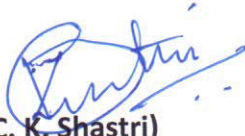





**FORM A**

**(Clause 31(a) of Listing Agreement)**

**Covering letter of the annual audit report to be filed with the Stock Exchange**

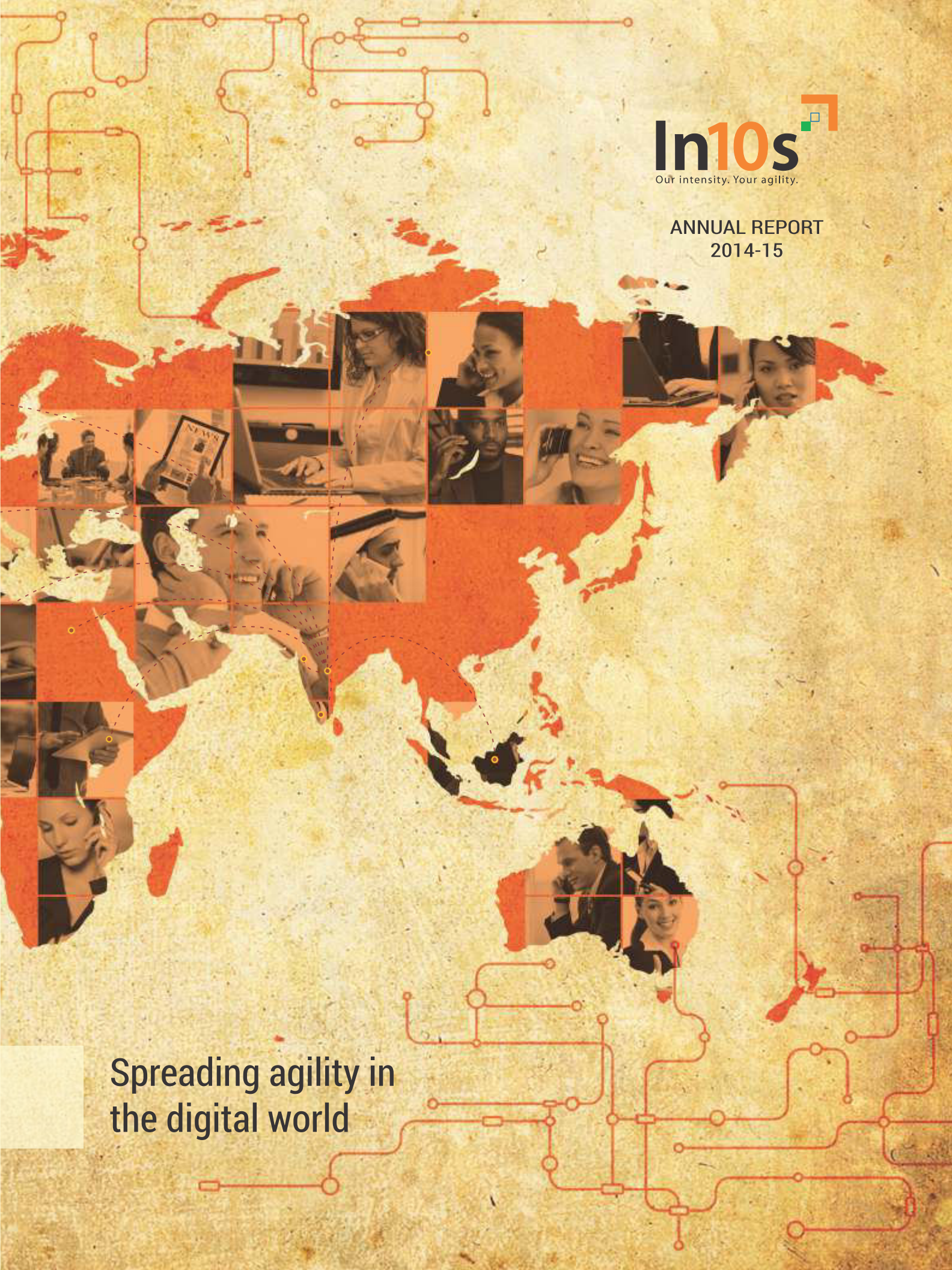
| Sl No. | Particulars   | Details  |
|--------|---|--|
| 1      | Name of the Company                                       | Intense Technologies Limited   |
| 2      | Annual standalone financial statements for the year ended | 31 <sup>st</sup> March, 2015   |
| 3      | Type of Audit observation                                 | Un-qualified   |
| 4      | Frequency of observation                                  | Not Applicable   |
| 5      | To be signed by:  |  |
|        | CMD/ Managing Director                                    | For Intense Technologies Limited<br><br>(C. K. Shastri)<br>Chairman & Managing Director  |
|        | Head- Finance   | For Intense Technologies Limited<br><br>(H. Madhukar Nayak)<br>Head-Finance  |
|        | Auditor of the Company                                    | For Srinivas P. & Associates<br>Chartered Accountants<br>Firm Regn.No.006987S<br><br>CA. P. Srinivas<br>Proprietor<br>Membership No.204098 |
|        | Audit Committee Chairman                                  | For Intense Technologies Limited<br><br>(K. S. Shanker Rao)<br>Chairman, Audit Committee   |



**Intense Technologies Limited**

A1, Vikramপুরi, Secunderabad - 500009, Telangana, India. Tel: +91-40-44558585 / 578 Fax: +91-40-27819040  
E : info@in10stech.com W : www.in10stech.com CIN - L30007TG1990PLC011510





Spreading agility in  
the digital world



## In the next 60 seconds

100,000 tweets are posted; 204 million emails are sent; Consumers will spend \$272,000; Google receives 2+ million queries; 48 hours of new video are uploaded to YouTube and Facebook users share 684,478 pieces of content – Source TM Forum

With this kind of unprecedented growth in digital touchpoints customers are empowered to reach out to their service providers through a plethora of channels.

"Existing legacy infrastructure becoming unwieldy thereby making it complex for internal stakeholders to gain a 360 degree view of customers and absence of a single platform for digitalizing the entire customer journey are the main obstacles that the enterprises face in achieving customer centricity."

Our innovation addresses these stumbling blocks to make enterprises agile and drive customer centricity in the fastest possible way.

Customer centricity is about putting 'experience of digital age customer' at the heart of everything and anything an enterprise does. Enterprises have to do this FAST to enjoy market leadership.

THE RACE  
THAT WAS  
HITHERTO WON  
*by* THE BIGGEST  
WILL NOW BE WON BY  
THE FASTEST!





## Letter *from* Managing Director

Dear Investor,

This financial year was the year of global expansion for Intense Technologies. With enterprises world-over wanting to enhance agility by digitally transforming their customer centric business processes, our UniServe™ platform is helping them do this in the fastest possible way!

This financial year your company clocked revenues of ₹ 4,948.07 Lakhs and PBT of ₹ 802.09 Lakhs compared to last year's revenues of ₹ 4,679.24 and PBT of ₹ 1,244.04 Lakhs. Though there was a steady increase in topline, our investments in new geographies increased our expenses impacting the bottom line. Our investments in European market are showing promising results within the short span of beginning our operations last year.

Boosting our confidence was the signing of a multi-year, multi-country agreement with the procurement company of one of the world's largest communication service providers for our solutions.

We are proud of being named by Forrester in their report titled "Top 10 Hot and Emerging Business Technology Vendors of India to watch out in 2015". We were also prominently featured in Gartner's Magic Quadrant as notable vendor for communications industry in the Customer Communications Management domain.

Our value proposition that differentiates us from our competitors is the speed at which we transform the business processes of enterprises without mandating replacement of existing systems. With our platform, enterprises need not wait for their long term, high risk transformation projects to realize the benefits of enhanced customer experience.

Our solutions propitiously impact core revenues of our customers. Because of this they become mission critical applications. The good news is that this gives us the opportunity to build long term relations with them and keep generating continuous stream of revenues, but the flip side is that the selling cycles are too long.

Enterprises implementing our solution have experienced business benefits of improved revenues, reduced operational expenses and swifter operations suiting digital customers. The comprehensiveness of the platform in digitalizing customer experience lifecycle with capabilities for analytics is unique in the industry.

Although our platform is vertical agnostic, because of the strong domain knowledge and huge customer references we have acquired in the telecom industry, we continue to focus on this industry in global markets. Our strategy has been to build relations with our customers having global presence to increase market penetration through cross references.

This year we were able to realize better value of the license from our global deals because of new pricing model. The new pricing model helps us to gain sustainable revenues based on the growth of our customers' subscriber base.

Our growth strategy has been to acquire marquee multi-national companies and actively pursue strategies of up-selling and cross-selling across different regions of their operations.

During the year we have continued our investments to elevate our brand in USA, Europe, MEA and APAC regions by setting up operations teams and initiating marketing activities. We are seeing a good pipe being built in different regions.

Here in India, we have gained good traction in the insurance vertical and have leading private players subscribing to our solutions. Banking vertical in Middle East has immense potential for our solutions and we have bagged orders from leading players for enhancing their customer experience. The digital and e-governance initiatives of the Government of India have opened up good opportunities for us to enter the public sector domain in a big way.

The flexibility of our platform to imbibe big data analytics on customer / citizen information for personalized omni-channel engagement, ability of hosting our solutions on cloud and development of mobile apps and self-service portals are unique and extend compelling value propositions to enterprises looking to digitally transform their processes. We are cognizant of the fact that machine to machine interactions and Internet of Things are going to be a reality in near future and we are investing in enhancing the robustness of our platform to suit these developments.

As an organization, your company continues to be driven by passion to build world class products that help enterprises improve their agility of redefining customer-centricity. Our investments in our people, capabilities, technology and infrastructure continue to ensure the Company remains relevant to our customers and close to their business.

I look forward to your support and encouragement to help the Company scale newer heights in the coming years.

C.K. Shastri  
Chairman & Managing Director

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**25th ANNUAL GENERAL MEETING**  
On Wednesday, the 30th day of September, 2015 at 2.00 PM at  
Surana Udyog Auditorium, FTAPCCI House, Red Hills, LakdiKaPul,  
Hyderabad - 500 004.

# How we impact phases of customer experience journey

## Acquire

End-to-end automation of customer onboarding for 50% faster turnaround and 40% reduction in customer acquisition costs.  
Modernization of order management systems for unified experience

## Experience

B2B and B2C customer self-service portals with end-to-end capabilities  
Analytics on spend, demographics and social behavior for customer lifetime value management



## Analyze

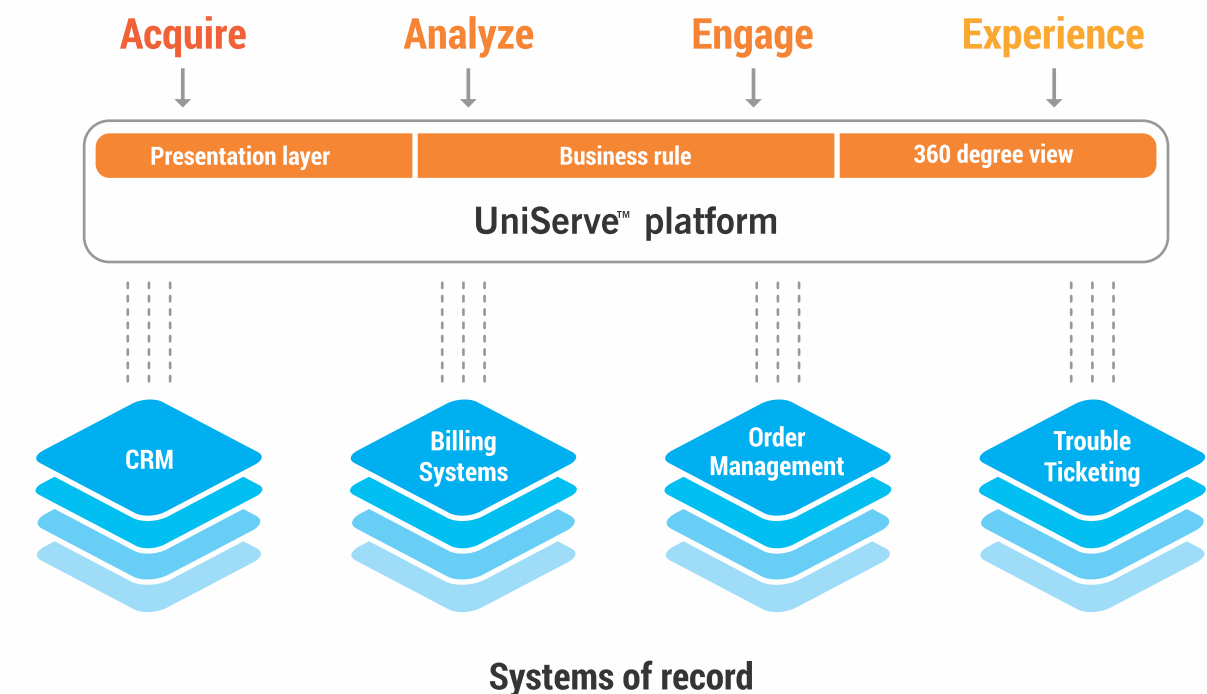
Insights on customer data to establish identity across various services ensure metering accuracy with automated pre bill auditing

## Engage

Unified platform for omni-channel customer communications management

# HOW WE DO IT ?

Our approach is to have an outside-in view by quickly modernizing the existing IT ecosystems of enterprises to create an integrated customer experience across channels.



- Creates a single identity of customers with multiple subscriptions across lines of businesses by integrating systems of records operating in silos
- Enables enterprises to gain 360 degree view of their customer interactions across multiple touch points by analyzing demographics, spend patterns and social behavior
- Equips the internal stakeholders of enterprises with right information about their customers at the right time in right format
- Enables enterprises to design, process and send consistent, personalized and interactive communications to their customers through unified distribution platform for multiple channels
- Enables enterprises to digitalize customer interfacing processes across the lifecycle for fast and efficient service delivery

The platform sets the stage for digitalization of low performing, high impact customer centric processes for immediate business benefits. Enterprises need not wait for long drawn, high risk transformation projects for enhanced customer experience, loyalty and reduced costs of customer transactions.



# Our Leadership team



Jayant Dwarkanath  
CEO



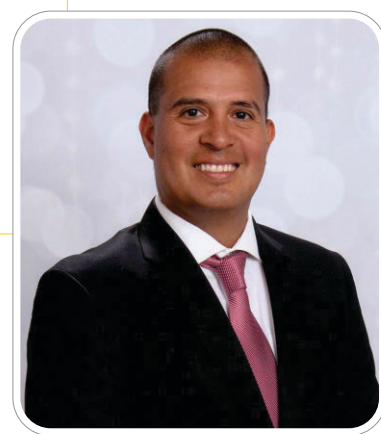
C. K. Shastri  
Founder and Managing Director



Reddy Shivaprasad.B.S  
VP - Middle East & Africa



Shravan Ganjoo  
VP - Global Alliances & Partner Sales



Hector Garcia  
VP - Americas



HM Nayak  
Head - Finance & Administration



Eduardo Silva  
AVP - Europe



Mario Clarence Simon  
Head - Product Engineering Group



Anil Kumar Vengayil  
Head Global - Sales



Srinivas Tangirala  
SVP, Head - Product Management Group



Prabhakar Racherla  
Head - Global Delivery

# Intense's global footprints



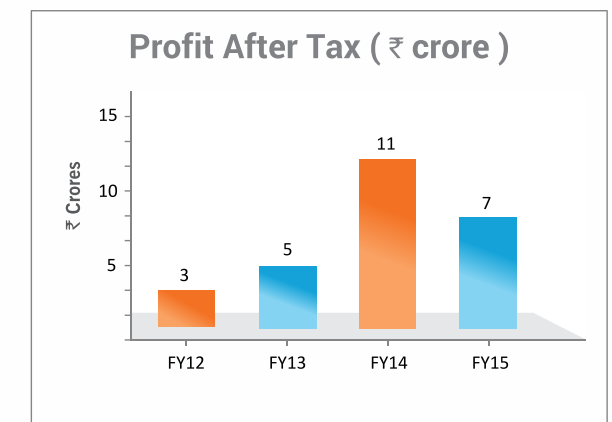
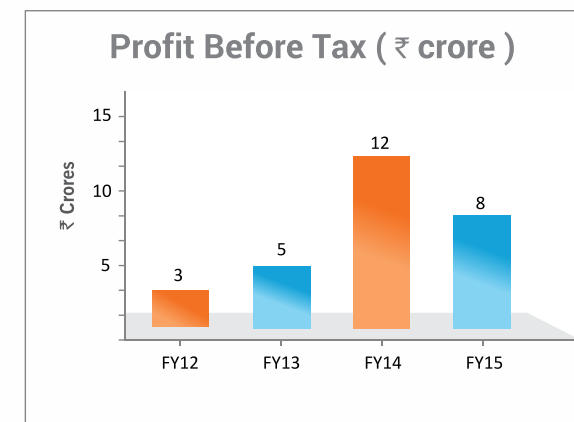
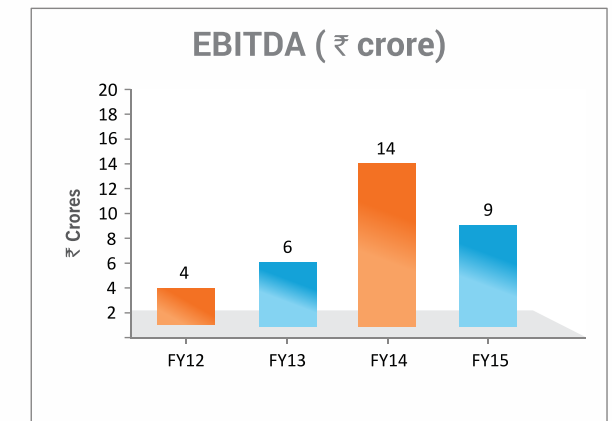
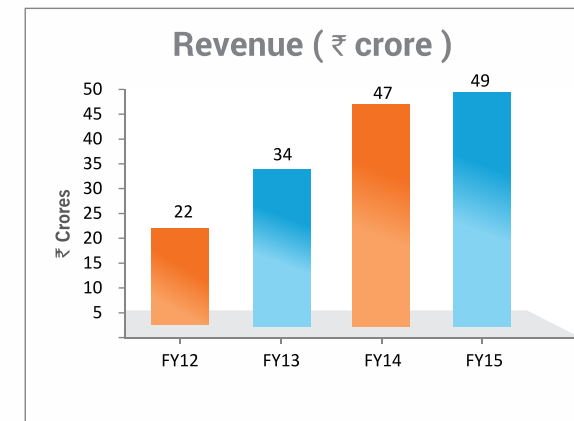
With customers in more than 30 countries across 4 continents, we have over 70% Telecom market share in South Asia. We process 25 billion worth client revenue data, help onboard 1 million customers daily and enable our clients impact 500 million customers across engagements.

We have been named in Forrester as

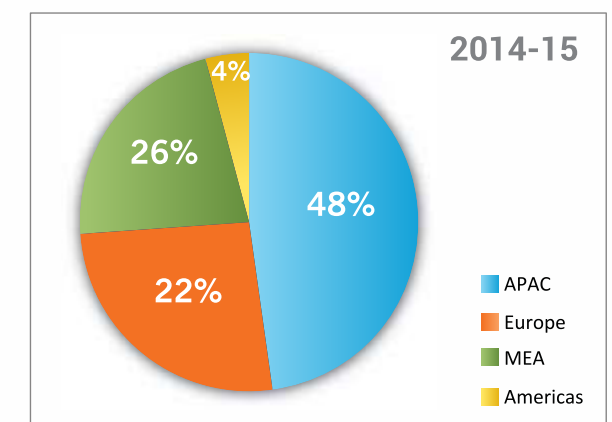
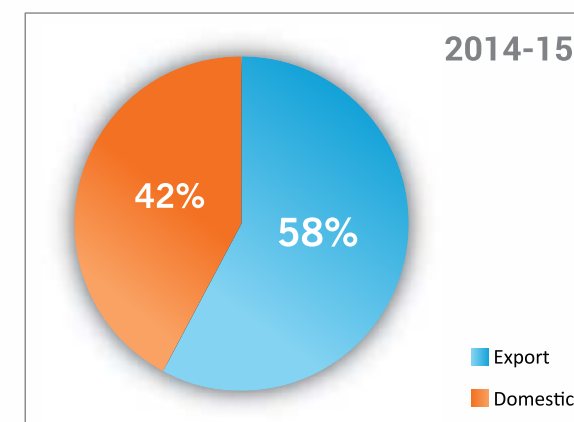
“Hot and emerging business technology vendors to watch out in 2015”

We were published in Gartner's Magic Quadrant for CCM and were featured in “Product Excellence Matrix report” by Frost and Sullivan.

# Financial Highlights

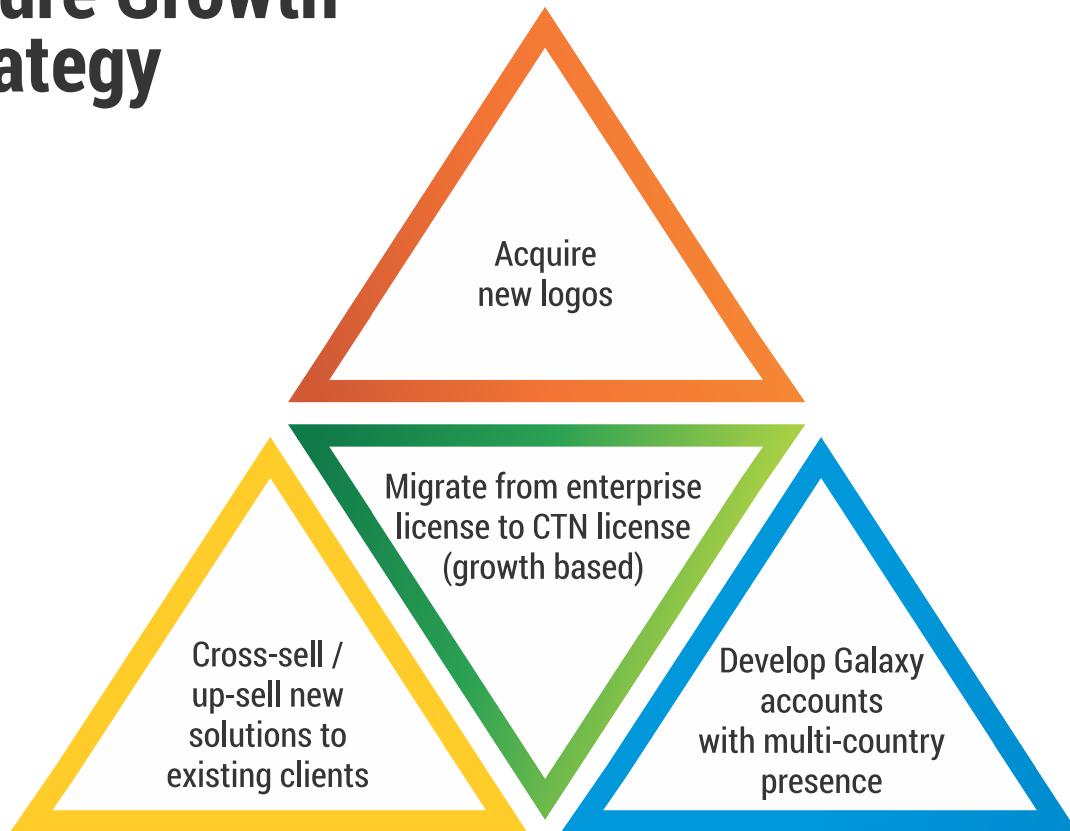


## Growth in Geographic Revenue

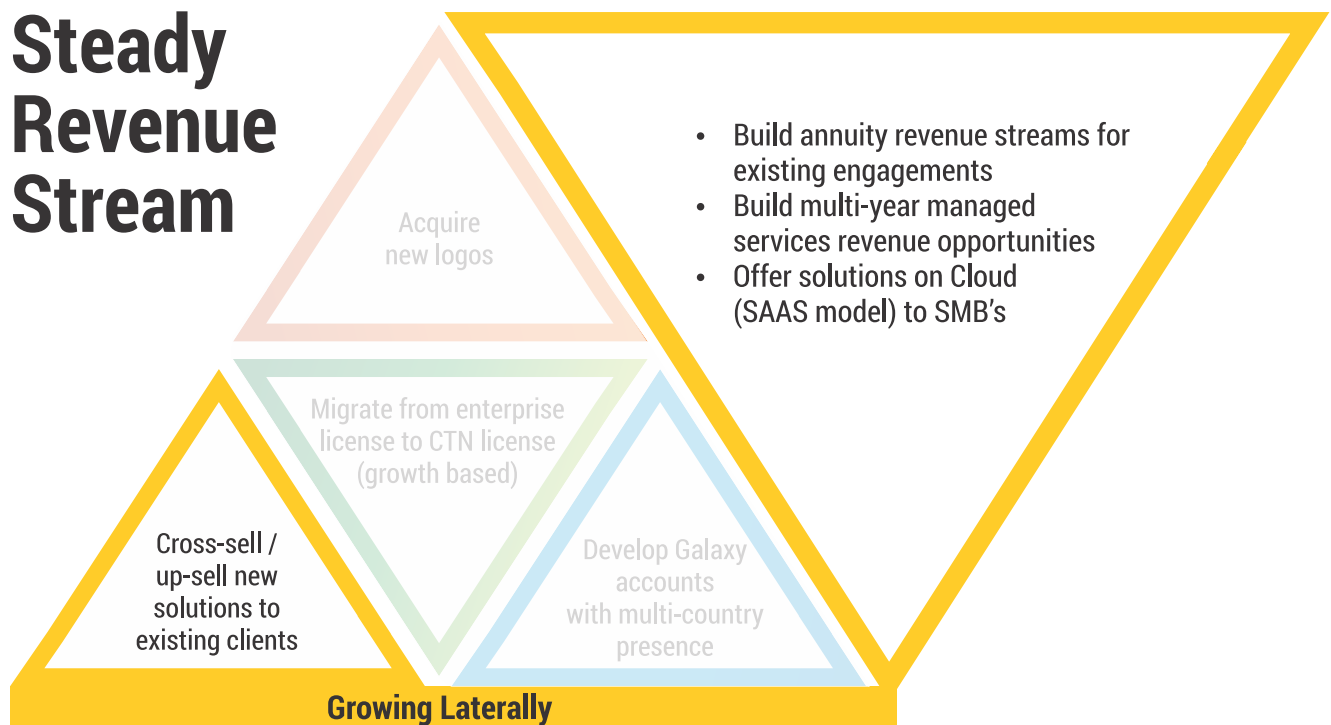




# Future Growth Strategy



# Steady Revenue Stream



## Board of Directors

|   |   |   |
|---|---|---|
| Chairman & Managing Director                      | : | Mr. C. K. Shastri   |
| Whole Time Director                               | : | Mr. Jayant Dwarkanath   |
| Director  | : | Mr. Tikam Sujan   |
| Director  | : | Mrs. V. Sarada Devi   |
| Director  | : | Mr. P. Pavan Kumar  |
| Director  | : | Mr. K. S. Shanker Rao   |
| Director  | : | Mr. V. S. Mallick   |
| <b>Head-Finance</b>                               | : | Mr. H. Madhukar Nayak   |
| <b>Company Secretary &amp; Compliance Officer</b> | : | Mr. Navajyoth Puttaparthi   |
| <b>Registered Office</b>                          | : | A1, Vikrampuri, Secunderabad - 500009, Telangana.<br>Tel: +91-40-44558585 / 27849019 / 27844551<br>Fax: +91-40-27819040<br>Website: in10stech.com<br>E-mail: info@intense.in  |
| <b>Branch Office</b>                              | : | <b>Intense Technologies Ltd, Singapore</b><br>9, Temasek Boulevard, # 19-05,<br>Suntec Tower Two,<br>Singapore - 038989   |
| <b>Subsidiaries</b>                               | : | <b>Intense Technologies FZE</b><br>P.O.Box 53142, Hamriyah Free Zone,<br>Sharjah, United Arab Emirates (UAE)<br><b>Intense Technologeis INC</b><br>10481, NW 36 Street, Miami, Florida - 33178,<br>United States of America (USA)<br><b>Intense Technologies UK Limited</b><br>200 Brook Drive, Green Park, Reading<br>RG2 6UB, United Kingdom (UK) |
| <b>Auditors</b>                                   | : | <b>Srinivas P &amp; Associates</b><br>Chartered Accountants<br>301, Madhava Apts,<br>Hill Colony, Khairtabad,<br>Hyderabad – 500004, Telangana.   |



|  |   |   |
|--|---|---|
| <b>Secretarial Auditors</b>                  | : | Puttaparthi Jagannatham & Co.<br>Company Secretaries<br>Flat No. 315, Bhanu Enclave,<br>ESI, Hyderabad - 500038, Telangana.   |
| <b>Shares listed with</b>                    | : | The Bombay Stock Exchange Limited, Mumbai.  |
| <b>Registrar &amp; Share Transfer Agents</b> | : | Karvy Computershare Private Ltd.<br>Karvy Selenium Tower B,<br>Plot No.31-32, Gachibowli,<br>Financial District, Nanakramguda,<br>Hyderabad - 500032, Telangana.<br>P : +91 40 67161591 |

## Board Committees

### Audit Committee

|          |   |                       |
|----------|---|-----------------------|
| Chairman | : | Mr. K. S. Shanker Rao |
| Member   | : | Mrs. V. Sarada Devi   |
| Member   | : | Mr. V. S. Mallick     |

### Nomination and Remuneration Committee

|          |   |                       |
|----------|---|-----------------------|
| Chairman | : | Mr. V. S. Mallick     |
| Member   | : | Mrs. V. Sarada Devi   |
| Member   | : | Mr. K. S. Shanker Rao |

### Management Committee

|          |   |                       |
|----------|---|-----------------------|
| Chairman | : | Mr. Jayant Dwarkanath |
| Member   | : | Mr. C. K. Shastri     |
| Member   | : | Mr. V. S. Mallick     |

### Corporate Social Responsibility Committee

|          |   |                       |
|----------|---|-----------------------|
| Chairman | : | Mr. K. S. Shanker Rao |
| Member   | : | Mrs. V. Sarada Devi   |
| Member   | : | Mr. V. S. Mallick     |

### Stakeholders Relationship Committee

|          |   |                       |
|----------|---|-----------------------|
| Chairman | : | Mr. K. S. Shanker Rao |
| Member   | : | Mrs. V. Sarada Devi   |
| Member   | : | Mr. V. S. Mallick     |

### Risk Management Committee

|          |   |                       |
|----------|---|-----------------------|
| Chairman | : | Mr. K. S. Shanker Rao |
| Member   | : | Mrs. V. Sarada Devi   |
| Member   | : | Mr. V. S. Mallick     |

### Performance Evaluation Committee

|          |   |                       |
|----------|---|-----------------------|
| Chairman | : | Mr. V. S. Mallick     |
| Member   | : | Mrs. V. Sarada Devi   |
| Member   | : | Mr. K. S. Shanker Rao |



## NOTICE TO SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT THE 25TH ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF INTENSE TECHNOLOGIES LIMITED (CIN: L30007TG1990PLC011510) WILL BE HELD ON WEDNESDAY, 30TH DAY OF SEPTEMBER, 2015 AT 2:00 P.M. AT SURANA UDYOG AUDITORIUM, FTAPCCI HOUSE, RED HILLS, LAKDI KA PUL, HYDERABAD - 500004, TELANGANA, TO TRANSACT THE FOLLOWING BUSINESS:-

### ORDINARY BUSINESS:

1. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:  
“**RESOLVED THAT** the Audited Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2015 together with the Reports of the Board of Directors’ and Auditors’ thereon and the audited Consolidated Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2015 as presented to the meeting, be and hereby, approved and adopted”.
2. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:  
“**RESOLVED THAT** Mr. K. S. Shanker Rao (holding DIN 02593315), director, who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby reappointed as a director of the Company.”
3. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:  
“**RESOLVED THAT** Mr. V.S. Mallick (holding DIN 02665539), director, who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby reappointed as a director of the Company.”
4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:  
“**RESOLVED THAT** pursuant to the provisions of Sections 139, 141 and 142 of the Companies Act, 2013, the appointment of M/s Srinivas P & Associates, Chartered Accountants, Hyderabad (Firm Registration No: 006987S), who were appointed as the Statutory Auditors of the Company till the conclusion of 27th Annual General Meeting, be and are hereby ratified and confirmed, on such remuneration as may be agreed upon by the Board of Directors and the Auditors, in addition to reimbursement of all out of pocket expenses in connection with the audit of the accounts of the Company for the financial year ending 31<sup>st</sup> March, 2016.”

For and on behalf of the Board

C. K. Shastri  
Chairman & Managing Director

Place: Secunderabad  
Date: 13<sup>th</sup> August, 2015

## NOTES

1. **A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on poll instead of himself / herself and a proxy need not be a member of the company. The instrument of Proxy in order to be effective should be deposited at its Registered Office of the Company not later than forty eight hours before the commencement of the Meeting.**

**A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholders.**

2. The Register of Members and Share Transfer Books of the Company will remain closed from 23-09-2015 to 30-09-2015 (both days inclusive) for determining the names of members eligible for Voting at the General Meeting.
3. Electronic copy of the Annual Report and the notice of the Annual General Meeting of the Company 'inter alia' indicating the process and manner of e-voting along with attendance slip and proxy form are being sent to all the members whose email IDs are registered with the Company/ Depository Participant(s) for communication purposes, unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the above documents are being sent in the permitted mode.
4. Members are requested to notify any change in their addresses to the Company immediately. Members holding shares in electronic form are requested to advise change of addresses to their Depository Participants.
5. Members are requested to affix their signatures at the space provided on the attendance slip annexed to proxy form and handover the slip at the entrance of the meeting hall. Corporate members are requested to send a duly certified copy of the board resolution / power of attorney authorizing their representatives to attend and vote at the Annual General Meeting.
6. Members may also note that the notice of the Annual General Meeting and the Annual Report will also be available on the Company's website for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office at A1, Vikramপুরi, Secunderabad - 500 009, for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost.
7. **Process and Manner for Shareholders opting for e-voting is as under :-**

### **Remote E-Voting:**

The Company is pleased to provide e-voting facility to the shareholders of the Company to enable them to cast their votes electronically on the items mentioned in the Notice. The facility for voting by ballot or polling paper shall also be made available at the Annual General Meeting and the shareholders attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting. The members who have already cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

The Company has appointed Mr. CS Puttaparthi Jagannatham, Advocate as the Scrutinizer for conducting the e-voting process in a fair and transparent manner. E-voting is optional. The e-voting rights of the shareholders / beneficial owners shall be reckoned on the equity shares held by them as on 23<sup>rd</sup> September, 2015, being the Cut-off date for the purpose. The Shareholders of the Company holding shares either in dematerialised or in physical form, as on the Cut-off date, may cast their vote electronically. A person who is not a shareholder on the Cut-off date should treat this Notice for information purposes only.



