

NOTICE TO UNSECURED CREDITORS

**NOTICE CONVENING MEETING OF UNSECURED CREDITORS OF ASM DIGITAL
ENGINEERING PRIVATE LIMITED PURSUANT TO THE ORDER DATED 27TH JULY,
2023 OF THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, BENGALURU
BENCH**

Day	Thursday
Date	21 st December 2023
Time	10:30 A.M. (IST)
Mode of meeting	Through video conferencing/other audio-visual means
Deemed Venue	RMZ NXT, Campus IB, IST Floor, Mahadevapura Unit 102, Sonnenahalli Village, K R Puram Hobl Bangalore-560066

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**BEFORE THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL
BENGALURU BENCH
C.A. (CAA) NO. 12/BB/2023
IN THE MATTER OF SECTIONS 230 TO 232 AND OTHER APPLICABLE PROVISIONS
OF THE COMPANIES ACT, 2013 AND RULES FRAMED THEREUNDER
AND
IN THE MATTER OF SCHEME OF AMALGAMATION
OF
ASM DIGITAL ENGINEERING PRIVATE LIMITED (FORMERLY KNOWN AS
SEMCON INDIA PRIVATE LIMITED) WITH ASM TECHNOLOGIES LIMITED AND
THEIR RESPECTIVE SHAREHOLDERS**

ASM Digital Engineering Private Limited
(Formerly known as Semcon India Private Limited)
(CIN: U72900KA2006PTC049744)
A company incorporated under the Companies Act, 1956,
having its Registered Office at
RMZ NXT, Campus IB, IST Floor, Mahadevapura Unit 102,
Sonnenahalli Village, K R Puram Hobl Bangalore-560066

... APPLICANT 1/ TRANSFEROR COMPANY

FORM NO. CAA-2

**NOTICE CONVENING THE MEETING OF THE UNSECURED CREDITORS OF ASM
DIGITAL ENGINEERING PRIVATE LIMITED, THE TRANSFEROR COMPANY,
PURSUANT TO THE ORDER DATED 27TH JULY 2023 PASSED BY THE HON'BLE
NATIONAL COMPANY LAW TRIBUNAL, BENGALURU BENCH**

To,

The Unsecured Creditors of ASM Digital Engineering Private Limited ("Applicant 1 Company"
or "Transferor Company" or "Company")

NOTICE is hereby given that by an Order dated **27th July, 2023 (“Order”)**, the Bengaluru Bench of the Hon'ble National Company Law Tribunal ("**Hon'ble NCLT**") has directed a Meeting of the Unsecured Creditors ("**Creditors**") of the Transferor Company to be held for the purpose of considering, and if thought fit, approving with or without modification(s), the Scheme of Amalgamation of ASM Digital Engineering Private Limited (formerly known as Semcon India Private Limited) (“Transferor Company”) with ASM Technologies Limited (“Transferee Company”) and their respective shareholders under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (“**Scheme of Amalgamation**” or “**Scheme**”).

In pursuance of the said Order and as directed therein further notice is hereby given that, a meeting of the Unsecured Creditors of the Transferor Company will be held through video conferencing (“VC”) / other audio visual means (“OAVM”), in compliance with the applicable provisions of the Companies Act, 2013 (“Act”) and rules, regulations circulars/notifications made there under on Thursday, 21st December 2023 at 10:30 AM.

TAKE FURTHER NOTICE that you may attend and vote at the said meeting in person or by proxy, provided that a proxy in the prescribed form, duly signed by you or your authorized representative, is deposited at the Registered Office of the Company at RMZ Nxt, Campus 1B, 1st Floor, Mahadevapura Unit 102, Sonnenahalli Village, K R Puram, Bengaluru - 560066, not later than 48 (forty eight) hours before the time fixed for the aforesaid meeting. Form of proxy is attached with this notice.

TAKE FURTHER NOTICE that the Hon'ble NCLT has appointed Mr. Gokul R, Advocate having address at No.40, 2nd Main, Kalyananagar, Nagarbhavi Main Road, Bengaluru – 560 072 as the Chairperson of the said meeting and Shri Rajesh Bhat, PCS having address at No.60“Y”, Gurukrupa, 5th Main, BSK III Stage, Girinagar, Bengaluru. The abovementioned Scheme of Amalgamation, and if approved at the aforesaid Meeting, will be subject to the subsequent sanction of the Tribunal and such other approvals, permissions and sanctions of regulatory or other authorities, as may be necessary.

This notice is given for transacting the special business mentioned below to be passed through voting at such Hon'ble NCLT Convened Meeting.

The Board of Directors of the Company, at its meeting held on 09th November 2022, had approved the above-mentioned Scheme of Amalgamation, subject to approval of the Shareholders and Secured and Unsecured Creditors of the Company as may be required, and subject to the sanction of the Hon'ble NCLT and of such other authorities as may be necessary.

The Unsecured Creditors are requested to consider and, if thought fit, approve with or without modification(s), the following resolutions under Sections 230 to 232 of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the provisions of the Memorandum and Articles of Association of the Company for approval of the aforesaid Scheme.

“RESOLVED THAT pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013, the rules, circulars and notifications made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), subject to the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of Hon’ble jurisdictional National Company Law Tribunal (“NCLT”) and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be deemed appropriate by the Parties to the Scheme, at any time and for any reason whatsoever, or which may otherwise be considered necessary, desirable or as may be prescribed or imposed by the NCLT or by any regulatory or other authorities, while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any other person authorised by it to exercise its powers including the powers conferred by this Resolution), the arrangement embodied in the Scheme of Amalgamation of ASM Digital Engineering Private Limited (formerly known as Semcon India Private Limited) with ASM Technologies Limited and their respective shareholders (“Scheme”), be and is hereby approved;

RESOLVED FURTHER THAT the Board and Ms. Vanishree Anandmurthy Kulkarni, (Authorised representative of the Transferor Company) be and is hereby authorised to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this Resolution and effectively implement the arrangement embodied in the Scheme and to make any modifications or amendments to the Scheme at any time and for any reason whatsoever, and to accept such modifications, amendments,

limitations and/or conditions, if any, which may be required and/or imposed by the NCLT while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise including passing of such accounting entries and /or making such adjustments in the books of accounts as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper.”

TAKE FURTHER NOTICE that in compliance with the provisions of (i) Sections 230, 232 of the Companies Act, 2013; (ii) Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016; and (iii) Secretarial Standards on As per the guidelines/circulars issued by MCA on General Meetings through VC or OAVM, the Transferor Company has provided the facility to vote at the meeting by a show of hands to enable the Unsecured Creditors, to consider and approve the Scheme by way of the aforesaid resolution.

A statement explaining the effect of the Scheme on the Shareholder and Creditors, key managerial personnel, promoters and non-promoter members etc., along with effect of the Arrangement for Merger on any material interests of the Directors of the Company as provided under sub-section 3 of the Section 230 of the Act, the disclosures mentioned in Rule 6 (Compromises, Arrangement and Amalgamation) Rules, 2016 “ Rules”, the Scheme and the other enclosures as indicated in the index are enclosed.

Sd/-

Gokul R

Advocate

Place: Bengaluru

Date: 17th November, 2023

Chairperson appointed by the Tribunal for the Meeting

NOTES:

1. Pursuant to the directions of the Hon'ble National Company Law Tribunal, Bangaluru Bench vide its order dated 27th July, 2023, the Meeting of the unsecured creditors of the Transferor Company is being conducted through video conferencing (“VC”) / other audio visual means (“OAVM”) facility to transact the business set out in the Notice convening this Meeting. The deemed venue for the Meeting shall be the Registered Office of the Company.
2. The Explanatory Statement/Statement pursuant to Sections 230 and 232 read with Section 102 and other applicable provisions of the Companies Act, 2013 (“Act”) and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 in respect of the business set out in the Notice of the Meeting is annexed hereto.
3. Only Unsecured Creditors mentioned in the list submitted to the Hon'ble National Company Law Tribunal, Bangaluru Bench with the first motion application will be entitled to vote in the said meeting. Voting rights of a unsecured creditor shall be in proportion to the outstanding amount due by the Transferor Company.
4. An unsecured creditor entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself. proxies in order to be effective must be deposited at the registered office of the company, duly completed and signed not less than 48 (forty-eight) hours before the meeting. all alterations made in the form of proxy should be initialed.
5. The representative of a body corporate which is an Unsecured Creditor of the Applicant Company may attend and vote at the Unsecured Creditors Meeting provided an authorization letter or such other document authorizing such representative to attend and vote at the Unsecured Creditors meeting is deposited at the registered office of the Company not later than 48 hours before the meeting.
6. The Chairperson along with Scrutinizer ensure that the proxy register is properly maintained and after the conclusion of the meeting the same shall be handed over to the Authorised representative of the Transferor Company Ms. Vanishree Anandmurthy Kulkarni.

7. The Unsecured Creditor (in case such Unsecured Creditor is an individual) or the authorized representative of the Unsecured Creditor (in case such Unsecured Creditor is a body corporate) or the proxy should carry their valid and legible identity proof (i.e., a PAN Card/Aadhaar Card/Passport/Driving License/Voter ID Card).
8. Unsecured Creditor are requested to carefully read the instructions printed on the notice before exercising their vote. Vote once casted cannot be changed subsequently.
9. No route map of the venue of the Meeting is annexed hereto, since this Meeting is being held through VC / OAVM.
10. As this meeting is being held through VC pursuant to the NCLT order and as per the guidelines issued by MCA, physical attendance of Members has been dispensed with and the attendance of the Unsecured creditors attending the Meeting through VC / OAVM shall be reckoned for the purpose of quorum. Quorum for the Meeting shall be in terms of the Tribunal Order i.e., 30% in total value either personally present or through proxy. Additionally unsecured creditors may vote in the meeting either in person or by proxies.
11. As directed by Hon'ble NCLT, the notice, together with the documents accompanying documents mentioned in the Index are sent to all the Unsecured Creditors through the permitted mode (s) i.e. by post or electronic mode.

If so desired, unsecured creditors may obtain a physical copy of the Notice and the accompanying documents, i.e., Scheme and the Statement under Sections 230 and 232 read with Section 102 and other applicable provisions of the Act and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 etc., free of charge at the registered office of the company or at the office of its authorized representative/Company Secretary of ASM Technologies Limited Ms. Vanishree Anandmurthy Kulkarni. A written request in this regard, along with all the details like name, address registered with the company etc.. may be addressed to the authorized representative/Company Secretary of ASM Technologies Limited Ms. Vanishree Anandmurthy Kulkarni at vanishree.kulkarni@asm ltd.com.

12. Pursuant to Rule 7 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, the advertisement of the notice convening the aforesaid meeting will be published in two daily newspapers i.e. in "Financial Express" in English and in "Hosa

Diganta” in Kannada edition, not less than thirty days before the date fixed for the meeting, on the website of the company (if any) and in case of listed companies also on the website of the SEBI and the recognized stock exchange where the securities of the company are listed:

13. All the documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company at RMZ Nxt, Campus 1B, 1st Floor, Mahadevapura Unit 102, Sonnenahalli Village, K R Puram, Bengaluru – 560066 or at the office of its authorized representative/Company Secretary of ASM Technologies Limited Ms. Vanishree Anandmurthy Kulkarni, upto and including 21st December 2023 on all working days between 10.00 AM and 12.00 Noon (except Saturdays, Sundays and public holidays).
14. The Hon'ble National Company Law Tribunal, Bengaluru bench, has appointed Mr. Rajesh Bhat, as the Scrutinizer to scrutinize the voting process in a fair and transparent manner.
15. The Scrutinizer shall, immediately after the conclusion of voting at the meeting, count the votes cast at the meeting in the presence of at least two witnesses not in the employment of the Company.
16. The Scrutinizer will submit his report to the Chairperson after the completion of scrutiny, and the result of the voting will be announced by the Chairperson, on or before The result of voting will be declared within two working days of the conclusion of the Meeting and the same, along with the consolidated Scrutinizer's Report, will be form part of the second motion petition. The result will simultaneously be communicated to all the authorities as may be necessary. The result will also be displayed at the registered office of the Company.
17. Subject to receipt of requisite majority of votes in favour of the Scheme i.e., majority in number representing three-fourth in value (as per Sections 230 to 232 of the Act), the Resolution proposed in the Notice shall be deemed to have been passed on the date of the Meeting (specified in the Notice).
18. Unsecured creditors are requested to carefully read all the Notes set out herein and in particular, instructions for joining the Meeting, manner of casting vote at the Meeting.

PROCEDURE FOR ATTENDING THE MEETING:

1. The meeting is being conducted through Zoom meeting (two way video conferencing).
2. The unsecured creditors may join the meeting clicking on the following link:

Join Zoom Meeting

<https://zoom.us/j/95662766328?pwd=ays0SEN5VE93MjBRaUdtQTRac0Indz09> or Meeting ID: 956 6276 6328 Password: 475624

3. In case any assistance is required for attending the meeting, you may contact Ms. Vanishree Kulkarni. (Mobile No. +91- 8861386904; Email id: Vanishree.kulkarni@asmltd.com).
4. The participants are allowed to pose questions by submitting their questions in advance at the email address of the Company at compliance.officer@asmltd.com on or before 20th December 2023 up to 10:00 A.M.
5. The joining of the meeting shall be kept open 15 minutes prior to the time scheduled for the meeting and shall not be closed till the expiry of 15 minutes after such scheduled time.
6. The unsecured creditors shall vote on the agenda by way of show of hands at the meeting.
7. In case a poll is demanded at the meeting then the members can vote by sending an email at Vanishree.kulkarni@asmltd.com from their registered email address registered with the Company.
8. Unsecured creditors are requested to intimate to the Company's Registered Office, any change in their registered address and notify changes in the email ID, if there is any to which the Company could forward all communications, notices, etc.

