

S. D. CHOPRA & ASSOCIATES
CHARTERED ACCOUNTANTS

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

AUDITOR'S CERTIFICATE


To
HCL INFOCOM LIMITED

1. We have verified the attached Balance Sheet of HCL INFOCOM LIMITED as at 31st December, 2012 and also the Profit and Loss Account and Cash Flow Statement for the half 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 verification.
2. We have verified the accounts in accordance with the standards generally accepted in India. Those Standards require that we plan and perform the verification to obtain reasonable assurance about whether the financial statements are free of material misstatement. This includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements and also includes assessing the accounting principles used and significant estimates made by the management, as well as evaluating the overall financial statement presentation.
3. Further, 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 purposes of our verification.
 - b) 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.
 - c) The Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this report are in agreement with the books of accounts.
 - d) In our opinion and to the best of our information and according to the explanations given to us, the said accounts read together with notes thereon, 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 the affairs of the company as at 31st December, 2012;
- ii) In the case of the Statement of Profit and Loss , of the loss for the Half Year ended on that date; and
- iii) In the case of the cash Flow Statement, of the cash flows for the period ended on that date.

For S.D.Chopra & Associates
Firm Registration Number-003789N
Chartered Accountants


S. D. Chopra
(Proprietor)
Membership No. 82537

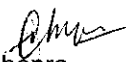
Place : N - Delhi
Date : 14/05/2013

HCL Infocom Limited
Balance Sheet as at December 31, 2012

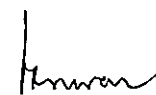
	Note No.	As at 31.12.2012 Rs.	As at 30.06.2012 Rs.
Equity and Liabilities:			
Shareholders' funds			
Share capital	2	4,795,000	3,300,000
Reserves and surplus	3	(1,395,563)	(1,325,479)
Non-current Liabilities			
Long-term borrowings	4	517,142	385,802
Current Liabilities			
Trade payables	5	60,074	121,330
Total equity and liabilities		3,976,653	2,481,653
Assets:			
Non Current Assets			
Non-current investments	6	3,950,000	2,450,000
Current Assets			
Cash and bank balances	7	26,653	31,653
Total Assets		3,976,653	2,481,653

The notes 1 to 10 form an integral part of the condensed financial statements

For S D Chopra & Associates
 Firm Registration Number-003789N
 Chartered Accountants


 S D Chopra
 Proprietor
 Membership Number - 082537

For and on behalf of the Board of Directors



 Sandeep Kanwar
 Director

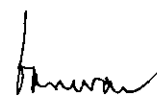
Place : N - Delhi
 Dated : 14/05/2013

HCL Infocom limited
Statement of Profit and Loss for the half year ended December 31, 2012

		Half Year ended 31.12.2012	Year ended 30.06.2012
	Note No.		
Revenue			
Revenue from operations		-	-
		-	-
Expenses			
Other expenses	8	70,084	130,623
		70,084	130,623
Loss before tax		(70,084)	(130,623)
Tax expense		-	-
Loss for the period		(70,084)	(130,623)
Loss per equity share (in Rs.)			
Basic and Diluted (of Rs. 10/- each)		(0.21)	(0.40)

The notes 1 to 10 form an integral part of the condensed financial statements

For S D Chopra & Associates
Firm Registration Number-003789N
Chartered Accountants

S D Chopra
Proprietor
Membership Number - 082537

For and on behalf of the Board of Directors

Sandeep Kanwar
Director

Place : N. Delhi
Dated : 14/05/2013

HCL Infocom Limited
Cash Flow Statement for the half year ended December 31, 2012

	Half Year ended 31.12.2012 Rs.	Year ended 30.06.2012 Rs.
1 Cash flow from operating activities		
Loss before tax	(70,084)	(130,623)
Operating profit before Working Capital Changes	(70,084)	(130,623)
Adjustments for changes in working capital		
Decrease in Current Liabilities	(61,256)	-
Net Cash used in operating activities (A)	(131,340)	(130,623)
2 Cash flow from financing activities		
Increase in equity share capital	1,495,000	-
Increase in Long-term borrowings	131,340	130,623
Net Cash from financing activities (B)	1,626,340	130,623
3 Cash flow from investing activities		
Increase in investments	(1,500,000)	-
Net Cash from investing activities (C)	(1,500,000)	-
Net increase/(decrease) in cash and cash equivalents (A+B+C)	(5,000)	-
Opening Balance of cash and cash equivalents	31,653	31,653
Closing Balance of cash and cash equivalents	26,653	31,653

Notes:-

- Notes 1 to 10 form integral part of Cash Flow Statement.
- Figures in brackets indicate cash Outgo.

