

HCL INVESTMENTS PTE. LTD.

(Incorporated in Singapore. Registration Number: 201025217Z)

ANNUAL REPORT

For the financial year ended 30 June 2015

HCL INVESTMENTS PTE. LTD.
(Incorporated in Singapore)

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HCL INVESTMENTS PTE. LTD.

DIRECTORS' REPORT

For the financial year ended 30 June 2015

The directors present their report to the shareholder together with the audited financial statements for the financial year ended 30 June 2015.

Directors

The directors in office at the date of this report are as follows:

Sundaram Sridharan
Ravi Shankar (appointed on 29 May 2015)

Arrangements to enable directors to acquire shares or debentures

Neither at the end of nor at any time during the financial year was the Company a party to any arrangement whose object was to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

Directors' interests in shares or debentures

According to the register of directors' shareholdings, none of the directors holding office at the end of the financial year had any interest in the shares or debentures of the Company or its related corporations, except as follows:

	Holdings registered in the name of director	
	At <u>30.6.2015</u>	At <u>1.7.2014</u>
Ultimate holding corporation - HCL Infosystems Ltd. <u>(No. of ordinary shares)</u>		
Sandeep Kanwar (resigned on 29 May 2015)	9,855	9,855

Directors' contractual benefits

Since the end of the previous financial year, no director has received or become entitled to receive a benefit by reason of a contract made by the Company or a related corporation with the director or with a firm of which he is a member or with a company in which he has a substantial financial interest, and except that certain directors received remuneration as a result of their employment with related corporations.

HCL INVESTMENTS PTE. LTD.

DIRECTORS' REPORT

For the financial year ended 30 June 2015

Share options

No options were granted during the financial year to subscribe for unissued shares of the Company.

No shares have been issued during the financial year by virtue of the exercise of options to take up unissued shares of the Company.

There were no unissued shares of the Company under option at the end of the financial year.

Independent auditor

The independent auditor, PricewaterhouseCoopers LLP, has expressed its willingness to accept re-appointment.



RAVI SHANKAR
Director

25 JAN 2016



SUNDARAM SRIDHARAN
Director

HCL INVESTMENTS PTE. LTD.

STATEMENT BY DIRECTORS

For the financial year ended 30 June 2015

In the opinion of the directors,

- (a) the financial statements as set out on pages 5 to 17 are drawn up so as to give a true and fair view of the financial position of the Company as at 30 June 2015 and the financial performance, changes in equity and cash flows of the Company for the financial year covered by the financial statements; and
- (b) at the date of this statement, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they fall due.



RAVI SHANKAR
Director

25 JAN 2016



SUNDARAM SRIDHARAN
Director



**INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDER OF
HCL INVESTMENTS PTE. LTD.**

Report on the Financial Statements

We have audited the accompanying financial statements of HCL Investments Pte. Ltd. (the "Company") set out on pages 5 to 17, which comprise the balance sheet as at 30 June 2015, the statement of comprehensive income, the statement of changes in equity and the statement of cash flows for the financial year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the provisions of the Singapore Companies Act (the "Act") and Singapore Financial Reporting Standards, and for devising and maintaining a system of internal accounting controls sufficient to provide a reasonable assurance that assets are safeguarded against loss from unauthorised use or disposition; and transactions are properly authorised and that they are recorded as necessary to permit the preparation of true and fair financial statements and to maintain accountability of assets.

Auditor's Responsibility

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

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

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

Opinion

In our opinion, the financial statements of the Company are properly drawn up in accordance with the provisions of the Act and Singapore Financial Reporting Standards so as to give a true and fair view of the financial position of the Company as at 30 June 2015, and of the financial performance, changes in equity and cash flows of the Company for the financial year ended on that date.

Report on Other Legal and Regulatory Requirements

In our opinion, the accounting and other records required by the Act to be kept by the Company have been properly kept in accordance with the provisions of the Act.



