



SYNERGIC

ASM Technologies Limited Annual Report 2013-14



www.asmltd.com

Board of Directors

Mr. M.R. Vikram	Chairman
Mr. Rabindra Srikantan	Managing Director
Prof. B.S. Sonde	Director
Mr. Shekar Viswanathan	Director

Audit Committee

Mr. M.R. Vikram	Chairman
Prof. B.S. Sonde	Member
Mr. Shekar Viswanathan	Member

Stakeholders Relationship & Share Transfer Committee

Prof. B.S. Sonde	Chairman
Mr. Rabindra Srikantan	Member

Nomination & Remuneration Committee

Mr. Shekar Viswanathan	Chairman
Prof. B.S. Sonde	Member
Mr. M.R. Vikram	Member

Company Secretary

Ms. P.N. Lakshmi

Auditors

M/s. Sudhakar Pai Associates
Chartered Accountants
Bangalore, India

M/s. Venu & Vinay
Chartered Accountants
Bangalore, India

M/s. N. Rajan Associates
Certified Public Accountant
Singapore

Tax Advisors

Mr. Paul Schweer
USA

Mr. Subash B. Desai
USA

Company Law Advisor

Mr. M.R. Gopinath
Practicing Company Secretary
Bangalore, India

Legal Advisors

INDUSLAW
Advocates
Bangalore, India

The Law Office of Anthony Abear P.C.
Attorney
USA

R. Lamar Frederick LLC.
Solicitors
USA

Bankers

State Bank of India
Overseas Branch, Bangalore, India

DBS Bank Ltd.,
Ulsoor Road Branch, Bangalore, India

Bank of Baroda
Palace Orchard Branch, Bangalore, India

Indian Bank
Singapore

State Bank of India
San Jose, CA

Bank of America
Mountain View, CA, USA

State Bank of India
King Street, London

First Federal Bank
Ohio, USA

Stock Exchanges

(Where the shares of the Company are listed)
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers
25th Floor, Dalal Street
Mumbai 400 001, India

Bangalore Stock Exchange Limited
51, Stock Exchange Towers
1st Cross, J.C. Road
Bangalore 560 027, India

Stock Code

BgSE - ADVSYNER
BSE - 526433

Demat ISIN Number

INE867C01010

Investor Relation Cell

Secretarial Department
80/2, Lusanne Court
Richmond Road
Bangalore 560 025, India
Tel : +91 80 6696 2309
compliance.officer@asm ltd.com

Registrars & Share Transfer Agents

Karvy Computershare Private Limited
Plot No. 17 to 24, Near Image Hospital
Vittalrao Nagar, Madhapur, Hyderabad 500 081, India
Tel : 040-44655185
einward.ris@karvy.com

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Corporate Vision

“To be a global leader, committed to the customer in providing technology solutions with the highest degree of excellence, quality and value by an agile team using efficient processes”

ASM Board of Directors



From Left: Mr. Shekar Vishwanathan, Director, Prof., B.S. Sonde, Director, Ms. P.N. Lakshmi, Company Secretary, Mr. Rabindra Srikantan, Managing Director, Mr. M.R. Vikram, Chairman



Head Office:
Richmond Road, Bangalore, India.

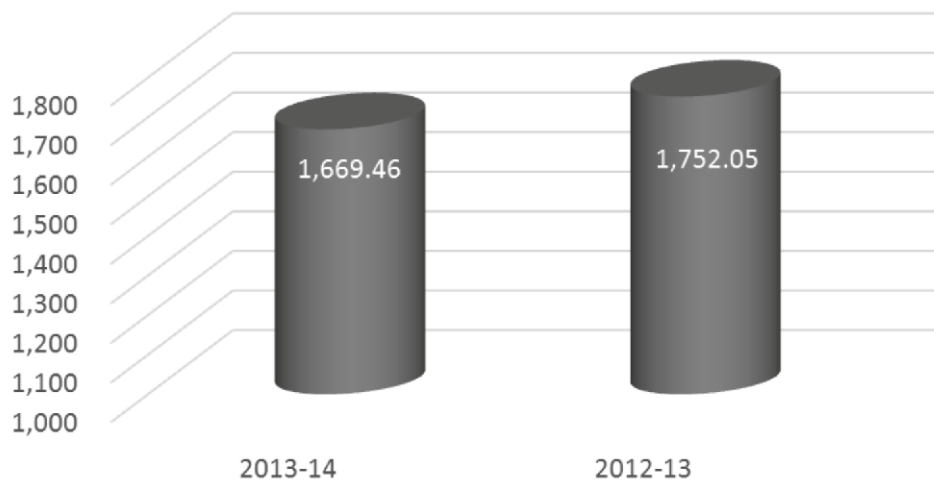


Wellington Street, Bangalore, India.

ASM GROUP INFORMATION

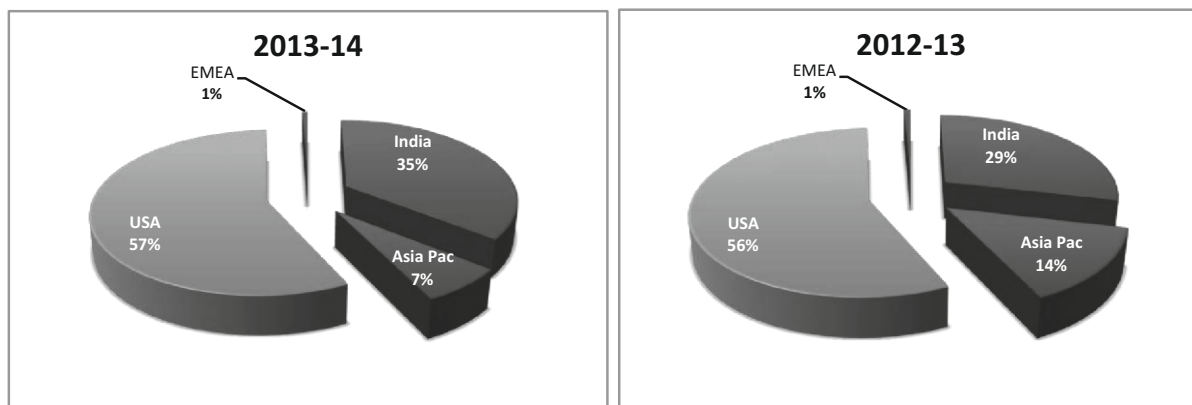
ASM GROUP REVENUE (NET OF INTER COMPANY SALES)

₹ in Million



₹ in Million

GEOGRAPHICAL DISTRIBUTION OF REVENUE



Note : Group consists of :

- ♦ ASM Technologies Ltd. (India)
- ♦ Pinnacle Talent Inc. (USA)
- ♦ Abacus Business Solutions Inc. (USA)
- ♦ Advanced Synergic Pte. Ltd. (Singapore)
- ♦ ESR Associates Inc. (USA)

Dear Fellow Shareholder,

At the dawn of the new year 2014, the world is in the midst of several epic transitions. Economic growth patterns, the geopolitical landscape, the social contract that binds people together and our planets ecosystem are all undergoing radical, simultaneous transformations, generating anxiety and, in many places turmoil.

A silent revolution is happening in the Information Technology (IT) segment globally and this is expected to take shape in 2014. 2013 had its set of challenges for the IT sector but 2014, holds out quite a few promises. The green shoots of global economic recovery are clearly visible in technology spending. The move is from "cautious optimism" to discretionary technology spending. Infrastructure and Cloud adoption remain the key areas of spending for Enterprises from a cost perspective and for growth. Digital transformation-Social, Mobile, Cloud and Big data/ Analytics- remain the area of priority spending in financial services, manufacturing and retail segments. As per Nasscom's recent projections the Indian IT-ITes industry is expected grow to a \$225 billion industry by 2020 while the domestic IT-ITes market alone is expected to increase by more than double to \$41 billion by 2015 creating different verticals that would focus on specific areas such as the domestic IT market, software products and e-commerce. These growth estimates are testament to the emerging opportunities.

As per Gartner report global IT spending will touch \$3.8 trillion in 2014, up 3% from last year. Globalisation continues to drive global servicing models which ensures India to remain competitive and leverage on its talent pool. Customers are opening up to offerings around cloud computing solutions, SaaS., on demand solutions, etc which enable service providers to address new customer segments. As per Nasscom, IT-BPM services export from India are estimated to grow expected to grow to US\$97-\$99 billion in fiscal year 2015, a growth of 13%-15% over the fiscal year 2014. Further, it is expected that 2014-15 fiscal year would be stronger for the Indian IT sector, indicating that the growth forecast for software exports would be slightly higher compared with that for the current fiscal year. Revival in demand both from US and Europe driving growth.

The financial results of the company both on consolidated and standalone basis have been encouraging despite headwinds faced in terms of weaker than economic recovery in the companies primary markets of US.

On the standalone front the company registered a total revenue of ₹ 10,440.52 lakhs for the year ended 31st March 2014, a growth of 15.21% over the same period the previous year. Domestic sales was ₹ 4,008.55 lakhs while Export sales was ₹ 6,431.98 lakhs, an increase by 16.95 % to that of the previous year. EBIDTA was at ₹ 1540.66 lakhs, up 10.63% YoY while Profit after tax increased by 11.09% YoY to ₹ 988.47 lakhs.

The Consolidated total revenue for the year ended 31st March 2014 was ₹16,694.60 lakhs. EBIDTA was at ₹ 1,564.51 lakhs while Profit after tax was ₹ 790.18 lakhs.

The company's dividend policy is based on the need to balance the twin objectives of appropriately rewarding the shareholders of dividend and of conserving resources to meet the company's future needs. Your Directors have recommended for approval of the members, a final dividend of 18 %, ₹ 1.80/-on the par value of ₹ 10/- per share for the financial year 2013-14, subject to the approval of the shareholders at the forthcoming Annual General Meeting. The dividend amount paid out if approved by members will be ₹ 90.00 lakhs, interim paid ₹ 50.00 lakhs, while ₹ 22.71 lakhs will be paid by the company towards total dividend tax and surcharge thereon.

Future Outlook

After a gloom in the early part of last year, the bloom has begun. With the changing Technologies comes the change in Business Models and vice-versa. This is the trend in the IT Industry worldwide. While, this change is still in the infant and Greenfield stage, the rapid change in the new Business Scenario have come to stay. This is the good news. The adaption of the new technology in the areas of Social Media, Mobility, Analytics and Cloud (SMAC) is creating positive disruption across Industries. India is very well poised and stands to ride at the top of this wave.

The trend is upbeat for the IT Services, Engineering & R&D, Internet & Mobility and Software Products.

ASM has already embarked into newer technologies in the changing Business Scenario and is consolidating its position as an innovative and nimble organization by offering more services to the existing clients across other geographies and in the process acquiring new clients. This steep growth phase, set in a different trajectory, will also set a platform to have more long term strategic partnerships with the customers moving up the value chain from project mode to center of excellence to Intellectual Property (IP) oriented Innovation.

The existing clients will be offered cross solutions across various technologies thus moving from a Technology Competency to Industry Vertical Specialization relationship thus aligning more deeply with the Client's business. This model will be extended to the New Clients as the relationship progresses.

New client acquisitions will be through addition of specialized sales and delivery professionals across geographies, through new company acquisitions and specializations in more Industry Verticals which offer high growth.

The convergence of ASM offerings for the Industries comes from the Engineering Services (as a System Design House), IT Services (as a Enterprise- wide Solutions and IT Infrastructure Services Provider)and Product Development Services.

The company continued to sustain its profitability despite a volatile and challenging external environment during the year under review with the unstinted support of its dedicated, committed and competent employees. We attribute our success to an experienced management team and to a customer- oriented organization that is dedicated to excellence. Steered by the talent of our people and vesting faith in the resilience of our business model we look forward to overcoming challenges that lie ahead of us.

On behalf of the management of the company and on my behalf, I take this opportunity to thank

- Our esteemed customers, shareholders, vendors, business partners, advisors and consultants for their support
- Valuable employees of the company for their valuable contribution, efforts and spirit of dedication
- State Bank of India, Overseas Branch, Bangalore, DBS Bank Ltd, Bangalore, Bank of Baroda, Bangalore, Indian Bank, Singapore and State Bank of India, San Jose for their support and guidance.
- Central and State Government, Customs, Reserve Bank of India, Software Technology Parks (STPI) and NASSCOM.

Place : Bangalore
Date : 3rd May, 2014

Rabindra Srikantan
Managing Director

Our Board of Directors

Mr. M.R.Vikram **Chairman**

Mr. M.R.Vikram, is a Partner of M.Anandam & Co., Secunderabad, a leading firm of Chartered Accountants in India. He has more than 30 years experience in Audit and Assurance Services, Banking and is an expert on Finance and Regulatory issues. He was earlier Director of Indian Bank, Indian Overseas Bank and Bank of Rajasthan. Mr. M.R.Vikram has also conducted various Special Studies for the Reserve Bank of India, Insurance Regulatory Development Authority and other leading Financial Institutions in the Country.

Mr. M.R.Vikram is a Director in 16 companies including 1 other listed company. He is also the Secretary Trustee of Mr. M.Venkataramangaiya Foundation, one of India's largest initiatives in eradication of child labour and bringing children to schools. He is the founder trustee of Manthan, an important intellectual group for discussion in Hyderabad. Mr. Vikram does not hold shares in the company.

Mr. Rabindra Srikantan **Managing Director**

Mr. Rabindra Srikantan holds a MS degree in Computer Engineering and Computer Science from the University of Louisiana, USA. As the Managing Director and one of the founders of ASM Technologies Ltd, Mr. Rabindra Srikantan is a seasoned, team-oriented business entrepreneur with a highly successful track record of building businesses based on sound strategic analysis. He has professional experience in a wide range of software systems in the areas of engineering, manufacturing, enterprise applications and Internet technologies. Mr. Rabindra Srikantan is an effective leader who is heading the team of ASM in providing medium and long-term business plans on leading edge technologies. He has implemented operational strategies to improve Quality and customer satisfaction ratings and has provided consulting services to more than 50 clients including multinational companies. His philosophy of driving continuous business reformation by leveraging on state-of-the-art technologies, backed by a strong customer driven service perspective, has enabled ASM to emerge as one of the leading IT consulting and software services company.

Mr. Rabindra Srikantan is the President of Pinnacle Talent Inc. USA, Director on the Board of Advanced Synergic Pte Ltd, Singapore wholly owned subsidiaries of the company and the President of ESR Associates Inc. and Abacus Business Solutions Inc. USA, step down subsidiaries of the company.

Prof. B S Sonde **Director**

Prof. B S Sonde holds a Ph.D. from the Indian Institute of Science (IISc), Bangalore. His field of academic and research interest encompass Microelectronics, Instrumentation, Digital Technology and its applications in Electronics and Communication Engineering. Prof. B S Sonde has been associated with IISc, Bangalore for more than three decades, holding various senior positions. He has held the post of Dean, Faculty of Engineering, and was Vice Chancellor of Goa University between February 1997 and February 2002, and has served on the Advisory/Review committees of several universities and also served as Visiting Professor at Stanford University, California, USA and other foreign universities. He is also a distinguished fellow of the Institution of Electronics and Telecommunication Engineers.

Mr. Shekar Viswanathan **Director**

Mr. Shekar Viswanathan, a Chartered Accountant, is the Vice Chairman and Whole - time Director of Toyota Kirloskar Motor Pvt Ltd. Prior to this, he was a member of the Board of Directors of Toyota Kirloskar Auto Parts Pvt Ltd responsible for the finance, human resources and legal functions and also on the Board of TG Kirloskar Automotive Pvt Ltd. His experience spans the financial services and project finance sector in a career of 29 years.

Mr. Shekar Viswanathan is a member of many leading Industrial Associations in India. and has held positions as President of the Bangalore Chamber of Commerce & Industry 2009-2010, Chairman -SIAM MUV Committee 2010 and elected member of CII Southern Regional Council 2009-2011. He is a Director on the Board of Kirloskar Systems Limited since 2005.

Our Core Business

About Us

ASM Technologies Limited an IT Services organization established in 1992, is a pioneer in providing World Class Consulting Services in Business Systems, Engineering Services, IT Infrastructure Services and Technology Solutions.

Highlights

- Publicly Listed Company in India
- Global Presence Offices
 - o Bangalore, - INDIA
 - o Chicago, Santa Clara and Toledo -USA
 - o Singapore
 - o London - UK
- Certified in ISO-9001:2000, ISO 27001- 2005 (ISMS) & Appraised at CMMI ML3.
- Successful Offshore Development & Support Centers in India and Overseas
- Industry Vertical - Hi-Tech, Manufacturing, Semiconductor, Oil & Gas, Consumer Electronics, Aerospace, Automotive, Solar, Growth Industries, Telecom, Public Utilities & Retail.

Business Snapshot

78% of customers FORTUNE 500

96% of business is "Repeat Business"

Mission

"To commit us to the highest degree of excellence and customer support with a view to providing superior value to clients."

SERVICE OFFERINGS

- Product Design
- Value Engineering
- Reverse Engineering
- Sustainment Engineering
- Technical Publication & Documentation with 3D Visualization
- Prototyping, Testing & Manufacturing
- Tooling
- Test Fixtures

Engineering Services



- Knowledge Management
- Enterprise Management
- ERP ➤ SCM
- CRM ➤ SRM
- EAI
- Client Server Applications
- Web based Applications
- Infrastructure Management
- Mobility Applications
- Cloud Applications
- Social Media

Business Systems



- Product Development
- Product Testing
- System Software
- Embedded Software
- Real Time Applications

Technology Solutions



- Enterprise Computing Services
- Infrastructure Security Services
- Network & Convergence Services
- End User Computing Services

IT Infrastructure Services

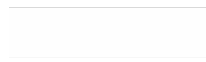


REPRESENTATIVE CLIENT LIST

Hi - Tech



Manufacturing



Oil & Gas, Energy



BfSI



Telecom



Retail



Consumer Products



Pharma

Health Care



PARTNERSHIPS



----- ASM - a services partner -----

Directors' Report

To the Members,

We are pleased to present the 22nd Annual Report together with the Audited Accounts of the Company for the year ended 31st March 2014.

1. Financial Results

	(₹In lakhs)	
Particulars	2013-2014	2012-2013
Income from software services and products	10,440.53	9,061.81
Software development expenses	8,084.50	6,977.62
Gross Profit	2,356.03	2,084.19
Administrative expenses	821.86	704.82
Operating Profit before Interest Depreciation & Tax (EBIDTA)	1,534.17	1,379.37
Depreciation	117.43	99.31
Interest	234.25	219.36
Other income	213.37	181.94
Profit/-Loss before Tax (EBT)	1,395.86	1,242.64
Provision for Tax	418.76	350.43
Deferred Tax Income/-Expense	(11.37)	2.22
Net Profit /-Loss (PAT)	988.47	889.99
Profit & Loss bal brought forward	1,712.20	1,267.49
Amount available for appropriation	2,700.67	2,157.48
Interim Dividend	50.00	60.00
Proposed Final Dividend	90.00	65.00
Dividend Tax	22.71	20.27
Transfer to General Reserve	200.00	300.00
Balance in Profit & Loss A/c	2,337.96	1,712.21

2. Results of Operation

On the standalone front the company registered a total revenue of ₹10,440.52 lakhs for the year ended 31st March 2014, a growth of 15.21% over the same period the previous year. Domestic sales was ₹ 4,008.55 lakhs while Export sales was ₹ 6,431.98 lakhs, an increase by 16.95% to that of the previous year. EBIDTA was at ₹ 1,540.66 lakhs, up 10.63% YoY while Profit after tax increased by 11.09% YoY to ₹ 988.47 lakhs.

The Consolidated total revenue for the year ended 31st March 2014 was ₹ 16,694.60 lakhs. EBIDTA was at ₹ 1,564.51 lakhs while Profit after tax was ₹ 790.18 lakhs.

3. Dividend

With a view to augment resources for long term growth of the company the Directors have recommended for approval of the members a final dividend of ₹ 1.80/- per equity share of ₹10/-each for the financial year 2013-2014. The dividend amount paid out if approved by members will be ₹ 90.00 lakhs, interim paid ₹ 50.00 lakhs, while ₹ 22.71 lakhs will be paid by the company towards total dividend tax and surcharge thereon.

The dividend payout for the year under review has been formulated in accordance with the Company's policy to pay sustainable dividend linked to long term growth objectives of the company to be met by internal cash accruals and the shareholders' aspirations.

4. Transfer to Reserves

The company proposes to transfer ₹ 200.00 lakhs to General Reserve out of the amount available for appropriations and an amount of ₹ 2,337.96 lakhs is proposed to be retained in the Profit & Loss Account.

5. Subsidiaries

Advanced Synergic Pte Ltd – achieved a gross revenue of ₹1,333.16 lakhs for the year ended 31st March, 2014 and registered a pre tax profit of ₹ 48.62 lakhs for the year under review.

Pinnacle Talent Inc, USA - achieved a gross revenue of ₹ 1,744.63 lakhs and registered a loss of ₹ 177.26 lakhs for the year ended 31st March 2014.

ESR Associates Inc., USA – achieved a gross revenue of ₹ 620.50 lakhs and registered a loss of ₹ 114.81 lakhs for the year ended 31st March, 2014.

Abacus Business Solutions Inc - achieved a gross revenue of ₹ 4,942.12 lakhs for the period ended 31st March, 2014 and registered a pre tax profit of ₹ 45.16 lakhs for the above said period.

In accordance with the general circular No.2/2011 dt. 8th February, 2011 issued by the Ministry of Corporate Affairs, Government of India, the Balance Sheet, Profit and Loss Account and other documents of the subsidiary companies are not being attached with the Balance Sheet of the Company. The Company will make available the Annual Accounts of the subsidiary companies and the related detailed information to any member of the Company who may be interested in obtaining the same. The annual accounts of the subsidiary companies will also be kept open for inspection at the Registered Office of the Company. The Consolidated Financial Statements presented by the Company include the financial results of its subsidiary companies.

