in Rs. crore

Consolidated Balance Sheet as at	Schedule	June 30, 2004	June 30, 2003	March 31, 2004
SOURCES OF FUNDS				
SHAREHOLDERS' FUNDS				
Share capital	1	33.43	33.12	33.32
Reserves and surplus	2	3,685.96	3,104.35	3,216.26
		3,719.39	3,137.47	3,249.58
MINORITY INTERESTS		-	-	-
PREFERENCE SHARES ISSUED BY SUBSIDIARY	3	93.50	49.00	93.56
	=	3,812.89	3,186.47	3,343.14
APPLICATION OF FUNDS				
APPLICATION OF FUNDS FIXED ASSETS	4			
Original cost		1,710.53	1,371.49	1,633.65
Less: Depreciation and amortization	_	861.59	623.30	809.84
Net book value	_	848.94	748.19	823.81
Add: Capital work-in-progress		284.85	45.45	208.05
		1,133.79	793.64	1,031.86
INVESTMENTS	5	853.98	115.13	945.45
DEFERRED TAX ASSETS CURRENT ASSETS, LOANS AND ADVANCES	6	44.20	38.34	39.97
Sundry debtors	7	836.63	565.50	651.45
Cash and bank balances	8	1,077.38	1,385.42	1,721.51
Loans and advances	9 _	761.07	841.53	721.05
LEGG CURRENT LIABILITIES AND PROVISIONS		2,675.08	2,792.45	3,094.01
LESS: CURRENT LIABILITIES AND PROVISIONS Current liabilities	10	517.12	357.35	580.93
Provisions	11	377.04	195.74	1,187.22
NET CURRENT ASSETS	''' _	1,780.92	2,239.36	1,325.86
	_ =	3,812.89	3,186.47	3,343.14
SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS	23			

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

As per our report attached

for Bharat S Raut & Co. Chartered Accountants

Subramanian Suresh Partner Membership No. 83673	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	Omkar Goswami	Larry Pressler	Rama Bijapurkar
	Director	Director	Director	Director
	Claude Smadja	Sridar A. lyengar	K. Dinesh	S. D. Shibulal
	Director	Director	Director	Director
Bangalore July 13, 2004	T. V. Mohandas Pai Director and Chief Financial Officer	Srinath Batni Director	V. Balakrishnan Company Secretary and Senior Vice President – Finance	

Consolidated Profit and Loss Account for the	Schedule	Quarter ended	Quarter ended	Year ended
		June 30, 2004	June 30, 2003	March 31, 2004
NCOME				
SOFTWARE SERVICES, PRODUCTS AND BUSINESS PROCESS MANAGEMENT				
Overseas		1,493.45	1,071.38	4,786.72
Domestic	_	23.93	23.32	66.23
		1,517.38	1,094.70	4,852.95
SOFTWARE DEVELOPMENT AND BUSINESS PROCESS MANAGEMENT EXPENSES	12	805.22	579.60	2,538.67
GROSS PROFIT		712.16	515.10	2,314.28
SELLING AND MARKETING EXPENSES	13	105.21	81.64	350.90
GENERAL AND ADMINISTRATION EXPENSES	14	117.68	82.98	369.19
		222.89	164.62	720.09
OPERATING PROFIT BEFORE INTEREST, DEPRECIATION & AMORTIZATION AND				
MINORITY INTEREST		489.27	350.48	1,594.19
INTEREST PERSONAL AND AMORTIZATION		-	-	-
DEPRECIATION AND AMORTIZATION	-	52.53	45.14	236.73
OPERATING PROFIT AFTER INTEREST, DEPRECIATION & AMORTIZATION AND				4 05= 40
MINORITY INTERESTS		436.74	305.34	1,357.46
OTHER INCOME	15	15.70	31.94	123.38
PROVISION FOR INVESTMENTS	_	(0.01)	6.36	9.67
NET PROFIT BEFORE TAX AND MINORITY INTERESTS		452.45	330.92	1,471.17
PROVISION FOR TAXATION	16 _	64.11	52.00	227.54
NET PROFIT BEFORE MINORITY INTERESTS MINORITY INTERESTS		388.34	278.92	1,243.63
NET PROFIT AFTER TAX AND MINORITY INTERESTS	= =	388.34	278.92	1,243.63
Balance brought forward		70.67	_	_
Less: Residual dividend paid for fiscal 2004		2.32	-	_
Dividend tax on the above		0.30	-	-
	-	68.05		
	_			
AMOUNT AVAILABLE FOR APPROPRIATION DIVIDEND		456.39	278.92	1,243.63
Interim				96.09
Final			_	99.96
One-time special dividend		_	_	666.41
Total dividend	-			862.46
Dividend tax		_	_	110.50
Amount transferred - general reserve		_	_	200.00
Balance in Profit and Loss account		456.39	278.92	70.67
	_	456.39	278.92	1,243.63
EARNINGS PER SHARE *				
Equity shares of par value Rs. 5/- each				
Basic		14.54	10.53	46.85
Diluted		14.29	10.49	46.27
Number of shares used in computing earnings per share		00=:	00.45	
Basic		26,71,36,028	26,49,80,696	26,54,47,776
Diluted		27,18,51,267	26,59,17,468	26,87,87,016
SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS	23			
* refer to note 23.3.21				