PricewaterhouseCoopers LLP
Public Accountants and Chartered Accountants

Singapore, 25 JAN 2016

HCL INVESTMENTS PTE. LTD.

STATEMENT OF COMPREHENSIVE INCOME

For the financial year ended 30 June 2015

	Note	2015 US\$	2014 US\$
Revenue	3	51,000	48,012
Expenses			
- Bank charges		(110)	(61)
- Legal and professional charges		(11,492)	(5,516)
- Audit fees		(14,800)	(23,635)
- Other		(16)	-
Profit before income tax		24,582	18,800
Income tax (expense)/credit	4	(2,507)	25,855
Profit after tax		22,075	44,655
Total comprehensive income		22,075	44,655

The accompanying notes form an integral part of these financial statements.

HCL INVESTMENTS PTE. LTD.**BALANCE SHEET***As at 30 June 2015*

	Note	2015 US\$	2014 US\$
ASSETS			
Current assets			
Cash and bank deposits	5	405,663	442,337
Loan to a related corporation	6	1,598,741	1,547,741
		<u>2,004,404</u>	<u>1,990,078</u>
Non-current asset			
Investment in a subsidiary	7	-	-
		<u>-</u>	<u>-</u>
Total assets		<u>2,004,404</u>	<u>1,990,078</u>
LIABILITIES			
Current liabilities			
Other payables	8	34,342	42,625
Current income tax liability	4(b)	1,414	880
Total liabilities		<u>35,756</u>	<u>43,505</u>
NET ASSETS		<u>1,968,648</u>	<u>1,946,573</u>
EQUITY			
Share capital	9	1,775,001	1,775,001
Retained earnings		193,647	171,572
Total equity		<u>1,968,648</u>	<u>1,946,573</u>

The accompanying notes form an integral part of these financial statements.

HCL INVESTMENTS PTE. LTD.

STATEMENT OF CHANGES IN EQUITY

For the financial year ended 30 June 2015

	<u>Share capital</u> US\$	<u>Retained earnings</u> US\$	<u>Total</u> US\$
2015			
Beginning of financial year	1,775,001	171,572	1,946,573
Total comprehensive income	-	22,075	22,075
End of financial year	1,775,001	193,647	1,968,648
2014			
Beginning of financial year	1,775,001	126,917	1,901,918
Total comprehensive income	-	44,655	44,655
End of financial year	1,775,001	171,572	1,946,573

The accompanying notes form an integral part of these financial statements.

HCL INVESTMENTS PTE. LTD.**STATEMENT OF CASH FLOWS***For the financial year ended 30 June 2015*

	2015	2014
	US\$	US\$
Cash flows from operating activities		
Profit after tax	22,075	44,655
Adjustments for:		
- Income tax expense/(credit)	2,507	(25,855)
- Interest income	(51,000)	(48,012)
Operating cash flows before working capital changes	(26,418)	(29,212)
Change in working capital		
- Other payables	(8,283)	26,496
Net cash used in operations	(34,701)	(2,716)
Income tax (paid)/received (net)	(1,973)	993
Net cash used in operating activities	(36,674)	(1,723)
Cash flow from financing activities		
Loan to related corporation	-	(1,500,000)
Interest income received	-	271
Net cash used in financing activities	-	(1,499,729)
Net decrease in cash and cash equivalents	(36,674)	(1,501,452)
Cash at bank at beginning of financial year	442,337	1,943,789
Cash at bank at end of financial year	405,663	442,337

The accompanying notes form an integral part of these financial statements.

HCL INVESTMENTS PTE. LTD.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2015

These notes form an integral part of and should be read in conjunction with the accompanying financial statements.

1. General information

The Company is incorporated and domiciled in Singapore. The address of its registered office is 1, North Bridge Road, #19-04/05 High Street Centre, Singapore 179094.

The principal activity of the Company is that of an investment holding company. The principal activity of its subsidiary is disclosed in Note 7.