6. Future Outlook

After a gloom in the early part of last year, the bloom has begun. With the changing Technologies comes the change in Business Models and vice-versa. This is the trend in the IT Industry worldwide. While, this change is still in the infant and Greenfield stage, the rapid change in the new Business Scenario have come to stay. This is the good news. The adaption of the new technology in the areas of Social Media, Mobility, Analytics and Cloud (SMAC) is creating positive disruption across Industries. India is very well poised and stands to ride at the top of this wave.

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7. Corporate Social Responsibility

As a responsible Corporate, ASM has been fulfilling its Social Responsibility of contributing to social causes such as feeding the school going children, distributing books and stationery for the under privileged children who are attending schools, through charitable trusts, promoting education etc.

As a part of corporate social responsibility the company has contributed during the year 2013-14 towards the following:

- During the year the company instituted the “Dr. R.P.Shenoy award for Excellence in Science” in memory of its Director, Dr.R.P.Shenoy, a Distinguished Scientist of Defense Research &Development Organization (DRDO) of the Government of India. The award was given to 47 students of Grade 8th & 9th , Kendriya Vidyalaya, DRDO complex, Bangalore, who have secured A1 Grade in Science, at their school Annual Day held on the 19th of December 2013. Mrs. Shenoy distributed the awards , which included a cheque for ₹ 1,000/- , a certificate and write up of Dr. Shenoy & ASM.
- Agastya International Foundation -a Bangalore based education trust seeking to transform and stimulate the thinking of rural children and teachers.-₹ 2 lakhs.

- Samarthanam- an organization which supports the visually impaired, disabled and underprivileged to keep in pace with the rest of the society by providing quality education, accommodation, nutritious food, vocational training, placement based rehabilitation and achieve personal independence.- ₹1 lakh.
- Alert- ALERT is a group of young professionals who have come together to make basic medical life support available to all in times of need. Through this project ALERT trains various sections of the society in emergency response and also build support systems to make emergency care available to one and all in the society.- ₹1 lakh.
- Head Held High- Head Held High Foundation's goal is to catalyse the transformation of illiterate villagers into capable workers on the one hand, and create employment and business opportunities on the other, to enable work to occur in villages, creating sustainable rural economies.- ₹1 lakh.

8. Management Discussion and Analysis Report

The Report on Management's Discussion and Analysis covering matters listed inter alia in Clause 49 of the Listing Agreement for the year under review is attached to this Report.

9. Directors Responsibility Statement

Pursuant to the provisions of Section 217(2AA) of the Companies Act 1956, the Directors based on all representations received from the operating management confirm that:

1. In the preparation of the annual accounts, the applicable accounting standards has been followed along with proper explanation relating to material departures:
2. The Company had selected the accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit or loss of the company for that period;
3. The Company had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
4. The annual accounts of the company are prepared on a going concern basis.

10. Corporate Governance Report

As required vide Clause 49 of the Listing Agreement, a Report on Corporate Governance is provided elsewhere in this Annual Report along with Auditor's Certificate on compliance thereof.

11. Secretarial Audit Report

As a measure of good corporate governance practice, the company appointed Mr. M.R. Gopinath, Practicing Company Secretary, to conduct Secretarial Audit of records and documents of the Company. The Secretarial Audit Report for the financial year ended March, 31st 2014, is provided in the Annual Report. The Secretarial Audit Report confirms that the company has complied with all the applicable provisions of the Companies Act, 1956, Depositories Act, 1996, Listing Agreements with the Stock Exchanges and all the Regulations and Guidelines of the Securities and Exchange of India (SEBI). A copy of the report is provided elsewhere in the Annual Report.

12. Directors

As per the provisions of Sections 149,150,152 of Companies Act 2013 and clause 49 of the Listing Agreement Mr. M.R.Vikram, Prof. B.S.Sonde and Mr. Shekar Viswanathan, Directors, are to be appointed as Independent Directors of the Company to hold office for five consecutive years for a term up to 31st March, 2019.

Brief profile of the Directors proposed for appointment is given after the Notice to the ensuing AGM.

13. Particulars of employees

Information as per Section 217 (2A) of the Companies Act 1956 read with Companies (Particulars of Employees) Rules, 1975– Expenditure on employees employed for the year/part of the year who were in receipt of remuneration which in the aggregate is not less than ₹ 500,000 per month for year 31st March 2014 is annexed to the report.

14. Conservation of energy, technology absorption:

The company's operations involve low energy consumption. However the efforts to conserve and optimize the use of energy through improved operational method and other means will continue.

The Company has not imported any technology during the year.

Foreign exchange earnings and outgo

During the year, the Foreign Exchange earned was ₹ 6,431.98 lakhs and Foreign Exchange used was ₹1,760.11 lakhs.

15. Fixed Deposits

The Company has not accepted any deposits from the public during the year.

16. Auditors

M/s. Sudhakar Pai Associates, Chartered Accountants, the Auditors of the Company, retire at the ensuing Annual General Meeting and are eligible for re-appointment. They have expressed their willingness to accept office if re-appointed.

17. Acknowledgements

Your Directors take this opportunity to express their gratitude to

- Our esteemed customers, employees, shareholders, vendors, business partners, advisors and consultants for their unstinted support.
- State Bank of India, Overseas Branch, Bangalore, DBS Bank Ltd, Bangalore, Bank of Baroda, Bangalore, Indian Bank , Singapore and State Bank of India, San Jose for their support and guidance
- Central & State Governments, Software Technology Park (STPI) and NASSCOM for their continued support.

For and on behalf of the Board

Place : Bangalore
Date : 3rd May, 2014

M. R. Vikram **Rabindra Srikantan**
Chairman Managing Director

ANNEXURE TO THE DIRECTOR'S REPORT

Information as per Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of employees) Rules, 1975, and forming part of the directors' report for the year ended March 31, 2014

Name	Designation	Educational Qualification	Age	Joining date.	Experience (yrs)	Gross Remuneration ₹	Previous employment designation
Rabindra Srikantan	Managing Director	M.S., Computer Engineering & Computer Science	53	10.08.1992	26	9,937,199	Center of Advanced Computer Studies, USA

Notes:

1. Remuneration comprises basic salary, allowances and taxable value of perquisites but does not include Company's contribution to Provident fund and other funds.
2. Salary includes arrears of salary ₹ 3,937,199 pertaining to the period 8.11.2011 to 31.3.2013
3. Mr. Rabindra Srikantan is not related to any director of the Company.

REPORT ON CORPORATE GOVERNANCE

(Pursuant to Clause 49 of the Listing Agreement with Stock Exchanges)

I COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

Corporate Governance is about how an organization is managed, the commitment to values and ethical business conduct. Effectual Corporate governance requires a clear understanding of the respective roles of the Board and the senior management and their relationships with others in the corporate structure. Corporate Governance is regarded as an important aspect of a responsible business in every economy. We believe that sound Corporate Governance is vital to enhance and retain investor trust.

During the year under review, the Board continued its pursuit of achieving these objectives through the adoption and monitoring of corporate strategies, prudent business plans, monitoring of major risks of the company's business and ensuring that the company pursues policies and procedures to satisfy its legal and ethical responsibilities. At the core of its corporate governance practice is the board, which is responsible for safeguarding and advancing the interests of the shareholders, acting as their representative in establishing corporate policies and reviewing management's execution of those policies. The Board of Directors fully support and endorse Corporate Governance practices and attempt to go beyond the statutory requirements.

II BOARD OF DIRECTORS

The Board is primarily responsible for the overall management of the Company's business. The present Board comprises 4 members, three of whom are Independent directors and one Promoter Director, who is the Managing / Whole- time director. The company has a Non-Executive Chairman and the number of Independent Directors is more than one third of the total number of Directors. The company is in compliance with the requirements relating to the composition of Board of Directors, in line with Clause 49 of the Listing Agreement.

The Managing Director is responsible for Corporate strategy, planning and other management matters. The Managing Director and the senior management personnel being responsible for achieving annual business targets, acquisitions, new initiatives and investments make periodic presentations to the Board on their responsibilities and performance.

Board meetings are held at our Registered Office Bangalore, India. The agenda for each Board meeting along with explanatory notes are distributed in advance to the Directors. The Board meets at least once a quarter to review the quarterly results and other items of agenda and also on the occasion of the Annual General meeting of the shareholders.

During the financial year 2013-2014 6 meetings of the Board were held, on 11.05.2013, 28.06.2013, 29.7.2013, 18.09.2013, 28.10.2013 & 28.01.2014.

Composition of the Directors and their attendance at the Board meetings during the year and at the last AGM is as follows.

Name & Designation	Category	No. of Board Meetings held	No. of Board Meetings attended	Attendance at the last AGM	No. of Director-ships of other public companies	No. of Committee Positions held in Other companies #	
						Member	Chairman
Mr. M R Vikram Chairman	Independent-Non Executive Director	6	5	Yes	5	5	-
Mr. Rabindra Srikantan Managing Director	Executive Director	6	6	Yes	-	-	-
Prof. B. S. Sonde Director	Independent-Non Executive Director	6	3	Yes	-	-	-
Mr. Shekar Viswanathan Director	Independent-Non Executive Director	6	6	No	1	-	2

Comprises Directorship, Chairmanship/Membership in Board Audit Committee, Shareholders'/Investors' Grievance Committee and Remuneration Committee in Indian Public Limited Companies.

III. BOARD COMMITTEES

The Board has three committees namely, Audit committee, Stakeholders Relationship & Share transfer Committee and Nomination & Remuneration committee. The quorum for meetings is either two members or one-third of the members whichever is higher. Usually the committees meet four times a year and the recommendations of the committees are submitted to the Board for approval. The Board has complete access to any information within the company.

Updates provided to the Board include the following:

- Annual operating plans, budgets, capital budgets and updates,
- Quarterly results of business operations.
- General notices of interest.
- Dividend data
- Minutes of Committee meetings.

- Materially important litigations, show cause notice, prosecution and penalty notices.
- Details of joint ventures, acquisitions of companies or collaboration agreements.
- Information on recruitment and remuneration of senior officers immediately below the Board level.
- Non-compliance of any regulatory , statutory or listing requirements including shareholder services such as non-payment of dividend and delays in share transfer.
- Any major development in the Human resources front.
- Any issue involving public or product liability claims of a sizeable nature.
- Sale of assets, investments, subsidiaries of material nature , not in the regular course of business.

1. Audit Committee

Each member of the committee is an independent director , according to the definition laid down in Clause 49 of the Listing Agreement with the Stock exchanges.

□ Terms of Reference

The Board has constituted the Audit Committee and terms of reference include:

- The recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- Examination of the financial statement and the auditors' report thereon;
- Approval or any subsequent modification of transactions of the company with related parties;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Monitoring the end use of funds raised through public offers and related matters.
- To oversee the vigil mechanism as prescribed by the rules.
- To discuss issues with internal and statutory auditors.

• Composition:

Sl. No.	Name of Director	Position	Status
1.	Mr. M.R. Vikram*	Chairman	Independent Director
2.	Prof. B.S. Sonde	Member	Independent Director
3.	Mr Shekar Viswanathan*	Member	Independent Director
4.	Mr. Rabindra Srikantan (Special Invitee)		Executive Director

* Members having financial and accounting knowledge

Secretary

Ms. P.N.Lakshmi - Company Secretary

Meeting and attendance during the year

Sl. No.	Members	No. of Meetings held	No. of Meetings attended
1.	Mr. M.R. Vikram	4	4
2.	Prof. B.S.Sonde	4	2
3.	Mr. Shekar Viswanathan	4	4

2. Stakeholders Relationship & Share Transfer Committee (renamed w.e.f 03-05-2014)

□ Terms of Reference

The Committee reviews and administers transfer of shares, transmission of shares, rematerialisation, transposition issuance of duplicate share certificates as and when required, redressal of investor complaints pertaining to transfer of shares, non-receipt of annual reports, non-receipt of dividend , etc. & reports the same to the Board periodically.

Share Transfers in Physical Mode

In order to expedite the process of share transfers, the Board of Directors of the Company have delegated the power to the Registrar & Share Transfer Agents, Karvy Computer share Pvt Ltd, (The R&STA). The R&STA transfer the shares received in physical mode on a fortnightly basis. Summary of the shares transferred are sent to the company to be approved by the share transfer committee and noted by the Board.

In compliance with the listing agreement and SEBI, every quarter, the system is audited by a Practicing Company Secretary and Compliance Certificate to that effect is issued and filed with the Stock Exchanges where the Company's shares are listed.

• **Composition**

Sl. No.	Name of Director	Position	Stauts
1.	Prof. B.S. Sonde	Chairman	Independent Director
2.	Mr. Rabindra Srikantan	Member	Executive Director

Name and designation of Compliance Officer

Ms. P. N. Lakshmi, Company Secretary

Stakeholders Relationship & Share Transfer Committee Meeting and attendance during the year

Sl. No.	Members	No. of meetings held	Attendance
1.	Prof. B.S.Sonde	4	4
2.	Mr. Rabindra Srikantan	4	4

During the year 2013-2014 10 complaints were received all of which were resolved with nothing pending as on 31st March 2014. The shareholding in dematerialized mode as on March 31st, 2014 as being 90.83 %.

BSE & BgSE have confirmed that as on 31.03.2014 there is no investor Complaints/queries pending to be solved by the Company/Registrars & Share Transfer Agents.

3. Nomination & Remuneration Committee (renamed & reconstituted w.e.f. 03-05-2014)

The Managing Director, being the only Executive Director is paid remuneration within the limits envisaged under Schedule V of the Companies Act 2013. The remuneration is approved by the Board, Nomination & Remuneration Committee as well as the Shareholders of the Company. The Non-Executive Directors are paid remuneration only by way of sitting Fees.

The company had filed an application with Central Government seeking approval for re-appointment of Mr. Rabindra Srikantan as Managing Director for a period of three years from 8.11.2011 and increase in the payment of remuneration from ₹ 250,000/-per month to ₹ 500,000/per month inclusive of perquisites and a commission of 1% of the Net Profits of the company. As per letter No. B28980209/1/212-CL.VII dt 22nd May 2013 received from Central Government approval has been granted for payment of remuneration amounting to ₹ 6,000,000/- per annum for a period of three years w.e.f.08/11/2011 to 07/11/2014.

□ Terms of Reference

Brief Terms of Reference is as follows-

- To formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board a policy, relating to the remuneration for the directors, key managerial personnel and other employees
- To identify persons who may be appointed in senior management.
- To ensure that level and composition of remuneration is reasonable and sufficient, relationship of remuneration to performance is clear and meets performance benchmarks.

• **Composition**

Sl. No.	Name of Director	Position	Status
1.	Mr.Shekar Viswanathan	Member	Chairman
2.	Prof. B.S. Sonde	Member	Independent Director
3.	Mr. M.R. Vikram	Member	Independent Director

Secretary

Ms. P.N.Lakshmi - Company Secretary

The Nomination & Remuneration Committee did not hold any committee meeting during the year 2013- 2014.

Details of Remuneration payable to Directors for the year FY2013-14

Sl. No.	Name of Director	Salary & perquisites	Sitting Fees
1.	Mr. M.R.Vikram	-	₹ 12,500
2.	Mr.Rabindra Srikantan	* ₹ 9,937,199	-
3.	Prof. B.S.Sonde		₹ 7,500
4.	Mr. Shekar Viswanathan		₹ 15,000

* Salary includes arrears of salary ₹ 3,937,199/- pertaining to the period 08-11-2011 to 31-03-2013

Sl. No.	Name	No. of Equity shares held
1.	Mr. M.R.Vikram	NIL
2.	Prof. B.S.Sonde	NIL
3.	Mr. Shekar Viswanathan	NIL

IV. SHAREHOLDERS MEETINGS

Date, time and venue of the last three AGM's

Year	Date & Time	Venue	Special resolution Passed
2010 - 2011	11 th July, 2011 11.30 am	Pai Vijay Hall, 33 rd Cross, 11 th Main 4 th Block Jayanagar, Bangalore - 560 011	NIL
2011 - 2012	27 th June, 2012	Pai Vijay Hall, 33 rd Cross, 11 th Main 4 th Block Jayanagar, Bangalore - 560 011	Re - appointment and increase in remuneration payable to the Managing Director
2012 - 2013	28 th June 2013	Pai Vijay Hall, 33 rd Cross, 11 th Main 4 th Block Jayanagar, Bangalore - 560 011	NIL

Whether special resolutions were put through postal ballot last year, details of voting pattern, person who conducted the postal ballot exercise, proposed to be conducted through postal ballot and procedures for postal ballot. -

None.

V. DISCLOSURES

- a) Disclosures on materially significant related party transactions of the Company of material nature with its founders, the directors or the management, their subsidiaries or relatives etc., that may have potential conflict with the interests of the company at large.

Details are provided in Note 27 forming part of Notes of the Financial Statements in accordance with provisions of Accounting Standard 18.

- b) Details of Non-compliance by the Company, penalties, and strictures imposed on the company by Stock Exchange or SEBI or any statutory authority on any matter related to capital markets, during the last three years.

None

VI. MEANS OF COMMUNICATION

Quarterly Audited/Unaudited financial results and Annual results are published in a widely circulated newspaper, Business Standard and also in Sanjayvani, a regional daily published from Bangalore. The results are also posted on the official website of the Company, www.asmltd.com, Quarterly reports are also sent to each shareholder via email.

VII. MANDATORY/ NON-MANDATORY REQUIREMENTS

During the financial year 2013-14, the Company

- (a) Duly complied with all the mandatory requirements of the revised Clause 49 of the Listing Agreement.

The company did not adopt any of the non- mandatory requirements of Clause 49 of the Listing Agreement.

VIII CODE OF ETHICS

Annual declaration pertaining to compliance of Code of Ethics of the Company vide Clause 49(1)(d)(ii) of the Stock Exchange Listing Agreement.

This is to confirm that all the Board members and senior management personnel of the company have affirmed compliance of the Code of Ethics of the Company for the Financial Year 2014-15

Place : Bangalore
Date : 3rd May, 2014

Sd/-
Rabindra Srikatan
Managing Director

IX. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

1. Industry Structure and Development

With the advent of 2014 market is showing steady signs of a slow revival especially from its largest market, US. 2014 has shown some early signs of pick-up in discretionary spends which coupled with strategic initiatives by the companies will improve momentum to 15% plus year-on-year growth in Financial year 2015. The Indian IT is gearing up to meet this demand by strengthening their sales and resources largely in the US market. Healthy pick-up in spending in key markets of North America and scope for accelerated market share gains in Europe can support 15% growth for the Industry. Numerous changes within the global IT Industry has brought into focus areas such as cloud, mobility, analytics, social to the fore ,with Indian IT firms adapting rapidly.

The global economy is set to get stronger in 2014, with growth likely to edge up to 3.2 percent this year, up from 2.4 percent in 2013, according a World Bank report. Worldwide IT spending is projected to total \$3.8 trillion in 2014, a 3.1 percent increase from 2013 spending of \$3.7 trillion, according to the latest forecast by Gartner, Inc.

The Indian software market grew 10% to \$4.76 billion in 2013 from \$4.33 billion in 2012 driven by strong adoption of cloud or subscription based services, as per Gartner report. India is growing faster than other emerging countries which can be attributed to an export-oriented focus over the last decade. IT services spending to increase from USD 922 billions in 2013 to USD 963 billions in 2014 as per Gartner Report. Further, recent advances in IT communications infrastructure in the country has opened up new avenues for local consumption of IT software and associated services. Among the BRICS nations the Indian software market experienced the highest growth rate.

2. Opportunities

For the current fiscal year ending March, Nasscom said the country's software exports will grow at about 13%. Although there is an economic slowdown, Indian enterprises are still judiciously investing in technology that can be tied to the business objectives and impact their bottom line. As per Gartner report, Indian enterprises are generally more price sensitive compared with enterprises in mature markets but now they are spending on technology that offers a significant upside in terms of agility or productivity gains with diligent planning. Besides large enterprises the Indian market also boasts a large potential small and midsize business (SMB) that is playing a crucial role in changing the consumption patterns of technology.

As per Nasscom software exports in 2014-15 would rise to as much as \$99 billion, from about \$86 billion estimated for this fiscal year ending March. Including the domestic market, the Indian IT industry is currently pegged at \$118 billion.

The business of designing and building software applications or managing the IT infrastructure for large multinationals has not suffered any huge dent, even in an uncertain global macroeconomic environment. Clients in North America and Europe may have cut down on 'discretionary' IT spends, but they still need to keep existing systems running. To the extent these routine application development and maintenance operations are outsourced or off-shored, Indian IT firms, with their massive, relatively low-cost engineering workforce, will continue to get business. The pressure to out-source as a cost-saving measure is, indeed, higher in a general downturn. This explains why Indian IT exports rose by 13 per cent in 2013-14, despite worldwide IT spending clocking a niggardly 0.4 per cent growth. With technology research firm Gartner projecting that global IT budgets will grow by 3.2 per cent this year, the outlook for domestic software vendors can only get better. They could benefit both from an expansion of the outsourcing pie as well as revenues from more 'discretionary' sources such as product engineering, testing, package implementation and consultancy services.

We believe in our competitive strengths and with our Global Delivery Model and core competencies consider to address the changing economic scenarios as an opportunity to provide greater value to existing clients and add new clients.

3. Outlook

This has been provided elsewhere in the Annual Report.

4. Risks and Concerns

a. Competition Risk

The competition from countries such as China, Philippines, Vietnam, Poland, Hungary, Mexico, Brazil, and Egypt poses a great challenge for India. While India still remains as the preferred destination for outsourcing activities, many other countries have started providing similar type of services and are fast emerging as competitive locations. Currently India accounts for 20-25% of R&D off shoring whereas China is behind with 15-20% market share. North America may account for the lion's share of India's IT exports but, growing demand for outsourcing services from Europe is expected to drive the USD 108 billion IT sector in 2014. Europe is growing faster than the US and this will only gain momentum.

