-	-	-	2,024.00	-	2,024.00
RHC Holding Pvt. Ltd.	-	-	-	-	-	2,518.85	-	2,518.85
Total	-	-	-	-	-	4,542.85	-	4,542.85
- Religare Technova Global Solutions Ltd.								
RHC Holding Pvt. Ltd.	-	-	-	-	-	5,000.00	-	5,000.00
Total	-	-	-	-	-	5,000.00	-	5,000.00
Interest Payable by the Holding Company								
Oscar Investments Ltd.	-	-	-	-	0.69	-	0.69	-
Luxury Farms Private Ltd.	-	-	-	-	8.14	-	8.14	-
RHC Holding Pvt. Ltd.	-	-	-	-	146.88	174.34	146.88	174.34
Religare Finvest Ltd.	-	-	-	-	164.48	3.07	164.48	3.07
Total	-	-	-	-	320.19	177.41	320.19	177.41
Interest Payable by the Subsidiaries								
- Religare Technova Business Intellect Ltd.								
Religare Finvest Ltd.	-	-	-	-	-	6.04	-	6.04
RHC Holding Pvt. Ltd.	-	-	-	-	-	9.27	-	9.27
Total	-	-	-	-	-	15.31	-	15.31
- Religare Technova IT Services Ltd.								
Religare Finvest Ltd.	-	-	-	-	-	34.34	-	34.34
RHC Holding Pvt. Ltd.	-	-	-	-	-	61.76	-	61.76
Total	-	-	-	-	-	96.10	-	96.10
Other Payable by the Holding Company								
Religare Enterprises Ltd.	-	-	-	-	33.03	2.33	33.03	2.33
Religare Realty Ltd.	-	-	-	-	0.83	-	0.83	-
Religare Wellness Ltd.	-	-	-	-	1.61	-	1.61	-
Religare Travels (India) Ltd.	-	-	-	-	3.92	1.36	3.92	1.36
Total	-	-	-	-	39.40	3.69	39.40	3.69
Other Payable by the Subsidiaries								
- Religare Technova Business Intellect Ltd.								
Religare Realty Ltd.	-	-	-	-	-	113.94	-	113.94
Religare Travels (India) Ltd.	-	-	-	-	-	0.87	-	0.87
Total	-	-	-	-	-	114.81	-	114.81
- Religare Technova IT Services Ltd.								
Religare Securities Ltd.	-	-	-	-	-	126.09	-	126.09
Escorts Heart Institute and Research Centre Ltd.	-	-	-	-	-	0.84	-	0.84
Religare Aegon AMC Pvt. Ltd.	-	-	-	-	-	10.84	-	10.84
Super Religare Laboratories Ltd.	-	-	-	-	-	4.28	-	4.28
Fortis Healthcare Ltd.	-	-	-	-	-	11.13	-	11.13
Total	-	-	-	-	-	153.18	-	153.18
- Religare Technova Global Solutions Ltd.								
Religare Travels (India) Ltd.	-	-	-	-	-	15.84	-	15.84
Religare Securities Ltd.	-	-	-	-	-	4.79	-	4.79
Total	-	-	-	-	-	20.63	-	20.63

i) For the purpose of calculation of Basic and Diluted Earnings per Share the following amounts are considered:

Particulars	Year Ended 31.03.10	Year Ended 31.03.09
Net Profit/Loss after tax (₹)	(247,254,747)	(302,368,481)
Weighted average number of equity share		
For Basic EPS (No.)	4,38,66,577	40,397,313
For Diluted EPS (No.)	4,38,66,577	40,397,313
Nominal Value of shares (₹)	10	10
Earnings per share (EPS)		
Basic (₹)	(5.64)	(7.48)
Diluted (₹)	(5.64)	(7.48)

j) Disclosures relating to actuarial valuation of Gratuity Liability:

	Gratuity	
	2009-10	2008-09
I Assumptions as at 31st March, 2010		
Mortality	LIC (1994-96) Ultimate	LIC (1994-96) Ultimate
Discount Rate	8% p.a.	8% p.a.
Expected Rate of return on plan assets	8% p.a.	N.A.
Expected Average Remaining Service	16	19
II Changes in present value of obligations		
Present Value of Obligation at April 1, 2009	4,913,328	668,123
Interest Cost	393,166	55,041
Current Service Cost	2,459,417	238,418
Benefits Paid	232,000	-
Actuarial (Gain)/Loss on Obligation	(983,877)	861,346
Present Value of Obligation at March 31, 2010	6,550,034	1,822,928
III Changes in Fair Value of Plan Assets		
Fair Value of Plan Assets at April 1, 2009	1,315,359	-
Expected Return of Plan Assets	105,229	-
Contributions	-	-
Benefits paid	232,000	-
Actuarial Gain/(Loss) on Plan Assets	-	-
Fair Value of Plan Assets at March 31, 2010	1,188,588	-
IV Amounts to be recognized in the Balance Sheet		
Present Value of Obligation at March 31, 2010	6,550,034	1,822,928
Fair Value of Plan Assets at March 31, 2010	-	-
Un-funded Liability at March 31, 2010	6,550,034	1,822,928
Unrecognized Actuarial Gain/(Loss)	-	-
Net (Asset)/Liability recognized in the Balance Sheet	6,550,034	1,822,928
V Expense recognized in the statement of Profit & Loss A/c		
Interest Cost	393,166	55,041
Current Service Cost	2,459,417	238,418
Expected Return on Plan Assets	105,229	-
Net Actuarial (Gain)/Loss recognized for the period	(145,290)	(861,346)
Expense recognized in the statement of Profit & Loss A/c	2,602,064	1,154,805

- k) Goodwill arising on consolidation as carried in the books of accounts has been tested for impairment. In the opinion of the management, based on future projections of revenue and cash flows drawn up by the subsidiaries and keeping in mind the strategic nature of the products sold in these subsidiaries no provision for impairment has been made for March 31, 2010.
- i) There are no transactions during the year with Micro, Small and Medium Enterprises during the year and as such there is no balance outstanding as at March 31, 2010.
- m) During the year Public Deposits Balance (2008-09) amounting to ₹3,95,75,000 has been fully repaid and there is no outstanding Deposits Balance at year end.
- n) Capital-work in progress of ₹ 69,289,555 (Previous Year ₹ 55,816,320) includes costs incurred on internally generated software in the development stage of the product and towards the acquisition of Fixed Assets. Further, considering the current economic and market conditions necessary provision of ₹15,206,393 has been made in the books of accounts for its impairment.
- o) As per the policy, considering the current economic and market conditions, the Company has tested its assets for impairment. Based on its internal evaluation of recoverable value of its assets as against the carrying value of assets as on the balance sheet date, the internally generated softwares have been impaired to the extent of ₹ 16,904,711. Accordingly, necessary provision has been made in the books of accounts for the estimated impairment.
- p) The Company had received requests for cancellation of the unexercised stock options for 10,200 equity shares and after this cancellation there are no outstanding stock options under Employee stock option Plan, 2006.
- q) During the year one of the subsidiary company Oliverays Innovations Ltd. had issued 40,000 bonus shares to its shareholders.
- r) Figures of the Previous Year have been regrouped, rearranged and reclassified to conform to the current year classification.
- s) The figures for the year ended March 31, 2009 are not strictly comparable since they include numbers related to Religare Technova IT Services Ltd. and Religare Technova Business Intellect Ltd., erstwhile subsidiaries of the company before Scheme of Arrangement.

Signatories to Schedules A to S forming Part of the financial statement

On behalf of the Board of Directors

As per our attached report of even date

For **R.V. SHAH & CO.**
Chartered Accountants
ICAI Registration No. 109765W

Sd/-
(R.V. SHAH)
Proprietor
Membership No. 016097

Place : New Delhi
Date : November 9, 2010

Sd/-
Ralph James Horne
Global CEO & Managing Director
DIN : 03297973

Sd/-
Tarun Rastogi
Company Secretary

Sd/-
Maninder Singh Grewal
Director
DIN : 00648031