2. Significant accounting policies

2.1 Basis of preparation

The financial statements have been prepared in accordance with Singapore Financial Reporting Standards ("FRS"). The financial statements have been prepared under the historical cost convention, except as disclosed in the accounting policies below.

The preparation of these financial statements in conformity with FRS requires management to exercise its judgement in the process of applying the Company's accounting policies. It also requires the use of certain accounting estimates and assumptions.

Interpretations and amendments to published standards effective in 2015

On 1 July 2014, the Company adopted the new or amended FRS and Interpretations to FRS ("INT FRS") that are mandatory for application from that date. Changes to the Company's accounting policies have been made as required, in accordance with the transitional provisions in the respective FRS and INT FRS.

The adoption of these new or amended FRS and INT FRS did not result in substantial changes to the Company's accounting policies and had no material effect on the amounts reported for the current or prior financial years.

HCL INVESTMENTS PTE. LTD.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2015

2. Significant accounting policies (continued)

2.2 Revenue recognition

Revenue comprises the fair value of the consideration received or receivable for the rendering of services in the ordinary course of the Company's activities.

Revenue is recognised as follows:

Interest income

Interest income is recognised using the effective interest method.

2.3 Consolidation

The financial statements are the separate financial statements of the Company. The Company is exempted from the preparation of consolidated financial statements as the Company is a wholly-owned subsidiary of HCL Infosystems Ltd., a company incorporated in India, listed on the Bombay Stock Exchange which publishes consolidated financial statements available for public use. The registered office of HCL Infosystems Ltd. is 806, Siddharth, 96, Nehru Place, New Delhi - 110 019.

2.4 Investment in a subsidiary

Investment in a subsidiary is stated at cost less accumulated impairment losses in the balance sheet. On disposal of investment in a subsidiary, the difference between net disposal proceeds and the carrying amount of the investment is recognised in profit or loss.

2.5 Income taxes

Current income tax is recognised at the amount expected to be paid to or recovered from the tax authorities.

Deferred income tax is recognised for all temporary differences except when the deferred income tax arises from the initial recognition of an asset or liability that affects neither accounting nor taxable profit or loss at the time of the transaction.

Current and deferred income tax is measured using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date, and are recognised as income or expenses in profit or loss, except to the extent that the tax arises from a transaction which is recognised directly in equity.

HCL INVESTMENTS PTE. LTD.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2015

2. Significant accounting policies (continued)

2.6 Loans and receivables

Cash at bank

Loan to a related corporation

Cash at bank and loan to a related corporation are initially recognised at their fair values plus transaction costs and subsequently carried at amortised cost using the effective interest method, less accumulated losses.

The Company assesses at each balance sheet date whether there is objective evidence that these financial assets are impaired and recognises an allowance for impairment when such evidence exists. Significant financial difficulties of the debtor, probability that the debtor will enter bankruptcy and default or significant delay in payments are objective evidence that these financial assets are impaired.

The carrying amount of these assets is reduced through the use of an impairment allowance account which is calculated as the difference between the carrying amount and the present value of estimated future cash flows, discounted at the original effective interest rate.

2.7 Impairment of non-financial asset

Investment in a subsidiary is reviewed for impairment whenever there is any objective evidence or indication that these assets may be impaired.

If the recoverable amount of the asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. The difference between the carrying amount and recoverable amount is recognised as an impairment loss in profit or loss.

An impairment loss for an asset is reversed if, and only if, there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. The carrying amount of this asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of accumulated depreciation) had no impairment loss been recognised for the asset in prior years. A reversal of impairment loss for an asset is recognised in profit or loss.

2.8 Other payables

Other payables represent unpaid liabilities for goods and services provided to the Company prior to the end of financial year. They are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business, if longer). If not, they are presented as non-current liabilities.

Other payables are initially measured at fair values, and subsequently carried at amortised cost, using the effective interest method.

HCL INVESTMENTS PTE. LTD.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2015

2. Significant accounting policies (continued)

2.9 Cash and cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents include deposits with financial institutions which are subject to an insignificant risk of change in value.

