



ASM Technologies Limited

Annual Report
2011-12



www.asmltd.com

Board of Directors

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

Audit Committee

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

Share Transfer & Investor Grievance Committee

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

Remuneration Committee

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

Mr. Paul Schweer
Certified Public Accountant
USA

Mayur R Patel
Certified Public Accountant
USA

Company Law Advisor

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

Legal Advisors

INDUSLAW
Advocates
Bangalore, India

M/s. Michael A. Cottleer & Associates
Solicitors
USA

R. Lamar Frederick LLC.
Solicitors
USA

Bankers

State Bank of India
Bangalore, India

SBI Global Factors Ltd.,
Bangalore, India

Bank of Baroda
Bangalore, India

Indian Bank
Singapore

State Bank of India
Chicago, USA

State Bank of India
San Jose, CA

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

Registrars & Share Transfer Aents

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

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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”

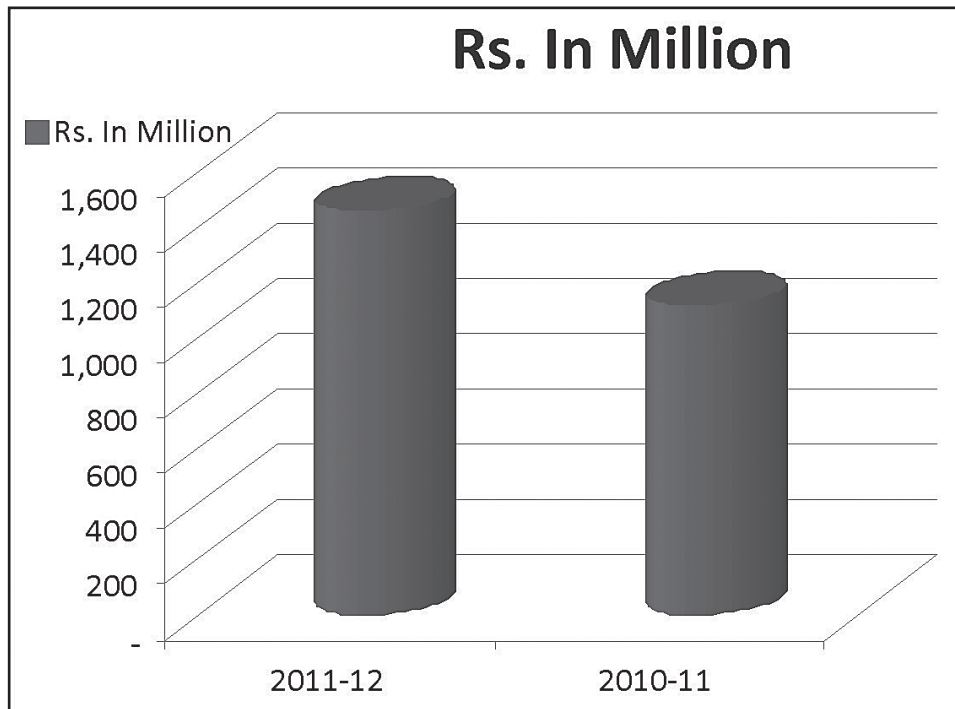
ASM Board of Directors



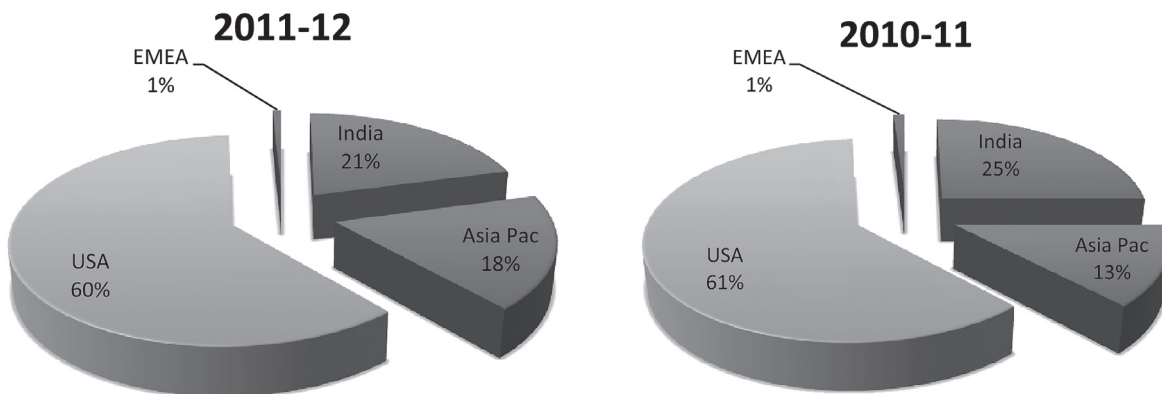
From left Prof. B.S. Sonde, Director, Dr. R.P. Shenoy, Director, M.R. Vikram, Chairman,
Rabindra Srikantan, Managing Director, Shekar Viswanathan Director.

ASM GROUP INFORMATION

ASM GROUP REVENUE (NET OF INTER COMPANY SALES)



Geographical Distribution of Revenue



NOTE : Group consists of :

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

CEO's Letter to the Shareholder

Dear Fellow Shareholder,

Looking back at the year gone by evokes mixed sentiments. The year began with a positive note with the global economic expansion of 5%. Advanced economies like the US and Europe which bore the brunt of the economic crisis were showing signs of stabilization and recovery. However as the year drew close there was anxiety around. The macro economic environment became challenging, the global currency market became volatile and decision making by clients including those in advanced economies started to become slow. While global economic scenario remained uncertain the Indian IT industry exhibited resilience and adaptability in continually reinventing itself to retain its appeal to clients. Embracing emerging technologies, increased customer-centricity, deepening focus on newer markets, adopting new business models are some successful growth strategies followed by the industry. The road ahead for the Indian IT-ITes market particularly in 2012 is full of hope and expectation. The hope from emerging opportunities the Industry can leverage and the expectation from the ability of the industry to bridge the developmental gaps across key sectors in the country. As per Nasscom global GDP, after growing by 2.7% in 2011, is expected to grow 2.5% in 2012, with developing economies growing thrice as fast as the developed economies. According to Gartner the enterprise software market is projected for continued growth in 2012, with revenue forecast to reach \$288 billion while the revenue for Enterprise resource planning (ERP) the largest segment within the enterprise application software market is expected to reach \$23.3 billion.

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 and fluctuating currency trends.

On a standalone front, the company's revenue grew by 14.14% on a year over year basis to Rs.7114.17 lakhs and profit after tax grew by 11.59% to Rs 727.53 lakhs. The focus during the year has been to continuously invest in improving our delivery practices, enhance our relationship with our existing customers, improvement of margins and source new customers.

The consolidated financials showed a revenue growth of 30% on a year over year basis to Rs.14557.00 lakhs with corresponding growth in profit after tax by 83.90% to 1154.65 lakhs.

Your Directors, pleased with the performance of the company, have recommended for approval of the members, a dividend of 25%,Rs.2.50/-on the par value of Rs. 10/- per share for the financial year 2011-12,subject to the approval of the shareholders at the forthcoming Annual General Meeting.

Future Outlook

The Global Economic Trend is up against strong headwinds this year and may slow down the growth, decision and spending process. While this would not lead to a recessionary outlook, it will be a challenge to meet the client & market expectations without much increase in the budgets. One of the ways to address this is to provide value based solutions to the customers and thereby provide a platform to innovate in better processes and products. With such an approach, the IT industry, which will be the driver for value based solutions, can consolidate its relationships with the customer on a sustained basis.

ASM will leverage this phase in consolidating and growing the organization by offering more services to the existing clients across other geographies and new client acquisitions. This phase will also set a platform to have more long term strategic partnerships with the customers moving up the value chain from project mode and center of excellence.

In view of meeting the global customer's current and future requirements ASM has embarked on a set of initiatives to meet the changing demands. One of the key initiatives is the creation of ARISE (ASM Research and Innovation Step for Excellence) with a mission to creation of New Products, Processes for long term growth and sustenance.

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.

Geographical Areas of Operation

The company has increased its presence in US to 4 offices, set up new office in Canada apart from India, Singapore and UK.

Expansion Areas

More Industry Specific Applications

ASM has embarked on deploying multi-solutions for the Industry Specific needs to address the Enterprise Solutions, Engineering and Technology Solutions. The focused sectors being Hi - Tech, Consumer Products, Process Industry, Clean Power Industry and Services Industry.

Paradigm Change in the way the Global Markets communicate

- Enterprise Mobility Solution: Enterprises are looking at various ways to meet their customer's needs and excel in operations leading to higher productivity. With growing deep penetration and adaptation of the mobile devices, ASM is working with customers in various Mobile Applications for the Enterprise, in a secure environment, which will empower them and their customers on near real time basis in achieving their objectives.
- Cloud Computing : ASM is working on cloud computing, which will be an inclusive solution program and change the way the Industries / Business communicate with their internal and external stakeholders across multiple geographies. This solution will further be refined for Specialized Industry Verticals.

Additional offerings to Enterprise Applications

- Development of Next Generation Products: ASM is a partner of choice for Co- Development of Products for the Fortune 500 Companies. The products under development are in the Integrated Enterprise Applications and Social Network Solutions for the Enterprise.
- Development of Adaptors for Enterprise Solutions: With diverse applications used by various clients based on their business needs, ASM has embarked on Development of Adaptors in partnership with ERP ISVs (Independent Software Vendors) which will seamlessly integrate multiple Enterprise Applications.

We attribute our success to an experienced management team and to a customer- oriented organization that is dedicated to excellence. Propelled 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, SBI Global Factors Ltd, Bangalore, Bank of Baroda, Bangalore, Indian Bank, Singapore ,State Bank of India, Chicago and 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: 11th May, 2012

Rabindra Srikantan
Managing Director

Our Board of Directors

Mr. M.R. Vikram Chairman

M.R. Vikram, Chartered Accountant and Financial Services Consultant, is a partner in a firm of Chartered Accountants, M. Anandam & Co, in Secunderabad. He is the Secretary of M. Venkatarangaiya foundation (MVF), a voluntary organization doing pioneering work in the field of child literacy. MVF, has mobilized 400000 illiterate children into schools in the past 15 years. M.R. Vikram has conducted Special and Investigation audits to report to the Reserve Bank of India, IDBI, IFCI and ICICI and other premier Financial Institutions in the country and also conducted compliance studies for the RBI's Forex Reserves. He serves as an Advisor, Auditor and Director of many companies which include Glochem Industries Ltd., GTN Industries Ltd., Wings Infonet Ltd. etc.

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 also the President of Pinnacle Talent Inc.,USA, Director of Advanced Synergic Pte Ltd, Singapore, President of ESR Associates Inc.,USA & Abacus Business Solutions Inc,USA.

Dr. R.P. Shenoy Director

Dr. R.P. Shenoy who holds a Ph.D. in Electrical Engineering from University of Winconsin, USA. served the Defence R&D Organization of the Government of India till he retired in 1989 as Distinguished Scientist. He is a recipient of Padma Shree Award (Presidential award) for his contributions to the field of military electronics in India, During his service with the government of India, he was closely associated with the Indian Institute of Science, Bangalore, which invited him to be a Visiting Professor for a period of two years after his retirement. Dr. R.P. Shenoy is a fellow of Indian National Academy of Engineers and a Distinguished Fellow of the Institution of Electronics and Telecommunication Engineers. In the year 2000 he was the recipient of the prestigious Aryabhata award and the Distinguished Alumnus Award for the Indian Institute of Science, Bangalore. In particular, he is known for his contributions to the development and growth of radar technology in India for which he received the Life Time Achievement Award from the Defence R&D Organization, Government of India in 2001.

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

Shekar Viswanathan , a Chartered Accountant, is the Deputy Managing Director , (Commercial) of Toyota Kirloskar Motor Pvt Ltd since January, 2009. 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 2010-2011, 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 Ltd.

Our Core Business

About Us

ASM Technologies Limited is 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
 - Bangalore ,Hyderabad - INDIA
 - Chicago, Santa Clara, Los Altos and Toledo –USA
 - Singapore
 - 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

84% 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.”