<sup>\*</sup> refer to note 23.3.21

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

As per our report attached

for Bharat S Raut & Co. Chartered Accountants

Subramanian Suresh Partner Membership No. 83673	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	Omkar Goswami	Larry Pressler	Rama Bijapurkar
	Director	Director	Director	Director
	Claude Smadja	Sridar A. Iyengar	K. Dinesh	S. D. Shibulal
	Director	Director	Director	Director
Bangalore July 13, 2004	T. V. Mohandas Pai Director and Chief Financial Officer	Srinath Batni Director	V. Balakrishnan Company Secretary and Senior Vice President – Finance	

Cash Flow Statement for the	Schedule	Quarter ended	Quarter ended	in Rs. crore Year ended	
out in the outcoment of the	Concadio	June 30, 2004	June 30, 2003	March 31, 2004	
CASH FLOWS FROM OPERATING ACTIVITIES					
Net profit before tax		452.45	330.92	1.471.17	
Adjustments to reconcile net profit before tax to cash provided by operating activitie	•	452.45	330.92	1,47 1.17	
(Profit)/Loss on sale of fixed assets	5	(0.07)	(0.01)	0.41	
Depreciation and amortization		52.53	45.14	236.73	
Interest and dividend income		(29.36)	(23.30)	(102.23)	
Provisions for investments		(0.01)	6.36	9.67	
Effect of exchange differences on translation of foreign currency cash and cash equ	ivalents	(12.99)	3.20	4.91	
Changes in current assets and liabilities					
Sundry debtors		(185.18)	(46.85)	(132.80)	
Loans and advances	17	(34.62)	(9.47)	(17.67)	
Current liabilities and provisions	18	(56.43)	37.90	262.20	
Income taxes paid during the period/ year	19	(12.05)	(11.18)	(108.60)	
NET CASH GENERATED BY OPERATING ACTIVITIES	<del>-</del>	174.27	332.71	1,623.79	
CASH FLOWS FROM INVESTING ACTIVITIES					
Purchases of fixed assets and change in capital work-in-progress	20	(154.46)	(61.13)	(425.86)	
Acquisition of Expert Information Systems Pty. Limited, Australia		` - '	` <u>-</u>	(66.68)	
Proceeds on disposal of fixed assets		0.07	0.25	1.43	
(Investments)/ disposal in securities	21	91.48	(100.54)	(934.17)	
Interest and dividend income		29.36	23.30	102.23	
NET CASH USED IN INVESTING ACTIVITIES	-	(33.55)	(138.12)	(1,323.05)	
CASH FLOWS FROM FINANCING ACTIVITIES					
Proceeds from the issue of preference share capital		(0.06)	-	44.56	
Proceeds from issuance of share capital on exercise of stock options		83.93	1.06	122.27	
Dividends paid during the period/ year, including dividend tax		(867.18)	(108.35)	(216.75)	
NET CASH USED IN FINANCING ACTIVITIES	_	(783.31)	(107.29)	(49.92)	
Effect of exchange differences on translation of foreign currency cash and cash equiv	alents	13.31	(3.20)	(5.76)	
NET (DECREASE)/INCREASE IN CASH AND CASH EQUIVALENTS		(629.28)	84.10	245.06	
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE PERIOD/YEAR		1,929.36	1,684.30	1,684.30	
CASH AND CASH EQUIVALENTS AT THE END OF THE PERIOD/ YEAR	22	1,300.08	1,768.40	1,929.36	
SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS	23				

The schedules referred to above form an integral part of the consolidated cash flow statement.

