			in Rs. crore
Balance Sheet as at	Schedules	March 31, 2003	March 31, 2002
SOURCES OF FUNDS			
SHAREHOLDERS' FUNDS			
Share capital	1	33.12	33.09
Reserves and surplus	2	2,827.53	2,047.22
		2,860.65	2,080.31
APPLICATION OF FUNDS			
FIXED ASSETS	3		
Original cost		1,273.31	960.60
Less: Depreciation and amortization		577.15	393.03
Net book value		696.16	567.57
Add: Capital work-in-progress		76.56	150.67
		772.72	718.24
INVESTMENTS	4	33.20	44.44
DEFERRED TAX ASSETS	5	36.81	24.22
CURRENT ASSETS, LOANS AND ADVANCES			
Sundry debtors	6	512.14	336.73
Cash and bank balances	7	1,336.23	772.22
Loans and advances	8	872.78	643.87
		2,721.15	1,752.82
Less: Current liabilities	9	315.25	126.11
Provisions	10	387.98	333.30
NET CURRENT ASSETS		2,017.92	1,293.41
	<u> </u>	2,860.65	2,080.31

SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS

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

This is the 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. Satwaleka Director
Marti G. Subrahmanyam Director	Omkar Goswami Director	Rama Bijapurkar <i>Director</i>	K. Dinesh Director	S. D. Shibulal <i>Director</i>
T. V. Mohandas Pai Director and Chief Financial Officer	Srinath Batni Director	V. Balakrishnan Company Secretary and Vice President – Finance		

Bangalore April 10, 2003

			in Rs. crore
Profit and Loss Account for the year ended	Schedules	March 31, 2003	March 31, 2002
INCOME			<u> </u>
Software services and products		0.540.54	0.550.47
Overseas Domestic		3,543.51 79.18	2,552.47 51.12
Domestic	_	3,622.69	2,603.59
SOFTWARE DEVELOPMENT EXPENSES	11	1,813.30	1.224.82
	- '' -		, -
GROSS PROFIT		1,809.39	1,378.77
SELLING AND MARKETING EXPENSES	12	266.98	129.79
GENERAL AND ADMINISTRATION	- -	200.00	.200
EXPENSES	13	270.37	211.35
		537.35	341.14
		4.070.04	4 007 00
OPERATING PROFIT BEFORE INTEREST, DEPRECIATION AND AMORTIZATION Interest		1,272.04	1,037.63
Depreciation & amortization		188.95	160.65
OPERATING PROFIT AFTER INTEREST, DEPRECIATION AND AMORTIZATION	_	1,083.09	876.98
		.,000.00	0.0.00
Other income	14	99.61	66.41
Provision for investments	_	23.77	<u>-</u>
PROFIT BEFORE TAX	4-	1,158.93	943.39
Provision for taxation NET PROFIT AFTER TAX	15	201.00	135.43 807.96
AMOUNT AVAILABLE FOR APPROPRIATION	_	957.93 957.93	807.96
ANIOUNT AVAILABLE FOR AFFROPRIATION	_	301.33	807.30
DIVIDEND			
Interim		82.76	49.63
Final (proposed)		96.05	82.73
Dividend Tax		12.30	5.06
Amount transferred - general reserve		766.82	670.54
	_	957.93	807.96
EARNINGS PER SHARE			
(equity shares, par value Rs. 5/- each)			
Basic		144.68	122.12
Diluted		143.37	121.37
Number of shares used in computing earnings per share			
Basic		6,62,11,068	6,61,62,274
Diluted	_	6,68,16,821	6,65,67,575

SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS

16

The schedules referred to above and the notes thereon form an integral part of the profit and loss account. This is the 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	Omkar Goswami Director	Rama Bijapurkar <i>Director</i>	K. Dinesh Director	S. D. Shibulal Director
T. V. Mohandas Pai Director and Chief Financial Officer	Srinath Batni Director	V. Balakrishnan Company Secretary and Vice President – Finance		