The process and manner for remote e-voting are as under:

1. The Company has entered into an arrangement with Karvy Computershare Private Limited ("Karvy") for facilitating remote e-voting for the Annual General Meeting. The instructions for remote e-voting are as under:
  - i) Open your web browser during the voting period and navigate to '<https://evoting.karvy.com>'.
  - ii) Enter the login credentials, i.e. user-id & password, mentioned on the Attendance Slip / Email forwarded through the electronic notice:

|           |  |
|-----------|--|
| User – ID | For shareholder(s)/ Beneficial Owner(s) holding Shares In Demat Form:-<br>a) For NSDL:- 8 Characters DP ID Followed By 8 Digits Client ID<br>b) For CDSL:- 16 Digits Beneficiary ID<br>c) For Members holding shares in Physical Form:- Folio Number registered with the Company |
| Password  | Your Unique password is printed on the AGM Attendance Slip / sent via email forwarded through the electronic notice.   |
| Captcha   | Enter the Verification code for Security reasons, i.e., please enter the alphabets and numbers in the exact way as they are displayed.   |

- (iii) After entering these details appropriately, click on "LOGIN".
- (iv) Members holding shares in Demat / Physical form will now reach password change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (like \*, #, @, etc.). Kindly note that this password can be used by the Demat holders for voting for resolution of any other company on which they are eligible to vote, provided that such company opts for e-voting through Karvy's e-Voting platform. System will prompt you to change your password and update any contact details like mobile #, email ID., etc on first login. You may also enter the Secret Question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Kindly ensure that you note down your password for future reference. In case you forget it, you will need to go through 'Forgot Password' option available on the Karvy's e-voting website to reset the same.
- (v) You need to login again with the new credentials.
- (vi) On successful login, system will prompt to select the 'Event', i.e. 'Intense Technologies Limited'.
- (vii) If you are holding shares in Demat form and had logged on to <https://evoting.karvy.com> and casted your vote earlier for any other company, then your existing login id and password are to be used.
- (viii) On the voting page, you will see Resolution Description and against the same the option 'FOR/AGAINST/ABSTAIN' for voting. Enter the number of shares under 'FOR/AGAINST/ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding. If you do not want to cast a vote, you may select 'ABSTAIN'.
- (ix) After selecting the resolution if you have decided to cast vote on the same, click on "SUBMIT" and a confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (x) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- (xi) Corporate / Institutional Members (corporate / FIs / FIIs / Trust / Mutual Funds / Banks, etc.) are required to send scanned copy (PDF format) of the relevant Board resolution to the Scrutinizer through e-mail to [pjagan123@gmail.com](mailto:pjagan123@gmail.com) with a copy to [evoting@karvy.com](mailto:evoting@karvy.com). The file scanned image / pdf file of the Board Resolution should be in the naming format "Corporate Name".

2. Once you have cast your vote on a resolution you will not be allowed to modify it subsequently. Kindly note that once you have cast your vote you cannot modify or vote on poll at the Annual General Meeting. However, you can attend the meeting and participate in the discussions, if any.
3. The Portal will remain open for voting from: 9.00 a.m. on 27th September 2015 to 5.00 p.m. on 29th September 2015 (both days inclusive). The e-voting portal shall be disabled by Karvy thereafter.
4. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of <https://evoting.karvy.com>. In case of any grievances, you may contact Mr. K S Reddy of Karvy Computershare Private Limited at 040-67162222 or at 1800-3454-001 (toll free); email: [einward.ris@karvy.com](mailto:einward.ris@karvy.com).
5. The Scrutinizer shall within a period not later than 3 (Three) days from the conclusion of the voting at the annual general meeting, first count the votes cast at the annual general meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least 2 (Two) witnesses not in the employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total votes cast in favour of or against, if any, not later than 3 (Three) days after the conclusion of the annual general meeting to the Chairman of the Company. The Chairman, or any other person authorised by the Chairman, shall declare the result of the voting forthwith.
6. The resolutions will be deemed to be passed on the Annual General Meeting date subject to receipt of the requisite number of votes in favour of the resolutions.
7. The results declared along with the Scrutinizer's Report(s) will be placed on the website of the Company [www.in10stech.com](http://www.in10stech.com) and on Karvy's website (<https://evoting.karvy.com>) immediately after it is declared by the Chairman, or any other person authorised by the Chairman, and the same shall be communicated to Bombay Stock Exchange Limited.

**INFORMATION ON DIRECTORS SEEKING RE-APPOINTMENT AS REQUIRED UNDER CLAUSE 49 (VIII)(E) OF THE LISTING AGREEMENT AT THE ANNUAL GENERAL MEETING**

| Particulars  | Mr. K. S. Shanker Rao   | Mr. V. S. Mallick  |
|--|---|--|
| Directors Identification Number (DIN)  | 02593315  | 02665539   |
| Date of Birth & Nationality  | 29/06/1937 Indian   | 01/05/1967 Indian  |
| Date of first Appointment on the Board of the Company  | 27/03/2009  | 25/08/2009   |
| Qualifications & Expertise   | Civil Engineer and has expertise in the field of Finance & Management | Bachelor of Technology (B.Tech) and has a Post Graduate Diploma in Rural Management (PGDRM) and has expertise in the field of Finance & Management |
| Directorship held in other Public Companies  | Nil   | Director in Kanha Shanti Vanam   |
| Memberships/ Chairmanships of committees of other public companies (including only Audit and Shareholders Grievance Committee) | Refer to Report on Corporate Governance                               | Refer to Report on Corporate Governance  |
| Number of shares held in the Company   | Nil   | Nil  |

For and on behalf of the Board

C. K. Shastri

Chairman & Managing Director

Place: Secunderabad  
Date: 13<sup>th</sup> August, 2015



## DIRECTORS' REPORT

**Dear Shareholders,**

Your Directors have pleasure to present the 25th Annual Report and the Audited Accounts for the financial year ended 31st March, 2015.

### 1. Financial Results

The Company's financial performance, for the year ended 31st March, 2015 is summarized below:

| (₹ in Lakhs)                        |                 |                 |                 |
|-------------------------------------|-----------------|-----------------|-----------------|
| Particulars                         | Standalone      |                 | Consolidated    |
|                                     | 2014-2015       | 2013-14         | 2014-2015       |
| <b>Gross Revenues</b>               | <b>4,948.08</b> | <b>4,679.24</b> | <b>4,860.31</b> |
| <b>Total Expenditure</b>            | <b>4,145.99</b> | <b>3,435.20</b> | <b>4,354.32</b> |
| Profit before tax                   | 802.09          | 1,244.04        | 505.99          |
| Tax Expense                         | 136.40          | 119.25          | 136.40          |
| <b>Profit after tax</b>             | <b>665.69</b>   | <b>1,124.79</b> | <b>369.59</b>   |
| Earnings per share                  |                 |                 |                 |
| Basic EPS (Face Value ₹ 2/- each)   | 3.45            | 5.83            | 1.92            |
| Diluted EPS (Face Value ₹ 2/- each) | 3.09            | 5.30            | 1.72            |

### 2. Review of Operations

During the year under review, your Company registered a gross revenue of ₹ 4,948.08 Lakhs (previous year ₹ 4,679.24 Lakhs) and a Profit Before Tax of ₹ 802.09 Lakhs (previous year ₹ 1,244.04 Lakhs).

The highlight for the year was the conclusion of a multi-year, multi-country, global price agreement with one of the largest communications solutions providers of the world. This opens new opportunities for our solution across all worldwide locations of this Fortune 500 enterprise. We also maintained market leadership in South Asia for our UniServe™ solutions. Our increased sales investments in Europe and both the Americas, while affecting our margins for the current year, have been instrumental in building a strong sales pipeline for the forthcoming period. We now have customers in all the four continents and are actively exploring new opportunities jointly with large SIs and local partners.

### 3. Future Outlook

Digital Transformation across large enterprises is a global phenomenon now. Our UniServe™ platform, in the past year, has successfully proven its capability as an accelerator to this transformation process. Additionally, with the aforementioned global price agreement in place now, we will endeavor to reach out to all global locations of the enterprise and conclude new opportunities. In the forthcoming year we are also launching our cloud platform to pursue new revenue opportunities in the large SMB segment in India.

Long sales cycles are inherent to enterprise-scale solutions and with our limited sales network in the past, we haven't been successful in building a pipeline robust enough to deliver substantial quarter on quarter numbers. We are in the process of correcting this anomaly by buttressing our global sales teams who are already in the process of building a strong sales pipeline. This, along with the assured periodic annuity from our existing engagements, we believe, will allow us to deliver consistently over a quarterly basis, within the next couple of years. Furthermore, our pursuit of global opportunity should also improve profitability as our margin realization has been superior on our export earnings. The Government is a large purchaser of technology solutions and we are also focused on opportunities in this sector.

#### **4. Change in the nature of business**

During the year the company has not changed its business.

#### **5. Dividend**

In order to conserve its financial resources to meet its growth plan, your Board could not recommend any dividend for the year under review.

#### **6. Reserves**

The Company has not proposed for transfer any amount to Reserves during the financial year and proposes to retain ₹ 244,700,331/- in the Profit and Loss Account.

#### **7. Finance**

Cash and cash equivalents as at March 31st 2015 were ₹ 234,108,666/-. The company continues to focus on judicious management of its working capital, receivables, and inventories. Other working capital parameters were kept under strict check through continuous monitoring.

#### **8. Share Capital**

During the year, there was no

- a. Issue of shares with differential rights;
- b. Issue of sweat equity shares;
- c. Provision of money by company for purchase of its own shares by employees or trustees for the benefit of employees

However, Your Company has issued Employee Stock Options and the details are enclosed in **Annexure - VII**.

#### **9. Directors and Key Managerial Personnel**

In accordance with the Companies Act, 2013 and the Articles of Association of the Company, Mr. V. S. Mallick and Mr. K. S. Shanker Rao retire by rotation and being eligible, offer themselves for reappointment.

Mr. Navajyoth Puttaparthi has been appointed as the Company Secretary with effect from 24th October, 2014.

#### **10. Meetings**

During the year 4 (Four) Board Meetings and 4 (Four) Audit Committee Meetings were convened and held. The details are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013. A calendar of meetings is prepared and circulated in advance to all the Directors.

#### **11. Board Evaluation**

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration and Compliance Committees. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

#### **12. Declaration by an Independent Director(s) and re- appointment, if any**

The Independent Director(s) have submitted the declaration of independence pursuant to Section 149(7) of the Act stating that he/she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

#### **13. Remuneration Policy**

The Board has, on the recommendation of the Nomination & Remuneration Committee, framed a policy for appointment and remuneration of Directors, Key Managerial Personnel and other employees including criteria for determining qualifications, positive attributes and director's independence. The Remuneration Policy is stated in the Corporate Governance Report.

## Managerial Remuneration

- A) Details of the ratio of the remuneration of each Director to the median employee's remuneration and other details as required pursuant to Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

| Remuneration to Directors: |               | 2014-15 (₹) | % on total salaries |
|----------------------------|---------------|-------------|---------------------|
| (a) Managing Director      | - Salary      | 6,000,000   | 2.24%               |
|                            | - Perquisites | ---         | ---                 |
| (b) Whole Time Director    | - Salary      | 6,000,000   | 2.24%               |
|                            | - Perquisites | ---         | ---                 |

- B) Statement of Particulars of employees pursuant to the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is enclosed as **Annexure - III**.
- C) No director is in receipt of any commission from the company and the Managing Director/ Whole-time Director of the Company have not received any remuneration or commission from any other Company subject to its disclosure by the Company in the Board's Report.

## 14. Details of Subsidiary/Joint Ventures/Associate Companies

Pursuant to sub-section (3) of Section 129 of the Act, the statement containing the salient feature of the financial statement of a company's subsidiary or subsidiaries, associate company or companies and joint venture or ventures is given as **Annexure - IV** [Performance and financial position of each of the subsidiaries, associates and joint venture companies included in the consolidated financial statement].

The Company has three Wholly Owned Subsidiary Company (WOS):

- (1) "Intense Technologies FZE" in Hamriyah Free Zone, Hamriyah, United Arab Emirates (UAE).
- (2) "Intense Technologies INC" in Florida, United States of America (USA).
- (3) Intense Technologies UK Limited in 200 Brook Drive, Green Park, Reading RG2 6UB, United Kingdom (UK).

The Company has one Branch:

Intense Technologies Ltd in 9, Temasek Boulevard, # 19-05, Suntec Tower Two, Singapore – 038989.

There were no commercial operations in Intense Technologies INC and Intense Technologies UK Limited during the financial year 2014-15.

Further, the Annual Accounts and related documents of the subsidiary company shall be kept open for inspection at the Registered & Corporate Office of the Company. The Company will also make available copy thereof upon specific request by any Member of the Company interested in obtaining the same. Further, pursuant to Accounting Standard AS-21 issued by the Institute of Chartered Accountants of India, Consolidated Financial Statements presented by the Company in this Annual Report include the financial information of its subsidiary.

## 15. Statutory Auditors

M/s Srinivas P & Associates, Chartered Accountants, Independent Auditors of the Company were appointed in the last Annual General meeting for a period of three years till conclusion of Twenty Seventh Annual General Meeting. The resolution relating to ratification of the appointment is put to ratification by members in the ensuing Annual General Meeting.

## 16. Auditors' Report

The Auditors' Report does not contain any qualification.

Notes to Accounts and Auditors remarks in their report are self-explanatory and do not call for any further comments.



## **17. Disclosure about Cost Audit**

As per the Cost Audit Orders, Cost Audit is not applicable to the Company for the Financial Year 2014-15.

## **18. Secretarial Audit Report**

A Secretarial Audit Report given by M/s Puttaparthi Jagannatham and Co., Company Secretaries, is annexed with the report. The delays in ROC filings were due to non availability of the signatory and objectives were however met. The self explanatory statement on CSR expenditure and Secretarial Audit has been mentioned at the relevant paras. The report is self-explanatory and do not call for any further comments and is enclosed as **Annexure - V**.

## **19. Internal Audit Controls and their adequacy**

The Company has an internal control system, commensurate with the size scale and complexity of its operations. The scope and authority of the Internal Audit Function is defined in the Internal Audit Manual. To maintain its objectivity and independence the Internal Audit function reports to the Chairman of the audit committee of the Board and to the Chairman and Managing Director.

The internal Audit department monitors and evaluate the efficiency and adequacy of the internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company. Based on the report of internal audit functions, process owner undertake corrective actions in their respective areas and thereby strengthen the controls. Significant audit observations and recommendations along with corrective actions thereon are presented to the audit committee of the Board.

## **20. Adequacy of internal financial controls with reference to the financial statements**

The company has internal Auditors and the Audit Committee constituted are in place to take care of the same. During the year, the Company continued to implement their suggestions and recommendations to improve the control environment. Their scope of work includes review of processes for safeguarding the assets of the Company, review of operational efficiency, effectiveness of systems and processes, and assessing the internal control strengths in all areas. Internal Auditors findings are discussed with the process owners and suitable corrective actions taken as per the directions of Audit Committee on an ongoing basis to improve efficiency in operations.

## **21. Issue of employee stock options**

Employees Stock Option Plan As required by Clause 12 of SEBI (Employee Stock Options Scheme and Employees Stock Purchase Scheme) Guidelines 1999, the disclosures of the Employees Stock Option Plan 2005, Stock Option Plan A 2007, Stock Option Plan A 2009 and Stock Option Plan B 2009 which are in force are given in **Annexure – VII**.

## **22. Whistle Blower Policy**

Pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013, a Whistle Blower Policy for directors and employees to report genuine concerns has been established. The Whistle Blower Policy has been uploaded on the website of the Company at [www.in10stech.com](http://www.in10stech.com).

## **23. Risk Management And Insurance**

The Company has established Risk Management Process to manage risks with the objective of maximizing shareholders value.

All the properties of your Company have been adequately insured. Your Company continuously monitors business and operational risk through business process, re-engineering and reviewing areas such as production, finance, legal and other issues. An exhaustive exercise is underway to bring a model regulating risk management mechanism. Your Company's assets are adequately insured against the risk from fire and earthquake.

## **24. Extract of Annual Return**

As required pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of annual return is annexed as **Annexure - I**.

## 25. Material changes and commitments

No material changes and commitments have occurred after the close of the year till the date of this Report, which affect the financial position of the company.

## 26. Details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future

No such orders were passed against the Company.

## 27. Deposits

The company has not accepted any fixed deposits from the public.

## 28. Particulars of loans, guarantees or investments under Section 186

- (i) **Details of Loans:** No Loans were made during the Financial Year 2014 -15.
- (ii) **Details of Investments:** The details of the Investments in equity shares in other listed entities aggregating to ₹ 37,343/- of the Company are given in Notes to the Financial Statements.
- (iii) **Details of Guarantee / Security Provided**

| SL No | Date of providing security/ guarantee | Details of recipient | Amount (₹) | Purpose for which the security/guarantee is proposed to be utilized by the recipient |
|-------|---------------------------------------|----------------------|------------|--|
| 1     | 15.01.2010                            | BSNL, MH Telecom     | 506,660    | Bank Guarantee   |
| 2     | 07.01.2010                            | BSNL, MH Telecom     | 506,660    | Bank Guarantee   |
| 3     | 17.09.2014                            | BSNL, Patna          | 11,542     | Bank Guarantee   |

## 29. Particulars of contracts or arrangements with related parties

As a matter of policy, your Company carries out transactions with related parties on an arms' length basis. There are no materially significant related party transactions made by the company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with interest of the company at large. Statement of these transactions is given in other explanatory information attached in compliance of Accounting Standard No. AS-18.

## 30. Corporate Governance Certificate

The Compliance certificate from the auditors regarding compliance of conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement shall be annexed with the report.

## 31. Management Discussion and Analysis

A report on Management Discussion & Analysis for the year under review, as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges in India, is provided in a separate section forming part of this Annual Report and is enclosed as Annexure - VI.

## 32. Statutory Disclosures

In terms of the provisions of the Companies Act, 2013 and other applicable regulations read with the Companies (Particulars of Employees) Rules, 1975 as amended, the names and other particulars of the employees are set out in the annexure to the Directors' Report. However, as per the provisions of the said Act read with Clause 32 of the Listing Agreement, the Annual Report excluding the aforesaid information is being sent to all the members of the Company and others entitled thereto. Any member interested in obtaining such particulars may write to the Company at the registered office of the Company.

### **33. Obligation of Company under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013**

In order to prevent Sexual Harassment of Women at Workplace a new act "The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013" has been notified on 9th December, 2013. Under the said Act every Company is required to set up an Internal Complaints Committee to look into complaints relating to sexual harassment at work place of any women employee.

The Company has constituted "Internal Complaints Committee" as required under Section 4 (1) of Sexual harassment of women at work place (prevention, prohibition and redressal) act, 2013.

This committee consists of following members:

Ms. V. Madhumathi

Ms. Drishti Chhabria

Ms. H. C. Madhavi

During the year under review, no complaint of harassment at the workplace was received by the Committee.

### **34. Conservation of energy, technology absorption and foreign exchange earnings and outgo**

The particulars as prescribed under Sub Section (3) (m) of Section 134 of the Companies Act, 2013, read with the Companies (Accounts) Rules, 2014.

#### **A. Conservation of Energy :**

The Company's core activity is information technology and services related which is not power intensive. The Company is making every effort to conserve the usage of power.

#### **B. Technology Absorption (R&D, Adaptation and Innovation):**

1. Efforts, in brief, made towards technology absorption, adaptation and innovation:
  - i) Continuous research to upgrade existing products and to develop new products and services.
  - ii) To enhance its capability and customer service the company continues to carry out R & D activities in house.
2. Benefits derived as a result of the above efforts:
  - i) Introduction of new and qualitative products.
  - ii) Upgrade of existing products.
3. Future plan of action:

Intense will continue to invest in and adopt the best processes and methodologies suited to its line of business and long-term strategy. Training employees in the latest appropriate technologies will remain a focus area. The Company will continue to leverage new technologies and also on the expertise available.



### C. Foreign Exchange Earnings & Outgo:

The details of Foreign Exchange earnings and outgo are given below:

|          |                                  | (₹ In Lakhs) |          |
|----------|----------------------------------|--------------|----------|
|          |                                  | 2014-15      | 2013-14  |
| <b>1</b> | <b>Foreign Exchange Earnings</b> |              |          |
|          | FOB Value of Goods exported      | 2,727.95     | 2,170.94 |
|          |                                  |              |          |
| <b>2</b> | <b>Foreign Exchange Outgo</b>    |              |          |
|          | Travelling                       | 221.48       | 217.08   |
|          | Other expenditure incurred       | 96.89        | 83.18    |
|          | Transferred to Singapore Branch  | 106.03       | 0.58     |
|          | Transferred to Subsidiaries      | 337.82       | 121.20   |

### 35. Corporate Social Responsibility (CSR)

The Company has constituted the CSR committee as per the CSR Policy Rules and has identified the Education, Health, Environment, Rural Development and Disaster Relief, if any as the focus areas for CSR activities.

The Company could not spend all the earmarked money because of the problems in identifying the areas and beneficiaries. However, the unspent amount in the year 2014-15 is proposed to be spent during the current year 2015-16 and the next years.

The Disclosure as per Rule 9 of Companies (Corporate Social Responsibility Policy) Rules, 2014 are enclosed with this report as **Annexure - II**.

### 36. Human Resources

Your Company treats its "Human Resources" as one of its most important assets.

Your Company continuously invests in attraction, retention and development of talent on an ongoing basis. A number of programs that provide focused people attention are currently underway. Your Company thrust is on the promotion of talent internally through job rotation and job enlargement.

### 37. Directors' Responsibility Statement

The Directors' Responsibility Statement referred to in Clause (c) of Sub-Section (3) of Section 134 of the Companies Act, 2013, shall state that-

- in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- the directors had selected such 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 and loss of the company for that period;
- the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- the directors had prepared the annual accounts on a going concern basis; and
- the directors, in the case of a listed company, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

(f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### **38. Transfer of Amounts to Investor Education and Protection Fund**

Your Company did not have any funds lying unpaid or unclaimed for a period of seven years. Therefore, there were no funds which were required to be transferred to Investor Education and Protection Fund (IEPF).

### **39. Listing with Stock Exchanges**

At present the equity shares of the Company are listed on the Bombay Stock Exchange at Mumbai. The company confirms that it has paid Annual Listing Fees due to the Bombay Stock Exchange for the year 2015 -16.

### **40. Depository System**

Members are aware that your Company's shares are tradable compulsorily in electronic form and your Company has established connectivity with both National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). In view of the numerous advantages offered by the depository system, the members are requested to avail the facility of Dematerialization of the Company's shares on NSDL & CDSL. The ISIN allotted to the Company's Equity shares is INE781A01025.

### **41. Acknowledgements**

Your Directors' convey their sincere thanks to State Bank of Hyderabad, HDFC Bank Ltd, and shareholders for their continued support. Your Directors' place on record, appreciation of the contribution made by the employees at all levels and looks forward to their continued support.

For and on behalf of the Board

Place: Secunderabad  
Date: 13th August, 2015

C. K. Shastri  
Chairman & Managing Director

Jayant Dwarkanath  
Whole Time Director

**ANNEXURE I**  
**FORM NO. MGT 9**  
**EXTRACT OF ANNUAL RETURN**  
**As on financial year ended on 31.03.2015**  
**Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company**  
**(Management & Administration) Rules, 2014.**

**REGISTRATION AND OTHER DETAILS:**

| i)                                     | CIN:  | L30007TG1990PLC011510  |  |                       |                     |                   |   |                       |              |                                  |  |         |  |                      |  |                      |   |                      |  |                                 |  |                                      |  |  |  |
|--|---|--|--|-----------------------|---------------------|-------------------|---|-----------------------|--------------|----------------------------------|--|---------|--|----------------------|--|----------------------|---|----------------------|--|---------------------------------|--|--------------------------------------|--|--|--|
|  | Foreign Company Registration Number/GLN   | ---  |  |                       |                     |                   |   |                       |              |                                  |  |         |  |                      |  |                      |   |                      |  |                                 |  |                                      |  |  |  |
|  | Registration Date [DDMMYY]  | 24/07/1990   |  |                       |                     |                   |   |                       |              |                                  |  |         |  |                      |  |                      |   |                      |  |                                 |  |                                      |  |  |  |
| ii)                                    | <b>Category of the Company</b> [Pl. tick]   | <table border="1"> <tr> <td>1. Private Company</td> <td></td> </tr> <tr> <td>2. Public Company</td> <td>✓</td> </tr> </table>  |  | 1. Private Company    |                     | 2. Public Company | ✓ |                       |              |                                  |  |         |  |                      |  |                      |   |                      |  |                                 |  |                                      |  |  |  |
| 1. Private Company                     |   |  |  |                       |                     |                   |   |                       |              |                                  |  |         |  |                      |  |                      |   |                      |  |                                 |  |                                      |  |  |  |
| 2. Public Company                      | ✓   |  |  |                       |                     |                   |   |                       |              |                                  |  |         |  |                      |  |                      |   |                      |  |                                 |  |                                      |  |  |  |
| iii)                                   | <b>Sub Category of the Company</b><br>[ Please tick whichever are applicable]   | <table border="1"> <tr><td>1. Government Company</td><td></td></tr> <tr><td>2. Small Company</td><td></td></tr> <tr><td>3. One Person Company</td><td></td></tr> <tr><td>4. Subsidiary of Foreign Company</td><td></td></tr> <tr><td>5. NBFC</td><td></td></tr> <tr><td>6. Guarantee Company</td><td></td></tr> <tr><td>7. Limited by shares</td><td>✓</td></tr> <tr><td>8. Unlimited Company</td><td></td></tr> <tr><td>9. Company having share capital</td><td></td></tr> <tr><td>10. Company not having share capital</td><td></td></tr> <tr><td>11. Company Registered under Section 8</td><td></td></tr> </table> |  | 1. Government Company |                     | 2. Small Company  |   | 3. One Person Company |              | 4. Subsidiary of Foreign Company |  | 5. NBFC |  | 6. Guarantee Company |  | 7. Limited by shares | ✓ | 8. Unlimited Company |  | 9. Company having share capital |  | 10. Company not having share capital |  | 11. Company Registered under Section 8 |  |
| 1. Government Company                  |   |  |  |                       |                     |                   |   |                       |              |                                  |  |         |  |                      |  |                      |   |                      |  |                                 |  |                                      |  |  |  |
| 2. Small Company                       |   |  |  |                       |                     |                   |   |                       |              |                                  |  |         |  |                      |  |                      |   |                      |  |                                 |  |                                      |  |  |  |
| 3. One Person Company                  |   |  |  |                       |                     |                   |   |                       |              |                                  |  |         |  |                      |  |                      |   |                      |  |                                 |  |                                      |  |  |  |
| 4. Subsidiary of Foreign Company       |   |  |  |                       |                     |                   |   |                       |              |                                  |  |         |  |                      |  |                      |   |                      |  |                                 |  |                                      |  |  |  |
| 5. NBFC                                |   |  |  |                       |                     |                   |   |                       |              |                                  |  |         |  |                      |  |                      |   |                      |  |                                 |  |                                      |  |  |  |
| 6. Guarantee Company                   |   |  |  |                       |                     |                   |   |                       |              |                                  |  |         |  |                      |  |                      |   |                      |  |                                 |  |                                      |  |  |  |
| 7. Limited by shares                   | ✓   |  |  |                       |                     |                   |   |                       |              |                                  |  |         |  |                      |  |                      |   |                      |  |                                 |  |                                      |  |  |  |
| 8. Unlimited Company                   |   |  |  |                       |                     |                   |   |                       |              |                                  |  |         |  |                      |  |                      |   |                      |  |                                 |  |                                      |  |  |  |
| 9. Company having share capital        |   |  |  |                       |                     |                   |   |                       |              |                                  |  |         |  |                      |  |                      |   |                      |  |                                 |  |                                      |  |  |  |
| 10. Company not having share capital   |   |  |  |                       |                     |                   |   |                       |              |                                  |  |         |  |                      |  |                      |   |                      |  |                                 |  |                                      |  |  |  |
| 11. Company Registered under Section 8 |   |  |  |                       |                     |                   |   |                       |              |                                  |  |         |  |                      |  |                      |   |                      |  |                                 |  |                                      |  |  |  |
| iv)                                    | Whether shares listed on recognized Stock Exchange(s)<br><br>If yes, details of stock exchanges where shares are listed                                       | Yes<br><br><table border="1"> <thead> <tr> <th>SN</th> <th>Stock Exchange Name</th> <th>Code</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Bombay Stock Exchange</td> <td>INE781A01025</td> </tr> </tbody> </table>  |  | SN                    | Stock Exchange Name | Code              | 1 | Bombay Stock Exchange | INE781A01025 |                                  |  |         |  |                      |  |                      |   |                      |  |                                 |  |                                      |  |  |  |
| SN                                     | Stock Exchange Name   | Code   |  |                       |                     |                   |   |                       |              |                                  |  |         |  |                      |  |                      |   |                      |  |                                 |  |                                      |  |  |  |
| 1                                      | Bombay Stock Exchange   | INE781A01025   |  |                       |                     |                   |   |                       |              |                                  |  |         |  |                      |  |                      |   |                      |  |                                 |  |                                      |  |  |  |
| V)                                     | AGM details -   | 25th AGM held on Wednesday, the 30th day of September, 2015 at Surana Udyog Auditorium, FTAPCCI House, Red Hills, Lakdi Ka Pul, Hyderabad - 500004 at 2:00 P.M.  |  |                       |                     |                   |   |                       |              |                                  |  |         |  |                      |  |                      |   |                      |  |                                 |  |                                      |  |  |  |
|  | Whether extension of AGM was granted – Yes / No.<br>( If yes, provide reference number , date of approval letter and the period upto which extension granted) | No   |  |                       |                     |                   |   |                       |              |                                  |  |         |  |                      |  |                      |   |                      |  |                                 |  |                                      |  |  |  |
|  | If Annual General Meeting was not held, specify the reasons for not holding the same  | Not Applicable   |  |                       |                     |                   |   |                       |              |                                  |  |         |  |                      |  |                      |   |                      |  |                                 |  |                                      |  |  |  |



|      |   |  |
|------|---|--|
| Vi)  | NAME AND REGISTERED OFFICE ADDRESS OF COMPANY:  |  |
|      | Company Name  | Intense Technologies Limited   |
|      | Address   | A1,Vikrampuri,   |
|      | Town / City   | Secunderabad   |
|      | State   | Telangana  |
|      | Pin Code:   | 500009   |
|      | Country Name :  | India  |
|      | Country Code  | +91  |
|      | Telephone (With STD Area Code Number)   | 040-44558585   |
|      | Fax Number :  | 040-27819040   |
|      | Email Address   | info@intense.in  |
|      | Website   | www.in10stech.com  |
|      | Name of the Police Station having jurisdiction where the registered office is situated                | Karkhana Police Station  |
|      | Address for correspondence, if different from address of registered office:                           | NA   |
| Vii) | Name and Address of Registrar & Transfer Agents (RTA):- Full address and contact details to be given: |  |
|      | Registrar & Transfer Agents ( RTA ):-   | Karvy Computershare Private Limited  |
|      | Address   | Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda |
|      | Town / City   | Hyderabad  |
|      | State   | Telangana  |
|      | Pin Code:   | 500032   |
|      | Telephone (With STD Area Code Number)   | 040 - 67161591   |
|      | Fax Number  | 040 - 23420814 / 23420857  |
|      | Email Address   | einward.ris@karvy.com  |

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

| SI No. | Name and Description of main products / services         | NIC Code of the Product/service | % to total turnover of the company |
|--------|--|---------------------------------|------------------------------------|
| 1      | Computer programming, consultancy and related activities | 620                             | 100                                |

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

| SI. NO | NAME AND ADDRESS OF THE COMPANY | CIN/GLN | HOLDING/ SUBSIDIARY / ASSOCIATE |
|--------|---------------------------------|---------|---------------------------------|
| 1      | Intense technologies FZE        | ---     | Subsidiary Company              |
| 2      | Intense Technologies INC        | ---     | Subsidiary Company              |
| 3      | Intense Technologies UK Limited | ---     | Subsidiary Company              |

#### IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

##### i) Share Capital

##### a) Authorised Capital-

| Class of Shares  | No. of shares | Nominal Value per share (₹) | Total Nominal value of shares [₹] |
|--|---------------|-----------------------------|-----------------------------------|
| <b>Equity Share :-</b>                                       |               |                             |                                   |
| At the beginning of the year                                 | 250000000     | 2                           | 500,000,000                       |
| Changes during the year (Increase)                           | 0             | 0                           | 0                                 |
| Changes during the year (Decrease)                           | 0             | 0                           | 0                                 |
| At the end of the year                                       | 250000000     | 2                           | 500,000,000                       |
| <b>Preference Share :-</b>                                   |               |                             |                                   |
| At the beginning of the year                                 | ---           | ---                         | ---                               |
| Changes during the year (Increase)                           | ---           | ---                         | ---                               |
| Changes during the year (Decrease)                           | ---           | ---                         | ---                               |
| At the end of the year                                       | ---           | ---                         | ---                               |
| <b>Unclassified Shares</b>                                   |               |                             |                                   |
| At the beginning of the year                                 | ---           | ---                         | ---                               |
| Changes during the year (Increase)                           | ---           | ---                         | ---                               |
| Changes during the year (Decrease)                           | ---           | ---                         | ---                               |
| At the end of the year                                       | ---           | ---                         | ---                               |
| <b>Total Authorized Capital at the beginning of the year</b> | 250000000     | 2                           | 500,000,000                       |
| <b>Total Authorised Capital at the end of the year</b>       | 250000000     | 2                           | 500,000,000                       |