Highlights

Business Systems

- ERP Package Services (SAP, Oracle, PeopleSoft & Microsoft Dynamics)
- Implementation, Rollout, Upgrade, Training, Documentation, Support & Maintenance
- 200+ ERP Projects
- ERP Product Development Services
- Expertise in SharePoint
- Enterprise Mobility

Engineering Services

- Expertise in the of Process, Manufacturing, Systems and Design & Development activities in the areas of Mechanical, Electrical & Electronics
- Product ideation, industrial design and concepts generation
- Systems engineering and soft validation (3D CAD models, simulations and analysis)
- Detailed engineering
- Value Engineering
- Reliability Engineering
- Modeling and Analysis
- Reverse engineering
- Sustenance Engineering
- Tooling & Test Fixtures

IT Infrastructure Services

- Mobility Infrastructure
- Network Security
- Network Support
- Identity Management
- Data Center
- Linux / Unix /Solaris Storage Support
- Cad Blade Support
- Citrix VDI Support

Technology Solutions

- Product Development
- Product Testing
- Embedded Technologies
- Real Time Applications



Service Offerings

- Product Design
- Value Engineering
- Reverse Engineering
- Re-Engineering & Manufacturing of Electrical, Mechanical & Sub Assemblies.
- Sustenance Engineering
- Prototyping, Testing & Manufacturing
- PCB Design & Manufacturing

Engineering Services



- SAP
- Oracle
- People Soft
- Siebel
- JD Edwards
- Microsoft Dynamics
- Microsoft Applications
- Internet Applications
- Share Point

Business Systems



- Mobility Infrastructure
- Network Security
- Network Support
- Identity Management
- Data Center
- Linux / Unix /Solaris Storage Support
- Cad Blade Support
- Citrix VDI Support

IT Infrastructure Services



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

Technology Solutions



REPRESENTATIVE CLIENT LIST

Hi - Tech



Manufacturing



Oil & Gas, Energy



BFSI



Telecom



Retail



Consumer Products



PHILIPS

SONY®

Pharma

Health Care



PARTNERSHIPS

ORACLE®



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

Notice

Notice is hereby given that the 20th Annual General Meeting of the Company will be held on Wednesday the 27th of June , 2012 at 11.00 a.m. at Pai Vijay Hall, No. 530/58, 33rd, Cross, 11th Main, 4thBlock, Jayanagar, Bangalore- 560011 transact the following business.

ORDINARY BUSINESS

1. Adoption of Accounts

To receive, consider, approve and adopt the Balance Sheet as at 31.03.2012, the Profit and Loss Account for the year ended 31.03.2012 and the Cash Flow Statement for the year ended 31.03.2012 together with the report of the Auditors and Directors thereon.

2. Declaration of Dividend

To declare dividend for the financial year ended 31st March, 2012.

3. Re-appointment of Prof. B.S. Sonde

To appoint a Director in place of Prof B.S.Sonde, who retires by rotation and being eligible offers himself for re-appointment

4. 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

5. Re-appointment of 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 198,269,309 , Schedule XIII of the Companies Act 1956(including any statutory modifications or enactments thereof, for the time being in force) and as approved and recommended by the Remuneration committee and the Board and subject to the approval of the Central Government 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 for a period of three years with effect from 8.11.2011 on a remuneration of Rs. 5,00,000/- 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.

RESOLVED FURTHER THAT the Managing Director also be paid commission @1% of the Net Profits of the company in accordance with provisions of Part II Section I of Schedule XIII and Section 309(3) of the Companies Act 1956.

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 XIII to the Companies Act, 1956, the Board of Directors be and is hereby authorized to vary or increase the remuneration including salary, commission, 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.

6. 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 228 and other applicable provisions, if any, of the Companies Act, 1956, 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 2012-2013 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 1956.”

REGD. OFFICE

80/2, Lusanne Court
Richmond Road
Bangalore 560 025
Date : 11th May, 2012

By Order of the Board

Sd/-
RABINDRA SRIKANTAN
Managing Director

Notes

1. The relative Explanatory Statements pursuant to Section 173 of the Companies Act, 1956 in respect of the business under items 5&6 set out above are annexed here to and forms part of the Notice.
2. A member entitled to attend and vote at a meeting is entitled to appoint a proxy 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.
3. Members holding shares in physical form are requested to notify any change in their address to the Company/Karvy Computershare 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 of the Company will remain closed from 20.06.2012 to 27.06.2012 (both days inclusive).
5. For the convenience of the members, attendance slip is annexed to the proxy form. Members are requested to fill-in and affix their signature at the space provided and hand over the attendance slip at the entrance place of the meeting. Proxy representative of a member should mark on the attendance slip as "PROXY" or "REPRESENTATIVE" as the case may be.
6. Members desiring any information on the accounts at the AGM are requested to write to the Company at least ten days in advance so as to enable the company to keep the information ready.
7. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
8. In terms of Article 131 of the Articles of Association read with Section 256 of the Companies Act, 1956, Prof.B.S.Sonde, Director, retires by rotation at the ensuing Meeting and being eligible, offers himself for re- appointment. The Board of Directors of the company commend the re-appointment.
9. In case of joint holders attending the Meeting, only such joint holder whose name appears first in the joint name will be entitled to vote.
10. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company.
11. 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.
12. Brief resume of the Directors proposed to be appointed/re-appointed, nature of their 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.
13. The Register of Directors` shareholding, maintained under Section 307 of the Companies Act, 1956, will be available for inspection by the members at the AGM.
14. Subject to the provisions of Section 206A of the Companies Act 1956,dividend as recommended by the Board of Directors, if declared at the meeting, will be payable on or after 27th of June, 2012, to those members whose names appear on the Register of Members as on 19th of June, 2012.
15. 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 19th of June, 2012 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.

16. Members were informed last year that the Ministry of Corporate Affairs (MCA) Government of India had by its circular No. 17/2011 dated 21.04.2011 and circular No. 18/2011 dated 29.04.2011 respectively, permitted companies to send official documents to their shareholders electronically as part of its green initiatives in Corporate Governance. Recognising the spirit of the circular issued by the Ministry of Corporate Affairs we are sending documents like Annual Reports, Quarterly financial updates etc to the mail address provided by you with your depositories.

We request you to update your email address with your depository participant to ensure that the Annual Reports and other documents reach you on your preferred email account.

17. Members who have not received or encashed the dividend warrants in respect of the dividend declared for the years 2007-08, 2008-2009, 2009-2010 and 2010-2011 are requested to correspond with the Registrars / Company Secretary at the Company's Registered Office for obtaining payment in lieu of warrants. 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 be transferred as per Section 205A of the Companies Act 1956, to the Investor Education and Protection Fund (IEPF) established by the Central Government. Pursuant to the provisions of Section 205A(5) and 205C of the Companies Act, 1956, the Company has transferred the unpaid or unclaimed dividends for the financial years 1994-1995 and 2007-2008, to the Investor Education and Protection Fund (IEPF) established by the Central Government.

ADDITIONAL INFORMATION ON DIRECTORS RECOMMENDED FOR APPOINTMENT OR SEEKING ELECTION AT THE ANNUAL GENERAL MEETING AS REQUIRED UNDER CLAUSE 49(VI)(A) OF THE LISTING AGREEMENT.

The relevant information relating to the Director proposed to be re-appointed vide Ordinary Business No. 3 & appointed vide Special Business 5 in the Notice of the AGM is given below:

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.

Explanatory Statement Pursuant to Sec. 173(2) of the Companies Act 1956:

Item No. 5

The members are aware that at the Annual general meeting of the company held on 20th June, 2009, Mr Rabindra Srikantan was re-appointed as the Managing Director of the company for a period of 3 years w.e.f. 8.11.2008 on a remuneration of Rs. 2,50,000 per month inclusive of perquisites. His term of office expired on 7.11.2011. Further considering the technical and professional qualification of Mr. Rabindra Srikantan and the pivotal role played by Mr. Rabindra Srikantan in the growth of the company the Board of Directors at the meeting held on 27th October, 2011, as per the recommendations made by the Remuneration Committee have re-appointed Mr. Rabindra Srikantan, as the Managing Director of the Company for a period of three years, on a remuneration Rs.5,00,000/- per month, inclusive of perquisites, plus a commission of 1% of the Net Profits in accordance with Schedule XIII Sec. II(B) of Part II to the Companies Act 1956 and provisions of Part II Section I of Schedule XIII and Section 309(3) of the Companies Act 1956, respectively, subject to the approval of the Central Government and members.

The following however will not be included as perquisites / remuneration:

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. 302 of the Companies Act. 1956.

None of the Directors of the company except Mr. Rabindra Srikantan, is directly or indirectly interested or concerned in the resolution.

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	Net Profit (after tax)
2012	Rs.7114.17 lakhs	Rs.727.53 lakhs
2011	Rs. 6232.74 lakhs	Rs. 651.94lakhs
2010	Rs. 4279.18 lakhs	Rs. 342.81 lakhs

5. Export performance and Net foreign exchange for the year ended 31st March 2012 :

Exports: Rs.3741.83 lakhs
Net Foreign exchange earnings: Rs. 2735.22 lakhs

6. Foreign Investments as on 31st March 2012 :

Investments in Wholly owned subsidiaries-

Pinnacle Talent Inc - Rs. 73.23 Lakhs
Advanced Synergic Pte Ltd - Rs. 371.37 Lakhs

II Information about the appointee:

1. Background details & Job suitability-

Mr.Rabindra Srikantan holds a M.S. degree in Computer Engineering and Computer Science. He has a wide industry experience of about 24 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 , also one of the Promoter directors, 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. 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.

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.

2. Past Remuneration:

The compensation of Rs. 2,50,000/- per month (inclusive of perquisites) to Mr. Rabindra Srikantan was last approved by the members at the AGM held on 20th of June, 2009 payable w.e.f. 8.11.2008, till the expiry of his term of office.

3. Remuneration proposed: The role and responsibilities of Mr. Rabindra Srikantan, as Managing Director of the company have become significantly important compared to the previous years in the light of challenging situations in the wake of global uncertainties. The Board of Directors therefore recommend the remuneration as stated above.

4. 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.

5. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any,
None

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 over the last three years and is expected to increase considerably over the coming years.

Your Directors commend the resolution for your approval.

None of the Directors except Mr. Rabindra Srikantan is directly or indirectly concerned or interested in the resolution.

Item No. 6

During the years 1999-2000, 2001-2002, and 2011-2012 the company had opened branch offices in Chicago, USA, UK, and Santa Clara in California, USA. It is necessary to appoint Auditors, under the provisions of Sec.228 of the Companies Act 1956 for auditing the accounts of the Branches of the company for the year 2012-2013. 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 2012-2013 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 1956.

None of the Directors is directly or indirectly concerned or interested in the Resolution.

Your Directors commend the resolution for your approval.

Directors' Report

To the Members,

We are pleased to present the 20th Annual Report together with the Audited Accounts of the Company for the year ended 31st March 2012.

1. Financial Results

(Rs. In lakhs)

	2011-1012	2010-11
Income from software services and products	7114.17	6232.74
Software development expenses	5638.06	4904.34
Gross Profit	1476.11	1328.40
Administrative expenses	401.23	327.73
Operating Profit before Interest	1074.88	1000.67
Depreciation & Tax (EBIDTA)		
Depreciation	71.87	61.00
Interest	178.60	146.24
Other income	178.14	40.17
Profit/-Loss before Tax (EBT)	1002.55	833.60
Provision for Tax	272.26	166.82
Deferred Tax Income/-Expense	2.75	14.83
Net Profit /-Loss (PAT)	727.54	651.94
Profit & Loss Balance brought forward	985.23	549.89
Amount available for appropriation	1712.77	1201.84
Dividend	125.00	100.00
Dividend Tax	20.27	16.61
Transfer to General Reserve	300.00	100.00
Balance in Profit & Loss A/c	1267.49	985.23

2. Results of Operation

Considering the uncertain global economic environment the performance of the company during 2011-2012 has been very gratifying with a consolidate revenue growth of 30% Year-on-Year.

On a standalone basis the company registered a total revenue of Rs.7114.17 lakhs for the year ended 31st March 2012, a growth of 14.14% over the same period the previous year. Domestic sales was Rs.3372.34 lakhs while Export sales was Rs.3741.83 lakhs an increase by 34.50% to that of the previous year. EBIDTA was at Rs.1074.88 lakhs while Profit after tax increased by 11.59% to Rs. 727.53 lakhs.

On a Consolidated basis the company registered a total revenue of Rs.14557.00.lakhs for the year ended 31st March 2012, a growth of 30% over the same period the previous year. EBIDTA was at Rs.1721.41 lakhs while Profit after tax increased by 83.90% to Rs.1154.66 lakhs.

3. Dividend

Based on the Company's performance, the Directors are pleased to recommend for approval of the members a dividend of Rs. 2.50 per equity share of Rs 10/-each for the financial year 2011-2012. The total dividend amount paid out if approved by members will be Rs.125 lakhs while Rs. 20.27 lakhs will be paid by the company towards 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 Rs.300.00 lakhs to General Reserve out of the amount available for appropriations and an amount of Rs. 1267.49 lakhs is proposed to be retained in the Profit & Loss Account.

5. Subsidiaries

Advanced Synergic Pte Ltd – achieved a gross revenue of Rs. 3337.65 lakhs for the year ended 31st March, 2012 as against Rs. 1628.01 lakhs for the same period last year, a growth of 105%. The Company registered a pre tax profit of Rs 412.82 lakhs for the year under review.

Pinnacle Talent Inc, USA- achieved a gross revenue of Rs.2040.45 lakhs and a pre tax profit of Rs.82.08 lakhs for the year ended 31st March 2012.

