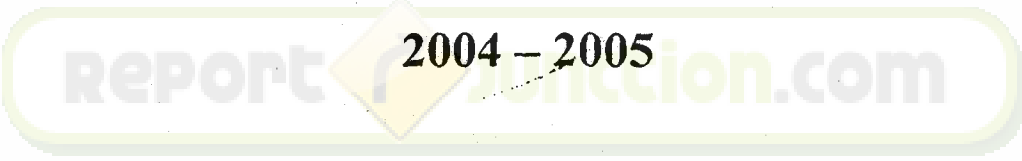


BIRLASOFT ENTERPRISES LIMITED

6th ANNUAL REPORT

2004 – 2005

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BOARD OF DIRECTORS

Mr. A.K.Ladha	Director
Mr. B.S.Gilra	Director
Mr. H.Vikram	Director

COMPANY SECRETARY

Ms. Sangeeta Sahni

AUDITORS

M/s Salarpuria & Partners (Kolkata).
Chartered Accountants
1008, Chiranjeev Tower,
Nehru Place,
New Delhi.

BANKERS

ICICI Bank Limited
State Bank of India
Syndicate Bank.

REGISTERED OFFICE

10th Floor , Prakashdeep Building
7, Tolstoy Marg
New Delhi – 110001.

NOTICE

Notice is hereby given that the 6th Annual General Meeting of the members of Birlasoft Enterprises Limited will be held on the 7th July, 2005 at 11:30 AM at 10th Floor, Prakashdeep Building, 7 Tolstoy Marg, New Delhi, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2005, Profit and Loss Account for the year ended on that date and the Director's and Auditor's Report thereon.
2. To appoint a Director in place of Mr. B.S. Gilra, who retires by rotation and is eligible for re-appointment.
3. To appoint Auditors to hold office from the conclusion of this Annual General Meeting to the conclusion of the next Annual General Meeting and to authorise the Board to fix their remuneration.

NOTE:

- A Member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member.
- The proxy form should be deposited with the Company at least 48 hours prior to the meeting.

By order of the Board


SANGEETA SAHNI
Company Secretary

Place : New Delhi
Date : 28th April, 2005

BIRLASOFT ENTERPRISES LIMITED**Director's report**

To: The Shareholders

The Directors have pleasure in presenting their Report and the Sixth Audited Accounts of the Company for the year ended 31st March 2005.

FINANCIAL RESULTS

	Rs. In ' 000 31/3/2005	Rs. in '000 31/3/2004
Profit/Loss during the year	(44)	(47)
Add:- Opening Balance	(17,727)	(17,680)
Total	(17,772)	(17,727)
Balance carried to Balance Sheet	(17,772)	(17,727)

DIRECTORS

Mr. B.S.Gilra, Director of the Company, retires by rotation in accordance with Section 255 of the Companies Act, 1956 and being eligible, offers himself for re-appointment.

AUDITORS

M/s Salarpuria & Partners present Statutory Auditors of the company, being eligible, offer themselves for re-appointment.

SUBSIDIARY COMPANY

The particulars required under the provisions of Companies Act, 1956 in respect of subsidiary company is enclosed.

PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Particulars with respect to conservation of Energy, Technology Absorption and Foreign Exchange outgo as required to be disclosed under section 217 (1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of particulars in the Report of the Board of Directors) Rules, 1988 are not applicable.

PARTICULARS OF EMPLOYEES

Particulars of Employees as required by section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975 are not applicable since the Company has no employee covered under this Section.

DIRECTORS RESPONSIBILITY STATEMENT

The Board of Directors confirm:-

1. That in the preparation of the annual accounts for the year ended 31st March, 2005, all the applicable Accounting Standards prescribed by the Institute of Chartered Accountants of India have been followed.
2. That the Directors have adopted such accounting policies and have applied them consistently and have made judgments and estimates in a reasonable and prudent manner so as to give a true and fair view of the state of affairs of the Company as at the end of the financial year and of the loss of the Company for the year.
3. That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the asset of the Company and for preventing and detecting fraud and other irregularities.
4. That the Directors have prepared the annual accounts on a going concern basis.

ACKNOWLEDGEMENTS

Your Directors acknowledge and record their appreciation of the support received from the Bankers, employees and others.