Sd/-

Gokul R

Advocate

Place: Bengaluru

Date: 17th November 2023

Chairperson appointed by the Tribunal for the Meeting

**BEFORE THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL
BENGALURU BENCH
C.A. (CAA) NO. 12/BB/2023
IN THE MATTER OF SECTIONS 230 TO 232 AND OTHER APPLICABLE PROVISIONS
OF THE COMPANIES ACT, 2013 AND RULES FRAMED THEREUNDER
AND
IN THE MATTER OF SCHEME OF AMALGAMATION
OF
ASM DIGITAL ENGINEERING PRIVATE LIMITED (FORMERLY KNOWN AS
SEMCON INDIA PRIVATE LIMITED) WITH ASM TECHNOLOGIES LIMITED
AND THEIR RESPECTIVE SHAREHOLDERS**

ASM Digital Engineering Private Limited
(Formerly known as Semcon India Private Limited)
(CIN: U72900KA2006PTC049744)

A company incorporated under the Companies Act, 1956,
having its Registered Office at
RMZ NXT, Campus IB, IST Floor, Mahadevapura Unit 102,
Sonnenahalli Village, K R Puram Hobl Bangalore-560066

... APPLICANT 1/ TRANSFEROR COMPANY

**EXPLANATORY STATEMENT UNDER SECTIONS 230, 232 SECTION 102 AND
OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 READ
WITH RULE 6 OF THE COMPANIES (COMPROMISES, ARRANGEMENTS AND
AMALGAMATIONS) RULES, 2016 TO THE NOTICE CONVENING MEETING OF
UNSECURED CREDITORS OF ASM DIGITAL ENGINEERING PRIVATE
LIMITED PURSUANT TO THE ORDER DATED 27TH JULY, 2023 OF THE
HON'BLE NATIONAL COMPANY LAW TRIBUNAL, BENGALURU BENCH.**

**I. Details of the order of the Tribunal directing the calling, convening and
conducting of the meeting:**

This is the Statement accompanying the Notice convening the meeting of the Unsecured Creditors ("**Creditors**") of the Transferor Company pursuant to the Order dated **27th July, 2023** ("**Order**"), the Bengaluru Bench of the Hon'ble National Company Law Tribunal ("**Hon'ble NCLT**") has directed a Meeting of the Unsecured Creditors ("**Creditors**") of the Transferor Company to be held for the purpose of considering, and if thought fit, approving with or without modification(s), the Scheme of Amalgamation of ASM Digital Engineering Private Limited (formerly known as Semcon India Private Limited) ("Transferor Company") with ASM Technologies Limited ("Transferee Company") and their respective shareholders under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder ("**Scheme of Amalgamation**" or "**Scheme**").

A copy of the Scheme which has been approved by the Board of Directors of the Company and filed with the NCLT is enclosed herewith. The terms/other definitions contained in the Scheme shall also apply to this Explanatory Statement.

II. Details of the Transferor Company

(a) Corporate Identification Number (CIN): U72900KA2006PTC049744

(b) Permanent Account Number (PAN): AACCC8083G

(c) Name of the company; ASM Digital Engineering Private Limited (Formerly known as Semcon India Private Limited)

(d) date of incorporation; March 17, 2006

(e) type of the company (whether public or private or one person company); Private Limited Company, Wholly Owned Subsidiary of ASM Technologies Limited (listed on Bombay Stock Exchange).

(f) registered office address and e-mail address; RMZ NXT, Campus IB, IST Floor, Mahadevapura Unit 102, Sonnenahalli Village, K R Puram Hobl Bangalore-560066

Ph no: + 91 8861386904; E-mail id: Vanishree.kulkarni@asmltd.com

(g) summary of main object as per the memorandum of association; and main business carried on by the company;

1. To carry on in all its branches the business of designing, customization, engineering, developing, prototyping of spares, processes, ideas including inception of projects and products, solutions, software, hardware used in the Aeronautic, Automotive, Ergonomics, electronics, Life Sciences, packaging, industrial and aviations industry and industries engaged in manufacturing and processing of goods and services of every kind and description and to carry on the business of prototypes of models and show-cars, rapid prototyping and tools and prototypes and IT enabled services.

2. To conduct economic, financial and technical research for all products, projects and services connected with the performance organisation and exploitation of the above defined business mentioned in sub-clause (1) above.

(h) details of change of name, registered office and objects of the company during the last five years;

ASM Digital Engineering Private Limited (Formerly known as Semcon India Private Limited) is a company incorporated under the Companies Act, 1956 on March 17, 2006 under the name and style of "Caran Designs India Private Limited". Subsequently, the name of the Transferor Company was changed to Semcon India Private Limited pursuant to a certificate of name change dated March 30, 2009, issued by the Registrar of Companies, National Capital of Territory of Delhi and Haryana. Thereafter, the name of the Transferor Company was changed to ASM Digital Engineering Private Limited pursuant to a certificate of name change dated December 31, 2020, issued by the Registrar of Companies, Bangalore. The Transferor Company is presently having its registered office at RMZ Nxt, Campus IB, Ist Floor, Mahadevapura Unit 102, Sonnenahalli Village, K R Puram Hobl, Bangalore-560066.

(i) name of the stock exchange (s) where securities of the company are listed, if applicable; Transferor Company is not listed on any stock exchange.

(j) details of the capital structure of the company including authorised, issued, subscribed and paid up share capital;

100% share capital of the Transferor Company is beneficially held by the Transferee Company.

The authorised, issued, subscribed and paid-up share capital of the Transferor Company as of November 9, 2022, was as follows:

Particulars	Amount (Rs.)
Authorised Share Capital 40,00,000 Equity Shares of Rs. 10/- each	4,00,00,000
Issued, Subscribed and Paid up Capital 39,99,971 Equity Shares of Rs. 10/- each (100% held by Transferee Company and its nominees)	3,99,99,710

There has been no change in the shareholding pattern of the transferor Company as on date.

(k) names of the promoters and directors along with their addresses:

	Name of the Board of Directors	Address
Transferor Company	Ramesh Radhakrishnan	Villa No. 11, Palm Meadows EXTN, Ramagondanahalli, Whitefield, Bangalore 560066
	Rabindra Srikantan	G06, The Elgin, 11 Hosur Road, Near Baldwin Boys School, Museum Road, Bangalore, Karnataka, 560025
	Vikram Ravindra Mamidipudi	H No-16, Cardmaster road, Arihant Enclave, 205, Akbar Road Tadbund, Tirumalagiri, Secunderabad, Telangana 560009
	Shekar Vishwanathan	Shrothrabhram, No. 110, 6 th Cross, 2 nd Main, RMV 2 nd Stage, SFHS, Bangalore 560094

III. Details of the Transferee Company

(a) Corporate Identification Number (CIN): L85110KA1992PLC013421

(b) Permanent Account Number (PAN); AABCA4362P

(c) Name of the company; ASM Technologies Limited

(d) Date of incorporation; August 10, 1992

(e) Type of the company (whether public or private or one person company); Public Limited Company.

(f) Registered office address and e-mail address; 80/2, Lusanne Court, Richmond Road, Bangalore-560025, Ph no: + 91 8861386904; E-mail id: Vanishree.kulkarni@asmltd.com

(g) summary of main object as per the memorandum of association; and main business carried on by the Transferee company;

1. To Design, Develop, Engineer, Manufacture, Assemble, Test, Sell, Export, Import, alter, repair, transfer license, lease, hire, carry on Research and Develop Products and Services in the areas Engineering Products across various Industry Verticals, Network Related Products encompassing Wi-Fi, Security, WLAN, LAN, Cloud Applications, Software and Hardware Development, Testing and Validation and in the areas of Digital Transformation encompassing Artificial Intelligence, Machine Learning, Internet of Things, Cloud based Applications, Business Analytics and Software working in conjunction with Hardware and Machines and to make, sell, export, to diverse markets in India and other countries.

2. To impart develop, design, improve, export, import, purchase, sell, market, alter or otherwise deal in software and program products of all descriptions and items connected with the products mentioned above.

3. To impart technical, managerial, marketing, financial knowledge, consultancy services and to impart knowledge relating to computers-hardware or software to any person in any manner whatsoever as also transmit, collect, store, process the said knowledge.

4. To acquire any shares, stocks, debentures, debenture stocks, bonds or securities of any kind, participate in syndicates, tenders, purchase, exchange or otherwise and to subscribe for

the same either conditionally or otherwise and to guarantee the subscription thereof, and to act as Growth Fund Company, Financial Services, Portfolio management services, Merchant Banking services Company

(h) details of change of name, registered office and objects of the Transferee company during the last five years;

Transferee Company was incorporated as Public Limited Company on August 10, 1992 under the name and style of Advanced Synergic Microsystems Limited, and subsequently the name of the Company was changed to ASM Technologies Limited pursuant to a certificate of name change dated April 09, 2001 issued by the Registrar of Companies Karnataka, Bangalore.

(i) name of the stock exchange (s) where securities of Transferee company are listed, if applicable; Transferee Company is listed on Bombay Stock Exchange Limited.

(j) details of the capital structure of the Transferee company, including authorised, issued, subscribed and paid up share capital;

Particulars	Amount (Rs.)
Authorised Share Capital 1,50,00,000 Equity Shares of Rs. 10/- each	15,00,00,000
Issued, Subscribed 1,10,00,000 Shares of Rs. 10/- each	11,00,00,000
Paid up Capital 1,09,74,208 shares if Rs. 10/- each (fully paid up) 25,792 shares of Rs. 10/- each (partly paid up Rs. 3/- each)	10,98,19,456

(k) names of the promoters and directors along with their addresses:

The details of Promoters and Promoter Group shareholders of Transferee Company, as at the quarter ended 30th September, 2023, are as follows:

Sl. No.	Name	Address	No. of Equity shares held	Percentage shareholding

			(%)
1.	S Rabindra	G06, The Elgin, 11 Hosur Road, Near Baldwin Boys School, Museum Road, Bangalore, Karnataka, 560025	As attached in Annexure - 7
2.	R Preeti	G06, The Elgin, 11 Hosur Road, Near Baldwin Boys School, Museum Road, Bangalore, Karnataka, 560025	
3.	Nikhil R	G06, The Elgin, 11 Hosur Road, Near Baldwin Boys School, Bangalore North, Museum - Bangalore = 560025	
4.	Akhil Rabindra	G06, The Elgin, 11 Hosur Road, Near Baldwin Boys School, Bangalore North, Museum - Bangalore = 560025	
5.	IDS Systems LLP	No.102 Eden Park Vittal Mallaya Road Bangalore 560001.	

The details of Directors (including Promoter Directors) and Key Managerial Personnel (KMP) of Transferee Company are as follows:

SI. No.	Name of the Directors	Designation in the Company	Address	Shareholding in Transferee Company	Shareholding in Transferee Company as on 30 th September 2023

1)	Muthuswami Lakshminarayan	Director	No. 464, 7th Main, Ngef Layout, Sadanandanagar, Bangalore North, Indiran Agar Bangalore 560038 Ka In	-	-
2)	Shekar Viswanathan	Director	Shrothrabhiram, No. 110, 6 th Cross, 2 nd Main, RMV 2 nd Stage, SFHS, Bangalore 560094	-	-
3)	Rabindra Preethi	Director	G06, The Elgin, 11 Hosur Road, Near Baldwin Boys School, Museum Road, Bangalore, Karnataka, 560025	-	-
4)	Rabindra Srikantan	Managing Director	G06, The Elgin, 11 Hosur Road, Near Baldwin Boys School, Museum Road, Bangalore, Karnataka, 560025	-	-
5)	Ramesh Radhakrishnan	Director	Villa No. 11, Palm Meadows EXTN, Ramagondanahalli, Whitefield, Bangalore 560066	-	-
6)	Vikram Ravindra Mamidipudi	Director	H No-16, Cardmaster road, Arihant Enclave, 205, Akbar Road Tadbund, Tirumalagiri, Secunderabad, Telangana 560009	-	-
7)	Narsingh Lashker Rathod	CFO	No. 813 2 nd A cross 8 th Main 1 st Block HRBR Layout Kalyan Nagar Bengaluru 560043	-	-
8)	Vanishree Anandmurthy Kulkarni	Company Secretary	202 Sonesta Residency 5th Main Malleshpalya New Thipsandra post Bangalore- 560075	-	-

IV. If the scheme of compromise or arrangement relates to more than one company, the fact and details of any relationship subsisting between such companies who are parties to such scheme of compromise or arrangement, including holding, subsidiary or of associate companies;

The Transferor Company is a wholly owned subsidiary of the Transferee Company and no other Companies are part of the Scheme.

V. The date of the board meeting at which the scheme was approved by the board of directors including the name of the directors who voted in favour of the resolution, who voted against the resolution and who did not vote or participate on such resolution;

The Board of Directors of the Transferor Company and the Transferee Company have approved and adopted the Scheme at their respective meeting held on 10th November 2023. All the Directors present at the meeting voted unanimously in favour of the resolution approving the scheme.

VI. Explanatory statement disclosing details of the scheme of compromise or arrangement including:- (Please refer to the Scheme of Amalgamation enclosed herewith for complete details)

(a) parties involved in such compromise or arrangement;

ASM Digital Engineering Private Limited and ASM Technologies Limited

(b) in case of amalgamation or merger, appointed date, effective date, share exchange ratio (if applicable) and other considerations, if any;

The appointed date of the Scheme is 01st April, 2023.