##### b) Issued Share Capital

| Class of Shares  | No. of shares | Nominal Value per share (₹) | Total Nominal value of shares [₹] |
|--|---------------|-----------------------------|-----------------------------------|
| <b>Equity Share :-</b>   |               |                             |                                   |
| At the beginning of the year                                   | 19280382      | 2                           | 38,560,764                        |
| Changes during the year (Increase)                             | ---           | ---                         | ---                               |
| Changes during the year (Decrease)                             | ---           | ---                         | ---                               |
| At the end of the year   | 19280382      | 2                           | 38,560,764                        |
| <b>Preference Share :-</b>                                     |               |                             |                                   |
| At the beginning of the year                                   | ---           | ---                         | ---                               |
| Changes during the year (Increase)                             | ---           | ---                         | ---                               |
| Changes during the year (Decrease)                             | ---           | ---                         | ---                               |
| At the end of the year   | ---           | ---                         | ---                               |
| <b>Total Issued Share Capital at the beginning of the year</b> | 19280382      | 2                           | 38,560,764                        |
| <b>Changes during the year (Increase)</b>                      | ---           | ---                         | ---                               |
| <b>Changes during the year (Decrease)</b>                      | ---           | ---                         | ---                               |
| <b>Total Issued Share Capital at the end of the year</b>       | 19280382      | 2                           | 38,560,764                        |

**c) Subscribed Share Capital**

| Class of Shares  | No. of shares | Nominal Value per share (₹) | Total Nominal value of shares (₹) |
|--|---------------|-----------------------------|-----------------------------------|
| <b>Equity Share :-</b>   |               |                             |                                   |
| At the beginning of the year                                       | 19280382      | 2                           | 38,560,764                        |
| Changes during the year (Increase)                                 | ---           | ---                         | ---                               |
| Changes during the year (Decrease)                                 | ---           | ---                         | ---                               |
| At the end of the year   | 19280382      | 2                           | 38,560,764                        |
| <b>Preference Share :-</b>   |               |                             |                                   |
| At the beginning of the year                                       | ---           | ---                         | ---                               |
| Changes during the year (Increase)                                 | ---           | ---                         | ---                               |
| Changes during the year (Decrease)                                 | ---           | ---                         | ---                               |
| At the end of the year   | ---           | ---                         | ---                               |
| <b>Total Subscribed Share Capital at the beginning of the year</b> | 19280382      | 2                           | 38,560,764                        |
| <b>Changes during the year (Increase)</b>                          | ---           | ---                         | ---                               |
| <b>Changes during the year (Decrease)</b>                          | ---           | ---                         | ---                               |
| <b>Total Subscribed Share Capital at the end of the year</b>       | 19280382      | 2                           | 38,560,764                        |

**d) (i) Paid Up Share Capital-**

| Class of Shares                                | No. of shares | Nominal Value per share (₹) | Total Nominal value of shares (₹) |
|--|---------------|-----------------------------|-----------------------------------|
| <b>Equity Share :-</b>                         |               |                             |                                   |
| At the beginning of the year                   | 19280382      | 2                           | 38,560,764                        |
| Changes during the year                        |               |                             |                                   |
| 1. Increase                                    |               |                             |                                   |
| i. Public Issue                                | ---           | ---                         | ---                               |
| ii. Private Placement / Preferential Allotment | ---           | ---                         | ---                               |
| iii. ESOS                                      | ---           | ---                         | ---                               |
| iv. Sweat Equity                               | ---           | ---                         | ---                               |
| v. Conversion – Pref. shares / Debentures      | ---           | ---                         | ---                               |
| vi. Conversion into equity                     | ---           | ---                         | ---                               |
| vii. GDR / ADR                                 | ---           | ---                         | ---                               |
| viii. Others please specify.....               | ---           | ---                         | ---                               |
| 2. Decrease                                    |               |                             |                                   |
| i. Buy-back                                    | ---           | ---                         | ---                               |
| ii. Forfeiture                                 | ---           | ---                         | ---                               |
| iii. Re-issue of forfeited shares              | ---           | ---                         | ---                               |
| iv. Reduction                                  | ---           | ---                         | ---                               |
| v. Others, please specify                      | ---           | ---                         | ---                               |
| At the end of the year                         | 19280382      | 2                           | 38,560,764                        |

|  |          |     |            |
|--|----------|-----|------------|
| Total Paid Up Share Capital at the beginning of the year | 19280382 | 2   | 38,560,764 |
| Changes during the year (Increase)                       | ---      | --- | ---        |
| Changes during the year (Decrease)                       | ---      | --- | ---        |
| Total Paid Up Share Capital at the end of the year       | 19280382 | 2   | 38,560,764 |

**d) (ii) Details of stock split / consolidation during the year (for each class of shares): Not Applicable**

| Class of shares      | Before split /consolidation | After split / Consolidation |
|----------------------|-----------------------------|-----------------------------|
| Number of shares     | ---                         | ---                         |
| Face value per share | ---                         | ---                         |

**ii) Debentures: Not Applicable**

| Type of Debentures                                      | No. of Debentures | Nominal Value per Debentures (₹) | Total Nominal value of Debentures (₹) |
|---|-------------------|----------------------------------|---------------------------------------|
| <b>Non-convertible ( for each type):-</b>               |                   |                                  |                                       |
| At the beginning of the year                            | ---               | ---                              | ---                                   |
| Changes during the year (Increase/Redemption)           | ---               | ---                              | ---                                   |
| At the end of the year                                  | ---               | ---                              | ---                                   |
| <b>Partly-convertible ( for each type)</b>              |                   |                                  |                                       |
| At the beginning of the year                            | ---               | ---                              | ---                                   |
| Changes during the year (Increase/Redemption)           | ---               | ---                              | ---                                   |
| At the end of the year                                  | ---               | ---                              | ---                                   |
| <b>Fully-convertible ( for each type)</b>               |                   |                                  |                                       |
| At the beginning of the year                            | ---               | ---                              | ---                                   |
| Changes during the year (Increase/Converted)            | ---               | ---                              | ---                                   |
| At the end of the year                                  | ---               | ---                              | ---                                   |
| <b>Total Amount of Debentures</b>                       |                   |                                  |                                       |
| At the beginning of the year                            | ---               | ---                              | ---                                   |
| Changes during the year (Increase/Redemption/Converted) | ---               | ---                              | ---                                   |
| At the end of the year                                  | ---               | ---                              | ---                                   |

**iii) Other Securities: Not Applicable**

| Type of Securities | No. of Securities | Nominal Value of each Unit (₹) | Total Nominal Value (₹) | Paid up Value of each Unit (₹) | Total Paid up Value(₹) |
|--------------------|-------------------|--------------------------------|-------------------------|--------------------------------|------------------------|
| ---                | ---               | ---                            | ---                     | ---                            | ---                    |

**iv) Securities Premium Account:**

| Class of Securities on which premium received     | No. of Securities | Premium per unit [₹] | Total Premium [₹] |
|---|-------------------|----------------------|-------------------|
| <b>Premium on Equity [specify for each type ]</b> |                   |                      |                   |
| At the beginning of the year                      | 19280382          | ---                  | 286,503,099       |
| Changes during the year                           | ---               | ---                  | ---               |



|  |          |     |             |
|--|----------|-----|-------------|
| 1. Increase  |          |     |             |
| i. Public Issue  | ---      | --- | ---         |
| ii. Private Placement / Preferential Allotment               | ---      | --- | ---         |
| iii. ESOS  | ---      | --- | ---         |
| iv. Conversion – Pref. shares / Debentures                   | ---      | --- | ---         |
| v. Conversion into equity                                    | ---      | --- | ---         |
| vi. GDR / ADR  | ---      | --- | ---         |
| vii. Others please specify.....                              | ---      | --- | ---         |
| 2. Decrease  |          |     |             |
| i) Utilization for issue of bonus shares                     | ---      | --- | ---         |
| ii) .....  | ---      | --- | ---         |
| iii) .....   | ---      | --- | ---         |
| At the end of the year                                       | ---      | --- | ---         |
| <b>Premium on Other Securities</b>                           |          |     |             |
| At the beginning of the year                                 | ---      | --- | ---         |
| Changes during the year                                      | ---      | --- | ---         |
| 1) Increase –Fresh issue                                     | ---      | --- | ---         |
| 2) Decrease-Premium on redemption                            | ---      | --- | ---         |
| At end of the year   | ---      | --- | ---         |
| <b>Total securities premium at the Beginning of the year</b> |          |     |             |
| Change during the year                                       | ---      | --- | ---         |
| Increase   | ---      | --- | ---         |
| Decrease   | ---      | --- | ---         |
| <b>Total securities premium at the end of the year</b>       | 19280382 | --- | 286,503,099 |

## V. Turnover and Net Worth of the Company (as defined in the Act)

- (i) Turnover at the end of the financial year : ₹ 46,83,51,723/-
- (ii) Net Worth of the Company at the end of the financial year : ₹ 57,11,32,478/-

## VI. Share Holding Pattern (Equity Share Capital Breakup as percentage of Total Equity)

### A) Category-wise Share Holding

| Category of Shareholders | No. of Shares held at the beginning of the year<br>[As on 31-March-2014] |          |         |                   | No. of Shares held at the end of the year<br>[As on 31-March-2015] |          |         |                   | % Change during the year |
|--------------------------|--|----------|---------|-------------------|--|----------|---------|-------------------|--------------------------|
|                          | Demat  | Physical | Total   | % of Total Shares | Demat  | Physical | Total   | % of Total Shares |                          |
| <b>A. Promoters</b>      |  |          |         |                   |  |          |         |                   |                          |
| <b>(1) Indian</b>        |  |          |         |                   |  |          |         |                   |                          |
| a) Individual/ HUF       | 1808317  | 0        | 1808317 | 9.38              | 1808317  | 0        | 1808317 | 9.38              | 0                        |
| b) Central Govt          | ---  | ---      | ---     | ---               | ---  | ---      | ---     | ---               | ---                      |

|  |                |          |                |             |                |          |                |             |              |
|--|----------------|----------|----------------|-------------|----------------|----------|----------------|-------------|--------------|
| c) State Govt(s)   | -              | -        | -              | -           | -              | -        | -              | -           | -            |
| d) Bodies Corp.  | -              | -        | -              | -           | -              | -        | -              | -           | -            |
| e) Banks / FI  | -              | -        | -              | -           | -              | -        | -              | -           | -            |
| f) Any other   | -              | -        | -              | -           | -              | -        | -              | -           | -            |
| <b>Sub-total (A)(1):-</b>  | <b>1808317</b> | <b>0</b> | <b>1808317</b> | <b>9.38</b> | <b>1808317</b> | <b>0</b> | <b>1808317</b> | <b>9.38</b> | <b>0</b>     |
| <b>(2) Foreign</b>   |                |          |                |             |                |          |                |             |              |
| a) Individuals (Non-Resident Individuals/ Foreign Individuals)                   | -              | -        | -              | -           | -              | -        | -              | -           | -            |
| b) Bodies Corporate  | -              | -        | -              | -           | -              | -        | -              | -           | -            |
| c) Institutions  | -              | -        | -              | -           | -              | -        | -              | -           | -            |
| d) Any other   | -              | -        | -              | -           | -              | -        | -              | -           | -            |
| <b>Sub-total (A)(2):-</b>  | <b>0</b>       | <b>0</b> | <b>0</b>       | <b>0</b>    | <b>0</b>       | <b>0</b> | <b>0</b>       | <b>0</b>    | <b>0</b>     |
| <b>Total shareholding of Promoter (A)</b>  | <b>1808317</b> | <b>0</b> | <b>1808317</b> | <b>9.38</b> | <b>1808317</b> | <b>0</b> | <b>1808317</b> | <b>9.38</b> | <b>0</b>     |
| <b>B. Public Shareholding</b>  |                |          |                |             |                |          |                |             |              |
| 1. Institutions  | -              | -        | -              | -           | -              | -        | -              | -           | -            |
| a) Mutual Funds  | -              | -        | -              | -           | -              | -        | -              | -           | -            |
| b) Banks / FI  | -              | -        | -              | -           | -              | -        | -              | -           | -            |
| c) Central Govt  | -              | -        | -              | -           | -              | -        | -              | -           | -            |
| d) State Govt(s)   | -              | -        | -              | -           | -              | -        | -              | -           | -            |
| e) Venture Capital Funds   | -              | -        | -              | -           | -              | -        | -              | -           | -            |
| f) Insurance Companies   | -              | -        | -              | -           | -              | -        | -              | -           | -            |
| g) FIs   | 500000         | 0        | 500000         | 2.59        | 477308         | 0        | 477308         | 2.48        | -0.11        |
| h) Foreign Venture Capital Funds   | -              | -        | -              | -           | -              | -        | -              | -           | -            |
| i) Others (specify)  | -              | -        | -              | -           | -              | -        | -              | -           | -            |
| <b>Sub-total (B)(1):-</b>  | <b>500000</b>  | <b>0</b> | <b>500000</b>  | <b>2.59</b> | <b>477308</b>  | <b>0</b> | <b>477308</b>  | <b>2.48</b> | <b>-0.11</b> |
| <b>2. Non-Institutions</b>   |                |          |                |             |                |          |                |             |              |
| a) Bodies Corp.  |                |          |                |             |                |          |                |             |              |
| i) Indian  | 3215024        | 3600     | 3218624        | 16.69       | 3332149        | 3600     | 3335749        | 17.30       | 0.61         |
| ii) Overseas   | -              | -        | -              | -           | -              | -        | -              | -           | -            |
| b) Individuals   | -              | -        | -              | -           | -              | -        | -              | -           | -            |
| i) Individual shareholders holding nominal share capital upto ₹ 1 Lakh           | 6670525        | 160241   | 6830766        | 35.43       | 5366810        | 153441   | 5520251        | 28.63       | -6.80        |
| ii) Individual shareholders holding nominal share capital in excess of Rs 1 Lakh | 3167602        | 0        | 3167602        | 16.43       | 4740607        | 0        | 4740607        | 24.59       | 8.16         |
| c) Others (specify)  | -              | -        | -              | -           | -              | -        | -              | -           | -            |
| Non Resident Indians   | 3298594        | 0        | 3298594        | 17.11       | 3376711        | 0        | 3376711        | 17.51       | 0.4          |
| Overseas Corporate Bodies  | -              | -        | -              | -           | -              | -        | -              | -           | -            |
| Foreign Nationals  | -              | -        | -              | -           | -              | -        | -              | -           | -            |

|  |                 |               |                 |              |                 |               |                 |              |             |
|--|-----------------|---------------|-----------------|--------------|-----------------|---------------|-----------------|--------------|-------------|
| Clearing Members                                       | 456478          | 0             | 456478          | 2.73         | 21439           | 0             | 21439           | 0.11         | -2.62       |
| Trusts   | 1               | 0             | 1               | 0            | 0               | 0             | 0               | 0            | 0           |
| Foreign Bodies - D R                                   | -               | -             | -               | -            | -               | -             | -               | -            | -           |
| <b>Sub-total (B)(2):-</b>                              | <b>16808224</b> | <b>163841</b> | <b>16972065</b> | <b>88.03</b> | <b>16837716</b> | <b>157041</b> | <b>16994757</b> | <b>88.14</b> | <b>0.11</b> |
| <b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>    | <b>17308224</b> | <b>163841</b> | <b>17472065</b> | <b>90.62</b> | <b>17315024</b> | <b>157041</b> | <b>17472065</b> | <b>90.62</b> | <b>0</b>    |
| <b>C. Shares held by Custodian for GDRs &amp; ADRs</b> | <b>0</b>        | <b>0</b>      | <b>0</b>        | <b>0</b>     | <b>0</b>        | <b>0</b>      | <b>0</b>        | <b>0</b>     | <b>0</b>    |
| <b>Grand Total (A+B+C)</b>                             | <b>19116541</b> | <b>163841</b> | <b>19280382</b> | <b>100</b>   | <b>19123341</b> | <b>157041</b> | <b>19280382</b> | <b>100</b>   | <b>-</b>    |

## B) Shareholding of Promoter-

| SN | Shareholder's Name     | Shareholding at the beginning of the year |                                  |   | Share holding at the end of the year |                                  |   | % change in share holding during the year |
|----|------------------------|---|----------------------------------|---|--------------------------------------|----------------------------------|---|---|
|    |                        | No. of Shares                             | % of total Shares of the company | %of Shares Pledged / encumbered to total shares | No. of Shares                        | % of total Shares of the company | %of Shares Pledged / encumbered to total shares |   |
| 1  | C. K. Shastri          | 1714792                                   | 8.89                             | 0   | 1714792                              | 8.89                             | 0   | 0   |
| 2  | Chidella Uma Maheswari | 93525                                     | 0.49                             | 0   | 93525                                | 0.49                             | 0   | 0   |
|    | <b>Total</b>           | <b>1808317</b>                            | <b>9.38</b>                      | <b>0</b>  | <b>1808317</b>                       | <b>9.38</b>                      | <b>0</b>  | <b>0</b>                                  |

**C) Change in Promoters' Shareholding** – There is no change in the Promoter's Shareholding and the details are given below:

| SN       |  | Shareholding at the beginning of the year |                                  | Cumulative Shareholding during the year |                                  |
|----------|--|---|----------------------------------|---|----------------------------------|
|          |  | No. of shares                             | % of total shares of the company | No. of shares                           | % of total shares of the company |
| <b>1</b> | <b>C. K. SHASTRI</b>   |   |                                  |   |                                  |
|          | At the beginning of the year   | 1714792                                   | 8.89                             | 1714792                                 | 8.89                             |
|          | Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc): | -   | -                                | -                                       | -                                |
|          | At the end of the year   | 1714792                                   | 8.89                             | 1714792                                 | 8.89                             |
| <b>2</b> | <b>CHIDELLA UMA MAHESWARI</b>  |   |                                  |   |                                  |
|          | At the beginning of the year   | 93525                                     | 0.47                             | 93525                                   | 0.47                             |
|          | Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc): | -   | -                                | -                                       | -                                |
|          | At the end of the year   | 93525                                     | 0.47                             | 93525                                   | 0.47                             |

**D) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):**

| SN       | For Each of the Top 10              | Shareholding at the beginning of the year |                                  | Cumulative Shareholding during the year |                                  |
|----------|-------------------------------------|---|----------------------------------|---|----------------------------------|
|          |                                     | No. of shares                             | % of total shares of the company | No. of shares                           | % of total shares of the company |
| <b>1</b> | <b>ISON INFOTEL PVT LTD</b>         |   |                                  |   |                                  |
|          | At the beginning of the year        | 597885                                    | 3.10                             | 597885                                  | 3.10                             |
|          | Sale of Shares on 04/07/2014        | 16021                                     | 0.08                             | 581864                                  | 3.02                             |
|          | At the end of the year              | 581864                                    | 3.02                             | 581864                                  | 3.02                             |
| <b>2</b> | <b>ROLEX FINVEST PRIVATE LTD</b>    |   |                                  |   |                                  |
|          | At the beginning of the year        | 581035                                    | 3.01                             | 581035                                  | 3.01                             |
|          | Sale of shares on 17/10/2014        | 44584                                     | 0.23                             | 536451                                  | 2.78                             |
|          | Sale of Shares on 24/10/2014        | 502500                                    | 2.61                             | 33951                                   | 0.18                             |
|          | Purchase of Shares on 31/03/2015    | 279112                                    | 1.45                             | 313063                                  | 1.62                             |
|          | At the end of the year              | 313063                                    | 1.62                             | 313063                                  | 1.62                             |
| <b>3</b> | <b>VENUS CAPITAL MANAGEMENT INC</b> |   |                                  |   |                                  |
|          | At the beginning of the year        | 500000                                    | 2.59                             | 500000                                  | 2.59                             |
|          | Sale of shares on 10/10/2014        | 2200                                      | 0.01                             | 497800                                  | 2.58                             |
|          | Sale of Shares on 17/10/2014        | 20492                                     | 0.11                             | 477308                                  | 2.48                             |
|          | At the end of the year              | 477308                                    | 2.48                             | 477308                                  | 2.48                             |
| <b>4</b> | <b>SATPAL KHATTAR</b>               |   |                                  |   |                                  |
|          | At the beginning of the year        | 497558                                    | 2.58                             | 497558                                  | 2.58                             |
|          | Purchase of shares                  | -   | -                                | -                                       | -                                |
|          | At the end of the year              | 497558                                    | 2.58                             | 497558                                  | 2.58                             |
| <b>5</b> | <b>ANIL SARIN</b>                   |   |                                  |   |                                  |
|          | At the beginning of the year        | 409930                                    | 2.13                             | 409930                                  | 2.13                             |
|          | Purchase of shares on 04/04/2014    | 1200                                      | 0.01                             | 411130                                  | 2.13                             |
|          | Purchase of shares on 11/04/2014    | 920                                       | 0.00                             | 412050                                  | 2.14                             |
|          | Purchase of shares on 02/05/2014    | 1000                                      | 0.01                             | 413050                                  | 2.14                             |
|          | Purchase of shares on 20/06/2014    | 8000                                      | 0.04                             | 421050                                  | 2.18                             |
|          | Purchase of shares on 04/07/2014    | 11600                                     | 0.06                             | 432650                                  | 2.24                             |
|          | Purchase of shares on 11/07/2014    | 16300                                     | 0.08                             | 448950                                  | 2.33                             |
|          | Purchase of shares on 18/07/2014    | 1050                                      | 0.01                             | 450000                                  | 2.33                             |
|          | Purchase of shares on 24/10/2014    | 27000                                     | 0.14                             | 477000                                  | 2.47                             |
|          | Purchase of shares on 31/10/2014    | 23000                                     | 0.12                             | 500000                                  | 2.59                             |
|          | Sale of shares on 09/01/2015        | 19529                                     | 0.10                             | 480471                                  | 2.49                             |
|          | Purchase of shares on 06/02/2015    | 25400                                     | 0.13                             | 505871                                  | 2.62                             |
|          | Purchase of shares on 20/02/2015    | 11204                                     | 0.06                             | 517075                                  | 2.68                             |
|          | At the end of the year              | 517075                                    | 2.68                             | 517075                                  | 2.68                             |
| <b>6</b> | <b>LAKSHYA IMPEX (P) LTD</b>        |   |                                  |   |                                  |



|           |                                   |        |      |        |      |
|-----------|-----------------------------------|--------|------|--------|------|
|           | At the beginning of the year      | 403272 | 2.09 | 403272 | 2.09 |
|           | Sale of shares on 09/05/2014      | 180000 | 0.93 | 223272 | 1.16 |
|           | Sale of shares on 16/05/2014      | 223272 | 1.16 | 0      | 0.00 |
|           | At the end of the year            | 0      | 0.00 | 0      | 0.00 |
| <b>7</b>  | <b>RAJENDRA Y SHAH</b>            |        |      |        |      |
|           | At the beginning of the year      | 375000 | 1.94 | 375000 | 1.94 |
|           | Sale of shares on 09/05/2014      | 75000  | 0.39 | 300000 | 1.56 |
|           | Sale of shares on 06/06/2014      | 5000   | 0.03 | 295000 | 1.53 |
|           | Sale of shares on 13/06/2014      | 5000   | 0.03 | 290000 | 1.50 |
|           | Sale of shares on 11/07/2014      | 15000  | 0.08 | 275000 | 1.43 |
|           | Purchase of shares on 03/10/2014  | 6413   | 0.03 | 281413 | 1.46 |
|           | Purchase of shares on 10/10/2014  | 13587  | 0.07 | 295000 | 1.53 |
|           | Purchase of shares on 05/12/2014  | 20000  | 0.10 | 315000 | 1.63 |
|           | Purchase of shares on 13/02/2015  | 12108  | 0.06 | 327108 | 1.70 |
|           | Purchase of shares on 20/02/2015  | 7892   | 0.04 | 335000 | 1.74 |
|           | Purchase of shares on 27/03/2015  | 2766   | 0.01 | 337766 | 1.75 |
|           | Purchase of shares on 31/03/2015  | 7234   | 0.04 | 345000 | 1.79 |
|           | At the end of the year            | 345000 | 1.79 | 345000 | 1.79 |
| <b>8</b>  | <b>JET AGE SECURITIES PVT LTD</b> |        |      |        |      |
|           | At the beginning of the year      | 332840 | 1.73 | 332840 | 1.73 |
|           | Sale of Shares on 04/04/2014      | 332840 | 1.73 | 0      | 0.00 |
|           | Purchase of shares on 15/08/2014  | 14000  | 0.07 | 14000  | 0.07 |
|           | Sale of Shares on 22/08/2014      | 14000  | 0.07 | 0      | 0.00 |
|           | Purchase of shares on 12/09/2014  | 20000  | 0.10 | 20000  | 0.10 |
|           | Sale of Shares on 19/09/2014      | 20000  | 0.10 | 0      | 0.00 |
|           | At the end of the year            | 0      | 0.00 | 0      | 0.00 |
| <b>9</b>  | <b>JUDITH INVESTMENTS PVT LTD</b> |        |      |        |      |
|           | At the beginning of the year      | 300000 | 1.56 | 300000 | 1.56 |
|           | Sale of shares on 30/09/2014      | 300000 | 1.56 | 0      | 0.00 |
|           | At the end of the year            | 0      | 0.00 | 0      | 0.00 |
| <b>10</b> | <b>LALIT KUMAR SUJAN</b>          |        |      |        |      |
|           | At the beginning of the year      | 205150 | 1.06 | 205150 | 1.06 |
|           | Purchase/ Sale of shares          | -      | -    | -      | -    |
|           | At the end of the year            | 205150 | 1.06 | 205150 | 1.06 |

**E) Shareholding of Directors and Key Managerial Personnel:**

| SN       | Shareholding of each Directors and each Key Managerial Personnel   | Shareholding at the beginning of the year |                                  | Cumulative Shareholding during the year |                                  |
|----------|--|---|----------------------------------|---|----------------------------------|
|          |  | No. of shares                             | % of total shares of the company | No. of shares                           | % of total shares of the company |
| <b>1</b> | <b>C. K. SHASTRI</b>   |   |                                  |   |                                  |
|          | At the beginning of the year   | 1714792                                   | 8.89                             | 1714792                                 | 8.89                             |
|          | Sale/ Purchase of Shares   | -   | -                                | -                                       | -                                |
|          | At the end of the year   | 1714792                                   | 8.89                             | 1714792                                 | 8.89                             |
| <b>2</b> | <b>JAYANT DWARKANATH</b>   |   |                                  |   |                                  |
|          | At the beginning of the year   | 423135                                    | 2.19                             | 423135                                  | 2.19                             |
|          | Sale/ Purchase of Shares   | -   | -                                | -                                       | -                                |
|          | At the end of the year   | 423135                                    | 2.19                             | 423135                                  | 2.19                             |
| <b>3</b> | <b>TIKAM SUJAN</b>   |   |                                  |   |                                  |
|          | At the beginning of the year   | 2182421                                   | 11.32                            | 2182421                                 | 11.32                            |
|          | Purchase of Shares on 09/05/2014   | 24519                                     | 0.13                             | 2206940                                 | 11.45                            |
|          | Purchase of Shares on 16/05/2014   | 10900                                     | 0.06                             | 2217840                                 | 11.50                            |
|          | Purchase of Shares on 23/05/2014   | 13507                                     | 0.07                             | 2231347                                 | 11.57                            |
|          | Purchase of Shares on 06/06/2014   | 22160                                     | 0.11                             | 2253507                                 | 11.69                            |
|          | Purchase of Shares on 13/06/2014   | 1700                                      | 0.01                             | 2255207                                 | 11.70                            |
|          | Purchase of Shares on 02/01/2015   | 1125                                      | 0.01                             | 2256332                                 | 11.70                            |
|          | Purchase of Shares on 09/01/2015   | 13970                                     | 0.07                             | 2270302                                 | 11.78                            |
|          | Purchase of Shares on 16/01/2015   | 5500                                      | 0.03                             | 2275802                                 | 11.80                            |
|          | At the end of the year on 31/03/2015   | 2275802                                   | 11.80                            | 2275802                                 | 11.80                            |
| <b>4</b> | <b>SARADA DEVI VEMURI</b>  |   |                                  |   |                                  |
|          | At the beginning of the year   | -   | -                                | -                                       | -                                |
|          | Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc): | -   | -                                | -                                       | -                                |
|          | At the end of the year   | -   | -                                | -                                       | -                                |
| <b>5</b> | <b>PAVAN KUMAR PULAVARTY</b>   |   |                                  |   |                                  |
|          | At the beginning of the year   | -   | -                                | -                                       | -                                |
|          | Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc): | -   | -                                | -                                       | -                                |
|          | At the end of the year   | -   | -                                | -                                       | -                                |
| <b>6</b> | <b>SRIVATH SHANKER RAO KANDUKURI</b>   |   |                                  |   |                                  |
|          | At the beginning of the year   | -   | -                                | -                                       | -                                |

|          |  |       |      |       |      |
|----------|--|-------|------|-------|------|
|          | Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc): | -     | -    | -     | -    |
|          | At the end of the year   | -     | -    | -     | -    |
| <b>7</b> | <b>SIVA RAMA MALLICK VADLAMANI</b>   |       |      |       |      |
|          | At the beginning of the year   | -     | -    | -     | -    |
|          | Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc): | -     | -    | -     | -    |
|          | At the end of the year   | -     | -    | -     | -    |
| <b>8</b> | <b>H. MADHUKAR NAYAK</b>   | 32750 | 0.16 | 32750 | 0.16 |
|          | At the beginning of the year   | -     | -    | -     | -    |
|          | Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc): | -     | -    | -     | -    |
|          | At the end of the year   | 32750 | 0.16 | 32750 | 0.16 |
| <b>9</b> | <b>NAVAJYOTH PUTTAPARTHI</b>   |       |      |       |      |
|          | At the beginning of the year   | 3200  | 0.01 | 3200  | 0.01 |
|          | Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc): | -     | -    | -     | -    |
|          | At the end of the year   | 3200  | 0.01 | 3200  | 0.01 |

## F) Indebtedness

The Company has not availed any loan during the year and is a debt – free Company.