There is a lot of latent demand in the region, which will drive growth for the sector. Companies are bullish on the European market, which is evident from the acquisitions that some of them have made in the recent past. Growth in emerging economies such as India and China is expected to jump with growth forecasts for the economies at 6.2 percent and 7.7 percent, respectively. However rich economies such as the United States, Eurozone and Japan are likely to lead much of the global growth forecast. According to Nasscom report, growth in the US is likely to increase to 2.8 percent in 2014, higher than 1.8 percent last year. The Euro area is finally set to put behind two years of de-growth and may notch 1.1 percent growth in the year. The report attributes the greater expected strength to these economies easing their austerity policies.

Thus the Indian ITeS sector needs to make extra endeavor to remain competitive in terms of cost efficiency measures and scalability of various high end services to handle competition.

The company's capability to offer innovative and value added solutions and services by integrating its diverse domain knowledge enables it to move ahead in an environment of increasing competition. Absence of vigilance against competition could result in contraction of revenues from business. The best practices and methodologies built up by the company for development and customization of solutions ensure that projects are completed with speed, optimal resources and meet customer needs. The unrivaled blend of engineering culture and technology skills adopted by the company and its strategic acquisitions and management resources adds to its capability to proffer innovative and value added solutions and services by integrating its diverse domain knowledge experience. The company has derisked its business from competition by virtue of its domain expertise in providing end to end total IT solutions.

b. Financial Risk.

Cross currency headwinds seems to be the major deterrent to impact the dollar revenue growth of technology companies. During the financial year 2014 Indian rupee witnessed steep decline against dollar and the key beneficiary was the IT industry which reported improved earning in rupee terms. As rupee strengthened most market observers expected that IT companies would report weak set of numbers . However the management of these companies showed optimistic view on the backdrop of increased client spending and higher contract wins as the macro-economic environment improved in the United States and Europe. Further wage inflation and other cost escalations could also reduce the Company's earnings. The company however mitigates the risks with robust accounts receivable management, centralised framework to control expenses and currency hedging strategies by the management. The company has a defined policy for managing its foreign exchange exposure on a day to day basis. Being a predominantly export oriented unit with foreign exchange earnings resulting in FEX surplus our risk with respect to currency fluctuation is minimal. The company tracks the foreign exchange markets closely and takes appropriate hedging decisions from time to time if need be.

c. New Technologies and Business Models

As per Nasscom the Indian IT industry would add incremental revenues of \$13-14 billion in 2014-15. Incremental revenue is a measure of market share growth that has evolved as the new benchmark for the IT sector. The driving force behind the exports is discretionary spending.

Companies are now opting to spend on IT and are not just confined to absolute essentials. That's a good sign and portends well for the future. App modernization and transformation, as well as cloud and infrastructure management should drive most of the growth.

The IT industry's outsourcing model is resilient. For all the scrutiny that domestic software companies have invited in recent times, their core operations — centred on application development, maintenance of IT systems and other outsourcing services — have exhibited a continued resilience. The focus is now on growing non-linear practices which includes intellectual property, cloud computing, non-linear pricing models, delivery accelerators, branding, mergers and acquisitions to improve revenues. Big IT service companies are expected to do well this year with worldwide spending in technology forecast to grow 3.1% to \$3.8 trillion and IT services set to climb 4.5%.

The company keeps itself up graded with the latest technologies solutions and assimilates changes to be successful in anticipating or responding to technological advances on timely basis. The service requirements from clients over the last two years is from a total outsourcing model to a blended outsourcing model to optimize the total cost of ownership. ASM has constantly expanded its infrastructure, technology and people skills to address the specialized markets in which it is present. The acquisitions made by the company has enhanced the company's capabilities to provide innovative and state-of-the-art services in its business segments. In our effort to step up non-linear growth, some of the key designs by the Engineering Services group are being prototyped and will be manufactured in limited quantities through partner companies and delivered to strategic customers. The company also regularly audits and verifies its compliance with security and disaster recovery measures. ASM has centralized back up and data recovery systems and planned procedures for regular back up of all critical servers.

d. Geography Risk

2014 is characterized as the year of rapid transition and transformation leading the industry into expanding into newer verticals and geographies, attracting new customer segments, and transforming from technology partners to strategic business partners. Larger companies have expanded both geographically and their service offerings by getting into newer verticals.

For Indian IT companies there has been an increased focus on Europe as an outsourcing market to insure against a possible tightening of US immigration laws. Europe offers growth with more certainty on the debt crisis paving way for improvement while the US market for IT services has matured, which coupled with visa issues and stringent immigration makes it difficult to do business there. Slowdown in the global economic environment and corporate IT spending budget could impact the company's business. For example, a sovereign default in Europe could have a cascading effect on the global economy. The resultant dislocation could lead to demand compression, pricing pressure and/or increased credit risk. Business environment in the past year has been volatile and uncertain. There has been stagnant and sluggish growth in some of the key markets like India and Europe

The company's firm roots and prominent presence in the home market provides it an opportunity to refine its international offerings with the derived benefits of synergy across operations and optimizations of resources. The company's well grinded skills tested in Indian markets enable it to spread efficiently its business across various geographies.

The company has insulated its overall performance from the impact of slowdown with a domestic international spread of business and combinations of its various solutions and services. The company moreover derives most of the revenues from off shoring business resulting in a healthier bottom line and protection from risks from any downward spiral in any economy. The company's growth is not dependent on any specific geographic area or specified industry segment.

5. Internal Control System and their adequacy

The internal control systems adopted by the company are adequate and appropriate to its operations. The system has been designed to ensure that assets and interest of the company are protected and dependability of accounting data and its accuracy are ensured with proper checks and balances.

The Company has internal audit to examine and evaluate the adequacy and effectiveness of Internal Control system. The internal audit ensures that the system designed and implemented to provide adequate internal control commensurate with the size and operations of the company. The Audit Committee of the company chaired by the independent director and consisting of other non-executive independent directors, periodically review and commend the quarterly, half yearly and annual financial statement of the company. A detailed note on the functioning of the audit committee forms part of the chapter on Corporate Governance in this Report.

The management duly considers and takes appropriate action on the recommendations made by the statutory auditors, internal auditors and independent Audit Committee of the Board of Directors.

6. Financial Condition and Operational performance

a. Share Capital

The Company has at present only one class of shares. The authorized share capital is 7,000,000 Equity shares of ₹10/- each, constituting to ₹ 700.00 lakhs There was no increase in the issued, subscribed and paid up capital of ₹ 500.00 lakhs during the year under review.

b. Reserves and Surplus

The company has voluntarily transferred ₹ 200 lakhs representing 20.23% of the profits for the year ended 31st March 2014, (previous year ₹ 300 lakhs) to the general reserves account from the Profit and Loss account.

c. Shareholder Funds

The total shareholder funds increased to ₹ 4,171.27 lakhs as at 31st March, 2014 from ₹ 3,345.52 lakhs as of the previous year end.

d. Profit & Loss account

The balance retained in the Profit & Loss Account as at 31st March 2014 is ₹ 2,337.96 lakhs after providing dividend for the year of ₹ 140 lakhs and dividend tax of ₹ 22.71 lakhs thereon. The total amount of profits appropriated to dividend including dividend tax was ₹ 162.71 lakhs.

e. Fixed Assets

During the year 2013-2014 the Company has added ₹ 117.47 lakhs to the gross block of assets.

f. Net Worth

The return on Net worth (RONW) for the year ended 31st March 2014 was 15.76 %.

g. Income

Of the total revenues for the year ended 31st March, 2014, ₹ 6,431.98 lakhs was derived from export operations and ₹ 4,008.55 lakhs from domestic operations. Sales include sale of software and Software services. Revenue from sale of software is recognized wherever the sale has been completed with the passing of the title and billed to the clients as per the specific contracts. Revenue from sale of software services is recognized on the basis of percentage of completion method. Miscellaneous income mainly consists of reimbursement of expenses.

h. Operating Profit(EBIDTA)

We earned an operating profit ₹ 1,534.17 lakhs representing 14.69% of total revenues as compared to ₹ 1,379.36 lakhs representing 15.22 % of total revenues, during the previous year.

i. Earnings per share

Earnings per share increased by 11.06 % during the year to ₹ 19.77 from ₹ 17.80 per share the previous year.

j. Developments in Human Resources/ Industrial Relations

The employee strength of the company as on 31st March, 2014 was 919 while in respect of the ASM group, the total strength including contractual employees was 1013. The growth in manpower strength can be attributed to growth in new business.

It is a well recognized fact that Human Resources are the most valuable assets, deployed and valued by an organization. . Your company believes that people are the primary drivers in the success of an organization and hence people and HRD remain at the forefront of its mission. In this pursuit, the Company is providing timely and cost effective recruitment system for attracting the cream of talented professionals, ensuring a clear compensation and benefit policy in tune with the latest IT market trends. Our endeavors are driven by a strong set of values imbibed in us and policies that we abide by.

AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

(Under Clause 49 of the listing agreement)

To The Members of
M/S ASM Technologies Limited
Bangalore 560 025

We have examined the compliance of conditions of Corporate Governance by M/s. ASM Technologies Limited (the Company) for the year ended 31st March 2014, as stipulated in clause 49 of the listing agreements of the Company with the stock exchange in India.

The Compliance of conditions of Corporate Governance is the responsibility of the management. Our examination is limited to procedures and implementation thereof, adopted by the company for ensuring the compliance of the condition of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the company.

In our opinion and to the best of our information and according to the explanation given to us, we certify that the company has complied with the conditions of corporate Governance as stipulated in the above referred listing agreement.

We state that no investor grievances are pending for a period exceeding one month against the company as per the records maintained by the investors Grievances committee.

We further state that such compliance is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

Place: Bangalore
Date : 3rd May, 2014

For **Sudhakar Pai Associates,**
Chartered Accountants,

(CA B Sudhakar Pai)
Partner
Membership No. 018187
Firm Regn. No. 004171S

X. GENERAL INFORMATION FOR SHAREHOLDERS

22nd Annual General Meeting

1. Date & Time : 28th June, 2014 at 10.35.a.m.
2. Venue : Pai Vijay Hall, 33rd Cross, 11th Main 4th Block Jayanagar, Bangalore- 560 011
3. Date of Book Closure : 25.6.2014 – 28.6.2014 (both days inclusive)
4. Dividend Payment Date : On or after 28th of June,2014 subject to shareholders' approval.
5. Financial year of Company : April to March
6. Corporate & Registered Office : No. 80/2 Lusanne Court, Richmond Road Bangalore- 560 025
7. Exchanges Listed at : Bangalore Stock Exchange Limited(BgSE) Stock Exchange Towers, No. 51, 1st Cross, J.C. Road, Bangalore- 560 027
: Bombay Stock Exchange Limited (BSE) P J Towers, No. 25 Dalal Street, Mumbai – 400 001
: The Listing fees for the financial year 2014-2015 has been paid
8. Stock Code : BgSE- ADVSYNER BSE - 526433
9. D'mat ISIN No. in NSDL & CDSL : INE867C01010
for Equity Shares
10. Unclaimed Dividend

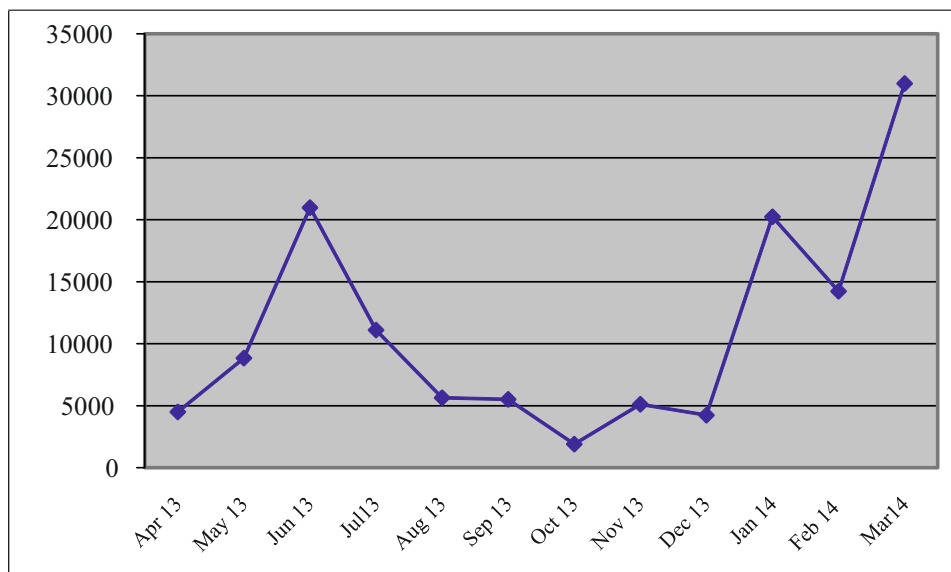
Section 124 of the Companies Act , 2013, mandates that companies transfer dividend that has been unclaimed for a period of seven years from the unpaid dividend account to the Investor Education and Protection Fund (IEPF) . In accordance with the following schedule, the dividend for the years mentioned as follows, if unclaimed within the period of seven years will be transferred to IEPF.

Year	Dividend per share of ₹ 10/-	Date of declaration	Unpaid Amt as on 31.3.2014 (₹)	Due date for transfer to IEPF
2007-2008	₹ 0.75	4 th June, 2008	116,926	4 th August, 2015
2008-2009	₹ 1.00	20 th June, 2009	178,873	20 th Aug, 2016
2009-2010	₹ 1.20	10 th July, 2010	254,214	9 th Sept, 2017
2010-2011	₹ 2.00	11 th July, 2011	425,380	10 th Sept, 2018
2011-2012	₹ 2.50	27 th June, 2012	480,704	27 th August, 2019
2012-2013 Interim	₹ 1.20	31 st October, 2012	282,432	31 st Dec, 2019
2012-2013 Final	₹ 1.30	28 th June, 2013	305,644	28 th August, 2020
2013-2014 Interim	₹ 1.00	28 th October, 2013	225,380	28 th Dec, 2020

11. Market Price Data : The month wise high and low prices and volume of shares of the Company traded on the Bombay Stock Exchange (BSE) for the period April 2013- March 2014 is given below:

Months	High (₹)	Low (₹)	Volume
April 2013	69.00	58.35	4499
May 2013	66.00	59.00	8840
June 2013	74.00	65.00	20979
July 2013	79.95	68.55	11105
August 2013	74.95	62.00	5643
September 2013	75.00	66.00	5512
October 2013	78.00	69.00	1901
November 2013	70.00	62.05	5118
December 2013	77.00	64.25	4234
January 2014	80.40	71.50	20241
February 2014	86.45	74.00	14233
March 2014	97.90	81.50	30990

ASML- Volume of shares traded at BSE



12. Dematerialisation of Shares : 90.83 % of the capital has been dematerialised as on 31.3.2014
13. Market Capitalisation as on 31.3.2014 : ₹ 4495 Lakhs (as per closing price in BSE)
14. No. of Employees as on 31.03.2014 : 919
 No. of Employees (Group) : 1013
 (including contractual staff)
15. No. of Shareholders as on 31.03.2014 : 3969
16. Share Transfers : Physical shares sent for transfers or dematerialisation are generally registered and returned within a period of 15 days from the date of receipt of completed and validly executed documents. During the year there were 4700 physical transfer of shares.
17. Distribution of shareholding as on 31.03.2014.

No. of shares From To	No. of shareholders	% of holders	No. of Shares	% to total shares
1 - 5000	3702	93.27	485496	9.71
5001 - 10000	127	3.21	102712	2.05
10001 - 20000	54	1.37	79381	1.59
20001 - 30000	22	0.55	57096	1.14
30001 - 40000	12	0.30	41928	0.84
40001 - 50000	10	0.25	45599	0.91
50001 - 100000	18	0.45	130853	2.62
100001 & above	24	0.60	4056935	81.14
TOTAL	3969	100.00	5000000	100.00

18. Share holding in Physical & Electronic form as on 31.03.2014 :

Particulars	No. of shares	% of holding
Physical	458388	9.17
Electronic	4541612	90.83
Total	5000000	100.00

19. Shareholding pattern as on 31.03.2014:

Category	No. of shares	%age
Indian Promoters (including Persons acting in concert)	3083605	61.67
Mutual Funds & UTI	800	0.02
Institutions/Banks	1100	0.02
Private Corporate Bodies	67473	1.35
Indian Public	1783192	35.66
NRI's/OCB's	63830	1.28
TOTAL	5000000	100.00

20. Investor Correspondence : All enquiries clarifications and Correspondences should be addressed to Registrars & Share Transfer Agents or to the Compliance Officer at the Following address:

Registrars & Share Transfer Agents
Karvy Computershare Pvt Ltd
Plot No. 17, to 24, Near Image Hospital,
Vittalrao Nagar, Madhapur,
Hyderabad- 500081
Tel: 040-44655185

Compliance Officer
Ms. P. N. Lakshmi
Company Secretary
80/2 , Lusanne Court, Richmond Road,
Bangalore- 560 025
Tel: 080-66962309/Fax- 080 22273606

The Board of Directors
ASM TECHNOLOGIES LIMITED
80/2, Lusanne Court, Richmond Road
BANGALORE – 560 025.

I have examined the registers, records, books and papers of ASM TECHNOLOGIES LIMITED (the company) as required to be maintained under the Companies Act, 1956, (the Act) and the Rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31st March, 2014.

The Authorised Capital of the Company is ₹ 7,00,00,000 (Rupees Seven Crores) divided into 70, 00,000 (Seventy Lakhs) Equity Shares of ₹ 10/- (Rupees Ten) each.

The Issued, Subscribed and Paid up Capital of the Company is ₹ 5,00,00,000 (Rupees Five Crores) divided into 50, 00,000 (Fifty Lakhs) Equity Shares of ₹ 10/- (Rupees Ten) each.

In accordance with sub rule(3) of Companies (Appointment & Qualification of Secretary) Rules 1988 as amended in 2009, a company having paid up share capital of ₹ 10,00,000 or more but less than ₹ 5,00,00,000, if has appointed an individual who possess the qualification of membership of ICSI need not obtain a secretarial compliance certificate and ASM Technologies Ltd has appointed a qualified Company Secretary and therefore the provision of obtaining a Secretarial Compliance Certificate do not apply to the company.

However this Secretarial Audit Report is furnished to the company though the company statutorily need not obtain such a report, the company has informed that keeping good corporate governance in mind the company has obtained this report.

In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the company, its officers and agents, I certify that in respect of the financial year 01.04.2013 to 31.03.2014.

01. MAINTENANCE OF REGISTERS

The company has kept and maintained all Registers as stated in Annexure A to this certificate as per the provisions of the Companies Act, 1956 and the Rules made there under and entries therein have been duly recorded.

02. FILING OF RETURNS

The Company has filed all necessary returns that are to be filed under various sections with Registrar of Companies, Karnataka.

03. BOARD MEETINGS (Sec.285)

The Company has duly complied with the provisions of sections 285,286, 287,288 and 289 of the Companies Act. The company has held board meetings during the year under report as under: -

Sl No.	Dates	No. of Meetings in a year
01	11.05.2013	
02	28.06.2013	
03	29.07.2013	SIX BOARD MEETINGS
04	18.09.2013	
05	28.10.2013	
06	28.01.2014	

04. CLOSURE OF REGISTER OF MEMBERS (Sec.154)

During the year under report the company has closed the Register of members from 24.06.2013 to 28.06.2013 after duly complying with the provisions of sec. 154 of the Companies Act, 1956.

05. ANNUAL GENERAL MEETING (Sec.166/210)

The Twenty First AGM, for the year 2012-2013, has been held on 28.06.2013 by duly complying with Section.166 and 210 of the Companies Act, 1956. The company has also complied with section 159 and 220 of the Companies Act, 1956 relating to filing of the Annual Return and Annual Accounts with ROC Bangalore.

06. EXTRAORDINARY GENERAL MEETINGS (Sec.165)

During the year under report the company has not held any EGM.

07. LOANS (Sec.295)

During the year under the report according to the information and explanations given to me, the company has not granted any

loan to companies, firms or other parties listed in the register maintained under section 301 of the Companies Act, 1956

08. CONTRACTS IN WHICH DIRECTORS ARE INTERESTED (Sec.297)

During the year the company has not entered into any contract which falls under the provisions of Section.297 of the Companies Act, 1956.

09. MAINTENANCE OF REGISTER OF CONTRACTS (Sec.301)

During the year the company has not entered into any contract or arrangement which necessitates making entries in the register of contract maintained under sec 301

10. APPROVALS (Sec.314)

During the year there was no requirement of passing of resolutions or obtaining approvals under Section.314 as no director or relative of director has been appointed to the Office or place of profit.

11. ISSUE OF DUPLICATE SHARE CERTIFICATES (Issue of Share Certificate Rules 1960)

During the year under report the company has issued duplicate share certificates and has complied with the provisions of Issue of Share Certificate Rules 1960 in connection therewith.

12. DELIVERY OF SHARE CERTIFICATES, DEPOSIT OF DIVIDEND AMOUNT, POSTING OF DIVIDEND WARRANTS, TRANSFER OF UNPAID DIVIDEND TO INVESTORS EDUCATION AND PROTECTION FUND AND MEETING THE REQUIREMENTS OF SEC.217 REGARDING DIRECTORS REPORT:

The Company being a listed company has:-

DELIVERY OF SHARE CERTIFICATES (Sec.113)

(i) Delivered all the share certificates on lodgment thereof for transfer in accordance with the provisions of the Companies Act, 1956. and as per listing agreement.

DEPOSIT OF DIVIDEND AMOUNT, POSTING OF DIVIDEND WARRANTS, TRANSFER OF UNPAID DIVIDEND TO INVESTORS EDUCATION AND PROTECTION FUND (Sec.205)

(ii) The company has declared dividend of 25% for the year 2012-2013 and Interim dividend of 10% for the year 2013-2014 and complied with the provisions of Section 205 of the Act.

REQUIREMENTS OF SEC.217 REGARDING DIRECTORS REPORT (Sec.217)

(iii) Duly complied with the requirements of Sec. 217 of the Companies Act, 1956.