For and on behalf of the Board of Directors,



Chairman

Place: New Delhi
Date : 28th April, 2005

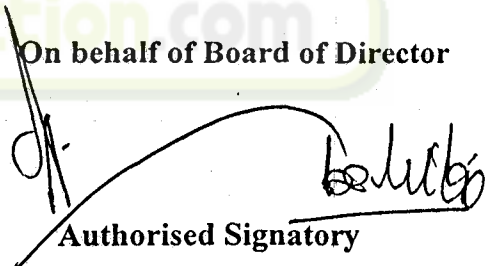
BIRLASOFT ENTERPRISES LIMITED

**STATEMENT REGARDING SUBSIDIARY COMPANY PURSUANT TO
SECTION 212 OF THE COMPANIES ACT, 1956
FOR THE YEAR 2004-05**

1. Name of the Subsidiary Company	Birlasoft Limited
2. Holding Company's Interest	Holder of 100% of subscribed Capital
3. Net aggregate of subsidiary's profit or (loss) which concerns the members of Birlasoft Enterprises Limited (the holding Company) not dealt with in the Company Account	
(a) For the subsidiary's Financial period ended 31.3.2005	Profit of Rs. 86.53 Lacs
(b) For the previous Financial years since the day of becoming subsidiary	Profit of Rs. 3683.57 Lacs

Dated: 28th April, 2005

On behalf of Board of Director


Authorized Signatory

SALARPURIA & PARTNERS

CHARTERED ACCOUNTANTS

- (xv) As per information and explanations given to us and the records made available to us for our verification the company has not given any guarantee for loans taken by others from bank or financial institutions.
- (xvi) The company has not obtained any term loans.
- (xvii) To the best of our information and explanations given to us, the funds raised on short terms basis have not been used for long term investment and vice versa.
- (xviii) During the year under report the company has not made any preferential allotment of shares to parties and companies covered in the Register maintained under Section 301 of the Companies Act, 1956 .
- (xix) The company has not issued any debentures therefore, question of creating any security in respect thereof does not arise.
- (xx) The company has not raised any money by way of public issues.
- (xxi) To the best of our information and according to the explanations given to us, no fraud on or by the company has been noticed or reported during the year.

Report



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For SALARPURIA & PARTNERS
CHARTERED ACCOUNTANTS

1008, CHIRANJIV TOWER,
43, NEHRU PLACE,
NEW DELHI – 110 019

Date : 28th April, 2005


(KAMAL KUMAR GUPTA)
Partner

BIRLASOFT ENTERPRISES LIMITED

BALANCE SHEET AS AT 31ST MARCH, 2005

PARTICULARS	SCHEDULE	As at 31st March, 2005 Amount (Rs.)	As at 31st March, 2004 Amount (Rs.)
<u>SOURCES OF FUNDS</u>			
Shareholder's Funds;			
Share Capital	"A"	81,670,000	81,670,000
Reserves & Surplus	"B"	245,009,790	245,009,790
		326,679,790	326,679,790
		326,679,790	326,679,790
<u>APPLICATION OF FUNDS</u>			
Investments	"C"	307,530,794	307,530,794
Current Assets, Loans and Advances;			
Cash and Bank Balances	"D"	1,234,319	1,324,479
Loans and Advances	"E"	82,937	21,458
Less: Current Liabilities & Provisions	"F"	33,462	41,158
NET CURRENT ASSETS		1,283,794	1,304,779
MISCELLANEOUS EXPENDITURE (To the extent not written off or adjusted)	"G"	93,285	116,605
<u>PROFIT & LOSS ACCOUNT</u>			
Balance (Dr.) as per account annexed		17,771,917	17,727,612
		326,679,790	326,679,790
NOTES ON ACCOUNTS	"H"		

As per our report of even date attached
For SALARPURIA & PARTNERS
CHARTERED ACCOUNTANTS

Kamal Kumar Gupta
KAMAL KUMAR GUPTA
PARTNER

Place : New Delhi

Date : 28th April, 2005

The Schedules referred to above form
an integral part of the Balance Sheet.
On behalf of the Board

[Signature]
Directors

[Signature]

[Signature]

BIRLASOFT ENTERPRISES LIMITED**PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2005**

	SCHEDULE	Year ended 31st March, 2005 (Rs.)	Year ended 31st March, 2004 (Rs.)
INCOME			
Interest Income		60,564	60,021
Foreign Exchange Fluctuation		-	-
		60,564	60,021
EXPENDITURE			
Personnel Expenses		60,000	60,000
Bank Charges		1,430	1,200
Professional Charges		-	6,800
Interest on Inter Corporate Deposits		-	-
Miscellaneous Expenses		6,895	2,500
Prior Period Expenses		-	-
Auditor's Remuneration:		13,224	13,320
Preliminary Expenses Written off		23,320	23,320
		104,869	107,140
Profit/(Loss) for the year		(44,305)	(47,119)
Add : Opening Balance		(17,727,612)	(17,680,493)
Balance Carried to Balance Sheet		(17,771,917)	(17,727,612)
NOTES ON ACCOUNTS	"H"		

As per our report of even date attached
for SALARPURIA & PARTNERS
CHARTERED ACCOUNTANTS

Kamal Kumar Gupta
KAMAL KUMAR GUPTA
PARTNER

Place : New Delhi

Date : 28th April, 2005

The Schedules referred to above form
an integral part of the Profit & Loss
Account.
On behalf of the Board

[Signature]
Directors