ESR Associates Inc., USA – achieved a gross revenue of Rs 954.47 lakhs and a pre tax loss of Rs.46.08 lakhs for the year ended 31st March, 2012.

Abacus Business Solutions Inc- achieved a gross revenue of Rs. 5160.91 lakhs for the period ended 31st March, 2012 and registered a pre tax profit of Rs.66.14 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

The Global Economic Trend is up against strong headwinds this year and may slow down the growth, decision and spending process. While this would not lead to a recessionary outlook, it will be a challenge to meet the client & market expectations without much increase in the budgets. One of the ways to address this is to provide value based solutions to the customers and thereby provide a platform to innovate in better processes and products. With such an approach, the IT industry, which will be the driver for value based solutions, can consolidate its relationships with the customer on a sustained basis.

ASM will leverage this phase in consolidating and growing the organization by offering more services to the existing clients across other geographies and new client acquisitions. This phase will also set a platform to have more long term strategic partnerships with the customers moving up the value chain from project mode and center of excellence.

In view of meeting the global customer's current and future requirements ASM has embarked on a set of initiatives to meet the changing demands. One of the key initiatives is the creation of ARISE (ASM Research and Innovation Step for Excellence) with a mission to creation of New Products, Processes for long term growth and sustenance.

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.

Geographical Areas of Operation

The company has increased its presence in US to 4 offices, apart from India, Singapore and UK.

Expansion Areas

More Industry Specific Applications

ASM has embarked on deploying multi-solutions for the Industry Specific needs to address the Enterprise Solutions, Engineering and Technology Solutions. The focused sectors being Hi – Tech , Consumer Products , Process Industry, Clean Power Industry and Services Industry.

Paradigm Change in the way the Global Markets communicate

- Enterprise Mobility Solution: Enterprises are looking at various ways to meet their customer's needs and excel in operations leading to higher productivity. With growing deep penetration and adaptation of the mobile devices, ASM is working with customers in various Mobile Applications for the Enterprise, in a secure environment, which will empower them and their customers on near real time basis in achieving their objectives.
- Cloud Computing : ASM is working on cloud computing, which will be an inclusive solution program and change the way the Industries / Business communicate with their internal and external stakeholders across multiple geographies. This solution will further be refined for Specialized Industry Verticals.

Additional offerings to Enterprise Applications

- Development of Next Generation Products: ASM is a partner of choice for Co- Development of Products for the Fortune 500 Companies. The products under development are in the Integrated Enterprise Applications and Social Network Solutions for the Enterprise.
- Development of Adaptors for Enterprise Solutions: With diverse applications used by various clients based on their business needs, ASM has embarked on Development of Adaptors in partnership with ERP ISVs (Independent Software Vendors) which will seamlessly integrate multiple Enterprise Applications.

7. Corporate Social Responsibility

An essential component of our Corporate Social Responsibility is to care for the community. In recognizing the imperative need the company has continued its contribution for the year 2011-12 by donating a sum of Rs.1.41 lakhs to the Akshaya Patra Foundation (ISCKON) towards providing Free Midday Meal for under privileged children in School, Rs. 1.00 lakhs to Agastya International Foundation a Bangalore-based education trust seeking to transform and stimulate the thinking of rural children and teachers ,Rs.0.35 lakhs to the Bale Mane Trust , which provides shelter and education to girls between the age of 6 and 18 and Rs. 0.24 lakhs to the SOS villages of India which helps build families for children in need and enables them shape their own futures.

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 2012, is provided elsewhere 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).

12. Directors

As per Article 131 of the Articles of Association of the company Prof.B.S. Sonde, Director, retires by rotation and is eligible for reappointment.

Brief profile of the Directors proposed for re-appointment/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 Rs. 5,00,000 per month is not applicable for the year 31st March 2012. This is in view of the Notification dated 31.3.2011 by the Ministry of Corporate Affairs raising the limit of employee`s salary to be disclosed in Directors Report. It is further clarified vide General Circular No.23/2011 dt. 3.5.2011 of the Ministry of Company Affairs that the above said notification is applicable to all Directors Report under Section 217 of the Companies Act 1956, approved by the Board on or after 1st of April, 2011, irrespective of the accounting year of the annual accounts being approved by the Board.

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 Rs. 3741.83 lakhs and Foreign Exchange used was Rs 1006.61 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 and the company received certificate from them confirming that their appointment, if made, would be within the limits prescribed under Section 224(1B) of the Companies Act, 1956 and that they are not disqualified for such appointment, within the meaning of Sub-sections (3) and (4) of Section 226 of the Companies Act, 1956.

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, SBI Global Factors Ltd. Bangalore, Bank of Baroda, Bangalore, Indian Bank, Singapore, State Bank of India, Chicago and 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 : 11th May, 2012

M.R. Vikram

Chairman

Rabindra Srikantan

Managing Director

REPORT ON CORPORATE GOVERNANCE

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

I COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

Good corporate governance is an integral part of the company's Management and business philosophy. The company subscribes fully to the principles and spirit of good Corporate Governance and embeds the principles of independence, integrity, accountability and transparency into the value system driving the company. The Board of Directors exercise their fiduciary responsibilities towards all stakeholders by ensuring transparency and independence in their decision making process. The company has adopted a Code of Ethics for its Senior Management and the Board of Directors, which serves as a guide on the standards of values, ethics and business principles.

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.

II BOARD OF DIRECTORS

The Board is primarily responsible for the overall management of the Company's business. Currently the Board consists of 5 members, four of whom are independent directors and one promoter director who is the Managing / Whole- time director. The Managing Director is responsible for Corporate strategy, planning and other management matters. The Managing Director and the senior management personnel are responsible for achieving annual business targets, acquisitions, new initiatives and investments. They 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 2011-2012 7 meetings of the Board were held, on 28.05.2011, 11.07.2011,30.8.2011,27.10.2011, 13.12.2011, 24.01.2012 & 29.03.2012.

The 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 Directorships of other public companies	No. of Committee Positions held in Other companies	
						Member	Chairman
Mr. M R Vikram Chairman	Independent-Non Executive Director	7	5	Yes	4	5	1
Mr. Rabindra Srikantan Managing Director	Executive Director	7	7	Yes	NIL	NIL	NIL
Dr. R.P.Shenoy Director	Independent-Non Executive Director	7	5	Yes	NIL	NIL	NIL
Prof. B. S. Sonde Director	Independent-Non Executive Director	7	4	Yes	NIL	NIL	NIL
Mr.Shekar Viswanathan Director	Independent-Non Executive Director	7	5	-	1	NIL	NIL

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

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 assets, investments, subsidiaries of material nature, not in the regular course of business.

III. BOARD COMMITTEES

The Board has three committees namely, audit committee, share transfer and investor grievance committee and 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.

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 with the following mandate:

- Oversee the Company's financial reporting process and the disclosure of its financial information.
- Recommend appointment and removal of statutory auditors, fixation of audit fee and also approve payment for other services.
- Review the adequacy of internal audit functions and adequacy of internal control systems with the Management, Statutory and Internal Auditors.
- Review the Company's financial and risk management policies.
- Review statement of significant related party transactions, and ensure compliance with accounting standards.
- Review with the Management, internal and the statutory auditor the Quarterly/Annual financial results before submission to the Board for approval.

Composition :

Sl. No.	Name of Director	Position	Status
1.	Mr. M.R.Vikram*	Chairman	Independent Director
2.	Dr. R.P.Shenoy	Member	Independent Director
3.	Prof. B.S. Sonde	Member	Independent Director
4.	Mr Shekar Viswanathan*	Member	Independent Director
5.	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

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

*Appointed with effect from 27.01.2012

2. Share Transfer & Investor Grievance Committee

Role of the Committee

The Committee reviews and administers transfer of shares, transmission of shares, rematerialisation, transposition is suance 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 Computershare 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

Sr. 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

Share Transfer & Investor Grievance Committee Meeting and attendance during the year

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

During the year 2011-2012 11 complaints were received all of which were resolved with nothing pending as on 31st March 2012. The shareholding in dematerialized mode as on March 31st , 2012 as being 89.80 %.

BSE &BgSE have confirmed that as on 31.03.2012 there is no investor Complaints/queries pending to be solved by the Company/Registrars & Share Transfer Agents.

3. Remuneration Committee

The Managing Director, being the only Executive Director is paid remuneration within the limits envisaged under Schedule XIII of the Companies Act 1956. The remuneration is approved by the Board, Remuneration Committee as well as the Share holders of the Company. The Non-Executive Directors are paid remuneration only by way of sitting Fees. During the year the company filed an application with Central Government seeking 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 Rs.2,50,000/- to Rs. 5,00,000/per year inclusive of perquisites. The company is yet to receive approval from the Central Government as on date.

Terms of reference :

Brief Terms of Reference is as follows-

- to determine salaries and benefits to Senior management Employees and Directors of the Company.
- develop and recommend to the Board Corporate Governance Guidelines applicable to the Company
- lay down policies and procedures to assess the requirements for induction of new members on the Board

Composition :

Sr. No.	Name of Director	Position	Status
1.	Prof. B.S. Sonde	Chairman	Independent Director
2.	Dr. R.P. Shenoy	Member	Independent Director
3.	Mr. M.R.Vikram	Member	Independent Director
4.	Mr.Shekar Viswanathan*	Member	Independent Director

*Appointed with effect from 27.01.2012

The Remuneration Committee held 1 committee meeting during the year 2011- 2012.

Details of Remuneration payable to Directors for the year FY2011-12

Name of Director	Salary & perquisites	Sitting Fees
Mr. M.R.Vikram	-	Rs. 12,500
Mr.Rabindra Srikantan	Rs.30,00,000	-
Dr. R.P.Shenoy	-	Rs.12,000
Prof. B.S.Sonde		Rs 12,500
Mr. Shekar Viswanathan		Rs.15,000

Shareholding in the Company of Non-Executive Directors as on 31.03.2012

Name	No. of Equity shares held
Mr. M.R.Vikram	NIL
Dr. R.P.Shenoy	1000
Prof. B.S.Sonde	NIL
Mr. Shekar Viswanathan	NIL

IV. SHAREHOLDERS MEETINGS

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

Year	Date & Time	Venue	Special resolution Passed
2008-2009	20th June, 2009, 10.30am	Pai Vijay Hall, 33rd Cross, 11th Main 4th Block Jayanagar, Bangalore- 560 011	Re-appointment of the Managing Director
2009-2010	10th July, 2010 11.30am	Pai Vijay Hall, 33rd Cross, 11th Main 4th Block Jayanagar, Bangalore- 560 011	-Payment of commission to the non-executive directors. -Acquisition of M/s Abacus Business Solutions Inc. a US based firm.
2010-2011	11th July, 2011 11.30 am	Pai Vijay Hall, 33rd Cross, 11th Main 4th 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 2.20 to the Notes forming part of the Accounts 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 2011-12, 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 other than constituting the Remuneration Committee.

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 2011-12

Sd/-

Place : Bangalore
Date : 11th May, 2012

Rabindra Srikantan
Managing Director

IX. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Overview

The financial statements have been prepared in line with the requirements as specified under the Companies Act 1956, Securities Exchange Board of India (SEBI) and Generally Accepted Accounting Principles in India (GAPP). The estimates and judgments relating to the financial statements have been made on a reasonable basis so that the financial statements reveal a true and fair picture of the essence of the transactions and reasonably present the state of affairs, profits and cash flow of the company for the year. Our Management accepts responsibility for the objectivity of these financial statements as well as for the estimates and judgments used therein.

1. Industry Structure and Development shaken

The advent of 2012 has signaled a possible slowdown in the US and Europe, which account for 85% revenues for the \$70 billion Indian IT-ITes industry. Fears of a double-dip depression in the US, sovereign debt crisis concerns in Eurozone countries and the overall slower global growth expectations were looming large. The grim scenario was further shaken by the uncertain global financial environment following the downgrade of US long term credit rating. Despite an expected moderation in revenue growth in 2012 from 2011 levels the outlook for the Indian IT services sector is stable on the back of its strong liquidity position. Businesses are increasingly looking to IT to help support the challenges of enhancing customer support, supply chain management, optimizing business process or helping drive innovation in the business. India like other emerging markets, continues strong momentum, despite inflationary pressures and appreciation of the rupee against the US dollar. Despite challenging economic conditions, the enterprise software market in India is projected to grow 13% in 2012 as revenue reaches \$3.22 billion in 2012, according to Gartner. India's enterprise software market is forecast to maintain its strong performance, with an estimated CAGR of 13.6% from 2009 to 2016, the third highest growth rate in the world. As per Nasscom IT services exports is the fastest growing segment growing by 19% in FY2012 to account for exports of US\$40 billion.

2. Opportunities

Technology plays an important role in the revival of business and along with that the emergence of new powerful technologies like cloud would provide tremendous opportunities. A McKinsey estimate is that by 2020, the IT industry will be between US\$220-300 billion, providing huge opportunity.

