Directors' Report

To the Shareholders, RMA Software Park Private Limited

Your Directors have pleasure in presenting their Eighth Annual Report together with the Audited Accounts for the financial year ended 31st March, 2012.

Financial Highlights

The financial details are as under:

(Rs. in Lacs)

Particulars	Year ended	Year ended
	31 st March, 2012	31 st March, 2011
Net Sales and other income	Nil	Nil
Profit / (Loss) before Interest, Depreciation and Tax	(62.59)	(54.55)
Finance Charges (Interest on deferred payment)	97.15	125.58
Depreciation	24.92	25.28
(Loss) before Tax	(184.66)	(205.41)
Provision for Taxation: Current	Nil	Nil
: Fringe Benefit	Nil	Nil
: Deferred	Nil	Nil
Net (Loss) after Tax	(184.66)	(205.41)

Business Outlook

The Company had engaged consultants to advise on the development of the Plot. However, the construction/development can commence only after receipt for necessary approvals from appropriate Government authorities.

Public Deposit

Your Company has not accepted any deposits from the public.

Directors

Mr. Ajai Chowdhry stepped down from the position of Director of the Company w.e.f. 30th June, 2012. The Board places on record its appreciation for the contributions made by him during his tenure with the Company.

In accordance with the Articles of Association of the Company, Mr. J.V. Ramamurthy, Director, is retiring by rotation and being eligible, has offered himself for re-appointment.

Directors' Responsibility Statement

Pursuant to the requirement of Section 217(2AA) of the Companies Act, 1956, the Directors hereby confirm that:

- a. in the preparation of the annual accounts, the applicable accounting standards have been followed and there has been no material departure;
- b. appropriate accounting policies have been selected and applied consistently, and that the judgments and estimates made are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2012 and of the loss of the Company for the said period;
- c. proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. the annual accounts have been prepared on a going concern basis.

Personnel

There is no employee in the Company whose particulars are required to be furnished under Section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975.

Additional Information in Relation to Conservation of Energy, Technology Absorption and Foreign Exchange Earning and Outgo

During the year under review, there are no particulars to be furnished in respect of conservation of energy and technology absorption, foreign exchange earnings and outgo and export initiatives.

Auditors and Auditors' Report

M/s S.D. Chopra and Associates, Chartered Accountants, the auditors of the Company, retire at the forthcoming Annual General Meeting and being eligible offer themselves for reappointment. Your Directors recommend their reappointment.

The Notes to Accounts are self explanatory and therefore do not call for any further comments.

Acknowledgement

The Directors wish to place on record their appreciation for the continued co-operation the Company received from various departments of the Central and State Government and Bankers.

The Board also wishes to place on record its gratitude to the valued Members and business associates for their continued support and confidence reposed in the Company.

For and on Behalf of Board

Sandeep Kanwar

Chairman

Place : Noida

Date : 22nd August, 2012

S. D. CHOPRA & ASSOCIATES CHARTERED ACCOUNTANTS

512-B, MODI (HEMKUNT) TOWER, 98, NEHRU PLACE, NEW DELHI-110019 Ph. 26425422, 26425622

Auditor's Report

To
The Member of
RMA Software Park Private Limited

- 1. We have audited the attached Balance Sheet of RMA Software Park Pvt. Ltd. as at 31st March, 2012 and also the profit and Loss account and Cash Flow for the year ended on that date, annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
- 2. We conducted our audit in accordance with 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 financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
- 3. As required by the Companies (Auditor's Report) Order 2003 as amended by Companies (Auditor's Report) (Amendment) Order, 2004, issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Companies Act, 1956, we enclose in the annexure a statement on the matters specified in paragraphs 4 and 5 of the said order to the extent applicable to the company.
- 4. Further to our comments in the annexure referred in paragraph 3 above, we report that:
- a) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit.
- b) In our opinion, proper books of account as required by law, have been kept by the Company so far as appears from our examination of those books.
- c) The Balance Sheet, Profit and Loss Account and cash flow statement dealt with by this report are in agreement with the books of account.
- d) In our opinion, the Balance Sheet, Profit and Loss Account and cash flow statement dealt with by this report comply with the mandatory Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956.