(iv) The company in addition has also complied with requirements of Clause.47-C Listing Agreement and also with in accordance to Circular No.D &CC/FITTC/CIR-16/2002 dated 31.12.2002 issued by the Securities and Exchange Board of India and Certification of compliance as per SEBI Guidelines for De-materialization of shares for transfer by investors and custodians. The company has also complied with code of ethics adopted by the company for 2013-2014 as per revised Clause No.49 of the Listing Agreement with stock exchanges.

13. BOARD OF DIRECTORS

The Board of Directors of the Company is duly constituted and the appointment of Directors has been duly made in accordance with the provisions of the Act.

The directors at present are: -

Name of the Director	Date. of Appt	Date of cessation	D.I.N.No .
1. Mr. M. Ravindra Vikram	30.06.1998		00008241
2. Mr. Rabindra Srikantan	10.08.1992		00024584
3. Prof. B.S. Sonde	30.10.2002		00025794
4. Mr. Shekar Viswanathan	28.05.2011		01202587
5. Ms. P.N. Lakshmi	17.07.1998		Company Secretary

14. APPOINTMENT OF MANAGING DIRECTOR, WHOLETIME DIRECTOR, MANAGER (Sec.269 & Sch.XIII & 198)

During the year the company has not appointed/re-appointed managing or whole time director.

15. APPOINTMENT OF SOLE SELLING AGENTS (Sec.294AA)

During the year under report the Company has not appointed sole selling agents.

16. APPROVAL REQUIRED BY VARIOUS AUTHORITIES

During the year there was no event which required obtaining approval from various statutory authorities.

17. DISCLOSURE OF INTEREST BY DIRECTORS (Sec.299)

The Company has obtained Form.24AA – Disclosure of interest by Director from all the Directors and the same has been placed before the Board Meeting and necessary entries have been made in the Register of Directors maintained for the purpose.

18. ISSUE OF SHARE CERTIFICATES, DEBENTURES OTHER SECURITIES DURING THE FINANCIAL YEAR (Sec.113)

During the year under report the company has not made any allotment of equity shares nor debentures and consequently compliance under this provision did not arise.

19. BUYBACK OF SHARES (Sec.77A)

The Company has not bought back any shares during the year under report.

20. REDEMPTION OF PREFERENCE SHARES AND DEBENTURES (Sec.80)

The company has not issued any redeemable preference shares or debentures.

21. KEEPING IN ABEYANCE RIGHTS TO DIVIDEND, RIGHT SHARES, BONUS SHARES, PENDING REGISTRATION OF TRANSFERS (Sec.205)

There is no such event or occasion during the year under report.

22. ACCEPTANCE OF THE DEPOSITS (Sec.58A read with Acceptance of Deposit Rules 1975)

During the year the company has not accepted any deposits from Public.

23. BOARD'S POWERS TO BORROW (Sec.292)

During the year the company has borrowed loans from banks and passed necessary resolutions, but continues to avail credit facilities from banks as per facilities availed earlier.

24. INTER-CORPORATE LOANS, GUARANTEES AND INVESTMENTS (Sec.372A)

During the year the company has given additional Corporate Guarantee for enhanced credit facilities granted to its wholly owned subsidiary. In our opinion the terms and conditions are prima facie not prejudicial to the interest of the company.

25. ALTERATION OF MEMORANDUM – RELATING TO SHIFTING OF REGISTERED OFFICE FROM ONE STATE TO ANOTHER STATE (Sec.17)

The company during the year has not altered its Memorandum of Association relating to clause II of Memorandum of Association. (Shifting of Registered Office)

26. ALTERATION OF OBJECTS CLAUSE OF MEMORANDUM OF ASSOCIATION (Sec.17)

During the year the company has not made any amendments to Memorandum of Association.

27. CHANGE OF NAME OF THE COMPANY (Sec.21)

During the year the company has not changed its name of the company.

28. ALTERATION OF SHARE CAPITAL (Sec.94)

During the year under report the company has not altered its Authorised Capital.

29. ALTERATION OF ARTICLES OF ASSOCIATION (Sec.31)

During the year the company has not altered the Articles of Association

30. PROSECUTIONS, FINES AND PENALTIES

As informed by the company during the year under report, no prosecutions have been launched nor has the company paid any fines or penalties under the Companies Act.

31. EMPLOYEES SECURITIES (Sec.417)

The company has not received any security from its employees during the year under report coming under Sec 417 of the Companies Act 1956

32. DEPOSIT OF PROVIDENT FUND (Sec.418)

The company does not have a provident fund scheme falling under Sec. 418 of the Companies Act 1956.

33. GENERAL.

This Certificate is issued based on the information that were made available at the time of verification and Statutory Registers,

- ✓ Copies of E-forms filed
- ✓ Board Meeting Minutes,
- ✓ General Meeting Minutes and
- ✓ other relevant documents, Books etc

made available for inspection and clarifications furnished for queries raised by us for issue of the Secretarial Compliance Certificate for 2013-14.

Place: Bangalore
Date: 3rd May, 2014

Name: M.R.GOPINATH
Company Secretary in Wholetime Practice
C.P.No: 1030 FCS 3812

ANNEXURE - A
TO
COMPLIANCE CERTIFICATE

ASM TECHNOLOGIES LIMITED

01. Register of investments in shares or securities U/s 49 (7) and (8).
02. Register of charges U/s 143(1) – copies of instruments creating charge u/s 136.
03. Register of members U/s 150(1)
04. Register of index of members if exceeds fifty U/s 151(1)
05. Minute Books of Board of Directors and Committees of the Board U/s 193(1)
06. Minute Books of Proceedings of General Meeting U/s 193(1) and 196(1)
07. Books of Accounts and the other cost records etc., U/s 209(1) and 209A (1)
08. Register of Contracts, with Directors, Companies and Firms in which Directors are interested U/s 301(1), (5).
09. Register of Managing Directors, Manager, Secretary and Directors U/s 303(1) and 304(1).
10. Register of Director's shareholdings U/s 307(1)(5)
11. Register of investment or loans made u/s 372A

NON STATUTORY REGISTERS MAINTAINED.

- i) Director's attendance books
- ii) Register of transfers
- iii) Register of duplicate certificates
- iv) Register of Fixed Assets.

ANNEXURE – B

Forms and Returns as filed by the Company, during the financial year ended 31.03.2014 with Registrar of Companies /Central Government

Sl.No.	Date	Forms	Purpose	Challan No.
01.	17.04.2013	FORM 8	Modification of Charges	B72994395
02.	18.04.2013	FORM 17	Satisfaction of Charges	P72589302
03.	20.04.2013	FORM 8	Modification of Charges	B73209496
04.	28.06.2013	FORM 8	Modification of Charges	B78250529
05.	20.08.2013	Form 20B	U/s 159 of the Co., Act, 1956(2012-13)	Q10253011
06.	05.10.2013	FORM 8	Modification of Charges	B86078284
07.	24.10.2013	FORM 8	Modification of Charges	B87642294
08.	29.11.2013	FORM 8	Modification of Charges	B90275405
09.	17.12.2013	FORM 8	Modification of Charges	B91715250
10.	31.12.2013	FORM 23AC & ACA U/s. 220 for Balance Sheet (2012-13)		Q27755099

With Regional Director

Nil

With Central Government or other authorities

Nil

INDEPENDENT AUDITORS' REPORT

To The Members of
M/s ASM Technologies Limited.

Report on Financial Statements

We have audited the accompanying financial statements of ASM TECHNOLOGIES LIMITED, which comprise the Balance Sheet as at March 31, 2014, the Statement of Profit and Loss and Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the financial Statements

The Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in Sub Sec. (3C) of Section 211 of the Companies Act, 1956(the Act) read with General Circular 15/2013 dated 13 September 2013 of Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatements.

An Audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend upon the Auditor's judgment, including the assessment of the risks of material misstatement of the financial statement, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that appropriate in the circumstances but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) In the case of the Balance Sheet of the state of affairs of the Company as at 31st March 2014;
- (b) In the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- (c) In the case of the Cash Flow statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 issued by the Central Government of India in terms of Sub Section(4A) of Section 227of the Act, we give in the annexure a statement on the matters specified in paragraph 4 and 5 of the Order.
2. As required by Section 227(3) of the Act, 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 purpose of our audit;
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the Balance sheet, the Statement of Profit and Loss, and the Cash Flow Statement comply with the Accounting Standards referred to in Sub Section (3C) of Section 211 of the Companies Act, 1956 read with General Circular 15/2013 dated 13 September 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013; and
 - e) On the basis of written representations received from the directors as on March 31, 2014, taken on record by the Board of Directors, none of the Directors is disqualified as on March 31, 2014, from being appointed as a director in terms of clause (g) of sub section (1) of section 274 of the Companies Act, 1956.

Place: Bangalore
Date: 3rd May 2014

For **Sudhakar Pai Associates,**
Chartered Accountants,

(CA B Sudhakar Pai)
Partner
Membership No. 018187
Firm Regn.No.004171S

ANNEXURE TO INDEPENDENT AUDITORS' REPORT

The Annexure referred to in our reports to the members of ASM Technologies Limited for the year ended 31 March 2014, We Report that:

- (I) (a) The company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets on the basis of available information.
- (b) As explained to us, the management at reasonable intervals has physically verified these fixed assets, no material discrepancies were noticed on such verification.
- (c) In our opinion, the Company has not disposed off a substantial part of its fixed assets during the year and the going concern status of the company is not affected.
- (ii) The company is Service Company, primarily engaged in developing software and allied services. Accordingly, paragraph 4(ii) of the order is not applicable.
- (iii) (a) The company has not accepted unsecured loan from firms/ companies or any other parties referred u/s.301 of the companies Act 1956, accordingly provisions of Clause 4 (iii)(a) of the companies (Auditor's Report) order 2003 are not applicable to the company.
- (b) As there is no loan granted to Parties covered in the Register maintained under section 301 of the companies Act, 1956, the provisions of clause 4(iii)(b) of the companies (Auditor's Report) order 2003 are not applicable to the company.
- (c) The question of receipts of principal amount and interest does not arise since no loan has been granted to parties covered in the Register maintained under section 301 of the companies Act, 1956 hence the provision of clause 4(iii)(b) of the companies (Auditor's Report) order 2003 are not applicable to the company.
- (d) As there are no loan granted to Parties covered in the Register maintained under section 301 of the companies Act, 1956, the question of overdue does not arise and hence provisions of clause 4(iii)(b) of the companies (Auditor's Report) order 2003 are not applicable to the company
- (iv) In our opinion there is an adequate internal control procedure commensurate with the size of the company and the nature of its business, for the purchase fixed assets and for the sale of services. We have not noticed any continuing failure to correct major weaknesses in internal control.
- (v) (a) In our opinion and according to the information & explanations given to us transactions that need to be entered into a register in pursuance of section 301 of the Act have been so entered.
- (b) In our opinion and according to the information & explanations given to us, the transactions made in pursuance of such contracts or arrangements & exceeding rupees five lakh with any party during the year have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time.
- (vi) The company has not accepted any deposits from the public. Therefore, the provisions of Clause (vi) of paragraph 4 of the Order are not applicable to the Company.
- (vii) In our opinion the company has an internal control system commensurate with its size and nature of its business.
- (viii) Maintenance of cost records has not been prescribed by the Central Government under clause (d) of sub section (I) of section 209 of the Companies Act, 1956 for the reporting enterprises.
- (ix) (a) In our opinion and according to the information & explanation given to us, the company generally regular in depositing undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-Tax, Sales Tax, Wealth Tax, Customs Duty, Excise Duty, Cess and any other statutory dues with the appropriate authorities.
- (b) According to the information given to us, there are no material dues of wealth tax and cess which have not been deposited with the appropriate authorities on account of any dispute.
- (x) The company does not have any accumulated losses at the end of the financial year and has not incurred cash losses in financial year and in the immediately preceding financial year.
- (xi) In our opinion according to the information & explanations given by the management, we are of the opinion that the company has not made any default in repayment of dues to a financial institution or bank and not issued any debentures, accordingly payment of interest to them does not arise.

- (xii) The company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- (xiii) The company is not a chit fund, nidhi / mutual benefit fund / societies; Therefore, the provisions of Clause (vi) of paragraph 4 of the Order are not applicable to the Company.
- (xiv) According to the information & explanation given to us, the company is not dealing or trading in shares, securities, debentures and other investments, Accordingly clause 4 (xiv) is not applicable.
- (xv) According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions which is prejudicial to the interest of the Company.
- (xvi) In our opinion and According to the information & explanations given to us, term loans have been applied for the purposes for which they raised.
- (xvii) According to the information & explanation given to us and overall examination of the balance sheet we are of the opinion that there are no funds raised on short term basis that have been used for long term investment.
- (xviii) In our opinion and according to the explanation given to us, we are of the opinion that the company has not made any preferential allotment of shares to parties and companies covered in the Register maintained under section 301 of the Act, accordingly clause 4 (xviii) is not applicable.
- (xix) The Company has not issued any debentures accordingly clause 4 (xix) is not applicable.
- (xx) The company has not raised any money by public issues during the year. Accordingly clause 4 (xx) is not applicable
- (xxi) To the best of our knowledge and belief and according to the information & explanation given to us no fraud on or by the company has been noticed or reported during the year.

Place: Bangalore
Date: 3rd May 2014

For **Sudhakar Pai Associates,**
Chartered Accountants,

(CA B Sudhakar Pai)
Partner
Membership No. 018187
Firm Regn. No. 004171S

Balance Sheet

(Amount in ₹)

Particulars	Note	As at March 31,	
		2014	2013
A EQUITY AND LIABILITIES			
1. Shareholders' funds			
(a) Share capital	3	50,000,000	50,000,000
(b) Reserves and surplus	4	367,127,920	284,552,132
(c) Money received against share warrants			
2. Share application money pending allotment		-	-
3. Non-current liabilities			
(a) Long-term borrowings	5	12,148,365	19,599,587
(b) Long-term provisions	6	16,385,249	11,617,281
4. Current liabilities			
(a) Short-term borrowings	7	187,401,735	117,061,260
(b) Trade payables	8	17,931,103	7,971,473
(c) Other current liabilities	9	37,182,268	34,396,471
(d) Short-term provisions	10	68,244,006	61,216,636
TOTAL		756,420,646	586,414,839
B ASSETS			
1 Non-current assets			
(a) Fixed assets			
(i) Tangible assets	11	87,882,600	88,128,279
(b) Non-current investments	12	77,794,714	77,043,326
(c) Deferred tax assets (net)		2,592,983	1,455,904
(d) Long-term loans and advances	13	3,676,548	3,908,595
2 Current assets			
(a) Trade receivables	14	410,452,187	264,734,492
(b) Cash and cash equivalents	15	74,861,819	64,488,151
(c) Short-term loans and advances	16	19,293,938	15,591,176
(d) Other current assets	17	79,865,857	71,064,915
TOTAL		756,420,646	586,414,839

As per our report of even date
for SUDHAKAR PAI ASSOCIATES
Chartered Accountants
Firm's Registration No: 004171S

M R Vikram
Chairman

Rabindra Srikantan
Managing Director

Prof B.S. Sonde
Director

CA. B. Sudhakar Pai
Partner
Membership No: 018187

Shekar Viswanathan
Director

P N Lakshmi
Company Secretary

Place : Bangalore
Date : 3rd May, 2014

Statement of Profit and Loss

(Amount in ₹)

Particulars	Note	For the Year ended March 31,	
		2014	2013
A CONTINUING OPERATIONS			
1 Revenue from operations (gross)	18	1,044,052,778	906,181,173
2 Other income	19	21,337,721	18,194,241
3 Total revenue (1+2)		1,065,390,499	924,375,414
4 Expenses			
(a) Employee benefits expense	20	598,587,609	486,509,502
(b) Finance costs	21	23,425,256	21,935,886
(c) Depreciation and amortisation expense	11	11,743,621	9,931,144
(d) Other expenses	22	292,048,499	281,735,501
Total expenses		925,804,985	800,112,034
5 Profit / (Loss) before exceptional and extraordinary items and tax (3 - 4)		139,585,514	124,263,380
6 Exceptional items		-	-
7 Profit / (Loss) before extraordinary items and tax (5 + 6)		139,585,514	124,263,380
8 Extraordinary items		-	-
9 Profit / (Loss) before tax (7 + 8)		139,585,514	124,263,380
10 Tax expense:			
(a) Current tax expense for current year		41,875,654	34,095,012
(b) (Less): MAT credit (where applicable)		-	-
(c) Current tax expense relating to prior years		-	946,565
(d) Net current tax expense		-	-
(e) Deferred tax		(1,137,079)	222,304
11 Profit / (Loss) for the year (9 + 10)		98,846,938	88,999,499
12.I Earnings per share (of ₹10/- each):			
(a) Basic		19.77	17.80
(b) Diluted		19.77	17.80
12.ii Earnings per share (excluding extraordinary items) (of ₹10/- each):			
(a) Basic		19.77	17.80
(b) Diluted		19.77	17.80

As per our report of even date
for SUDHAKAR PAI ASSOCIATES
Chartered Accountants
Firm's Registration No: 004171S

M R Vikram
Chairman

Rabindra Srikantan
Managing Director

Prof B.S. Sonde
Director

CA. B. Sudhakar Pai
Partner
Membership No: 018187

Shekar Viswanathan
Director

P N Lakshmi
Company Secretary

Place : Bangalore
Date : 3rd May, 2014

Cash Flow Statement

(Amount in ₹)

Particulars	For the Year ended March 31,	
	2014	2013
A CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit/ (Loss) after tax & extraordinary items	98,846,938	88,999,499
Adjustments for :		
Depreciation	11,743,621	9,931,144
Profit on sale of fixed asset	3,806	97,096
Interest Income	(6,002,021)	(4,812,794)
Deferred Taxation (Net)	(1,137,079)	222,304
Finance cost	23,425,256	21,935,886
Effect of exchange differences on translation of foreign currency		
Cash & Cash equivalent	(14,687,126)	(12,059,218)
Operating profit before working Capital changes	112,193,395	104,313,918
Adjustment for		
Trade payables	24,540,766	17,154,436
Trade & other receivables	(157,989,351)	(85,690,811)
Working capital finance	70,340,475	22,263,380
Net cash from operating activities - A	49,085,285	58,040,922
B CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed assets	(11,711,749)	(26,656,861)
Investment	(751,388)	(4,239,444)
Proceeds on Disposal of Fixed Asset	210,000	1,455,722
Interest Income	6,002,021	4,812,794
Net cash from Investing activities - B	(6,251,115)	(24,627,789)
C CASH FLOW FROM FINANCING ACTIVITIES		
Long term borrowings	(7,451,221)	193,263
Dividend and Dividend Tax paid during the period	(16,271,150)	(21,500,350)
Finance Cost	(23,425,256)	(21,935,886)
Net cash from Finance activities - C	(47,147,628)	(43,242,973)
Effect of exchange differences on translation of foreign currency		
Cash & Cash equivalent	14,687,126	12,059,218
Net increase in cash and cash equivalents (A+B+C)	10,373,669	2,229,378
Cash & cash equivalents as at the beginning	64,488,151	62,258,773
Cash & Cash equivalents - Closing Balance	74,861,819	64,488,151

M R Vikram
Chairman
Place : Bangalore
Date : 3rd May, 2014

Rabindra Srikantan
Managing Director
Shekar Viswanathan
Director

Prof B.S. Sonde
Director
P N Lakshmi
Company Secretary

AUDITOR'S CERTIFICATE

We have examined the above cash flow statement of ASM Technologies Limited, for the period ended 31st March, 2014. The statement has been prepared by the company in accordance with the requirement under clause 32 of the listing agreement with stock exchanges and is based on and in agreement with the corresponding profit and loss account and balance sheet of the company for the period ended 31st March 2014

As per our report of even date
for SUDHAKAR PAI ASSOCIATES
Chartered Accountants
Firm's Registration No: 004171S

CA. B. Sudhakar Pai
Partner
Membership No: 018187

Place : Bangalore
Date : 3rd May, 2014

Notes forming part of the Financial Statements

1. CORPORATE INFORMATION

ASM Technologies Limited., established in 1992, is a pioneer in providing world Class Consulting Services in Enterprise Solutions for the Packaged ERP Products and in Enterprise Product Development for SMB Segment and in Technology Solutions covering Embedded Systems and System Software to its Global Clientele.

ASM offers a broad spectrum of enterprise services such as configuration, implementation, customization, end-user training and documentation, Post Implementation Support & Maintenance across leading commercial off-the-shelf products like SAP, Oracle Applications, PeopleSoft, JDEdwards and Microsoft Enterprise products. ASM has been providing consulting Services (Product Engineering, Development, Product Support, Porting, Testing and Test Automation) to its Global Clientele in the Embedded Software and System Software space.

ASM has been running ODCs both in India and Overseas successfully for its International Clients providing cost effective Onsite, Offsite and Offshore Services through a team of experienced Engineers and Consultants with extensive technical and Domain expertise, which reinforces its ability to provide solutions to Client needs.

2. SIGNIFICANT ACCOUNTING POLICIES

a) Basis of preparation

These financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention on accrual basis, except for certain financial instruments which are measured at fair value. These financial statements have been prepared to comply in all material aspects with the accounting standards notified under Section 211(3C) [Companies (Accounting Standards) Rules, 2006, as amended] and the other relevant provisions of the Companies Act, 1956.

b) Use of estimates

The preparation of financial statements requires the management of the Company to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to the contingent liabilities as at the date of the financial statements and reported amounts of income and expense during the year. Example of such estimates include provision for doubtful receivables, employee benefits, provision for income taxes, accounting for contract costs expected to be incurred, the useful lives of depreciable fixed assets and provision for impairment.

c) Fixed Assets

Fixed assets are stated at cost, less accumulated depreciation / amortisation. Costs include all expenses incurred to bring the asset to its present location and condition.

d) Depreciation / Amortisation

Depreciation is provided on straight-line method at the rates specified in schedule XIV of the Companies Act, 1956. Depreciation for the assets purchased/sold during the year is proportionately charged. Individual assets acquired for less than ₹ 5,000/- are entirely depreciated in the year of acquisition.

e) Leases

Assets taken on lease by the Company in its capacity as lessee, where the Company has substantially all the risks and rewards of ownership are classified as finance lease. Such a lease is capitalized at the inception of the lease at lower of the fair value or the present value of the minimum lease payments and a liability is recognised for an equivalent amount. Each lease rental paid is allocated between the liability and the interest cost so as to obtain a constant periodic rate of interest on the outstanding liability for each year.