2.10 Currency translation

The financial statements are presented in United States Dollar, which is the functional currency of the Company.

Transactions in a currency other than United States Dollar ("foreign currency") are translated into United States Dollar using the exchange rates at the dates of the transactions. Currency exchange differences resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at the closing rates at the balance sheet date are recognised in profit or loss.

2.11 Fair value estimation of financial assets and liabilities

The fair values of current financial assets and liabilities carried at amortised cost approximate their carrying amounts.

2.12 Share capital

Ordinary shares are classified as equity.

3. Revenue

	2015 US\$	2014 US\$
Interest income on loan to a related corporation	<u>51,000</u>	<u>48,012</u>

4. Income taxes

(a) Income tax expense/(credit)

	2015 US\$	2014 US\$
Tax expense attributable to profit is made up of:		
- Current income tax	1,242	880
Under/(over) provision in preceding financial years:		
- Current income tax	<u>1,265</u>	<u>(26,735)</u>
	<u>2,507</u>	<u>(25,855)</u>

HCL INVESTMENTS PTE. LTD.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2015

4. **Income taxes** (continued)

(a) Income tax expense/(credit) (continued)

The tax on profit before tax differs from the theoretical amount that would arise using the Singapore standard rate of income tax as follows:

	2015 US\$	2014 US\$
Profit before income tax	24,582	18,800
Tax calculated at a tax rate of 17% (2014: 17%)	4,178	3,196
Effects of:		
- Statutory income tax exemption	(2,404)	(1,938)
- Tax rebate	(532)	(378)
Tax charge	1,242	880

(b) Movements in current income tax liabilities

	2015 US\$	2014 US\$
Beginning of financial year	880	25,742
Tax payable on results for current financial year	1,242	880
Income tax paid	(1,973)	(20,041)
Income tax refunded	-	21,034
Under/(over) provision in prior financial years	1,265	(26,735)
End of financial year	1,414	880

5. **Cash and bank deposits**

	2015 US\$	2014 US\$
Cash at bank	405,663	442,337

At the balance sheet date, the carrying amount of cash at bank approximates its fair value and is denominated in United States Dollar.

6. **Loan to a related corporation**

	2015 US\$	2014 US\$
Loan to related corporation	1,500,000	1,500,000
Interest accrued on loan	98,741	47,741
	1,598,741	1,547,741

HCL INVESTMENTS PTE. LTD.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2015

6. Loan to a related corporation (continued)

The Company had advanced a loan of US\$1.5 million at an interest of 6 month LIBOR + 300 basis points to HCL Infosystems MEA, Dubai. The effective interest rate on the loan at balance sheet date is 3.4% (2014: 3.4%) per annum. The loan to the related corporation is unsecured and repayable in January 2016. The carrying amount approximates its fair value.

7. Investment in a subsidiary

	2015 US\$	2014 US\$
<i>Equity investments at cost</i>		
Beginning of financial year	200,015	200,015
Less: Allowance for impairment	(200,015)	(200,015)
End of the financial year	<u>-</u>	<u>-</u>

Detail of the subsidiary is as follows:

<u>Name of company</u>	<u>Principal activities</u>	Country of incorporation and principal place of <u>business</u>	<u>Equity holding</u>		<u>Cost of investment</u>	
			2015 %	2014 %	2015 US\$	2014 US\$
HCL Infosystems South Africa (Pty) Limited	Providing IT and computer software services and placement of IT professionals	South Africa	100	100	200,015	200,015

8. Other payables

	2015 US\$	2014 US\$
Due to holding corporation	15	15
Accrued operating expenses	34,327	42,610
	<u>34,342</u>	<u>42,625</u>

The non-trade amount due to holding corporation is interest-free, unsecured and repayable on demand.

Other payables are denominated in United States Dollar.