## VII) Promoters/Directors / Key Managerial Personnel and changes therein

### 1) No change in Promoters during the financial year 2014-15.

### 2) Details of Directors:

#### i) Composition of Board of Directors

| Category                    | At the beginning of the year |                                | At the end of the year |                                |
|-----------------------------|------------------------------|--------------------------------|------------------------|--------------------------------|
|                             | No. of Directors             | % of total Number of Directors | No. of Directors       | % of total Number of Directors |
| <b>A. Promoter</b>          |                              |                                |                        |                                |
| i) Executive Directors      | 1                            |                                | 1                      |                                |
| ii) Non-Executive Directors | ---                          |                                | ---                    |                                |
| Sub-total (A)               | 1                            | 14.28                          | 1                      | 14.28                          |

|   |     |       |     |       |
|---|-----|-------|-----|-------|
| <b>B. Non-Promoter</b>                              |     |       |     |       |
| i) Executive Directors                              | 1   |       | 1   |       |
| ii) Non-Executive Directors & Independent Directors | 4   |       | 4   |       |
| iii) Non-Executive & non-Independent Directors      | 1   |       | 1   |       |
| Sub-total (B)                                       | 6   | 85.72 | 6   | 85.72 |
| <b>C. Nominee Directors</b>                         |     |       |     |       |
| i) representing lending institution/ banks          | --- | ---   | --- | ---   |
| ii) representing investing institutions             | --- | ---   | --- | ---   |
| iii) representing Gov                               | --- | ---   | --- | ---   |
| iv) representing small share holders                | --- | ---   | --- | ---   |
| v) Others, if any                                   | --- | ---   | --- | ---   |
| Sub-total (C)                                       | --- | ---   | --- | ---   |
| <b>Total ( A+B+C+)</b>                              | 7   | 100   | 7   | 100   |

## ii) Details of Individual Directors:

(1)

|   |                                    |                 |             |                     |                   |
|---|------------------------------------|-----------------|-------------|---------------------|-------------------|
| DIN   | 00329398                           |                 |             |                     |                   |
| Full Name   | Krishna Shastri Chidella           |                 |             |                     |                   |
| Father's/ Mother's / Spouse's Name                              | Sharma Chidella                    |                 |             |                     |                   |
| Nationality   | Indian                             |                 |             |                     |                   |
| Date of Birth   | 31/12/1958                         |                 |             |                     |                   |
| Designation   | Chairman & Managing Director       |                 |             |                     |                   |
| Category  | Promoter, Executive Director       |                 |             |                     |                   |
| Occupation  | Business                           |                 |             |                     |                   |
| Email-id  | shastris@intense.in                |                 |             |                     |                   |
| No. of Equity Shares held in the Company                        | 1714792                            |                 |             |                     |                   |
| Date of Appointment   | 25.04.2001                         |                 |             |                     |                   |
| Date of Ceasing   | ---                                |                 |             |                     |                   |
| Residential Address   | 57/1, Surya Enclave, Tirumalgherry |                 |             |                     |                   |
| Town / City   | Secunderabad                       |                 |             |                     |                   |
| District  | Hyderabad                          |                 |             |                     |                   |
| State   | Telangana                          |                 |             |                     |                   |
| Pin Code  | 500015                             |                 |             |                     |                   |
| Details of Directorships in other companies and changes therein |                                    |                 |             |                     |                   |
| Name of the Company   | CIN of the Company                 | Type of Company | Designation | Date of Appointment | Date of Cessation |
| Kytes IT Services Private Limited                               | U72200TG2007PTC056507              | Private         | Director    | 03/12/2007          | 03/10/2013        |
| i - trace Nanotech Private Limited                              | U74999TG2008PTC058474              | Private         | Director    | 01/04/2008          | ---               |
| Pavisara Greentech Private Limited                              | U24232TG2013PTC088925              | Private         | Director    | 12/07/2013          | ---               |



**(2)**

|   |  |                 |             |                     |                   |
|---|--|-----------------|-------------|---------------------|-------------------|
| DIN   | 00329597   |                 |             |                     |                   |
| Full Name   | Jayant Dwarkanath  |                 |             |                     |                   |
| Father's/ Mother's / Spouse's Name                              | Narasimha Dwarkanath   |                 |             |                     |                   |
| Nationality   | Indian   |                 |             |                     |                   |
| Date of Birth   | 06/09/1964   |                 |             |                     |                   |
| Designation   | Whole-time director  |                 |             |                     |                   |
| Category  | Non-Promoter and Executive Director  |                 |             |                     |                   |
| Occupation  | Business   |                 |             |                     |                   |
| Email-id  | jayant@intense.in  |                 |             |                     |                   |
| No. of Equity Shares held in the Company                        | 423135   |                 |             |                     |                   |
| Date of Appointment   | 24.02.2001   |                 |             |                     |                   |
| Date of Ceasing   | ---  |                 |             |                     |                   |
| Residential Address   | C 52, Road No. 10, Behind Film Nagar, Saibaba Temple, Film Nagar, Shaikpet |                 |             |                     |                   |
| Town / City   | Hyderabad  |                 |             |                     |                   |
| District  | Hyderabad  |                 |             |                     |                   |
| State   | Telangana  |                 |             |                     |                   |
| Pin Code  | 500096   |                 |             |                     |                   |
| Details of Directorships in other companies and changes therein |  |                 |             |                     |                   |
| Name of the Company   | CIN of the Company   | Type of Company | Designation | Date of Appointment | Date of Cessation |
| Kytes IT Services Private Limited                               | U72200TG2007PTC056507  | Private         | Director    | 03/12/2007          | 07/02/2014        |
| i - trace Nanotech Private Limited                              | U74999TG2008PTC058474  | Private         | Director    | 01/04/2008          | ---               |
| Kadambi Engineering Consultants Private Limited                 | U74999TG2009PTC063529  | Private         | Director    | 04/05/2009          | ---               |
| Pavisara Greentech Private Limited                              | U24232TG2013PTC088925  | Private         | Director    | 12/07/2013          | ---               |

**(3)**

|  |   |  |  |  |  |
|--|---|--|--|--|--|
| <b>DIN</b>                               | <b>02137651</b>                         |  |  |  |  |
| Full Name                                | Tikam Sujan                             |  |  |  |  |
| Father's/ Mother's / Spouse's Name       | Moolchand Sujan                         |  |  |  |  |
| Nationality                              | Person of Indian Origin (PIO)/(NRI)     |  |  |  |  |
| Date of Birth                            | 23/02/1959                              |  |  |  |  |
| Designation                              | Director                                |  |  |  |  |
| Category                                 | Non-Promoter and Non-Executive Director |  |  |  |  |
| Occupation                               | Business                                |  |  |  |  |
| Email-id                                 | tikam.sujan@in10stech.com               |  |  |  |  |
| No. of Equity Shares held in the Company | 2275802                                 |  |  |  |  |
| Date of Appointment                      | 14.08.2003                              |  |  |  |  |
| Date of Ceasing                          | ---                                     |  |  |  |  |
| Residential Address                      | 9494 NW 52, Doral Lane                  |  |  |  |  |
| Town / City                              | Miami                                   |  |  |  |  |
| District                                 | Miami, US                               |  |  |  |  |
| State                                    | ---                                     |  |  |  |  |
| Pin Code                                 | FL33178202                              |  |  |  |  |

| Details of Directorships in other companies and changes therein |                       |                 |             |                     |                   |
|---|-----------------------|-----------------|-------------|---------------------|-------------------|
| Name of the Company   | CIN of the Company    | Type of Company | Designation | Date of Appointment | Date of Cessation |
| i - trace Nanotech Private Limited                              | U74999TG2008PTC058474 | Private         | Director    | 01/04/2008          | ---               |
| Pavisara Greentech Private Limited                              | U24232TG2013PTC088925 | Private         | Director    | 12/07/2013          | ---               |

**(4)**

|   |  |                 |             |                     |                   |
|---|--|-----------------|-------------|---------------------|-------------------|
| DIN: -  | 02268210   |                 |             |                     |                   |
| Full Name   | Sarada Devi Vemuri   |                 |             |                     |                   |
| Father's/ Mother's / Spouse's Name                              | Mandeswara Rao Mangipudi                                   |                 |             |                     |                   |
| Nationality   | Indian   |                 |             |                     |                   |
| Date of Birth   | 17/12/1952   |                 |             |                     |                   |
| Designation   | Director   |                 |             |                     |                   |
| Category  | Independent Director                                       |                 |             |                     |                   |
| Occupation  | Business   |                 |             |                     |                   |
| Email-id  | ---  |                 |             |                     |                   |
| No. of Equity Shares held in the Company                        | Nil  |                 |             |                     |                   |
| Date of Appointment   | 21.07.2008   |                 |             |                     |                   |
| Date of Ceasing   | ---  |                 |             |                     |                   |
| Residential Address   | Lakshminiwas, 30-1554, Ananthanagar Colony, Neredmet Road, |                 |             |                     |                   |
| Town / City   | Secunderabad   |                 |             |                     |                   |
| District  | Hyderabad  |                 |             |                     |                   |
| State   | Telangana  |                 |             |                     |                   |
| Pin Code  | 500056   |                 |             |                     |                   |
| Details of Directorships in other companies and changes therein |  |                 |             |                     |                   |
| Name of the Company   | CIN of the Company   | Type of Company | Designation | Date of Appointment | Date of Cessation |
| NIL   |  |                 |             |                     |                   |

**(5)**

|  |                             |
|--|-----------------------------|
| DIN: -                                   | 02530632                    |
| Full Name                                | Pavan Kumar Pulavarty       |
| Father's/ Mother's / Spouse's Name       | Rama Rao Pulavarty          |
| Nationality                              | US                          |
| Date of Birth                            | 01/06/1961                  |
| Designation                              | Director                    |
| Category                                 | Independent Director        |
| Occupation                               | Certified Public Accountant |
| Email-id                                 | ppulavarty@gmail.com        |
| No. of Equity Shares held in the Company | Nil                         |

|   |                                  |                 |             |                     |                   |
|---|----------------------------------|-----------------|-------------|---------------------|-------------------|
| Date of Appointment   | 31.01.2009                       |                 |             |                     |                   |
| Date of Ceasing   | ---                              |                 |             |                     |                   |
| Residential Address   | 414, Plantation Trace Dr, Duluth |                 |             |                     |                   |
| Town / City   | Duluth                           |                 |             |                     |                   |
| District  | ---                              |                 |             |                     |                   |
| State   | ---                              |                 |             |                     |                   |
| Pin Code  | 300961606                        |                 |             |                     |                   |
| Details of Directorships in other companies and changes therein |                                  |                 |             |                     |                   |
| Name of the Company   | CIN of the Company               | Type of Company | Designation | Date of Appointment | Date of Cessation |
| NIL   |                                  |                 |             |                     |                   |

**(6)**

|   |                                       |                 |             |                     |                   |
|---|---------------------------------------|-----------------|-------------|---------------------|-------------------|
| DIN: -  | 02593315                              |                 |             |                     |                   |
| Full Name   | Srivath Shanker Rao Kandukuri         |                 |             |                     |                   |
| Father's/ Mother's / Spouse's Name                              | Sarveswar Rao KVK                     |                 |             |                     |                   |
| Nationality   | Indian                                |                 |             |                     |                   |
| Date of Birth   | 29/06/1937                            |                 |             |                     |                   |
| Designation   | Director                              |                 |             |                     |                   |
| Category  | Independent Director                  |                 |             |                     |                   |
| Occupation  | Business                              |                 |             |                     |                   |
| Email-id  | ---                                   |                 |             |                     |                   |
| No. of Equity Shares held in the Company                        | Nil                                   |                 |             |                     |                   |
| Date of Appointment   | 27.03.2009                            |                 |             |                     |                   |
| Date of Ceasing   | ---                                   |                 |             |                     |                   |
| Residential Address   | 9-4-84/5 Kakatiya Nagar, Gudimalkapur |                 |             |                     |                   |
| Town / City   | Hyderabad                             |                 |             |                     |                   |
| District  | Hyderabad                             |                 |             |                     |                   |
| State   | Telangana                             |                 |             |                     |                   |
| Pin Code  | 500005                                |                 |             |                     |                   |
| Details of Directorships in other companies and changes therein |                                       |                 |             |                     |                   |
| Name of the Company   | CIN of the Company                    | Type of Company | Designation | Date of Appointment | Date of Cessation |
| NIL   |                                       |                 |             |                     |                   |

**(7)**

|                                    |                             |  |  |  |  |
|------------------------------------|-----------------------------|--|--|--|--|
| DIN: -                             | 02665539                    |  |  |  |  |
| Full Name                          | Siva Rama Mallick Vadlamani |  |  |  |  |
| Father's/ Mother's / Spouse's Name | Sivarama Krishna Vadlamani  |  |  |  |  |
| Nationality                        | Indian                      |  |  |  |  |
| Date of Birth                      | 01/05/1965                  |  |  |  |  |
| Designation                        | Director                    |  |  |  |  |

|   |  |                 |             |                     |                   |
|---|--|-----------------|-------------|---------------------|-------------------|
| Category  | Independent Director                     |                 |             |                     |                   |
| Occupation  | Business                                 |                 |             |                     |                   |
| Email-id  | Mallick@intense.in                       |                 |             |                     |                   |
| No. of Equity Shares held in the Company                        | Nil                                      |                 |             |                     |                   |
| Date of Appointment   | 25.08.2009                               |                 |             |                     |                   |
| Date of Ceasing   | ---                                      |                 |             |                     |                   |
| Residential Address   | Plot No.63 Gruhalakshmi Colony, Kakaguda |                 |             |                     |                   |
| Town / City   | Secunderabad                             |                 |             |                     |                   |
| District  | Hyderabad                                |                 |             |                     |                   |
| State   | Telangana                                |                 |             |                     |                   |
| Pin Code  | 500015                                   |                 |             |                     |                   |
| Details of Directorships in other companies and changes therein |  |                 |             |                     |                   |
| Name of the Company   | CIN of the Company                       | Type of Company | Designation | Date of Appointment | Date of Cessation |
| Kanha Shanti Vanam  | U93000TG2009NPL065753                    | Private         | Director    | 10/11/2009          | -                 |

### 3. Key Managerial Personnel:

#### i) Managing Director / CEO / Manager/Whole time Director

(1)

|                                    |                                    |
|------------------------------------|------------------------------------|
| DIN/PAN / UIN/ PASSPORT NO         | <b>00329398</b>                    |
| Full Name                          | Krishna Shastri Chidella           |
| Father's/ Mother's / Spouse's Name | Sharma Chidella                    |
| Nationality                        | Indian                             |
| Date of Birth                      | 31/12/1958                         |
| Designation:                       | Chairman & Managing Director       |
| Date of Appointment                | 25.04.2001                         |
| Date of Ceasing                    | ---                                |
| Residential Address                | 57/1, Surya Enclave, Tirumalgherry |
| Town / City                        | Secunderabad                       |
| District                           | Hyderabad                          |
| State                              | Telangana                          |
| Pin Code                           | 500015                             |

(2)

|                                    |                      |
|------------------------------------|----------------------|
| DIN/PAN / UIN/ PASSPORT NO         | <b>00329597</b>      |
| Full Name                          | Jayant Dwarkanath    |
| Father's/ Mother's / Spouse's Name | Narasimha Dwarkanath |
| Nationality                        | Indian               |
| Date of Birth                      | 06/09/1964           |
| Designation                        | Whole-time director  |



|                     |  |
|---------------------|--|
| Date of Appointment | 24/02/2001   |
| Date of Ceasing     | ---  |
| Residential Address | C 52, Road No. 10, Behind Film Nagar, Saibaba Temple, Film Nagar, Shaikpet |
| Town / City         | Hyderabad  |
| District            | Hyderabad  |
| State               | Telangana  |
| Pin Code            | 500096   |

**(3)**

|                                    |  |
|------------------------------------|--|
| DIN/PAN / UIN/ PASSPORT NO         | J8994259   |
| Full Name:                         | H. Madhukar Nayak                                      |
| Father's/ Mother's / Spouse's Name | H. N. Nayak  |
| Nationality-                       | Indian   |
| Date of Birth :                    | 20/11/1957   |
| Designation:                       | Head Finance   |
| Date of Appointment                | 25/03/1999   |
| Date of Ceasing:                   | ---  |
| Residential Address:               | Flat No 2F II Floor, Shanti Nivas, 12/7/295, Mettuguda |
| Town / City :                      | Secunderabad   |
| District :                         | Hyderabad  |
| State :                            | Telangana  |
| Pin Code :                         | 500017   |

**(4)**

|                                    |                                    |
|------------------------------------|------------------------------------|
| PAN / UIN/ PASSPORT NO             | AONPP0887P                         |
| Full Name                          | Navajyoth Puttaparthi              |
| Father's/ Mother's / Spouse's Name | Puttaparthi Jagannatham            |
| Nationality                        | Indian                             |
| Date of Birth                      | 31/08/1987                         |
| Designation                        | Company Secretary                  |
| Membership Number                  | 28843                              |
| Date of Appointment                | 24/10/2014                         |
| Date of Ceasing                    | ---                                |
| Residential Address                | F-1, 40, Pavani Apts, Rajeev Nagar |
| Town / City                        | Hyderabad                          |
| District                           | Hyderabad                          |
| State                              | Telangana                          |
| Pin Code                           | 500045                             |

## VIII. Meetings of Members/Class of Members/Board/Committees of the Board of Directors

### A. Members/Class /Requisitioned/NCLT/Court Convened Meeting

| Type of meeting                      | Date of meeting | Total Number of Members entitled to attend meeting | Attendance | eVoting No. of Votes cast | Poll No. of Votes cast |
|--------------------------------------|-----------------|--|------------|---------------------------|------------------------|
| Annual General Meeting [AGM]         | 29/09/2014      | 8245   | 307        | 2561170                   | 5007                   |
| Extra-Ordinary General Meeting [EGM] | ---             | ---  | ---        | ---                       | ---                    |
| Class Meeting                        | ---             | ---  | ---        | ---                       | ---                    |
| NCLT/ Court                          | ---             | ---  | ---        | ---                       | ---                    |
| Requisitioned                        | ---             | ---  | ---        | ---                       | ---                    |

### B. Board Meetings

| S. No. | Date of meeting | Total No. of Directors on the Date of Meeting | No. of Directors attended | % of Attendance |
|--------|-----------------|---|---------------------------|-----------------|
| 1      | 29/05/2014      | 7   | 4                         | 57              |
| 2      | 13/08/2014      | 7   | 5                         | 71              |
| 3      | 24/10/2014      | 7   | 4                         | 57              |
| 4      | 14/02/2015      | 7   | 4                         | 57              |

### C. Committee Meetings

| Name of the Committee: Audit Committee |                 |   |                           |                 |
|--|-----------------|---|---------------------------|-----------------|
| S. No.                                 | Date of meeting | Total No. of Directors on the Date of Meeting | No. of Directors attended | % of Attendance |
| 1                                      | 29/05/2014      | 3   | 2                         | 66.66           |
| 2                                      | 13/08/2014      | 3   | 2                         | 66.66           |
| 3                                      | 24/10/2014      | 3   | 2                         | 66.66           |
| 4                                      | 14/02/2015      | 3   | 3                         | 100             |

| Name of the Committee: Nomination and Remuneration Committee |                 |   |                           |                 |
|--|-----------------|---|---------------------------|-----------------|
| S. No.   | Date of meeting | Total No. of Directors on the Date of Meeting | No. of Directors attended | % of Attendance |
| 1  | 19/08/2014      | 3   | 2                         | 66.66           |
| 2  | 01/09/2014      | 3   | 2                         | 66.66           |
| 3  | 29/09/2014      | 3   | 2                         | 66.66           |
| 4  | 24/10/2014      | 3   | 3                         | 100             |
| 5  | 09/03/2015      | 3   | 3                         | 100             |

| Name of the Committee: Performance Evaluation Committee |                 |   |                           |                 |
|---|-----------------|---|---------------------------|-----------------|
| S. No.  | Date of meeting | Total No. of Directors on the Date of Meeting | No. of Directors attended | % of Attendance |
| 1   | 24/10/2014      | 3   | 3                         | 100             |
| 2   | 09/03/2015      | 3   | 3                         | 100             |

| Name of the Committee: Management Committee |                 |   |                           |                 |
|---|-----------------|---|---------------------------|-----------------|
| S. No.                                      | Date of meeting | Total No. of Directors on the Date of Meeting | No. of Directors attended | % of Attendance |
| 1   | 29/09/2014      | 3   | 2                         | 66.66           |
| 2   | 15/12/2014      | 3   | 2                         | 66.66           |
| 3   | 14/02/2015      | 3   | 3                         | 100             |

| Name of the Committee: Stakeholder Relationship Committee |                 |   |                           |                 |
|---|-----------------|---|---------------------------|-----------------|
| S. No.  | Date of meeting | Total No. of Directors on the Date of Meeting | No. of Directors attended | % of Attendance |
| 1   | 26/05/2014      | 3   | 2                         | 66.66           |
| 2   | 11/08/2014      | 3   | 2                         | 66.66           |
| 3   | 23/10/2014      | 3   | 2                         | 66.66           |
| 4   | 12/02/2015      | 3   | 2                         | 66.66           |
| 5   | 09/03/2015      | 3   | 3                         | 100             |

| Name of the Committee: Risk Management Committee |                 |   |                           |                 |
|--|-----------------|---|---------------------------|-----------------|
| S. No.   | Date of meeting | Total No. of Directors on the Date of Meeting | No. of Directors attended | % of Attendance |
| 1  | 24/10/2014      | 3   | 3                         | 100             |
| 2  | 14/02/2015      | 3   | 3                         | 100             |

| Name of the Committee: CSR Committee |                 |   |                           |                 |
|--------------------------------------|-----------------|---|---------------------------|-----------------|
| S. No.                               | Date of meeting | Total No. of Directors on the Date of Meeting | No. of Directors attended | % of Attendance |
| 1                                    | 29/05/2014      | 3   | 2                         | 66.66           |
| 2                                    | 13/08/2014      | 3   | 2                         | 66.66           |
| 3                                    | 24/10/2014      | 3   | 2                         | 66.66           |
| 4                                    | 14/02/2015      | 3   | 3                         | 100             |

#### D. Attendance of Directors

| Sl. N | Name of the Director          | Board of Meetings  |                         |                 | Committee Meetings (Taking all the Committee Meetings together of which a Director is a member) |                         |                 | Whether attended last AGM held on 29.09.2014(Y/N) |
|-------|-------------------------------|--------------------|-------------------------|-----------------|---|-------------------------|-----------------|---|
|       |                               | No of Meeting Held | No. of Meeting attended | % of attendance | No of Meeting Held  | No. of Meeting attended | % of attendance |   |
| 1     | Krishna Shastri Chidella      | 4                  | 4                       | 100             | 3   | 3                       | 100             | Y   |
| 2     | Jayant Dwarkanath             | 4                  | 4                       | 100             | 8   | 8                       | 100             | Y   |
| 3     | Tikam Sujan                   | 4                  | 1                       | 25              | 5   | 1                       | 20              | N   |
| 4     | Sarada Devi Vemuri            | 4                  | 1                       | 25              | 17  | 8                       | 47.06           | N   |
| 5     | Pavan Kumar Pulavarty         | 4                  | 1                       | 25              | 0   | 0                       | 0               | N   |
| 6     | Srivath Shanker Rao Kandukuri | 4                  | 4                       | 100             | 17  | 17                      | 100             | Y   |
| 7     | Siva Rama MallickVadlamani    | 4                  | 4                       | 100             | 25  | 25                      | 100             | N   |

## IX. Remuneration of Directors and Key Managerial Personnel

### A. Remuneration to Managing Director, Whole-time Directors and/or Manager

| SN. | Particulars of Remuneration   | Name of MD/WTD/ Manager |           | Total Amount |
|-----|---|-------------------------|-----------|--------------|
|     |   | MD                      | WTD       |              |
| 1   | Gross Salary (₹)  | 6,000,000               | 6,000,000 | 12,000,000   |
|     | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | ---                     | ---       | ---          |
|     | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961                             | ---                     | ---       | ---          |
|     | (c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961             | ---                     | ---       | ---          |
| 2   | Stock Option  | ---                     | ---       | ---          |
| 3   | Sweat Equity  | ---                     | ---       | ---          |
| 4   | Commission<br>- as % of profit<br>- others, specify...                              | ---                     | ---       | ---          |
| 5   | Others, please specify  | ---                     | ---       | ---          |
|     | Total (₹)   | 6,000,000               | 6,000,000 | 12,000,000   |

The remuneration is within the limits as approved by the Shareholders by way of a Special Resolution.

### B. Remuneration to other directors - No remuneration is paid to any other directors.

### C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

| SN. | Particulars of Remuneration   | Key Managerial Personnel |          |           |
|-----|---|--------------------------|----------|-----------|
|     |   | CFO                      | CS       | Total     |
| 1   | Gross Salary (₹)  | 2,380,500                | 289,194* | 2,669,694 |
|     | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | ---                      | ---      | ---       |
|     | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961                             | ---                      | ---      | ---       |
|     | (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961              | ---                      | ---      | ---       |
| 2   | Stock Option  | ---                      | ---      | ---       |
| 3   | Sweat Equity  | ---                      | ---      | ---       |
| 4   | Commission  | ---                      | ---      | ---       |
|     | - as % of profit  | ---                      | ---      | ---       |
|     | others, specify...  | ---                      | ---      | ---       |
| 5   | Others, please specify  | ---                      | ---      | ---       |
|     | Total (₹)   | 2,380,500                | 289,194* | 2,669,694 |

\*Remuneration for part of the year

## X. Penalties / Punishment/ Compounding of Offences

There were no Penalties / Punishment/ Compounding of Offences for the year ending March 31, 2015.

## XI. Matters related to Certification of Compliances

Details of events / matters in respect of which the company was liable to file returns or comply with requisite provisions of the Companies Act and rules made hereunder:-

| Description of the Event / Matter | Date of The Event | Section & Description   | Due date for filing / compliance | Date of Filing SRN/ SR compliance | Concerned with Authority (ROC/ NCL /Court) | Reasons for delay, if any |
|-----------------------------------|-------------------|---|----------------------------------|-----------------------------------|--|---------------------------|
| Form 23AC & ACA                   | 29/09/2014        | Approval of Balance Sheet and Profit & Loss Account   | 28/10/2014                       | 28/10/2014<br>SRN: Q40714545      | ROC  | NA                        |
| Form 20 B                         | 29/09/2014        | Section 92 of the Companies Act, 2013 - Annual Return   | 28/11/2014                       | 26/11/2014<br>SRN: Q48317432      | ROC  | NA                        |
| Form DIR-12                       | 24/10/2014        | Section 203 of the Companies Act, 2013 - Appointment of Company Secretary   | 23/11/2014                       | 22/11/2014<br>SRN: C33821182      | ROC  | NA                        |
| Form MGT-14                       | 24/10/2014        | Section 203 of the Companies Act, 2013 - Appointment of Company Secretary   | 23/11/2014                       | 24/12/2014<br>SRN: C37543451      | ROC  | Delayed Filing            |
| Form MR-1                         | 24/10/2014        | Section 203 of the Companies Act, 2013 - Appointment of Company Secretary   | 23/12/2014                       | 24/12/2014<br>SRN: C37543923      | ROC  | Delayed Filing            |
| Form MGT-14                       | 29/05/2014        | Section 179(3) - Disclosure of general notice of interest by directors.<br>Section 179(3) - Approval of audited financial results for the year ended 31.03.2014<br>Section 179(3) - Approval of directors report                        | 28/06/2014                       | 15/09/2014<br>SRN: C20368155      | ROC  | Delayed Filing            |
| Form MGT-14                       | 29/09/2014        | Section 180(1) (a) - Approval for authorizing Board of Directors for mortgage and/or create charge on the assets of the company.<br>Section 180(1)(c) - Authorizing board of directors for increase in borrowing powers of the company. | 28/10/2014                       | 21/10/2014<br>SRN: C29539483      | ROC  | NA                        |
| Form MGT-14                       | 13/08/2014        | Section 179(3) - Approval of unaudited financial results for the quarter ended 30.06.2014   | 12/09/2014                       | 12/09/2014<br>SRN: C20120069      | ROC  | NA                        |
| Form MGT-14                       | 29/05/2014        | Section 179(3) - Taking note of disclosure of general notice of interest by directors, Approval of audited financial results for the quarter ended 31.03.2014, approval of Director's Report for the year 2013-14                       | 28/06/2014                       | 15/09/2014                        | ROC  | Delayed Filing            |
| Form 11NV                         | 24/05/2014        | Section 205C of the Companies Act, 1956   | 23/06/2014                       | 27/05/2014<br>SRN: C04427282      | ROC  | NA                        |
| Form DIR-12                       | 01/04/2014        | Section 168 of the Companies Act, 2013  | 30/04/2014                       | 29/04/2014<br>SRN: C02101467      | ROC  | NA                        |
| Form GNL-2                        | 29/09/2014        | Section 139 of the Companies Act, 2013  | 14/10/2014                       | 13/10/2014<br>SRN: C26477166      | ROC  | NA                        |



## XII. Details in respect of shares held by or on behalf of the FII's.

| Name of FII  | Address  | Country of Incorporation | Regn. No. with SEBI / RBI | % of share holding |
|--|--|--------------------------|---------------------------|--------------------|
| Venus Capital Management INC C/o. ICICI Bank Ltd, SMS Dept | 1st Floor, Empire Complex, 414, Senapati Bapat Marg, Lower Parel, Mumbai - 400013. | Mumbai, India            | IN-US-FD-968-04           | 2.48               |

## XIII. OTHER DISCLOSURES

### (1) Disclosure of Directors:-

- All the Directors have furnished notices and additional disclosures, wherever applicable, during the year;
- Each Independent Director has given a declaration that he meets the criteria of independence as provided in sub-section (6) of section 149.

(2) The Company has duly re-appointed M/s. Srinivas P & Associates., Chartered Accountants, Hyderabad (Firm Registration No: 006987S), as the Statutory Auditor of the Company at the Annual General Meeting held on 29th September, 2014 subject to ratification at every Annual General Meeting.

### We certify that:

- The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- The whole of the amount of unpaid/ unclaimed dividend/other amounts as applicable have been transferred to the Investor Education and Protection Fund in accordance with Section 125 of the Act.
- The Company has maintained all the registers as per the provisions of the Act and the rules made there under and
- Unless otherwise anything in contrary is stated expressly elsewhere in this Return, the Company has complied with the applicable provisions of the Act during the financial year.

For and on behalf of the Board

C. K. Shastri  
Managing Director

Jayant Dwarkanath  
Director

Place: Secunderabad  
Date : 13th August, 2015

Navajyoth Puttaparthi  
Company Secretary

## ANNEXURE II

### Report on Corporate Social Responsibility (CSR) Policy and Activities as per Rule 8 of Companies (Corporate Social Responsibility Policy) Rules, 2014

1. A brief outline of the Company's CSR Policy, including overview of projects or programmes undertaken/ proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programmes. (Web link: [www.in10stech.com](http://www.in10stech.com)).

- Education
- Health
- Environment
- Rural Development

Education, Environment and Health are primary focus areas of CSR policy of the Intense. The activities under the Education include primary, secondary and higher education, skill development of rural youth, providing scholarships to meritorious students of underprivileged and promoting preventive healthcare activities such as providing safe and healthy drinking water, aiding hospitals etc. Further thematic areas will be prioritized to reach the underserved segments of the population like women, economically and geographically disadvantaged vulnerable and marginalized population. The company also lays emphasis on employee volunteering in all its CSR efforts.

#### 2. Corporate Social Responsibility Committee

|          |                         |
|----------|-------------------------|
| Chairman | : Mr. K. S. Shanker Rao |
| Member   | : Mrs. V. Sarada Devi   |
| Member   | : Mr. V. S. Mallick     |

3. Average Net profit for the preceding three Financial Years for the purpose of computation of CSR : ₹ 7.75 Crores

4. Prescribed CSR expenditure (2% of Average Net Profit): ₹ 15.50 lakhs

5. Details of CSR spend for the financial year:

- Total amount spent during the financial year 2014 -15: ₹ 5.43 lakhs
- Amount unspent, if any: ₹ 10.07 lakhs
- Manner in which the amount spent during the financial year is detailed below:

| S. No. | CSR Projects or activity identified                                   | Sector in which the project is covered | Projects or programs (1) Local area or other (2) Specify the State and District where projects or programs was undertaken | Amount outlay (budget) project or programs wise | Amount spent on the projects Sub heads: (1) Direct expenditure on projects or programs (2) Overheads | Cumulative expenditure upto the reporting period | Amount spent: Direct or through implementing agency |
|--------|---|--|---|---|--|--|---|
| (1)    | (2)   | (3)                                    | (4)   | (5)   | (6)  | (7)  | (8)   |
| 1      | Contribution to Hudhud Cyclone Relief Fund set-up by the Govt. of A.P | Disaster Relief                        | Visakhapatnam Vijayanagaram and Srikakulam Districts  | ₹ 43,000/-                                      | ₹ 43,000/-   | ₹ 43,000/-                                       | Direct  |
| 2      | Contribution to-The Association of People with Disability             | Rural Education                        | Bangalore   | ₹ 500,000                                       | ₹ 500,000  | ₹ 500,000  | Direct  |

6. The Company could not spend the earmarked money because of the problems in identifying the areas and beneficiaries and the amount on CSR expenditure is proposed to be spent during the current year and the next years.

7. We hereby confirm that the implementation and monitoring of CSR Policy is in compliance with CSR Objectives and Policy of the Company.

Place: Secunderabad  
Date: 13th August, 2015

C. K. Shastri  
Managing Director

K. S. Shanker Rao  
Chairman of the Committee

### ANNEXURE - III

#### Statement of Particulars of employees pursuant to the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

| Sl.No. | Name                 | Designation/<br>Nature of<br>Duties | Remuneration<br>Received P.A<br>(₹) | Qualification     | Experience<br>in years | Age in<br>years | Date of commencement<br>of employment | Last<br>employment<br>held  |
|--------|----------------------|-------------------------------------|-------------------------------------|-------------------|------------------------|-----------------|---------------------------------------|---|
| 1      | 2                    | 3                                   | 4                                   | 5                 | 6                      | 7               | 8                                     | 9   |
| i      | C.K.Shastri          | Chairman &<br>Managing<br>Director  | 6,000,000/-                         | B.Com.,<br>PG DBM | 31                     | 57              | 1990                                  | Modi Xerox<br>Corporation<br>Limited,<br>India                              |
| ii     | Jayant<br>Dwarkanath | Whole Time<br>Director              | 6,000,000/-                         | BE, M.B.A         | 25                     | 51              | 1999                                  | Australia and<br>New Zealand<br>Banking<br>Group<br>Limited<br>(ANZ), India |

**Note:** Remuneration as shown above comprises of Salary, Leave Salary, Bonus, Gratuity, Leave Travel Assistance, Medical Benefit, House Rent Allowance, Perquisites and Company's Contribution to Provident Fund and Superannuation Fund, wherever applicable.

For and on behalf of the Board

Place: Secunderabad  
Date: 13th August, 2015

C. K. Shastri  
Chairman & Managing Director

Jayant Dwarkanath  
Whole Time Director

## ANNEXURE - IV

Statement Pursuant to first proviso to sub-section (3) of Section 129 of the Companies Act, 2013, read with rule 5 of Companies (Accounts) Rules, 2014 in the prescribed FORM AOC - 1 relating to Subsidiary, Associate and Jointly Controlled Companies.

(Amount in ₹)

| Name of the Subsidiary Company | Intense Technologies FZE | Intense Technologies INC | Intense Technologies UK Limited |
|--------------------------------|--------------------------|--------------------------|---------------------------------|
| Issued & Subscribed Capital    | 424,328                  | 6,233,550                | 9,255                           |
| Reserves                       | (10,449,761)             | (19,356,980)             | (10,470,214)                    |
| Total Assets                   | 46,358,204               | 2,507,882                | 5,128,910                       |
| Total Liabilities              | 46,358,204               | 2,507,882                | 5,128,910                       |
| Investments                    | ---                      | -                        | -                               |
| Turnover                       | 38,291,365               | -                        | -                               |
| Profit/(Loss) before Tax       | (7,916,757)              | (13,020,016)             | (10,470,214)                    |
| Provision for Tax              | -                        | -                        | -                               |
| Profit/(Loss) After Tax        | (7,916,757)              | (13,020,016)             | (10,470,214)                    |
| Proposed Dividend              | -                        | -                        | -                               |

For and on behalf of the Board

Place: Secunderabad  
Date: 13th August, 2015

C. K. Shastri  
Chairman & Managing Director

Jayant Dwarkanath  
Whole Time Director

**ANNEXURE-V**  
**FORM NO. MR - 3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED MARCH 31ST 2015**  
**[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies**  
**(Appointment and Remuneration Personnel) Rules, 2014]**

**To**  
**The Members of Intense Technologies Limited**  
**A-1, Vikrampur,**  
**Secunderabad - 500009.**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Intense Technologies Limited (hereinafter called the Company) Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minutes books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2015 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made there under;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
  - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
  - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- vi. Other Specifically applicable laws to the Company:
  - Information Technology Act, 2000
  - The Special Economic Zones Act, 2005
  - Software Technology Parks of India Rules and Regulations
  - Indian Copyrights Act, 1957



- The Trademarks Act, 1999
- The Patents Act, 1970

We have also examined compliance with the applicable clauses of the following:

- (i) The Listing Agreements entered into by the Company with the Bombay Stock Exchange Limited.
- (ii) Secretarial Standards issued by the Institute of Company Secretaries of India.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

**We further report that**

- Based on the information provided by the Company, its officers and its authorised representatives during the conduct of the audit and also on review of quarterly reports by respective Department Heads/ Company Secretary/ CEO taken on record by the Board of Directors of the Company, adequate systems and processes and control mechanism exist in the company to monitor and ensure the compliance of with the applicable general laws like labour laws, competition law and environment laws.
- The Compliance by the Company of applicable financial laws like direct and indirect laws, has not been reviewed in this Audit since the same have been subject to review by Statutory Financial Audit and Other designated professionals.
- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- All the decisions at the Board Meetings and Committee Meetings have been carried out unanimously as recorded in the Minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

**We further report that**

The Prescribed CSR expenditure of 2% of average net profit of the last three years has not been spent by the company and there were delays in filing 4 forms with the Registrar of Companies.