Bangalore April 10, 2003

* for details in respect of the above, refer to note 16.2.16

Schedules to the Balance Sheet as at	March 31, 2003	in Rs. crore March 31, 2002
Schedules to the Balance Officer as at	Water 61, 2000	Warch 51, 2002
1. SHARE CAPITAL		
AUTHORIZED		
Equity shares, Rs. 5/- (Rs. 5/-) par value 10,00,000,000 (10,00,000) equity shares	50.00	50.00
ISSUED, SUBSCRIBED AND PAID UP		
Equity shares, Rs. 5/- (Rs. 5/-) par value* 6,62,43,078 (6,61,86,130) equity shares fully paid up [Of the above, 5,78,88,200 (5,78,88,200) equity shares, fully paid up have been issued as bonus shares by capitalization of the general reserve]	33.12	33.09
	33.12	33.09
Forfeited shares amounted to Rs. 1,500/- (Rs. 1,500/-) * for details of options in respect of the above shares, refer to note 16.2.14		
2. RESERVES AND SURPLUS		
Capital reserve	5.94	5.94
Share premium account as at April 1, Add : Received during the year	325.34	320.75
on conversion of stock options issued to employees	13.49	4.59
·	338.83	325.34
General reserve as at April 1, Add: Cumulative effect on recognition of deferred tax assets*	1,715.94 -	1,029.87 15.53
Transfer from the Profit and Loss Account	766.82	
	2,482.76	1,715.94
	2,827.53	2,047.22

in Rs. crore Schedules to the Balance Sheet

3. FIXED ASSETS

Particulars	culars Original cost Depreciation and amortization			Net boo	k value					
	Cost as at	Additions	Deletions	Cost as at	As at	For the	Deductions	As at	As at	As at
	April 1, 2002	during the year	during the year	March 31, 2003	April 1, 2002	year	during the year	March 31, 2003	March 31, 2003	March 31, 2002
Land – free-hold*	15.86	0.02	-	15.88	-	=	-	-	15.88	15.86
- lease-hold	27.84	3.56	-	31.40	-	-	-	_	31.40	27.84
Buildings*	285.33	100.20	-	385.53	27.89	23.22	-	51.11	334.42	257.44
Plant and machinery*	183.87	44.40	0.95	227.32	77.84	36.59	0.77	113.66	113.66	106.03
Computer equipment	287.89	76.11	2.27	361.73	216.63	84.13	2.25	298.51	63.22	71.26
Furniture and fixtures*	159.46	51.44	1.93	208.97	70.51	33.57	1.81	102.27	106.70	88.95
Vehicles	0.35	-	-	0.35	0.16	0.06	-	0.22	0.13	0.19
Intangible assets										
Intellectual property rights	-	42.13	-	42.13	-	11.38	-	11.38	30.75	-
	960.60	317.86	5.15	1,273.31	393.03	188.95	4.83	577.15	696.16	567.57
Previous year	631.14	342.72	13.26	960.60	244.13	160.65	11.75	393.03		

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

* Includes certain assets provided on operating lease to Progeon Limited, a subsidiary under the same management. Please refer to note 16.2.7 for details.

dules to the Balance Sheet as at	March 31, 2003	March 31, 200
INVESTMENTS		
Trade (unquoted) - at cost		
Long- term investments		
Yantra Corporation, USA,		
20,00,000 (20,00,000) common stock at US\$ 0.20 each, fully paid, par value US\$ 0.01 each	1.42	1.4
1 (1) fully paid warrant to purchase 55,00,000 common stock, at		
US \$ 0.19 each, exercise price of US\$ 0.01 each	3.91	3.9
6,36,363 (6,36,363) Series A convertible preferred stock, at US\$ 0.75 each, fully paid,		
par value US\$ 0.01 each	1.73	1.7
EC Cubed, Inc., USA		
Nil (13,00,108) Series D convertible preferred stock at US\$ 2.3075 each, fully paid, par value US\$ 0.0001 each	_	13.0
Alpha Thinx Mobile Phone Services AG, Austria		
27,790 (27,790) bearer shares at € 20 each, fully paid, par value € 1 each	2.21	2.2
JASDIC Park Company, Japan		
480 (480) common stock at ¥ 50,000 each, fully paid, par value ¥ 50,000 each	0.75	0.7
Asia Net Media (BVI) Ltd., the British Virgin Islands	2.10	0
3,00,00,000 (3,00,00,000) ordinary shares at US\$ 0.05 each, fully paid, par value US\$ 0.01 each	6.85	6.8
OnMobile Systems Inc., (formerly Onscan Inc.) USA		
1,00,000 (1,00,000) common stock at US\$ 0.4348 each, fully paid, par value US\$ 0.001 each	0.20	0.2
1,00,000 (1,00,000) Series A voting convertible preferred stock at US\$ 0.4348 each, fully paid, par		
value US\$ 0.001 each	0.20	0.2
44,00,000 (44,00,000) Series A non-voting convertible preferred stock at US\$ 0.4348 each, fully		
paid, par value US\$ 0.001 each	8.55	8.8
Workadia Inc. USA		
22,00,000 (22,00,000) Series B convertible preferred stock at US\$ 1.00 each, fully paid, par value US \$ 0.0002 each (adjusted for stock splits)	10.32	10.3
Software Services Support Education Center Limited		
1 (1) equity share of Rs. 10/- each, fully paid, par value Rs. 10/-	_	
The Saraswat Co-operative Bank Limited		
1,035 (1,035) equity shares of Rs. 10/- each, fully paid, par value Rs. 10/-	_	
	36.14	49.2
Less: Provision for investments	33.03	22.3
	3.11	26.8
CiDRA Corporation, USA		
33,333 (33,333) Series D convertible preferred stock at US\$ 90 each, fully paid, par value US\$		
0.01 each	13.40	13.4
M-Commerce Ventures Pte Ltd, Singapore		
Units in the company, each unit representing 1 ordinary share of Singapore \$ 1 each, fully paid,		
par value Singapore \$ 1 and 9 redeemable preferred shares of Singapore \$ 1, fully paid, at a		
premium of Singapore \$ 1,110 per redeemable preferred stock		
80 (70) ordinary shares	-	
720 (630) redeemable preference shares	2.11	1.8
Progeon Ltd, India, a subsidiary company, under the same management		
1,22,49,993 (nil) equity shares of Rs.10/- each, fully paid, par value Rs.10/- each	12.25	
Stratify Inc. (formerly PurpleYogi Inc.), USA		
2,76,243 (2,76,243) Series D convertible preferred stock at US\$ 1.81 each fully paid, par value		
US\$ 0.001 each	2.33	2.3
	33.20	44.4
	20.00	44 4
Aggregate of unquoted investments – carrying value / cost	33.20	44.4