- e) On the basis of written representations received from the directors, as on 31st March, 2012, and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st March, 2012 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.
- f) In our opinion, and to the best of our information and according to the explanations given to us the said account read together with notes thereon, give the information required by the Companies Act 1956 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:
- i) In the case of the Balance Sheet, of the state of affairs of the company as at 31st March, 2012,
- ii) In the case of the Profit and Loss Account, of the Loss for the year ended on that date, and
- iii) In the case of the Cash Flow statement, of the Cash Flow for the year ended on that date.

S. D. Chopra

Proprietor Membership No. 82537 For and on behalf of

S. D. Chopra & Associates

Chartered Accountants

Place: New Delhi Date: 22/08/2012 ANNEXURE TO THE AUDITOR'S REPORT OF RMA SOFTWARE PARK PRIVATE LIMITED FOR THE YEAR ENDED 31st March, 2012.

(Referred to in paragraph 3 of our report even date)

- 1. In respect of its fixed assets:
- a) The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets on the basis of available information.
- b) As explained to us, the fixed assets have been physically verified by the management during the year in a phased periodical manner, which in our opinion is reasonable, having regard to the size of the company and nature of its assets. No material discrepancies were noticed on such physical verification.
- 2. The Company do not have any inventory at the end of the year.
- a) The Company has not taken any loan secured or unsecured from companies, firms or other parties listed in the register maintained under section 301 of the Companies Act,1956.
- b) The Company has not granted any loan secured or unsecured from companies, firms or other parties listed in the register maintained under section 301 of the Companies Act,1956.
- 4. In our opinion and according to the information and explanation given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business. During the course of our audit, we have not observed any major weaknesses in internal controls
- 5. As explained to us there has not been any transaction during the year that need to be entered in the register maintained under section 301 of the companies Act, 1956
- 6. The company has not accepted fixed deposits from public.
- 7. There was no internal audit system in operation during the year. However, The company has internal control system which, in our opinion, is adequate in relation to the size of the company.
- 8. The Central Government has not prescribed the maintenance of the cost records of the company under section 209(1) (d) of the companies Act, 1956.
- 9. In respect of statutory dues:
- a) According to the records of the company, the company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, Investor education and protection fund, employees state insurance, Income tax , Sale tax, Wealth tax, Service tax, custom duty, Excise duty, Cess and other material statutory dues applicable to it.
- b) According to the information and explanation given to us, no undisputed amounts payable in respect of Income tax, Sale tax, Wealth tax, Service tax, Custom duty, Excise duty, and Cess were outstanding, as at 31st March, 2012 for the period of more than six months from the date they become payable.

c) According to the information and explanation given to us, there are no dues of Sale tax, Income tax,

Custom duty, Excise duty and Cess which have not been deposited on account of any dispute.

10. In our opinion, the accumulated losses of the company are not more than 50% of its net worth and it has incurred cash losses in the financial year ended on that date and in the immediately preceding

financial year.

11. Based on the examination of the Books of accounts and related records and according to the information and explanation given to us, the company has not defaulted in repayment of dues to the

Banks.

12. The company has not granted loans and advances on the basis of securities by way of pledge of

shares, debentures and other securities.

13. The company is not a chit fund, Nidhi or Mutual benefit society. Hence the requirement of items

(xiii) of paragraph 4 of the order is not applicable to the company.

14. The company is not dealing or trading in shares, securities, debentures and other Investments.

15. The company has not given any guarantee for loans taken by others from banks or financial

institutions.

16. The company has not raised any term loan during the year.

17. According to the information and explanations given to us and on an overall examination of the balance sheet of the company, in our opinion, there are no fund raised on a short term basis which has

been used for long term investment and vice-versa.