Effective Date of the Scheme of Amalgamation is mentioned in clause 1.6 of the Scheme.

The Transferor Company is the wholly owned subsidiary of the Transferee Company and the entire share capital of Transferor Company is held by the Transferee Company. Thus, there is no share exchange ratio involved in the Scheme of Amalgamation. Upon the Scheme becoming effective, no shares of the Transferee Company shall be allotted in lieu or exchange of the shares of the Transferor Company. Upon the Scheme becoming effective, the entire share capital of the Transferor Company shall be cancelled and extinguished.

(c) summary of valuation report (if applicable) including basis of valuation and fairness opinion of the registered valuer, if any, and the declaration that the valuation report is available for inspection at the registered office of the company.

Transferor Company is wholly owned subsidiary of the Transferee Company and no shares are being issued by the Transferee Company to the Members of the Transferor Company. Thus, in view of the above, valuation report and fairness opinion are not applicable.

(d) details of capital or debt restructuring, if any;

The proposed Scheme of Amalgamation does not involve any compromise or arrangement with the creditors, the rights of the creditors shall not be affected by the Scheme. There will be no reduction in their claims on account of the Scheme.

The scheme doesn't involve any capital or debt restructuring.

(e) Rationale for the compromise or arrangement;

Please refer to clause 2 of the Scheme.

(f) benefits of the compromise or arrangement as perceived by the Board of directors to the company, members, creditors and others (as applicable);

1. The amalgamation will enable the Transferee Company to integrate its business operations and provide impetus to the operations of the Transferee Company. The consolidation of the activities by way of an amalgamation will provide seamless access to the assets (including intangible assets, licenses and intellectual properties) of the Transferor Company, which will lead to synergies of operations, reduction in overheads including administrative, managerial and other expenditure, operational rationalization, organizational efficiency and optimal utilization of resources.

2. The combined entity will have a bigger portfolio of services targeted at a wider array of customers, which will strengthen its competitive position in providing products and services to the customers. This will also enable the Transferee Company to address newer products

and services to its customers and to the Transferor Company' customers and enhance its marketing capabilities.

3. Rationalizing multiple subsidiaries in the group to ensure optimised legal entity structure more aligned with the business by reducing the number of legal entities and reorganising the legal entities in the group structure.

4. Significant reduction in the multiplicity of legal and regulatory compliances required at present to be carried out by the Transferor Company and the Transferee Company.

5. Concentrated effort and focus by the management to grow the business by eliminating duplicative communication and burdensome coordination efforts across multiple entities and countries.

(g) amount due to unsecured creditors.

As per the list submitted to the NCLT with the first motion, The amount due to unsecured creditors of the Transferor Company is Rs. 4,44,38,992/- and the amount due to unsecured creditors of the Transferee Company is Rs. 3,39,05,073/-.

VII. Disclosure about the effect of the compromise or arrangement on:

(a) key managerial personnel and directors;

There will be no change in the Board of Directors or the KMP of the Transferee Company on account of the Scheme of Amalgamation. The Transferor Company shall cease to exist and thus the question of any change in the Directors and KMP of the Transferor Company does not arise. Apart from the above, the Scheme does not affect the material interests of any of the KMP, Promoters, shareholders, creditors, or employees of the Transferor Company or the Transferee Company in any manner.

(c) promoters;

As ASM Technologies Limited is the sole shareholder of the Transferor Company i.e., ASM Digital Engineering Private Limited, and Scheme does not entitle the Promoter/Promoter

Group, related parties of the Promoter/Promoter Group, associates of the Promoter/Promoter Group, subsidiaries of the Promoter/Promoter Group of the Transferee Company to any additional shares. There will be no change in the shareholding of Promoter/Promoter Group of the Transferee Company pursuant to the adoption of the Scheme.

(d) non-promoter members;

As far as the Equity Shareholders of the Transferee Company are concerned, (Promoter shareholders and other non-promoter shareholders), there will be no dilution in their shareholding in the Transferee Company as there will be no issuance of shares by the Transferee Company pursuant to the Scheme.

The rights and interest of the Members of the Transferee Company and the Transferor Company will not be prejudicially affected by the Scheme.

(e) depositors;

The Transferor and the Transferee Company has not accepted any deposits from the public.

(f) creditors;

The rights and interest of the creditors of the Transferee Company and the Transferor Company will not be prejudicially affected by the Scheme.

(g) debenture holders;

Not applicable as there were no debentures issued.

(h) deposit trustee and debenture trustee;

Not applicable as the Transferor and the Transferee Company neither have any deposit trustee nor debenture trustee.

(i) employees of the company;

The services of all staff and employees of the Transferor Company (if any) in service on the Effective Date shall be deemed to have become staff and employees of the Transferee Company with effect from the Appointed Date or the date of joining whichever is later, without any break or interruption in their service and on the basis of continuity of service for the purpose of provident fund or gratuity or otherwise, and the terms and conditions of their employment with the Transferee Company (i.e. cost-to-company basis, in monetary terms) shall not be less favourable than those applicable to them with reference to their employment with the Transferor Company on the Effective Date.

VIII. Disclosure about effect of compromise or arrangement on material interests of directors, Key Managerial Personnel (KMP) and debenture trustee.

As mentioned above.

IX. Investigation or proceedings, if any, pending against the company under the Act.

No investigation proceedings are pending against the Transferor and Transferee Companies respectively under Sections 235 to 251 or any other provisions of the Companies Act, 1956 or Sections 206 to 229 of the Companies Act, 2013.

X. Details of the availability of the following documents for obtaining extract from or for making or obtaining copies of or for inspection by the members and creditors, namely:

(a) latest audited financial statements of the company including consolidated financial statements;

The annual report for the year ended 31st March 2023 of Transferee Company is available on the website of the Transferee Company www.asmltd.com. A copy of the Standalone Audit report and the financial statements, consolidated audited report and the financial statements for the year ended 31st March 2023 of Transferee Company and a copy of the limited review report, unaudited balance sheet, profit and loss account as on September 30, 2023 is attached as Annexure - 2 and Annexure - 3 respectively.

A copy of the Audit report and audited Financial Statements as on March 31, 2023 of the Transferor Company is attached as Annexure - 4.

(b) copy of the order of Tribunal in pursuance of which the meeting is to be convened or has been dispensed with;

The tribunal has dispensed:

1. Convening and holding of the meetings of the Equity Shareholders of the Transferor and Transferee Company;
2. Convening and holding of the meeting of the Secured Creditors of the Transferee Company subject to certain conditions.
3. Convening and holding of the meeting of the Unsecured Creditors of the Transferee Company subject to certain conditions.

The Hon'ble NCLT directed the obtaining of a No Objection Certificate (NOC) from the Sole Secured Creditor of the Transferor Company in lieu of convening and holding meetings with the Secured Creditors of the Transferor Company. The tribunal further directed the convening of the aforementioned meeting

(c) copy of scheme of compromise or arrangement;

The copy of scheme of compromise or arrangement is attached as Annexure – 1.

(d) contracts or agreements material to the compromise or arrangement;

Contracts or agreements material to the compromise or arrangement are not applicable.

(e) the certificate issued by Auditor of the company to the effect that the accounting treatment, if any, proposed in the scheme of compromise or arrangement is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013;

The Auditors of the Company and of the Transferee Company have confirmed that the accounting treatment specified in the Scheme is in conformity with the accounting standards prescribed under Section 133 of the Act.

(f) such other information or documents as the Board or Management believes necessary and relevant for making decision for or against the scheme;

i. The transferor and Transferee Company will jointly file a petition under Sections 230-232 read with other relevant provisions of the Companies Act, 2013 and Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, with the Hon'ble National Company Law Tribunal, Bengaluru Bench, for sanctioning of the Scheme.

ii. Shareholding Pattern

As there is no issue of shares pursuant to the Scheme of Amalgamation, the Pre and Post amalgamation shareholding of the Transferee Company would remain unchanged. The shareholding pattern of the Transferee Company as on 30th September, 2023 is attached here with as Annexure – 7:

Since there is no issue of shares pursuant to the Scheme of Amalgamation, the post amalgamation shareholding of the Transferor Company will stand automatically cancelled and there will be no issue and allotment of Shares. The Pre-amalgamation shareholding of the Transferor Company as on 31st March 2023 is given below:

Sl. No.	Name of the shareholder	No. of shares held	Total Equity Share Capital	% of shares
1.	Rabindra Srikantan	1	10	0.00
2.	ASM Technologies Limited	39,99,99,970	3,99,99,700	100.00

XI. Details of approvals, sanctions or no-objection(s), if any, from regulatory or any other governmental authorities required, received or pending for the proposed scheme of compromise or arrangement.

Scheme solely provides for merger of the businesses of ASM Digital Engineering Private Limited which is a wholly owned subsidiary, with ASM Technologies Limited, its parent company, by way of amalgamation. Therefore, pursuant to paragraph 7 of the Securities and Exchange Board of India (SEBI) Circular bearing no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 (“Circular”) read with regulation 37(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, there is no requirement to obtain a no-objection letter from stock exchanges. Further, the Company has not received any complaint relating to the Scheme.

In addition to the approval of the Hon’ble National Company Law Tribunal, the Company and / or the Transferee Company will obtain such necessary approvals / sanctions / no objection(s) from the regulatory or other governmental authorities in respect of the Scheme in accordance with law, as may be required.

A copy of the Scheme will be simultaneously filed by the Company and Transferee Company with the Registrar of Companies, Bangalore, Karnataka.

XII. A statement to the effect that the persons to whom the notice is sent may vote in the meeting either in person or by proxies, or where applicable, by voting through electronic means.

Please refer to the notes attached to the notice.

XIII. Inspection of Documents

The following documents will be available for inspection by the unsecured creditors without any fee from the date of circulation of this notice up to the date of the meeting i.e., 21st December 2023. Unsecured creditors seeking to inspect such documents may send an email to Vanishree.kulkarni@asm ltd.com:

1. The Standalone Audit report and the financial statements and consolidated audited report and the financial statements for the year ended 31st March 2023 of Transferee Company

2. Copy of the limited review report, unaudited balance sheet, profit and loss account as on September 30, 2023
3. A copy of the Audit report and audited Financial Statements as on March 31, 2023 of the Transferor Company
4. Memorandum and Articles of Association of Transferee Company and Transferor Company;
5. Scheme of Amalgamation;
6. Copy of the Order dated 27th July 2023 passed by NCLT, Bengaluru Bench in C.A. (CAA) No. 12/BB/2023 directing convening the meeting of the Unsecured Creditors of the Transferor Company;
7. Report adopted by the Board of Directors of the Transferee Company and Transferor Company under section 232(2)(c) of the Companies Act, 2013;
8. Copy of the resolutions passed by Board of Directors of Transferor Company and the Board of Directors of the Transferee Company;
9. The certificate dated November 09, 2022 issued by B K Ramadhyan & Co LLP, the Statutory Auditors of the Transferee Company, to the effect that the accounting treatment proposed in the Scheme of Amalgamation is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013.

Based on the above and considering the rationale and benefits, in the opinion of the Board, the Scheme will be of advantage to, beneficial and in the interest of the Company, its equity shareholders, creditors and other stakeholders and the terms thereof are fair and reasonable. The Board of Directors of the Company recommend the Scheme for approval of the unsecured creditors.

The Directors and KMPs, as applicable, of the Company and of the Transferee Company, and their relatives do not have any concern or interest, financially or otherwise, in the Scheme except as equity shareholders in general.

Note: Unsecured Creditors are requested to read the entire text of the Scheme annexed hereto and get fully acquainted with the provisions thereof.

Sd/-

Gokul R

Advocate

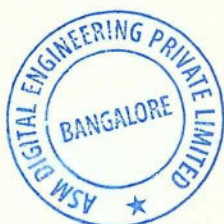
Place: Bengaluru

Date: 17 November 2023

Chairperson appointed by the Tribunal for the Meeting

SCHEME OF AMALGAMATION AND MERGER
OF
ASM DIGITAL ENGINEERING PRIVATE LIMITED (FORMERLY KNOWN AS
SEMCON INDIA PRIVATE LIMITED)
WITH
ASM TECHNOLOGIES LIMITED
AND
THEIR RESPECTIVE SHAREHOLDERS

(Under Sections 230 to 232 of the Companies Act, 2013 and other applicable
provisions of the Companies Act, 2013)



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GENERAL

I. PURPOSE OF SCHEME

ASM Technologies Limited is a publicly listed company in India. With over three decades of experience, ASM has been supporting customers in the areas of Engineering Services, Product R&D and Manufacturing Engineering. ASM has multiple delivery locations in India with a global presence in USA, Singapore, UK, Canada, Japan, Thailand, China and Mexico. ("**Transferee Business**"). This Scheme (defined herein) provides for the merger of the businesses of ASM Digital Engineering Private Limited (Formerly Known as Semcon India Private Limited) with ASM Technologies Limited by way of amalgamation pursuant to Sections 230 to 232 and other relevant provisions of the Companies Act, 2013.

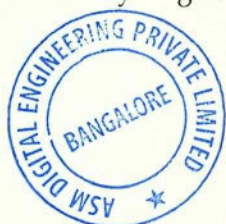
ASM Digital Engineering Private Limited (Formerly Known as Semcon India Private Limited) is a wholly owned subsidiary of ASM Technologies Limited and is an engineering and digital services company that develops products based on human needs and behaviors. We collaborate mainly with companies in the Automotive, Aerospace, Industry and Energy sectors following the most beneficial business model for your company.