**We further report that**

- there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.
- there were no such specific events/actions in pursuance of the above referred laws, rules, regulations, etc., having a major bearing on the Company's affairs.

**For Puttaparthi Jagannatham & Co.**

**Place: Hyderabad**  
**Date: 6<sup>th</sup> August, 2015**

**Rama Bandaru**  
Practicing Company Secretary  
COP No: 7739  
ACS NO: 19456

**\*This report is to be read with our letter of even date which is annexed as 'Annexure A' and forms an integral part of this report.**

**'ANNEXURE A'**

**To**  
**The Members of Intense Technologies Limited**  
**A-1, Vikramপুরi,**  
**Secunderabad - 500009.**

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**For Puttaparthi Jagannatham & Co.**

**Place: Hyderabad**  
**Date: 6<sup>th</sup> August, 2015**

**Rama Bandaru**  
**Practicing Company Secretary**  
**COP No: 7739**  
**ACS NO: 19456**

## **ANNEXURE-VI**

### **MANAGEMENT DISCUSSION AND ANALYSIS**

#### **Digital Transformation of customer experience**

The new digital age of mobile, social, cloud and analytics is making it imperative for all types of businesses to transform and adopt digital technologies. According to a recent report published by MIT and Capgemini, companies that leveraged digital technologies outperformed their peers and on an average are 26% more profitable than their peers in the industry.

Customers today demand an Omni-channel experience from all their providers and in turn, leave behind a minefield of digital information, which, if mined intelligently, can provide any business deep insight into its next actions. Enterprises need to capture and analyze customer data from all interactions to render personalized and tailor-made experiences to take their customer experience to the next level.

However, large enterprises are invariably invested in current and previous generation technology platforms that are neither immediately capable of adapting to changing market dynamics, nor are they able to mine the trail of insightful content available in cyberspace. Transforming their current business processes to suit the needs of today's customers is the only way to remain competitive.

Transformation involves revamping core IT systems governing their business and they have to maintain business as usual while undertaking this project. The risk, cost and time involved in these projects are high. These projects should be approached as a journey with milestones set at each stage for them to be successful and yield best results. Digitalization of customer interfacing processes should be the key initiative that should be achieved.

#### **Market opportunity**

Historical data indicate that all major technology transformation initiatives have been capital intensive with an elapse time of a few years before the enterprise can fully benefit from the metamorphosis. However, in today's rapidly dynamic world, customer preferences have become more transient and there is no telling if the multi-year transformation project would still be relevant, when it is ready to become operational. It has now become very evident across the world that the race which used to be won by the biggest, will now be won by the fastest.

Unlike in the past, we now notice that large organizations are not averse to engaging with boutique technology companies with proven capability and track record in enabling large organizations to accelerate their transformation process.

With the advent of IoT, every enterprise has to adopt digital technologies to remain competitive. According to Markets & Markets, the global digital transformation market is expected to reach \$369.22 Billion by 2020 from \$150.70 Billion in 2015, at a CAGR of 19.6%. Digital transformation of customer centric business processes is gaining precedence because of its immediate impact on enhancing customer experience. Markets and Markets forecast global customer experience management market alone to grow at 17% CAGR from \$3.77 billion in 2014 to \$8.39 billion in 2019 and we are well poised to leverage this opportunity. Our platform for digital transformation of customer centric business processes helps enterprises to deliver world-class customer experience throughout the customer lifecycle.

Eighty percent of US online adults have used more than one device at a time, and 67% have switched devices to continue a task on another device. However, with archaic technology and legacy infrastructure CIOs of large enterprises are struggling to keep pace with the evolving trend. In fact, only 17% of consumers in the US and UK say that companies make it easy to switch between different channels.

#### **Our digitalization platform - redefining digital customer experience**

In today's self-service world, every enterprise wants to empower its customers to directly interact with its IT systems to get right information at, the right time, through the right device. This takes customer experience to the next level and helps enterprises to reduce their customer service costs. The question is how fast can enterprises transform themselves to leverage this opportunity.

Our platform plays a strategic role for enterprises wanting to transform their customer experience in the fastest possible way. The value proposition lies in radically simplifying the present, complex eco-system of multiple

applications operating independently by bringing them to a unified platform. Our strength in comprehending data from legacy systems obviates the need to replace them immediately. Enterprises save time and money with this approach and reap the benefits of building competitive advantage.

Our platform helps them to deliver operational efficiency at low cost and empowers them to take a calculated, incremental approach to digital transformation by investing in solutions that will give immediate results and at the same time support long term vision. Modernization of existing systems with capabilities for analytics empowers every stakeholder within the enterprise to deliver swift customer service. This brings in much required enterprise agility.

In a recent large fortune 500 enterprise where the transformation of their B2B customer experience project was scheduled for 3 years; our platform helped them in operationalizing the project in 6 months.

Analyst community has recognized the value proposition of our platform and prominently featured us in their reports.

## Our Strategy

Throughout our evolution as a technology company, our focus has been to build innovative new solutions that provide our target users the competitive edge in their respective markets. Our business growth has been largely due to the confidence and goodwill amongst our customers and partners. While we continue to endeavor on the same philosophy, the forthcoming period will see major investments towards expanding the geographical boundaries for our solutions. Just as our investments in the Middle East & Africa markets are beginning to show considerable traction, with our focus in the European market in the past year, we have successfully deployed our solutions in a large Fortune 500 corporation that will serve as our anchor reference for subsequent opportunities in that region. The year ahead will see new sales investments in the overseas markets across Europe, North America and Latin America. We will also focus on delivering higher value to our existing customers with our new domain specific solutions around Customer Acquisition and Analytics-based Customer Engagement. Our growth strategy has been to acquire marquee multi-national companies and actively pursue strategies of up-selling and cross-selling across different regions of their operations. We are seeing a good pipe being built in different regions.

Although our platform is vertical agnostic, because of the strong domain knowledge and huge customer references we have acquired in the telecom industry, we continue to focus on this industry in global markets. Our strategy has been to build relations with our customers having global presence to increase market penetration through cross references.

Partners & Systems Integrators are important stakeholders in our business development initiatives and we are already intensely engaged with all major SIs to explore newer opportunities across the world.

With the advent of cloud-based business models, the SMB segment in India, too, has started adopting cutting-edge technology solutions.

We have enabled all our solutions on the cloud and in the forthcoming year will be actively looking at serving the SMB opportunity through our cloud platforms

We have continuously evolved our platform to remain ahead as thought leaders in our business. Developing new mobile applications to help enterprises take their customer experience to the new level has been a key development in this financial year and we will continue to do this.

## Human Resources

Product companies always need people with specialized skills to give shape to their objectives. Today we are more than 400 employees from different cultural backgrounds, speaking more than 15 different native languages and operating from more than 8 countries working as one team. This year we have strengthened the teams in Europe with pre-sales and delivery personnel as we are seeing a lot of traction in these regions. We have an attrition rate of less than 12% which is far below the industry average. Our women employees feel secure to work with us. We are proud that more than 30% of our leadership team comprises of women. We have an elaborate schedule of training programs for employees at all levels to help continuous enhancement of niche skills.

## Financial Performance vis-a-vis Operational Performance

During the year under review, your Company registered gross revenue of ₹ 4,948.07 Lakhs (previous year ₹ 4,679.24 Lakhs) and a Profit Before Tax of ₹ 802.09 Lakhs (previous year ₹ 1,244.04 Lakhs). Though there was a steady increase in topline, our investments in new geographies increased our expenses impacting the bottom line.

The highlight for the year was the conclusion of a multi-year, multi-country, global price agreement with one of the largest communications solutions providers of the world. This opens new opportunities for our solution across all worldwide locations of this Fortune 500 enterprise. We also maintained market leadership in South Asia for our UniServe™ solutions. Our increased sales investments in Europe and both the Americas, while affecting our margins for the current year, have been instrumental in building a strong sales pipeline for the forthcoming period. We now have customers in all the four continents and are actively exploring new opportunities jointly with large SI's and local partners.

## Our Outlook

Digital Transformation across large enterprises is a global phenomenon now. Our UniServe™ platform, in the past year, has successfully proven its capability as an accelerator to this transformation process. Additionally, with the aforementioned global price agreement in place now, we will endeavor to reach out to all global locations of the enterprise and conclude new opportunities. In the forthcoming year we are also launching our cloud platform to pursue new revenue opportunities in the large SMB segment in India.

Long sales cycles are inherent to enterprise-scale solutions and with our limited sales network in the past, we haven't been successful in building a pipeline robust enough to deliver substantial quarter on quarter numbers. We are in the process of correcting this anomaly by buttressing our global sales teams who are already in the process of building a strong sales pipeline. This, along with the assured periodic annuity from our existing engagements, we believe, will allow us to deliver consistently over a quarterly basis, within the next couple of years. Furthermore, our pursuit of global opportunity should also improve profitability as our margin realization has been superior on our export earnings. The Government is a large purchaser of technology solutions and we are also focused on opportunities in this sector.

## Risks and Concerns

The increasing global trends in digitization driven by the forces of social, mobility, analytics and cloud coupled with large sizes of the addressable global market and relatively low current levels of penetration of the target markets suggest significant headroom for future growth. The company has positioned itself well for the growth in business by aligning and scaling all departments.

**The following are some of the key risks faced by the company and our plan to mitigate them:**

### Global economic situation

Global economic situation has significant impact across telecom, insurance, banking, manufacturing, verticals. The uncertainties in the global markets will impact us as IT solutions are closely linked with economic situations. We are closely monitoring the global economic situation and proactively made plans to address the challenges.

### Supply-side risks

Since we operate in niche domains and are witnessing huge potential for our solutions from global players, it is very critical we have resources with right skills. Non-availability of right people at the right time might impact our project delivery schedules, new version launch dates, lower market penetration, etc. We have put a strong process for hiring across the globe.

### Currency volatility

Volatility in currency exchange movements resulting in transaction and translation exposure.

### Long sales cycles

Digital transformation projects are mission critical but have long drawn sales and deployment cycles. This is a strategic decision and involves stringent evaluation criteria of long RFPs, POCs, demonstrations etc. This delays the decision process, impacting quarterly revenues.

## **Digital disruptions**

New disruptive technologies such as cloud, big data, mobile and social media are impacting the behavior of the consumers, posing business challenges. We investing in R&D and enrolling with industry analyst agencies like Gartner and TM Forum to understand the latest technological advances and align our solutions accordingly.

## **Dependence business partners**

We are dependent on many System Integrators and partners to improve our reach to global markets and ride on their brand. This is leading to margin pressures. We are scaling and expanding our reach to global markets and exploring direct sales opportunities while continuing to maintain good relationships with existing partners.

## **Global competition**

We face competition from large multi-national companies with much larger financial and marketing muscle. There is an emerging trend of consolidation among existing competitors giving them the advantage of vast solution functionalities and large customer base. We have a strategy to weave services around our solutions and have improving revenue streams from existing customers and also step-up our marketing function to establish credibility of our solutions.

## **Proprietary technology**

There can be instances of misappropriation of our technological expertise or the reverse engineering of its solutions. Legal standards and scope of protection in many countries may not provide adequate protection of our proprietary technology/technologies. We are planning to file patents for our proprietary technologies to avoid misappropriation to great extent.

## **Human Resources**

We have also taken into cognizance the fact that people form the biggest component in our cost structure. That said, developing human capital is a key focus area for the Company. Consequently a HR vision has to be in line with the Company's overall vision and business strategy. Our Company is fully committed to its people and therefore strives to create a work environment that challenges and motivates people to be performance oriented. This has been evidenced in our Company having one of the lowest attrition levels in the industry.



## ANNEXURE - VII

### Disclosures pursuant to Para 12 of the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines 1999.

During the year under report the following Employees Stock Option Plans are in operation for issue and grant of stock options to its employees and Directors in accordance with the provisions of the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines 1999:

1. Fortune Employees Stock Option Plan 2005
2. Intense Employees Stock Option Plan - A 2007
3. Intense Employee Stock Option Plan Scheme - A 2009 and
4. Intense Employee Stock Option Plan Scheme - B 2009

The requisite disclosures of particulars with respect to these schemes during the year 2014 -15 are as under:

#### 1. Fortune Employees Stock Option Plan 2005:

| Sl No. | Particulars   | 31.03.2015 |
|--------|---|------------|
| 1      | No. of Stock Options approved by Shareholders             | 30,00,000  |
| 2      | No. of Stock Options granted upto 31.03.2015              | 29,17,000  |
| 3      | No. of Stock Options vested and exercised upto 31.03.2015 | 8,46,300   |
| 4      | No. of Stock Options Outstanding upto 31.03.2015          | 20,70,700  |
| 5      | No. of Stock Options not yet granted upto 31.03.2015      | 83,000     |

a. Pricing Formula: Exercise price for the options granted under this plan is ₹ 2/- per share.

b. Variations in terms of Option: NIL.

c. Number of options vested upto 31-03-2015: 18,53,150.

#### 2. Intense Employees Stock Option Plan A 2007:

a. Maximum Number of options approved by the shareholders - 5,00,000.

b. Pricing Formula: Exercise price for the options to be granted under this plan is the price determined by the Board in accordance with SEBI guidelines i.e. Price prevailing on the date of the grant.

c. Variations in terms of Option – NIL.

d. Number of options granted upto 31.03.2015: 2,50,000.

e. Number of options available to be granted: 2,50,000.

#### 3. Intense Employee Stock Option Plan Scheme A 2009:

a. Maximum Number of options approved by the shareholders 20,00,000.

b. Pricing Formula: Exercise price for the options granted under this plan is ₹ 2/- per share.

c. Variations in terms of Option – NIL.

d. Number of options granted upto 31.03.2015: 10,31,000

e. Number of options available to be granted: 9,69,000

#### 4. Intense Employee Stock Option Plan Scheme B 2009:

a. The plan covers 8,00,000 options to Mr. Jayant Dwarkanath, Whole Time Director of the Company eligible in accordance with SEBI Guidelines.

b. Pricing Formula: Exercise price for the options granted under this plan is ₹ 2/- per share.

c. Variations in terms of Option – NIL.

**5. The fair value has been calculated using the Black Scholes Option Pricing Model. The assumptions used in the model are as follows:**

- a. Risk free interest rate 8.06%
- b. Expected life 4.08 years
- c. Dividends Nil
- d. The price of underlying shares in market at the time of grant of options (prior to reduction of share price from ₹ 10/- per share to ₹ 2/- per share) 12.02.2011 – ₹ 5.68; 13.05.2011 – ₹ 7.00; 19.08.2014 – ₹ 61.25/-.
- e. The basic and diluted EPS was ₹ 3.45 and ₹ 3.09 respectively. Had the outstanding vested options been exercised, the employee compensation cost would have been higher by ₹ 10.25 Crores.
- f. The expected volatility has been computed using the daily share price movements of 244 trading days during the year.
- g. The Company has not declared any dividend to conserve resources and accordingly dividend payment has not been assumed.

For and on behalf of the Board

Place: Secunderabad  
Date: 13th August, 2015

C. K. Shastri  
Chairman & Managing Director

Jayant Dwarkanath  
Whole Time Director

## REPORT ON CORPORATE GOVERNANCE

In accordance with Clause 49 of the Listing Agreement with BSE Limited (BSE), the report containing the details of Corporate Governance systems is as follows:

### Company Philosophy on Code of Governance

Corporate Governance encompasses a set of systems and practices to ensure that the Company's affairs are being managed in a manner which ensures accountability, transparency and fairness in all transactions in the widest sense. The objective is to meet stakeholders' aspirations and societal expectations. Good governance practices stem from the dynamic culture and positive mindset of the Organisation. We are committed to meet the aspirations of all our stakeholders. This is demonstrated in shareholder returns, high credit ratings, governance processes and an entrepreneurial performance focused work environment. Additionally, our customers have benefited from high quality products delivered at extremely competitive prices.

The essence of Corporate Governance lies in promoting and maintaining integrity, transparency and accountability in the management's higher echelons. The demands of Corporate Governance require professionals to raise their competence and capability levels to meet the expectations in managing the enterprise and its resources effectively with the highest standards of ethics. It has thus become crucial to foster and sustain a culture that integrates all components of good governance by carefully balancing the complex inter-relationship among the Board of Directors, Audit Committee, Finance, Compliance and Assurance teams, Auditors and the senior management. Our employee satisfaction is reflected in the stability of our senior management, low attrition across various levels and substantially higher productivity.

The Company attaches immense importance to good Corporate Governance as formulated by the Stock Exchanges/SEBI and other authorities in right earnest. It will be the endeavor of the Board of Directors that the Company is so governed as to maximize the benefits of all stakeholders i.e., shareholders, employees, customers, society and others.

### Ethics/Governance Policies

At In10s, we strive to conduct our business and strengthen our relationships in a manner that is dignified, distinctive and responsible. We adhere to ethical standards to ensure integrity, transparency, independence and accountability in dealing with all stakeholders.

Therefore, we have adopted various codes and policies to carry out our duties in an ethical manner. Some of these codes and policies are:

- Code of Conduct
- Code of Conduct for Prohibition of Insider Trading
- Whistle Blower Policy
- Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions
- Corporate Social Responsibility Policy
- Policy for Selection of Directors and determining Directors Independence
- Remuneration Policy for Directors, Key Managerial Personnel and other Employees
- Policy for determining Material Subsidiaries

### Shareholders Communications

The Board recognises the importance of two-way communication with shareholders and giving a balanced report of results and progress and responding to questions and issues raised in a timely and consistent manner. Shareholders seeking information related to their shareholding may contact the Company directly or through the Company's Registrars and Transfer Agents. In10s ensures that complaints and suggestions of its shareholders are responded to in a timely manner. A comprehensive and informative shareholders' reference is appended to this Annual Report.

## Observance of the Secretarial Standards Issued by the Institute Of Company Secretaries of India

The Institute of Company Secretaries of India (ICSI), one of India's premier professional bodies, has issued Secretarial Standards on important aspects like Board meetings, General meetings, Payment of Dividend, Maintenance of Registers and Records, Minutes of Meetings, Transmission of Shares and Debentures, Passing of Resolutions by Circulation and Board's Report.

Although these standards, as of now, are recommendatory in nature, the Company substantially adheres to these standards voluntarily.

## Role of the Company Secretary in overall governance process

The Company Secretary plays a key role in ensuring that the Board (including committees thereof) procedures are followed and regularly reviewed. The Company Secretary ensures that all relevant information, details and documents are made available to the Directors and Senior Management for effective decision-making at the meetings. The Company Secretary is primarily responsible to assist and advise the Board in the conduct of affairs of the Company, to ensure compliance with applicable statutory requirements and Secretarial Standards, to provide guidance to directors and to facilitate convening of meetings. He interfaces between the management and regulatory authorities for governance matters.

## Working towards People, Product, Processes and Profit

In10s works towards attaining a sustained financial bottom line along with enhancing the natural human capital and product development.

In addition, it has focused its energies on identifying specific impact areas. It endeavors to alleviate the underprivileged and marginalized sections of the society and has an active engagement with them to ensure their holistic development.

It aims to develop innovative products and processes to sustain its growth momentum. It also invests in R&D across its businesses, to serve the current and emerging needs of growth and efficiency of its businesses, and to develop new path - breaking technologies.

## Board of Directors

| Category                                      | No. of Directors |
|---|------------------|
| Non-Executive & Independent Directors         | 4                |
| Other Non-Executive Directors                 | 1                |
| Executive Directors (CEO & Managing Director) | 2                |
| Total   | 7                |

The Board consists of eminent persons with considerable professional expertise and experience, provides leadership and guidance to the management, thereby enhancing stakeholders value.

The Board of Directors of the Company is at present composed of 7 (Seven) Directors, out of whom 1 (One) is a Chairman and Managing Director, 1 (One) is a Whole Time Director and 5 (Five) are Non-Executive Directors. During the year under review, there were in all 4 (Four) meetings of the Board of Directors and the maximum time gap between any two board meetings was not more than four months and the following is the attendance of the Directors:

| Sl.No. | Name of the Director      | No. of Meetings attended | Whether attended the last AGM | No. of Directorships in other Boards |
|--------|---------------------------|--------------------------|-------------------------------|--------------------------------------|
| 1      | Mr. C. K. Shastri         | 4                        | Yes                           | 2                                    |
| 2      | Mr. Jayant Dwarkanath     | 4                        | Yes                           | 3                                    |
| 3      | Mr. Tikam Sujan           | 1                        | No                            | 2                                    |
| 4      | Mrs. V. Sarada Devi       | 1                        | No                            | 0                                    |
| 5      | Mr. Pavan Kumar Pulavarty | 1                        | No                            | 0                                    |
| 6      | Mr. K. S. Shanker Rao     | 4                        | Yes                           | 0                                    |
| 7      | Mr. V. S. Mallick         | 4                        | No                            | 1                                    |

The dates of Board Meetings held during the year under review are: 29th May, 2014, 13th August, 2014, 24th October, 2014 and 14th February, 2015.

As required under Section 149(3) of the Companies Act, 2013, & as per the Listing Agreement, Ms. Sarada Devi, a Woman Director, has been appointed as an Independent Director on the Board.

## Committees of the Board

### (a) Audit Committee

The primary objective of the Audit Committee is to monitor and provide effective supervision of the Management's financial reporting process with a view to ensure, timely disclosure, transparency, integrity and quality of financial reporting.

The Committee is governed by a Charter which is in line with the regulatory requirements mandated by the Companies Act, 2013 and Clause 49 of the Listing Agreement., the Board of Directors of the Company has constituted an Audit Committee consisting of the following Directors, with the role and responsibilities duly defined and in accordance with the applicable statutory and other requirements. During the year, in all, 4 meetings of the Committee took place and attendance there at is as under:

| Name of the Member    | Designation | No. of Meetings Attended |
|-----------------------|-------------|--------------------------|
| Mr. K. S. Shanker Rao | Chairman    | 4                        |
| Mrs. V. Sarada Devi   | Member      | 1                        |
| Mr. V. S. Mallick     | Member      | 4                        |

Some of the important functions performed by the Committee are:

### Financial Reporting and Related Processes

- Overview of the Company's financial reporting process and financial information submitted to the Stock Exchanges, regulatory authorities or the public.
- Reviewing with the Management the quarterly unaudited financial statements and the Auditors' Limited Review Report thereon/audited annual financial statements and Auditors' Report thereon before submission to the Board for approval. This would, inter alia, include reviewing changes in the accounting policies and reasons for the same, major accounting estimates based on exercise of judgement by the Management,

significant adjustments made in the financial statements and / or recommendation, if any, made by the Statutory Auditors in this regard.

- Review the Management Discussion & Analysis of financial and operational performance.
- Discuss with the Statutory Auditors its judgement about the quality and appropriateness of the Company's accounting principles with reference to the Generally Accepted Accounting Principles in India (IGAAP).

All the Members on the Audit Committee have the requisite qualification for appointment on the Committee and possess sound knowledge of finance, accounting practices and internal controls.

During the year under review, the Audit Committee held a separate meeting with the Statutory Auditors and the Chief Internal Auditor to get their inputs on significant matters relating to their areas of audit.

#### **(b) Nomination and Remuneration Committee**

In compliance with Section 178 of the Companies Act, 2013, the Board has renamed the existing "Compensation Committee" as the "Nomination and Remuneration Committee".

The Board of Directors of the Company has constituted a Nomination and Remuneration Committee consisting of the following Directors, with the role and responsibilities duly defined and in accordance with the applicable statutory and other requirements.

| <b>Name of the Member</b> | <b>Designation</b> | <b>No. of Meetings Attended</b> |
|---------------------------|--------------------|---------------------------------|
| Mr. V. S. Mallick         | Chairman           | 5                               |
| Mrs. V. Sarada Devi       | Member             | 2                               |
| Mr. K. S. Shanker Rao     | Member             | 5                               |

The Nomination and Remuneration Committee of Directors met on 19th August 2014, 1st September, 2014, 29th September, 2014, 24th October, 2014 and 9th March, 2015.

#### **Remuneration of Directors**

Other than Whole-Time Directors, no other Director receives any remuneration from the Company excepting Sitting Fees for attending the Board Meetings. The details of remuneration paid to the Managing and Whole-Time Directors is mentioned in Notes forming part of the financial statements of the Company.

#### **Policy for Selection and Appointment of Directors and their Remuneration**

The Remuneration Committee has adopted a Charter which, inter alia, deals with the manner of selection of Board of Directors and CEO & Managing Director and their remuneration. This Policy is accordingly derived from the said Charter.

#### **Criteria of selection of Non Executive Directors**

The Non Executive Directors shall be of high integrity with relevant expertise and experience so as to have a diverse Board with Directors having expertise in the fields of manufacturing, marketing, finance, taxation, law, governance and general management.

In case of appointment of Independent Directors, the Remuneration Committee shall satisfy itself with regard to the independent nature of the Directors vis-à-vis the Company so as to enable the Board to discharge its function and duties effectively.

The Remuneration Committee shall ensure that the candidate identified for appointment as a Director is not disqualified for appointment under Section 164 of the Companies Act, 2013.



The Remuneration Committee shall consider the following attributes/criteria, whilst recommending to the Board the candidature for appointment as Director.

- i. Qualification, expertise and experience of the Directors in their respective fields;
- ii. Personal, Professional or business standing;
- iii. Diversity of the Board.

In case of re-appointment of Non Executive Directors, the Board shall take into consideration the performance evaluation of the Director and his engagement level.

On evaluation of the performance of the Board, it has been evaluated that

- a) Mr. C. K. Shastri as the Managing Director of the company has been playing pivotal role in the operations and the marketing of the company's product and his contribution has been rated as very good.
- b) The Non Executive Directors have given valuable suggestions and their constructive advice and suggestions has yielded positive results and their contribution has been rated as good.
- c) Mrs. V. Sarada Devi, Woman Director is overseeing the Finance and General welfare of the employees including Women employees and her contribution has been rated very good.
- d) Other independent Directors by their contribution and presence contributed to the corporate governance and discharge of CSR initiatives and their performance has been rated good.

### **Remuneration**

The Non Executive Directors shall be entitled to receive remuneration by way of sitting fees, reimbursement of expenses for participation in the Board meetings.

A Non Executive Director shall be entitled to receive sitting fees for each meeting of the Board attended by him, of such sum as may be approved by the Board of Directors within the overall limits prescribed under the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

### **CEO & Managing Director – Criteria for selection / appointment**

For the purpose of selection of the CEO & MD, the Remuneration Committee shall identify persons of integrity who possess relevant expertise, experience and leadership qualities required for the position and shall take into consideration recommendation, if any, received from any member of the Board.

The Committee will also ensure that the incumbent fulfils such other criteria with regard to age and other qualifications as laid down under the Companies Act, 2013 or other applicable laws.

### **Remuneration for the CEO & Managing Director**

At the time of appointment or re-appointment, the CEO & Managing Director shall be paid such remuneration as may be mutually agreed between the Company (Remuneration Committee and the Board of Directors) and the CEO & Managing Director within the overall limits prescribed under the Companies Act, 2013.

The remuneration shall be subject to the approval of the Members of the Company in General Meeting.

The remuneration of the CEO & Managing Director comprises only of fixed component. The fixed component comprises salary, allowances, perquisites, amenities and retirement benefits.

### **Remuneration Policy for the Senior Management Employees**

In determining the remuneration of the Senior Management Employees (i.e. KMPs and Executive Committee Members) the remuneration committee shall ensure the relationship of remuneration and performance benchmark is clear.

The Managing Director will carry out the individual performance review based on the standard appraisal matrix and shall take into account the appraisal score card and other factors mentioned herein –above, whilst recommending the annual increment and performance incentive to the remuneration committee for its review and approval.

### (c) Performance Evaluation

The company has formed a performance evaluation committee consisting of the following members from 24th October, 2014. The committee met 2 times during the financial year ended March 31, 2015. The attendance record of the members at the meeting was as follows:

| Name of the Member    | Designation | No. of Meetings Attended |
|-----------------------|-------------|--------------------------|
| Mr. V. S. Mallick     | Chairman    | 2                        |
| Mrs. V. Sarada Devi   | Member      | 2                        |
| Mr. K. S. Shanker Rao | Member      | 2                        |

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Appointment and Remuneration Committees.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgment, safeguarding the interest of the Company and its minority shareholders etc. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors who also reviewed the performance of the Secretarial Department. The Directors expressed their satisfaction with the evaluation process.

### (d) The company has formed a Business Risk Evaluation/ Management Committee consisting of the following members.

| Name of the Member    | Designation | No. of Meetings Attended |
|-----------------------|-------------|--------------------------|
| Mr. Jayant Dwarkanath | Chairman    | 3                        |
| Mr. C. K. Shastri     | Member      | 3                        |
| Mr. V. S. Mallick     | Member      | 3                        |

Business Risk Evaluation and Management is ongoing process within the Organization. The Company has a robust risk management framework to identify, monitor and minimize risks and also identify business opportunities.

The objectives and scope of the Risk Management Committee broadly comprise of

1. Oversight of risk management performed by the executive management;
2. Reviewing the BRM policy and framework in line with local legal requirements and SEBI guidelines;
3. Reviewing risks and evaluate treatment including initiating mitigation actions and ownership as per a pre-defined cycle;
4. Defining framework for identification, assessment, monitoring, mitigation and reporting of risks;
5. Within its overall scope as aforesaid, the Committee shall review risks trends, exposure and potential impact analysis and mitigation plan.

### (e) Independent Directors Meeting

During the year under review, the Independent Directors met on 14th February, 2015, inter alia, to discuss:

- Evaluation of the performance of Non-independent Directors and the Board of Directors as a whole.
- Evaluation of the performance of the chairman of the Company, taking into account the views of the Executive and Non-executive directors.

- Evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

**(f) Stakeholders Relationship Committee and Investors Grievances**

The Company attaches utmost attention for resolving shareholders/ investors grievances/complaints. Complaints received from shareholders/investors directly or through Stock Exchanges or SEBI are replied to immediately. There are no outstanding or unresolved complaints.

**(g) Corporate Social Responsibility (CSR) Committee**

The terms of reference of the Corporate Social Responsibility Committee (CSR) broadly comprises:

- To review the existing CSR Policy and to make it more comprehensive so as to indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013.
- To provide guidance on various CSR activities to be undertaken by the Company and to monitor its progress.

The composition of the Committee as at March 31, 2015 and details of the Members participation at the Meetings of the Committee are as under :

| Name of the Member    | Designation | No. of Meetings Attended |
|-----------------------|-------------|--------------------------|
| Mr. K. S. Shanker Rao | Chairman    | 5                        |
| Mrs. V. Sarada Devi   | Member      | 2                        |
| Mr. V. S. Mallick     | Member      | 5                        |

**(h) Stakeholder's Relationship Committee**

In compliance with the provisions of Section 178 of the Companies Act, 2013 and the Listing Agreement, the Board has renamed the existing " Share Transfer Committee" as the "Stakeholders' Relationship Committee".

The terms of reference of the Committee are:

- transfer/transmission of shares/debentures and such other securities as may be issued by the Company from time to time;
- issue of duplicate share certificates for shares/debentures and other securities reported lost, defaced or destroyed, as per the laid down procedure;
- issue new certificates against subdivision of shares, renewal, split or consolidation of share certificates/ certificates relating to other securities;
- issue and allot right shares/bonus shares pursuant to a Rights Issue/Bonus Issue made by the Company, subject to such approvals as may be required;
- to grant Employee Stock Options pursuant to approved Employees' Stock Option Scheme(s), if any, and to allot shares pursuant to options exercised;
- to issue and allot debentures, bonds and other securities, subject to such approvals as may be required;
- to approve and monitor dematerialization of shares/debentures/other securities and all matters incidental or related thereto;
- to authorize the Company Secretary and Head Compliance/other Officers of the Share Department to attend to matters relating to non-receipt of annual reports, notices, non-receipt of declared dividend/ interest, change of address for correspondence etc. and to monitor action taken;
- monitoring expeditious redressal of investors/stakeholders grievances;
- all other matters incidental or related to shares, debenture.

The composition of the Committee as at March 31, 2015 and details of the Members participation at the Meetings of the Committee are as under :

| Name of the Member    | Designation | No. of Meetings Attended |
|-----------------------|-------------|--------------------------|
| Mr. K. S. Shanker Rao | Chairman    | 5                        |
| Mrs. V. Sarada Devi   | Member      | 2                        |
| Mr. V. S. Mallick     | Member      | 5                        |

During the year, no complaints were received from the shareholders and no investor grievances were pending as on March 31, 2015.

#### **Notes on Directors Seeking Appointment/Reappointment**

In accordance with the Companies Act, 2013, Mr. K. S. Shanker Rao and Mr. V.S. Mallick retire by rotation and being eligible, offers themselves for reappointment.

#### **Disclosures**

Pecuniary disclosure with regard to interested Directors:-

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

None of the transactions with any of related parties was in conflict with interest of the Company.

- b) Details of non-compliance by the Company and the penalties, 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:-

There were no instances of non-compliance of any matter related to Capital Market during the last three years.

- c) Compliance Certificate of the Auditors:

Certificate of the Statutory Auditor's has been obtained on the compliance of the conditions of Corporate Governance in terms of Clause 49 of the Listing Agreement with stock exchanges and the same is annexed.