Companies are focusing on their core competencies and using outsourced technology service providers to adequately address these needs. The global economic uncertainties has paved the way for numerous opportunities directing the focus on underpenetrated markets like Eastern Europe, Latin America and Japan. Further the focus of Industry has changed from taking orders to helping companies transform their business and this will drive the growth further.

Cloud computing is another area which may drive the IT need of the services industry during the year mainly due to its manageable IT infrastructure and cost effectiveness. The mid market segment remains a major growth avenue for enterprise applications. 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. The Indian IT-ITes industry is expected to grow by 16-18% in 2012 and become a \$225 billion industry by 2020. The domestic IT-ITes market alone is expected to increase by more than double to \$41 billion by 2015. These growth estimates are testament to the emerging opportunities.

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. Employee Risk

People are considered to be the vital resource for the growth of a company. In the current highly competitive environment Human Resource function has emerged as a critical function in every company. Developing and retaining quality talent is another challenge faced by the Industry today. Rising attrition is a major risk in the industry in the background of increasing opportunities in the software outsourcing boom.

The company believes that it is necessary to recruit and retain staff possessing advanced technical skills by upgrading their skills and thereby enhance their ability to formulate key strategies ASML's constant goal and its biggest strength, is a healthy, happy and prosperous work environment for its employees, with ample opportunities for career growth. The company's remuneration structure is at par with the IT industry norms.

b. Exchange Fluctuation Risk.

With turmoil in global markets Indian companies need to brace themselves against extreme currency fluctuation. Earlier this year with concerns about US its growth and unemployment the dollar depreciated drastically against all global currencies and with crisis in Europe the dollar appreciated. The company has a defined policy for managing its foreign exchange exposure. The company tracks the foreign exchange markets closely and takes appropriate hedging decisions from time to time.

c. Competition Risk

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.

d. New Technologies and Business Models

In these times of global uncertainties companies need to work on re-inventing and embracing new business models, strengthening innovation capacity and research capabilities. The increasing globalisation of the Indian economy is leading to a growing need for modern software with the latest features and improved functionality. Though the global IT budget is expected to be flat in 2012, Indian firms hope to shine by capturing bigger share of the market with improved offerings. 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. 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. One of the key initiatives is the creation of ARISE (ASM Research and Innovation Step for Excellence) with a mission to creation of New Products, Processes for long term growth and sustenance. ASM has constantly expanded its infrastructure, technology and people skills to address the specialized markets in which 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. The company adopts various standards to ensure that information is secure and is not susceptible to disasters. 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.

e. Geography Risk

Overdependence on any one geography market entails risk of volatility and downturn in that economy. The global economic uncertainties has paved the way for numerous opportunities directing the focus on underpenetrated markets like Eastern Europe, Latin America and Japan. One of the factors contributing to the growth of the Indian IT industry this fiscal include expansion into newer geographies and verticals where growth is 1.4 times that in the mature markets. 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 downturns in specific markets 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.

Controls in the management system have been strengthened with the help of review conducted by the Internal audit team. The internal audit team examines and evaluates the adequacy and effectiveness of Internal Control system and ensures that the system designed and implemented provides adequate internal control commensurate with the size and operations of the company and also compliance with the Accounting standards. 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. 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. A detailed note on the functioning of the audit committee forms part of the chapter on Corporate Governance in this Report.

6. Financial Condition and Operational performance

a. Share Capital

The Company has at present only one class of shares. The authorized share capital is 70,00,000 Equity shares of Rs. 10/- each, constituting to Rs.700.00 lakhs. There was no increase in the issued, subscribed and paid up capital of Rs. 500.00 lakhs during the year under review.

b. Reserves and Surplus

The company has voluntarily transferred Rs. 300.00 lakhs representing 41.24% of the profits for the year ended 31st March 2012, (previous year Rs. 100.00 lakhs) to the general reserves account from the Profit and Loss account.

c. Shareholder Funds

The total shareholder funds increased to Rs.2600.80 lakhs as at 31st March, 2012 from Rs. 2018.54 lakhs as of the previous year end.

d. Profit & Loss account

The balance retained in the Profit & Loss Account as at 31st March 2012 is Rs. 1267.49 lakhs after providing dividend for the year of Rs. 125.00 lakhs and dividend tax of Rs. 20.27 lakhs thereon. The total amount of profits appropriated to dividend including dividend tax was Rs. 145.27 lakhs, as compared to Rs. 116.61 lakhs in the previous year.

e. Fixed Assets

During the year 2011-2012 the Company has added Rs. 226.55 lakhs to the gross block of assets while in respect of Capital work-in-progress there was an increase of Rs. 74.58 lakhs over that of the previous year. Additions were mainly incurred for new facility at Bangalore.

f. Net Worth

The return on Net worth (RONW) for the year ended 31st March 2012 was 27.97% as compared to 32.30% for the same period last year.

g. Income

Of the total revenues for the year ended 31st March, 2012, Rs. 3741.83 lakhs was derived from export operations and Rs. 3372.34 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 Rs. 1074.88 lakhs representing 15.11% of total revenues as compared to Rs. 1000.67 lakhs representing 16.05% of total revenues, during the previous year.

i. Earnings per share

Our earnings per share increased by 11.60% during the year to Rs. 14.55 from Rs. 13.04 per share the previous year.

j. Developments in Human Resources/ Industrial Relations

The employee strength of the company as on 31st March, 2012 was 754 while in respect of the ASM group, the total strength including contractual employees was 931. 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 March 31, 2012, 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 was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions 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.

for **Sudhakar Pai Associates,**
Chartered Accountants,

CA. B. SUDHAKAR PAI
Partner
Membership No. 018187

Place : Bangalore.
Date : 11th May, 2012

X. GENERAL INFORMATION FOR SHAREHOLDERS

20th Annual General Meeting

1. Date & Time : 27th June 2012 at 11.00.a.m.
2. Venue : No. 530/58 Pai Vijay Hall, 33rd Cross, 11th Main, 4th Block, Jaanagar, Bangalore -560011
3. Date of Book Closure : 20.06.2012 – 27.06.2012 (both days inclusive)
4. Dividend Payment Date : On or after 27th June,2012 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 2012-2013 has been paid
8. Stock Code : BgSE- ADVSYNER
BSE - 526433
9. D`mat ISIN No. in NSDL & CDSL
for Equity Shares : INE867C01010

10.Unclaimed Dividend

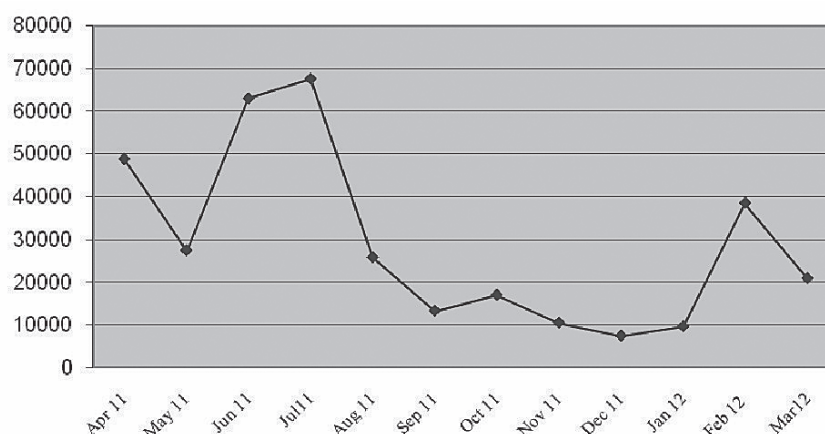
Section 205 of the Companies Act , 1956, mandates that companies transfer dividend that has been unclaimed for a period of seven years from the unpaid dividend account to the Investor Education and Protection Fund (IEPF) . In accordance with the following schedule, the dividend for the years mentioned as follows, if unclaimed within the period of seven years will be transferred. to IEPF.

Year	Dividend per share of Rs.10/-	Date of declaration	Unpaid Amt as on 31.3.2012 (Rs.)	Due date for transfer to IEPF
2007-2008	Rs 0.75	4th June, 2008	1,18,276.00	3rd July,2015
2008-2009	Rs.1.00	20th June, 2009	1,80,574.00	19th July,2016
2009-2010	Rs.1.20	10th,July, 2010	2,57,375.00	9th August,2017
2010-2011	Rs.2.00	11th July,2011	4,34,986.00	10th August, 2018

11. Market Price Data : The month wise high and low prices and volume of shares of the Company traded on the Mumbai Stock Exchange (BSE) for the period April 2011- March 2012 is given below:

Months	High (Rs.)	Low (Rs.)	Volume
April 2011	83.45	67.70	48785
May 2011	79.50	52.70	27422
June 2011	75.00	56.00	62915
July 2011	86.55	65.00	67523
August 2011	77.95	51.55	25827
September 2011	64.00	50.90	13309
October 2011	72.00	50.75	17017
November 2011	70.00	55.30	10519
December 2011	63.00	53.75	7470
January 2012	74.50	57.10	9639
February 2012	73.00	65.25	38492
March 2012	81.45	63.05	20920

ASML Volume of shares traded at BSE



12. Dematerialisation of Shares : 89.79 % of the capital has been dematerialised as on 31.3.2012
13. Market Capitalisation as on 31.3.2012 : Rs. 3255 Lakhs
(as per closing price in BSE)
14. No. of Employees as on 31.03.2012 : 754
No. of Employees (Group) : 931
(including contractual staff)
15. No. of Shareholders as on 31.03.2012 : 3954
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 physical transfer of shares.
17. Distribution of shareholding as on 31.03.2012.

No. of shares		No. of shareholders	% of holders	No. of shares	% to total shares
From	To				
1 -	5000	3671	92.84	494932	9.89
5001 -	10000	127	3.21	103021	2.06
10001 -	20000	59	1.49	88364	1.77
20001 -	30000	27	0.68	68640	1.37
30001 -	40000	13	0.33	45907	0.92
40001 -	50000	11	0.28	49266	0.99
50001 -	100000	18	0.46	132969	2.66
100001 & above		28	0.71	4016901	80.34
TOTAL		3954	100.00	5000000	100.00

18. Share holding in Physical & Electronic form as on 31.03.2012:

Particulars	No. of shares	% of holding
Physical	510488	10.21
Electronic	4489512	89.79
Total	5000000	100.00

19. Shareholding pattern as on 31.03.2012 :

Category	No. of shares	%age
Indian Promoters (including Persons acting in concert)	3031419	60.63
Mutual Funds & UTI	900	0.02
Institutions/Banks	1100	0.02
Private Corporate Bodies	95818	1.92
Indian Public	1807404	36.14
NRI`s/OCB`s	63359	1.27
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-08022273606

SECRETARIAL AUDIT REPORT

To 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 thereunder and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31st March, 2012.

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

The Issued, Subscribed and Paid up Capital of the Company is Rs.5,00, 00,000(Rupees Five Crores) divided into 50, 00,000 (Fifty Lakhs) Equity Shares of Rs.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 Rs.10,00,000 or more but less than Rs.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 01.04.2011 to 31.03.2012.

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	28.05.2011	
02	11.07.2011	
03	30.08.2011	
04	27.10.2011	SEVEN
05	13.12.2011	
06	24.01.2012	
07	29.03.2012	

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

During the year under report the company has closed the Register of members from 07.07.2011 to 10.07.2011 after duly complying with the provisions of sec. 154 of the Companies Act, 1956.

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

The Nineteenth AGM, for the year 2010-2011, has been held on 11.07.2011 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)

- (i) The company has declared dividend of 20% for the year 2010-2011 and complied with the provisions of Section 205 of the Act.

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

- (ii) duly complied with the requirements of Sec. 217 of the Companies Act, 1956.
- (iii) 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 2011-2012 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 Appointment		D.I.N.No.
1. Mr M Ravindra Vikram	30.06.1998	--	00008241
2. Mr Rabindra Srikantan	10.08.1992	--	00024584
3. Dr. R P Shenoy	26.10.2006	--	00003179
4. Prof. B S Sonde	30.10.2002	--	00025794
5. Mr. Shekar Viswanathan	28.05.2011(*)	--	01202587
6. Ms. P N Lakshmi	17.08.1998	Company Secretary	

(*)as an additional director and appointed as a director in the AGM held on 11.07.2011

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

During the year the company has re-appointed the managing director and application has been made to Central Government for appointment and increase in remuneration, the approval is awaited.

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. BUY BACK 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 Corporate Guarantee for loan taken by its step down 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 audit & verification of the records and clarifications furnished for queries raised by us and inspection of the documents, files, book, statutory & non-statutory registers and other relevant records, documents, papers made available for verification.