We provide engineering services to the entire product development cycle, from strategy and technology development to design and product information to our customers focusing on the quality of delivery. ("**Transferor Businesses**")

II. RATIONALE FOR THE SCHEME

The Board of Directors of ASM Technologies Limited and ASM Digital Engineering Private Limited (Formerly Known as Semcon India Private Limited) believe that the following benefits will accrue, pursuant to the amalgamation of the Transferor Company (defined herein) into the Transferee Company (defined herein):

1. The amalgamation will enable the Transferee Company to integrate its business operations and provide impetus to the operations of the Transferee Company. The consolidation of the activities by way of an amalgamation will provide seamless access to the assets (including intangible assets, licenses and intellectual properties) of the Transferor Company, which will lead to synergies of operations, reduction in overheads including



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administrative, managerial and other expenditure, operational rationalization, organizational efficiency and optimal utilization of resources.

2. The combined entity will have a bigger portfolio of services targeted at a wider array of customers, which will strengthen its competitive position in providing products and services to the customers. This will also enable the Transferee Company to address newer products and services to its customers and to the Transferor Company' customers and enhance its marketing capabilities.
3. Rationalizing multiple subsidiaries in the group to ensure optimised legal entity structure more aligned with the business by reducing the number of legal entities and reorganising the legal entities in the group structure.
4. Significant reduction in the multiplicity of legal and regulatory compliances required at present to be carried out by the Transferor Company and the Transferee Company.
5. Concentrated effort and focus by the management to grow the business by eliminating duplicative communication and burdensome coordination efforts across multiple entities and countries.
6. The banks, creditors and financial institutions, if any, are not adversely affected by the proposed amalgamation as their security is maintained.

In view of the aforesaid, the Board of Directors (defined herein) of the Transferee Company and the Board of Directors of the Transferor Company have considered the Scheme, whereunder the entire Undertakings (defined herein) and business of the Transferor Company would be transferred and vested with and into the Transferee Company pursuant to Sections 230 to 232 and other relevant provisions of the Companies Act, 2013.

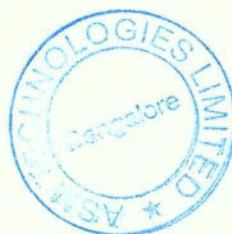
III. PARTS OF THE SCHEME

The Scheme is divided into following parts:

- (i) **Part A** - dealing with definition of the terms used in this Scheme and setting out the share capital of the Transferor Company and the Transferee Company;
- (ii) **Part B** - dealing with the transfer and vesting of the Undertakings (defined herein) of the Transferor Company with and into the Transferee Company;
- (iii) **Part C** - dealing with the consideration for the amalgamation and Increase in



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Authorized Capital of Transferee Company;

- (iv) **Part D** - dealing with the accounting treatment in the books of the Transferee Company;
- (v) **Part E** - dealing with the dissolution of the Transferor Company and the general terms and conditions applicable to this Scheme and other matters consequential and integrally connected thereto.



PART ADEFINITIONS AND SHARE CAPITAL1. DEFINITIONS

In this Scheme, unless repugnant to the context, the following expressions shall have the following meaning:

- 1.1 **"Act"** means the Companies Act, 2013, and rules and regulations made thereunder and shall include any statutory modifications, re-enactment or amendment thereto from time to time.
- 1.2 **"Applicable Law(s)"** means any statute, notification, bye laws, rules, regulations, guidelines, rule or common law, policy, code, directives, ordinance, schemes, notices, orders or instructions law enacted or issued or sanctioned by any Appropriate Authority including any modification or re-enactment thereof for the time being in force.
- 1.3 **"Appointed Date"** means 1st April 2023 or such subsequent date (if any) as may be decided by the Board of Directors of the Transferor Company and the Transferee Company or such date as may be approved by the National Company Law Tribunal at Bengaluru or such other appropriate date as the Appropriate Authority may decide.
- 1.4 **"Board of Directors"** or **"Board"** means the Board of Directors of the Transferor Company or the Board of Directors of the Transferee Company or both, as the case may be, and shall include any duly constituted committee thereof.
- 1.5 **"Effective Date"** means the last of the dates on which the sanctions, approvals, consents, matters or filings referred to in Clause 16 of this Scheme is complied with or obtained or waived, as the case maybe. Reference in the Scheme to "upon the Scheme becoming effective" shall mean the Effective Date.
- 1.6 **"Government Authority"** or **"Appropriate Authority"** means the central government, any applicable State or local government, legislative body, regulatory or administrative authority, agency or commission or any court, tribunal, board, bureau or instrumentality thereof or arbitration or arbitral body having jurisdiction.



- 1.7 "Scheme" or "the Scheme" or "this Scheme" means this Scheme of Amalgamation in its present form, submitted to the National Company Law Tribunal or any other Appropriate Authority in the Relevant Jurisdiction, or with any modification(s) made under Clause 18 of this Scheme, as approved or directed by the National Company Law Tribunal or any other Appropriate Authority.
- 1.8 "ASM Technologies Limited " or "Transferee Company" a Company incorporated under the Companies Act, 1956 having its registered office at 80/2, Lusanne Court, Richmond Road, Bangalore -560025.
- 1.9 "Transferor Company" means ASM Digital Engineering Private Limited (Formerly Known as Semcon India Private Limited) a company incorporated under the Companies Act, 1956 and having its registered office at RMZ NXT, Campus IB, IST Floor, Mahadevapura Unit 102, Sonnenahalli Village, K R Puram Hobl Bangalore- 560066
- 1.10 "Tribunal" means the National Company Law Tribunal.
- 1.11 "Undertaking" shall mean and the entire business and Undertaking of the Transferor Company, including all the debts, liabilities, losses, duties and obligations, including those arising on account of taxation laws and other allied laws, of the Transferor Company of every description and also including, without limitation, all the movable and immovable properties and assets (whether tangible or intangible) of the Transferor Company comprising, amongst others, all investments, receivables, actionable claims, furniture and fixtures, office equipment, telephones, telex, facsimile and other communication facilities and business licenses, permits, deposits, authorisations, approvals, lease, tenancy rights, permissions, incentives, if any, and all other rights, know-how, trade secret, patents, trademark, service mark, other intellectual property rights, registrations, title, interest, contracts including but not limited to contracts entered into with customers, vendors and service providers, consents, approvals and rights and powers of every kind, nature and description whatsoever, privileges, liberties, easements, advantages, benefits and approvals, benefits or agreements, contracts and arrangements, powers, authorities, permits, allotment, approvals, consents, privileges, liberties, advantages, easements and all the right title, interest goodwill, benefit and advantage,



deposits, reserves, provisions, advance, receivables, deposits, funds, cash, bank balances, accounts and all other rights, benefits of all agreements, subsidies, grants, tax credits (including but not limited to credits in respect of income tax, Good Service Tax (GST), Sales tax, value added tax, etc.), software license, intellectual property(ies), domain/websites, etc. in connection with/relating to the Transferor Company and other claims and powers, of whatsoever nature and wheresoever situated belonging to or in the possession of or granted in favour of or enjoyed by the Transferor Company, as on the Appointed Date.

1.12 All terms and words not defined in this Scheme shall, unless repugnant or contrary to the context or meaning thereof, have the same meaning ascribed to them under the Act and other applicable laws, rules, regulations, bye-laws, as the case may be or any statutory modification or re-enactment thereof from time to time.

2. SHARE CAPITAL

2.1 ASM DIGITAL ENGINEERING PRIVATE LIMITED (FORMERLY KNOWN AS SEMCON INDIA PRIVATE LIMITED) (Transferor Company)

The share capital of ASM Digital Engineering Private Limited (Formerly Known as Semcon India Private Limited) as on September 30, 2022 was as follows:

Particulars	Amount (Rs.)
Authorised Share Capital 40,00,000 Equity Shares of Rs. 10/- each	4,00,00,000
Issued, Subscribed and Paid up Capital 39,99,971 Equity Shares of Rs. 10/- each (100% held by Transferee Company and its nominees)	3,99,99,710

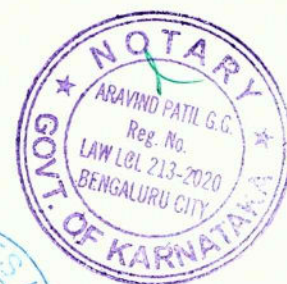
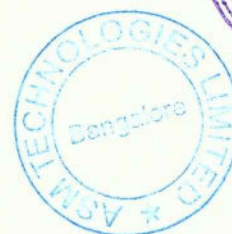
Subsequent to September 30, 2022, there has been no change in the share capital of Transferor Company

2.2 ASM TECHNOLOGIES LIMITED (Transferee Company)

The share capital of ASM Technologies Limited as on September 30, 2022 was as follows:



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Particulars	Amount (Rs.)
Authorised Share Capital 1,50,00,000 Equity Shares of Rs. 10/- each	15,00,00,000
Issued, Subscribed 1,10,00,000 Shares of Rs. 10/- each	11,00,00,000
Paid up Capital 1,00,00,000 shares of Rs. 10/- each (fully paid up) 10,00,000 shares of Rs. 10 each (partly paid up Rs. 3/- each)	10,30,00,000

The equity shares of the Transferee Company are listed on BSE Limited

3. **DATE OF TAKING EFFECT AND OPERATIVE DATE**

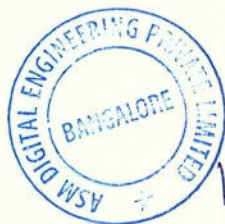
The Scheme set-out herein in its present form or with any modification(s) approved or imposed or directed by the National Company Law Tribunal or any other Appropriate Authority shall take effect from the Appointed Date and shall be operative from the Effective Date.

PART B

TRANSFER AND VESTING OF UNDERTAKING OF THE TRANSFEROR COMPANY INTO THE TRANSFEREE COMPANY

4. **TRANSFER AND VESTING OF UNDERTAKING**

- 4.1 Subject to the provisions of this Scheme as specified hereinafter and with effect from the Appointed Date, the entire business and Undertaking of the Transferor Company, including all the debts, liabilities, losses, duties and obligations, including those arising on account of taxation laws and other allied laws, of the Transferor Company of every description and also including, without limitation, all the movable and immovable properties and assets (whether tangible or intangible) of the Transferor Company comprising, amongst others, all investments, receivables, actionable claims, furniture and fixtures, office equipment, telephones, telex, facsimile and other communication facilities and business licenses, permits, deposits, authorisations, approvals, lease, tenancy rights, permissions, incentives, if any, and all other rights, know-how, trade secret, patents, trademark, service mark, other intellectual property rights, registrations, title, interest, contracts including but not limited to contracts entered into with customers, vendors and service providers, consents,

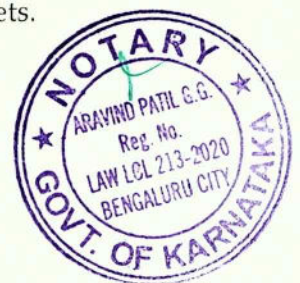


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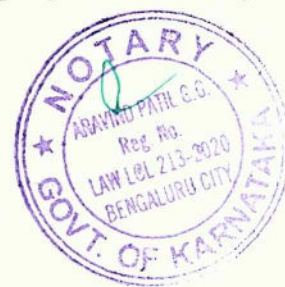


approvals and rights and powers of every kind, nature and description whatsoever, privileges, liberties, easements, advantages, benefits and approvals, benefits or agreements, contracts and arrangements, powers, authorities, permits, allotment, approvals, consents, privileges, liberties, advantages, easements and all the right title, interest goodwill, benefit and advantage, deposits, reserves, provisions, advance, receivables, deposits, funds, cash, bank balances, accounts and all other rights, benefits of all agreements, subsidies, grants, tax credits (including but not limited to credits in respect of income tax, Good Service Tax (GST), Sales tax, value added tax, etc.) software license, intellectual property(ies), domain/websites, etc. in connection with/relating to the Transferor Company and other claims and powers, of whatsoever nature and wheresoever situated belonging to or in the possession of or granted in favour of or enjoyed by the Transferor Company, shall, under the provisions of Sections 230 to 232 of the Act and pursuant to the order of the National Company Law Tribunal sanctioning this Scheme and without further act, instrument or deed, but subject to the charges affecting the same as on the Effective Date, be transferred and/or deemed to be transferred to and vested in the Transferee Company, so as to become the properties, assets, rights, business and Undertaking of the Transferee Company.

- 4.2 Without prejudice to the generality of Clause 4.1 above, in respect of the assets of the Transferor Company, including cash and bank balances, as are movable in nature or are otherwise capable of transfer by manual delivery, by paying over or by endorsement and delivery or otherwise, the same shall be so transferred by the Transferor Company to the Transferee Company, without requiring any deed or instrument of conveyance for the same and shall become the property of the Transferee Company as an integral part of the assets of the Transferee Company, with effect from the Appointed Date.
- 4.3 Without prejudice to the generality of Clause 4.1 above, with effect from the Appointed Date, all debts, liabilities, duties and obligations of the Transferor Company as on the Appointed Date whether provided for or not in the books of account of the Transferor Company and all other liabilities which may accrue or arise after the Appointed Date but which relate to the period on or up to the day of the Appointed Date, shall be the debts, liabilities, duties and obligations of the Transferee Company including any encumbrance on the assets of the Transferor Company or on any income earned from those assets.