Lease arrangements where the risks and rewards incidental to ownership of an asset substantially vest with the lessor, are recognised as operating leases. Lease rentals under operating leases are recognised in the statement of profit and loss on a straight-line basis

f) Impairment

At each balance sheet date, the management reviews the carrying amounts of its assets included in each cash generating unit to determine whether there is any indication that those assets were impaired. If any such indication exists, there coverable amount of the asset is estimated in order to determine the extent of impairment loss. Recoverable amount is the higher of an asset's net selling price and value in use. In assessing value in use, the estimated future cash flows expected from the continuing use of the asset and from its disposal are discounted to their present value using a pre-tax discount rate that reflects the current market assessments of time value of money and the risks specific to the asset.

Reversal of impairment loss is recognised immediately as income in the statement of profit and loss.

g) Investments

Long-term investments and current maturities of long-term investments are stated at cost, less provision for other than temporary diminution in value. Current investments, except for current maturities of long-term investments, comprising investments in mutual funds are stated at the lower of cost and fair value.

h) Employee benefits

(i) Post-employment benefit plans

Contributions to defined contribution retirement benefit schemes are recognised as an expense when employees have rendered services entitling them to such benefits. For defined benefit schemes, the cost of providing benefits is determined using the Projected Unit Credit Method, with actuarial valuations being carried out at each balance sheet date. Actuarial gains and losses are recognised in full in the statement of profit and loss for the period in which they occur. Past service cost is recognised immediately to the extent that the benefits are already vested, or amortised on a straight-line basis over the average period until the benefits become vested. The retirement benefit obligation recognised in the balance sheet represents the present value of the defined benefit obligation as adjusted for unrecognised past service cost, and as reduced by the fair value of scheme assets. Any asset resulting from this calculation is limited to the present value of available refunds and reductions in future contributions to the scheme.

(ii) Other employee benefits

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees is recognised during the period when the employee renders the service. These benefits include compensated absences such as paid annual leave, overseas social security contributions and performance incentives. Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognised as an actuarially determined liability at the present value of the defined benefit obligation at the balance sheet date.

i) Revenue recognition

Revenue from contracts priced on a time and material basis are recognised when services are rendered and related costs are incurred.

Revenue from turnkey contracts, which are generally time bound fixed price contracts, are recognised over the life of the contract using the proportionate completion method, with contract costs determining the degree of completion. Foreseeable losses on such contracts are recognised when probable.

Revenue from sale of software licenses are recognised upon delivery where there is no customisation required. In case of customisation the same is recognised over the life of the contract using the proportionate completion method.

Revenue is reported net of discounts.

Dividend is recorded when the right to receive payment is established. Interest income is recognised on time proportion basis taking into account the amount outstanding and the rate applicable.

j) Taxation

Current income tax expense comprises taxes on income from operations in India and in foreign jurisdictions. Income tax payable in India is determined in accordance with the provisions of the Income Tax Act, 1961. Tax expense relating to foreign operations is determined in accordance with tax laws applicable in countries where such operations are domiciled.

Minimum Alternative Tax (MAT) paid in accordance with the tax laws in India, which gives rise to future economic benefits in the form of adjustment of future income tax liability, is considered as an asset if there is convincing evidence that the Company and its Indian subsidiaries will pay normal income tax after the tax holiday period. Accordingly, MAT is recognised as an asset in the balance sheet when the asset can be measured reliably and it is probable that the future economic benefit associated with the assets will fructify.

Deferred tax expense or benefit is recognised on timing differences being the difference between taxable income and accounting income that originate in one period and is likely to reverse in one or more subsequent periods. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

In the event of unabsorbed depreciation and carry forward of losses, deferred tax assets are recognised only to the extent that there is virtual certainty that sufficient future taxable income will be available to realize such assets. In other situations, deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available to realize these assets.

Advance taxes and provisions for current income taxes are presented in the balance sheet after off-setting advance tax paid and income tax provision arising in the same tax jurisdiction for relevant tax paying units and where the Company is able to and intends to settle the asset and liability on a net basis.

The Company offsets deferred tax assets and deferred tax liabilities if it has a legally enforceable right and these relate to taxes on income levied by the same governing taxation laws.

k) Foreign currency transactions

Income and expense in foreign currencies are converted at exchange rates prevailing on the date of the transaction. Foreign currency monetary assets and liabilities other than net investments in non-integral foreign operations are translated at the exchange rate prevailing on the balance sheet date and the exchange gains or losses are recognised in the statement of profit and loss. Exchange difference arising on a monetary item that, in substance, forms part of an enterprise's net investments in a non-integral foreign operation are accumulated in a foreign currency translation reserve.

Premium or discount on foreign exchange forward and currency option contracts are amortised and recognised in the statement of profit and loss over the period of the contract. Foreign exchange forward and currency option

contracts outstanding at the balance sheet date, other than designated cash flow hedges, are stated at fair values and any gains or losses are recognised in the statement of profit and loss.

l) Provisions, Contingent liabilities and Contingent assets

A provision is recognised when the Company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent liabilities are not recognised in the financial statements. A contingent asset is neither recognised nor disclosed in the financial statements.

m) Cash and cash equivalents

The Company considers all highly liquid financial instruments, which are readily convertible into known amount of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents.

		Amount in ₹	
		As at March 31,	
		2014	2013
3. SHARE CAPITAL			
The Authorised, Issued, Subscribed and Fully paid-up share capital comprises of equity shares having a par value of ₹10 each as follows:			
Authorised			
(i) 70,00,000 equity shares of ₹10 each		70,000,000	70,000,000
		70,000,000	70,000,000
Issued, Subscribed and Fully Paid up			
(i) 50,00,000 equity shares of ₹10 each		50,000,000	50,000,000
		50,000,000	50,000,000

		As at March 31,	
		2014	2013
4. RESERVES & SURPLUS			
Reserves and surplus consist of the following reserves			
a. Capital reserve			
Profit on reissue of forfeited shares		331,200	331,200
Share Premium Account		33,000,000	33,000,000
		33,331,200	33,331,200
b. General Reserve			
		100,000,000	80,000,000
c. Surplus in statement of profit and loss			
(i) Opening Balance		171,220,932	126,749,246
(ii) Add : Profit for the Year		98,846,938	88,999,499
		270,067,870	215,748,744
(iii) Less : Appropriations		-	-
(a) Interim dividends on equity shares		5,000,000	6,000,000
(b) Proposed final dividend on equity shares		9,000,000	6,500,000
(c) Dividend on redeemable preference shares		-	-
(d) Tax on dividend		2,271,150	2,027,813
(e) General reserve		20,000,000	30,000,000
		36,271,150	44,527,813
		233,796,720	171,220,932
Total		367,127,920	284,552,132

		As at March 31,	
		2014	2013
5. LONG TERM BORROWINGS			
Long - term borrowings consist of the following:			
Term loans			
- from Bank			
Secured		12,168,577	5,989,426
Unsecured		-	11,698,479
- from Others			
Secured		-	-
Unsecured		(20,212)	1,911,682
Total		12,148,365	19,599,587

Amount in ₹

6. LONG TERM PROVISIONS

Long - term provisions consist of the following:

Provision for employee benefits:

Total

Provision for employee benefits includes provision for gratuity.

As at March 31,	
2014	2013
16,385,249	11,617,281
16,385,249	11,617,281

7. SHORT TERM BORROWINGS

Short term borrowings consist of the following:

From Bank

Secured

Unsecured

From Others

Secured

Unsecured

Total

Bank Overdrafts are secured against book debts.

As at March 31,	
2014	2013
179,404,506	96,770,000
6,188,747	13,231,583
-	-
1,808,482	7,059,676
187,401,735	117,061,260

8. TRADE PAYABLES

Trade Payables consist of the following:

Sundry Creditors

Total

As at March 31,	
2014	2013
17,931,103	7,971,473
17,931,103	7,971,473

9. OTHER CURRENT LIABILITIES

Other current liabilities consist of the following:

(a) Interest accrued but not due on borrowings

(b) Unpaid dividends

(c) Other payables

(i) Statutory remittances due

(ii) Interest accrued on others

(iii) Advances from customers

(iv) Other Payables

Total

As at March 31,	
2014	2013
-	563,740
2,269,553	1,759,759
-	-
34,625,904	30,073,718
63,112	1,571,327
-	-
223,700	427,928
37,182,268	34,396,471

10. SHORT TERM PROVISIONS

Short-term provisions consist of the following:

Provision for Salary

Provision for Employee Incentives

Provision for Expenses

Provision for Taxation

Provision for Proposed Dividend

Provision for Tax on Proposed Dividend

Total

As at March 31,	
2014	2013
53,607,471	38,480,923
-	500,000
4,176,511	14,681,250
-	-
9,000,000	6,500,000
1,460,025	1,054,463
68,244,006	61,216,636

11. FIXED ASSETS

(Amount in ₹)

Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As on 01.04.2013	Additions	Deletion	As on 31.03.2014	As on 01.04.2013	For the Period	Deletion	As on 31.03.2014	As on 31.03.2014	As on 31.03.2013
Land-free- hold	20,513,786	-	-	20,513,786	-	-	-	-	20,513,786	20,513,786
Building	15,714,646	533,508	-	16,248,154	3,499,631	538,593	-	4,038,224	12,209,930	12,215,015
Machinery & Systems	50,293,782	8,871,792	36,000	59,129,574	23,730,643	8,806,456	718	32,536,381	26,593,193	26,563,139
Electrical Fittings	4,875,433	260,402	-	5,135,835	1,052,576	232,535	-	1,285,111	3,850,724	3,822,857
Furniture & Fixtures	17,145,881	554,899	-	17,700,780	5,695,295	1,098,921	-	6,794,216	10,906,565	11,450,586
Office Equipment	11,396,359	373,421	-	11,769,780	2,316,861	556,535	-	2,873,396	8,896,384	9,079,498
Vehicles	3,459,564	1,153,008	325,319	4,287,253	413,889	416,287	111,513	718,663	3,568,590	3,045,675
Generator	1,489,651	-	-	1,489,651	51,927	94,295	-	146,222	1,343,429	1,437,724
Total	124,889,102	11,747,030	361,319	136,274,813	36,760,822	11,743,621	112,231	48,392,213	87,882,600	88,128,279
Previous Year	100,419,972	26,655,941	2,186,811	124,889,102	27,464,631	9,931,145	634,953	36,760,823	88,128,279	72,955,341

		Amount in ₹	
		As at March 31,	
		2014	2013
12. NON - CURRENT INVESTMENTS			
Non - current investments consist of the following:			
A	TRADE INVESTMENTS (at cost)		
	(i) Subsidiary Companies		
	Fully paid equity shares (Unquoted)		
a.	Advanced Synergic Pte Ltd., Singapore	34,522,590	34,522,590
	10,00,000 equity shares of SGD 1 each		
b.	Pinnacle Talent Inc. USA	9,938,726	9,938,726
	1,60,00,000 equity shares of USD 0.01 each		
B	OTHERS		
	Investment in Property	33,333,398	32,582,010
	Total	77,794,714	77,043,326

		As at March 31,	
		2014	2013
13. LONG TERM LOANS AND ADVANCES			
Long - term loans and advances (unsecured) consist of the following:			
(a)	Security deposits		
	Secured, considered good	-	-
	Unsecured, considered good	3,676,548	3,908,595
	Doubtful	-	-
(b)	Loans and advances to related parties	-	-
	Secured, considered good		
	Unsecured, considered good		
	Doubtful		
	Total	3,676,548	3,908,595

		As at March 31,	
		2014	2013
14. TRADE RECEIVABLES			
Trade receivables (Unsecured) consist of the following			
a.	Over Six months		
	(i) Considered good	3,330,410	3,330,410
	(ii) Considered Doubtful	585,639	585,639
b.	Others		
	(i) Considered good	407,121,776	261,404,082
	(ii) Considered Doubtful	-	-
		411,037,826	265,320,131
	Less: Provision for bad debt	585,639	585,639
	Total	410,452,187	264,734,492

		As at March 31,	
		2014	2013
15. CASH AND CASH EQUIVALENTS			
Cash and bank balances consist of the following:			
a.	Cash and cash equivalents		
	(i) Balances with banks		
	In current accounts	8,201,570	1,101,113
	In deposit accounts with original maturity less than 3 months	28,437	19,988
	(ii) Cash on hand	-	2,706,490
	(iii) Remittances in transit	-	-
b.	Other bank balances		
	Earmarked balances with banks	2,269,553	1,759,759
	Short - term bank deposits	64,362,259	58,900,801
	Total	74,861,819	64,488,151

16. SHORT TERM LOANS & ADVANCES

Short – term loans and advances (Unsecured) consist of the following:

	As at March 31,	
	2014	2013
a. Considered good		
Advance to Employees	2,244,595	1,485,722
Tax deducted at source	14,404,073	12,133,295
Prepaid Expenses	1,574,362	996,521
Vendor Advances	1,070,908	975,638
Total	19,293,938	15,591,176

17. OTHER CURRENT ASSETS

Other current assets consist of the following:

	For the year ended March 31,	
	2014	2013
a. Unbilled Receivables	70,957,867	64,313,629
b. Interest Accrued but not received	8,907,990	6,751,287
Total	79,865,857	71,064,915

18. REVENUE FROM OPERATIONS

Revenue from operations consist of revenues from:

	For the year ended March 31,	
	2014	2013
a. Information technology and consultancy services	1,044,052,778	906,181,173
Total	1,044,052,778	906,181,173

19. OTHER INCOME

Revenue from operations consist of revenues from:

	For the year ended March 31,	
	2014	2013
Interest Income	6,002,021	4,812,794
Exchange gain / (loss)	14,687,126	12,059,218
Miscellaneous Income	648,573	1,322,230
Total	21,337,721	18,194,241

20. EMPLOYEE BENEFIT EXPENSES

Employee benefit expenses consist of the following:

	For the year ended March 31,	
	2014	2013
Salaries and Incentives*	560,365,314	455,719,048
Contribution to Provident Fund	28,120,825	22,887,236
Insurance and Other Benefits	5,784,968	2,499,051
Staff Welfare	4,316,502	5,404,167
Total	598,587,609	486,509,502

* The Salaries and Incentive Expenses includes Research and Development expenditure incurred to the extent of ₹1,20,04,200/- during 2013-14

21. FINANCIAL CHARGES

Finance costs consist of the following:

	For the year ended March 31,	
	2014	2013
Bank charges	1,474,970	1,214,239
Interest	21,950,286	20,721,647
Total	23,425,256	21,935,886

22. OPERATION AND OTHER EXPENSES

Operation and other expenses consist of the following:

	For the year ended March 31,	
	2014	2013
Travelling and conveyance expenses	36,135,240	26,574,517
Services rendered by business associates and others	209,862,497	211,253,147
Software, hardware and material costs	2,753,935	1,427,386
Communication expenses	5,779,595	5,693,487
Professional Fee	8,857,105	9,381,798
Rent	9,935,386	11,402,863
Repair and Maintenance	2,664,309	2,364,589
Electricity Expenses	2,090,817	2,279,224
Advertisement and Business Promotions	5,903,372	4,183,113
Insurance charges	738,486	1,086,323
Membership & subscription	1,517,733	1,554,343
Office Maintenance	3,099,592	3,092,049
Printing & stationary	654,133	811,039
Rates & Taxes	1,159,302	182,604
Other Expense	893,190	449,019
Loss on sale of asset	3,806	-
Total	292,048,499	281,735,501

23. PAYMENT TO AUDITORS

(Exclusive of Service Tax)

	For the year ended March 31,	
	2014	2013
Audit Fee	170,000	162,200
Tax Audit Fee	20,000	17,000
Other Fee	127,500	125,650
Total	317,500	304,850

24. MANAGING DIRECTOR'S REMUNERATION

	For the year ended March 31,	
	2014	2013
Salary	9,937,199	3,000,000
Contribution to Provident Fund	489,200	144,000
Total	10,426,399	3,144,000

Note : Salary paid includes arrears of Salary ₹ 3,937,199 pertaining to the period from 08.11.2011 to 31.03.2013

25. ASM TECHNOLOGIES LIMITED - US BRANCH TRANSACTIONS

	For the year ended March 31,	
	2014	2013
Revenue	350,516,151	312,273,360
Direct Expense (Technical consultancy charges)	176,011,542	158,846,852

Note :These revenue earned and expense incurred are in foreign currency (USD).

26. EARNINGS PER EQUITY SHARE (EPS)

	For the year ended March 31,	
	2014	2013
Net profit for the year	98,846,938	88,999,499
Less : Preference share dividend (including dividend tax)	-	-
Amount available for equity shareholders	98,846,938	88,999,499
Weighted average number of shares	5,000,000	5,000,000
Earnings per share basic and diluted (₹)	19.77	17.80
Face value per Equity share (₹)	10.00	10.00

27. RELATED PARTY TRANSACTIONS (AS 18)

A Following is the list of related parties.

1. Wholly Owned Subsidiaries :
 - a. Pinnacle Talent Inc, USA
 - b. Advanced Synergic Pte Ltd., Singapore.
2. Step down Subsidiaries :
 - a. ESR Associates Inc, USA
 - b. Abacus Business Solutions Inc.,USA
3. Associate Company : IDS Systems Pvt Ltd
4. Directors : ASM Technologies Limited
Mr. M R Vikram, Mr. Rabindra Srikantan, Prof. B S Sonde and Mr. Shekar Viswanathan
5. Key Management Personnel : Mr. N Krishnan, Mr.Pramod, Mr. Kumar Vaibhav, Ms. Anitha Singan,
Ms. Vani, Mr.Basavaraja A M, Ms. P N Lakshmi

(₹ in lakhs)

B Summary of Transactions with Related Parties	For the year ended March 31,	
	2014	2013
Remuneration to Directors*	99.65	31.69
Remuneration to Key Management Personnel	228.39	177.20
Sales of Services		
Advanced Synergic Pte Ltd.	31.84	228.04
Abacus Business Solutions, Inc	277.72	291.52
ESR Associates, Inc	33.07	1,362.50
IDS Systems Pvt Ltd.	2,297.19	2,431.78
Purchase of Services		
Pinnacle Talent Inc (Services provided to ASM US Branch at USA)	1,543.69	1,131.81

* Note : Remuneration paid to Directors includes Salary arrears of ₹39,37,199 paid to Managing Director on approval from Central Government

28. SEGMENT REPORTING (AS 17)

In accordance with the Accounting Standard - 17 (AS-17) "Segment Reporting" which became mandatory for reporting from 1st April 2001, the company states that it is in the business of software development and I T related services. The Company's primary reporting segment is geographical as the revenues in non-software related areas are not more than 10% of the gross revenues

(₹ in lakhs)

GEOGRAPHIC SEGMENT	For the year ended March 31,	
	2014	2013
Export Sales	6,431.98	5,499.37
Domestic Sales	4,008.55	3,562.44
Total	10,440.53	9,061.81
Other Income		
Interest	60.61	48.13
Others	113.17	120.59
Total	173.78	168.72
PARTICULARS OF SEGMENT ASSET AND LIABILITY		
Segment Assets		
Outside India	1,711.17	1,085.83
India	5,853.03	4,778.31
Investments	444.61	444.61
Segment Liabilities		
Outside India	58.92	1.03
India	7,505.29	5,863.12

(₹ in lakhs)

29. CONTINGENT LIABILITIES

	For the year ended March 31,	
	2014	2013
Corporate Gurantee given to Indian Bank, Singapore (On behalf of wholly owned subsidiary, Advanced Synergic Pte Ltd.)	2,163.78	2,163.78
Corporate Gurantee given to State Bank of India, San Jose. USA	358.09	358.09
Total	2,521.87	2,521.87

30. Previous year's figures have been recast / regrouped wherever necessary to conform to the current year's classifications/presentation

As per our report of even date
for SUDHAKAR PAI ASSOCIATES
Chartered Accountants
Firm's Registration No: 004171S

M R Vikram
Chairman

Rabindra Srikantan
Managing Director

Prof B.S. Sonde
Director

CA. B. Sudhakar Pai
Partner
Membership No: 018187

Shekar Viswanathan
Director

P N Lakshmi
Company Secretary

Place : Bangalore
Date : 3rd May, 2014

INDEPENDENT AUDITORS' REPORT

To The Board of Directors of

M/s. ASM Technologies Limited

We have examined the attached Consolidated Balance sheet of M/s. ASM Technologies Limited and its subsidiaries collectively called 'ASM Group' as at March 31, 2014, the Consolidated Profit and Loss account of ASM Group for the year ended on that date and the Consolidated Cash flow statement of the ASM Group for the year then ended on that date, annexed there to. 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 audit.

We conducted our audit in accordance with the Auditing standards generally accepted in India. These standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are prepared in all material respects, in accordance with the financial reporting frame work generally accepted in India, and are free of material misstatements. An audit includes examining, on a test basis, evidence supporting the amounts and disclosure in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statements. We believe that our audit provides a reasonable basis for our opinion.