18. The company has not made any preferential allotment of shares to parties and companies covered in

the register maintained under section 301 of the Act.

19. The company has not issued any debenture during the year.

20. The company has not made any public issue during the year.

21. According to the information and explanations provided to us, no fraud on or by the company has

been noticed or reported during the course the year.

S. D. Chopra

Proprietor

Membership No. 82537

For and on behalf of

S. D. Chopra & Associates

Chartered Accountants

Place: New Delhi Date: 22/08/20/2

RMA SOFTWARE PARK PRIVATE LIMITED Balance Sheet as at March 31, 2012

Equity and Liabilities:	Notes		As at 31.03.2012 ₹/Lakhs	_	As at 31.03.2011 ₹/Lakhs
Shareholders' funds					
Share capital	1, 2	1.00		1.00	
Reserves and surplus	2	3,423.55	3,424.55	3,654.64	3,655.64
Non-current Liabilities		· · · · · · · · · · · · · · · · · · ·			5,222.2
Long-term borrowings	3				
•	3		1,560.56		2 704 10
Current Liabilities					
Trade payables	4	7.47		0.50	
Other current liabilities	5	1,636.42		275.16	
		·	1,643.89	275.10	275.66
Total equity and liabilities			6,629.00		
			6,629.00		6,635.40
Assets:					
Non Current Assets					
Fixed assets					
Long-term loans and advances	6 7	6,250.85		6,322.20	
	′ -	336.13	6,586.98	282.87	6,605.07
Current Assets					
Cash and cash equivalents	_				
Sast and cash equivalents	8	42.02		30.33	
Total Assets			42.02		30,33
			6,629.00		6,635.40
Significant Accounting Policies	11				
Notes to Accounts	12				
This is the But to a control of the					

The notes referred to above form an integral part of the Balance Sheet

For and on behalf of the Board of Directors

SANDEEP KANWAR Director

N

Director

For S D Chopra & Associates Chartered Accountants

in our report of even date

This is the Balance Sheet referred to

S D Chopra Proprietor M No.82537

Place : Noida Dated : 22 | 08 | 20 | 2

RMA SOFTWARE PARK PRIVATE LIMITED Statement of Profit and Loss for the year ended March 31, 2012

Revenue	<u>Notes</u>	Year ended 31.03.2012 ₹/Lakhs	Year ended 31.03.2011 <i>₹I</i> Lakhs
Expenses			-
Finance costs Depreciation and amortization expense Other expenses	9 6 10	97 15 24 92 62.59 184.66	125.58 25.28 54.55 205.41
Profit before exceptional and extraordinary items and tax		(184.66)	(205.41)
Exceptional items			P
Profit before extraordinary items and tax		(184.66)	(205.41)
Extraordinary items		-	m
Profit before tax		(184.66)	(205.41)
Tax expense Current - For the year Deferred tax Profit for the period from continuing operations (a)		(184.66)	(205.41)
Profit/(loss) from discontinuing operations Tax expense of discontinuing operations		<u>-</u>	·
Profit/(loss) for the period from discontinuing operations (b)		•	-
Profit for the period (a+b)		(184.66)	(205.41)
Earning per equity share (in Rs.) Basic (of ₹ 10/- each) Diluted (of ₹ 10/- each)		(1,847) (1,847)	(2,054) (2,054)
Significant Accounting Policies Notes to Accounts This is the Statement of Profit and Loss referred to in our report of even date	11 12 The notes referred to a Statement of Profit and	above form an integral part of the I Loss	

