| | | in Rs. cror |
|---|-----------|-------------------|
| Consolidated Balance Sheet as at | Schedules | December 31, 2002 |
| SOURCES OF FUNDS | | |
| SHAREHOLDERS' FUNDS | | |
| Share capital | 1 | 33.11 |
| Reserves and surplus | 2 | 2,670.09 |
| Preference shares issued by subsidiary | 3 | 49.00 |
| | | 2,752.20 |
| APPLICATION OF FUNDS | | |
| FIXED ASSETS | 4 | |
| Original cost | | 1,199.09 |
| Less: Depreciation and amortization | | 526.48 |
| Net book value | | 672.61 |
| Add: Capital work-in-progress | | 86.42 759.03 |
| NVESTMENTS | 5 | 20.95 |
| DEFERRED TAX ASSETS | 6 | 35.03 |
| CURRENT ASSETS, LOANS AND ADVANCES | | |
| Sundry debtors | 7 | 491.56 |
| Cash and bank balances | 8 | 1,138.72 |
| Loans and advances | 9 | 991.57 |
| | | 2,621.85 |
| Less: Current liabilities | 10 | 282.34 |
| Provisions | 11 | 402.32 |
| NET CURRENT ASSETS | | 1,937.19 |
| | | 2,752.20 |
| OLONIERO ANT. A COCUMETINO POLICIES AND MOTES ON ACCOUNTS | | |

SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS

The schedules referred to above and the notes thereon form an integral part of the consolidated balance sheet.

This is the consolidated balance sheet referred to in our report of even date.

for Bharat S Raut & Co. Chartered Accountants

| S. Balasubrahmanyam Partner | N. R. Narayana Murthy Chairman and Chief Mentor | Nandan M. Nilekani Chief Executive Officer, President and Managing Director | S. Gopalakrishnan Chief Operating Officer and Deputy Managing Director | Deepak M. Satwalekar Director |
|-----------------------------------|--|--|---|---|
| Marti G. Subrahmanyam Director | Philip Yeo Director | Jitendra Vir Singh Director | Omkar Goswami Director | Larry Pressler Director |
| Claude Smadja Director | Rama Bijapurkar Director | K. Dinesh Director | S. D. Shibulal Dirætor | T. V. Mohandas Pai Director and Chief Financial Officer |
| Srinath Batni Director | V. Balakrishnan Company Secretary and Vice President – Finance | | | |

Bangalore January 10, 2003

CONSOLIDATED FINANCIAL STATEMENTS OF INFOSYS TECHNOLOGIES LIMITED AND SUBSIDIARY in Rs. crore, except per share data

| | | in Rs. crore, exc | ept per share data |
|--|-----------|------------------------------|-----------------------------|
| Consolidated Profit and Loss Account for the | Schedules | Quarter ended December 31 | Nine months ended , 2002 |
| INCOME – Software services, products and business process management | | | |
| Overseas | | 951.56 | 2,560.41 |
| Domestic | | 13.46 | 49.90 |
| | _ | 965.02 | 2,610.31 |
| Software development and business process management expenses | 12 | 486.04 | 1,289.46 |
| GROSS PROFIT | _ | 478.98 | 1,320.85 |
| SELLINGAND MARKETING EXPENSES | 13 | 75.09 | 200.61 |
| GENERAL AND ADMINISTRATION EXPENSES | 14 | 71.21 | 192.59 |
| | _ | 146.30 | 393.20 |
| OPERATING PROFIT (PBIDTA) | | 332.68 | 927.65 |
| Interest Depreciation and amortization | | 50.05 | 136.93 |
| OPERATING PROFIT AFTER INTEREST, DEPRECIATION AND AMORTIZATION | _ | 282.63 | 790.72 |
| OF ENAMED FROM AFTER INTEREST, DEFREGIATION AND AMORTIZATION | | 202.00 | 730.72 |
| Other income | 15 | 29.78 | 73.07 |
| Provision for investments | | - | 23.76 |
| NET PROFIT BEFORE TAX | _ | 312.41 | 840.03 |
| Provision for taxation | 16 | 57.50 | 145.00 |
| NET PROFIT AFTER TAX | _ | 254.91 | 695.03 |
| AMOUNT AVAILABLE FOR APPROPRIATION | _ | 254.91 | 695.03 |
| DIVIDEND | | | |
| Interim | | - | 82.76 |
| Balance in Profit and Loss Account | | 254.91 | 612.27 |
| EARNINGS PER SHARE | | | |
| (Equity shares, par value Rs. 5/- each) | | | |
| Basic | | 38.49 | 104.98 |
| Diluted | | 38.01 | 104.12 |
| Number of shares used in computing earnings per share | | | |
| Basic | | 6,62,21,577 | 6,62,02,947 |
| Diluted | | 6,70,57,160 | 6,67,55,529 |
| SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS | 17 | <u> </u> | · |
| SIGNII ICANI ACCOUNTING FOLICIES AND NOTES ON ACCOUNTS | 17 | | |