We report that:

1. We did not Audit the financial statements of the subsidiary (Advanced Synergic Pte. Ltd), with a profit of ₹48.62 lakhs for the year ended 31st March 2014. These financial statements audited by other auditors whose reports have been furnished to us, and our opinion in so far as it relates to the amounts included in respect of such subsidiaries, is based solely on the report of the other auditors.
2. We report that the consolidated financial statements have been prepared by the Company's management in accordance with the requirement of Accounting Standard (AS) 21, Consolidated Financial Statements prescribed by the Companies (Accounting Standards) Rules, 2006.
3. On the basis of the information and explanations given to us, the consolidated financial statements give a true and fair view in conformity with the accounting principles generally accepted in India.
 - (a) In the case of the consolidated Balance Sheet, of the state of affairs of the ASM Group as at 31st March 2014.
 - (b) In the case of the Consolidated Profit and Loss Account, of the profit of the ASM Group for the year ended on that date.
 - (c) In the case of the Consolidated Cash flow statements, of the cash flows of the ASM Group for the year then ended on that

Place: Bangalore
Date: 3rd May 2014

For **Sudhakar Pai Associates,**
Chartered Accountants,

(CA B Sudhakar Pai)
Partner
Membership No. 018187
Firm Regn.No.004171S

Consolidated Balance Sheet

(Amount in ₹)

Particulars	Note	As at March 31,	
		2014	2013
A EQUITY AND LIABILITIES			
1. Shareholders' funds			
(a) Share capital	3	50,000,000	50,000,000
(b) Reserves and surplus	4	451,382,699	383,045,411
2. Share application money pending allotment		-	-
3. Non-current liabilities			
(a) Long-term borrowings	5	176,195,830	198,050,372
(b) Long-term provisions	6	16,385,249	11,617,281
4. Current liabilities			
(a) Short-term borrowings	7	266,911,188	193,095,918
(b) Trade payables	8	84,120,179	133,826,556
(c) Other current liabilities	9	40,373,661	40,248,452
(d) Short-term provisions	10	85,993,261	68,782,542
TOTAL		1,171,362,067	1,078,666,531
B ASSETS			
1. Non-current assets			
(a) Fixed assets			
(i) Tangible assets	11	100,070,943	101,761,457
(ii) Goodwill on Consolidation		499,185,915	467,533,163
(b) Non-current investments	12	33,333,398	32,582,010
(c) Deferred tax assets (net)		2,592,983	1,455,905
(d) Long-term loans and advances	13	4,319,605	4,369,974
2. Current assets			
(a) Trade receivables	14	333,950,563	288,416,571
(b) Cash and cash equivalents	15	83,283,265	93,477,616
(c) Short-term loans and advances	16	23,052,471	8,830,312
(d) Other current assets	17	91,572,924	80,239,524
TOTAL		1,171,362,067	1,078,666,531

As per our report of even date
for SUDHAKAR PAI ASSOCIATES
Chartered Accountants
Firm's Registration No: 004171S

M R Vikram
Chairman

Rabindra Srikantan
Managing Director

Prof B.S. Sonde
Director

CA. B. Sudhakar Pai
Partner
Membership No: 018187

Shekar Viswanathan
Director

P N Lakshmi
Company Secretary

Place : Bangalore
Date : 3rd May, 2014

Consolidated Statement of Profit and Loss

(Amount in ₹)

Particulars	Note	For the year ended March 31,	
		2014	2013
A CONTINUING OPERATIONS			
1. Revenue from operations (gross)	18	1,669,460,292	1,752,054,245
2. Other income	19	18,652,746	19,735,855
3. Total revenue (1+2)		1,688,113,037	1,771,790,100
4. Expenses			
(a) Employee benefits expense	20	893,914,636	848,309,202
(b) Finance costs	21	40,885,068	38,322,079
(c) Depreciation and amortisation expense	11	13,187,021	11,292,489
(d) Other expenses	22	620,369,620	726,381,992
Total expenses		1,568,356,344	1,624,305,762
5. Profit / (Loss) before exceptional and extraordinary items and tax (3 - 4)		119,756,694	147,484,338
6. Exceptional items		-	936,780
7. Profit / (Loss) before extraordinary items and tax (5 + 6)		119,756,694	146,547,558
8. Extraordinary items		-	-
9. Profit / (Loss) before tax (7 + 8)		119,756,694	146,547,558
10. Tax expense:			
(a) Current tax expense for current year		41,875,654	38,315,295
(b) (Less): MAT credit (where applicable)		-	-
(c) Current tax expense relating to prior years		-	1,448,026
d) Net current tax expense			
(e) Deferred tax		(1,137,079)	222,304
11. Profit / (Loss) for the year (9 +10)		79,018,118	106,561,933
12.i Earnings per share (of ₹10/- each):			
(a) Basic		15.80	21.31
(b) Diluted		15.80	21.31
ii Earnings per share (excluding extraordinary items) (of ₹10/- each):			
(a) Basic		15.80	21.31
(b) Diluted		15.80	21.31

As per our report of even date
for SUDHAKAR PAI ASSOCIATES
Chartered Accountants
Firm's Registration No: 004171S

M R Vikram
Chairman

Rabindra Srikantan
Managing Director

Prof B.S. Sonde
Director

CA. B. Sudhakar Pai
Partner
Membership No: 018187

Shekar Viswanathan
Director

P N Lakshmi
Company Secretary

Place : Bangalore
Date : 3rd May, 2014

Consolidated Cash Flow Statement

(Amount in ₹)

Particulars	For the year ended March 31,	
	2014	2013
A CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit/ (Loss) after tax & extraordinary items	79,018,118	106,561,933
Adjustments for :		
Depreciation	13,187,021	11,292,489
Profit on sale of fixed asset	3,806	(97,096)
Interest Income	(6,060,927)	(4,865,867)
Deferred Taxation (Net)	(1,137,079)	222,304
Finance cost	40,885,068	38,322,079
Effect of exchange differences on translation of foreign currency		
Cash & Cash equivalent	(11,317,034)	(13,008,444)
Operating profit before working Capital changes	114,578,973	138,427,398
Adjustment for		
Trade payables	(27,602,480)	56,127,452
Trade & other receivables	(71,039,183)	(46,968,150)
Working capital finance	73,815,270	49,092,230
Net cash from operating activities - A	89,752,581	196,678,930
B CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed assets	(11,710,311)	(27,412,274)
Investment	(751,388)	(131,256,134)
Proceeds on Disposal of Fixed Asset	210,000	1,454,762
Interest Income	6,060,927	4,865,867
Net cash from Investing activities - B	(6,190,772)	(152,347,779)
C CASH FLOW FROM FINANCING ACTIVITIES		
Long term borrowings	(21,854,542)	7,088,167
Dividend and Dividend Tax paid during the period	(16,271,150)	(29,055,629)
Finance Cost	(40,885,068)	(38,322,079)
Net cash from Finance activities - C	(79,010,760)	(60,289,541)
Effect of exchange differences on translation of foreign currency		
Cash & Cash equivalent	11,317,034	13,008,444
Effect of exchange differences on consolidation	(26,062,432)	4,066,922
Net increase in cash and cash equivalents (A+B+C)	(10,194,350)	1,116,976
Cash & cash equivalents as at the beginning	93,477,616	92,360,640
Cash & Cash equivalents - Closing Balance	83,283,266	93,477,616

M R Vikram
Chairman

Place : Bangalore
Date : 3rd May, 2014

Rabindra Srikantan
Managing Director

Shekar Viswanathan
Director

Prof B.S. Sonde
Director

P N Lakshmi
Company Secretary

AUDITOR'S CERTIFICATE

We have examined the above cash flow statement of ASM Technologies Limited, for the period ended 31st March, 2014. The statement has been prepared by the company in accordance with the requirement under clause 32 of the listing agreement with stock exchanges and is based on and in agreement with the corresponding profit and loss account and balance sheet of the company for the period ended 31st March 2014

As per our report of even date
for SUDHAKAR PAI ASSOCIATES
Chartered Accountants
Firm's Registration No: 004171S

CA. B. Sudhakar Pai
Partner
Membership No: 018187

Place : Bangalore
Date : 3rd May, 2014

Notes forming part of the Financial Statements

1. CORPORATE INFORMATION

ASM Technologies Limited along with its wholly-owned and controlled subsidiaries Advanced Synergic Pte Ltd, Singapore and Pinacle Talent Inc, USA and Abacus Business Solutions Inc, USA and ESR Association Inc, USA wholly owned and controlled subsidiaries of Advanced Synergic Pte Ltd, Singapore is a pioneer in providing world Class Consulting Services in Enterprise Solutions for the Packaged ERP Products and in Enterprise Product Development for SMB Segment and in Technology Solutions covering Embedded Systems and System Software to its Global Clientele.

2. SIGNIFICANT ACCOUNTING POLICIES

a) Basis of preparation

These financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention on accrual basis, except for certain financial instruments which are measured at fair value. These financial statements have been prepared to comply in all material aspects with the accounting standards notified under Section 211(3C) [Companies (Accounting Standards) Rules, 2006, as amended], the provisions of the Companies Act 2013 (to the extent notified) and the Companies Act, 1956 (to the extent applicable) and guidelines issued by the Securities and Exchange Board of India (SEBI). Accounting policies have been consistently applied except where newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

b) Use of estimates

The preparation of financial statements requires the management of the Company to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to the contingent liabilities as at the date of the financial statements and reported amounts of income and expense during the year. Example of such estimates include provision for doubtful receivables, employee benefits, provision for income taxes, accounting for contract costs expected to be incurred, the useful lives of depreciable fixed assets and provision for impairment.

c) Fixed Assets

Fixed assets are stated at cost, less accumulated depreciation / amortisation. Costs include all expenses incurred to bring the asset to its present location and condition. Goodwill arising on consolidation or acquisition is not amortised but is tested for impairment.

d) Depreciation / Amortisation

Depreciation is provided on straight-line method at the rates specified in schedule XIV of the Companies Act, 1956. Depreciation for the assets purchased/sold during the year is proportionately charged. Individual assets acquired for less than ₹ 5,000/- are entirely depreciated in the year of acquisition. In Pinnacle

Talent Inc, depreciation on computer and software is provided on straight-line method at 20%. In Advanced Synergic Pte Ltd, depreciation is provided at 100% for the computers and 33.33% of the office equipments. In ESR Associates Inc, depreciation on computer and software is provided on straight-line method at 20% and Goodwill is amortised over a period of 15 years.

e) Leases

Assets taken on lease by the Company in its capacity as lessee, where the Company has substantially all the risks and rewards of ownership are classified as finance lease. Such a lease is capitalised at the inception of the lease at lower of the fair value or the present value of the minimum lease payments and a liability is recognised for an equivalent amount. Each lease rental paid is allocated between the liability and the interest cost so as to obtain a constant periodic rate of interest on the outstanding liability for each year.

Lease arrangements where the risks and rewards incidental to ownership of an asset substantially vest with the lessor, are recognised as operating leases. Lease rentals under operating leases are recognised in the statement of profit and loss on a straight-line basis

f) Impairment

At each balance sheet date, the management reviews the carrying amounts of its assets included in each cash generating unit to determine whether there is any indication that those assets were impaired. If any such indication exists, there coverable amount of the asset is estimated in order to determine the extent of impairment loss. Recoverable amount is the higher of an asset's net selling price and value in use. In assessing value in use, the estimated future cash flows expected from the continuing use of the asset and from its disposal are discounted to their present value using a pre-tax discount rate that reflects the current market assessments of time value of money and the risks specific to the asset.

Reversal of impairment loss is recognised immediately as income in the statement of profit and loss.

g) Investments

Long-term investments and current maturities of long-term investments are stated at cost, less provision for other than

temporary diminution in value. Current investments, except for current maturities of long-term investments, comprising investments in mutual funds are stated at the lower of cost and fair value.

h) Employee benefits

(i) Post-employment benefit plans

Contributions to defined contribution retirement benefit schemes are recognised as an expense when employees have rendered services entitling them to such benefits. For defined benefit schemes, the cost of providing benefits is determined using the Projected Unit Credit Method, with actuarial valuations being carried out at each balance sheet date. Actuarial gains and losses are recognised in full in the statement of profit and loss for the period in which they occur. Past service cost is recognised immediately to the extent that the benefits are already vested, or amortised on a straight-line basis over the average period until the benefits become vested. The retirement benefit obligation recognised in the balance sheet represents the present value of the defined benefit obligation as adjusted for unrecognised past service cost, and as reduced by the fair value of scheme assets. Any asset resulting from this calculation is limited to the present value of available refunds and reductions in future contributions to the scheme.

(ii) Other employee benefits

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees is recognised during the period when the employee renders the service. These benefits include compensated absences such as paid annual leave, overseas social security contributions and performance incentives. Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognised as an actuarially determined liability at the present value of the defined benefit obligation at the balance sheet date.

i) Revenue recognition

Revenue from contracts priced on a time and material basis are recognised when services are rendered and related costs are incurred.

Revenue from turnkey contracts, which are generally time bound fixed price contracts, are recognised over the life of the contract using the proportionate completion method, with contract costs determining the degree of completion. Foreseeable losses on such contracts are recognised when probable.

Revenue from sale of software licenses are recognised upon delivery where there is no customization required. In case of customization the same is recognised over the life of the contract using the proportionate completion method.

Revenue is reported net of discounts.

Dividend is recorded when the right to receive payment is established. Interest income is recognised on time proportion basis taking into account the amount outstanding and the rate applicable.

j) Taxation

Current income tax expense comprises taxes on income from operations in India and in foreign jurisdictions. Income tax payable in India is determined in accordance with the provisions of the Income Tax Act, 1961. Tax expense relating to foreign operations is determined in accordance with tax laws applicable in countries where such operations are domiciled.

Minimum Alternative Tax (MAT) paid in accordance with the tax laws in India, which gives rise to future economic benefits in the form of adjustment of future income tax liability, is considered as an asset if there is convincing evidence that the Company and its Indian subsidiaries will pay normal income tax after the tax holiday period. Accordingly, MAT is recognised as an asset in the balance sheet when the asset can be measured reliably and it is probable that the future economic benefit associated with the assets will fructify.

Deferred tax expense or benefit is recognised on timing differences being the difference between taxable income and accounting income that originate in one period and is likely to reverse in one or more subsequent periods. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

In the event of unabsorbed depreciation and carry forward of losses, deferred tax assets are recognised only to the extent that there is virtual certainty that sufficient future taxable income will be available to realise such assets. In other situations, deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available to realise these assets.

Advance taxes and provisions for current income taxes are presented in the balance sheet after off-setting advance tax paid and income tax provision arising in the same tax jurisdiction for relevant tax paying units and where the Company is able to and intends to settle the asset and liability on a net basis.

The Company offsets deferred tax assets and deferred tax liabilities if it has a legally enforceable right and these relate to taxes on income levied by the same governing taxation laws.

k) Foreign currency transactions

Income and expense in foreign currencies are converted at exchange rates prevailing on the date of the transaction. Foreign currency monetary assets and liabilities other than net investments in non-integral foreign operations are translated at the exchange rate prevailing on the balance sheet date and the exchange gains or losses are recognised in the statement of profit and loss. Exchange difference arising on a monetary item that, in substance, forms part of an enterprise's net investments in a non-integral foreign operation are accumulated in a foreign currency translation reserve.

Premium or discount on foreign exchange forward and currency option contracts are amortised and recognised in the statement of profit and loss over the period of the contract. Foreign exchange forward and currency option contracts outstanding at the balance sheet date, other than designated cash flow hedges, are stated at fair values and any gains or losses are recognised in the statement of profit and loss.

l) Provisions, Contingent liabilities and Contingent assets

A provision is recognised when the Company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent liabilities are not recognised in the financial statements. A contingent asset is neither recognised nor disclosed in the financial statements.

m) Cash and cash equivalents

The Company considers all highly liquid financial instruments, which are readily convertible into known amount of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents.

3. SHARE CAPITAL

The Authorised, Issued, Subscribed and Fully paid-up share capital comprises of equity shares having a par value of ₹10 each as follows:

	Amount in ₹	
	As at March 31,	
	2014	2013
Authorised		
(i) 70,00,000 equity shares of ₹ 10 each	70,000,000	70,000,000
	70,000,000	70,000,000
Issued, Subscribed and Fully Paid up		
(i) 50,00,000 equity shares of ₹ 10 each	50,000,000	50,000,000
Total	50,000,000	50,000,000

4. RESERVES & SURPLUS

Reserves and surplus consist of the following reserves

	As at March 31,	
	2014	2013
a. Capital reserve		
Profit on reissue of forfeited shares	331,200	331,200
Share Premium Account	33,000,000	33,000,000
	33,331,200	33,331,200
b. General Reserve	100,000,000	80,000,000
c. Foreign currency translation reserve	9,657,242	4,066,922
d. Surplus in statement of profit and loss		
(i) Opening Balance	265,647,289	192,636,272
(ii) Add : Profit for the Year	79,018,118	106,561,933
Minority Interest	-	10,976,896
	344,665,407	310,175,101
(iii) Less : Appropriations		
(a) Interim dividends on equity shares	5,000,000	6,000,000
(b) Proposed final dividend on equity shares	9,000,000	6,500,000
(c) Dividend on redeemable preference shares	-	-
(d) Tax on dividend	2,271,150	2,027,813
(e) General reserve	20,000,000	30,000,000
Total	36,271,150	44,527,813
	308,394,257	265,647,289
Total	451,382,699	383,045,411

5. LONG TERM BORROWINGS

Long - term borrowings consist of the following:

		As at March 31,	
		2014	2013
Term loans			
- from Bank			
Secured		176,216,042	184,440,211
Unsecured		-	11,698,479
- from Others		-	-
Secured		-	-
Unsecured		(20,212)	1,911,682
Total		176,195,830	198,050,372

6. LONG TERM PROVISIONS

Long - term provisions consist of the following:

		As at March 31,	
		2014	2013
Provision for employee benefits:		16,385,249	11,617,281
Total		16,385,249	11,617,281

Provision for employee benefits includes provision for gratuity.

7. SHORT TERM BORROWINGS

Short term borrowings consist of the following:

		As at March 31,	
		2014	2013
From Bank			
Secured		258,913,959	172,804,658
Unsecured		6,188,747	13,231,583
		-	-
From Others			
Secured		-	-
Unsecured		1,808,482	7,059,676
Total		266,911,188	193,095,918

Bank Overdrafts are secured against book debts.

8. TRADE PAYABLES

Trade Payables consist of the following:

		As at March 31,	
		2014	2013
Sundry Creditors		84,120,179	133,826,556
Total		84,120,179	133,826,556

9. OTHER CURRENT LIABILITIES

Other current liabilities consist of the following:

		As at March 31,	
		2014	2013
(a) Interest accrued but not due on borrowings		-	563,740
(b) Unpaid dividends		2,269,553	1,759,759
(c) Other payables		-	-
(i) Statutory remittances due		37,457,050	33,530,044
(ii) Interest accrued on others		63,112	1,571,327
(iii) Advances from customers		-	-
(iv) Other Payables		583,946	2,823,583
Total		40,373,661	40,248,452

10. SHORT TERM PROVISIONS

Short-term provisions consist of the following:

		As at March 31,	
		2014	2013
Provision for Salary		61,747,512	39,600,210
Provision for Employee Incentives		-	500,000
Provision for Expenses		13,785,724	21,127,869
Provision for Taxation		-	-
Provision for Proposed Dividend		9,000,000	6,500,000
Provision for Tax on Proposed Dividend		1,460,025	1,054,463
Total		85,993,261	68,782,542

11. FIXED ASSETS

(Amount in ₹)

Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As on 01.04.2013	Additions	Deletion	As on 31.03.2014	As on 01.04.2013	For the Period	Deletion	As on 31.03.2014	As on 31.03.2014	As on 31.03.2013
Land-free- hold	20,513,786	-	-	20,513,786	-	-	-	-	-	20,513,786
Building	15,714,645	533,508	-	16,248,153	3,499,631	538,593	-	4,038,224	12,209,929	12,215,014
Machinery & Systems	66,522,426	8,871,792	36,000	75,358,218	38,071,387	8,879,037	718	46,951,142	28,407,076	28,451,039
Electrical Fittings	4,875,433	260,402	-	5,135,835	1,052,575	232,535	-	1,285,110	3,850,725	3,822,858
Furniture & Fixtures	17,145,881	554,899	-	17,700,780	5,695,295	1,098,921	-	6,794,216	10,906,564	1,450,586
Office Equipment	11,445,753	373,421	-	11,819,174	2,358,632	564,095	-	2,922,728	8,896,446	9,087,121
Vehicles	3,459,564	1,153,008	325,319	4,287,253	413,891	416,288	111,513	718,666	3,568,587	3,045,673
Generator	1,489,651	-	-	1,489,651	51,927	94,295	-	146,222	1,343,429	1,437,724
Goodwill	17,249,240	-	-	17,249,240	5,511,584	1,363,257	-	6,874,841	10,374,399	11,737,656
Total	158,416,379	11,747,030	361,319	169,802,090	56,654,922	13,187,021	112,231	69,731,148	100,070,943	101,761,457
Previous Year	133,817,967	26,785,223	2,186,811	158,416,379	45,997,192	11,292,682	634,953	56,654,922	101,761,457	87,828,107

Amount in ₹

12. NON - CURRENT INVESTMENTS

Non - current investments consist of the following:

		As at March 31,	
		2014	2013
A	TRADE INVESTMENTS (at cost)		
B	OTHERS		
	Investment in Property	33,333,398	32,582,010
	Total	33,333,398	32,582,010

13. LONG TERM LOANS AND ADVANCES

Long - term loans and advances (unsecured) consist of the following:

		As at March 31,	
		2014	2013
(a)	Security deposits		
	Secured, considered good	-	-
	Unsecured, considered good	4,319,605	4,369,974
	Doubtful	-	-
(b)	Loans and advances to related parties	-	-
	Total	4,319,605	4,369,974

14. TRADE RECEIVABLES

Trade receivables (Unsecured) consist of the following

		As at March 31,	
		2014	2013
a.	Over Six months		
	(i) Considered good	3,330,410	3,330,410
	(ii) Considered Doubtful	824,284	824,284
b.	Others		
	(i) Considered good	330,620,152	285,063,486
	(ii) Considered Doubtful	-	-
	Less: Provision for bad debt	334,774,847	289,218,181
	Total	824,284	801,609
		333,950,563	288,416,571

15. CASH AND CASH EQUIVALENTS

Cash and bank balances consist of the following:

		As at March 31,	
		2014	2013
a.	Cash and cash equivalents		
	(i) Balances with banks		
	In current accounts	6,737,177	21,281,444
	In deposit accounts with original maturity less than 3 months		
	(ii) Cash on hand	253,817	19,988
	(iii) Remittances in transit	-	2,706,490
b.	Other bank balances		
	Earmarked balances with banks	2,269,553	1,759,759
	Short - term bank deposits	74,022,718	67,709,935
	Total	83,283,265	93,477,616

16. SHORT TERM LOANS & ADVANCES

Short - term loans and advances (Unsecured) consist of the following:

		As at March 31,	
		2014	2013
a.	Considered good		
	Advance to Employees	2,990,481	1,757,668
	Tax deducted at source	12,934,569	2,958,047
	Prepaid Expenses	6,056,513	3,138,959
	Vendor Advances	1,070,908	975,638
	Total	23,052,471	8,830,312

17. OTHER CURRENT ASSETS

Other current assets consist of the following:

		As at March 31,	
		2014	2013
a.	Unbilled Receivables	82,635,259	73,454,703
b.	Interest Accrued but not received	8,937,666	6,784,820
Total		91,572,924	80,239,524

18. REVENUE FROM OPERATIONS

Revenue from operations consist of revenues from:

		For the year ended March 31,	
		2014	2013
a.	Information technology and consultancy services	1,669,460,292	1,752,054,245
Total		1,669,460,292	1,752,054,245

19. OTHER INCOME

Revenue from operations consist of revenues from:

		For the year ended March 31,	
		2014	2013
	Interest Income	6,060,927	4,865,867
	Exchange gain / (loss)	11,317,034	13,008,444
	Miscellaneous Income	1,274,785	1,861,545
Total		18,652,746	19,735,855

20. EMPLOYEE BENEFIT EXPENSES

Employee benefit expenses consist of the following:

		For the year ended March 31,	
		2014	2013
	Salaries and Incentives	826,254,289	747,561,328
	Contribution to Provident Fund	34,374,372	35,433,268
	Insurance and Other Benefits	26,533,742	59,470,872
	Staff Welfare	6,752,233	5,843,735
Total		893,914,636	848,309,202

21. FINANCIAL CHARGES

Finance costs consist of the following:

		For the year ended March 31,	
		2014	2013
	Bank charges	2,119,261	2,064,233
	Interest	38,765,806	36,257,846
Total		40,885,068	38,322,079

22. OPERATION AND OTHER EXPENSES

Operation and other expenses consist of the following:

		For the year ended March 31,	
		2014	2013
	Travelling and conveyance expenses	44,168,782	36,132,645
	Services rendered by business associates and others	501,947,282	603,526,851
	Software, hardware and material costs	2,772,128	2,071,033
	Communication expenses	8,016,100	8,875,974
	Professional Fee	15,461,405	21,594,059
	Rent	14,862,213	16,577,103
	Repair and Maintenance	3,287,803	3,673,596
	Electricity Expenses	2,228,330	2,387,083
	Advertisement and Business Promotions	6,149,479	4,796,307
	Bad Debts	2,048,866	11,504,014
	Insurance charges	3,828,036	4,772,039
	Membership & subscription	3,319,495	3,260,812
	Office Maintenance	3,971,940	3,521,992
	Printing & stationary	799,284	793,146
	Rates & Taxes	3,365,185	2,436,666
	Other Expense	4,139,487	458,672
	Loss on sale of asset	3,806	-
Total		620,369,620	726,381,992

Amount in ₹

23. EARNINGS PER EQUITY SHARE (EPS)

	For the year ended March 31,	
	2014	2013
Net profit for the year	79,018,118	106,561,933
Less : Preference share dividend (including dividend tax)	-	-
Amount available for equity shareholders	79,018,118	106,561,933
Weighted average number of shares	5,000,000	5,000,000
Earnings per share basic and diluted (₹)	15.80	21.31
Face value per Equity share (₹)	10.00	10.00

24. RELATED PARTY TRANSACTIONS (AS 18)**A Following is the list of related parties.**

1. Wholly Owned Subsidiaries :

- Pinnacle Talent Inc, USA
- Advanced Synergic Pte Ltd., Singapore.

2. Step down Subsidiaries :

- ESR Associates Inc, USA
- Abacus Business Solutions Inc.,USA

3. Associate Company : IDS Systems Pvt Ltd

4. Directors : ASM Technologies Limited

Mr. M R Vikram, Mr. Rabindra Srikantan, Prof. B S Sonde and Mr. Shekar Viswanathan

5. Key Management Personnel : Mr. Sundar Ramanathan, Mr. N Krishnan, Mr. Shalabh Singh, Mr.

Pramod, Mr. Kumar Vaibhav, Ms. Anitha Singan, Ms. Vani, Mr. Basavaraja A M, Ms. P N Lakshmi, Mr. John Seitz, Mr. Jay Belur, Mr. Dharmesh Parikh, Mr. David Joffe, and Mr. Alex Marzano

(₹ in lakhs)

B Summary of Transactions with Related Parties

	For the year ended March 31,	
	2014	2013
Remuneration to Directors	100.06	58.80
Remuneration to Key Management Personnel	1,076.44	926.69
IDS Systems Pvt Ltd		
Sales and Reimbursement of Expense	2,297.19	3,386.57

(₹ in lakhs)

25. SEGMENT REPORTING (AS 17)

In accordance with the Accounting Standard - 17 (AS-17) "Segment Reporting" which became mandatory for reporting from 1st April 2001, the company states that it is in the business of software development and I T related services. The Company's primary reporting segment is geographical as the revenues in non-software related areas are not more than 10% of the gross revenues

GEOGRAPHIC SEGMENT**Export Sales****Domestic Sales****Total****Other Income**

Interest

Others

Total**PARTICULARS OF SEGMENT ASSET AND LIABILITY****Segment Assets**

Outside India

India

Segment Liabilities

Outside India

India

For the year ended March 31,	
2014	2013
12,686.05	13,958.11
4,008.55	3,562.44
16,694.60	17,520.55
60.61	48.66
113.17	148.69
173.78	197.35
5,860.59	6,008.35
5,853.03	4,778.31
4,208.33	4,923.55
7,505.29	5,863.12

25. Previous year's figures have been recast / regrouped wherever necessary to conform to the current year's

As per our report of even date
for SUDHAKAR PAI ASSOCIATES
Chartered Accountants
Firm's Registration No: 004171S

M R Vikram
Chairman

Rabindra Srikantan
Managing Director

Prof B.S. Sonde
Director

CA. B. Sudhakar Pai
Partner
Membership No: 018187

Shekar Viswanathan
Director

P N Lakshmi
Company Secretary

Place : Bangalore
Date : 3rd May, 2014

ASM Technologies Limited

Statement pursuant to Section 212 of the Companies Act 1956

Name	Financial Period	Holding company's interest as at March 31, 2014	Exchange rate as at March 31, 2014	Issued & Subscribed share capital	Reserves	Loans	Total Assets	Total Liabilities	Investments		Turnover	Profit / (Loss) before taxation	Provision for Taxation	Profit / (Loss) after taxation	Country
									Long term	Current					
ADVANCED SYNERGIC PTE LTD	31-Mar-14	100%	1 SGD = Rs. 47.4462	446.78	982.81	-	5,387.60	5,387.60	5,089.11	-	5,089.11	48.62	-	48.62	Singapore
PINNACLE TALENT INC	31-Mar-14	100%	1 USD = Rs. 60.0998	87.64	(69.62)	-	1,506.11	1,506.11	-	-	1,744.63	(177.26)	-	(177.26)	USA
ESR ASSOCIATES INC	31-Mar-14	100%	1 USD = Rs. 60.0998	54.78	(428.86)	-	267.30	267.30	-	-	620.50	(114.81)	-	(114.81)	USA
ABACUS BUSINESS SOLUTIONS, INC	31-Mar-14	100%	1 USD = Rs. 60.0998	43.82	293.95	419.09	1,579.98	1,579.98	-	-	4,942.12	45.16	-	45.16	USA

Notes :

1. ESR Associates Inc and Abacus Business Solutions Inc are step down subsidiaries of ASM Technologies Ltd.
2. Information on subsidiaries is provided in compliance with the circular no. 2/2011 dated February 8, 2011 of the Ministry of Corporate Affairs, Government of India. We undertake to make available the audited annual accounts and related information of subsidiaries, where applicable, upon request by any of our shareholders.



Company's participation in an event organized by India Electronics & Semiconductor Association

LEFT BLANK INTENTIONALLY



Book-Post

Registered Office

ASM Technologies Limited

80/2, Lusanne Court, Richmond Road, Bangalore 560 025, India.

Tel : +91 80 6696 2300-02 Fax : +91 80 6696 2304

Email : info@asm ltd.com

ASM Tower, 14/2, Wellington Street, Richmond Town
Bangalore 560025, India. Tel : +91 80 2227 4121

Subsidiary / Branch :

- Singapore : Advanced Synergic Pte. Limited
30 Toh Guan Road, # 08-03A, ODC Distri Center, Singapore 608 840
Tel : +65 62705737, +65 63245343 Fax : +65 6324 5345
Email : singapore@asm ltd.com
- USA : Pinnacle Talent Inc.
2020, Calamos Court Suite 200, Naperville IL 60563-2793, USA.
Tel : +1 630 799 1563 Fax : +1 630 799 1562
Email : usa@asm ltd.com

Abacus Business Solutions Inc. 3333 Bowers Avenue, Suite 130 Santa Clara, CA 95054.
Phone:(408) 200 0977, Fax:(408) 748 1826

ESR Associates Inc. # 7071, W. Central Avenue Toledo, Ohio 43617, USA.
Tel : +419 843 2571, Fax : +419 843 2702
- UK : ASM Technologies (UK) Limited
24-25, Nutford Place , Marble Arch, London W1H5YN, UK.
Tel : +207 569 3285, Fax : +207 569 3001
Email : uk@asm ltd.com

NOTICE

Notice is hereby given that the 22nd Annual General Meeting of the Company will be held on Saturday the 28th of June, 2014 at 10.35 a.m. at Pai Vijay Hall, No. 530/58, 33rd, Cross, 11th Main, 4thBlock, Jayanagar, Bangalore- 560011 to transact the following business.

ORDINARY BUSINESS

1. Adoption of Accounts

To receive, consider and adopt the audited Balance Sheet as at March 31, 2014, the Statement of Profit and Loss Account for the year ended on that date and the reports of the Board of Directors and Auditors thereon.

2. Declaration of Dividend

To declare a final dividend and confirm interim dividend of ₹1.00 per equity share, already paid for the year ended 31st March 2014.

3. Appointment of Statutory Auditors

To appoint M/s Sudhakar Pai Associates as Statutory Auditors of the company to hold office from the conclusion of this AGM until the conclusion of the next AGM and to authorize the Board to fix their remuneration.

SPECIAL BUSINESS

4. Appointment of Mr Shekar Viswanathan as Independent Director not liable to retire by rotation

To consider and if thought fit to pass with or without modification(s) the following resolution as an **Ordinary Resolution**.

RESOLVED THAT pursuant to the provisions of Sections 149,150,152 read with Schedule IV and all other applicable provisions of the Companies Act 2013 and the Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr Shekar Viswanathan (holding DIN:01202587), Independent Director of the Company who retires by rotation at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as Independent Director of the Company to hold office for five consecutive years from 1st April, 2014 up to 31st March, 2019, not liable to retire by rotation.

5. Appointment of Prof. B.S. Sonde as Independent Director not liable to retire by rotation

To consider and if thought fit to pass with or without modification(s) the following resolution as a **Special Resolution**.

RESOLVED THAT pursuant to the provisions of Sections 149,150,152 read with Schedule IV and all other applicable provisions of the Companies Act 2013 and the Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the listing Agreement, Prof. B.S.Sonde (holding DIN:00025794), Independent Director of the Company whose period of office is liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as Independent Director of the Company to hold office for five consecutive years from 1st April, 2014 up to 31st March, 2019, not liable to retire by rotation.

6. Appointment of Mr M.R.Vikram as Independent Director not liable to retire by rotation

To consider and if thought fit to pass with or without modification(s) the following resolution as a **Special Resolution**.

RESOLVED THAT pursuant to the provisions of Sections 149,150,152 read with Schedule IV and all other applicable provisions of the Companies Act 2013 and the Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the listing Agreement, Mr. M.R.Vikram (holding DIN:00008241), Independent Director of the Company whose period of office is liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as Independent Director of the Company to hold office for five consecutive years from 1st April, 2014 up to 31st March, 2019, not liable to retire by rotation.

7. Re-appointment Mr. Rabindra Srikantan as Managing Director

To consider and if thought fit to pass with or without modification(s) the following resolution as a **Special Resolution**

RESOLVED THAT pursuant to the provisions of Sections 196,197,203 and any other provisions of the Companies Act 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 (including any statutory modifications or enactments thereof, for the time being in force) read with Part II Section II (A)(ii) of Schedule V to the Companies Act 2013 and as approved and recommended by the Nomination and Remuneration committee and the Board and such other approvals as may be necessary, approval of the Company be and is hereby accorded to the re- appointment of Mr. Rabindra Srikantan, as Managing Director of the company, not liable to retire by rotation , for a period of three years with effect from 8.11.2014 on a remuneration of ₹ 7,00,000/- per month inclusive of perquisites payable to him as Managing Director and the minimum remuneration payable to him in case of absence or inadequacy of profits in any year.

FURTHER RESOLVED THAT in the event of any statutory amendments or modifications or relaxation in the provisions relating to the appointment and payment of remuneration to the managerial persons or to Schedule V to the Companies Act, 2013, the Board of Directors be and is hereby authorized to vary or increase the remuneration including salary, perquisites, etc., within such prescribed limits.

FURTHER RESOLVED THAT the Board of Directors of the company be and is hereby authorized to take such steps expedient or desirable to give effect to this resolution.

8. Appointment of Branch Auditors

To consider and if thought fit to pass with or without modification(s) the following resolution as an **Ordinary Resolution**.

“RESOLVED THAT pursuant to the provisions of Section 143 and other applicable provisions, if any, of the Companies Act, 2013, the Board of Directors be and is hereby authorised to appoint, such person or persons qualified for appointment as Auditor or Auditors of the Company’s Branch Offices in USA and UK to examine and audit the accounts for the financial year 2014-2015 on such remuneration, terms and conditions as the Board may deem fit or authorise the Statutory Auditors of the Company to audit the branch Accounts and comply with the provisions of the Companies Act 2013.”

9. Increase Borrowing Powers of the Board

To consider and if thought fit, to pass, with or without modification(s), the following resolution as **Special Resolution**:

"RESOLVED THAT in supersession of the ordinary resolution passed at the 16th Annual General Meeting held on 4th of June 2008 under section 293(1)(d) of the Companies Act, 1956 and pursuant to the provisions of Section 180(1)(c) and any other applicable provisions of the Companies Act 2013 and the rules made there under , or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and in terms of Articles of Association of the Company, the Company hereby accords its consent to the Board of Directors of the Company, for borrowing any sum or sums of money from time to time whether in Indian rupees or foreign currency (including external commercial borrowings in foreign denominated currencies from any foreign source / countries as prescribed by guidelines, if any in this respect) from any one or more of Company's bankers and /or from financial institutions, banks or other acceptable source whether by way of advances, deposits, loans, non-convertible debentures, bonds or otherwise and whether unsecured or secured notwithstanding that the moneys to be borrowed together with moneys already borrowed by the Company (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business) will or may exceed the aggregate paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose but, provided that the total outstanding amount of such borrowings shall not exceed ₹100 Crores (Rupees One hundred Crores) over and above the aggregate of the paid up capital of the company and its free reserves at any time.

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to do all such acts, deeds and things as it may in its absolute discretion deem fit, necessary, proper or desirable and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.”

REGD. OFFICE
80/2, Lusanne Court,
Richmond Road
Bangalore 560 025

By Order of the Board

Sd/-
RABINDRA SRIKANTAN
Managing Director

Date: 03-05-2014

1. The relative Statement (Explanatory Statement) pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed.
2. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy and vote on a poll instead of himself and such proxy need not be a member of the Company. Proxies to be valid should be deposited forty eight hours before the commencement of the Meeting at the Registered Office of the Company. A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of the share capital of the company.
3. Members holding shares in physical form are requested to notify any change in their address to the Company/Karvy Computer share Private Limited, Plot No. 17 to 24 , Near Image Hospital, Vittalrao Nagar, Madhapur, Hyderabad 500081 . Members holding shares in electronic form are requested to direct change of address notifications and updations of their bank account details to their respective depository participants.
4. The Register of Members and Share Transfer Books of the Company will remain closed from 25.6.2014 to 28.6.2014 (both days inclusive).
5. Members /Proxies are requested to bring the duly filled Attendance slip enclosed herewith to attend the meeting.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company.
8. Non-Resident Indian Members are requested to inform Karvy, the Registrars, of:
 - ♦ Change in their residential status on return to India for permanent settlement.
 - ♦ Particulars of their bank A/c maintained in India with complete name, branch ,account type, account number and address of the bank with pin code number, if not furnished earlier.
9. Brief resume of the Directors proposed to be appointed , nature of his expertise in specific functional areas, names of companies in which they hold directorships and memberships/chairmanships of Board Committees and shareholding as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges in India, are provided in the Report forming part of the Notice.
10. The Register of Directors` shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
11. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act 2013, will be available for inspection by the members at the AGM.
12. Subject to the provisions of the Companies Act 2013, dividend as recommended by the Board of Directors, if declared at the meeting , will be payable within a period of 30 days from the date of declaration to those members whose names appear on the Register of Members as on 24th of June , 2014.
13. Payment of Dividend through ECS:
 - a) Members holding shares in physical form are advised to submit particulars of their bank account, viz, name and address of the bank, 9 digit MICR code of the branch, type of account and account number latest by 24th of June, 2014 to the Registrars, Karvy Computershare Pvt. Ltd, Plot No 17 to 24 Vittal Rao Nagar, Madhapur Hyderabad - 500 081.
 - b) Members holding shares in demat form are advised to inform the particulars of their bank account to their respective Depository participants.
14. The company is concerned about the environment and utilizes natural resources in a sustainable way. We request you to update your email address with your depository participant to enable us to send you the quarterly reports and other communications via email.
15. Members wishing to claim dividends, which remain unclaimed, are requested to correspond with the Compliance Officer/Company Secretary at the Company`s Registered Office . Members are requested to note that dividends not encashed or claimed within seven years from the date of transfer to the Company`s Unpaid Dividend Account will as per Section 124 of the Companies Act 2013, be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government. The company has accordingly transferred the unpaid or unclaimed dividends for the financial years 1995 and 1998, to the IEPF.
The company has vide notification dated 10th May 2012 of Ministry of Company Affairs, (MCA) uploaded the information in respect of unclaimed dividends as from the financial year 2008 on the website of the company.
16. Copies of the Annual Report 2014 are being sent by electronic mode to all the members whose email addresses are registered with the Company/Depository Participant(s) for communication purposes. For members who have not registered their email addresses, physical copies of the Annual Report 2014 are being sent by the permitted mode.

17. **The company is pleased to provide e-voting facility to the shareholders to enable them to cast their votes electronically on the items mentioned in the notice. The Notice of 22nd AGM and instructions for e-voting, along with the Attendance Slip and Proxy Form, is being sent by electronic mode to all members whose email addresses are registered with the Company/Depository Participant(s). For members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by the permitted mode.**
18. The Securities and Exchange Board of India(SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in the electronic form are, therefore requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form shall submit their PAN details to the company.
19. Members may also note that the Notice of the 22nd AGM and Annual Report 2014 will be available on the company's website: www.asmltd.com, for their download.

Statement Pursuant to Sec. 102(1) of the Companies Act 2013

Item No. 4

Mr. Shekar Viswanathan, a Non-executive (Independent) Director of the Company joined the Board of Directors in May 2011 .He retires by rotation at the ensuing AGM under the provisions of the erstwhile Companies Act 1956. In terms of Section 149 and any other applicable provisions of the Companies Act 2013 and amended clause 49 of the Listing Agreement Mr.Viswanathan being eligible and offering himself for appointment is proposed to be appointed as an Independent Director for a term of five years, from 1st April 2014 upto 31st March, 2019.

The company has received notice in writing under the provisions of Section 160 of the Companies Act 2013, from a member along with a deposit of requisite amount proposing the candidature of Mr.Viswanathan for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Company has received from Mr. Viswanathan (i) consent in writing to act as a director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Director) Rules 2014,(ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Director) Rules 2014, to the effect that he is not disqualified under Sub-section(2) of Section 164 of the Companies Act 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act 2013.

The resolution seeks the approval of members for the appointment of Mr. Viswanathan as an Independent Director of the company up to 31st March 2019, pursuant to Section 149 and other applicable provisions of the Companies Act 2013 and the Rules made thereunder. He is not liable to retire by rotation.

In the opinion of the Board of Directors, Mr.Viswanathan, the Independent Director proposed to be appointed, fulfils the conditions specified in the Act and the Rules made thereunder and he is Independent of the Management. The Board considers that his continued association would be of immense benefit to the company and it is desirable to continue to avail the services of Mr. Shekar Viswanathan as an Independent Director.

No Director, Key Managerial personnel or their relatives, except Mr. Viswanathan, to whom the resolution relates, is interested or concerned in the resolution.

The Board recommends the resolution set forth in Item No. 4 for the approval of the membe`

Item No. 5

Prof. B.S. Sonde, a Non-executive (Independent) Director of the Company joined the Board of Directors in October, 2002 . Prof. Sonde is a director whose period of office is liable to determination by retirement of directors by rotation under the provisions of the erstwhile Companies Act 1956. In terms of Section 149 and any other applicable provisions of the Companies Act 2013, Prof. Sonde being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for a term of five years, from 1st April 2014 upto 31st March, 2019.

The company has received notice in writing under the provisions of Section 160 of the Companies Act 2013, from a member along with a deposit of requisite amount proposing the candidature of Prof. Sonde for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Company has received from Prof.Sonde (i) consent in writing to act as a director in Form DIR-2 pursuant to Rule 8 of Companies(Appointment & Qualification of Director) Rules 2014,(ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Director) Rules 2014, to the effect that he is not disqualified under Sub-section(2) of Section 164 of the Companies Act 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act 2013.