For S D Chopra & Associates Chartered Accountants

S D Chopra Proprietor M NO.82537

Place : Noida Dated : 22/08/2012

For and on behalf of the Board of Directors

SANDEEP KANWAR

Director

J.V. RAMAMURTHY

Director

Cash Flow Statement for the year ended March, 31 2012	2011-2012 ₹/Lakhs	2011-2010
A. Cash Flow from Operating Activities:	(/Lakiis	₹/Lakhs
Net Profit / (Loss) before Tax	(184.66)	(205.41)
Adjustments for :	•	, ,
Depreciation	24.92	25.28
Interest paid	97.15	125.58
Operating Profit/(Loss) before working capital changes	(62.59)	(54.55)
Adjustments for :		
Loans & Advances	(53.26)	(239.02)
Current Liabilities & Provisions	(2.78)	(9.18)
Cash used in operations	(118.63)	(302.75)
Income Tax Paid	•	_
Net Cash used in operating activities	(118.63)	(302.75)
B. Cash Flow from Investing Activities :		
Sale/(Purchase) of Fixed Assets		67.70
Sale/(Purchase) of Shares/Securities (net)	•	07.70
Net Cash generated from (used in) Investing Activities	<u> </u>	67.70
C. Cash Flow from Financing Activities :		
Interest Paid	(97.15)	(125.58)
Increase/(Decrease) in unsecured toan	464.42	622.24
Secured Loan	(236.95)	(236.95)
Net cash generated from (used in) financing activities	130.32	259.71
Net Increase/ (Decrease) in Cash & Cash Equivalents (A+B-		
Met increaser (Decrease) in Cash & Cash Ednivalents (A+B-	11.69	24.66
Cash & Cash Equivalents, beginning of the year	30.33	5.67
Cash & Cash Equivalents, end of the year	42.02	30.33
Net Increase/ (Decrease) as disclosed above	11.69	24.66
	11.03	24.00

Notes

- 1. The above Cash Flow Statement has been prepared under the indirect method set out in Accounting Standard-3, notified u/s 211(3C) of the Companies Act, 1956.
- 2. Figures in brackets indicate cash outflow

This is the Cash Flow Statement referred to in our report of even date

For S. D. Chopra & Associates

Chartered Accountants

S. D. Chopra Proprietor M. No. 82537

Place: Noida Date: 22/08/2012

For and on behalf of the Board of Directors

SANDEEP KANWAR

Director

J.V. RAMAMURTHY

Director

Notes to the Balance Sheet as at March 31, 2012

	Notes to the Balance Sheet as at March	h 31, 2012						
				As at 31.03.2012 ₹/Lakhs				As at 31.03.2011 7/Lakhs
	1- Share Capital			(/Carilo	-			- CALARATO
	AUTHORISED SHARE CAPITAL							
	100,000 (Previous year 100,000) Equity shares of ₹ 10/- each			40.00				10.00
	TOTAL			10.00 10.00				10.00
	ISSUED, SUBSCRIBED AND PAID UP	SHARE CAPITAL						
	Issued, Subscribed & Paid up: 10,000 (Previous year 10,000) Equity shares of ₹10/- each Fully paid up							
				1.00				1.00
	TOTAL			1.00	-			1.00
(i)	Notes: Shares held by Holding Company 10,000 (2011- 10,000) Equity shares of ₹10/-each full paid up held by HCL Infosystems Limited, the Holding Company.			1.00				1.00
(ii)	Terms and Right attached to equity sha The Company has only one class of eq In the event of liquidation of the Com amounts. The distribution will be in pro	uity share having a fa pany, the holders o	f equity share v	will be entitled to rece	eive remaining a			of all preferential
riii)	Shareholders Holding more than 5%		As at 31.03.201		No of Shares		at 31.03.2011	% of shares
,,	(a) HCL INFOSYSTEMS LTD	10,000		100,00	10,000			100.00
	3- Long Term Borrowings							
	- Secured Deferred Payment Liabilities (Deferred	Credit from GNIDA)		473.90 473.90				710.85 710.85
	- Unsecured Loans From HCL Infosystems Ltd - Ho	lding Company)		1,086.66 1,086.66	-			1,993.25 1,993.25
	TOTAL			1,560.56	-			2,704.10
	Deferred Credit is towards payments fo land.	r the land taken on le	easehold basis f		-	nent Authority .Thi	s is secured by way of	
	Repayment terms of deferred payment							
		*current maturity i.e loans repayable in 2011-12	Balance long term loan as at 31.03.2011	Frequency	No.of Intaliments due	Total of loans repayable	*current maturity i.e loans repayable in 2012-13	Balance long term loan as at 31.03.2012
	947.80	236.95	710.85	Half Yearly	6	710.85	236.95	473.90
	*Grouped under "Other Current Liabiliti 4- Trade Payables Trade Payables - Oustanding due to other than Micro TOTAL		ees	7.47 7.47				0.50 0.50
	5- Other Current Liabilities							
	Current Maturities of Long Term Debts Statutory Dues Payable Other Payable (Interest Payable)			1,607.96 0.03 28.43				236.95 0.30 37.91
	TOTAL			1,636.42	•			275.16
	7- Long Term Loans & Advances Unsecured Capital Advances TOTAL			336.13 336.13				282.87 282.87
	8- Cash And Cash Equivalents Belances with Banks - On Current Account Bank Balance with Schedule Bank TOTAL			42.02 42.02				30.33 30.33