For S D Chopra & Associates
Firm Registration Number-003789N
Chartered Accountants



S D Chopra
Proprietor
Membership Number - 082537

Place : *N. Delhi*
Dated : *14/05/2013*

For and on behalf of the Board of Directors



Sandeep Kanwar
Director

HCL Infocom Limited
Notes to the financial statements

1. These condensed financial statements have been prepared by following the same accounting policies as were followed in the annual financial statements for the financial year ended June 30, 2012.

	As at 31.12.2012 Rs.	As at 30.06.2012 Rs.
2. Share Capital		
Authorised:		
500,000 (2012-500,000) Equity Shares of Rs. 10/- each	5,000,000	5,000,000
	<u>5,000,000</u>	<u>5,000,000</u>
Issued, Subscribed and Paid up:		
Opening	3,300,000	3,300,000
Add: 149,500 (2012-Nil) Equity shares of Rs. 10 each fully paid up issued to HCL Infosystems Limited)	1,495,000	-
479,500 (2012-330,000) Equity Shares of Rs. 10/- each fully paid up	<u>4,795,000</u>	<u>3,300,000</u>

(Wholly owned subsidiary of HCL Infosystems Limited by virtue of 479,494 (2012 : 330,000) Equity Shares held directly by HCL Infosystems Limited and 6 Equity Shares are held by the nominee shareholders of HCL Infosystems Limited)

Rights attached to Equity Shares

The company has one class of equity share having a face value of Rs. 10 each. Each holder of the equity shares is entitled to one vote per share. In the event of the liquidation of the company, the holders of the equity shares will be entitled to receive the remaining assets of the Company after distribution of all preferential amounts. The distribution will be in the proportion to the number of equity shares held by the Shareholders.

3. Reserves & Surplus

Statement of Profit and Loss (Debit Balance)

Opening Balance	(1,325,479)	(1,194,856)
Loss for the period	(70,084)	(130,623)
Closing Balance	<u>(1,395,563)</u>	<u>(1,325,479)</u>

4. Long Term Borrowings

Unsecured		
Interest free Loan from HCL Infosystems Limited, the Holding Company	517,142	385,802
	<u>517,142</u>	<u>385,802</u>

5. Trade Payables

Payables	60,074	121,330
	<u>60,074</u>	<u>121,330</u>

6. Non current Investments

Unquoted (Non-Trade) : Long Term		
490 (2012-490) Equity shares of Rs. 5000/- each of Nokia HCL Mobile Internet Services Limited.	2,450,000	2,450,000
50,000 (2012-Nil) Equity shares of Rs. 10 each of HCL System Integration Limited	500,000	-
50,000 (2012-Nil) Equity shares of Rs. 10 each of HCL Care Limited	500,000	-
50,000 (2012-Nil) Equity shares of Rs. 10 each of HCL Learning Limited	500,000	-
	<u>3,950,000</u>	<u>2,450,000</u>

7. Cash and Bank balances

Balance with Bank:		
- In Current Account	26,653	31,653
	<u>26,653</u>	<u>31,653</u>

Half Year ended 31.12.2012 Rs.	Year ended 30.06.2012 Rs.
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8. Other Expenses

Legal and Professional Charges	66,284	129,603
Rates and Taxes	3,800	1,020
	<u>70,084</u>	<u>130,623</u>

9. Figures for the current period are from 01.07.2012 to 31.12.2012 and to that extent are not comparable with those for the Previous Year. Previous year figures have been regrouped/rearranged wherever necessary to confirm to current period presentation.

10. The Board of Directors of the Company had at its meeting held on January 14, 2013, approved a Composite Scheme of Arrangement (the Scheme) under the provisions of Section 391 and 394 of the Companies Act, 1956. The Scheme inter-alia envisages merger of the Company with its Holding company HCL Infosystems Limited. January 1, 2013 has been fixed as the Appointed Date. The Scheme is subject to requisite consent/ approval of the shareholders, lenders, creditors of the HCL Infosystems Limited and sanction of the Hon'ble High Court of Judicature at Delhi and other statutory or regulatory authorities.

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