The resolution seeks the approval of members for the appointment of Prof.Sonde as an Independent Director of the company up to 31st March 2019, pursuant to Section 149 and other applicable provisions of the Companies Act 2013 and the Rules made thereunder. As per recent amendments made by the Securities and Exchange Board of India(SEBI) to clause 49 of the listing agreement dt 17th April, 2014 where an independent director has already served for a period of five years or more as on October 1st, 2014 he shall be appointed for one more term of five years only, seeking the approval of the members by a special resolution. Accordingly , approval of the members is being sought at the ensuing AGM by a special resolution. Prof. Sonde is not liable to retire by rotation.

In the opinion of the Board of Directors, Prof.Sonde, the Independent Director proposed to be appointed, fulfils the conditions specified in the Act and the Rules made thereunder and he is Independent of the Management. The Board considers that his continued association would be of immense benefit to the company and it is desirable to continue to avail the services of Prof.Sonde as an Independent Director.

No Director, Key Managerial personnel or their relatives, except Prof.Sonde, to whom the resolution relates, is interested or concerned in the resolution.

The Board recommends the Special resolution set forth in Item No. 5 for the approval of the members.

Item No.6

Mr. M.R.Vikram, a Non-executive (Independent) Director and Chairman of the Board joined the Board of Directors in June 1998 . Mr. M.R.Vikram is a director whose period of office is liable to determination by retirement of directors by rotation under the provisions of the erstwhile Companies Act 1956. In terms of Section 149 and any other applicable provisions of the Companies Act 2013, Mr. Vikram being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for a term of five years, from 1st April 2014 upto 31st March, 2019.

The company has received notice in writing under the provisions of Section 160 of the Companies Act 2013, from a member along with a deposit of requisite amount proposing the candidature of Mr. Vikram for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Company has received from Mr. Vikram (i) consent in writing to act as a director in Form DIR-2 pursuant to Rule 8 of Companies(Appointment & Qualification of Director) Rules 2014,(ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Director) Rules 2014, to the effect that he is not disqualified under Sub-section(2) of Section 164 of the Companies Act 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act 2013.

The resolution seeks the approval of members for the appointment of Mr. Vikram as an Independent Director of the company up to 31st March 2019, pursuant to Section 149 and other applicable provisions of the Companies Act 2013 and the Rules made thereunder. As per recent amendments made by the Securities and Exchange Board of India (SEBI) to clause 49 of the listing agreement dt 17th April, 2014, where an independent director has already served for a period of five years or more as on October 1st, 2014 he shall be appointed for one more term of five years only, seeking the approval of the members by a special resolution. Accordingly , approval of the members is being sought at the ensuing AGM by a special resolution. Mr. Vikram is not liable to retire by rotation.

In the opinion of the Board of Directors, Mr. Vikram, the Independent Director proposed to be appointed, fulfils the conditions specified in the Act and the Rules made thereunder and he is Independent of the Management. The Board considers that his continued association would be of immense benefit to the company and it is desirable to continue to avail the services of Mr. Vikram as an Independent Director.

No Director, Key Managerial personnel or their relatives, except Mr. Vikram, to whom the resolution relates, is interested or concerned in the resolution.

The Board recommends the Special resolution set forth in Item No. 6 for the approval of the members.

Item No.7

The members are aware that at the Annual general meeting of the company held on 27th June, 2012, Mr Rabindra Srikantan was re- appointed as the Managing Director of the company for a period of 3 years w.e.f. 8.11.2011 on a remuneration of ₹5,00,000 per month inclusive of perquisites and a commission of 1% of the Net profits of the company as per provisions of Part II Section I of Schedule XIII and Section 309(3) of the Companies Act 1956, subject to the approval of Central Government. Further as per letter No. B28980209/1/212-CL.VII dt 22nd May 2013 received from Central Government approval was granted for payment of remuneration amounting to ₹60,00,000/- per annum for a period of three years w.e.f.08/11/2011 to 07/11/2014.

Mr. Srikantan`s term of office is to expire on 7.11.2014. Further, considering his technical and professional qualification and the pivotal role played by Mr. Rabindra Srikantan in the growth of the company the Board of Directors at the meeting held on 3rd May, 2014 , as per the recommendations made by the Nomination and Remuneration Committee have re-appointed Mr. Rabindra Srikantan, as the Managing Director of the Company , not liable to retire by rotation ,for a period of three years with effect from 8 .11.2014 , in accordance with provisions of Sections 196,197,203 and any other provisions of the Companies Act 2013 and the rules made thereunder (including any statutory modifications or enactments thereof, for the time being in force) read with Part II Section II (A) (ii) of Schedule V to the Companies Act 2013 and such other approvals as may be necessary, subject to the approval of the members by a special resolution . As the remuneration payable to Mr. Rabindra Srikantan vide with Part II Section II (A) (ii) of Schedule V to the Companies Act 2013 based on the effective capital as per the audited Balance Sheet as on 31st March, 2014 is ₹.42,00,000/- per annum, which is lesser than the remuneration of ₹60,00,000/- per annum being currently paid, approval of the members is sought by a special resolution to double the remuneration payable ie, ₹84,00,000/- per annum.

Information as per Section II Part II of Schedule V

I General Information

1. Nature of Industry:

The company is in the Software Services Sector

2. Date of Commercial Production

25th August 1992

3. In case of new companies, expected date of commencement of activities as per Project approved by the financial institutions:

Not applicable

4. Financial Performance based on given indicators:

Year	Revenue (₹ in lakhs)	Net Profit (after tax) (₹ in lakhs)
2014	10440.52	988.46
2013	9061.81	889.99
2012	7114.17	727.53

5. Foreign Investments or Collaborations if any :

Investments in Wholly owned subsidiaries :

Pinnacle Talent Inc	:	₹99.38 lakhs
Advanced Synergic Pte Ltd	:	₹345.22 lakhs

II Information about the appointee:

1. Background details:

Mr. Rabindra Srikantan holds an M.S. degree in Computer Engineering and Computer Science. Being one of the promoters he has been associated with the company since its inception. He has a wide industry experience of about 26 years and brings with him immense technical skills and managerial capabilities. A seasoned, team-oriented business entrepreneur with a highly successful track record of building businesses based on sound strategic analysis, leadership and team building plus ability to create actionable plans and programs that provide competitive advantages. Mr. Rabindra Srikantan is the President of Pinnacle Talent Inc. USA, Director on the Board of Advanced Synergic Pte. Ltd. Singapore, wholly owned subsidiaries of the company and the President of ESR Associates Inc. and Abacus Business Solutions Inc. USA, Step down subsidiaries of the company.

2. Past Remuneration :

The compensation of ₹5,00,000/- per month (inclusive of perquisites) to Mr. Rabindra Srikantan was last approved by the members at the AGM held on 27th of June, 2012 and by Central Government, payable w.e.f.8.11.2011, till 7.11.2014.

3. Recognition or awards :

Best Exporter - Services (Small) at the ECGC – D&B Indian Exporters' Excellence Awards 2012. With his wide knowledge and experience, Mr. Rabindra Srikantan has always been a key resource to the Board of Directors for the successful driving of strategies and initiatives of the company.

4. Job Profile and his suitability :

Mr. Rabindra Srikantan , also the Promoter director on the Board entrusted with the management of the company , has endeavored to build the Company into a global information technology solutions provider. Under his leadership and vision the company achieved enviable growth and progress.

Despite the current economic uncertainties in the global market the company has sustained volume growth, improved margin additions with key client additions. Mr. Rabindra Srikantan's unstinted support and guidance was crucial to the organization to help it improve performance and get on to the path of recovery. Your Directors justify the re appointment and payment of remuneration and hence recommend passing the resolution.

5. Remuneration proposed :

The role and responsibilities faced by Mr. Rabindra Srikantan, as the Managing Director of the company have become significantly higher than in the past years especially in the face of challenging situations in the wake of global uncertainties. The Board of Directors therefore recommend the remuneration as stated above.

6. Comparative remuneration profile with respect to Industry, size of the company, profile of the position and person.

The remuneration proposed to be paid is in tune with the remuneration drawn by CEO/MD of similar size software companies in India.

7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any, Mr. Rabindra Srikantan holds 42.07% equity shares in the paid up share capital of the company.

III Other Information

1. Reasons for loss or inadequate Profits

Investments made by the Company in Sales & Marketing and expansion in New Geographies in the last few years have rendered fruition in the last couple of years with the company registering steady profits and well into profitability trend.

2. Steps taken or proposed to be taken for improvement.

The outcome of its investments and expansion activities is evident in the significant growth in revenues over the last few years.

3. Expected increase in productivity and profits in measurable terms.

The company's profits are basically linked to the progress of the industry. The profits of the company have been improving steadily over the years and is expected to increase considerably over the coming years .

The following however will not be included as perquisites;

1. Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent of these either singly or put together are not taxable under the Income Tax Act, 1961
2. Gratuity payable @not exceeding half a month's salary for each completed year of service.
3. Encashment of leave at the end of the tenure.

This may also be treated as an abstract of the terms of appointment of Managing Director which is required to be given under Sec.190 of the Companies Act. 2013 and also as a disclosure under Clause 49 of the Listing agreement with the stock exchanges.

No Director, Key Managerial personnel or their relatives, except Mr. Rabindra Srikantan to whom the resolution relates, is interested or concerned in the resolution.

The Board recommends the Special resolution set forth in Item No. 7 for the approval of the members.

Item No.8

During the years 1999-2000 , 2001-2002, 2011-2012 the company had opened branch offices in Chicago, USA, Santa Clara in California ,USA and in the UK. It is necessary to appoint Auditors, under the provisions of Sec.143 of the Companies Act 2013 for auditing the accounts of the Branches of the company for the year 2014-2015. Your approval is sought by the proposed resolution to be passed authorizing the Board of Directors of the company to appoint, such person or persons qualified for appointment as Auditor or Auditors of the Company's Branch Offices in, USA., and UK, to examine and audit the accounts for the financial year 2014-2015 on such remuneration, terms and conditions as the Board may deem fit or authorise the Statutory Auditors of the Company to audit the Branch Accounts and comply with the provisions of the Companies Act 2013.

None of the Directors, Key Managerial Persons of the Company and their relatives are concerned or interested in the resolution.

The Board recommends the resolution set forth in Item No.8 for the approval of the members.

Item No. 9.

In terms of provisions of section 180(1)(c) of the Companies Act, 2013, the Board of Directors of the Company cannot, except with the consent of the Company in a general meeting by a special resolution , borrow moneys apart from temporary loans obtained from the Company's bankers in the ordinary course of business, in excess of the aggregate of the paid-up capital and its free reserves.

The members in their Annual General Meeting held on 4th June 2008 had accorded their consent under section 293(1)(d) of the Companies Act, 1956 as applicable at that time, to the Directors for borrowing moneys up to a limit of ₹50 Crores (excluding temporary loans obtained from the Company's bankers in the ordinary course of business). Taking into account the future finance requirements for growth plans and expansion programs being contemplated and undertaken by the Company and to cater to the working capital needs, a fresh resolution is proposed providing that, in addition to the Company's existing borrowing, the Directors may, for and on behalf of and for the purpose of the Company, borrow further sums of money amounting in the aggregate to a sum not exceeding ₹100 crores.

Hence the members are requested to accord their approval for revising the borrowing power limit of the Board from ₹50 crores to ₹100 crores.

None of the Directors, Key Managerial Persons of the Company and their relatives are concerned or interested in the resolution.

The Board recommends the Special resolution set forth in Item No.9 for the approval of the members.

ADDITIONAL INFORMATION ON DIRECTORS RECOMMENDED FOR APPOINTMENT AS REQUIRED UNDER CLAUSE 49 OF THE LISTING AGREEMENT

Mr. Shekar Viswanathan

Mr. Shekar Viswanathan , a Chartered Accountant, is the Vice Chairman and Whole - time Director of Toyota Kirloskar Motor Pvt Ltd . Prior to this, he was a member of the Board of Directors of Toyota Kirloskar Auto Parts Pvt Ltd responsible for the finance, human resources and legal functions and also on the Board of TG Kirloskar Automotive Pvt Ltd.

His experience spans the financial services and project finance sector in a career of 29 years.

Mr. Shekar Viswanathan is a member of many leading Industrial Associations in India. and has held positions as President of the Bangalore Chamber of Commerce & Industry 2009-2010, Chairman -SIAM MUV Committee 2010 and elected member of CII Southern Regional Council 2009-2011. Mr. Viswanathan does not hold shares in the company.

List of public limited companies in which Mr. Shekar Vishwanathan holds Directorships and memberships of Committees-

Directorships	Member of Board Committees
Kirloskar Systems Limited	Audit Committee, Remuneration Committee, Share Transfer & Investor Relations Committee

Prof. B.S. Sonde

Prof. B S Sonde holds a Ph.D. from the Indian Institute of Science (IISc), Bangalore. His field of academic and research interest encompass Microelectronics, Instrumentation, Digital Technology and its applications in Electronics and Communication Engineering. Prof. B S Sonde has been associated with IISc, Bangalore for more than three decades, holding various senior positions. He has held the post of Dean, Faculty of Engineering, and was Vice Chancellor of Goa University between February 1997 and February 2002, and has served on the Advisory/Review committees of several universities and also served as Visiting Professor at Stanford University, California, USA and other foreign universities. He is also a distinguished fellow of the Institution of Electronics and Telecommunication Engineers .Prof Sonde does not hold shares in the company.

Mr. M.R. Vikram

Mr. M.R. Vikram, is a Partner of Mr. M. Anandam & Co., Secunderabad, a leading firm of Chartered Accountants in India.

He has more than 30 years experience in Audit and Assurance Services, Banking and is an expert on Finance and Regulatory issues. He was earlier Director of Indian Bank, Indian Overseas Bank and Bank of Rajasthan. Mr. M.R. Vikram has also conducted various Special Studies for the Reserve Bank of India, Insurance Regulatory Development Authority and other leading Financial Institutions in the Country.

Mr. M.R. Vikram is a Director in 16 companies including 1 other listed company. He is also the Secretary Trustee of Mr. M. Venkatarangaiya Foundation, one of India's largest initiatives in eradication of child labour and bringing children to schools. He is the founder trustee of Manthan, an important intellectual group for discussion in Hyderabad. Mr. Vikram does not hold shares in the company.

List of public limited companies in which Mr. M.R. Vikram holds Directorships and memberships of Committees-

Directorships	Member of Board Committees
GTN Industries Ltd	Audit Committee, Remuneration Committee, Investor Grievance Committee
Glochem Industries Limited	Audit Committee Remuneration Committee
Wings Infonet limited	-
Amreli Power Projects Ltd	-
Venture Finance and Development Corporation Ltd.	



(CIN L85110KA1992PLC013421)
 Regd Office: 80/2 Lusanne Court Richmond Road, Bangalore- 560025
 Tel:080-66962300-02, Fax-08066962304
 Email:info@asm ltd.com, Website: www.asmltd.com

PROXY FORM

22nd Annual General Meeting- 28th June , 2014

Name of the member (s): Registered Address: E-mail id: Folio/DP ID-Client ID

I/We being the member(s) of.....shares of the above named Company hereby appoint:

Name:..... Address:.....

E-mail Id:..... Signature:.....or failing him/her

Name:..... Address:.....

E-mail Id:..... Signature:.....or failing him/her

Name:..... Address:.....

E-mail Id:..... Signature:.....or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 22nd Annual General Meeting of the Company to be held on Saturday the 28th of June, 2014 at 10.35 a.m at Pai Vijay Hall, No. 530/58, 33rd, Cross, 11th Main, 4thBlock, Jayanagar, Bangalore- 560011 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Optional * (Please mention no. of shares)	
		For	Against
Ordinary Business			
1.	Adoption of the audited Balance Sheet as at March 31, 2014, the Statement of Profit and Loss Account for the year ended on that date and the reports of the Board of Directors and Auditors thereon.		
2.	Approval of final dividend for the financial year ended 31st March, 2014 and to confirm the interim dividend paid during the year 2013-2014		
3.	Appoint M/s Sudhakar & Pai as auditors of the company		
Special Business			
4.	Appointment of Mr. Shekar Viswanathan as Independent Director not liable to retire by rotation		
5.	Appointment of Prof. B.S.Sonde as Independent Director not liable to retire by rotation		
6.	Appointment of Mr. M.R.Vikram as Independent Director not liable to retire by rotation		
7.	Re-appointment of Mr. Rabindra Srikantan as the Managing Director of the company		
8.	Appointment of branch auditors of the company		
9.	Increase Borrowing powers of the Board		

Signed this.....day.....2014

Signature of shareholder.....

Signature of Proxy holder(s).....

Affix Revenue Stamp not less than Re 0.15

Notes:

1. This form in order to be effective should be duly completed and deposited at the Registered Office of the company, not less than 48 hours before the commencement of the meeting.
- *2. It is optional to indicate your preference. If you leave the for or against column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.



(CIN L85110KA1992PLC013421)

Regd Office: 80/2 Lusanne Court Richmond Road, Bangalore- 560025
Tel:080-66962300-02, Fax-08066962304 Email:info@asmltd.com, Website: www.asmltd.com

ATTENDANCE SLIP

22nd Annual General Meeting- 28th June, 2014

Name of the member/Proxy in Block Letters:

Folio/DP ID-Client ID:

No. of shares held:

I certify that I am a member/proxy for the member of the company.

I hereby record my presence at the 22nd Annual General Meeting of the company at Pai Vijay Hall, No. 530/58, 33rd, Cross, 11th Main, 4thBlock, Jayanagar, Bangalore- 560011 on Saturday, the 28th of June 2014, at 10.35 a.m.

.....
Signature of the Member/Proxy

Note:

Please fill up the attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Annual Report to the AGM.



(CIN L85110KA1992PLC013421)

Regd Office: 80/2 Lusanne Court, Richmond Road, Bangalore- 560025

Tel:080-66962300-02, Fax-08066962304. Email:info@asm ltd.com, Website: www.asmltd.com

Serial No. :

Folio No./ DP ID/Client ID:
Name:
Address:
Joint Holder(s):

No. of Shares held:

Dear Shareholder(s)

Subject : Instructions for e-voting

Please find enclosed the Notice convening the 22nd Annual General Meeting of the company to be held on Saturday, June 28, 2014 at 10.35 A.M.

The company is offering e-voting facility to its Members enabling them to cast their votes electronically. The company has appointed Karvy Computershare Private Limited ('KCPL', 'Karvy' or 'Service Provider') for facilitating e-voting to enable the Members to cast their votes electronically pursuant to section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014.

In this regard, please find below User ID and Password for e-voting:

EVEN (e-voting event number)	User ID	Password

The instructions and other information relating to e-voting are as under:

1. A. In case a Member receives email from Karvy [for Members whose email IDs are registered with the company/ Depository Participant(s)]:
 - (i) Launch internet browser by typing the URL: <https://evoting.karvy.com>.
 - (ii) Enter the login credentials (i.e. **User ID and Password** mentioned above). Your Folio No./ DP ID-Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
 - (iii) After entering these details appropriately, Click on "LOGIN".
 - (iv) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

- (v) You need to login again with the new credentials.
 - (vi) On successful login, the system will prompt you to select the "EVENT" i.e., ASM Technologies Limited.
 - (vii) On the voting page, enter the number of shares (which represents the number of votes) as on the Cut Off date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as mentioned herein above. If the shareholder does not indicate either "FOR" or "AGAINST" it will be treated as abstained and the shares held will not be counted under either head.
 - (viii) Shareholders holding multiple folios/demat accounts shall choose the voting process separately for each folios/demat accounts.
 - (ix) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
 - (x) You may then cast your vote by selecting an appropriate option and click on "Submit".
 - (xi) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
 - (xii) Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter, etc. together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e mail ID: scrutinizerasmtec@gmail.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_EVENT NO."
- B. In case of Members receiving physical copy of the AGM Notice by Post [for Members whose email IDs are not registered with the company/Depository Participant(s)]:
- (i) **User ID and initial password** as provided above.
 - (ii) Please follow all steps from Sr.No. (i) to (xii) as mentioned in (A) above, to cast your vote.
2. The e-voting period commences on **Sunday, June 22, 2014 at 9:00 A.M. and ends on Tuesday, June 24, 2014 at 6:00 P.M.** During this period, the Members of the company holding shares in physical form or in dematerialized form, as on the cut-off date (record date), being Friday, May 30, 2014, may cast their vote by electronic means in the manner and process set out herein above. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. Further, the Members who have cast their vote electronically shall not vote by way of poll, if held at the Meeting.
 3. In case of any query pertaining to e-voting, please visit Help & FAQ's section of <https://evoting.karvy.com> (Karvy's website).
 4. The voting rights of the Members shall be in proportion to their shares of the paid up equity share capital of the company, as on the cut-off date (record date), being Friday, May 30, 2014.
 5. The Board of Directors has appointed **Mr. M.R.Gopinath , Practicing Company Secretary (Membership No. FCS 3812) as the Scrutinizer to scrutinize** the e-voting process in a fair and transparent manner.
 6. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the company and will make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the company.
 7. The Results on resolutions shall be declared on or after the AGM of the company and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolutions.
 8. The Results declared along with the Scrutinizer's Report(s) will be available on the website of the company (www.asmltd.com) and on Service Provider's website (<https://evoting.karvy.com>) within two (2) days of passing of the resolutions and communication of the same to the BSE Limited & Bangalore Stock Exchange Ltd.

FORM A

Format of covering letter of the annual audit report to be filed with the stock exchanges

1.	Name of the company	ASM Technologies Limited
2.	Annual financial statements for the year ended	31 st March, 2014
3.	Type of Audit observation	Unqualified
4.	Frequency of observation	NA
5.	To be signed by-	
	Managing Director	<i>[Signature]</i>
	CFO - SENIOR MANAGER - FIN	<i>[Signature]</i>
	Auditor of the company	<i>[Signature]</i>
	Audit committee chairman	<i>[Signature]</i>