HCL INVESTMENTS PTE. LTD.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2015

9. Share capital

	No. of ordinary shares issued	Amount US\$
2015		
Beginning and end of financial year	<u>1,775,001</u>	<u>1,775,001</u>
2014		
Beginning and end of financial year	<u>1,775,001</u>	<u>1,775,001</u>

All issued ordinary shares are fully paid. The holders of ordinary shares are entitled to receive dividends as and when declared by the Company. All ordinary shares carry one vote per share without restrictions. There is no par value for these ordinary shares.

10. Financial risk management

Financial risk factors

The Company's activities expose it to market risk (including currency risk and interest rate risk), credit risk, liquidity risk and capital risk.

(a) Market risk

(i) *Currency risk*

The Company's business operations are not exposed to significant foreign currency risks as it has no significant transactions denominated in foreign currencies.

(ii) *Interest rate risk*

The Company is exposed to interest rate risk on loan to a related corporation. The loan to a related corporation, based on 6 months LIBOR+300 basis points, is denominated in United States Dollar.

As at 30 June 2015, if LIBOR had increased/decreased by 1% (2014: 1%) with all variables including tax rate being held constant, the profit after tax for the year would have been higher/lower by US\$12,450 (2014:US\$12,450) as a result of higher/lower interest income on the loan to a related corporation.

HCL INVESTMENTS PTE. LTD.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2015

10. Financial risk management (continued)

(b) Credit risk

The Company has no significant concentration of credit risk.

For cash at bank, the Company adopts the policy of dealing with financial institutions and other counterparties with high credit ratings. The maximum exposure to credit risk for each class of financial assets is the carrying amount of that class of financial instrument presented on the balance sheet. The Company's major classes of financial assets are cash at bank and loan to a related corporation.

(i) *Financial assets that are neither past due nor impaired*

Cash at bank is neither past due nor impaired and is placed with bank with high credit-rating as determined by international credit-rating agencies. Loan to a related corporation is due from a company within the HCL Group with good collection track records.

(ii) *Financial assets that are past due and/or impaired*

There are no financial assets that are past due and/or impaired.

(c) Liquidity risk

The Company manages liquidity risk by maintaining sufficient cash to enable it to meet its operational requirements.

The table below analyses the maturity profile of the Company's financial liabilities based on contractual undiscounted cash flows:

	<u>Less than 1 year</u>	
	2015	2014
	US\$	US\$
Other payables	34,342	42,625

(d) Capital risk

The Company's objectives when managing capital are to ensure that the Company is adequately capitalised and to maintain an optimal capital structure. Total capital is calculated as equity as shown in the balance sheet.

The Company is not subject to any externally imposed capital requirements.

HCL INVESTMENTS PTE. LTD.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2015

10. Financial risk management (continued)

(d) Capital risk (continued)

The aggregate carrying amounts of loans and receivables and financial liabilities at amortised cost are as follows:

	2015 US\$	2014 US\$
Loans and receivables	2,004,404	1,990,078
Financial liabilities at amortised cost	<u>34,342</u>	<u>42,625</u>

11. Immediate and ultimate holding corporations

The Company's immediate holding corporation is HCL Infotech Limited incorporated in India. The ultimate holding corporation is HCL Infosystems Limited a company incorporated in the India.

12. Related party transactions

In addition to the information disclosed elsewhere in the financial statements, the following transactions took place between the Company and related parties at terms agreed between the parties:

	2015 US\$	2014 US\$
Interest income on loan to a related corporation	<u>51,000</u>	<u>47,741</u>

Balances with related parties at the balance sheet date are set out in Notes 6 and 8.

13. New or revised accounting standards and FRS interpretations

Certain new accounting standards, amendments and interpretations to existing standards have been published that are mandatory for the Company's accounting periods beginning on or after 1 July 2015. The Company does not expect the adoption of those accounting standards or interpretations to have a material impact on the Company's financial statements.

14. Authorisation of financial statements

These financial statements were authorised for issue in accordance with a resolution of the Board of Directors of HCL Investments Pte. Ltd. on **25 JAN 2016**