The schedules referred to above and the notes thereon form an integral part of the consolidated profit and loss account.

This is the consolidated profit and loss account referred to in our report of even date.

for Bharat S Raut & Co. Chartered Accountants

| S. Balasubrahmanyam Partner | N. R. Narayana Murthy Chairman and Chief Mentor | Nandan M. Nilekani Chief Executive Officer, President and Managing Director | S. Gopalakrishnan Chief Operating Officer and Deputy Managing Director | Deepak M. Satwalekar Director |
|-----------------------------------|--|--|---|---|
| Marti G. Subrahmanyam Director | Philip Yeo Director | Jitendra Vir Singh Director | Omkar Goswami Director | Larry Pressler Director |
| Claude Smadja Director | Rama Bijapurkar Director | K. Dinesh Director | S. D. Shibulal Director | T. V. Mohandas Pai Director and Chief Financial Officer |

Srinath Batni V. Balakrishnan Director Company Secretary and Vice President - Finance

Bangalore January 10, 2003

| | in Rs. crore |
|---|-------------------|
| Schedules to the Consolidated Balance Sheet as at | December 31, 2002 |
| 1. SHARE CAPITAL | |
| AUTHORIZED | |
| Equity shares, Rs. 5/- par value* | |
| 10,00,00,000 equity shares | 50.00 |
| ISSUED, SUBSCRIBED AND PAID UP | |
| Equity shares, Rs. 5/- par value | 33.11 |
| 6,62,29,489 equity shares fully paid up | |
| | 33.11 |
| Forfeited shares amounted to Rs. 1,500/- | |
| * for details of options in respect of the above shares, refer to note 17.2.8 | |
| 2 RESERVES AND SURPLUS | |
| Capital reserve | 5.94 |
| Share premium account as at April 1, | 325.34 |
| Add: Received during the period | 40.00 |
| on conversion of stock options issued to employees | 10.60 335.94 |
| | |
| General reserve | 1715.94 |
| Balance in Profit and Loss Account | 612.27 |
| | 2,670.09 |
| 3 PREFERENCE SHARES ISSUED BY SUBSIDIARY | |
| AUTHORIZED | |
| 0.0005% Cumulative convertible preference shares, Rs. 100/- par value | |
| 43,75,000 preference shares | 43.75 |
| ISSUED, SUBSCRIBED AND PAID UP | |
| 0.0005% Cumulative convertible preference shares, Rs. 100/- par value | |
| 43,75,000 preference shares fully paid up* | 43.75 |
| Premium received on issue of preference shares | 5.25 |
| • | 49.00 |

^{*} for details of the terms relating to the preference shares, refer to note 17.2.18

Schedules to the Consolidated Balance Sheet

in Rs. crore

| 4. FIXED ASSETS | | | | | | | | | |
|------------------------------|------------|-------------|------------|--------------|-------------------------------|---------|------------|----------------|--------------|
| Particulars | | Original of | cost | | Depreciation and amortization | | | Net book value | |
| | Cost as at | Additions | Deletions | Cost as at | As at | For the | Deductions | As at | As at |
| | April 1, | during the | during the | December 31, | April 1, | period | during the | December 31, | December 31, |
| | 2002 | period | period | 2002 | 2002 | | Period | 2002 | 2002 |
| Land – free-hold | 15.86 | 0.02 | - | 15.88 | - | - | - | - | 15.88 |
| Land - lease-hold | 27.84 | 3.57 | - | 31.41 | - | - | - | - | 31.41 |
| Buildings | 285.33 | 68.42 | - | 353.75 | 27.89 | 16.90 | - | 44.79 | 308.96 |
| Plant and machinery | 183.87 | 32.99 | 0.93 | 215.93 | 77.84 | 25.84 | 0.74 | 102.94 | 11299 |
| Computer equipment | 287.89 | 58.10 | 1.40 | 344.59 | 216.63 | 62.97 | 1.38 | 278.22 | 66.37 |
| Furniture and fixtures | 159.46 | 35.08 | 1.45 | 193.09 | 70.51 | 22.73 | 1.36 | 91.88 | 101.21 |
| Vehicles | 0.35 | - | - | 0.35 | 0.16 | 0.05 | - | 0.21 | 0.14 |
| Intangible assets | | | | | | | | | |
| Intellectual property rights | | 44.09 | - | 44.09 | | 8.44 | | 8.44 | 35.65 |
| | 960.60 | 242.27 | 3.78 | 1,199.09 | 393.03 | 136.93 | 3.48 | 526.48 | 672.61 |