Notes to the Balance Sheet as at March 31, 2012

2- Movement in Share Capital and Reserve and Surplus

in the term of the	-			(₹ in lakhs, excep	t no. of share)
Particulars	No. of Shares	Share Capital	Revaluation Reserve	Profit /Loss Account	Total
As at April 1, 2010 Issue of equity shares	10,000	1.00	4,160.83	(253.84)	3,906.99
Shares bought back during the year Profit for the year			(46.94)	(205.41)	(205.41) (46.94)
Revaluation Reserve Utilised As at March 31, 2011	10,000	1.00	4,113.89	(459.25)	3,654.64
As at April 1, 2011 Issue of equity shares	10,000	1.00	4,113.89	(459.25)	3,654.64
Shares bought back during the year Profit for the year Revaluation Reserve Utilised			(46.43)	(184.66)	(184.66) (46.43)
As at March 31, 2012	10,000	1.00	4,067.46	(643.91)	3,423.55

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RMA SOFTWARE PARK PRIVATE LIMITED

Notes to the Balance Sheet as at March 31, 2012

6- Fixed Assets

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		Gross Block			Accumulated Depreciation / Amortisation			Gross Block Accumulated Depreciation / Amortisation Net Block			lock
Particulars	As at 01/04/2011	Addition	Deletions	As at 31/03/2012	As at 01/04/2011	Addition	Deductions	As at 31/03/2012	As at 31/03/2012	As at31/03/2011	
Tangible Assets	_										
Leased Assets Land	6,404.27	!		6,404.27	82.07	71.35	-	153.42	6,250.85	6,322.20	
Total	6,404.27			6,404.27	82.07	71.35		153.42	6,250.85	6,322.20	
Previous Year	6,471.97	-	67.70	6,404.27	9.85	72.71	0.49	82.07	6,322.20		
Deprection for the year			·						71.35	72.7	

Deprection for the year Less:Transfer from Revaluation Reserve

47.43 46.43 25.28 24.92



RMA SOFTWARE PARK PVT LTD

Notes to the Statement of Profit and Loss for the year ended March 31, 2012 9- Finance Costs	Year ended 31.03.2012 ₹/Lakhs	Year ended 31.03.2011 ₹/Lakhs
Interest Expense TOTAL	97.15 97.15	125.58 125.58
10 - Other Expenses Rent	50.81	50.81 0.63
Legal and Professional Bank Charges Watch & Ward	4.79 - 6.99	0.01 3.10
TOTAL	62.59	54.55



11) SIGNIFICANT ACCOUNTING POLICIES

1. BASIS FOR PREPARATION OF FINANCIAL STATEMENTS

The financial statements of the Company have been prepared and presented under the historical cost convention on the accrual basis of accounting in accordance with the accounting principles generally accepted in India and comply with the mandatory Accounting Standards notified under section 211(3C) of the Companies Act, 1956 and the relevant provisions of the Companies Act, 1956.