As per our report attached

for Bharat S Raut & Co. Chartered Accountants

Subramanian Suresh Partner Membership No. 83673	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 <i>Director</i>	Larry Pressler Director	Rama Bijapurkar Director
	Claude Smadja Director	Sridar A. Iyengar <i>Director</i>	K. Dinesh <i>Director</i>	S. D. Shibulal Director
Bangalore July 13, 2004	T. V. Mohandas Pai Director and Chief Financial Officer	Srinath Batni Director	V. Balakrishnan Company Secretary and Senior Vice President – Finance	

\* for details of the terms relating to the preference shares, refer to note 23.3.19

in Rs. crore March 31, 2004 Schedules to the Consolidated Balance Sheet as at June 30, 2003 June 30, 2004 1 SHARE CAPITAL Authorized Equity shares, Rs. 5/- par value 30,00,00,000 (10,00,00,000; 10,00,00,000) equity shares 150.00 50.00 50.00 Issued, Subscribed and Paid Up Equity shares, Rs. 5/- par value\* 33.43 33.12 33.32 6,68,68,034 (6,62,49,366; 6,66,41,056) equity shares fully paid up [Of the above, 5,78,88,200 (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] 33.43 33.12 33.32 Forfeited shares amounted to Rs. 1,500/- (Rs. 1,500/-; Rs. 1,500/-) \* For details of options in respect of equity shares, refer to note 23.3.9 \* Refer to note 23.3.21 2 RESERVES AND SURPLUS Capital reserve 5.94 5.94 5.94 Share premium account As at April 1, 460.90 338.83 338.83 Add: Received on exercise of stock options issued to employees 83.82 1.06 122.07 544.72 339.89 460.90 Foreign currency translation adjustment (0.69)(0.85)General reserve As at April 1, Add: Transfer from the profit and loss account 2.479.60 2.679.60 2 479 60 200.00 2,679.60 2,479.60 2,679.60 Balance in profit and loss account 456.39 278.92 70.67 3,685.96 3,104.35 3,216.26 3 PREFERENCE SHARES ISSUED BY SUBSIDIARY 0.0005% Cumulative convertible preference shares, Rs. 100/- par value 87,50,000 (43,75,000, 87,50,000) preference shares 87.50 43.75 87.50 Issued, Subscribed and Paid Up 0.0005% Cumulative convertible preference shares, Rs. 100/- par value 87,50,000 (43,75,000 , 87,50,000) preference shares fully paid up\* 87.50 43.75 87.50 Premium received on issue of preference shares 6.00 5.25 6.06 93.50 93.56 49.00

# Schedules to the Consolidated Balance Sheet as at

FIXED ASSETS											in Rs. crore
Particulars		Original cost Depreciation and amortization			Net book value						
	Cost as at	Additions during	Deletions during	Cost as at	As at	For the	Deductions for	As at	As at	As at	As at
	April 1, 2004	the period/ year	the period/year	June 30, 2004	April 1, 2004	period/ year	the period/ year	June 30, 2004	June 30, 2004	June 30, 2003	March 31, 2004
Goodwill	40.52	_	_	40.52	_	_	_	_	40.52	_	40.52
Land – free-hold	20.05	_	_	20.05	_	_	_	_	20.05	15.87	20.05
– leasehold	70.20	15.95	_	86.15	_	_	_	_	86.15	31.41	70.20
Buildings	459.61	9.80	-	469.41	80.47	7.90	-	88.37	381.04	359.55	379.14
Plant and machinery	283.35	5.74	-	289.09	165.27	11.15	-	176.42	112.67	128.32	118.08
Computer equipment	461.84	33.80	0.57	495.07	370.37	22.92	0.57	392.72	102.35	73.43	91.47
Furniture and fixtures	252.87	12.29	0.21	264.95	151.12	10.38	0.21	161.29	103.66	112.25	101.75
Leasehold improvements	2.64	0.01	-	2.65	0.20	0.16	-	0.36	2.29	0.12	2.44
Vehicles	0.43	0.07	-	0.50	0.27	0.02	-	0.29	0.21	-	0.16
Intangible assets											
Intellectual property rights	42.14	-	-	42.14	42.14	-	-	42.14	-	27.24	-
	1,633.65	77.66	0.78	1,710.53	809.84	52.53	0.78	861.59	848.94	748.19	823.81
Previous period	1,279.04	93.07	0.62	1,371.49	578.54	45.14	0.38	623.30			
Previous year	1,279.04	361.88	7.27	1,633.65	578.54	236.73	5.43	809.84			