Place : Bangalore
Date : 11th May, 2012

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 31.03.2012 with Registrar of Companies /Central Government

Sl.No.	Forms	Purpose	Challan No.
01	06.06.2011	FORM – 32	B13622394
02	08.08.2011	FORM 20B - 2010-11	P69077790
03	08.08.2011	FORM 32	B17830001
04	29.09.2011	DIN 4	B21627633
05	21.10.2011	FORM 8	B23277676
06	04.11.2011	FORM 8	B24168437
07	21.11.2011	FORM 23AC - XBRL 2010-11	P79866919
08	26.11.2011	FORM 17	B25730375
09	26.11.2011	FORM 23	B25764762
10	06.01.2012	FORM 25A-Application to Central Government	B28980209
11	12.01.2012	FORM 8	B29498508

With Regional Director

Nil

With Central Government or other authorities

The company has filed an application in Form.25A with the Central Government MCA New Delhi U/s.269/198/309 etc., seeking the approval for re-appointment and payment of remuneration to the Managing Director and the application is under process of approval

AUDITORS' REPORT

To the Members of
M/s. ASM Technologies Limited
Bangalore 560 025

We have audited the attached Balance Sheet of *M/s. ASM Technologies Limited*, as at 31st March 2012 of the Company for the year ended on the date. These financial statements are the responsibility of the management of the company. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with Generally Accepted Auditing Standards in India. These standards require that we plan and perform the audit to obtain reasonable assurance whether the financial statements are prepared, in all material respects, in accordance with an identified financial reporting framework and are free of material misstatements. An audit includes, examining on a test basis, evidence supporting the amounts and disclosures 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.

As required by the Companies (Auditor's Report) Order 2003 (amended 2004), issued by the Central Government of India in terms of sub-section (4A) of Section 227 of the Companies Act, 1956, we enclose in the annexure hereto a statement on the matters specified in paragraphs mentioned below.

Further to our comments in the annexure referred to above, 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 purposes of our audit;
- (b) In our opinion, proper books of accounts as required by law have been kept by the Company so far as appears from our examination of those books;
- (c) The Balance Sheet dealt with by this report are in agreement with the books of accounts;
- (d) In our opinion, the Balance Sheet comply with the Accounting Standards referred to in sub-section (3c) of section 211 of the Companies Act, 1956;
- (e) On the basis of written representations received from the directors, as on March 31, 2012, and taken on record by the Board of Directors, we report that none of the directors is disqualified as on March 31, 2012 from being appointed as a director in terms of Section 274(1)(g) of the Companies Act, 1956;
- (f) In our opinion and the best of our information and according to the explanation given to us, the said Balance Sheet, read together with the notes thereon give the information required by the Companies Act, 1956 in the manner so required and give 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 2012
 - (b) In the case of the Profit and Loss Account, of the profit of the Company for the year ended on that date.
 - (c) In the case of the Cash Flow statement, of the cash flows of the company for the year ended on that date.

for **Sudhakar Pai Associates**,
Chartered Accountants,

(CA. B. SUDHAKAR PAI)
Partner
Membership No. 018187

Place : Bangalore.
Date : 11th May, 2012

ANNEXURE TO THE AUDITORS' REPORT

- (i) (a) The company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The management at reasonable intervals has physically verified these fixed assets, no material discrepancies were noticed on such verification.
- (c) No substantial fixed assets have been disposed off during the year hence going concern does not affect.
- (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 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 of 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 & explanation 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 deposits from the public, hence, the directives issued by the Reserve Bank of India and the provisions of sections 58A and 58AA of the Act and the rules framed there under are not applicable.
- (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) 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.
- (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 & explanation 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 debenture holders 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. Accordingly clause 4 (xii) is not applicable.
- (xiii) The company is not a chit fund, nidhi / mutual benefit fund / societies, accordingly clause 4 (xiii) is not applicable.

- (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 & explanation given to us the company has during the year given corporate guarantee for loan taken by its step down subsidiary. In our opinion the terms and conditions are prima facie not prejudicial to the interest of the company.
- (xvi) In our opinion and According to the information & explanation 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 company has not utilized the funds raised on short-term basis have been used for long-term investment and vice versa.
- (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.

for **Sudhakar Pai Associates,**
Chartered Accountants,

(C.A. B. SUDHAKAR PAI)
Partner.
Membership No. 018187

Place : Bangalore.
Date : 11th May, 2012

FINANCIALS

ASM Technologies Limited
80/2, Lusanne Court , Richmond Road, Bangalore - 560 025

Balance Sheet as at March 31, 2012

(Amount in Rupees)

Particulars	Note	As At 31.03.2012	As At 31.03.2011
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	2.1	50,000,000	50,000,000
(b) Reserves and Surplus	2.2	210,080,446	151,854,485
(2) Non-Current Liabilities			
(a) Long-term borrowings	2.3	19,406,326	13,247,670
(3) Current Liabilities			
(a) Short-term borrowings	2.4	94,797,880	41,271,208
(b) Trade payables	2.5	4,410,255	5,215,994
(c) Other current liabilities	2.6	116,196,488	105,929,593
(d) Short-term provisions	2.7	41,753,890	28,899,176
Total		536,645,285	396,418,126
II. ASSETS			
(1) Non-current assets			
(a) Fixed assets			
(i) Tangible assets	2.8	72,955,341	58,317,067
(ii) Capital work-in-progress		28,342,566	20,884,917
(b) Non-current investments	2.9	44,461,316	44,461,316
(c) Deferred tax assets (net)		1,678,212	1,953,233
(2) Current assets			
(a) Trade receivables	2.10	277,347,669	173,081,607
(b) Cash and cash equivalents	2.11	64,476,308	32,190,722
(c) Short-term loans and advances	2.12	43,544,623	64,937,959
(d) Other current assets		3,839,250	591,305
Total		536,645,285	396,418,126

Significant Accounting Policies & Notes on Accounts 1&2

As per our report of even date
for SUDHAKAR PAI ASSOCIATES
Chartered Accountants

M R Vikram
Chairman

Rabindra Srikantan
Managing Director

Dr. R.P Shenoy
Director

CA. B. Sudhakar Pai
Partner

Prof B.S. Sonde
Director

Shekar Viswanathan
Director

P N Lakshmi
Company Secretary

Place : Bangalore
Date : 11th May, 2012

ASM Technologies Limited

Profit & Loss Account for the Year ended March 31, 2012

(Amount in Rupees)

Particulars	Note	Year Ended 31.03.2012	Year Ended 31.03.2011
Income			
Revenue from operations		711,417,247	623,274,717
Other Income	2.13	17,814,487	4,017,178
Total Income		729,231,734	627,291,895
Expenses:			
Software Development Expenses	2.14	563,806,913	490,434,508
Administrative expenses	2.15	40,123,166	32,773,132
Financial costs	2.16	17,859,397	14,624,600
Depreciation and amortization expense	2.8	7,187,383	6,100,296
Total Expenses		628,976,859	543,932,536
Profit Before Tax and Exceptional items		100,254,875	83,359,359
Tax expense:			
Current tax		27,226,077	16,681,804
Deferred tax		275,025	1,483,291
Profit After Tax and Exceptional items		72,753,773	65,194,264
Add: Previous year Surplus		98,523,286	54,989,896
Amount Available for Appropriation		171,277,059	120,184,160
Dividend		12,500,000	10,000,000
Dividend Tax		2,027,813	1,660,875
Amount Transferred to General Reserve		30,000,000	10,000,000
Balance in Profit and Loss account		126,749,246	98,523,285
Earning per equity share:			
(1) Basic		14.55	13.04
(2) Diluted		14.55	13.04

Significant Accounting Policies & Notes on Accounts 1&2

As per our report of even date
for SUDHAKAR PAI ASSOCIATES
Chartered Accountants

M R Vikram
Chairman

Rabindra Srikantan
Managing Director

Dr. R.P Shenoy
Director

CA. B. Sudhakar Pai
Partner

Prof B.S. Sonde
Director

Shekar Viswanathan
Director

P N Lakshmi
Company Secretary

Place : Bangalore
Date : 11th May, 2012

ASM Technologies Limited
Cash Flow Statement for the year ended March 31, 2012

(Amount in Lakhs)

Particulars	As At 31.03.2012	As At 31.03.2011
CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit/ (Loss) after tax & extraordinary items	727.54	651.94
Adjustments for :		
Depreciation	71.87	61.00
Loss on sale of fixed asset	2.07	1.64
Interest Income	(23.97)	(33.40)
Deferred Taxation (Net)	2.75	14.83
Finance cost	178.59	146.25
Effect of exchange differences on translation of foreign currency Cash & Cash equivalent	(134.62)	6.64
Operating profit before working Capital changes	824.24	848.90
Adjustment for		
Trade payables	194.49	460.11
Trade & other receivables	(861.21)	(511.47)
Working capital finance	535.27	53.90
Net cash from operating activities - A	692.79	851.44
CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed assets	(301.14)	(190.97)
Investment in Subsidiary	-	(346.57)
Proceeds on Disposal of Fixed Asset	6.22	2.53
Interest Income	23.97	33.40
Net cash from Investing activities - B	(270.95)	(501.61)
CASH FLOW FROM FINANCING ACTIVITIES		
Long term borrowings	61.59	(38.44)
Dividend and Dividend Tax paid during the period	(116.60)	(60.00)
Finance Cost	(178.59)	(146.25)
Net cash from Finance activities - C	(233.61)	(244.68)
Effect of exchange differences on translation of foreign currency Cash & Cash equivalent	134.62	(6.64)
Net increase in cash and cash equivalents (A+B+C)	322.84	105.14
Cash & cash equivalents as at 1st April 2011	321.91	223.41
Cash & Cash equivalents as at 31st March 12	644.76	321.91

Significant Accounting Policies & Notes on Accounts 1&2

M R Vikram
Chairman

Rabindra Srikantan
Managing Director

Dr. R.P Shenoy
Director

Prof B.S. Sonde
Director

Shekar Viswanathan
Director

P N Lakshmi
Company Secretary

Place : Bangalore
Date : 11th May, 2012

AUDITOR'S CERTIFICATE

We have examined the above cash flow statement of ASM Technologies Limited , for the year ended 31st March, 2012. 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 year ended 31st March 2012

As per our report of even date
for SUDHAKAR PAI ASSOCIATES
Chartered Accountants

Place : Bangalore
Date : 11th May, 2012

CA. B. Sudhakar Pai
Partner
Membership No. 018187

ASM Technologies Limited

SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS

A. SIGNIFICANT ACCOUNTING POLICIES

- 1.1. The accounts of the company have been prepared using the accrual method based on the historical cost convention.
- 1.2. Income: 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 consisting of reimbursement of expenses is accounted on accrual basis.
- 1.3. Expenditure: Expenses are accounted on accrual basis and provision for known liabilities or loss made in the same year.
- 1.4. Fixed Assets: Fixed Assets are stated at cost of acquisition less accumulated depreciation. Capital-work-in progress comprises outstanding advances paid to acquire fixed assets and cost of fixed assets that are not yet ready for their intended use at the reporting date. Goodwill arising on consolidation or acquisition is not amortized but is tested for impairment.
- 1.5. Depreciation: 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 Rs. 5,000/- are entirely depreciated in the year of acquisition.
- 1.6. Gratuity Benefit payable to employees of the company as provided in the books of accounts is based on Actuarial Valuation. Table below shows present value of defined benefit obligation:

	(Amount in Rupees)
Present value of benefit obligation as at the beginning of the year	9,845,764
Interest cost	530,547
Current service cost	2,531,990
Benefit paid during the year	(209,423)
Actuarial (Gains) / Losses on obligation	445,514
Present value of benefit obligation as at the end of the year	10,144,392

- 1.7. Foreign currency transactions: In case of sales made to clients outside India, income is accounted on the basis of the exchange rate prevailing at the end of the previous month of sale. Adjustments are made for any change in sales proceeds on conversion into Indian currency upon actual receipt. Expenditure in foreign currency is accounted at the conversion rate prevailing at the end of the previous month of expenditure is incurred. Debtors and Creditors are stated at exchange rate prevailing on the date of Balance Sheet.