	SYS TECHNOLOGIES LIMITED	March 31, 2003	in Rs. Cror
criedu	les to the Balance Sheet as at	March 31, 2003	March 31, 200
D	EFERRED TAX ASSETS		
Fi	ixed assets	22.43	14.5
	nvestments	12.10	5.8
	undry Debtors	2.28	3.7
		36.81	24.2
D	SUNDRY DEBTORS Debts outstanding for a period exceeding six months Unsecured		
Ü	considered doubtful	14.09	7.3
0	Other debts		
U	Insecured		
	considered good*	512.14	336.7
	considered doubtful	0.22	11.8
		526.45	355.9
L	ess: Provision for doubtful debts	14.31	19.2
		512.14	336.7
	* Includes due from Progeon Limited, a subsidiary company	-	
C	ASH AND BANK BALANCES		
	Cash on hand	0.01	0.0
В	alances with scheduled banks		
	in current accounts *	50.76	22.7
	in deposit accounts in Indian rupees	1,129.53	551.6
_	in deposit accounts in foreign currency	-	147.4
В	lalances with non-scheduled banks**	4== 00	
	in current accounts	155.93	50.4
		1,336.23	772.2
	includes balance in unclaimed dividend account refer to note 16.2.17 for details of balances in the non-scheduled banks	1.60	1.1
L	OANS AND ADVANCES		
	Insecured, considered good dvances		
	prepaid expenses	18.38	11.2
	advances paid for supply of goods and rendering of services	1.77	1.2
	others	3.28	2.1
		23.43	14.5
Α	dvance to subsidiary company, under the same management	_	
U	Inbilled revenues	91.64	17.7
	dvance income tax	289.99	236.2
L	oans and advances to employees *		
	housing and other loans	102.51	81.5
_	salary advances	33.93	19.9
	Electricity and other deposits	13.37	6.2
	Rental deposits Deposits with financial institutions and body corporate	13.57	10.1 254.7
	reposits with infancial institutions and body corporate	302.28 2.06	254.7 2.7
D	THE ASSES	872.78	643.8
D		072.70	0 10.0
D 0	Insecured, considered doubtful		
D 0	Insecured, considered doubtful oans and advances to employees	0.41	0.4
D 0	·	0.41 873.19	
D O U L	·	873.19 0.41	644.3
D O U L	oans and advances to employees	873.19	644.3 0.4
D O U L	oans and advances to employees	873.19 0.41	644.3 0.4 643.8
D O U L	ess: Provision for doubtful loans and advances to employees includes dues by non-director officers of the company flaximum amounts due	873.19 0.41 872.78 0.06	644.3 0.4 643.8 0.0
D O U L	oans and advances to employees ess: Provision for doubtful loans and advances to employees includes dues by non-director officers of the company	873.19 0.41 872.78	0.4 644.3 0.4 643.8 0.0

			in Rs. crore
Sch	edules to the Balance Sheet as at	March 31, 2003	March 31, 2002
9.	CURRENT LIABILITIES		
	Sundry creditors		
	for goods	1.17	-
	for accrued salaries and benefits		
	salaries	15.61	2.77
	bonus and incentives	76.98	30.71
	leave provisions	27.47	22.99
	for other liabilities		
	provision for expenses	56.11	16.38
	retention monies	5.33	9.36
	withholding and other taxes payable	23.30	12.76
	due to subsidiary company	-	=
	for purchase of intellectual property rights	24.80	-
	others	5.78	2.31
		236.55	97.28
	Advances received from clients	15.25	10.81
	Unearned revenue	61.85	16.90
	Unclaimed dividend	1.60	1.12
		315.25	126.11
10.	PROVISIONS		
	Proposed dividend	96.05	82.73
	Provision for		
	tax on dividend	12.30	-
	income taxes	274.81	239.57
	post-sales client support	4.82	11.00
		387.98	333.30