2. FIXED ASSETS

Fixed assets are stated at cost of acquisition, unless otherwise stated, including incidental cost relating to acquisition less accumulated amortization.

3. DEPRECIATION

- (i) Leasehold assets viz land are amortized over the period of lease.
- (ii) Depreciation charge for the year is net of additional depreciation on incremental values arising out of revaluation, which has been reduced from revaluation reserve.

4. BORROWING COSTS

Borrowing costs to the extent related /attributable to the acquisition/construction of assets that necessarily take substantial period of time to get ready for their intended use are capitalized along with the respective fixed asset up to the date such asset is ready for use. Other borrowing costs are charged to the Profit and Loss Account.

5. USE OF ESTIMATES

The preparation of financial statements in conformity with Generally Accepted Accounting Principles requires the management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period.

12) NOTES TO ACCOUNTS

- 1. Leasehold Land measuring 25 Acres at Greater Noida was revalued by registered valuer after considering amortization upto that date on the governing principle of current replacement cost/value and difference of ₹4,167.17 Lakhs arising out of this revaluation has been credited to Revaluation Reserve Account.
- 2. Estimated value of contracts on capital account, excluding capital advances, remaining to be executed and not provided for amount to ₹Nil.

- 3. Deferred Tax Assets as per AS-22 has not been recognized and carried forward in the Balance Sheet in view of absence of reasonable certainty about the sufficient future taxable Income
- 4. In the opinion of the Board, Current Assets, Loans and Advances have a value on realization in the ordinary course of business, at least equal to the amount at which they are stated.

5. Contingent Liabilities:

The Company has availed an exemption from Greater Noida Industrial Development Authority for payment of stamp duty amounting to ₹520.50 Lakhs for registration of lease deed for GNIDA plot , on the basis of a bank guarantee issued by its holding company HCL Infosystems Ltd. , on the terms and condition as detailed in the lease dated 10th February 2010.

- 6. Disclosure of related parties and related party transactions.
 - a. Holding Company
 HCL Infosystems Limited

(Holds 100% equity share capital of the Company)

b. Company having substantial interest

HCL Corporation Private Limited (Formerly Known as Guddu Investments (Pondi) Private Limited) due to substantial interest in voting power.

c. Key Management Person

Sandeep Kanwar

J V Ramamurthy

Suman Ghosh Hazra

d. Unsecured loan taken during the Year:

HCL Infosystems Ltd - ₹464.42 Lakhs (Previous year ₹ 622.24 Lakhs)

e. Unsecured Loan taken as at 31.03.2012

HCL Infosystems Ltd - ₹ 2457.67 Lakhs (Previous year ₹ 1993.25 Lakhs)

ors' Remuneration Year Ending 31.03.2012	
Amount (₹/Lakhs)	Amount (₹/Lakhs)
0.45	0.45
0.06	0.05
0.51	0.50
	Amount (₹/Lakhs) 0.45 0.06

)

8. Basic and Diluted Earnings/(loss) Per Share For the purpose of calculation of Basic and Diluted Earnings/(Loss) Per Share the following amounts are considered:

	Particulars	For the year ended	For the year ended
		31 st March 2012	31 st March 2011
a)	Net Profit/(Loss) available for	(184.66)	(205.41)
	Equity Shareholders (₹/Lakhs)		
b)	Total number of equity shares (Nos.)	10000	10000
c)	Basic and Diluted Earnings/(Loss) per Share (`)	(1847)	(2054)

9. Previous year's figures have been regrouped / rearranged wherever necessary to conform to current year's presentation.

As per our report on even date attached

For S D Chopra & Associates Chartered Accountants

S D Chopra Proprietor M No.82537

Place : Noida Date : キャ/ぷ/2이人 For and on Behalf of Board of Directors

Sandeep Kanwar

Director

Director