ASM Technologies Limited

2. NOTES ON ACCOUNTS

(Amount in Rupees)

Particulars	31.03.2012	31.03.2011
2.1 SHARE CAPITAL		
Authorised :		
70,00,000 Equity shares of Rs 10 each	70,000,000	70,000,000
Issued, Subscribed & Paid up		
50,00,000 equity shares of Rs 10 each	50,000,000	50,000,000
Total	50,000,000	50,000,000
<p>The Company has only one class of shares referred to as equity shares having a par value of Rs.10/-. Each holder of equity shares is entitled to one vote per share.</p>		
2.2 RESERVES & SURPLUS		
a. Capital reserve		
Profit on reissue of forfeited shares		
Opening Balance	331,200	331,200
(+) Current Year Transfer	-	-
(-) Written Back in Current Year	-	-
Closing Balance	331,200	331,200
Share Premium Account		
Opening Balance	33,000,000	33,000,000
(+) Current Year Transfer	-	-
(-) Written Back in Current Year	-	-
Closing Balance	33,000,000	33,000,000
b. General Reserve		
Opening Balance	20,000,000	10,000,000
(+) Current Year Transfer	30,000,000	10,000,000
(-) Written Back in Current Year	-	-
Closing Balance	50,000,000	20,000,000
c. Profit and Loss account		
	127,330,359	98,523,285
Total	210,661,559	151,854,485

ASM Technologies Limited

(Amount in Rupees)

Particulars	31.03.2012	31.03.2011
2.3 LONG TERM BORROWINGS		
Term loans		
- from Bank	19,406,326	13,247,670
Of the above		
Secured by First Charge on Land & Building and personal guarantee by Managing Director)	9,784,198	13,164,800
Secured by Personal guarantee by Managing Director	7,193,438	-
Secured by Hypothecation of Vehicles and Personal guarantee by Managing Director	2,428,690	82,870
Total	19,406,326	13,247,670
2.4 SHORT TERM BORROWINGS		
Secured		
- from Bank	71,766,178	20,825,859
- from Others	10,837,372	20,445,349
Unsecured		
- from Bank	3,917,397	-
- from Others	8,276,933	-
Total	94,797,880	41,271,208
2.5 TRADE PAYABLES		
Sundry Creditors	4,410,255	5,215,994
Total	4,410,255	5,215,994
2.6 OTHER CURRENT LIABILITIES		
Unclaimed dividend	991,211	559,310
Other Liabilities	115,205,277	105,370,283
Total	116,196,488	105,929,593
2.7 SHORT TERM PROVISIONS		
Provision for Taxation	27,226,077	17,238,301
Dividend	12,500,000	10,000,000
Dividend Tax	2,027,813	1,660,875
Total	41,753,890	28,899,176

ASM Technologies Limited

2.8 FIXED ASSETS

Amount in Rupees

Particulars	GROSSBLOCK			DEPRECIATION			NET BLOCK		
	As on 01.04.11	Additions	Deletion	As on 31.03.12	For the year	Deletion	As on 31.03.12	As on 31.03.12	As on 31.03.11
Land-free- hold	20,513,786	-	-	20,513,786	-	-	-	20,513,786	20,513,786
Building	9,050,306	907,855	-	9,958,161	317,432	-	3,108,219	6,849,942	6,259,519
Machinery & Systems	57,718,459	7,298,040	24,539,687*	40,476,812	5,786,533	24,539,687*	16,228,324	24,248,488	22,736,981
Electrical Fittings	1,699,892	1,486,677	-	3,186,569	105,656	-	870,427	2,316,142	935,121
Furniture & Fixtures	6,821,762	5,492,397	-	12,314,159	374,736	-	4,813,901	7,500,258	2,382,597
Office Equipment	5,177,454	3,146,656	-	8,324,110	326,669	-	1,860,378	6,463,731	3,643,745
Vehicles	2,853,006	4,324,256	1,530,887	5,646,375	276,357	700,662	583,382	5,062,993	1,845,319
Total	103,834,665	22,655,881	26,070,574	100,419,972	7,187,383	25,240,349	27,464,631	72,955,341	58,317,069
Previous Year	99,023,566	5,401,089	589,990	103,834,665	6,100,296	173,054	45,517,597	58,317,069	59,433,212

* Fixed Asset of Rs. 24,539,687/- has been removed from Gross block and from Depreciation reserve since these assets are no longer in service and are fully depreciated.

ASM Technologies Limited

(Amount in Rupees)

Particulars	31.03.2012	31.03.2011
2.9 INVESTMENTS		
Trade (Unquoted) - at cost		
1. Advanced Synergic Pte Ltd., Singapore 10,00,000 equity shares of SGD 1 each in wholly owned Subsidiary.	37,137,990	37,137,990
2. Pinnacle Talent Inc. USA 1,60,00,000 equity shares of USD 0.01 each in wholly owned Subsidiary.	7,323,326	7,323,326
Total	44,461,316	44,461,316
2.10 TRADE RECEIVABLES		
Over Six months		
Unsecured considered good	142,603	-
Unsecured considered Doubtful	1,563,563	1,286,543
	1,706,166	1,286,543
Less: Provision for bad debt	1,563,563	1,286,543
Total (A)	142,603	-
Others		
Unsecured considered good	277,205,066	173,081,607
Unsecured considered Doubtful	-	277,020
	277,205,066	173,358,627
Less: Provision for bad debt	-	277,020
Total (B)	277,205,066	173,081,607
Total (A+B)	277,347,669	173,081,607
2.11 CASH AND CASH EQUIVALENTS		
Cash on hand	16,339	26,721
Balance with Scheduled banks:		
1. In current account	25,109,682	12,619,880
2. In deposit account	39,350,286	19,544,121
Total	64,476,307	32,190,722
2.12 SHORT TERM LOANS & ADVANCES		
Unsecured, Considered good -advances recoverable in cash or in kind or for the value to be received		
Advance to Employees	1,593,689	437,351
Unbilled revenue	9,120,000	28,510,000
Tax deducted at source	31,298,098	34,979,257
Prepaid Expenses	1,532,836	1,011,351
Total	43,544,623	64,937,959

ASM Technologies Limited

(Amount in Rupees)

Particulars	31.03.2012	31.03.2011
2.13 OTHER INCOME		
Interest received on deposits with banks and others	2,396,672	3,339,792
Exchange Fluctuation Gain	13,461,664	-
Miscellaneous Income	1,956,151	677,386
Total	17,814,487	4,017,178
2.14 SOFTWARE DEVELOPMENT EXPENSES		
Manpower cost		
Salaries, bonus and other staff cost	404,586,128	337,475,819
Consultancy charges and overseas expenses	151,417,373	146,870,683
Staff Welfare	4,382,414	1,531,418
Other Cost		
Cost of software license and others	3,420,998	4,556,588
Total	563,806,913	490,434,508
2.15 ADMINISTRATIVE EXPENSES		
Advertisement and Business Promotions	847,712	1,801,880
Audit fee	224,500	154,350
Bad Debt	831,103	2,074,670
Managing Director's remuneration	3,144,000	3,144,000
Exchange Fluctuation Loss	-	664,274
Electricity & water	1,751,797	1,089,973
Insurance charges	1,050,053	573,859
Membership & subscription	1,027,458	1,053,502
Miscellaneous Expense	763,399	536,420
Office Maintenance	1,629,082	765,458
Postage, Courier, telephone, telex & fax charges	4,999,877	4,899,945
Printing & stationery	833,182	768,686
Professional Charges	5,595,940	4,976,593
Rates & Taxes	222,584	388,570
Rent	7,683,716	732,710
Repairs & maintenance - Building	2,709,702	2,250,229
Repairs & maintenance - Computers	390,739	819,415
Repairs & maintenance - Others	377,664	472,995
Travelling & Conveyance	5,591,316	5,240,172
Vehicle Maintenance	241,925	201,580
Loss on sale of asset	207,417	163,851
Total	40,123,166	32,773,132

ASM Technologies Limited

(Amount in Rupees)

Particulars	31.03.2012	31.03.2011
2.16 FINANCIAL CHARGES		
Bank charges	1,920,684	1,198,991
Interest	15,938,713	13,425,609
Total	17,859,397	14,624,600
2.17 PAYMENT TO AUDITORS		
Audit fee	1,37,000	1,30,000
Tax audit fee	17,000	17,000
Other fees (Inclusive of Service tax)	70,500	7,350
Total	2,24,500	1,54,350
2.18 MANAGING DIRECTOR'S REMUNERATION		
Salary	30,00,000	30,00,000
Contribution to Provident Fund	1,44,000	1,44,000
Total	31,44,000	31,44,000
2.19 EXPENDITURE IN FOREIGN CURRENCY		(Rupees in Lakhs)
Technical Consultancy & Living Expenses	1,002.00	1,006.21
Others	4.61	3.78
Total	1006.61	1009.91

2.20 Related Party Transactions – (AS – 18)

The Company had transactions with the following related parties.

- Wholly Owned Subsidiaries:
 - Pinnacle Talent Inc, USA
 - Advanced Synergic Pte Ltd, Singapore
- Step down subsidiary :-
 - ESR Associates Inc, USA,
 - Abacus Business Solutions, Inc.
- IDS Systems Private Limited
- Directors: Mr. M R Vikram, Mr. Rabindra Srikantan, Dr. R P Shenoy, Prof. B S Sonde and Mr. Shekar Viswanathan
- Key Management Personnel Mr. N Krishnan, Mr. T S Shanbhogue, Mr. Pramod Rao, Ms. Anitha Singan, Mr. Kumar Vaibhav, Ms. Vani, Mr. Balaji Padmakumar, Mr. Vasant Bhat and Ms. P N Lakshmi.

ASM Technologies Limited

Summary of the Transactions with the above related parties for the financial year ending 31st March 2012 is as follows.

Rs. In Lakhs

Particulars	As at 31.03.2012	As at 31.03.2011
Purchase of Services		
Pinnacle Talent Inc	1,300.28	1,196.06
Sale of Services		
Advanced Synergic Pte Ltd	472.44	155.55
Abacus Business Solutions, Inc	44.01	452.62
ESR Associates inc	281.83	Nil
IDS Systems Private Limited		
Sales & Reimbursement of expenses	2,747.48	3,064.90
Directors and Key managerial persons		
Remuneration to Managing Director	31.44	31.44
Remuneration to Key Management Personnel	150.68	158.41

Note: The company has applied to Central Government for Increase in Remuneration of Managing Director from Rs.31.44 Lakhs per annum to Rs.60.00 Lakhs per annum with effect from 8.11.2011. After the approval from the central Government differential amount will be paid as arrears in the year of approval.

2.21 EARNINGS PER SHARE

In accordance with the Accounting Standard 20 (AS-20) "Earning per share" issued by the Institute of Chartered Accountants of India, basic earnings per share is computed using the weighted average number of shares outstanding during the year.

2.22 CAPITAL COMMITMENT

The estimated amount of contracts remaining to be executed on Capital Account and not provided for (net of advances) is Rs. 22.84 Lakhs.

2.23 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.

Rs. In Lakhs

Particulars	31.03.2012	31.03.2011
Geographic Segment		
Export Sales	3,741.83	2,781.93
Domestic Sales	3,372.34	3,450.81
	7,114.17	6,232.74
Other Income		
Interest	23.96	33.40
Others	154.18	6.77
	178.14	40.17
Particulars of Segment Asset and Liability		
Segment Assets		
Outside India	1,289.39	754.36
India	4,077.06	3,209.82
Investments		
Outside India	444.61	444.61
India	-	-
Segment Liabilities		
Outside India	266.11	349.18
India	2,493.73	1,596.46

ASM Technologies Limited

Particulars	Rs. In Lakhs	
	31.03.2012	31.03.2011
2.24 CONTINGENT LIABILITY		
Corporate Guarantee given to Indian Bank, Singapore (on behalf of wholly owned subsidiary, Advanced Synergic Pte Ltd)	1,900.91	1,900.91
Corporate Guarantee given to State Bank of India, Chicago (on behalf of wholly owned subsidiary, Pinnacle Talent Inc)	-	178.88
Corporate Guarantee given to State Bank of India, San Jose (on behalf of step down subsidiary, Abacus Business Solutions Inc.)	358.09	-

2.25 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

M R Vikram
Chairman

Rabindra Srikantan
Managing Director

Dr. R.P Shenoy
Director

CA. B. Sudhakar Pai
Partner

Prof B.S. Sonde
Director

Shekar Viswanathan
Director

P N Lakshmi
Company Secretary

Place : Bangalore

Date : 11th May, 2012

ASM Technologies Limited

ADDITIONAL INFORMATION PURSUANT TO PART IV OF SCHEDULE VI TO THE COMPANIES ACT, 1956.