- d) Details of compliance with mandatory requirements and adoption of the non-mandatory requirements of this clause.

The Company has fully complied with the mandatory requirements of Clause 49 of the listing agreement of the stock exchange. Further, the Company has adopted non-mandatory requirement of Clause 49 of the listing agreement, viz., Remuneration Committee of the Board which has been constituted to determine the remuneration package of the Executive Director.

- e) The Management Discussion and Analysis is a part of this Annual Report.

#### **Compliance with Accounting Standards**

In the preparation of the financial statements, the Company has followed the Accounting Standards notified pursuant to Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provision of the Companies Act, 1956 and Companies Act, 2013 read with General Circular 8/2014 dated April 04, 2014, issued by the Ministry of Corporate Affairs. The significant accounting policies which are consistently applied have been set out in the Notes to the Financial Statements.

#### **Internal Controls**

The Company has a formal system of internal control testing which examines both the design effectiveness and operational effectiveness to ensure reliability of financial and operational information and all statutory/regulatory compliances.

## CEO & MD / CFO Certification

The CEO & MD and the CFO have issued certificate pursuant to the provisions of Clause 49 of the Listing Agreement certifying that the financial statements do not contain any untrue statement and these statements represent a true and fair view of the Company's affairs. The said certificate is annexed and forms part of the Annual Report.

## Code of Conduct and Ethics

The Board of Directors of the Company has formulated and approved a Code of Conduct and Ethics applicable to all the members of the Board and Senior Management Personnel of the Company

The Company believes in "Zero Tolerance" to bribery and corruption in any form and the Board has laid down the "Anti-Bribery & Corruption Directive" which forms an Appendix to the Code. The Code has been posted on the Company's website [www.in10stech.com](http://www.in10stech.com).

## Whistle Blower Policy

In pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013, a Whistle Blower Policy for directors and employees to report genuine concerns has been established to deal with the instance of fraud and mismanagement if any. The company ensures that strict confidentiality is maintained while dealing with the concerns and also that no discrimination is meted out to any person for a genuinely raised concern. Whistle Blower Policy has been uploaded on the website of the Company at [www.in10stech.com](http://www.in10stech.com).

## Prevention of Insider Trading

The Company has adopted a code of conduct for prevention of insider trading with a view to regulate trading in securities by the Director and designated employees of the company. The code requires pre clearance for dealing in the Company's shares and prohibits the purchase or sale of Company's share by the Director and designated employees while in possession of unpublished price sensitive information in relation to the company and during the period when the trading window is closed. The Board is responsible for implementation of the code.

All the Board and the designated employees have confirmed compliance with the Code.

## Means of Communication

Quarterly/Half Yearly Financial Results of the Company are forwarded to the Bombay Stock Exchange and published in Financial Express and Andhra Prabha Newspapers. Half Yearly report is not sent to each household of shareholders as the results of the Company are published in the Newspapers.

- i) The results or official news were not displayed in any Website except in Company's Website.
- ii) Company has not made any presentations to any Institutional investors/ analysts during the year.
- iii) The Company has the mechanism to combat the risks of exposure to Business, Assets and Financial Risks in the form of competition, accidents, natural calamities, obsolescence, and fluctuations in foreign currency etc.

## General Body Meetings

The last three Annual General Meetings were held as under:

| AGM No.              | Location  | Date       | Time      | Whether any special Resolutions were passed |
|----------------------|---|------------|-----------|---|
| 22 <sup>nd</sup> AGM | Surana Udyog Auditorium, FTAPCCI House, Red Hills, Lakdi Ka Pul, Hyderabad –500 004 | 28.09.2012 | 3.00 P.M. | Yes   |
| 23 <sup>rd</sup> AGM | Surana Udyog Auditorium, FTAPCCI House, Red Hills, Lakdi Ka Pul, Hyderabad –500 004 | 26.09.2013 | 3.00 P.M. | No  |
| 24 <sup>th</sup> AGM | Surana Udyog Auditorium, FTAPCCI House, Red Hills, Lakdi Ka Pul, Hyderabad –500 004 | 29.09.2014 | 2.00 P.M. | Yes   |

## Dematerialization of Shares

If any of the shareholders have not yet dematerialized shares, they are advised to contact the **National Securities Depository Services Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL)**–ISIN- INE781A01025 for dematerializing the shares held by them in the Company.

## General Shareholder Information

|   |   |
|---|---|
| a) Annual General Meeting                         | 25th AGM  |
| Date  | 30-09-2015  |
| Time  | 2:00 P.M.   |
| Venue   | Surana Udyog Auditorium, FTAPCCI House, Red Hills, Lakdi Ka Pul, Hyderabad –500 004 |
| b) Financial Calendar                             | 2014 - 15   |
| c) Date of Book Closure                           | 23-09-2015 to 30-09-2015 (both days inclusive)                                      |
| d) Dividend Payment Date                          | NA  |
| e) Registered Office                              | A1, Vikrampuri, Secunderabad - 500 009.   |
| f) Listing on Stock Exchange                      | The Bombay Stock Exchange Limited   |
| g) International Securities Identification Number | INE781A01025  |
| h) Code/Symbol                                    | BSE532326   |
| i) Market Price Data                              | Given Below :   |

| Month         | BSE      |         |               |
|---------------|----------|---------|---------------|
|               | High (₹) | Low (₹) | No. of Shares |
| April, 14     | 39.80    | 34.00   | 374963        |
| May, 14       | 45.50    | 35.10   | 1133479       |
| June, 14      | 45.85    | 35.25   | 865544        |
| July, 14      | 68.55    | 45.50   | 557264        |
| August, 14    | 71.50    | 53.70   | 543087        |
| September, 14 | 62.80    | 48.55   | 316109        |
| October, 14   | 59.45    | 40.05   | 468038        |
| November, 14  | 62.75    | 46.55   | 742045        |
| December, 14  | 67.90    | 46.05   | 484534        |
| January, 15   | 75.75    | 57.00   | 548495        |
| February, 15  | 79.00    | 46.25   | 792776        |
| March, 15     | 76.00    | 55.00   | 878763        |



|   |  |
|---|--|
| j) Registrar & Share Transfer (Physical and Electronic) Agent   | Karvy Computershare Private Limited (KCPL)<br>Karvy Selenium Tower B, Plot No.31-32,<br>Gachibowli, Financial District, Nanakramguda,<br>Hyderabad - 500 032.  |
| k) Share Transfer Systems   | Transfer of Securities in physical form are registered and duly transferred share certificates are dispatched within fifteen (15) days of receipt, provided the transfer documents are in order.   |
| l) Distribution of Shareholdings (As on 31.03.2015)   | Given Below  |
| m) Outstanding GDR's/ADR's/Warrants or any convertible instruments, conversion date and likely impact on equity:- | The Company has not issued any of these instruments.   |
| n) Plants Locations   | NA   |
| o) Code of Conduct and Ethics:  | The Board of Directors of the Company has formulated a code of conduct and ethics applicable to all the Members of the Board of Directors and Senior Management Personnel of the Company.<br><br>A detail declaration along with a certificate of compliance appears in the Annexure to the Corporate Governance Report. |
| p) Compliance Officer   | Shareholders can correspond at the Registered office of the Company at Secunderabad with Mr.Navajyoth Puttaparthi, Compliance Officer.   |

**Distribution of Shareholdings (As on 31.03.2015)**

| Share Holdings | No. of Shareholdings | % of Total    | No. of Shares   | % of total    |
|----------------|----------------------|---------------|-----------------|---------------|
| Up to 5000     | 7453                 | 96.22         | 2948177         | 15.29         |
| 5001 - 10000   | 127                  | 1.64          | 941048          | 4.88          |
| 10001 - 20000  | 69                   | 0.89          | 960509          | 4.98          |
| 20001 - 30000  | 27                   | 0.35          | 669551          | 3.47          |
| 30001 - 40000  | 16                   | 0.21          | 558237          | 2.90          |
| 40001 - 50000  | 6                    | 0.08          | 290332          | 1.51          |
| 50001 - 100000 | 15                   | 0.19          | 1130655         | 5.86          |
| 100001 & above | 33                   | 0.43          | 11781873        | 61.11         |
| <b>Total</b>   | <b>7746</b>          | <b>100.00</b> | <b>19280382</b> | <b>100.00</b> |

### Promoters Shareholdings (As on 31.03.2015)

| Sl.No | Name of the Promoter   | No. of Shares | % of Total |
|-------|------------------------|---------------|------------|
| 1     | C. K. Shastri          | 1714792       | 8.89       |
| 2     | Chidella Uma Maheswari | 93525         | 0.49       |

**Statement showing holding of shares of persons belonging to the category “Public” and more than 1% of the total number of shares.**

| Sl.No | Name of the Shareholder        | No. of Shares | % of Total |
|-------|--------------------------------|---------------|------------|
| 1     | Tikam Sujan                    | 2275802       | 11.80      |
| 2     | Ison Infotel Pvt Ltd           | 581864        | 3.02       |
| 3     | Uno Metals Ltd                 | 540000        | 2.80       |
| 4     | Anita Sarin                    | 523721        | 2.72       |
| 5     | Anil Sarin                     | 517075        | 2.68       |
| 6     | Satpal Khattar                 | 497558        | 2.58       |
| 7     | Venus Capital Management Inc   | 477308        | 2.48       |
| 8     | Jayant Dwarkanath              | 423135        | 2.19       |
| 9     | Akg Finvest Ltd                | 410000        | 2.13       |
| 10    | Rajendra Y Shah                | 345000        | 1.79       |
| 11    | Rolex Finvest Pvt. Ltd         | 313063        | 1.62       |
| 12    | Maverick Share Brokers Limited | 237984        | 1.23       |
| 13    | Globe Capital Market Ltd       | 220804        | 1.15       |
| 14    | Bishwanath Prasad Agrawal      | 219248        | 1.14       |
| 15    | Dayanand Sachidanand Rao       | 216000        | 1.12       |
| 16    | Lalit Kumar Sujan              | 205150        | 1.06       |

### Shareholding Pattern as on 31.03.2015

| Category code | Category of Shareholder                     | Number of Shareholders | Total number of shares | Number of shares held in dematerialized form | Total shareholding as a percentage of total number of shares |                            | Shares Pledged or otherwise encumbered |                       |
|---------------|---|------------------------|------------------------|--|--|----------------------------|--|-----------------------|
|               |   |                        |                        |  | As a percentage of (A+B)                                     | As a percentage of (A+B+C) | Number of shares                       | As a percentage       |
| (I)           | (II)  | (III)                  | (IV)                   | (V)  | (VI)   | (VII)                      | (VIII)                                 | (IX)= (VIII)/(IV)*100 |
| (A)           | Shareholding of Promoter and Promoter Group |                        |                        |  |  |                            |  |                       |
| 1             | Indian                                      |                        |                        |  |  |                            |  |                       |
| (a)           | Individuals/ Hindu Undivided Family         | 2                      | 1808317                | 1808317                                      | 9.38   | 9.38                       | 0                                      | 0.00                  |

|                         |  |          |                |                |             |             |          |             |
|-------------------------|--|----------|----------------|----------------|-------------|-------------|----------|-------------|
| (b)                     | Central Government/<br>State Government(s)   | 0        | 0              | 0              | 0.00        | 0.00        | 0        | 0.00        |
| (c)                     | Bodies Corporate   | 0        | 0              | 0              | 0.00        | 0.00        | 0        | 0.00        |
| (d)                     | Financial Institutions/<br>Banks   | 0        | 0              | 0              | 0.00        | 0.00        | 0        | 0.00        |
| (e)                     | Any Others(Specify)  | 0        | 0              | 0              | 0.00        | 0.00        | 0        | 0.00        |
|                         | <b>Sub Total(A)(1)</b>   | <b>2</b> | <b>1808317</b> | <b>1808317</b> | <b>9.38</b> | <b>9.38</b> | <b>0</b> | <b>0.00</b> |
| <b>2</b>                | <b>Foreign</b>   |          |                |                |             |             |          |             |
| a                       | Individuals<br>(Non-Residents<br>Individuals/  |          |                |                |             |             |          |             |
| Foreign<br>Individuals) | 0  | 0        | 0              | 0.00           | 0.00        | 0           | 0.00     |             |
| b                       | Bodies Corporate   | 0        | 0              | 0              | 0.00        | 0.00        | 0        | 0.00        |
| c                       | Institutions   | 0        | 0              | 0              | 0.00        | 0.00        | 0        | 0.00        |
| d                       | Qualified Foreign<br>Investor  | 0        | 0              | 0              | 0.00        | 0.00        | 0        | 0.00        |
| e                       | Any Others(Specify)  | 0        | 0              | 0              | 0.00        | 0.00        | 0        | 0.00        |
|                         | <b>Sub Total(A)(2)</b>   | <b>0</b> | <b>0</b>       | <b>0</b>       | <b>0.00</b> | <b>0.00</b> | <b>0</b> | <b>0.00</b> |
|                         | <b>Total<br/>Shareholding of<br/>Promoter and<br/>Promoter Group<br/>(A)= (A)(1)+(A)<br/>(2)</b> | <b>2</b> | <b>1808317</b> | <b>1808317</b> | <b>9.38</b> | <b>9.38</b> | <b>0</b> | <b>0.00</b> |
| <b>(B)</b>              | <b>Public<br/>shareholding</b>   |          |                |                |             |             |          |             |
| <b>1</b>                | <b>Institutions</b>  |          |                |                |             |             |          |             |
| (a)                     | Mutual Funds/<br>UTI   | 0        | 0              | 0              | 0.00        | 0.00        | 0        | 0.00        |
| (b)                     | Financial<br>Institutions /<br>Banks   | 0        | 0              | 0              | 0.00        | 0.00        | 0        | 0.00        |
| (c)                     | Central<br>Government/<br>State<br>Government(s)   | 0        | 0              | 0              | 0.00        | 0.00        | 0        | 0.00        |
| (d)                     | Venture Capital<br>Funds   | 0        | 0              | 0              | 0.00        | 0.00        | 0        | 0.00        |
| (e)                     | Insurance<br>Companies   | 0        | 0              | 0              | 0.00        | 0.00        | 0        | 0.00        |
| (f)                     | Foreign<br>Institutional<br>Investors  | 1        | 477308         | 477308         | 2.48        | 2.48        | 0        | 0.00        |
| (g)                     | Foreign Venture<br>Capital Investors   | 0        | 0              | 0              | 0.00        | 0.00        | 0        | 0.00        |
| (h)                     | Qualified Foreign<br>Investor  | 0        | 0              | 0              | 0.00        | 0.00        | 0        | 0.00        |
| (i)                     | Any Other<br>(specify)   | 0        | 0              | 0              | 0.00        | 0.00        | 0        | 0.00        |
|                         | <b>Sub-Total (B)(1)</b>  | <b>1</b> | <b>477308</b>  | <b>477308</b>  | <b>2.48</b> | <b>2.48</b> | <b>0</b> | <b>0.00</b> |
| <b>B 2</b>              | <b>Non-institutions</b>  |          |                |                |             |             |          |             |
| (a)                     | Bodies Corporate   | 207      | 3335749        | 3332149        | 17.30       | 17.30       | 0        | 0.00        |

|        |   |             |                 |                 |               |               |          |             |
|--------|---|-------------|-----------------|-----------------|---------------|---------------|----------|-------------|
| (b)    | Individuals   |             |                 |                 |               |               |          |             |
| I      | Individuals<br>-i. Individual shareholders holding nominal share capital up to ₹ 1 Lakh | 7431        | 5520251         | 5366810         | 28.63         | 28.63         | 0        | 0.00        |
| II     | ii. Individual shareholders holding nominal share capital in excess of ₹ 1 Lakh.        | 29          | 4740607         | 4740607         | 24.59         | 24.59         | 0        | 0.00        |
| (c)    | Qualified Foreign Investor  | 0           | 0               | 0               | 0.00          | 0.00          | 0        | 0.00        |
| (d)    | Any Other (specify)   | 0           | 0               | 0               | 0.00          | 0.00          | 0        | 0.00        |
| (d-i)  | NON RESIDENT INDIANS  | 56          | 3376711         | 3376711         | 17.51         | 17.51         | 0        | 0.00        |
| (d-ii) | CLEARING MEMBERS  | 20          | 21439           | 21439           | 0.11          | 0.11          | 0        | 0.00        |
|        | <b>Sub-Total (B)(2)</b>   | <b>7743</b> | <b>16994757</b> | <b>16837716</b> | <b>88.15</b>  | <b>88.15</b>  | <b>0</b> | <b>0.00</b> |
| (B)    | <b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>                                     | <b>7744</b> | <b>17472065</b> | <b>17315024</b> | <b>90.62</b>  | <b>90.62</b>  | <b>0</b> | <b>0.00</b> |
|        | <b>TOTAL (A)+(B)</b>  | <b>7746</b> | <b>19280382</b> | <b>19123341</b> | <b>100.00</b> | <b>100.00</b> | <b>0</b> | <b>0.00</b> |
| (C)    | Shares held by Custodians and against which Depository Receipts have been issued        |             |                 |                 |               |               |          |             |
| 1      | Promoter and Promoter Group   | 0           | 0               | 0               | 0             | 0.00          | 0        | 0.00        |
| 2      | Public  | 0           | 0               | 0               | 0             | 0.00          | 0        | 0           |
|        | <b>Sub-Total (C)</b>  | <b>0</b>    | <b>0</b>        | <b>0</b>        | <b>0</b>      | <b>0</b>      | <b>0</b> | <b>0</b>    |
|        | <b>GRAND TOTAL (A)+(B)+(C)</b>  | <b>7746</b> | <b>19280382</b> | <b>19123341</b> | <b>100</b>    | <b>0</b>      | <b>0</b> | <b>0.00</b> |

### Pending Investors' Grievances

During the year, no complaints were received from the shareholders and no investor grievances were pending as on March 31, 2015.

### Reconciliation of Share Capital Audit

As required by the Securities & Exchange Board of India (SEBI) quarterly audit of the Company's share capital is being carried out by an independent external auditor with a view to reconcile the total share capital admitted with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and held in physical form, with the issued and listed capital. The Auditors' Certificate in regard to the same is submitted to BSE Limited and is also placed before Stakeholders' Relationship Committee and the Board of Directors.

For Intense Technologies Limited

Place: Secunderabad  
Date: 13<sup>th</sup> August, 2015

C. K. Shastri  
Chairman & Managing Director

## COMPLIANCE WITH CODE OF BUSINESS CONDUCT AND ETHICS

As provided under Clause 49 of the Listing Agreement with the Stock Exchanges, the Board Members and the Senior Management Personnel have confirmed compliance with the Code of Conduct and Ethics for the year ended 31st March, 2015.

For Intense Technologies Limited

Place: Secunderabad  
Date: 13<sup>th</sup> August, 2015

C. K. Shastri  
Chairman & Managing Director

## DECLARATION BY THE MANAGING DIRECTOR UNDER CLAUSE 49 OF THE LISTING AGREEMENT

To

**The Members of Intense Technologies Limited**

1. The Code of Conduct for the Board Members and Senior Management of the company was approved by the Board of Directors in the Board Meeting and the same was adopted by the Company.
2. The Code of Conduct adopted by the Company was circulated to the members of the Board and Senior Management of the Company and is also posted on the website of the Company.
3. All the members of the Board and Senior Management of the Company have complied with all the provisions of the Code of Conduct.

For Intense Technologies Limited

Place: Secunderabad  
Date: 13<sup>th</sup> August, 2015

C. K. Shastri  
Chairman & Managing Director

## MANAGING DIRECTOR/CHIEF EXECUTIVE OFFICER (CEO) AND CHIEF FINANCE OFFICER (CFO) UNDER CLAUSE 49 V OF THE LISTING AGREEMENT

To  
The Members of Intense Technologies Limited

Dear Sirs,

### Sub: Chief Executive Officer (CEO) And Chief Finance Officer (CFO) Certification.

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

We have reviewed the financial statements and the cash flow statement of Intense Technologies Limited for the year ended March 31, 2015 and that to the best of our knowledge and belief, we state that:

- (a) (i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that may be misleading;
- (ii) These statements together present a true and fair view of the company's affairs and are in compliance with current accounting standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or in violation of the company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company and have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, and the steps they have taken or proposed to be taken to rectify these deficiencies.
- (d) We have indicated to the auditors and the Audit committee:
  - (i) Significant changes, if any, in internal control over financial reporting during the year;
  - (ii) Significant changes, if any, in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - (iii) That there were no instances of significant fraud of which we have become aware.

For Intense Technologies Limited

Place: Secunderabad  
Date: 13<sup>th</sup> August, 2015

C. K. Shastri  
Chairman & Managing Director

H.M.Nayak  
Head-Finance



**Auditors' Certificate to the Members of Intense Technologies Limited on compliance of the conditions of Corporate Governance for the year ended 31st March, 2015, under Clause 49 of the Listing Agreement with the Stock Exchange.**

We have examined the Report of the Board of Directors on Corporate Governance and have examined the relevant records relating to compliance of conditions of Corporate Governance by Intense Technologies Limited ("the Company"), for the year ended 31<sup>st</sup> March, 2015, as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchange.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was conducted in the manner described in the Guidance Note on Certification of 'Corporate Governance' issued by the Institute of Chartered Accountants of India and was limited to procedures and implementation thereof adopted by the Company for ensuring compliance with the conditions of Corporate Governance. Our examination was neither an audit nor was it conducted to express an opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and on the basis of our examination described above, the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the above mentioned 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 Stakeholders Relationship 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 Srinivas P. & Associates  
Chartered Accountants  
Firm Regn.No.006987S

CA.P.Srinivas  
Proprietor  
Membership No. 204098

Place: Hyderabad  
Date: 30<sup>th</sup> May, 2015

## INDEPENDENT AUDITOR'S REPORT

To The Members of Intense Technologies Limited

### Report on Standalone Financial Statements

We have audited the accompanying standalone financial statements of Intense Technologies Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2015, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

### Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with provision of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act.

Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments; the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2015, and its profit and its cash flows for the year ended on that date.

## Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government in terms of Section 143(11) of the Companies Act, 2013, we give in the Annexure, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
  - (a) We have sought and 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 account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - (e) On the basis of the written representations received from the directors as on March 31, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
  - (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - a. As per the information and explanations provided to us by the Company there would be no impact of pending litigations on its financial position in its financial statements.
    - b. The Company did not have any material foreseeable losses relating to long-term contracts including derivative contracts.
    - c. There has been no delay in transferring amounts, required to be transferred, to the Investors Education and Protection Fund by the Company.

For Srinivas P. & Associates  
Chartered Accountants  
Firm Regn.No.006987S

CA.P.Srinivas  
Proprietor  
Membership No. 204098

Place: Hyderabad  
Date: 30<sup>th</sup> May, 2015

## Annexure to the Independent Auditors' Report on the Standalone

### Financial Statements

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report on the standalone financial statements of even date)

- (i) Having regard to the nature of the Company's business during the year, clauses (ii), (v), (vi), (viii), (ix), (x) and (xi) of paragraph 3 of the Order are not applicable to the Company.
- (ii) In respect of its fixed assets:
  - a) The Company has generally maintained proper records showing particulars, including quantitative details and situation of the fixed assets.
  - (b) All the fixed assets have been physically verified by the Management in accordance with a phased programme of verification, which in our opinion is reasonable, having regard to the size of the company and the nature of its assets. No material discrepancies were noticed on such verification.
- (iii) According to the information and explanations given to us, the Company has granted loans, secured or unsecured, to companies, firms or other parties covered in the Register maintained under Section 189 of the Companies Act, 2013. In respect of such loans: There are delays in receipt of interest and principal amount and the account is over due at the end of the year.
- (iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system 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 and during the course of our audit we have not observed any continuing failure to correct major weaknesses in such internal control system.
- (v) According to the information and explanations given to us in respect of statutory dues:
  - a) The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Value Added Tax, Cess and other material statutory

dues applicable to it with the appropriate authorities. Excise Duty is not applicable to the Company.

- b) There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Value Added Tax, Cess and other material statutory dues in arrears as at March 31, 2015 for a period of more than six months from the date they became payable. Excise Duty is not applicable to the Company.
- c) There are no disputed dues of Income tax, Wealth Tax, Customs Duty and Cess which have not been deposited as on March 31, 2015. Excise Duty is not applicable to the Company. There is a demand Rs. 2.08 crores from the service tax department, which the company is contesting.
- d) There are no amounts that are due to be transferred to the Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and Rules made there under.
- (vi) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

For Srinivas P. & Associates  
Chartered Accountants  
Firm Regn.No.006987S

CA.P.Srinivas  
Proprietor  
Membership No. 204098

Place: Hyderabad  
Date: 30<sup>th</sup> May, 2015

**Intense Technologies Limited**  
**Balance Sheet as at 31<sup>st</sup> March 2015**

(Amount in ₹)

|  | Note | As at<br>31.03.2015 | As at<br>31.03.2014 |
|--|------|---------------------|---------------------|
| <b>I. EQUITY AND LIABILITIES</b>       |      |                     |                     |
| <b>(1) Shareholders' Funds</b>         |      |                     |                     |
| (a) Share Capital                      | 2    | 38,560,764          | 38,560,764          |
| (b) Reserves & Surplus                 | 3    | 561,059,930         | 492,862,267         |
| <b>(2) Non-current liabilities</b>     | 4    | 23,574,116          | 20,766,316          |
| <b>(3) Current Liabilities</b>         |      |                     |                     |
| (a) Bank Overdraft                     | 5    | 64,050,603          | ---                 |
| (b) Trade Payables                     | 6    | 5,946,398           | 2,982,510           |
| (c) Short-term Provisions              | 7    | 45,107,542          | 34,824,863          |
| <b>TOTAL</b>                           |      | <b>738,299,353</b>  | <b>589,996,720</b>  |
| <b>II. ASSETS</b>                      |      |                     |                     |
| <b>(1) Non-current assets</b>          |      |                     |                     |
| (a) Tangible Fixed Assets              | 8    | 39,336,887          | 39,563,462          |
| (b) Non-current Investments            | 9    | 6,600,559           | 6,590,343           |
| (c) Deferred Tax Asset                 |      | 21,175,272          | 19,299,578          |
| (d) Other non-current assets           | 10   | 94,783,441          | 98,978,540          |
| <b>(2) Current Assets</b>              |      |                     |                     |
| (a) Trade Receivables                  | 11   | 288,078,334         | 162,322,152         |
| (b) Cash and Cash equivalents          | 12   | 234,108,666         | 244,925,813         |
| (c) Other Current Assets               | 13   | 54,216,194          | 18,316,832          |
| <b>TOTAL</b>                           |      | <b>738,299,353</b>  | <b>589,996,720</b>  |
| <b>Significant accounting policies</b> | 1    |                     |                     |

The accompanying notes are an integral part of the financial statements  
In terms of our Report of even date

Srinivas P. & Associates  
Chartered Accountants  
Firm Regn.No.006987S

For and on behalf of the Board

CA.P.Srinivas  
Proprietor  
Membership No.204098

C. K. Shastri  
Managing Director

Jayant Dwarkanath  
Director

Place: Secunderabad  
Date : 30<sup>th</sup> May, 2015

Navajyoth Puttaparthi  
Company Secretary

## Intense Technologies Limited

### Statement of Profit & Loss for the year ended 31<sup>st</sup> March 2015

(Amount in ₹)

|  | Note | Year Ended<br>31.03.2015 | Year Ended<br>31.03.2014 |
|--|------|--------------------------|--------------------------|
| I.Revenue from Operations                    | 14   | 468,351,723              | 431,848,342              |
| II.Other Income                              | 15   | 26,456,225               | 36,076,152               |
| <b>III.Total Revenue (I+II)</b>              |      | <b>494,807,948</b>       | <b>467,924,494</b>       |
| <b>IV.Expenses</b>                           |      |                          |                          |
| Operating Expenses                           | 16   | 21,195,913               | 11,090,476               |
| Personnel                                    | 17   | 255,827,734              | 208,087,452              |
| Administrative & Marketing Expenses          | 18   | 122,101,732              | 110,258,609              |
| Financial Charges                            | 19   | 2,623,773                | 875,462                  |
| Depreciation and amortisation                |      | 12,204,490               | 12,563,175               |
| Misc.Expenses written off                    | 20   | 645,703                  | 645,703                  |
| <b>Total Expenses</b>                        |      | <b>414,599,345</b>       | <b>343,520,877</b>       |
| V.Profit before tax (III-IV)                 |      | 80,208,603               | 124,403,617              |
| VI.Tax Expense                               |      |                          |                          |
| (a) MAT/Income Tax                           |      | 13,640,000               | 11,924,548               |
| (b) Deferred Tax Asset/(Liability)           |      | 1,875,694                | 691,452                  |
| VII.Profit after tax                         |      | 68,444,297               | 113,170,521              |
| VIII.Prior Period Items                      |      | (246,634)                | 6,363,588                |
| IX.Balance Carried forward                   |      | <b>68,197,663</b>        | <b>119,534,109</b>       |
| X.Earnings per share (Face Value ₹ 2/- each) | 21   |                          |                          |
| (a) Basic                                    |      | <b>3.45</b>              | 5.83                     |
| (b) Diluted                                  |      | <b>3.09</b>              | 5.30                     |

The accompanying notes are an integral part of the financial statements  
In terms of our Report of even date

Srinivas P. & Associates  
Chartered Accountants  
Firm Regn.No.006987S

For and on behalf of the Board

CA.P.Srinivas  
Proprietor  
Membership No.204098

C. K. Shastri  
Managing Director

Jayant Dwarkanath  
Director

Place: Secunderabad  
Date : 30<sup>th</sup> May, 2015

Navajyoth Puttaparthi  
Company Secretary



## Intense Technologies Limited

### Statement of Cash Flow for the year ended 31<sup>st</sup> March 2015

|   | (Amount in ₹)       |                     |
|---|---------------------|---------------------|
|   | 31.03.2015          | 31.03.2014          |
| <b>A. Cash Flow from operating Activities</b>                 |                     |                     |
| Net Profit/(Loss) before tax                                  | 80,208,603          | 124,403,617         |
| <b>Adjustment for:</b>  |                     |                     |
| Depreciation  | 12,204,490          | 12,563,175          |
| Miscellaneous Expenses written off                            | 645,703             | 645,703             |
| MAT/Income Tax  | (13,640,000)        | (11,924,548)        |
| Other Income  | (26,456,225)        | (36,076,152)        |
| <b>Operating Profit/(Loss) before working capital changes</b> | <b>52,962,571</b>   | <b>89,611,795</b>   |
| <b>Adjustment for :</b>                                       |                     |                     |
| (Increase)/Decrease in Trade Receivables                      | (125,756,182)       | (85,581,620)        |
| (Increase)/Decrease in Other Current Assets                   | (35,899,362)        | (7,722,472)         |
| (Increase)/Decrease in Other Non-Current Assets               | 3,549,396           | (37,129,264)        |
| Increase/(Decrease) in Non-current Liabilities                | 2,807,800           | 4,626,933           |
| Increase/(Decrease) in Current Liabilities                    | 13,246,567          | 17,367,446          |
| <b>Cash generated from Operations</b>                         | <b>(89,089,210)</b> | <b>(18,827,182)</b> |
| Prior Period Items  | (246,634)           | 6,363,588           |
| <b>Net Cash Flow from Operating Activities</b>                | <b>(89,335,844)</b> | <b>(12,463,594)</b> |
| <b>B. Cash Flow from investing Activities</b>                 |                     |                     |
| (Increase)/Decrease in Fixed Assets                           | (11,977,915)        | (16,773,589)        |
| (Increase)/Decrease in Non-current Investments                | (10,216)            | (6,553,000)         |
| Other Income Received   | 26,456,225          | 36,076,152          |
| <b>Net Cash used in investing activities</b>                  | <b>14,468,094</b>   | <b>12,749,563</b>   |
| <b>C. Cash Flow from Financing Activities</b>                 |                     |                     |
| Increase/(Decrease) in Share Capital                          | ---                 | 285,000             |
| Increase/(Decrease) in Employee Stock Options Outstanding     | ---                 | 9,054,000           |
| Increase/(Decrease) in Bank Overdraft                         | 64,050,603          | ---                 |
| <b>Net cash generated from Financing Activities</b>           | <b>64,050,603</b>   | <b>9,339,000</b>    |
| Cash & Cash equivalents utilised (A+B+C)                      | (10,817,147)        | 9,624,969           |
| Cash & Cash equivalents (Opening Balance)                     | 244,925,813         | 235,300,844         |
| Cash & Cash equivalents (Closing Balance)                     | 234,108,666         | 244,925,813         |

The accompanying notes are an integral part of the financial statements  
 In terms of our Report of even date

Srinivas P. & Associates  
 Chartered Accountants  
 Firm Regn.No.006987S

For and on behalf of the Board

CA.P.Srinivas  
 Proprietor  
 Membership No.204098

C. K. Shastri  
 Managing Director

Jayant Dwarkanath  
 Director

Place: Secunderabad  
 Date : 30<sup>th</sup> May, 2015

Navajyoth Puttaparthi  
 Company Secretary

## NOTES TO FINANCIAL STATEMENTS

### 1. SIGNIFICANT ACCOUNTING POLICIES:

#### 1.1. Accounting Concepts

The Company follows the Historical cost convention and the mercantile system of accounting where the income and expenditure are recognized on accrual basis.

#### 1.2. Revenue Recognition

Revenue from software products is recognized when the sale has been completed with raising of invoice from the company.

Revenue from software development on a time and material basis is recognized based on software developed and billed to clients as per the terms of specific contracts.

Revenue from digitization is identified when the specific milestone is achieved and invoice is raised.

#### 1.3. Expenditure

Expenses are accounted on the accrual basis and provisions are made for all known and expected expenses, losses and liabilities.

#### 1.4. Fixed Assets

Fixed assets are stated at the cost of acquisition, less accumulated depreciation. Direct costs are capitalized till the assets are ready to be put to use. These costs include financing costs relating to acquisition of assets.

#### 1.5. Depreciation

Depreciation on fixed assets is provided on Written Down Value method on a pro rata basis at the rates specified in Schedule XIV of the Companies Act, 1956.