Note: Buildings include Rs. 250/- being the value of 5 shares of Rs. 50/- each in Mittal Towers Premises Co -operative Society Limited.

| Schedules to | o the Consolidated Balance Sheet as at | in Rs. Crore December 31, 2002 |
|--------------|---|--------------------------------|
| | | |
| - | TMENTS | |
| | unquoted) - at cost | 53.98 |
| Long- to | erm investments | 53.96 |
| Less: P | rovision for investments | 33.03 |
| | | 20.95 |
| Aggre | egate of unquoted investments - carrying value / cost | 20.95 |
| 6. DEFER | RED TAX ASSETS | |
| Fixed as | ssets | 18.39 |
| Investm | | 12.10 |
| Sundry | debtors | 4.54 |
| | | 35.03 |
| 7. SUNDR | RY DEBTORS | |
| Debts o | outstanding for a period exceeding six months | |
| | considered doubtful | 9.23 |
| Other d | | |
| Unsecui | rea considered good | 491.56 |
| | considered good | 5.62 |
| O | onsidered doubtrul | 506.41 |
| Less: Pi | rovision for doubtful debts | 14.85 |
| | | 491.56 |
| | | |
| | AND BANK BALANCES | |
| Cash or | | 0.06 |
| | es with scheduled banks | 40.07 |
| | urrent accounts * eposit accounts in Indian rupees | 46.67 998.31 |
| | eposit accounts in foreign currency | 330.31 |
| | es with non-scheduled banks | |
| In cu | urrent accounts | 93.68 |
| | | 1,138.72 |
| *include | es balance in unclaimed dividend account | 1.94 |

in Rs. Crore Schedules to the Consolidated Balance Sheet as at December 31, 2002 9. LOANS AND ADVANCES Unsecured, considered good Advances prepaid expenses 15.53 0.81 advances paid for supply of goods and rendering of services Others 3.94 20.28 Unbilled revenues 71.13 Advance income tax 407.41 Loans and advances to employees * housing and other loans 96.25 salary advances 29.33 Electricity and other deposits 7.72 Rental deposits 14.50 Deposits with financial institutions and body corporate 342.36 Deposits with government authorities 2 59 Other assets 971.29 Unsecured, considered doubtful 0.42 Loans and advances to employees 991.99 Less: Provision for doubtful loans and advances to employees 0.42 991.57 * includes dues by non-director officers of the company 0.07 Maximum amounts due by non-director officers at any time during the year 0.08 10. CURRENT LIABILITIES Sundry creditors for capital goods 0.61 for accrued salaries and benefits 4.75 salaries bonus and incentives 50.81 leave provisions 25 27 retirement benefits 0.17 for other liabilities 43.45 provision for expenses retention monies 10.81 withholding and other taxes payable 26.37 for purchase of intellectual property rights 27.83 5.35 195.42 Advances received from clients 29.15 55.83 Unearned revenue Unclaimed dividend 1.94 282.34 11. PROVISIONS Provision for 395.38 income taxes post-sales client support 6.94 402.32