- 4.4 With effect from the Appointed Date, all inter-party transactions between the Transferor Company and the Transferee Company shall be considered as intra-party transactions for all purposes from the Appointed Date.
- 4.5 Loans, advances and other obligations (including any guarantees, letters of credit, letters of comfort or any other instrument or arrangement which may give rise to a contingent liability in whatever form), if any, due or which may at any time in future become due between the Transferor Company and the Transferee Company shall, *ipso facto*, stand discharged and come to an end and there shall be no liability in that behalf on any party and appropriate effect shall be given in the books of accounts and records of the Transferee Company. It is hereby clarified that there will be no accrual of interest or other charges in respect of any inter-company loans, advances and other obligations with effect from the Appointed Date.
- 4.6 All existing securities, mortgages, charges, liens or other encumbrances, if any, as on the Appointed Date and created by the Transferor Company after the Appointed Date, over the properties and other assets comprised in the Undertaking transferred to the Transferee Company by virtue of this Scheme and in so far as such securities, mortgages, charges, liens or other encumbrances secure or relate to liabilities of the Transferor Company, the same shall, after the Effective Date, continue to relate and attach to such assets or any part thereof to which they are related or attached prior to the Effective Date and as are transferred to the Transferee Company, and such securities, mortgages, charges, liens or encumbrances shall not relate or attach to any other assets of the Transferee Company, provided however that no encumbrances shall have been created by the Transferor Company over its assets after the date of filing of the Scheme, without the prior written consent of the Board of Directors of the Transferee Company, except for those done in the normal course of business.
- 4.7 All existing encumbrances over the properties and other assets of the Transferee Company or any part thereof which relate to the liabilities and obligations of the Transferee Company prior to the Effective Date shall continue to relate only to such assets and properties and shall not extend or attach to any of the assets and properties of the Transferor Company transferred to and vested in the Transferee Company by virtue of this Scheme.
- 4.8 It is expressly provided that, save as herein provided, no other term or condition of the liabilities transferred to the Transferee Company is modified by



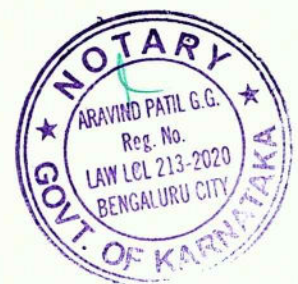
virtue of this Scheme except to the extent that such amendment is required statutorily or by necessary implication.

- 4.9 With effect from the Appointed Date, all statutory licences, permissions, approvals or consents to carry on the operations of the Transferor Company shall stand vested in or transferred to the Transferee Company without any further act or deed and shall be appropriately mutated by the statutory authorities concerned in favour of the Transferee Company upon the vesting and transfer of the undertaking of the Transferor Company pursuant to this Scheme. The benefit of all statutory and regulatory permissions, licenses, environmental approvals and consents or other licenses and consents shall vest in and become available to the Transferee Company pursuant to this Scheme.
- 4.10 The amalgamation of the Transferor Company with the Transferee Company, pursuant to and in accordance with this Scheme, shall take place with effect from the Appointed Date and shall be in accordance with Section 2(1B) of the Income-tax Act, 1961.

5. **STAFF, EMPLOYEES & DIRECTORS**

On the Scheme becoming effective, all staff and employees of the Transferor Company (if any) in service on the Effective Date shall be deemed to have become staff and employees of the Transferee Company with effect from the Appointed Date or the date of joining whichever is later, without any break or interruption in their service and on the basis of continuity of service for the purpose of provident fund or gratuity or otherwise, and the terms and conditions of their employment with the Transferee Company (i.e. cost-to-company basis, in monetary terms) shall not be less favourable than those applicable to them with reference to their employment with the Transferor Company on the Effective Date.

It is expressly provided that, on the Scheme becoming effective, the provident fund, gratuity fund, superannuation fund or any other special fund or trusts, if any, created or existing for the benefit of the staff, workmen and employees of Transferor Company shall become trusts / funds of the Transferee Company for all purposes whatsoever in relation to the administration or operation of such fund or funds or in relation to the obligation to make contributions to the said fund or funds in accordance with the provisions thereof as per the terms provided in the respective trust deeds, if any, to the end and intent that all



rights, duties, powers and obligations of Transferor Company in relation to such fund or funds shall become those of the Transferee Company. It is clarified that, for the purpose of the said Fund or Funds, the services of the staff, workmen and employees of the Transferor Company will be treated as having been continuous with the Transferee Company from the date of employment as reflected in the records of Transferor Company.

On the Scheme becoming effective, the directors of the Transferor Company shall not be entitled to any directorship in the Transferee Company by virtue of the provisions of this Scheme.

6. LEGAL PROCEEDINGS

If any suit, appeal or other proceeding of whatever nature by or against the Transferor Company are pending, including those arising on account of taxation laws and other allied laws, the same shall not abate or be discontinued or in any way be prejudicially affected by reason of the arrangement by anything contained in this Scheme, but the said suit, appeal or other legal proceedings may be continued, prosecuted and enforced by or against the Transferee Company, in the same manner and to the same extent as it would or might have been continued, prosecuted and enforced by or against the Transferor Company, as if this Scheme had not been made.

In case of any litigations, suits, recovery proceedings which are to be initiated or may be initiated against the Transferor Company after the Appointed Date, the Transferee Company shall be made party thereto and any payment and expenses made thereto shall be the liability of the Transferee Company. The Transferee Company undertakes to continue to abide by the agreement/settlement if any entered into by the Transferor Company with any of its employees, which is in force as on the Effective Date.

7. CONTRACTS, DEEDS, ETC., AND POWER TO GIVE EFFECT TO THIS PART



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- 7.1 Subject to the other provisions of this Scheme, all contracts, deeds, agreements, licences, permits, registrations, approvals and other instruments, if any, of whatsoever nature to which the Transferor Company is a party and subsisting or having effect on the Effective Date, shall be in full force and effect against or in favour of the Transferee Company, as the case may be, and may be enforced by or against the Transferee Company as fully and effectually as if, instead of the Transferor Company, the Transferee Company had been a party thereto, notwithstanding the terms contained in such contracts, deeds, bonds, agreements, licences, permits, registrations, approvals and other instruments.
- 7.2 The Transferee Company shall enter into and/or issue and/or execute deeds, writings or confirmations or enter into any tripartite arrangements, confirmations or novation, to which the Transferor Company will, if necessary, also be party in order to give formal effect to the provisions of this Scheme, if so required. Further, the Transferee Company shall be deemed to be authorised to execute any such deeds, writings or confirmations on behalf of the Transferor Company and to implement or carry out all formalities required on the part of the Transferor Company to give effect to the provisions of this Scheme.

8. **TREATMENT OF TAXES PAID BY THE TRANSFEROR COMPANY**

All taxes, levies, cess, etc. (whether direct or indirect) that might have been paid by the Transferor Company (whether before or after the Appointed Date) during the period when the merger has not become effective for any tax liability that arises after the Appointed Date shall be deemed to be tax paid by the Transferee Company and credit in respect thereof shall be given to the Transferee Company accordingly.

9. **TREATMENT OF SCHEME FOR THE PURPOSES OF INCOME TAX ACT, 1961**

- 9.1 This Scheme has been drawn up to comply and come within the definition and conditions relating to "Amalgamation" as specified under Section 2(1B), Section 47 and such other provisions, as may be applicable, of the Income Tax Act, 1961.



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- 9.2 If any terms or provisions of the Scheme are found or interpreted to be inconsistent with the provisions of the said section of the Income Tax Act, 1961, at a later date, including resulting from an amendment of any Applicable Law(s) or for any other reason whatsoever, the Scheme shall stand modified/amended to the extent determined necessary to comply and come within the definition and conditions relating to "Amalgamation" as specified in the Income Tax Act, 1961. In such an event, the clauses which are inconsistent shall be read down or if the need arises be deemed to be deleted and such modification/reading down or deemed deletion shall however not affect the other parts of the Scheme.
- 9.3 Any refund under the tax laws received by or due to the Transferor Company consequent any assessments made on the Transferor Company subsequent to the Appointed Date pertaining to the business transferred and for which no credit is taken in the accounts as on the date immediately preceding the Appointed Date shall also belong to and be received by the Transferee Company.

PART C

CONSIDERATION FOR AMALGAMATION AND INCREASE IN AUTHORIZED CAPITAL OF TRANSFEEE COMPANY

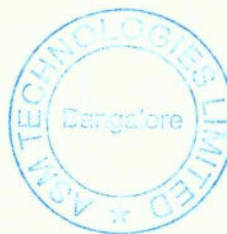
10. CONSIDERATION FOR AMALGAMATION

The Transferor Company is a wholly owned subsidiary of the Transferee Company. The entire share capital of the Transferor Company is held by the Transferee Company. Hence, upon the Scheme becoming effective, no shares of the Transferee Company shall be allotted in lieu or exchange of the shares of the Transferor Company. Upon the Scheme becoming effective, the entire share capital of the Transferor Company shall be cancelled and extinguished. The investments in the shares of the Transferor Company, appearing in the books of account of Transferee Company shall, without any further act or deed, stand cancelled. The Transferee Company will carry on the businesses of the Transferor Company along with business of the Transferee with reasonable diligence and business prudence to ensure that the interests of the stakeholders of the businesses of the Transferor Company are protected and enhanced.

11. INCREASE IN AUTHORIZED CAPITAL OF TRANSFEEE COMPANY



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Upon the Scheme becoming effective, the authorized share capital of the Transferor Company shall stand combined with and be deemed to be added to the authorized share capital of the Transferee Company. Filing fees and stamp duty, if any, paid by Transferor Company on its authorized share capital, as applicable, shall be deemed to have been so paid by the Transferee Company on the combined authorized share capital and accordingly, the Transferee Company shall not be required to pay any fee/stamp duty for its increased authorized share capital.

Consequently, existing clause 5 of the Memorandum of Association of the Transferee Company shall, without any further act, instrument or deed, be and stand altered, modified and amended pursuant to Sections 61 to 64 and other applicable provisions of the Companies Act, 2013 by substituting the existing Clause with the following:

"The Authorised Share Capital of the Company is Rs. 19,00,00,000/- (Rupees Nineteen Crore) divided into 1,90,00,000/- (One Crore and Ninety Lakh) equity shares of Rs. 10/- (Rupees 10) each."

The approval of the Scheme by the shareholders of the Transferee Company under Sections 230 to 232 of the Act, shall be deemed to have the approval under Section 13, 61 and other applicable provisions of the Act and any other consents and approvals also required in this regard.

PART D

ACCOUNTING TREATMENT IN THE BOOKS OF THE TRANSFEEE COMPANY

12. A. ACCOUNTING TREATMENT IN THE BOOKS OF THE TRANSFEEE COMPANY

- 12.1 Amalgamation of the Transferor Company with the Transferee Company shall be accounted in the books of the Transferee Company for by way of as per "Pooling of Interests Method" under Appendix C of Ind-AS 103 (Accounting for Business Combinations) and any other relevant Indian Accounting Standard prescribed under Section 133 of the Companies Act, 2013.



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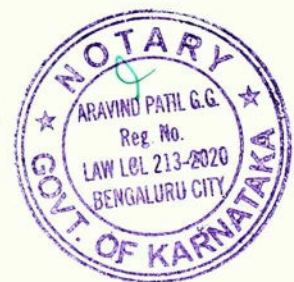
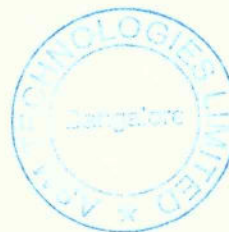


- 12.2 All the assets and liabilities of Transferor Company shall be recorded in the financial statements of the Transferee Company at the carrying value as appearing in the financial statements of the Transferor Company in accordance with Para 9 of Appendix C of Ind AS 103.
- 12.3 The identity of the reserves pertaining to the Transferor Companies, shall be preserved and shall appear in the merged financial statements of Transferee Company in the same form in which they appeared in the financial statements of the Transferor Company and it shall be aggregated with the corresponding balance appearing in the financial statements of Transferee Company, in accordance with Appendix C of Ind AS 103.
- 12.4 The investments in shares of the Transferor Company, as appearing, inter alia, in the books of the Transferee Company shall stand cancelled.
- 12.5 To the extent that there are inter-company loans, deposits, obligations, balances or other outstanding including any interest thereon, as between the Transferor Company and the Transferee Company as the case may be, the obligations in respect thereof shall come to an end and there shall be no liability in that behalf and corresponding effect shall be given in the books of account and records of the Transferee Company for the reduction of such assets or liabilities as the case may be.
- 12.6 Comparative accounting period presented in the financial statements of the Transferee Company shall be restated for the accounting impact of the merger, as if the merger had occurred from the date of share transfer which represents the date from which the Transferor Company and the Transferee Company are under common control, in the financial statements in accordance with Appendix C of the Indian Accounting Standard, Ind AS 103, 'Business Combinations'
- 12.7 In case of any differences in accounting policy between Transferor Company and Transferee Company the accounting policies followed by Transferee will prevail and the difference shall be adjusted in Retained Earnings of Transferee Company, to ensure that the financial statements of Transferee Company reflect the financial position on the basis of consistent accounting policy.

B. REDUCTION OF SECURITIES PREMIUM ACCOUNT



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12.8 Immediately upon the Scheme becoming effective and with effect from the Appointed Date:

12.8.1 The debit balance in the capital reserve, if any, arising pursuant to the amalgamation of the Transferor Company with the Transferee Company on the Appointed Date, pursuant to accounting treatment as contemplated under clause 12 A, herein above, shall be set-off against the resulting Securities Premium Account (as adjusted after recording of balance in Securities Premium account of the Transferor Company pursuant to accounting treatment as referred to in Clause 12 A above).