#### 1.6. Product Development and Research

Initial Expenditure incurred on Research and Development of products, promotional expenditure of new products and existing products have been capitalized and amortized over a period of time.

#### 1.7. Foreign Currency Transactions

Sales made to clients outside India have been accounted based on the rate prevailing on the date of invoice. Expenditure in foreign currency is accounted at the exchange rate prevalent when such expenditure is incurred. All monetary items denominated in foreign currency are reflected at the rates prevailing on the Balance Sheet date. Exchange differences, if any, arising on account of fluctuation in foreign exchange have been duly reflected in the profit and loss account in case of revenue transactions and capitalized in case of transactions having capital nature.

#### 1.8. Investments

Investments are stated at cost of acquisition, no provision has been made towards diminution in the value of investments.

#### 1.9. Income tax

Provision is made for income tax on a yearly basis, under the tax-payable method, based on the tax liability as computed after considering the prevailing exemptions available as per the Income Tax Act, 1961. Deferred tax is recognized, subject to the consideration of prudence on timing of difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more periods.

#### 1.10. Trade Receivables, Loans & Advances

Doubtful Debts/Advances are written off in the year in which those are considered to be irrecoverable.

### **1.11. Prior Period Expenses/Income**

Prior period items, if material are separately disclosed in the Statement of Profit & Loss.

### **1.12. Earning Per Share**

The earnings considered in ascertaining Earnings Per Share (EPS) comprises the net profit after tax (and includes the post tax effect of any extraordinary items). The number of shares used in computing basic EPS is the weighted average number of shares outstanding during the year. The Number of shares used in computing the diluted EPS comprises weighted average number of shares considered for deriving Basic EPS and also weighted average of the number of equity shares which could have been issued on conversion of dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the year unless they have been issued at a later date. The diluted potential equity shares are adjusted for the proceeds receivable, had the shares been actually issued at the fair value (i.e. average market value of the outstanding shares).

### **1.13. Employee Benefits**

Contribution to schemes such as Provident Fund and Employee State Insurance Scheme are charged to profit and loss account on accrual basis. The Company also provides for other retirement benefits in the form of gratuity under the Payment of Gratuity Act, 1972 based on an actuarial valuation made by an independent actuary as at the balance sheet date. The cost of leave encashment made to employees is considered as expenses on actual basis.

### **1.14. Employee Stock Option Scheme**

Stock options granted to employees under the stock option schemes are evaluated as per the accounting treatment prescribed by Employee Stock Option Scheme and Employee Stock Purchase Scheme Guidelines, 1999 issued by Securities and Exchange Board of India. Accordingly the excess of market value of the stock options as on the date of grant over the exercise price of the options is recognized as deferred employee compensation and is charged to profit and loss account on straight line basis over the vesting period of the options. The unamortized portion of the deferred employee compensation is shown under Reserves and Surplus.

### **1.15. Sales**

Sale of product/service is exclusive of sales tax/service tax.

### **1.16. Borrowing Cost**

Borrowing Cost on qualifying asset is considered for capitalization when the expenditure on qualifying asset and borrowing cost are incurred. The company had not acquired any assets against borrowings in the year and hence it is not applicable in the year.

### **1.17. Segment Reporting**

The Company's operations predominantly relates to software products development, solutions and related services and hence no reportable primary segment information is made.

## Intense Technologies Limited

### Notes to Financial Statements for the year ended 31<sup>st</sup> March 2015.

|           |   | 2015          |               | 2014          |               |
|-----------|---|---------------|---------------|---------------|---------------|
|           |   | No. of Shares | (Amount in ₹) | No. of Shares | (Amount in ₹) |
| <b>2</b>  | <b>Share Capital</b>                                      |               |               |               |               |
| <b>a)</b> | <b>Authorised Share Capital</b>                           |               |               |               |               |
|           | Equity Shares of ₹ 2/- each                               | 250,000,000   | 500,000,000   | 250,000,000   | 500,000,000   |
|           |   | 250,000,000   | 500,000,000   | 250,000,000   | 500,000,000   |
| <b>b)</b> | <b>Issued, subscribed and fully paid up share capital</b> |               |               |               |               |
|           | Equity Shares of ₹ 2/- each                               | 19,280,382    | 38,560,764    | 19,280,382    | 38,560,764    |
|           |   | 19,280,382    | 38,560,764    | 19,280,382    | 38,560,764    |

**c) Rights of shareholders :**

The Company has only one class of equity shareholders. Each holder of equity shares is entitled to one vote per share.

**d) Reconciliation of the shares outstanding at the beginning and at the end of the year**

| Particulars                  | 2015          |               | 2014          |               |
|------------------------------|---------------|---------------|---------------|---------------|
|                              | No. of Shares | (Amount in ₹) | No. of Shares | (Amount in ₹) |
| At the beginning of the year | 19,280,382    | 38,560,764    | 19,137,882    | 38,275,764    |
| Add : Issue of Shares        | ---           | ---           | 142,500       | 285,000       |
| At the end of the year       | 19,280,382    | 38,560,764    | 19,280,382    | 38,560,764    |

**e) Shareholders holding more than 5% shares in the Company**

| Name of the shareholder | 2015               |                 | 2014               |                 |
|-------------------------|--------------------|-----------------|--------------------|-----------------|
|                         | No. of Shares held | % total holding | No. of Shares held | % total holding |
| 1 C.K. Shastri          | 1,714,792          | 8.89            | 1,714,792          | 8.89            |
| 2 Tikam Sujjan          | 2,275,802          | 11.80           | 2,182,421          | 11.32           |

**Intense Technologies Limited**  
**Notes to Financial Statements for the year ended 31<sup>st</sup> March 2015.**

(Amount in ₹)

|  | <b>As at<br/>31.03.2015</b> | <b>As at<br/>31.03.2014</b> |
|--|-----------------------------|-----------------------------|
| <b>3 Reserves &amp; Surplus</b>  |                             |                             |
| Share Premium  | 286,503,099                 | 286,503,099                 |
| Warrants Forfeiture  | 20,802,500                  | 20,802,500                  |
| Employee Stock Options Outstanding   | 9,054,000                   | 9,054,000                   |
| Balance in Profit & Loss Account   | 244,700,331                 | 176,502,668                 |
|  | <b>561,059,930</b>          | <b>492,862,267</b>          |
| <b>4 Non-current Liabilities</b>   |                             |                             |
| Provision for Gratuity   | 20,816,363                  | 17,269,705                  |
| Long-term provisions   | 2,757,753                   | 3,496,611                   |
|  | <b>23,574,116</b>           | <b>20,766,316</b>           |
| <b>5 Bank Overdraft</b>  | <b>64,050,603</b>           | ---                         |
| Against Hypothecation of Fixed Deposits with<br>State Bank of Hyderabad, Commercial Branch,<br>Secunderabad. |                             |                             |
| <b>6 Trade Payables</b>  | <b>5,946,398</b>            | <b>2,982,510</b>            |
| <b>7 Short-term provisions</b>   |                             |                             |
| Provision for Expenses   | 2,424,511                   | 19,362,300                  |
| MAT/Income Tax   | 13,640,000                  | 11,924,548                  |
| Service Tax  | 1,164,661                   | 753,598                     |
| Sales Tax  | ---                         | 383,981                     |
| TDS  | 2,688,157                   | 1,631,875                   |
| Others   | 25,190,213                  | 768,561                     |
|  | <b>45,107,542</b>           | <b>34,824,863</b>           |

**Intense Technologies Limited**  
**Notes to Financial Statements for the year ended 31<sup>st</sup> March 2015.**

**8. Fixed Assets**

(Amount in ₹)

| DESCRIPTION          | GROSS BLOCK         |                   |                |                     | DEPRECIATION        |                   |                |                     | NET BLOCK           |                    |
|----------------------|---------------------|-------------------|----------------|---------------------|---------------------|-------------------|----------------|---------------------|---------------------|--------------------|
|                      | As at<br>01.04.2014 | Additions         | Deletions      | Total<br>31.03.2015 | As at<br>01.04.2014 | Additions         | Deletions      | Total<br>31.03.2015 | As at<br>31.03.2015 | As at<br>31.3.2014 |
| Buildings            | 15,725,463          | -                 | -              | 15,725,463          | 8,164,005           | 378,073           | -              | 8,542,078           | 7,183,385           | 7,561,458          |
| Computers & Software | 98,427,451          | 10,970,615        | -              | 109,398,066         | 79,879,145          | 9,210,353         | -              | 89,089,498          | 20,308,568          | 18,548,306         |
| Furniture & Fixtures | 18,943,071          | 195,565           | -              | 19,138,636          | 14,572,096          | 804,831           | -              | 15,376,927          | 3,761,709           | 4,370,975          |
| Office Equipment     | 14,296,857          | 1,032,550         | 377,838        | 14,951,569          | 9,326,720           | 746,484           | 157,023        | 9,916,181           | 5,035,388           | 4,970,137          |
| Vehicle              | 7,145,908           | -                 | -              | 7,145,908           | 3,033,322           | 1,064,749         | -              | 4,098,071           | 3,047,837           | 4,112,586          |
|                      | <b>154,538,750</b>  | <b>12,198,730</b> | <b>377,838</b> | <b>166,359,642</b>  | <b>114,975,288</b>  | <b>12,204,490</b> | <b>157,023</b> | <b>127,022,755</b>  | <b>39,336,887</b>   | <b>39,563,462</b>  |
| Previous Year        | 137,884,623         | 16,967,377        | 313,250        | 154,538,750         | 102,531,575         | 12,563,175        | 119,462        | 114,975,288         | 39,563,462          | 35,353,048         |

# Intense Technologies Limited

## Notes to Financial Statements for the year ended 31<sup>st</sup> March 2015.

(Amount in ₹)

|           |  | As at<br>31.03.2015 | As at<br>31.03.2014 |
|-----------|--|---------------------|---------------------|
| <b>9</b>  | <b>Non-current Investments</b>   |                     |                     |
|           | (a) Subsidiaries   | 6,563,216           | 6,553,000           |
|           | (b) Associates   | ---                 | ---                 |
|           | (c) Joint Ventures   | ---                 | ---                 |
|           | (d) SPV  | ---                 | ---                 |
|           | (e) Investments in equity shares in other listed entities                    |                     |                     |
|           | Aggregate Value at cost of investments                                       | 37,343              | 37,343              |
|           | (Aggregate Market Value as on 31.03.2015 ₹ 97,454<br>previous year ₹ 72,560) | <u>6,600,559</u>    | <u>6,590,343</u>    |
| <b>10</b> | <b>Other Non-Current Assets</b>  |                     |                     |
|           | i) <b>Misc. Expenditure</b>  |                     |                     |
|           | Preliminary & Public Issue Expenses  | 1,937,117           | 2,582,820           |
|           | Less: written off  | 645,703             | 645,703             |
|           | <b>Sub-total</b>   | <u>1,291,414</u>    | <u>1,937,117</u>    |
|           | ii) Deferred Employee Compensation Expense                                   | 6,021,530           | 8,285,030           |
|           | iii) Related Party Advances - Unsecured considered good                      | 14,385,683          | 19,769,709          |
|           | iv) Gratuity Fund  | 8,128,553           | 6,865,151           |
|           | v) TDS   | 59,257,485          | 57,081,508          |
|           | vi) Advances   | 1,845,458           | 1,596,791           |
|           | vii) Deposits  | 2,764,720           | 2,671,871           |
|           | viii) EMDs   | 1,088,598           | 771,363             |
|           | <b>Sub-total</b>   | <u>93,492,027</u>   | <u>97,041,423</u>   |
|           | <b>Total</b>   | <u>94,783,441</u>   | <u>98,978,540</u>   |
| <b>11</b> | <b>Trade Receivables - Unsecured considered good</b>                         |                     |                     |
|           | Due for more than six months   | 48,389,261          | 37,781,147          |
|           | Others   | 239,689,073         | 124,541,005         |
|           |  | <u>288,078,334</u>  | <u>162,322,152</u>  |
| <b>12</b> | <b>Cash and Cash equivalents</b>   |                     |                     |
|           | a) Balance with banks  | 47,656,401          | 57,823,123          |
|           | b) Cash on hand  | 222,676             | 221,972             |
|           | c) Deposits maturing after 12 months   | 185,204,727         | 183,871,628         |
|           | d) Deposits held as margin money against bank guarantee                      | 1,024,862           | 3,009,090           |
|           |  | <u>234,108,666</u>  | <u>244,925,813</u>  |
| <b>13</b> | <b>Other Current Assets</b>  |                     |                     |
|           | Loans & Advances - Unsecured considered good                                 |                     |                     |
|           | Staff Advances   | 1,861,917           | 2,692,731           |
|           | Other Advances   | 52,354,277          | 15,624,101          |
|           |  | <u>54,216,194</u>   | <u>18,316,832</u>   |



## Intense Technologies Limited

### Notes to Financial Statements for the year ended 31<sup>st</sup> March 2015.

(Amount in ₹)

|   | Year Ended<br>31.03.2015 | Year Ended<br>31.03.2014 |
|---|--------------------------|--------------------------|
| <b>14 Revenue from operations (Net)</b> |                          |                          |
| From Sale of Products                   | 193,239,650              | 169,193,365              |
| From Services                           | 275,112,073              | 262,654,977              |
|   | <b>468,351,723</b>       | <b>431,848,342</b>       |
| <b>15 Other Income</b>                  |                          |                          |
| Dividend Received                       | 1,528                    | 2,010                    |
| Interest                                | 22,797,319               | 19,813,828               |
| Misc.Receipts                           | ---                      | 46,500                   |
| Foreign Exchange Fluctuations           | 2,953,170                | 16,213,814               |
| Expected Return on Plan Assets          | 704,208                  | ---                      |
|   | <b>26,456,225</b>        | <b>36,076,152</b>        |
| <b>16 Operating Expenses</b>            |                          |                          |
| AMC Charges                             | 503,468                  | 568,475                  |
| Consumables                             | 14,036,542               | 5,020,706                |
| Electricity Charges                     | 4,139,108                | 4,149,030                |
| Repairs & Maintenance                   | 2,516,795                | 1,352,265                |
|   | <b>21,195,913</b>        | <b>11,090,476</b>        |
| <b>17 Personnel</b>                     |                          |                          |
| Salaries                                | 231,018,963              | 194,819,126              |
| Actuarial Loss                          | 1,456,452                | 2,655,128                |
| Employee Compensation Expense           | 2,263,500                | 768,970                  |
| Gratuity                                | 3,374,772                | 2,804,195                |
| Group Medical Insurance to Staff        | 2,712,195                | 2,399,449                |
| Staff Welfare                           | 15,001,852               | 4,640,584                |
|   | <b>255,827,734</b>       | <b>208,087,452</b>       |

## Intense Technologies Limited

### Notes to Financial Statements for the year ended 31<sup>st</sup> March 2015.

(Amount in ₹)

|   | Year Ended<br>31.03.2015 | Year Ended<br>31.03.2014 |
|---|--------------------------|--------------------------|
| <b>18 Administrative &amp; Marketing Expenses</b> |                          |                          |
| Advertisement                                     | 528,775                  | 81,254                   |
| AGM/EGM Expenses                                  | 409,861                  | 250,767                  |
| Audit fees  |                          |                          |
| Statutory Audit Fees                              | 450,000                  | 400,000                  |
| Singapore Branch Audit Fees                       | 150,000                  | 120,000                  |
| Bad debts written off                             | ---                      | 4,943,047                |
| Books,Periodicals& Newspapers                     | 41,863                   | 37,861                   |
| Business Promotion                                | 2,026,155                | 516,790                  |
| Commission & Brokerage                            | ---                      | 5,530,000                |
| Directors Remuneration                            | 12,000,000               | 12,000,000               |
| General charges                                   | 1,005,417                | 464,720                  |
| Housekeeping Expenses                             | 676,945                  | 621,798                  |
| Insurance   | 539,842                  | 1,318,227                |
| Loss on Sale of Assets                            | 67,815                   | 68,788                   |
| Office Maintenance                                | 894,155                  | 1,025,798                |
| Courier and Postage                               | 397,410                  | 201,265                  |
| Printing & Stationery                             | 662,030                  | 834,040                  |
| Professional Charges                              | 17,815,403               | 13,876,731               |
| Rates & Taxes                                     | 7,557,314                | 6,651,140                |
| Rent  | 5,722,056                | 5,963,968                |
| Scanning charges                                  | 7,633,331                | 2,546,990                |
| Security Services                                 | 453,081                  | 447,654                  |
| Seminar & Training Charges                        | 1,875,543                | 1,100,602                |
| Telephones  | 7,048,788                | 5,261,716                |
| Travelling Expenses                               | 54,056,788               | 45,935,284               |
| Vehicle Insurance                                 | 89,160                   | 60,169                   |
|   | <b>122,101,732</b>       | <b>110,258,609</b>       |
| <b>19 Financial Charges</b>                       |                          |                          |
| Bank Charges & Commission                         | 510,968                  | 589,416                  |
| Interest on Vehicle Loan                          | 311,894                  | 286,046                  |
| Interest on OD A/c                                | 1,800,911                | ---                      |
|   | <b>2,623,773</b>         | <b>875,462</b>           |
| <b>20 Misc.Expenses written off</b>               |                          |                          |
| Pref. Issue Expenses                              | 417,141                  | 417,141                  |
| Preliminary Expenses                              | 30,830                   | 30,830                   |
| Public Issue Expenses                             | 197,732                  | 197,732                  |
|   | <b>645,703</b>           | <b>645,703</b>           |

## Intense Technologies Limited

### Notes to Financial Statements for the year ended 31<sup>st</sup> March 2015.

(Amount in ₹)

|  | Year Ended<br>31.03.2015 | Year Ended<br>31.03.2014 |
|--|--------------------------|--------------------------|
| <b>21 Earnings per share (Face value ₹ 2/- each)</b> |                          |                          |
| a. Numerator for earning per share                   | 66,568,603               | 112,479,069              |
| b. Denominator for basic earning per share           | 19,280,382               | 19,280,382               |
| c. Denominator for diluted earning per share         | 21,540,029               | 21,223,982               |
| d. Basic earning per share (A/B)                     | 3.45                     | 5.83                     |
| e. Diluted earning per share (A/C)                   | 3.09                     | 5.30                     |

22. The previous years figures have been recast/restated/regrouped, wherever necessary, to conform to the current period's classification.

23. Balances of various parties, debtors and creditors are subject to confirmation.

#### 24. Quantitative Details:

The Company is engaged in development and maintenance of software products, solutions and related services. The production and sale of such software products, solutions and related services cannot be expressed in any generic unit. Hence, it is not possible to give the quantitative details of sales and certain information as required.

(₹ in lakhs)

|  | 2014-2015 | 2013-2014 |
|--|-----------|-----------|
| <b>Contingent Liabilities :</b>                          |           |           |
| Counter Guarantees given to Banks towards issue of B.G.s | 10.25     | 30.09     |
| Outstanding Bank Guarantees                              | 10.25     | 30.09     |
| <b>Managerial Remuneration :</b>                         |           |           |
| Managing & Whole time Directors                          | 120.00    | 120.00    |
| <b>Expenditure in Foreign Currency :</b>                 |           |           |
| Travel Expenses  | 221.48    | 217.08    |
| Other Expenditure incurred                               | 96.89     | 83.18     |
| Transferred for Singapore Branch Expenses                | 106.03    | 0.58      |
| Transferred to Subsidiaries                              | 337.82    | 121.20    |

**25. Segment Reporting:**

The Company's operations predominantly relates to software product development, solutions and related services, hence no reportable primary segment information is made. The secondary segment reporting of the company's revenues are as follows:

| Name of the Country | Turnover (₹ in Lakhs) |
|---------------------|-----------------------|
| Bangladesh          | 83.31                 |
| Germany             | 50.40                 |
| Indonesia           | 185.02                |
| Kenya               | 1.17                  |
| Mexico              | 9.90                  |
| Nigeria             | 39.84                 |
| South Africa        | 700.77                |
| Sri Lanka           | 9.90                  |
| UAE                 | 477.47                |
| UK                  | 993.86                |
| USA                 | 176.31                |
| <b>Total</b>        | <b>2,727.95</b>       |

**26. Prior Period Items**

Prior period item of ₹ 2.46 lakhs net of credit items of ₹ 4.65 lakhs and debit items of ₹ 7.11 lakhs.

**27. Deferred Tax Assets/Liabilities:**

Deferred tax asset was provided as per AS-22, accounting for taxes on income.

**28. Impairment of Fixed Assets:**

As per AS-28 on "Impairment of Assets", all assets other than current assets, investments and deferred tax assets are reviewed for impairment wherever event/s or changes in circumstances indicate that carrying of amount of those assets may not be recoverable.

**29. Overseas Branch Accounts & Audit:**

We have considered the Auditor's Report dated 5<sup>th</sup> May 2015 of Sashi Kala Devi Associates, Singapore, Auditors of Singapore Branch in framing our Audit Report.

**30. Amounts paid/payable to Auditors:**

|                     | 2014-15 (₹) | 2013-14 (₹) |
|---------------------|-------------|-------------|
| Statutory Audit Fee | 400,000     | 350,000     |
| Tax Audit Fees      | 50,000      | 50,000      |
| Certification       | 81,180      | 300,000     |
| Branch Auditors     | 150,000     | 139,620     |

**31. Related Party Disclosures:**

- A) Key Managerial Personnel
- (i) Mr. C. K. Shastri, Chairman and Managing Director
  - (ii) Mr. Jayant Dwarkanath, Whole time Director
  - (iii) Mr. Navajyoth Puttaparthi, Company Secretary & Compliance Officer
  - (iv) Mr. H. Madhukar Nayak, Head-Finance
- B) Relatives of Key Managerial Personnel
- (i) Ms. Anisha Chidhella, Daughter of Chairman and Managing Director, working as a Senior Business Consultant.
  - (ii) Mrs. P. Vijaya Lakshmi, Mother of Company Secretary & Compliance Officer, working as a Business Consultant.
- C) Enterprises in which Key Managerial Personnel 14(A) above has significant influence:
- (i) M/s Kytes IT Services Pvt Ltd (formerly M/s e-JAS Tech Solutions Pvt Ltd)
  - (ii) M/s i - trace Nanotech Pvt Ltd
  - (iii) M/s Pavisara Greentech Pvt Ltd

**Summary of the transactions and balances with related parties are as follows :**

(Amount in ₹)

| Particulars              | Kytes IT Services Pvt Ltd | Intense Technologies FZE | Intense Technologies INC | Intense Technologies UK Ltd |
|--------------------------|---------------------------|--------------------------|--------------------------|-----------------------------|
| Opening Balance (Debit)  | 19,769,709                | 3,886,880                | 3,087,750                | --                          |
| Interest charged         | 1,924,344                 | --                       | --                       | --                          |
| Advances paid            | 8,651,651                 | 9,079,271                | 12,159,500               | 13,304,047                  |
| Sales                    | --                        | 47,078,700               | --                       | --                          |
| Total                    | 30,345,704                | 60,044,851               | 15,247,250               | 13,304,047                  |
| Less : Payments received | 8,192,434                 | 7,200,000                | --                       | --                          |
| Purchases                | 7,767,587                 | --                       | --                       | --                          |
| Closing Balance (Debit)  | <b>14,385,683</b>         | <b>52,844,851</b>        | <b>15,247,250</b>        | <b>13,304,047</b>           |

|             |    |         |           |        |
|-------------|----|---------|-----------|--------|
| Investments | -- | 395,750 | 6,157,250 | 10,216 |
|-------------|----|---------|-----------|--------|

**32. Remuneration to Management Personnel:**

(Amount in ₹)

|      |  |                     |
|------|--|---------------------|
| (i)  | C.K.Shastri – Chairman & Managing Director | 6,000,000/-         |
| (ii) | Jayant Dwarkanath – Wholetime Director     | 6,000,000/-         |
|      |  | <b>12,000,000/-</b> |

**33. Employees Benefits:**

As per Accounting Standard 15 “Employee Benefits” the disclosures of Employee Benefit, as defined in Accounting Standard are given below

(Amount in ₹)

| Particulars                               | 2014-15          | 2013-14          |
|---|------------------|------------------|
| Employer’s contribution to Provident Fund | 1,375,500        | 677,909          |
| Employer’s contribution to Pension Fund   | 3,119,862        | 1,534,953        |
| <b>Total</b>                              | <b>4,495,362</b> | <b>2,212,862</b> |

**34. ESOP’s granted to Management Personnel:**

- (i) Jayant Dwarkanath - 8,62,500 stock options.

### 35. Gratuity Report under AS-15 (rev) as on 31.03.2015

The Present Value of obligation is determined based on actuarial valuation using Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

Gratuity Report under AS-15 (rev) for the year ended 31<sup>st</sup> March 2015.

#### 1 Table Showing the changes in present value of obligations as on 31/03/2015

(Amount in ₹)

|    |   |            |
|----|---|------------|
| a. | Present value of obligations at the beginning of the year | 17,269,705 |
| b. | Interest cost   | 1,381,576  |
| c. | Current service cost                                      | 1,993,196  |
| d. | Benefits paid-Actuals                                     | 1,284,566  |
| e. | Expected liability at the year end                        | 19,359,911 |
| f. | Present value of obligations at the end of the year       | 20,816,363 |
| g. | Actuarial Loss/gain (LOSS)                                | 1,456,452  |

#### 2 Changes in fair value of Assets

|    |   |           |
|----|---|-----------|
| a. | Fair Value of Assets at the beginning of the year | 6,865,151 |
| b. | Expected return on plan assets                    | 704,208   |
| c. | Contributions                                     | 1,843,760 |
| d. | Benefits paid                                     | 1,284,566 |
| e. | Actuarial gain/loss on plan assets                | Nil       |
| f. | Fair Value of Assets at the end of the year       | 8,128,553 |

#### 3 Table showing fair value of plan assets

|    |  |              |
|----|--|--------------|
| a. | Fair value of plan assets at the beginning of the year | 6,865,151    |
| b. | Actual return on plan assets                           | 704,208      |
| c. | Contributions  | 1,843,760    |
| d. | Benefits paid  | 1,284,566    |
| e. | Fair value of plan assets at the end of the year       | 8,128,553    |
| f. | Funded Status  | (12,687,810) |
| g. | Excess of Actual over estimated return on plan assets  | Nil          |

#### 4 Actuarial Loss or Gain recognized

|    |  |             |
|----|--|-------------|
| a. | Actuarial Loss / gain for the year-Obligation  | (1,456,452) |
| b. | Actuarial Loss / gain for the year-plan assets | —           |
| c. | Total Loss for the year                        | 1,456,452   |
| d. | Actuarial Loss recognized                      | 1,456,452   |

#### 5 Amounts to be recognized in the balance sheet and statements of P&L

|    |   |              |
|----|---|--------------|
| a. | PV of obligations as at the end of the year       | 20,816,363   |
| b. | Fair Value of Assets at the end of the year       | 8,128,553    |
| c. | Funded Status                                     | (12,687,810) |
| d. | Net liability / Asset recognized in balance sheet | (12,687,810) |

#### 6 Expenses Recognized in statement of P&L

|    |   |           |
|----|---|-----------|
| a. | Current Service Cost                              | 1,993,196 |
| b. | Interest Cost                                     | 1,381,576 |
| c. | Expected return on plan assets                    | 704,208   |
| d. | Net Actuarial gain / Loss recognized in the year  | 1,456,452 |
| e. | Expenses recognized in statement of Profit & Loss | 4,127,016 |

#### 7 Valuation Method

**Projected Unit Credit Method**

#### 8 Actuarial Assumptions

|                   |                        |
|-------------------|------------------------|
| Mortality Rate    | LIC (1994-96) ultimate |
| Withdrawal Rate   | 1% to 3% depending age |
| Discount Rate     | 8% p.a.                |
| Salary Escalation | 4% p.a.                |



## INDEPENDENT AUDITOR'S REPORT

To The Members of Intense Technologies Limited

### Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of Intense Technologies Limited (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), of the Consolidated Balance Sheet as at March 31, 2015, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

### Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

### Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Holding Company has an adequate internal financial controls system over financial reporting in place and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

## Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group, as at March 31, 2015, and their consolidated profit and their consolidated cash flows for the year ended on that date.

## Other Matters

We did not audit the financial statements of the subsidiaries Intense Technologies FZE, UAE and Intense Technologies USA, and Intense Technologies UK statements reflect total assets of ₹ 5.40 Crores at March 31, 2015, total revenues of ₹ 3.83 Crores and net cash flows amounting to ₹ 0.60 Crores for the year ended on that date, as considered in the consolidated financial and also Intense Technologies Ltd Singapore branch of the company. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of sub-section (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, is based solely on the reports of the other auditors. We have also not conducted audit of the Singapore Branch, and relied on the auditors report of the subject branch.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

## Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, based on the comments in the auditors' reports of the Holding company and subsidiary companies, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report, to the extent applicable, that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
  - b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
  - c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
  - d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2015 taken on record by the Board of Directors of the Holding Company. None of the directors of the Group companies, is disqualified as on March 31, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
  - f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of

the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- a. As per the information and explanations provided to us by the Company there would be no impact of pending litigations on financial position in its consolidated financial statements.
- b. The Company did not have any material foreseeable losses relating to long-term contracts including derivative contracts.
- c. There has been no delay in transferring amounts, required to be transferred, to the Investors Education and Protection Fund by the Company.

For Srinivas P. & Associates

Chartered Accountants  
Firm Regn.No.006987S

CA.P.Srinivas

Proprietor  
Membership No. 204098

Place: Hyderabad

Date: 30<sup>th</sup> May, 2015

## **Annexure to the Independent Auditor's Report on the Consolidated Financial Statements**

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report on the consolidated financial statements of even date)

- i. Our reporting on the Order includes holding company only, three subsidiary companies and one branch, to which the Order is not applicable. However we have considered other auditor's report to the extent considered applicable for reporting under the Order in the case of the consolidated financial statements.
- ii. Having regard to the nature of the business of the Holding Company, during the year, clauses (ii), (v), (vi), (viii), (ix), (x) and (xi) of paragraph 3 of the Order are not applicable to the Holding Company, subsidiary companies.
- iii. In respect of the fixed assets of the Holding Company.
  - a) The respective entities have maintained proper records showing particulars, including quantitative details and situation of the fixed assets.
  - b) All the fixed assets have been physically verified by the Management in accordance with a phased programme of verification, which in our opinion is reasonable, having regard to the size of the company and the nature of its assets. No material discrepancies were noticed on such verification.
- iv. According to the information and explanations given to us, the Holding Company has granted loans, secured or unsecured, to companies, firms or other parties covered in the Register maintained under Section 189 of the Companies Act, 2013. In respect of such loans: There are delays in receipt of interest and principal amount and the account is over due at the end of the year.
- v. In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Holding Company and the nature of its business for the purchase of fixed assets and for the sale of services and during the course of our audit we have not observed any continuing failure to correct major weaknesses in such internal control system.
- vi. According to the information and explanations given to us in respect of statutory dues:
  - a) The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Value Added Tax, Cess and other material statutory dues applicable to it with the appropriate authorities. Excise Duty is not applicable to the Company.
  - b) There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Value Added Tax, Cess and other material statutory dues in arrears as at March 31, 2015 for a period of more than six months from the date they became payable. Excise Duty is not applicable to the Company.
  - c) There are no disputed dues of Income tax, Wealth Tax, Customs Duty and Cess which have not been deposited as on March 31, 2015. Excise Duty is not applicable to the Company. There is a demand Rs. 2.08 crores from the service tax department, which the company is contesting.
  - d) There are no amounts that are due to be transferred to the Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and Rules made there under.
- vii. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
- viii. In our opinion and according to the information and explanations given to us the Holding Company has not defaulted in the repayment of dues to financial institutions and banks. The Holding Company, subsidiary companies and jointly controlled entity incorporated in India have not issued any debentures.

- ix. According to the information and explanations given to us, the Holding Company, subsidiary companies have not given guarantees for loans taken by others from banks and financial institutions.
- x. To the best of our knowledge and according to the information and explanations given to us and the other auditors, no fraud by the Holding Company, its subsidiary companies and jointly controlled entity incorporated in India and no material fraud on the Holding Company, its subsidiary companies and jointly controlled entity incorporated in India has been noticed or reported during the year.