in Rs. crore Schedules to the Consolidated Profit and Loss Account for the Quarter ended Nine months ended December 31, 2002 12. SOFTWARE DEVELOPMENT AND BUSINESS PROCESS MANAGEMENT EXPENSES 380.16 1,021.29 Salaries and bonus including overseas staff expenses Staff welfare 2.16 5.48 Contribution to provident and other funds 8.85 22.14 Foreign travel expenses 43.06 122.01 Travelling and conveyance 0.19 0.35 Consumables 1.77 4.19 Cost of software packages for 43.99 own use 22.71 service delivery to clients 2.38 10.00 Provision for post-sales client support (3.76)(4.06)Computer maintenance 2.58 9.90 Communication expenses 6.17 18.66 Consultancy charges 35.51 19.77 486.04 1,289.46 13. SELLING AND MARKETING EXPENSES 41.69 105.60 Salaries and bonus including overseas staff expenses Staff welfare 0.16 0.47 Contribution to provident and other funds 0.23 0.47 Foreign travel expenses 12.25 30.84 Consumables 0.07 0.14 Cost of software packages for own use 0.01 0.04 Communication expenses 0.13 0.37 Traveling and conveyance 0.82 0.37 1.29 3.40 Telephone charges 1.40 3.92 Professional charges 3.03 8.27 Printing and stationery 0.25 1.02 Advertisements 0.73 0.33 Brand building 7.04 24.40 Office maintenance 1.66 2.16 Power and fuel 0.04 0.15 Insurance charges 0.06 0.03 Rates and taxes 0.02 0.25 Bank charges and commission 0.03 0.07 3.28 9 70 Commission charges Marketing expenses 1.65 4.96 Sales promotion expenses 0.13 0.33 Other miscellaneous expenses 2.44 75.09 200.61

in Rs. Crore

| | | | in Rs. Crore | |
|--------------------|---|-------------------|-------------------|--|
| Schedules to the C | onsolidated Profit and Loss Account for the | Quarter ended | Nine months ended | |
| | | December 31, 2002 | | |
| 14. GENERAL AI | ND ADMINISTRATION EXPENSES | | | |
| Salaries and b | onus including overseas staff expenses | 15.88 | 42.72 | |
| Staff welfare | | = | 0.01 | |
| | provident and other funds | 0.94 | 2.49 | |
| Foreign travel | · | 1.70 | 5.65 | |
| Traveling and | conveyance | 4.49 | 11.17 | |
| Rent | | 6.75 | 17.49 | |
| Telephone cha | arges | 5.84 | 14.88 | |
| Legal and pro | ressional charges | 9.69 | 24.49 | |
| Printing and s | ationery | 1.02 | 3.68 | |
| Advertisement | S | 1.05 | 2.72 | |
| Office mainter | ance | 5.06 | 13.02 | |
| Repairs to bui | lding | 2.06 | 5.08 | |
| Repairs to pla | nt and machinery | 1.66 | 3.75 | |
| Power and fue | | 5.77 | 16.86 | |
| Recruitment a | nd training | 0.09 | 0.14 | |
| Insurance cha | | 2.41 | 6.92 | |
| Rates and tax | es | 1.33 | 4.09 | |
| Donations | | 1.52 | 4.56 | |
| Auditor's remu | neration | | | |
| | udit fees | 0.08 | 0.20 | |
| | ertification charges | - | 0.02 | |
| | tr-of-pocket expenses | 0.01 | 0.02 | |
| | and doubtful debts | 0.33 | 0.51 | |
| | loubtful loans and advances | (0.02) | (0.07) | |
| | and commission | 0.18 | 0.51 | |
| • | o non-whole time directors | 0.16 | 0.72 | |
| Postage and | | 1.03 | 3.00 | |
| Books and pe | | 0.32 | 0.97 | |
| Freight charge | | 0.16 | 0.43 | |
| | nembership and seminar participation fees | 0.10 | 2.54 | |
| Miscellaneous | · · · · · · · · · · · · · · · · · · · | 0.74 | 4.02 | |
| | | 71.21 | 192.59 | |
| | | 71.21 | 102.00 | |
| 15. OTHER INCO | ME | | | |
| | ed on deposits with banks and others* | 20.37 | 57.87 | |
| Miscellaneous | | 0.54 | 1.47 | |
| Exchange diffe | erences | 8.87 29.78 | 13.73 73.07 | |
| *Tax deducted | at source | 4.30 | 10.88 | |
| 16. PROVISION F | OR TAXATION | | | |
| Current Perio | d | | | |
| | ome taxes | 58.95 | 155.81 | |
| | ferred taxes | (1.45) | (10.81) | |
| 20 | | 57.50 | 145.00 | |