12.8.2 The reduction of the debit balance in the capital reserve against the amounts held in the Securities Premium Account as set out in *this Clause 12B herein above does not involve the reduction of the issued, subscribed and paid-up share capital of the Transferee Company. Further, the reduction does not envisage the transfer or vesting of any of the properties and/or liabilities of the Transferee Company to any person.*

12.8.3 The reduction in the Securities Premium Account (as an integral part of the Scheme) in accordance with this Clause 12 B is in accordance with the provisions of Section 230 to 232 read with Section 52 of the Act, *as the same does not result in the extinguishment or diminution of any liability in respect of the unpaid share capital of the Transferee Company or payment to any shareholder of any paid-up share capital of the Transferee Company* and the order of the NCLT sanctioning the Scheme shall be deemed to be an order under Section 230 of the Act confirming such reduction of share capital of the Transferee Company. The reduction in the Securities Premium Account in the manner contemplated in this Scheme would not have any impact on the shareholding pattern of the Transferee Company nor would it have any adverse impact on the creditors or employees of the Transferee Company. The order of the NCLT sanctioning this Scheme shall also be deemed to be an order passed under Sections 66, 52 and other applicable provisions of the Act for the purpose of confirming the reduction.

12.8.4 Notwithstanding the reduction in the Securities Premium Account, the Transferee Company shall not be required to add 'And Reduced' as a suffix to its name. The reduction in the Securities Premium Account shall be effected as an integral part of the Scheme and in accordance with the applicable provisions of the Act without any further act or deed on the part of the Transferee Company.



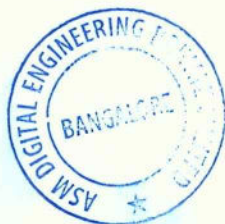
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PART EDISSOLUTION OF THE TRANSFEROR COMPANY AND THE GENERAL TERMS AND CONDITIONS APPLICABLE TO THIS SCHEME AND OTHER MATTERS CONSEQUENTIAL AND INTEGRALLY CONNECTED THERETO13. TRANSACTIONS BETWEEN THE APPOINTED DATE AND THE EFFECTIVE DATE (IF APPLICABLE)

During the period from the Appointed Date to the Effective Date:

- 13.1 The Transferor Company shall carry on and be deemed to have carried on their business and activities and shall be deemed to have held and stood possessed of and shall hold and stand possessed of its business and Undertaking for and on account of and in trust for the Transferee Company;
- 13.2 The Transferor Company shall carry on their business and activities in the ordinary course of business with reasonable diligence and business prudence;
- 13.3 All the profits or income accruing or arising to the Transferor Company or expenditure or losses incurred or arising to the Transferor Company, shall for all purposes be treated and deemed to be and accrue as the profits or income or expenditure or losses (as the case may be) of the Transferee Company; and
- 13.4 The Transferee Company shall be entitled, pending the sanction of the Scheme, to apply to the Government Authorities concerned, as are necessary under any law for such consents, approvals and sanctions which the Transferee Company may require to carry on the business of the Transferor Company.
- 13.5 The Transferor Company shall carry on their business, operations or activities with reasonable diligence and business prudence and in the same manner as they had been doing hitherto and shall not venture into/expand any new businesses, alienate, charge, mortgage, encumber or otherwise deal with the assets or any part thereof except in the ordinary course of business, without the prior consent of the Transferee Company.
- 13.6 The Transferee Company and the Transferor Company shall also be entitled to make an application for amending, cancelling or obtaining fresh registrations, as the case may be, under all applicable laws and legislations. The Transferee Company and the Transferor Company would be entitled to make an application for amending licenses/ authorisations.



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14. SAVING OF CONCLUDED TRANSACTIONS

Subject to the terms of this Scheme, the transfer and vesting of the Undertaking of the Transferor Company under Clause 4 of this Scheme shall not affect any transactions or proceedings already concluded by the Transferor Company on or before the Appointed Date or concluded between the Appointed Date and the Effective Date (both days inclusive), to the end and intent that the Transferee Company accepts and adopts all acts, deeds and things made, done and executed by the Transferor Company as acts, deeds and things made, done and executed by or on behalf of the Transferee Company.

15. DISSOLUTION OF THE TRANSFEROR COMPANY

On the Scheme becoming effective, the Transferor Company shall stand dissolved without being wound up and without any further act or deed on the part of the Transferor Company.

16. CONDITIONALITY OF THE SCHEME

This Scheme is and shall be conditional upon and subject to:

- (i) The requisite consent, approval or permission of any Appropriate Authority(ies) which by law may be necessary for the implementation of this Scheme;
- (ii) The approval by the requisite majority of the shareholders and/or creditors (as may be required and/or to the extent not dispensed with by the Appropriate Authority(ies)) of the Transferor Company and the Transferee Company, as required under Applicable Law(s).
- (iii) Approval by the National Company Law Tribunal.
- (iv) The certified copy of the order of the National Company Law Tribunal sanctioning the Scheme being filed with the Registrar of Companies by the Transferee Company and the Transferor Company.
- (v) Compliance by the Transferor Company and Transferee Company of all the necessary and applicable provisions of its Applicable Law.
- (vi) Compliance with such other conditions as may be imposed by the Hon'ble National Company Law Tribunal or other Government Authority.



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17. APPLICATION TO THE NATIONAL COMPANY LAW TRIBUNAL

The Transferee Company and the Transferor Company shall, with all reasonable despatch, make and file applications/petitions jointly under Section 230 to 232 and other applicable provisions of the Act to the National Company Law Tribunal, within whose jurisdiction the registered office of the Transferee Company is situated, for sanctioning the Scheme.

18. MODIFICATION OR AMENDMENTS TO THE SCHEME

The Transferee Company and the Transferor Company by their respective Board of Directors, or any person(s) or committee authorised/appointed by them, may carry out or assent to any modifications/amendments to the Scheme or to any conditions or limitations that the National Company Law Tribunal and/or the Reserve Bank of India and/or Securities and Exchange Board of India or any other Government Authority may deem fit to direct or impose or which may otherwise be considered necessary, desirable or appropriate by them (i.e., the Board of Directors or the person(s)/ committee). The Transferee Company and the Transferor Company by their respective Board of Directors or any person(s) or committee authorised or appointed by them, shall be authorised to take all such steps as may be necessary, desirable or proper to resolve any doubts, difficulties or questions whether by reason of any directive or orders of any Government Authority or otherwise howsoever arising out of or under or by virtue of the Scheme and/or any matter concerned or connected therewith. The Transferee Company and the Transferor Company shall be at liberty to withdraw from this Scheme, in case of any condition or alteration imposed by the National Company Law Tribunal or any other authority. In case of any provisions that is inconsistent with the Reserve Bank of India Regulations, the scheme shall stand amended to that extent.

19. EFFECT OF NON-RECEIPT OF APPROVALS

In the event any of the approvals or conditions enumerated in the Scheme not being obtained or complied with, or for any other reason, the Scheme cannot be implemented, the Board of Directors of the Transferee Company and the Transferor Company shall by mutual agreement waive such conditions as they consider appropriate to give effect, as far as possible, to this Scheme and failing such mutual agreement, or in case the Scheme is not sanctioned by the National



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Company Law Tribunal, the Scheme shall become null and void and each party shall bear and pay their respective costs, charges and expenses in connection with the Scheme.

20. COSTS, CHARGES AND EXPENSES

All costs, charges, taxes including duties, levies and all other expenses, if any (save as expressly otherwise agreed) of the Transferor Company and the Transferee Company arising out of or incurred in connection with and implementing this Scheme and matters incidental thereto shall be borne by the Transferee Company.

21. MISCELLANEOUS

In case any doubt or difference or issue shall arise among the Transferor Company and the Transferee Company or any of their shareholders, creditors, employees and/or persons entitled to or claiming any right to any shares in the Transferor Company or the Transferee Company, as to the construction of this Scheme or as to any account, valuation or apportionment to be taken or made in connection herewith or as to any other aspects contained in or relating to or arising out of this Scheme, the same shall be amicably settled between the Board of Directors of the Transferor Company and the Transferee Company and the decision arrived at therein shall be final and binding on all concerned. If any part of this Scheme hereof is invalid, ruled illegal by any National Company Law Tribunal of competent jurisdiction, or unenforceable under present or future laws, then it is the intention of the Transferor Company and the Transferee Company that such part shall be severable from the remainder of the Scheme, and the Scheme shall not be affected thereby, unless the deletion of such part shall cause this Scheme to become materially adverse to any party to the Scheme, in which case the parties to the Scheme shall attempt to bring about a modification in the Scheme, as will best preserve for the parties to the Scheme, the benefits and obligations of the Scheme.



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INDEPENDENT AUDITOR'S REPORT

To the Members of ASM Technologies Limited

Report on Audit of the Standalone Financial Statements

Opinion:

We have audited the standalone Ind AS Financial Statements of ASM Technologies Limited (“the Company”) which comprise of balance sheet as at March 31, 2023, the statement of profit & loss, statement of changes in equity and the cashflow statement for the year then ended, notes to Ind AS financial statements including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Companies Act, 2013 (“the Act”) in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 as amended (“Ind AS”) and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, profits, changes in equity and its cash flows for the year ended on that date.

Basis of Opinion:

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013 (“the Act”). Our responsibilities under those Standards are further described in the Auditor’s Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Ind AS financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters:

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key audit matters	How our audit addressed the key audit matter
Adoption of Ind AS 115 - Revenue from Contract with Customers as described in note 2.2 (i) and note 17 of the financial statements:	Adoption of Ind AS 115 - Revenue from Contract with Customers as described in note 2.2 (i) and note 17 of the financial statements:
The Company has accounted revenue as per Ind AS 115 - Revenue from Contracts with Customers. Application of Ind AS 115, including selection of transition method involves significant judgment in determining when ‘control’ of the goods or services underlying the performance obligation is transferred to the customer. As the revenue recognition, due to the significance of the balance to the financial statements as a whole, we regard this as a key audit matter.	As part of our audit procedures, our procedures included the following: <ul style="list-style-type: none">- We have read the accounting policy for revenue recognition and assessed compliance of the policy in terms of principles enunciated under Ind AS 115.- We obtained and understood the revenue recognition process including determination of point of transfer of control and completion of performance obligation.- We performed test of details, on a sample basis, and examined the underlying customer contracts.- We examined the disclosures made by management in compliance with the requirements of Ind AS 115. Conclusion: Our procedures did not identify any material exceptions.

Other Information, [such as “Information Other than the Financial Statements and Auditor’s Report Thereon”]:

The Company’s Board of Directors is responsible for the other information. The other information comprises the board report but does not include the financial statements and our auditor’s report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

Management’s Responsibility for Standalone Ind AS Financial Statements:

The Company’s Board of Directors is responsible for the matters stated in section 134(5) of the Act, with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of 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 statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company’s ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company’s financial reporting process.

Auditor’s Responsibilities for the Audit of the Financial Statements:

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor’s report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgement and maintain professional scepticism through the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management’s use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Company to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor’s report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor’s report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements:

1. As required by the Companies (Auditor’s Report) Order, 2020 (“the Order”), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure – A, 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, statement of changes in equity 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 as amended from time to time.
 - e) On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on that date from being appointed as a director in terms of Section 164 (2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “Annexure - B”.
 - g) With respect to the other matters to be included in the Auditor’s Report in accordance with requirement of Section 197 (16) of the Act, as amended:

In our opinion and according to the information and explanation given to us, the remuneration paid during the current year by the Company is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director/ manager by the Company, is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.

- h) 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:

- i) The Company has disclosed its pending litigations which would impact its financial position in Note 30 of the Standalone Ind AS financial statements.
- ii) The Company did not have any long-term contracts as required under the applicable law or accounting standards, and also not entered into any derivative contracts, accordingly no provision is required to be made in respect of material foreseeable losses.
- iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- iv)
 - a. The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries
 - b. The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries
 - c. Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement
- v. The final dividend paid by the Company during the year declared which was proposed in the previous year is in accordance with section 123 of the Act.
 - a) The interim dividends declared by the Board of Directors and paid by the Company during the year is in accordance with section 123 of the Act.
 - b) As per note 40 ii) of the financial statements, the Board of Directors has proposed a final dividend which is subject to approval by the members of the Company in ensuing annual general meeting.
- vi. As per proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.

From B. K. RAMADHYANI & CO LLP
Chartered Accountants
Firm Registration No. 002878S/S200021

(CA C R Deepak)
Partner
Membership No. 215398
UDIN: 23215398BGYCKQ8964

Place: Bangalore
Date: May 30, 2023

ANNEXURE-A

REFERRED TO IN PARAGRAPH 1 UNDER THE HEADING “REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS” OF OUR REPORT TO THE MEMBERS OF ASM TECHNOLOGIES LIMITED.