Sch	edules to the Profit and Loss Account for the year ended		in Rs. crore
		March 31, 2003	March 31, 2002
11.	SOFTWARE DEVELOPMENT EXPENSES		
	Salaries and bonus including overseas staff expenses	1,433.85	976.11
	Staff welfare	7.91	6.14
	Contribution to provident and other funds	31.94	25.63
	Foreign travel expenses	162.66	113.12
	Consumables	6.25	3.22
	Cost of software packages for		
	own use	54.75	34.44
	service delivery to clients	12.99	9.17
	Provision for post-sales client support	(6.18)	3.65
	Computer maintenance	9.33	7.11
	Communication expenses	23.94	36.11
	Consultancy charges	75.86	10.12
		1,813.30	1,224.82
12.	SELLING AND MARKETING EXPENSES		
	Salaries and bonus including overseas staff expenses	141.73	61.04
	Staff welfare	0.62	0.27
	Contribution to provident and other funds	1.34	0.22
	Foreign travel expenses	45.16	18.66
	Consumables	0.21	0.02
	Cost of software packages for own use	0.21	0.58
	Computer maintenance	0.01	-
	Communication expenses	0.50	0.38
	Traveling and conveyance	1.19	3.14
	Rent	4.79	4.30
	Telephone charges	5.35	3.26
	Professional charges	10.63	5.90
	Printing and stationery	1.43	1.55
	Advertisements	1.04	0.31
	Brand building	29.05	13.16
	Office maintenance	2.72	0.31
	Repairs to plant and machinery	0.02	0.01
	Power and fuel	0.22	0.06
	Insurance charges	0.20	-
	Rates and taxes	0.27	0.33
	Bank charges and commission	0.09	0.03
	Commission charges	10.58	10.82
	Marketing expenses	6.72	4.67
	Sales promotion expenses	0.46	0.44
	Other miscellaneous expenses	2.44 266.98	0.33 129.79

Schedu	ules to the Profit and Loss Account for the year ended		
		March 31, 2003	March 31, 2002
13. G	ENERAL AND ADMINISTRATION EXPENSES		
s	alaries and bonus including overseas staff expenses	56.24	45.48
С	Contribution to provident and other funds	3.49	2.98
F	oreign travel expenses	7.78	4.8
	raveling and conveyance	16.76	15.48
	tent	24.51	20.1
Т	elephone charges	21.34	11.45
	rofessional charges	37.99	16.23
	rinting and stationery	4.80	4.75
	dvertisements	5.15	2.78
	Office maintenance	20.13	13.8
	Repairs to building	7.27	8.50
	Repairs to plant and machinery	4.75	2.48
	ower and fuel	22.38	18.90
	nsurance charges	9.83	5.34
	lates and taxes	5.14	3.93
	onations	6.09	5.12
	uditor's remuneration	0.09	J. 12
А		0.07	0.21
	audit fees	0.27	
	certification charges	0.03	0.02
_	out-of-pocket expenses	0.02	0.02
	rovision for bad and doubtful debts	0.73	13.09
	rovision for doubtful loans and advances	(0.07)	0.42
	ank charges and commission	0.66	0.68
	commission to non-whole time directors	1.12	0.98
	ostage and courier	3.99	3.23
	ooks and periodicals	1.42	1.14
	lesearch grants	-	0.75
	reight charges	0.58	0.52
	rofessional membership and seminar participation fees	3.55	2.20
С	ther miscellaneous expenses	4.42	5.94
		270.37	211.35
14. O	THER INCOME		
Ir	nterest received on deposits with banks and others*	78.05	51.24
	1iscellaneous income	3.89	1.91
Е	xchange differences	17.67	13.26
	ů	99.61	66.41
*-	Tax deducted at source	14.69	8.28
15. P	PROVISION FOR TAXATION		
С	Current year		
	Income taxes	212.09	143.19
	Deferred taxes	(12.59)	(7.76)
		199.50	135.43
Р	rior years	1.50	-
		201.00	135.43