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

in Rs. crore Schedules to the Consolidated Balance Sheet as at June 30, 2004 June 30, 2003 March 31, 2004 **5 INVESTMENTS** Trade (unquoted) - at cost Long- term investments
Less: Provision for investments 30.01 53.77 30.01 27.97 38.63 27.97 2.04 15.14 2.04 Non-trade (unquoted), at the lower of cost and fair value, current investments 851.94 99.99 943.41 853.98 115.13 945.45 Aggregate of unquoted investments - carrying value / cost 853.98 115.13 945.45 6 DEFERRED TAX ASSETS 23.30 27.13 Fixed assets 30.92 2.90 11.81 6.60 Investments Sundry debtors 2.78 3.23 2.14 Leave provisions and others 7.60 4.10 44.20 38.34 39.97 7 SUNDRY DEBTORS Debts outstanding for a period exceeding six months Unsecured considered good 8.80 16.22 9.07 considered doubtful Other debts Unsecured considered good\* 836.63 565.50 651.45 considered doubtful 7.84 4.29 1.94 853.27 583.66 664.81 Less: Provision for doubtful debts 16.64 18.16 13.36 565.50 651.45 \* Includes dues from companies where directors are interested 0.03 8 CASH AND BANK BALANCES 0.01 Cash on hand 0.05 0.17 Balances with scheduled banks 51.42 226.87 In current accounts 54.39 733.43 In deposit accounts in Indian Rupees 1,127.67 1.317.28 Balances with non-scheduled banks In deposit accounts in foreign currency 13.86 16.18 In current accounts in foreign currency 273.33 206.16 163.49 1,077.38 1,385.42 1,721.51 \*includes balance in unclaimed dividend account 1.98 \*includes balance in escrow account 0.04

in Rs. crore

			in Rs. crore
Schedules to the consolidated Balance Sheet as at	June 30, 2004	June 30, 2003	March 31, 2004
9 LOANS AND ADVANCES			
Unsecured, considered good			
Advances			
prepaid expenses	32.09	28.25	37.95
for supply of goods and rendering of services	7.90	2.14	5.83
Others	12.21	6.72	3.65
	52.20	37.11	47.43
Unbilled revenues	136.77	99.01	103.09
Advance income tax	200.82	163.82	210.27
Loans and advances to employees *			
housing and other loans	74.42	105.20	83.36
salary advances	41.05	27.27	36.37
Electricity and other deposits	14.72	10.99	9.50
Rental deposits	15.50	13.91	14.98
Deposits with financial institutions and body corporate	222.70	382.98	207.85
Deposits with government authorities	0.01	-	0.01
Other assets	2.88	1.24	8.19
	761.07	841.53	721.05
Unsecured, considered doubtful			
Loans and advances to employees	0.11	0.42	0.09
	761.18	841.95	721.14
Less: Provision for doubtful loans and advances to employees	0.11	0.42	0.09
* includes dues by non-director officers of the company	<u>761.07</u>	841.53	721.05
Maximum amounts due by non-director officers at any time during the year	-	-	0.06
Sundry creditors for capital goods	3.93	0.28	1.48
for goods and services	0.12	0.39	2.65
for accrued salaries and benefits	40.00	00.70	45.00
salaries	13.63	20.70	15.22
bonus and incentives	102.74	88.86	243.78
unavailed leave	49.17	27.58	51.82
for other liabilities			
provision for expenses	69.74	70.24	63.77
retention monies	9.59	5.85	5.27
withholding and other taxes payable	51.49	22.48	44.46
for purchase of intellectual property rights	20.36	24.50	19.21
others	9.98	6.51	2.25
	330.75	267.39	449.91
Advances received from clients	48.61	13.47	65.19
Unearned revenue	96.73	73.83	63.85
Unclaimed dividend	6.72	2.66	1.98
Loss on forward exchange contracts	34.31		
	<u>517.12</u>	357.35	580.93
11 PROVISIONS			
Proposed dividend	-	-	766.37
Provision for			
tax on dividend	-	-	98.19
income taxes	363.74	190.54	316.74
post-sales client support and warranties	12.34	4.99	5.13
retiral benefits	0.96	0.21	0.79
	377.04	195.74	1,187.22
			.,