1.
 - a)
 - i) The Company has maintained proper records showing full particulars including quantitative details. However, it is in the process of updating details of location/ situation of Property, Plant & Equipment (“PPE”).
 - ii) The Company has maintained records showing full particulars of intangible assets with its current location.
 - c) Management has informed us that it is in the process of carrying out physical verification of PPE. Management has informed us that adjustments will be made to the books and records upon their completion.
 - d) According to the information and explanation given to us by the Company, title deed of all immovable properties are held in the name of the Company.
 - e) Based on the information and explanation given to us by the Company, it has not revalued any of its PPE or intangible assets.
 - f) Based on the information and explanation given to us by the Company, there are no proceedings initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder.
2.
 - a) The Company doesn't have any inventories during the year, hence clause 3(ii)(a) of the Order is not applicable.
 - b) Based on the information and explanation furnished us by the Company, the Company has been sanctioned working capital limits in excess of Rs. Five crores in aggregate during the year. Differences in respect of statements filed by the company with the banks are reported in note 16(i)(d) of the financial statements.
3. The Company has made investments in companies, limited liability partnerships and granted unsecured loans to its subsidiaries.
 - a) According to the information and explanation furnished to us and based on the Company has furnished guarantee and given an unsecured loan to its subsidiaries the details are as under:

Particulars	Guarantees	Loans
Aggregate amount granted / provided during the year to its Subsidiaries	Rs38.32 million	Rs.259.76 million
Balance outstanding as at the balance sheet date	Rs. 156.96 million	Rs.185.79 million

- b) The Company has not made any investments, given guarantees or securities which are prejudicial to the interest of the Company. Accordingly, provisions of clause 3 (iii)(b) is not applicable.
- c) In respect of loans granted by the Company, the schedule of repayment of principal and payment of interest has been stipulated and the repayments of principal amount and interest are overdue was Rs.12.32 million and Rs.2.21 million respectively as on the balance sheet date.

- d) Loan given to its foreign subsidiary has fallen due during the year including interest amounting to Rs.14.53 million. However, the board of directors of the Company has approved to convert the said loan into equity share capital of the said company pending approval from the authorised dealer of the Company said amount is outstanding as on the balance sheet date.
- e) The Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment during the year. Hence, reporting under clause 3(iii)(f) is not applicable.
4. Based on the information and explanations given to us, the Company has complied with the provisions of sections 185 and 186 in respect of loans granted, investments made and guarantees provided.
5. The Company has not accepted any deposits as applicable under the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other provisions of the Act and rules framed under. Accordingly, the provisions of clause 3(v) of the said Order are not applicable.
6. To the best of our knowledge and explanations given to us, the Central Government has not prescribed the maintenance of cost records under sub-section (1) of section 148 of the Act as the Company is not engaged in any manufacture of the goods. Accordingly, the provisions of clause 3(vi) of the said Order are not applicable.
7. a) According to the records of the Company, the Company is generally regular in depositing undisputed statutory dues including provident fund, Goods and Service Tax and any other statutory dues to the appropriate authorities as at March 31, 2023 concerned for a period of more than six months from the date they became payable.
- b) According to the records of the Company and according to the information and explanation given to us, there are certain dues outstanding on account of any disputes in respect of income tax, service tax, customs duty or excise duty or value added tax are as under:

Name of the statute	Nature of dues	Amount (Rs. In million)	Period to which the amount relates	Forum where dispute is pending
The Finance Act, 1994	Service Tax	15.89	June 16, 2005, to September 30, 2009	CESTAT, Bangalore
	Service Tax	19.63	2012 – 13	Commissioner of Service Tax (Appeals)
The Income Tax Act, 1961	Income Tax demand	1.05	2011-12	CIT (A) – NFAC

8. According to the information and explanation given to us, there are no transactions not recorded in the books of account, which have been surrendered or disclosed as income during the year in the tax assessment in the Income Tax Act, 1961.
9. a) According to the information and explanation furnished to us, the Company has not defaulted in the repayment of borrowings or in the payment of interest thereon.
- b) Based on the information and explanation furnished to us, the Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- c) Based on the information and explanation furnished to us by the Company it has used the term loan for the purpose for which it was borrowed.
- d) On an overall examination of the financial statements of the Company, funds raised on short term basis have, prima facie, not been used during the year for long-term purposes by the Company.

- e. On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures. Accordingly, provision of clause 3(ix)(e) of the Order is not applicable.
10. According to the information and explanation given to us, the Company has not raised by way of initial public offer or follow-on public offer or has made any preferential allotment or private placement of shares or debentures during the year.
11. a) According to the information and explanation given to us, there are no frauds reported by the Company or any fraud on the Company by its officers or employees, has been noticed or reported during the year. Accordingly, the provisions of clause 3(xi) (a) of the said Order is not applicable.
- b) According to the information and explanation given to us, no report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report
- c) Based on the information and explanation given to us, there are no whistle blower complaints received by the Company during the year and accordingly, provisions of the clause 3 (xi)(c) of the Order is not applicable.
12. The Company is not a Nidhi Company. Accordingly, the provisions of clause 3(xii) of the said Order are not applicable.
13. In our opinion and according to the information and explanation given to us and as represented to us by the management, all transactions with the related parties are in compliance with section 177 and 188 of the Act and the details have been disclosed in the Ind AS financial statements as required by the applicable accounting standards.
14. a) Based on the information and explanation furnished to us by the Company, it has an adequate internal audit system commensurate with the size and nature of business.
- b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
15. As represented to us by the management and according to the information and explanation given to us, the Company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3(xv) of the said Order are not applicable.
16. a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of clause 3(xvi)(a), (b) and (c) of the Order is not applicable.
- b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016 and accordingly the provisions of the clause 3(xvi)(d) of the Order is not applicable
17. The Company has not incurred any cash loss during the year or in the immediately preceding previous year.
18. According to the information and explanation furnished to us by the Company, there is no resignation of statutory auditors during the year.
19. On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty

exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

20. There are no unspent amounts towards Corporate Social Responsibility (CSR) on other than ongoing projects requiring a transfer to a Fund specified in Schedule VII to the Companies Act in compliance with second proviso to sub-section (5) of Section 135 of the said Act. Accordingly, reporting under clause 3(xx) (a) and (b) of the Order is not applicable for the year.

From B. K. RAMADHYANI & CO LLP

Chartered Accountants

Firm Registration No. 002878S/S200021

(CA C R Deepak)

Partner

Membership No. 215398

UDIN: 23215398BGYCKQ8964

Place: Bangalore

Date: May 30, 2023

ANNEXURE-B

REFERRED TO IN PARAGRAPH 2 (f) UNDER THE HEADING “REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS” OF OUR REPORT TO THE MEMBERS ASM TECHNOLOGIES LIMITED.

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”):

We have audited the internal financial controls over financial reporting of ASM Technologies Limited (“the Company”) as of March 31, 2023, in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls:

The Company’s management is responsible for establishing and maintaining internal financial controls based on “the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India”. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013 (“the Act”).

Auditors’ Responsibility:

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting:

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are

being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting:

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion:

In our opinion, the Company, in all material respects, has an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2023, based on “the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India”.

From B. K. RAMADHYANI & CO LLP

Chartered Accountants

Firm Registration No. 002878S/S200021

(CA C R Deepak)

Partner

Membership No. 215398

UDIN: 23215398BGYCKQ8964

Place: Bangalore

Date: May 30, 2023

Standalone Balance Sheet as at March 31, 2023

(All amounts in Indian Rupees millions, except as otherwise stated)

Particulars		Note no	As at March 31, 2023	As at March 31, 2022
	ASSETS			
(1)	Non-current assets			
	(a) Property, Plant and Equipment	3	74.65	65.82
	(b) Intangible assets	4	23.96	0.23
	(c) Financial Assets	5		
	(i) Investments	(i)	252.35	287.21
	(ii) Loans and advances	(ii)	8.78	1.17
	(d) Deferred tax assets (net)	6	26.96	33.45
	(e) Other non-current assets	7	18.07	18.07
	Total Non-current assets		404.77	405.95
(2)	Current assets			
	(a) Inventories	8	-	1.11
	(b) Financial Assets		-	-
	(i) Investments	9	116.50	111.49
	(ii) Trade receivables	10(i)	612.13	447.32
	(iv) Cash and cash equivalents	10(ii)	3.05	2.68
	(iv) Bank balances other than (iv) above	10(ii)	88.69	73.13
	(v) Loans	10(iii)	186.09	139.30
	(vi) Others	10(iv)	15.95	22.37
	(c) Current tax assets (Net)		-	-
	(b) Other current assets	11	43.24	31.15
	Total Current Assets		1,065.65	828.55
	Total Assets		1,470.42	1,234.50
	EQUITY AND LIABILITIES			
	EQUITY			
	(a) Equity Share capital	12	103.00	100.00
	(b) Other Equity	13	746.35	614.02
	Total Equity		849.35	714.02
	LIABILITIES			
(1)	Non-current liabilities			
	(a) Financial Liabilities			
	(i) Borrowings	14	120.10	58.95
	(ii) Lease liabilities	15	17.88	9.15
	(b) Provisions			
	Total Non-current liabilities		137.98	68.10
(2)	Current liabilities			
	(a) Financial Liabilities	16		
	(i) Borrowings	16 (i)	346.59	269.78
	(ii) Lease liabilities		9.34	12.24
	(iii) Trade payables	16 (ii)		
	(A) total outstanding dues of micro and small enterprises		2.13	0.92
	(B) total outstanding dues of creditors other than micro and small enterprises		30.68	71.09
	(iv) Other financial liabilities	16 (iii)	8.57	7.79
	(b) Other current liabilities	16 (iv)	46.13	67.16
	(c) Provisions	16 (v)	39.65	23.40
	Total Current liabilities		483.09	452.38
	TOTAL EQUITY AND LIABILITIES		1,470.42	1,234.50
	Summary of significant accounting policies*			
	The accompanying notes are an integral part of the financial statements.	1,2		

For and on behalf of Board of Directors
ASM Technologies Limited

In Accordance with our Report Attached
for BK Ramadhyani & Co. LLP
Chartered Accountants
Firm Registration No.: 0028785/ S200021
CA. C R Deepak
Partner
Membership No.: 215398

M R Vikram
Chairman

Rabindra Srikantan
Managing Director

M Lakshminarayan
Director

Shekar Viswanathan
Director

Ramesh Radhakrishnan
Director

Preeti Rabindra
Director

Narsingh Rathod
Chief Financial Officer

Vanishree Kulkarni
Company Secretary

Place: Bangalore
Date: May 30, 2023

Statement of Profit and Loss for the period ended March 31, 2023

(All amounts in Indian Rupees millions, except as otherwise stated)

Particulars		Note no.	Current Year	Previous Year
I	Revenue from operations	17	1,391.50	1,410.71
II	Other income	18	104.85	61.42
	Total Income (i)		1,496.35	1,472.13
	Expenses			
III	Employee benefits expense	19	865.97	936.78
IV	Finance costs	20	38.58	31.35
V	Depreciation and amortization expenses	21	22.96	18.08
VI	Other expenses	22	349.34	300.61
	Total expenses (ii)		1,276.85	1,286.82
VII	Profit/(loss) before tax [(i)- (ii)]		219.50	185.31
VIII	Tax expenses			
	(i) Current tax		59.63	54.93
	(ii) Deferred tax	33	4.78	(8.42)
	(iii) Prior Year tax		-	7.03
	Total tax expense		64.41	53.54
IX	Profit/(Loss) for the year		155.09	131.77
X	Other Comprehensive Income			
	A (i) Items that will not be reclassified to profit or loss Remeasurement of defined benefit plans		1.81	2.34
	(ii) Income tax relating to items that will not be reclassified to profit or loss Deferred tax on remeasurement of defined benefit plans		(0.46)	(0.59)
	B (i) Items that will be reclassified to profit or loss Changes in fair value of investments in equity instruments		4.93	26.39
	(ii) Income tax relating to items that will not be reclassified to profit or loss Deferred tax on fair valuation of investments in equity instruments		(1.24)	(6.64)
			5.04	21.50
XI	Total Comprehensive Income for the year		160.13	153.27
XII	Earnings per equity share [nominal value of share Rs.10 (March 31, 2022: Rs.10)]	23		
	Basic and Diluted		15.06	13.18
	Summary of significant accounting policies The accompanying notes are an integral part of the financial statements.			

For and on behalf of Board of Directors
ASM Technologies Limited

M R Vikram
Chairman

Rabindra Srikantan
Managing Director

M Lakshminarayan
Director

Shekar Viswanathan
Director

In Accordance with our Report Attached
for BK Ramadhyani & Co. LLP
Chartered Accountants
Firm Registration No.: 0028785/ S200021
CA. C R Deepak
Partner
Membership No.: 215398

Ramesh Radhakrishnan
Director

Preeti Rabindra
Director

Narsingh Rathod
Chief Financial Officer

Vanishree Kulkarni
Company Secretary

Place: Bangalore
Date: May 30, 2023

Cash Flow Statement for the year ended March 31, 2023

(All amounts in Indian Rupees millions, except as otherwise stated)