REGISTRATION DETAILS

State code	8
Registration No.	13421
Balance sheet date	31.03.2012

CAPITAL RAISED DURING THE YEAR (Rs. In thousand)

Public issue	Nil
Right issue	Nil
Bonus issue	Nil
Private placement	Nil

POSITION OF MOBILISATION & DEPLOYMENT OF FUNDS (Rs. In Thousand)

Total liabilities	536,645
Total assets	536,645

SOURCE OF FUNDS

Paid up capital	50,000
Reserves and surplus	210,080
Secured loan	102,009
Unsecured loan	12,194

APPLICATION OF FUNDS

Net fixed assets	72,955
Investments	44,461
Net current assets	226,847
Deferred Tax Asset	1,678
Miscellaneous expenditure	Nil

PERFORMANCE OF THE COMPANY (Rs. In Thousand)

Turnover	711,417
Total Expenditure	628,976
Profit before tax	100,254
Profit after tax	72,753
Earning per share	14.55
Dividend rate	25%

GENERIC NAME OF PRINCIPAL PRODUCTS / SERVICES OF THE COMPANY

Item code No.	85249009.10
Product description	Computer Software

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, 2012, 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 thereto. 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 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 framework generally accepted in India, and are free of material mis-statements. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures 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:

01. We did not Audit the Financial statements of the subsidiary (Advanced Synergic Pte. Ltd.), with a profit of Rs.356.71 Lacs for the year ended 31st March, 2012. These financial statements have been 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.
02. 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 statement prescribed by the Companies (Accounting Standards) Rules, 2006.
03. 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 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 March 31, 2012.
 - 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 Consolidate Cash Flow Statements, of the cash flows of the ASM Group for the year then ended on that date.

for **Sudhakar Pai Associates,**
Chartered Accountants,

(CA. B. SUDHAKAR PAI)
Partner
Membership No. 018187

Place : Bangalore.
Date : 11th May, 2012

FINANCIALS**ASM Technologies Limited**

80/2, Lusanne Court , Richmond Road, Bangalore - 560 025

Consolidated Balance Sheet as at March 31, 2012

(Amount in Rupees)

Particulars	Note	Year Ended 31.03.2012	Year Ended 31.03.2011
I. EQUITY AND LIABILITIES			
(1) SHAREHOLDER'S FUNDS			
(a) Share Capital	2.1	50,000,000	50,000,000
(b) Reserves and Surplus	2.2	256,568,544	155,630,777
2) NON-CURRENT LIABILITIES			
(a) Long-term borrowings	2.3	190,962,207	107,128,680
(b) Minority Interest		10,016,969	8,164,980
(3) CURRENT LIABILITIES			
(a) Short-term borrowings	2.4	144,003,690	57,582,038
(b) Trade payables	2.5	53,720,257	57,676,041
(c) Other current liabilities	2.6	143,164,431	189,153,058
(d) Short-term provisions	2.7	51,057,917	32,814,830
TOTAL		899,494,015	658,150,404
II. ASSETS			
(1) NON-CURRENT ASSETS			
(a) Fixed assets			
(i) Tangible assets	2.8	87,820,775	74,496,428
(ii) Intangible assets - Goodwill on Consolidation		325,323,029	201,464,073
(iii) Capital work-in-progress		28,342,566	20,884,917
(b) Deferred tax assets (net)		1,678,212	1,953,233
(2) CURRENT ASSETS			
(a) Trade receivables	2.9	314,070,552	225,622,276
(b) Cash and cash equivalents	2.10	92,360,640	64,894,470
(c) Short-term loans and advances	2.11	45,784,558	68,243,701
(d) Other current assets		4,113,683	591,306
TOTAL		899,494,015	658,150,404

Significant Accounting Policies & Notes on Accounts 1&2

As per our report of even date
for SUDHAKAR PAI ASSOCIATES
Chartered Accountants

M R Vikram
Chairman

Rabindra Srikantan
Managing Director

Dr. R.P Shenoy
Director

CA. B. Sudhakar Pai
Partner

Prof B.S. Sonde
Director

Shekar Viswanathan
Director

P N Lakshmi
Company Secretary

Place : Bangalore
Date : 11th May, 2012

M/s ASM Technologies Limited

Consolidated Profit & Loss Account for the Year ended March 31, 2012

(Amount in Rupees)

Particulars	Note	Year Ended 31.03.2012	Year Ended 31.03.2011
INCOME			
Revenue from operations		1,455,700,157	1,116,464,503
Other Income	2.12	19,714,626	6,196,997
Total Income		1,475,414,783	1,122,661,500
EXPENSES			
Software Development Expenses	2.13	1,213,158,720	953,011,548
Administrative expenses	2.14	72,964,910	55,784,393
Finance cost	2.15	28,976,937	16,523,378
Depreciation and amortization expense	2.8	8,716,156	7,369,238
Total Expenses		1,323,816,723	1,032,688,557
Profit Before Tax and Exceptional items		151,598,060	89,972,943
Minority Interest		1,851,990	4,036,151
Profit before extraordinary items and tax		149,746,070	85,936,792
Tax expense:			
Current tax		34,005,466	21,666,330
Deferred tax		275,025	1,483,291
Profit After Tax and Exceptional items		115,465,579	62,787,170
Add: Previous year Surplus		102,299,577	61,173,281
Amount Available for Appropriation		217,765,156	123,960,452
Dividend		12,500,000	10,000,000
Dividend Tax		2,027,813	1,660,875
Amount Transferred to General Reserve		30,000,000	10,000,000
Balance in Profit and Loss account		173,237,344	102,299,577
Earning per equity share:			
(1) Basic		23.09	12.56
(2) Diluted		23.09	12.56

Significant Accounting Policies & Notes on Accounts 1&2

As per our report of even date
for SUDHAKAR PAI ASSOCIATES
Chartered Accountants

M R Vikram
Chairman

Rabindra Srikantan
Managing Director

Dr. R.P Shenoy
Director

CA. B. Sudhakar Pai
Partner

Prof B.S. Sonde
Director

Shekar Viswanathan
Director

P N Lakshmi
Company Secretary

Place : Bangalore
Date : 11th May, 2012

ASM Technologies Limited
Consolidated Financial Statements

Cash Flow Statement for the year ended March 31, 2012

(Rs in Lakhs)

Particulars	Year Ended 31.03.2012	Year Ended 31.03.2011
CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit after tax & extraordinary items	1,154.66	627.87
Adjustments for :		
Depreciation	87.16	73.69
Loss on sale of fixed asset	2.07	1.64
Interest Income	(25.65)	(33.40)
Deferred Taxation (Net)	2.75	14.83
Finance cost	289.77	165.23
Effect of exchange differences on translation of foreign currency		
Cash & Cash equivalent	(149.36)	3.40
Operating profit before working Capital changes	1,361.41	853.28
Adjustment for		
Trade payables	(345.68)	1,732.11
Trade & other receivables	(695.12)	(592.24)
Working capital finance	864.22	(23.05)
Net cash from operating activities - A	1,184.83	1,970.10
CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed assets	(303.28)	(191.22)
Investment in Subsidiary	(1,238.59)	(2,037.01)
Proceeds on disposal of Fixed Asset	6.22	2.53
Interest Income	25.65	33.40
Net cash from Investing activities - B	(1,510.01)	(2,192.31)
CASH FLOW FROM FINANCING ACTIVITIES		
Long term borrowings	856.86	857.24
Dividend and Dividend Tax paid during the period	(116.60)	(60.00)
Finance cost	(289.77)	(165.23)
Net cash from Finance activities - C	450.49	797.24
Effect of exchange differences on translation of foreign currency	149.36	(37.58)
Cash & Cash equivalent		
Net increase in cash and cash equivalents (A+B+C)	274.66	372.22
Cash & cash equivalents as at 1st April 2011	648.95	276.73
Cash & Cash equivalents as at 31st March 2012	923.61	648.95

Significant Accounting Policies & Notes on Accounts 1&2

M R Vikram
Chairman

Rabindra Srikantan
Managing Director

Dr. R.P Shenoy
Director

Prof B.S. Sonde
Director

Shekar Viswanathan
Director

P N Lakshmi
Company Secretary

Place : Bangalore
Date : 11th May, 2012

AUDITOR'S CERTIFICATE

We have examined the above consolidated cash flow statement of ASM Technologies Limited , for the year ended 31st March, 2012. 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 year ended 31st March 2012

As per our report of even date
for SUDHAKAR PAI ASSOCIATES
Chartered Accountants

Place : Bangalore
Date : 11th May, 2012

CA. B. Sudhakar Pai
Partner
Membership No. 018187

ASM Technologies Limited
Consolidated Financial Statements

SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS

The accompanying consolidated financial statements include the accounts of ASM Technologies Limited and its following wholly owned Subsidiaries:-

1. Pinnacle Talent Inc, USA
2. Advanced Synergic Pte Ltd, Singapore

And

Step down subsidiary :-

1. ESR Associates Inc, USA,
2. Abacus Business Solutions, Inc.

A. Significant Accounting Policies

- 1.1 Basis of Preparation of financial statements: The consolidated financial statements have been prepared using the accrual method based on the historical cost convention.

The consolidated financial statements are prepared in accordance with the principles and procedures laid out by the accounting standard on Consolidated Financial Statements issued by the ICAI.

- 1.2 Income: 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. Other income mainly consisting of reimbursement of expenses and the same is accounted on accrual basis. Cost and earnings in excess of billings are classified as unbilled revenue while billing in excess of cost and earnings is classified as unearned revenue.
- 1.3 Expenditure: Expenses are accounted on accrual basis and provision for known liabilities or loss made in the same year.
- 1.4 Fixed Assets: Fixed Assets are stated at cost of acquisition less accumulated depreciation. Capital-work-in progress comprises outstanding advances paid to acquire fixed assets and cost of fixed assets that are not yet ready for their intended use at the reporting date. Goodwill arising on consolidation or acquisition is not amortized but is tested for impairment.
- 1.5 Depreciation: 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 Rs. 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 Computers and 33.33% for the Office Equipments. In ESR depreciation on Computer and Software is provided on straight-line method at 20% and the Goodwill is amortized over a period of 15 Years.
- 1.6 The Gratuity Benefit payable to employees of the company as provided in the books of accounts is based on Actuarial Valuation. Table below shows present value of defined benefit obligation:

(Amount in Rupees)

Present value of benefit obligation as at the beginning of the year	9,845,764
Interest cost	530,547
Current service cost	2,531,990
Benefit paid during the year	(209,423)
Acturial (Gains) / Losses on obligation	445,514
Present value of benefit obligation as at the end of the year	10,144,392

- 1.7 Foreign currency transactions: In case of sales made to clients outside India, income is accounted on the basis of exchange rate prevailing on the date of transaction. Adjustments are made for any change in sales proceeds on conversion into Indian currency upon actual receipt. Expenditure in foreign currency is accounted at the conversion rate prevalent when such expenditure is incurred. Debtors and Creditors are stated at exchange rate prevailing on the date of Balance Sheet.
- 1.8 Trade investments are investments made to enhance the Group's business interest. Investments are carried at cost, Provision for diminution in the value of long term investments is made if such decline is considered other than the temporary.
- 1.9 In accordance with the Accounting Standard 20 (AS-20) "Earning per share" issued by the Institute of Chartered Accountants of India, basic earnings per share is computed using the weighted average number of shares outstanding during the year.
- 1.10 Tax expense comprises current tax (i.e. amount of tax for the year determined in accordance with the income tax law) and deferred tax charge or credit (reflecting the tax effects of timing differences between accounting income and taxable income for the year). Provision for current tax is in accordance with the provisions of the Income Tax Act, 1961.

ASM Technologies Limited
Consolidated Financial Statements

B. NOTES ON ACCOUNTS

(Amount in Rupees)

Particulars	31.03.2012	31.03.2011
2.1 SHARE CAPITAL		
Authorised :		
70,00,000 Equity shares of Rs 10 each	70,000,000	70,000,000
Issued, Subscribed & Paid up		
50,00,000 equity shares of Rs 10 each	50,000,000	50,000,000
Total	50,000,000	50,000,000

The Company has only one class of shares referred to as equity shares having a par value of Rs.10/- . Each holder of equity shares is entitled to one vote per share.

2.2 RESERVES & SURPLUS

a. Capital reserve

Profit on reissue of forfeited shares

Opening Balance	331,200	331,200
(+) Current Year Transfer	-	-
(-) Written Back in Current Year	-	-
Closing Balance	331,200	331,200

Share Premium Account

Opening Balance	33,000,000	33,000,000
(+) Current Year Transfer	-	-
(-) Written Back in Current Year	-	-
Closing Balance	33,000,000	33,000,000

b. General Reserve

Opening Balance	20,000,000	10,000,000
(+) Current Year Transfer	30,000,000	10,000,000
(-) Written Back in Current Year	-	-
Closing Balance	50,000,000	20,000,000

c. Profit and Loss account

Total	173,818,457	102,299,577
Total	257,149,657	155,630,777

2.3 LONG TERM BORROWINGS

Term loans

- from Bank	190,962,207	107,128,680
- from Others	-	-

Total	190,962,207	107,128,680
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Of the above

Secured by First Charge on Land & Building, personal guarantee of Managing Director and Corporate guarantee by Holding Company	171,555,879	93,881,010
Secured by First Charge on Land & Building and personal guarantee of Managing Director	9,784,198	13,164,798
Secured by Personal guarantee of Managing Director	7,193,436	-
Secured by Hypothecation of Vehicles and Personal guarantee by Managing Director	2,428,695	82,872

Total	190,962,207	107,128,680
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ASM Technologies Limited
Consolidated Financial Statements

(Amount in Rupees)

Particulars	31.03.2012	31.03.2011
2.4 SHORT TERM BORROWINGS		
Secured		
- from Bank	120,971,986	37,136,686
- from Others	10,837,372	20,445,352
(Working Capital in India is Secured by hypothecation of receivables, personal guarantee by Managing Director, Lien on Fixed Deposit. Working capital in USA is secured by hypothecation of receivables, corporate guarantee by Holding Company and personal guarantee by President of the subsidiary and the working capital in Singapore is secured by hypothecation of receivables, Lien on Fixed Deposit and Corporate Guarantee by Holding Company)		
Unsecured		
- from Bank	3,917,397	-
- from Others	8,276,935	-
Total	144,003,690	57,582,038
2.5 TRADE PAYABLES		
Trade	53,720,257	57,676,041
Total	53,720,257	57,676,041
2.6 OTHER CURRENT LIABILITIES		
Other Liabilities	143,164,431	131,695,168
Non Trade	-	57,457,890
Total	143,164,431	189,153,058
2.7 SHORT TERM PROVISIONS		
Provisions		
Provision for Taxation	36,530,104	21,153,955
Dividend	12,500,000	10,000,000
Dividend Tax	2,027,813	1,660,875
Total	51,057,917	32,814,830