For Srinivas P. & Associates

Chartered Accountants  
Firm Regn.No.006987S

CA.P.Srinivas

Proprietor  
Membership No. 204098

Place: Hyderabad

Date: 30<sup>th</sup> May, 2015

## Intense Technologies Limited

### Consolidated Balance Sheet as at 31<sup>st</sup> March 2015

(Amount in ₹)

|  | Note | As at<br>31.03.2015 |
|--|------|---------------------|
| <b>I. EQUITY AND LIABILITIES</b>       |      |                     |
| <b>(1) Shareholders' Funds</b>         |      |                     |
| (a) Share Capital                      | 2    | 38,560,764          |
| (b) Reserves & Surplus                 | 3    | 520,782,975         |
| (c) Currency Translation Reserve       |      | 1,666,098           |
| <b>(2) Non-current liabilities</b>     | 4    | 23,574,116          |
| <b>(3) Current Liabilities</b>         |      |                     |
| (a) Bank Overdraft                     | 5    | 64,050,603          |
| (b) Trade Payables                     | 6    | 9,007,328           |
| (c) Short-term Provisions              | 7    | 46,693,101          |
| <b>TOTAL</b>                           |      | <b>704,334,985</b>  |
| <b>II. ASSETS</b>                      |      |                     |
| <b>(1) Non-current assets</b>          |      |                     |
| (a) Tangible Fixed Assets              | 8    | 39,407,037          |
| (b) Non-current Investments            | 9    | 37,343              |
| (c) Deferred Tax Asset                 |      | 21,175,272          |
| (d) Other non-current assets           | 10   | 94,783,441          |
| <b>(2) Current Assets</b>              |      |                     |
| (a) Trade Receivables                  | 11   | 274,251,179         |
| (b) Cash and Cash equivalents          | 12   | 245,536,730         |
| (c) Other Current Assets               | 13   | 13,097,495          |
| (d) Work in Progress                   |      | 16,046,488          |
| <b>TOTAL</b>                           |      | <b>704,334,985</b>  |
| <b>Significant accounting policies</b> | 1    |                     |

The accompanying notes are an integral part of the financial statements  
In terms of our Report of even date

Srinivas P. & Associates  
Chartered Accountants  
Firm Regn.No.006987S

For and on behalf of the Board

CA.P.Srinivas  
Proprietor  
Membership No.204098

C. K. Shastri  
Managing Director

Jayant Dwarkanath  
Director

Place: Secunderabad  
Date : 30<sup>th</sup> May, 2015

Navajyoth Puttaparthi  
Company Secretary

## Intense Technologies Limited

### Consolidated Statement of Profit & Loss for the period ended 31<sup>st</sup> March 2015

(Amount in ₹)

|   | Note | Year Ended<br>31.03.2015 |
|---|------|--------------------------|
| I. Revenue from Operations                    | 14   | 459,564,388              |
| II. Other Income                              | 15   | 26,467,145               |
| <b>III. Total Revenue (I+II)</b>              |      | <b>486,031,533</b>       |
| <b>IV. Expenses</b>                           |      |                          |
| Operating Expenses                            | 16   | 21,195,913               |
| Personnel                                     | 17   | 255,827,734              |
| Administrative & Marketing Expenses           | 18   | 158,980,996              |
| Financial Charges                             | 19   | 2,623,773                |
| Work in Process                               |      | (16,046,488)             |
| Depreciation and amortisation                 |      | 12,204,490               |
| Misc. Expenses written off                    | 20   | 645,703                  |
| <b>Total Expenses</b>                         |      | <b>435,432,121</b>       |
| V. Profit before tax (III-IV)                 |      | 50,599,412               |
| VI. Tax Expense                               |      |                          |
| (a) MAT/Income Tax                            |      | 13,640,000               |
| (b) Deferred Tax Asset/(Liability)            |      | 1,875,694                |
| VII. Profit after tax                         |      | 38,835,106               |
| VIII. Prior Period Items                      |      | (246,634)                |
| IX. Balance Carried forward                   |      | <b>38,588,472</b>        |
| X. Earnings per share (Face Value ₹ 2/- each) | 21   |                          |
| (a) Basic                                     |      | 1.92                     |
| (b) Diluted                                   |      | 1.72                     |

The accompanying notes are an integral part of the financial statements  
In terms of our Report of even date

Srinivas P. & Associates  
Chartered Accountants  
Firm Regn.No.006987S

For and on behalf of the Board

CA.P.Srinivas  
Proprietor  
Membership No.204098

C. K. Shastri  
Managing Director

Jayant Dwarkanath  
Director

Place: Secunderabad  
Date : 30<sup>th</sup> May, 2015

Navajyoth Puttaparthi  
Company Secretary



## Intense Technologies Limited

### Consolidated Cash Flow Statement for the year ended 31<sup>st</sup> March 2015

(Amount in ₹)

**2014-15**

|   |                      |
|---|----------------------|
| <b>A. Cash Flow from operating Activities</b>                 |                      |
| Net Profit/(Loss) before tax                                  | 48,801,616           |
| <b>Adjustment for:</b>  |                      |
| Depreciation  | 12,204,490           |
| Miscellaneous Expenses written off                            | 645,703              |
| MAT   | (13,640,000)         |
| Other Income  | (26,467,145)         |
| <b>Operating Profit/(Loss) before working capital changes</b> | <b>21,544,664</b>    |
| <b>Adjustment for :</b>                                       |                      |
| (Increase)/Decrease in Trade Receivables                      | (151,807,722)        |
| (Increase)/Decrease in Other Current Assets                   | (36,067,141)         |
| (Increase)/Decrease in Other Non-Current Assets               | 3,549,396            |
| (Increase)/Decrease in Inventories                            | (16,046,482)         |
| Increase/(Decrease) in Non-current Liabilities                | 2,955,415            |
| Increase/(Decrease) in Current Liabilities                    | 16,977,824           |
| <b>Cash generated from Operations</b>                         | <b>(158,894,046)</b> |
| Prior Period Items  | (246,634)            |
| <b>Net Cash Flow from Operating Activities</b>                | <b>(159,140,680)</b> |
| <b>B. Cash Flow from investing Activities</b>                 |                      |
| (Increase)/Decrease in Fixed Assets                           | (12,048,065)         |
| (Increase)/Decrease in Non-current Investments                | (10,216)             |
| Other Income Received   | 26,467,145           |
| <b>Net Cash used in investing activities</b>                  | <b>14,408,864</b>    |
| <b>C. Cash Flow from Financing Activities</b>                 |                      |
| Increase/(Decrease) in Share Capital                          | 9,255                |
| Net Movements in Shareholder's Current Account                | 75,914,064           |
| Increase/(Decrease) in Bank Overdraft                         | 64,050,603           |
| <b>Net cash generated from Financing Activities</b>           | <b>139,973,922</b>   |
| Cash & Cash equivalents utilised (A+B+C)                      | (4,757,894)          |
| Cash & Cash equivalents (Opening Balance)                     | 250,294,624          |
| Cash & Cash equivalents (Closing Balance)                     | 245,536,730          |

The accompanying notes are an integral part of the financial statements  
In terms of our Report of even date

Srinivas P. & Associates  
Chartered Accountants  
Firm Regn.No.006987S

For and on behalf of the Board

CA.P.Srinivas  
Proprietor  
Membership No.204098

C. K. Shastri  
Managing Director

Jayant Dwarkanath  
Director

Place: Secunderabad  
Date : 30<sup>th</sup> May, 2015

Navajyoth Puttaparthi  
Company Secretary

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 1. SIGNIFICANT ACCOUNTING POLICIES:

#### 1.1 Basis of accounting and preparation of the consolidated financial statements

i) The financial statements of the Group have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules 2014 and the relevant provisions of the Companies Act, 2013 ("the 2013 Act") / Companies Act, 1956 ("the 1956 Act"), as applicable. The financial statements have been prepared on accrual basis under the historical cost convention. The financial statements of the subsidiary companies used in consolidation are drawn up to the same reporting date as at Intense Technologies Limited.

Accounting policies are consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in accounting policy hitherto in use. Where a change in accounting policy is necessitated due to changed circumstances, detailed disclosures to that effect along with the impact of such change is duly disclosed in the consolidated financial statements.

ii) The Accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

#### 1.2 Principles of consolidation

The consolidated financial statements have been prepared on the following basis:

i) The financial statements of the Company and its subsidiaries have been combined on a line-by line basis by adding together like items of assets, liabilities, income and expenses. Inter-company balances and transactions and unrealised profits and losses have been fully eliminated.

ii) The consolidated financial statements include the share of profit / loss of subsidiary company, which are accounted under Equity method as per which the share of profit / loss is adjusted to the cost of investment.

iii) The excess of cost to the Group of its investments in its subsidiary companies over its share of the equity at the dates on which the investments are made, is recognised as Goodwill (on Consolidation), being an asset in the consolidated financial statements. Alternatively, where the share of equity in the subsidiary companies as on the date of investment is in excess of cost of the investment of the Group, it is recognised as Capital Reserve (on Consolidation) and shown under the head 'Reserves and Surplus' in the consolidated financial statements.

iv) Minority interest in the net assets of consolidated subsidiaries consists of the amount of equity attributable to the minority shareholders at the date on which investments are made in the subsidiary company and future movements in the share of the equity, subsequent to the dates of investment.

v) On disposal of a subsidiary, the attributable goodwill is included in the determination of the profit and loss on disposal.

#### 1.3 Use of estimates

The preparation of the consolidated financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities and disclosures relating to contingent liabilities as at the date of the consolidated financial statements and the reported amounts of income and expenditure during the year. Examples include provisions for doubtful debts, provision for employee benefits, provision for taxation, useful lives of depreciable assets, provisions for impairment, provision for contingencies, provision for warranties/ discounts etc. The management believes that the estimates used in preparation of the consolidated financial statements are prudent and reasonable.

Future results could differ from those estimates. The effects of changes in accounting estimates are reflected in the financial statements in the period in which results are known and, if material, are disclosed in the financial statements.

#### **1.4. Accounting Concepts**

The Company follows the Historical cost convention and the mercantile system of accounting where the income and expenditure are recognized on accrual basis.

#### **1.5. Revenue Recognition**

Revenue from software products is recognized when the sale has been completed with raising of invoice from the company.

Revenue from software development on a time and material basis is recognized based on software developed and billed to clients as per the terms of specific contracts.

Revenue from digitization is identified when the specific milestone is achieved and invoice is raised.

#### **1.6. Expenditure**

Expenses are accounted on the accrual basis and provisions are made for all known and expected expenses, losses and liabilities.

#### **1.7. Fixed Assets**

Fixed assets are stated at the cost of acquisition, less accumulated depreciation. Direct costs are capitalized till the assets are ready to be put to use. These costs include financing costs relating to acquisition of assets.

#### **1.8. Depreciation**

Depreciation on fixed assets is provided on Written Down Value method on a pro rata basis at the rates specified in Schedule XIV of the Companies Act, 1956.

#### **1.9. Product Development and Research**

Initial Expenditure incurred on Research and Development of products, promotional expenditure of new products and existing products have been capitalized and amortized over a period of time.

#### **1.10. Foreign Currency Transactions**

Sales made to clients outside India have been accounted based on the rate prevailing on the date of invoice. Expenditure in foreign currency is accounted at the exchange rate prevalent when such expenditure is incurred. All monetary items denominated in foreign currency are reflected at the rates prevailing on the Balance Sheet date. Exchange differences, if any, arising on account of fluctuation in foreign exchange have been duly reflected in the profit and loss account in case of revenue transactions and capitalized in case of transactions having capital nature.

#### **1.11. Investments**

Investments are stated at cost of acquisition, no provision has been made towards diminution in the value of investments.

#### **1.12. Income tax**

Provision is made for income tax on a yearly basis, under the tax-payable method, based on the tax liability as computed after considering the prevailing exemptions available as per the Income Tax Act, 1961. Deferred tax is recognized, subject to the consideration of prudence on timing of difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more periods.

#### **1.13. Trade Receivables, Loans & Advances**

Doubtful Debts/Advances are written off in the year in which those are considered to be irrecoverable.

#### **1.14. Prior Period Expenses/Income**

Prior period items, if material are separately disclosed in the Statement of Profit & Loss.

### **1.15. Earning Per Share**

The earnings considered in ascertaining Earnings Per Share (EPS) comprises the net profit after tax (and includes the post tax effect of any extraordinary items). The number of shares used in computing basic EPS is the weighted average number of shares outstanding during the year. The Number of shares used in computing the diluted EPS comprises weighted average number of shares considered for deriving Basic EPS and also weighted average of the number of equity shares which could have been issued on conversion of dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the year unless they have been issued at a later date. The diluted potential equity shares are adjusted for the proceeds receivable, had the shares been actually issued at the fair value (i.e. average market value of the outstanding shares.)

### **1.16. Employee Benefits**

Contribution to schemes such as Provident Fund and Employee State Insurance Scheme are charged to profit and loss account on accrual basis. The Company also provides for other retirement benefits in the form of gratuity under the Payment of Gratuity Act, 1972 based on an actuarial valuation made by an independent actuary as at the balance sheet date. The cost of leave encashment made to employees is considered as expenses on actual basis.

### **1.17. Employee Stock Option Scheme**

Stock options granted to employees under the stock option schemes are evaluated as per the accounting treatment prescribed by Employee Stock Option Scheme and Employee Stock Purchase Scheme Guidelines, 1999 issued by Securities and Exchange Board of India. Accordingly the excess of market value of the stock options as on the date of grant over the exercise price of the options is recognized as deferred employee compensation and is charged to profit and loss account on straight line basis over the vesting period of the options. The unamortized portion of the deferred employee compensation is shown under Reserves and Surplus.

### **1.18. Sales**

Sale of product/service is exclusive of sales tax/service tax.

### **1.19. Borrowing Cost**

Borrowing Cost on qualifying asset is considered for capitalization when the expenditure on qualifying asset and borrowing cost are incurred. The company had not acquired any assets against borrowings in the year and hence it is not applicable in the year.

### **1.20. Segment Reporting**

The Company's operations predominantly relates to software products development, hence no reportable primary segment information is made.

### **1.21. Consolidated Financial Figures**

This is the first year of Consolidated Financial Figures and accordingly previous year figures are not applicable.

## Intense Technologies Limited

### Notes to the Consolidated Financial Statements for the year ended 31<sup>st</sup> March 2015.

|           |   | 2015          |               | 2014          |               |
|-----------|---|---------------|---------------|---------------|---------------|
|           |   | No. of Shares | (Amount in ₹) | No. of Shares | (Amount in ₹) |
| <b>2</b>  | <b>Share Capital</b>                                      |               |               |               |               |
| <b>a)</b> | <b>Authorised Share Capital</b>                           |               |               |               |               |
|           | Equity Shares of ₹ 2/- each                               | 250,000,000   | 500,000,000   | 250,000,000   | 500,000,000   |
|           |   | 250,000,000   | 500,000,000   | 250,000,000   | 500,000,000   |
| <b>b)</b> | <b>Issued, subscribed and fully paid up share capital</b> |               |               |               |               |
|           | Equity Shares of ₹ 2/- each                               | 19,280,382    | 38,560,764    | 19,280,382    | 38,560,764    |
|           |   | 19,280,382    | 38,560,764    | 19,280,382    | 38,560,764    |

**c) Rights of shareholders :**

The Company has only one class of equity shareholders. Each holder of equity shares is entitled to one vote per share.

**d) Reconciliation of the shares outstanding at the beginning and at the end of the year**

| Particulars                  | 2015          |               | 2014          |               |
|------------------------------|---------------|---------------|---------------|---------------|
|                              | No. of Shares | (Amount in ₹) | No. of Shares | (Amount in ₹) |
| At the beginning of the year | 19,280,382    | 38,560,764    | 19,137,882    | 38,275,764    |
| Add : Issue of Shares        | ---           | ---           | 142,500       | 285,000       |
| At the end of the year       | 19,280,382    | 38,560,764    | 19,280,382    | 38,560,764    |

**e) Shareholders holding more than 5% shares in the Company**

| Name of the shareholder | 2015               |                 | 2014               |                 |
|-------------------------|--------------------|-----------------|--------------------|-----------------|
|                         | No. of Shares held | % total holding | No. of Shares held | % total holding |
| 1 C.K. Shastri          | 1,714,792          | 8.89            | 1,714,792          | 8.89            |
| 2 Tikam Sujan           | 2,275,802          | 11.80           | 2,182,421          | 11.32           |

## Intense Technologies Limited

### Notes to the Consolidated Financial Statements for the year ended 31<sup>st</sup> March 2015.

(Amount in ₹)

|  | <b>As at<br/>31.03.2015</b> |
|--|-----------------------------|
| <b>3 Reserves &amp; Surplus</b>  |                             |
| Share Premium  | 286,503,099                 |
| Warrants Forfeiture  | 20,802,500                  |
| Employee Stock Options Outstanding   | 9,054,000                   |
| Balance in Profit & Loss Account   | 204,423,376                 |
|  | <b>520,782,975</b>          |
| <b>4 Non-current Liabilities</b>   |                             |
| Provision for Gratuity   | 20,816,363                  |
| Long-term provisions   | 2,757,753                   |
|  | <b>23,574,116</b>           |
| <b>5 Bank Overdraft</b>  | <b>64,050,603</b>           |
| Against Hypothecation of Fixed Deposits<br>with State Bank of Hyderabad, Commercial<br>Branch, Secunderabad. |                             |
| <b>6 Trade Payables</b>  | <b>9,007,328</b>            |
| <b>7 Short-term provisions</b>   |                             |
| Provision for Expenses   | 4,010,070                   |
| Income Tax   | 13,640,000                  |
| Service Tax  | 1,164,661                   |
| TDS  | 2,688,157                   |
| Others   | 25,190,213                  |
|  | <b>46,693,101</b>           |

## Intense Technologies Limited

### Notes to the Consolidated Financial Statements for the year ended 31<sup>st</sup> March 2015.

#### 8. Fixed Assets

(Amount in ₹)

| DESCRIPTION          | GROSS BLOCK         |                   |                |                     | DEPRECIATION        |                   |                |                     | NET BLOCK           |                    |
|----------------------|---------------------|-------------------|----------------|---------------------|---------------------|-------------------|----------------|---------------------|---------------------|--------------------|
|                      | As at<br>01.04.2014 | Additions         | Deletions      | Total<br>31.03.2015 | As at<br>01.04.2014 | Additions         | Deletions      | Total<br>31.03.2015 | As at<br>31.03.2015 | As at<br>31.3.2014 |
| Buildings            | 15,725,463          | -                 | -              | 15,725,463          | 8,164,005           | 378,073           | -              | 8,542,078           | 7,183,385           | 7,561,458          |
| Computers & Software | 98,427,451          | 11,006,153        | -              | 109,433,604         | 79,879,145          | 9,210,353         | -              | 89,089,498          | 20,344,106          | 18,548,306         |
| Furniture & Fixtures | 18,943,071          | 195,565           | -              | 19,138,636          | 14,572,096          | 804,831           | -              | 15,376,927          | 3,761,709           | 4,370,975          |
| Office Equipment     | 14,296,857          | 1,067,162         | 377,838        | 14,986,181          | 9,326,720           | 746,484           | 157,023        | 9,916,181           | 5,070,000           | 4,970,137          |
| Vehicle              | 7,145,908           | -                 | -              | 7,145,908           | 3,033,322           | 1,064,749         | -              | 4,098,071           | 3,047,837           | 4,112,586          |
|                      | <b>154,538,750</b>  | <b>12,268,880</b> | <b>377,838</b> | <b>166,429,792</b>  | <b>114,975,288</b>  | <b>12,204,490</b> | <b>157,023</b> | <b>127,022,755</b>  | <b>39,407,037</b>   | <b>39,563,462</b>  |
| Previous Year        | 137,884,623         | 16,967,377        | 313,250        | 154,538,750         | 102,531,575         | 12,563,175        | 119,462        | 114,975,288         | 39,563,462          | 35,353,048         |



## Intense Technologies Limited

### Notes to the Consolidated Financial Statements for the year ended 31<sup>st</sup> March 2015.

(Amount in ₹)

|  | <b>As at<br/>31.03.2015</b> |
|--|-----------------------------|
| <b>9 Non-current Investments</b>   |                             |
| (a) Subsidiaries   | ---                         |
| (b) Associates   | ---                         |
| (c) Joint Ventures   | ---                         |
| (d) SPV  | ---                         |
| (e) Investments in equity shares in other listed entities                    |                             |
| Aggregate Value at cost of investments                                       | 37,343                      |
| (Aggregate Market Value as on 31.03.2015 ₹ 97,454<br>previous year ₹ 72,560) | <u><b>37,343</b></u>        |
| <b>10 Other Non-Current Assets</b>   |                             |
| i) <b>Misc. Expenditure</b>  |                             |
| Preliminary & Public Issue Expenses  | 1,937,117                   |
| Less: written off  | 645,703                     |
| <b>Sub-total</b>   | <u><b>1,291,414</b></u>     |
| ii) Deferred Employee Compensation Expense                                   | 6,021,530                   |
| iii) Related Party Advances - Unsecured considered good                      | 14,385,683                  |
| iv) Gratuity Fund  | 8,128,553                   |
| v) TDS   | 59,257,485                  |
| vi) Advances   | 1,845,458                   |
| vii) Deposits  | 2,764,720                   |
| viii) EMDs   | 1,088,598                   |
| <b>Sub-total</b>   | <u><b>93,492,027</b></u>    |
| <b>Total</b>   | <u><b>94,783,441</b></u>    |
| <b>11 Trade Receivables - Unsecured considered good</b>                      |                             |
| Due for more than six months   | 48,389,261                  |
| Others   | 225,861,918                 |
|  | <u><b>274,251,179</b></u>   |
| <b>12 Cash and Cash equivalents</b>  |                             |
| a) Balance with banks  | 59,084,465                  |
| b) Cash on hand  | 222,676                     |
| c) Deposits maturing after 12 months   | 185,204,727                 |
| d) Deposits held as margin money against bank guarantee                      | 1,024,862                   |
|  | <u><b>245,536,730</b></u>   |
| <b>13 Other Current Assets</b>   |                             |
| Loans & Advances - Unsecured considered good                                 |                             |
| Staff Advances   | 1,982,002                   |
| Other Advances   | 11,115,493                  |
|  | <u><b>13,097,495</b></u>    |

## Intense Technologies Limited

### Notes to the Consolidated Financial Statements for the year ended 31<sup>st</sup> March 2015.

(Amount in ₹)

|   | Year Ended<br>31.03.2015 |
|---|--------------------------|
| <b>14 Revenue from operations (Net)</b> |                          |
| From Sale of Products                   | 185,851,084              |
| From Services                           | 273,713,304              |
|   | <b>459,564,388</b>       |
| <b>15 Other Income</b>                  |                          |
| Dividend Received                       | 1,528                    |
| Interest                                | 22,808,239               |
| Foreign Exchange Fluctuations           | 2,953,170                |
| Expected Return on Plan Assets          | 704,208                  |
|   | <b>26,467,145</b>        |
| <b>16 Operating Expenses</b>            |                          |
| AMC Charges                             | 503,468                  |
| Consumables                             | 14,036,542               |
| Electricity Charges                     | 4,139,108                |
| Repairs & Maintenance                   | 2,516,795                |
|   | <b>21,195,913</b>        |
| <b>17 Personnel</b>                     |                          |
| Salaries                                | 231,018,963              |
| Actuarial Loss                          | 1,456,452                |
| Employee Compensation Expense           | 2,263,500                |
| Gratuity                                | 3,374,772                |
| Group Medical Insurance to Staff        | 2,712,195                |
| Staff Welfare                           | 15,001,852               |
|   | <b>255,827,734</b>       |

## Intense Technologies Limited

### Notes to the Consolidated Financial Statements for the year ended 31<sup>st</sup> March 2015.

(Amount in ₹)

|   | Year Ended<br>31.03.2015 |
|---|--------------------------|
| <b>18 Administrative &amp; Marketing Expenses</b> |                          |
| Advertisement                                     | 528,775                  |
| AGM/EGM Expenses                                  | 409,861                  |
| Audit fees  |                          |
| Statutory Audit Fees                              | 761,585                  |
| Singapore Branch Audit Fees                       | 150,000                  |
| Books, Periodicals & Newspapers                   | 41,863                   |
| Business Promotion                                | 2,117,102                |
| Commission & Brokerage                            | 16,973                   |
| Depreciation                                      | 8,420                    |
| Directors Remuneration                            | 12,000,000               |
| General charges                                   | 2,545,482                |
| Housekeeping Expenses                             | 676,945                  |
| Insurance   | 539,842                  |
| Loss on Sale of Assets                            | 67,815                   |
| Office Maintenance                                | 1,061,875                |
| Courier and Postage                               | 397,410                  |
| Printing & Stationery                             | 668,786                  |
| Professional Charges                              | 42,553,011               |
| Rates & Taxes                                     | 8,775,311                |
| Rent  | 8,758,698                |
| Scanning charges                                  | 7,633,331                |
| Security Services                                 | 453,081                  |
| Seminar & Training Charges                        | 1,875,543                |
| Telephones  | 7,889,358                |
| Travelling Expenses                               | 58,960,769               |
| Vehicle Insurance                                 | 89,160                   |
|   | <b>158,980,996</b>       |
| <b>19 Financial Charges</b>                       |                          |
| Bank Charges & Commission                         | 510,968                  |
| Interest on Vehicle Loan                          | 311,894                  |
| Interest on OD A/c                                | 1,800,911                |
|   | <b>2,623,773</b>         |
| <b>20 Misc. Expenses written off</b>              |                          |
| Pref. Issue Expenses                              | 417,141                  |
| Preliminary Expenses                              | 30,830                   |
| Public Issue Expenses                             | 197,732                  |
|   | <b>645,703</b>           |

## Intense Technologies Limited

### Notes to the Consolidated Financial Statements for the year ended 31<sup>st</sup> March 2015.

(Amount in ₹)

|  | Year Ended<br>31.03.2015 |
|--|--------------------------|
| <b>21 Earnings per share (Face value ₹ 2/- each)</b> |                          |
| a. Numerator for earning per share                   | 36,959,412               |
| b. Denominator for basic earning per share           | 19,280,382               |
| c. Denominator for diluted earning per share         | 21,540,029               |
| d. Basic earning per share (A/B)                     | 1.92                     |
| e. Diluted earning per share (A/C)                   | 1.72                     |

22. Balances of various parties, debtors and creditors are subject to confirmation.

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## INTENSE TECHNOLOGIES LIMITED

(CIN: L30007TG1990PLC011510)  
Regd. Office: A1, Vikrampuri, Secunderabad-500009  
Tel: +91- 40 - 44558585; Fax: +91- 40 - 27819040  
Website: www. in10stech.com; Email: info@intense.in

### ATTENDANCE SLIP FOR ANNUAL GENERAL MEETING (to be handed it over at venue of the meeting)

I certify that I am a registered shareholder/ proxy/ representative for the registered shareholder(s) of Intense Technologies Limited.

|                   |  |                      |  |
|-------------------|--|----------------------|--|
| <b>DP ID*</b>     |  | <b>Folio No.</b>     |  |
| <b>Client ID*</b> |  | <b>No. of Shares</b> |  |

\* Applicable for investors holding shares in electronic form

I hereby record my presence at the 25th Annual General Meeting of the Company held on 30th day of September, 2015 at 2:00 P.M. at Surana Udyog Auditorium, FTAPCCI House, Red Hills, Lakdi Ka Pul, Hyderabad - 500 004, Telangana.

Name and Address of Member

|  |
|--|
|  |
|--|

Signature of Shareholder / Proxy/Representative  
(Please Specify)

Note:

1. Shareholders/ Proxy holders are requested to bring the attendance slips with them duly completed when they come to the meeting and hand them over at the venue, affixing their signature on them.
2. Members are informed that no duplicate attendance slips will be issued at the venue of the meeting.

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## INTENSE TECHNOLOGIES LIMITED

(CIN: L30007TG1990PLC011510)  
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Website: www. in10stech.com; Email: info@intense.in

### Form No MGT-11 Proxy Form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19 (3) of the Companies (Management and Administration) Rule, 2014

|                       |                                     |
|-----------------------|-------------------------------------|
| CIN                   | L30007TG1990PLC011510               |
| Name of the Company   | Intense Technologies Limited        |
| Registered office     | A1, Vikrampuri, Secunderabad-500009 |
| Name of the Member(s) |                                     |
| Registered Address    |                                     |
| Email Id              |                                     |
| Folio No / Client ID  |                                     |
| DP ID:                |                                     |

I/ We, being the member(s) of -----shares of the above named company, hereby appoint

|   |                |  |           |  |
|---|----------------|--|-----------|--|
| 1 | Name           |  |           |  |
|   | Address        |  |           |  |
|   | E- Mail ID     |  | Signature |  |
|   | of failing him |  |           |  |
| 2 | Name           |  |           |  |
|   | Address        |  |           |  |
|   | E- Mail ID     |  | Signature |  |
|   | of failing him |  |           |  |
|   | of failing him |  |           |  |
| 3 | Name           |  |           |  |
|   | Address        |  |           |  |
|   | E- Mail ID     |  | Signature |  |
|   | of failing him |  |           |  |
|   | of failing him |  |           |  |

as my / our proxy to attend and vote (on a poll) for me/ us and on my / our behalf at the 25th Annual General Meeting of the Company, to be held on Wednesday, 30th day of September, 2015 at 2:00 P.M. at the Surana Udyog Auditorium, FTAPCCI House, Red Hills, Lakdi Ka Pul, Hyderabad – 500 004, Telangana and at any adjournment thereof in respect of such resolution as are indicated below:

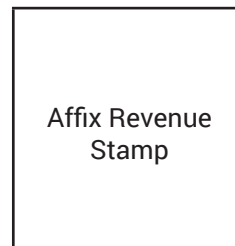


| Sl No.                   | Resolutions   | For | Against | Abstain |
|--------------------------|---|-----|---------|---------|
| <b>Ordinary business</b> |   |     |         |         |
| 1                        | To consider and adopt Audited Financial Statement, Reports of the Board of Directors and Auditors |     |         |         |
| 2                        | Re-appointment of Mr. K. S. Shanker Rao, who retires by rotation                                  |     |         |         |
| 3                        | Re-appointment of Mr. V. S. Mallick, who retires by rotation                                      |     |         |         |
| 4                        | Ratification of appointment of M/s. Srinivas P & Associates, Chartered Accountants                |     |         |         |

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2015.

Signature of Shareholder.....

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



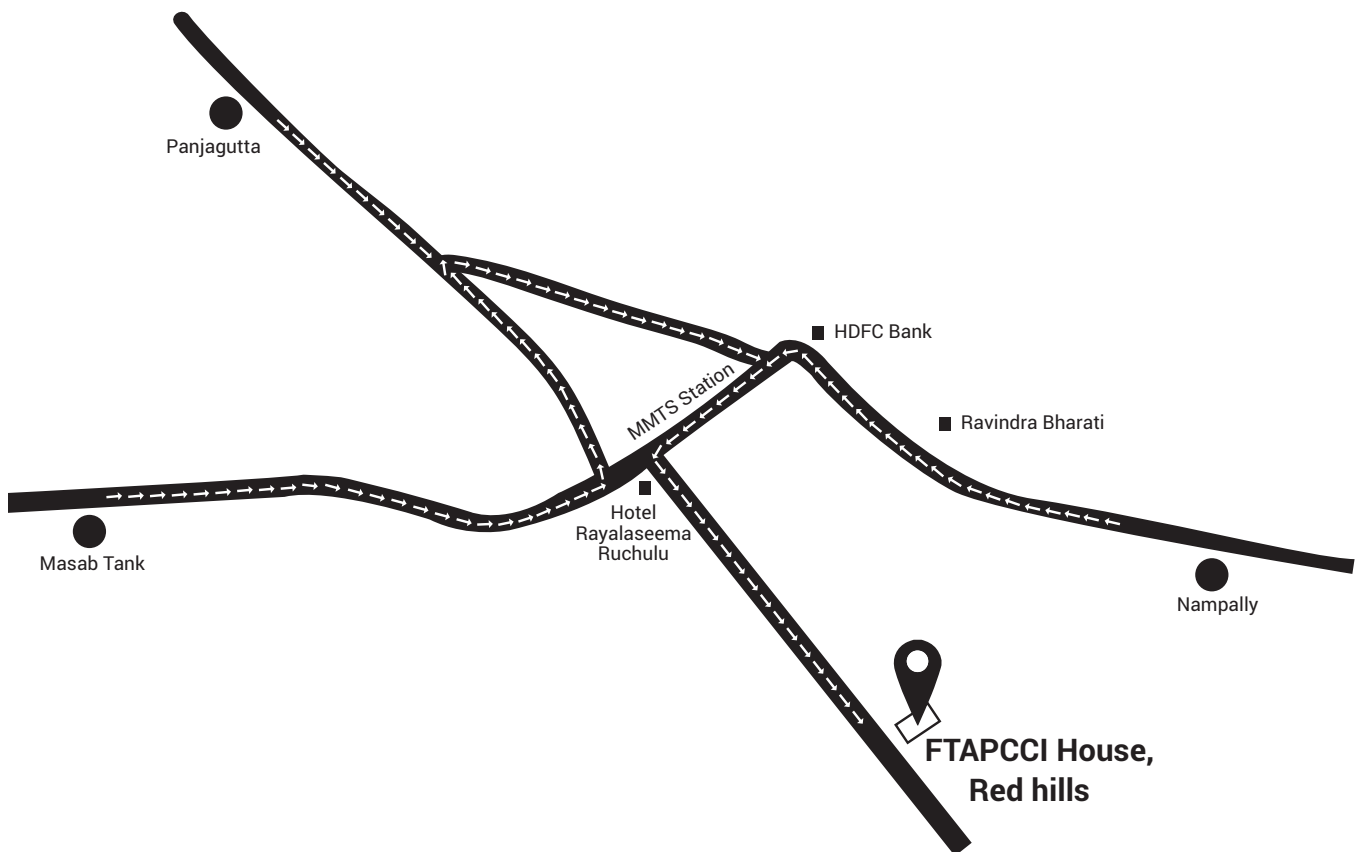
**Note: This Form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the Meeting.**



## 25<sup>th</sup> Annual General Meeting of Intense Technologies Limited

**AGM Venue:**  
**SURANA UDYOG AUDITORIUM, FTAPCCI HOUSE,**  
**RED HILLS, LAKDI KA PUL, HYDERABAD - 500004.**

### Route Map



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# Go Green

Dear Shareholder,

Did you know that

- When you use 8333 sheets of paper, there would be one tree less in this world?
- 1000 magazines about 100 pages each would mean cutting down six trees?
- India consumes 10kg of paper per person every year? And we have a population of over 1.2 billion!

Your Company, Intense Technologies Limited is contributing to the effort to build a greener world and we request your support.

Subscribe to a soft copy of the Company's various documents like Notice of Meetings, Annual reports and other shareholder communication by registering your email id with your Depository Participant (DP), if you have not already done so. You are also requested to keep your DP informed of any change in your email id.

**With this one small action, you could leave a greener legacy for future generations.**

We look forward to your support.

Regards,  
Navajyoth Puttaparthi  
Company Secretary

**Intense Technologies Limited**

Registered Office: A1, Vikramপুরi, Secunderabad - 500 009. TS, INDIA

Tel: +91-40-44558585/27849019/27844551, Fax: +91-40-27819040, e-mail: [info@in10stech.com](mailto:info@in10stech.com),  
[www.in10stech.com](http://www.in10stech.com), (CIN: L30007TG1990PLC011510)







**Intense Technologies Limited**

A1, Vikramপুরi, Secunderabad - 5000 09. Telangana, India

Tel: +91-40-44558585 Fax: +91-40-27819040 [www.in10stech.com](http://www.in10stech.com)