Miscellaneous expenses

1.35

105.21

4.74

81.64

8.63

350.90

in Rs. crore

			in Rs. crore	
Schedules to Consolidated Profit and Loss Account for the	Quarter ended June 30, 2004	Quarter ended June 30, 2003	Year ended March 31, 2004	
14 GENERAL AND ADMINISTRATION EXPENSES				
Salaries and bonus including overseas staff expenses	25.92	17.76	81.93	
Staff welfare	0.13	0.01	0.28	
Contribution to provident and other funds	1.73	1.20	5.02	
Overseas travel expenses	2.09	1.70	7.07	
Traveling and conveyance	8.83	4.34	22.72	
Cost of software packages				
for own use	0.42	-	1.89	
Rent	4.36	7.11	19.38	
Telephone charges	10.20	7.32	30.25	
Professional charges	12.58	6.66	36.29	
Printing and stationery	1.91	2.37	6.11	
Advertisements	2.10	1.00	5.51	
Office maintenance	8.36	6.29	29.32	
Repairs to building	1.32	1.90	10.52	
Repairs to plant and machinery	1.57	1.09	4.85	
Power and fuel	9.62	7.42	30.14	
Recruitment and training	0.57	0.03	1.21	
Insurance charges	7.69	5.28	24.67	
Rates and taxes	2.57	1.21	5.62	
Donations	4.22	3.50	14.29	
Auditor's remuneration				
statutory audit fees	0.20	0.09	0.63	
certification charges		-	0.10	
others	_	-	0.06	
out-of-pocket expenses	0.01	0.01	0.02	
Provision for bad and doubtful debts	6.33	3.29	15.99	
Provision for doubtful loans and advances	0.02	0.01	0.14	
Bank charges and commission	0.27	0.21	0.73	
Commission to non-whole time directors	0.39	0.39	1.49	
Postage and courier	1.47	1.24	3.98	
Books and periodicals	0.58	0.24	1.51	
Research grants	0.10	0.06	0.54	
Freight charges	0.23	0.14	0.84	
Professional membership and seminar participation fees	1.60	0.69	3.71	
Miscellaneous expenses	0.29	0.42	2.38	
moonal roots of portion	117.68	82.98	369.19	
15 OTHER INCOME				
Interest received on deposits with banks and others*	20.32	23.30	84.51	
Dividend received on investment in liquid mutual funds (non-trade unquoted)	9.04	-	17.72	
Miscellaneous income	0.26	1.08	1.13	
Exchange differences (refer to note 23.2)	(13.92)	7. <u>56</u>	20.02	
Exchange unicronices (refer to note 25.2)	15.70	31.94	123.38	
*Tax deducted at source	4.32	4.46	16.82	
rax deducted at source	4.02	4.40	10.02	
16 PROVISION FOR TAXATION				
Current period/ year				
Income taxes	68.50	52.61	228.54	
Deferred taxes	(4.39)	(1.53)	(1.11)	
	64.11	51.08	227.43	
Prior period/ years	<u>-</u>	0.92	0.11	
· · ·	64.11	52.00	227.54	
	VIII	<u> </u>		

in Rs. crore Schedules to Consolidated Cashflow Statements for the Quarter ended Year ended June 30, 2004 June 30, 2003 March 31, 2004 17 CHANGE IN LOANS AND ADVANCES As per the Balance Sheet 761.07 841.53 721.05 Less: Deposits with financial institutions and body corporate, included in cash and cash equivalents (222.70)(382.98)(207.85)Advance income taxes separately considered (200.82)(163.82)(210.27)337.55 294.73 302.93 (302.93)(285.26) (285.26)Less: Opening balance considered 34.62 9.47 17.67 **18 CHANGE IN CURRENT LIABILITIES AND PROVISIONS** 894.16 553.09 1,768.15 As per the Balance Sheet Add/ (Less): Provisions separately considered in the cash flow Statement Income taxes (363.74)(190.54)(316.74)Dividends (766.37)Dividend tax (98.19) 530.42 362.55 586.85 Less: Opening balance considered (586.85)(324.65)(324.65)(56.43)37.90 262.20 19 INCOME TAXES PAID Charge as per the Profit and Loss Account 64.11 52.00 227 54 Add: Increase in advance income taxes (126.62) (9.45)(80.17) Increase / (Decrease) in deferred taxes 4.39 1.53 3.16 Less: (Increase) / Decrease in income tax provision (47.00)(41.93)84.27 12.05 11.18 108.60 20 PURCHASE OF FIXED ASSETS AND CHANGE IN CAPITAL WORK-IN-PROGRESS As per the Balance Sheet 77.66 93.07 361.88 Less: Opening Capital work-in-progress (208.05) (77.39) (77.39)Acquisition of Expert Information Systems Pty. Limited, Australia (66.68)Add: Closing Capital work-in-progress 284.85 45.45 208.05 154 46 61.13 425.86 21 INVESTMENTS IN / (DISPOSAL OF) SECURITIES \* As per the Balance Sheet 853.98 115.13 945.45 Add: Provisions on investments (0.01)6.36 9.67 853.97 121.49 955.12 (945.45) (20.95)Less: Opening balance considered (20.95)(91.48)100.54 934.17 \* refer to note 23.3.14 for details of investments and redemptions 22 CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR As per the Balance Sheet 1,077.38 1,385.42 1,721.51 Add: Deposits with financial institutions and body corporate, included herein 222.70 382.98 207.85 1,300.08 1,768.40 1,929.36