ASM Technologies Limited
Consolidated Financial Statements

2.8 FIXED ASSETS

Amount in Rupees

Particulars	GROSSBLOCK				DEPRECIATION				NETBLOCK	
	As on 01.04.11	Additions	Deletion	As on 31.03.12	As on 01.04.11	For the year	Deletion	As on 31.03.12	As on 31.03.11	As on 31.03.12
Land-free-hold	20,513,786	-	-	20,513,786	-	-	-	-	-	20,513,786
Building	9,050,305	907,855	-	9,958,160	2,790,787	317,432	-	3,108,219	6,849,941	6,259,518
Machinery & Systems	73,602,974	7,512,887	24,539,687*	56,576,174	48,893,309	6,081,073	24,539,687*	30,434,695	26,141,479	24,709,665
Electrical Fittings	1,699,892	1,486,677	-	3,186,569	764,770	105,656	-	870,426	2,316,143	935,122
Furniture & Fixtures	6,821,762	5,492,397	-	12,314,159	4,439,165	374,736	-	4,813,901	7,500,258	2,382,597
Office Equipment	5,226,848	3,146,656	-	8,373,504	1,575,480	326,669	-	1,902,149	6,471,355	3,651,368
Vehicles	2,853,006	4,324,256	1,530,887	5,646,375	1,007,688	276,357	700,662	583,383	5,062,992	1,845,318
Goodwill	17,249,240	-	-	17,249,240	3,050,186	1,234,233	-	4,284,419	12,964,821	14,199,054
Total	137,017,813	22,870,728	26,070,574	133,817,967	62,521,385	8,716,156	25,240,349	45,997,192	87,820,775	74,496,428
Previous Year	132,182,142	5,425,661	589,990	137,017,813	55,325,201	7,369,238	173,054	62,521,385	74,496,428	76,856,940

* Fixed Asset of Rs. 24,539,687/- has been removed from Gross block and from Depreciation reserve since these assets are no longer in service and are fully depreciated.

ASM Technologies Limited
Consolidated Financial Statements

(Amount in Rupees)

Particulars	31.03.2012	31.03.2011
2.9 TRADE RECEIVABLES		
Over Six months		
Unsecured considered good	142,603	-
Unsecured considered Doubtful	1,563,563	1,286,543
	1,706,166	1,286,543
Less: Provision for bad debt	1,563,563	1,286,543
	142,603	-
Others		
Unsecured considered good	313,927,949	225,622,276
Unsecured considered Doubtful	-	277,020
	313,927,949	225,899,296
Less: Provision for bad debt	-	277,020
Unsecured considered good	313,927,949	225,622,276
Total	314,070,552	225,622,276
2.10 CASH AND BANK BALANCE		
Cash on hand	16,339	26,721
Balance with Scheduled banks:		
1. In current account	27,576,138	18,873,039
2. In deposit account	44,064,477	19,544,121
(Maturing within 12 months and the same is held as margin money deposit against loans)		
Balance with other banks:		
1. In current account	20,703,687	26,450,589
Total	92,360,640	64,894,470
2.11 SHORT TERM LOANS & ADVANCES		
Unsecured, Considered good -advances recoverable in cash or in kind or for the value to be received		
Advance to Employees	1,593,689	437,351
Unbilled revenue	9,120,000	29,636,660
Tax deducted at source - Current Year	31,298,098	34,979,257
Others	3,772,770	3,190,433
Total	45,784,558	68,243,701
2.12 OTHER INCOME		
Particulars	31.03.2012	31.03.2011
Interest received on deposits with banks and others	2,564,504	3,339,792
Exchange Fluctuation Gain	14,935,531	
Miscellaneous Income	2,214,591	2,857,205
Profit on sale of asset	-	-
Total	19,714,626	6,196,997

ASM Technologies Limited
Consolidated Financial Statements

(Amount in Rupees)

Particulars	31.03.2012	31.03.2011
2.13 SOFTWARE DEVELOPMENT EXPENSES		
Manpower cost		
Salaries, bonus and other staff cost	938,158,849	633,362,355
Consultancy charges and overseas expenses	267,196,459	313,561,187
Staff Welfare	4,382,414	1,531,418
Other Cost		
Cost of software license and others	3,420,998	4,556,588
Total	1,213,158,720	953,011,548
2.14 ADMINISTRATIVE EXPENSES		
Advertisement and Business Promotions	1,619,552	2,426,956
Audit fee	405,669	333,519
Bad Debt	883,848	2,761,895
Managing Director's remuneration	3,144,000	3,144,000
Exchange Fluctuation Loss	-	340,401
Electricity & water	1,751,797	1,089,973
Insurance	2,993,085	2,477,394
Membership & subscription	2,945,319	2,956,458
Miscellaneous Expense	1,240,038	1,046,589
Office Maintenance	1,924,901	1,273,456
Postage, Courier, telephone, telex & fax charges	8,056,784	7,588,883
Printing & stationary	833,182	768,686
Professional Charges	10,317,138	8,088,027
Rates & Taxes	1,236,007	394,266
Rent	11,984,143	5,123,001
Repairs & maintenance - Building	3,105,898	2,831,180
Repairs & maintenance - Computers	390,739	819,415
Repairs & maintenance - Others	377,664	472,995
Travelling & Conveyance	19,305,803	11,481,867
Vehicle Maintenance	241,926	201,580
Loss on sale of asset	207,417	163,851
Total	72,964,910	55,784,393
2.15 FINANCE COST		
Bank charges	2,620,295	1,866,448
Interest	26,356,642	14,656,930
Total	28,976,937	16,523,378
2.16 Related Party Transactions – (AS – 18)		
The Company had transactions with the following related parties.		
1. Subsidiaries: Pinnacle Talent Inc, USA & Advanced Synergic Pte Ltd, Singapore.		
2. Step down Subsidiary: ESR Associates Inc & Abacus Business Solutions, Inc.		

ASM Technologies Limited

Consolidated Financial Statements

3. IDS Systems Pvt Ltd
 4. Directors: ASM Technologies Limited
Mr. M R Vikram, Mr. Rabindra Srikantan, Dr. R P Shenoy, Prof. B S Sonde and Mr. Shekar Viswanathan
 5. Directors: Advanced Synergic Pte Ltd
Mr. Venkataramaiyer Sivaramakrishnan and Mr. Rabindra Srikantan
 6. Key Management Personnel: Mr. Sundar Ramanathan, Mr. N Krishnan, Mr. T S Shanbhogue, Mr. Shalabh Singh, Mr. Pramod, Mr. Kumar Vaibhav, Ms. Anitha Singan, Ms. Vani, Mr. Balaji Padmakumar, Mr. Vasant Bhat, Ms. P N Lakshmi, Mr. John Seitz, Mr. Jay Belur, Mr. Dharmesh Parikh, Mr. David Joffe and Mr. Alex Marzano
- Summary of the Transactions with the above related parties for the financial year ending 31st March 2012 are as follows.

Particulars	Rs. in Lakhs	
	As at 31.03.2012	As at 31.03.2011
Remuneration to Directors	58.80	58.80
Remuneration to Key Management Personnel	1,548.57	483.13
IDS Systems Private Limited		
Sales & Reimbursement of expenses	2,747.48	3,064.90

Note: The company has applied to Central Government for Increase in Remuneration of Managing Director from Rs.31.44 Lakhs per annum to Rs.60.00 Lakhs per annum with effect from 8.11.2011. After the approval from the central Government differential amount will be paid as arrears in the year of approval.

2.17 EARNINGS PER SHARE

In accordance with the Accounting Standard 20 (AS-20) "Earning per share" issued by the Institute of Chartered Accountants of India, basic earnings per share is computed using the weighted average number of shares outstanding during the period.

2.18 CAPITAL COMMITMENT

The estimated amount of contracts remaining to be executed on Capital Account and not provided for (net of advances) is Rs. 22.84 Lakhs.

ASM Technologies Limited
Consolidated Financial Statements

2.19 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.

Particulars	Rs. In Lakhs	
	31.03.2012	31.03.2011
Geographic Segment		
Export Sales	11,184.66	8,382.71
Domestic Sales	3,372.33	2,781.93
	14,556.99	11,164.64
Other Income		
Interest	25.64	33.39
Others	171.50	6.77
	197.14	40.16
Particulars of Segment Asset and Liability		
Segment Assets		
Outside India	4,180.40	3371.68
India	4,814.54	3,209.82
Segment Liabilities		
Outside India	3,164.07	2,928.74
India	2,759.38	1,596.46

2.20 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

M R Vikram
Chairman

Rabindra Srikantan
Managing Director

Dr. R.P Shenoy
Director

CA. B. Sudhakar Pai
Partner

Prof B.S. Sonde
Director

Shekar Viswanathan
Director

P N Lakshmi
Company Secretary

Place : Bangalore
Date : 11th May, 2012

ASM Technologies Limited

Statement pursuant to Section 212 of the Companies Act 1956

Rs. In Lakhs

Name	Exchange rate as at March 31, 2012	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					
								Total					
ADVANCED SYNERGIC PTE LTD	1 SGD = Rs. 40.45	353.50	623.02	2,661.47	4,093.52	4,093.52	3,425.80	-	3,337.65	412.82	56.11	356.71	Singapore
PINNACLE TALENT INC	1 USD = Rs. 51.16	72.22	91.87	-	1,019.65	1,019.65	-	-	2,040.45	82.08	0.02	82.06	USA
ESR ASSOCIATES INC	1 USD = Rs. 51.16	45.14	(232.59)	-	963.45	963.45	-	-	954.47	(46.08)	11.66	(57.74)	USA
ABACUS BUSINESS SOLUTIONS, INC	1 USD = Rs. 51.16	35.72	172.30	346.86	723.22	723.22	-	-	5,160.91	66.14	-	66.14	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.

ASM Technologies Limited

Registered Office : # 80/2, Lusanne Court, Richmond Road, Bangalore 560 025

PROXY FORM

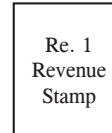
Regd. Folio No. / Client ID :

DP ID :

No. of Shares held :

I / We
..... being a member / members
of ASM Technologies Limited hereby appoint
..... of or failing him / her
... of as my / our proxy to vote for me / us on my behalf at the
20th Annual General Meeting of the Company to be held on Wednesday, 27th June, 2012 at 11.00 a.m. and at any
adjournment thereof.

Signed this day of 2012



Signature

Note : This form in order to be effective, should be duly stamped, completed and signed and must be deposited at the Registered Office of the Company, not less than 48 hours before the Meeting.

ASM Technologies Limited

Registered Office : # 80/2, Lusanne Court, Richmond Road, Bangalore 560 025

ATTENDANCE SLIP

Regd. Folio No. / Client ID :

DP ID :

No. of Shares held :

I certify that I am a registered shareholder / proxy for the registered shareholder of the Company.

I hereby record my presence at the 20th Annual General Meeting of the Company held at Pai Vijay Hall, 33rd Cross, 11th Main, 4th Block Jayanagar, Bangalore 560 011 on Wednesday, 27th June, 2012 at 11.00 a.m.

Member's / Proxy Name

Signature of Member / Proxy

Note : Please fill in this 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 meeting.

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Book-Post

Registered office :

- **India : ASM Technologies Limited** # 80/2, Lusanne Court, Richmond Road, Bangalore 560 025, India.
Tel : +91 80 6696 2300-02 Fax : +91 80 2227 3606
Email : info@asm ltd.com

Subsidiary / Branch :

- **India : ASM Technologies Limited** Level 1, Midtown Road No. 1, Banjara Hills, Hyderabad 500034.
Phone: +91 40 4433 4185, Fax: +91 40 4433 4444
E-mail: info@asm ltd.co

- **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

ESR Associates Inc. # 7071, W. Central Avenue Toledo, Ohio 43617, USA.
Tel : +419 843 2571 Fax : +419 843 2702

Abacus Business Solutions Inc. 26795 St. Francis Road, Los Altos Hills CA 94022, USA.
Tel : +(510) 325 4737 Fax : + 650 6181981

ASM Technologies Limited 3333 Bowers Avenue, Suite 130 Santa Clara, CA 95054.
Phone:(408) 200 0977 Fax:(408) 748 1826

- **UK : ASM Technologies (UK) Limited** # 24-25, Nutford Place , Marble Arch, London W1H5YN, UK.
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Email : uk@asm ltd.com

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