Particulars	Current Year	Previous Year
(A) Cash flows from operating activities		
Profit / (loss) before tax	219.50	185.31
<i>Adjustment to reconcile profit before tax to net cash flows:</i>		
Depreciation and amortization expense	22.96	18.08
Finance cost	38.58	31.35
Interest income	(22.13)	(29.58)
Dividend income	-	-
Fair valuation of investments	(11.47)	(4.81)
Share of profit/loss in LLP	56.19	16.17
Provision for diminution in value of investments	-	5.26
Loss on sale of investments	-	-
(Profit)/ loss on sale of Property, Plant & Equipment & IP	(0.40)	-
Operating profit before working capital changes	303.23	221.78
<i>Movements in working capital :</i>		
Increase/ (decrease) in trade payables	(39.21)	60.74
Increase/ (decrease) in other current liabilities	(21.04)	(30.79)
Increase/ (decrease) in other non current Financial liabilities	1.11	(1.11)
Decrease / (increase) in inventories	(164.82)	(81.31)
Decrease / (increase) in trade receivables	-	-
Decrease / (increase) in other non current assets	(7.61)	(0.05)
Decrease / (increase) in other current assets	(46.80)	(133.06)
Decrease / (increase) in loans and advances	27.50	40.45
Increase / (decrease) in provisions	(33.27)	33.99
Cash generated from / (used in) operations	19.09	110.64
Direct taxes paid, net	47.84	31.55
Net cash flow from/ (used in) operating activities (A)	(28.75)	79.09
(B) Cash flows from investing activities		
Purchase of Property, plant & equipment (including capital work in progress and capital advances)	(36.92)	(7.51)
Proceeds from sale of Property Plant & equipment	0.40	-
Purchase of non current investments	9.94	(27.99)
Amount received from non current investments	-	0.35
Purchase of current investments	-	(15.50)
Proceeds from sale of current investments	-	-
(Increase)/decrease in other bank balances	(15.56)	(1.46)
Dividend received	-	-
Interest received	28.55	17.49
Net cash flow from/ (used in) investing activities (B)	(33.47)	(34.62)
(C) Cash flows from financing activities		
Proceeds from long-term borrowings	-	-
Proceeds from issue of equity shares (rights issue)	31.85	-
Repayment of long-term borrowings	81.20	(18.98)
Lease payments	(12.77)	(10.37)
Increase/(decrease) of short-term borrowings, net	56.75	102.59
Interest paid	(38.72)	(31.44)
Dividends paid (including tax on dividend)	(55.72)	(89.36)
Net cash flow from/ (used in) in financing activities (C)	62.59	(47.56)
(D) Net increase/(decrease) in cash and cash equivalents (A + B + C)	0.37	(3.09)
(E) Cash and cash equivalents at the beginning of the year	2.68	5.77
(F) Cash and cash equivalents at the end of the year	3.05	2.68
The Company has followed indirect cashflow method as per IND AS 7		

For and on behalf of Board of Directors
ASM Technologies Limited

In Accordance with our Report Attached
for **BK Ramadhyani & Co. LLP**
Chartered Accountants
Firm Registration No.: 0028785/ S200021
CA. C R Deepak
Partner
Membership No.: 215398

M R Vikram
Chairman

Rabindra Srikantan
Managing Director

M Lakshminarayan
Director

Shekar Viswanathan
Director

Ramesh Radhakrishnan
Director

Preeti Rabindra
Director

Narsingh Rathod
Chief Financial Officer

Vanishree Kulkarni
Company Secretary

Place: Bangalore
Date: May 30, 2023

Statement of Changes in Equity for the year ended March 31, 2023

(All amounts in Indian Rupees millions, except as otherwise stated)

a. Equity Share Capital

Current Reporting Period:

Particulars	Rs. In millions
Balance at the beginning of the current reporting period	100.00
Changes in Equity Share Capital due to prior period errors	-
Restated balance at the beginning of the current reporting period	100.00
Changes in Equity Share Capital during the current year	3.00
Balance at the end of the current reporting period	103.00
Previous Reporting Period:	
Particulars	Rs. In millions
Balance at the beginning of the current reporting period	100.00
Changes in Equity Share Capital due to prior period errors	-
Restated balance at the beginning of the current reporting period	100.00
Changes in Equity Share Capital during the current year	-
Balance at the end of the current reporting period	100.00

b. Other Equity

Current Reporting Period :

Particulars	General Reserve	Securities Premium	Capital Reserve	Retained earnings	Other Comprehensive Income	Total
As at March 31, 2022	93.00	-	0.33	502.30	18.39	614.02
Profit/(loss) for the year	-	32.00	-	155.08	5.05	192.13
Other Comprehensive income	-	-	-	-	-	-
Dividend declared during the year	-	-	-	(56.65)	-	(56.65)
Utilized during they year for rights issue	-	(3.15)	-	-	-	(3.15)
Transfer to retained earnings	-	-	-	-	-	-
As at March 31, 2023	93.00	28.85	0.33	600.73	23.44	746.35

Previous reporting period:

Particulars	General Reserve	Securities Premium	Capital Reserve	Retained earnings	Other Comprehensive Income	Total
As at March 31, 2021	93.00	-	0.33	460.53	(3.11)	550.75
Profit/(loss) for the year	-	-	-	131.77	21.50	153.27
Other Comprehensive income	-	-	-	-	-	-
Dividend declared during the year	-	-	-	(90.00)	-	(90.00)
Utilized during the year for Bonus Issue	-	-	-	-	-	-
Transfer to retained earnings	-	-	-	-	-	-
As at March 31, 2022	93.00	-	0.33	502.30	18.39	614.02

i) General Reserve :

The general reserve is a free reserve which is used from time to time to transfer profits from retained earnings for appropriation purposes. As the general reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income. An amount of Rs. 17 million has been utilised for issue of bonus shares during the year 2020-21.

ii) Security Premium :

Securities premium is used to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of section 52 of the Companies Act, 2013. Additional reserve of Rs. 28.85 million has been created due to Rights Issue of shares.

iii) Capital Reserve :

Capital Reserve is created on forfeiture of equity shares issued by the Company.

iv) Retained Earnings :

It comprises of the accumulated profits/(loss) of the Company.

For and on behalf of Board of Directors
ASM Technologies Limited

In Accordance with our Report Attached
for **BK Ramadhyani & Co. LLP**
Chartered Accountants
Firm Registration No.: 0028785/ S200021

M R Vikram
Chairman

Rabindra Srikantan
Managing Director

M Lakshminarayan
Director

Shekar Viswanathan
Director

CA. C R Deepak
Partner
Membership No.: 215398

Ramesh Radhakrishnan
Director

Preeti Rabindra
Director

Narsingh Rathod
Chief Financial Officer

Vanishree Kulkarni
Company Secretary

Place: Bangalore
Date: May 30, 2023

Notes to Standalone Financial Statements for the year ended March 31, 2023

1 CORPORATE INFORMATION:

ASM Technologies Limited (“the Company”) is a company incorporated under the Companies Act, 1956 and is a pioneer in providing world class consulting services in areas of Engineering services and Product Engineering services with successful offshore development & support centres in India and overseas for its global clientele. The shares of the Company is listed in Bombay Stock Exchange. The financial statements have been approved by the Board of Directors of the Company in their meeting held on May 30, 2023.

2 SIGNIFICANT ACCOUNTING POLICIES:

2.1 Basis of Preparation:

In accordance with the notification issued by the Ministry of Corporate Affairs, the Company has adopted Indian Accounting Standards (‘Ind AS’) notified under the Companies (Indian Accounting Standards) Rules, 2015 with effect from April 1, 2017. The financial statements of the Company are prepared and presented in accordance with Ind AS.

The financial statements have been prepared on the historical cost basis, except for certain financial instruments which are measured at fair values at the end of each reporting period, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

2.2 Summary of significant accounting policies:

a) Use of Estimates:

The preparation of financial statements in conformity with Ind AS requires the management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management’s best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods. Any revision to accounting estimates is recognized prospectively.

b) Current versus non-current classification:

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification.

An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle.
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is treated as current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or

- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

All other liabilities are classified as non-current.

Deferred tax assets/ liabilities are classified as non-current assets/ liabilities.

c) *Property, Plant & Equipment:*

Property, plant and equipment (“PPE”) are stated at the cost of acquisition less accumulated depreciation and write down for, impairment if any. Direct costs are capitalised until the assets are ready to be put to use. Subsequent costs are included in the asset’s carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the entity and the cost of the item can be measured reliably. All other expenses on existing assets, including day-to-day repair and maintenance expenditure and cost of replacing parts, which do not meet the definition of PPE as per Ind AS 16 are charged to the statement of profit and loss for the period during which such expenses are incurred.

Gains or losses arising from de-recognition of PPE are measured as the difference between the net disposal proceeds and the carrying amount of PPE and are recognized in the statement of profit and loss when the PPE is derecognized.

d) *Depreciation:*

Depreciation is provided on straight-line method as per the rates specified in schedule II of the Companies Act, 2013 (“the Act”). Depreciation for the assets purchased/sold during the year is proportionately charged. The assets’ residual values and useful lives are reviewed at each financial year end or whenever there are indicators for revision, and adjusted prospectively.

e) *Investment Properties:*

Investment property represents properties held for rental yields and/or for capital appreciation or both rather than for:

- (a) use in the production or supply of services or for administrative purposes; or
- (b) sale in the ordinary course of business.

Investment property is stated at the cost of acquisition less accumulated depreciation.

Subsequent costs are included in the asset’s carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the entity and the cost of the item can be measured reliably. All other expenses on existing assets, including day-to-day repair and maintenance expenditure and cost of replacing parts, which do not meet the definition of Investment Property as per Ind AS 40 are charged to the statement of profit and loss for the period during which such expenses are incurred.

f) *Intangible Assets:*

Intangible assets acquired separately are measured on initial cost. Subsequently, carried at cost less accumulated amortization and accumulated impairment losses, if any.

Intangible assets comprising of computer software is amortised on a over a period of three years as estimated by the management.

Gains or losses arising from de-recognition of an intangible asset are measured as a difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit or loss when asset is derecognised.

g) Leases:

Where Company is a Lessee:

The Company's lease asset classes primarily consist of leases for buildings. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

- (i) the contract involves the use of an identified asset
- (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease
- (iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Company changes its assessment if whether it will exercise an extension or a termination option.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

The borrowing rate applied to lease liabilities for discounting is 12.55%

h) Employee Benefits:

(i) Short term employee benefits:

The employee benefits payable wholly within twelve months of rendering the service are classified as short term employee benefits. Benefits such as salaries, leave travel allowance, short term compensated absences etc. and the expected cost of bonus are recognised in the period in which the employee renders the related service.

(ii) Defined Benefit Plans:

Gratuity, which is a defined benefit plan, is accrued based on an independent actuarial valuation, which is done based on project unit credit method as at the balance sheet date. The Company recognizes the net obligation of a defined benefit plan in its balance sheet as an asset or liability. Gains and losses through re-measurements of the net defined benefit liability/ (asset) are recognized in other comprehensive income. In accordance with Ind AS, re-measurement gains and losses on defined benefit plans recognized in OCI are not to be subsequently reclassified to statement of profit and loss. As required under Ind AS compliant Schedule III, the Company recognizes re-measurement gains and losses on defined benefit plans (net of tax) to retained earnings.

The Company doesn't have a policy for encashment of leave

i) Revenue Recognition:

The Company derives revenues primarily from IT related services. Effective April 01,2018, the Company has adopted Ind AS 115, "Revenue from Contracts with Customers". Revenue is recognized upon transfer of control of promised services to customers in an amount that reflects the consideration we expect to receive in for those services.

Revenue on time-and-material contracts are recognized as the related services are performed and revenue from the end of the last invoicing to the reporting date is recognized as unbilled revenue. Revenue from fixed-price, fixed-time frame contracts, where the performance obligations are satisfied over time and where there is no uncertainty as to measurement or collectability of consideration, is recognized as per the percentage-of-completion method. When there is uncertainty as to measurement or ultimate collectability, revenue recognition is postponed until such uncertainty is resolved. Efforts or costs expended have been used to measure progress towards completion as there is a direct relationship between input and productivity.

The Company recognised incentive from government in respect of Service Exports from India Scheme based on claim lodged by the Company.

j) Taxation:

Income tax expense comprises current tax expense and the net change in the deferred tax asset or liability during the year. Current and deferred tax are recognized in statement of profit or loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity, respectively.

Current income tax expense comprises taxes on income from operations in India and in foreign jurisdictions. Income tax payable in India is determined in accordance with the provisions of the Income Tax Act, 1961. Tax expense relating to foreign operations is determined in accordance with tax laws applicable in countries where such operations are domiciled. Minimum Alternative Tax (MAT) paid in accordance with the tax laws in India, which gives rise to future economic benefits in the form of adjustment of future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax in future years. Accordingly, MAT is recognised as an asset in the balance sheet when the asset can be measured reliably and it is probable that the future economic benefit associated with the assets will fructify.

Deferred income tax is recognized on temporary differences at the balance sheet date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes, except when the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction.

Deferred income tax assets are recognized for all deductible temporary differences, carry forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

The carrying amount of deferred income tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the balance sheet date.

k) Inventories:

Inventories are valued at cost determined on weighted average basis or net realizable values whichever is lower.

l) Foreign Currency Transactions:

Functional Currency:

The functional currency of the Company is the Indian rupee.

Transactions and translations:

Foreign currency transactions are recorded at exchange rates prevailing on the date of the transaction. Foreign currency denominated monetary assets and liabilities are restated into the functional currency using exchange rates prevailing on the balance sheet date. Gains and losses arising on settlement and restatement of foreign currency denominated monetary assets and liabilities are included in the statement of profit and loss.

m) Provisions, Contingent liabilities and Contingent assets:

A provision is recognized when an enterprise has a present obligation (legal or constructive) as result of past event and it is probable that an outflow of embodying economic benefits of resources will be required to settle a reliably assessable obligation. Provisions are determined based on best estimate required to settle each obligation at each balance sheet date. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Provisions for onerous contracts, i.e. contracts where the expected unavoidable costs of meeting obligations under a contract exceed the economic benefits expected to be received, are recognized when it is probable that an outflow of resources embodying economic benefits will be required to settle a present obligation as a result of an obligating event, based on a reliable estimate of such obligation.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements. A contingent asset is never recognised but only disclosed in the financial statements.

n) Segment reporting policies:

Identification of segments:

Operating Segments are identified on the basis of internal reports about components of the group that are regularly reviewed by the chief operating decision maker (CODM) in order to allocate resources to the segments and to assess their performance in accordance with Ind AS 108, Operating Segments. Since CODM evaluates Company's performance at a geographic segment level, operating segment information is accordingly given at geographic level.

o) Financial Instruments:

Financial assets and liabilities are recognized when the Company becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at

fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability.

i) Cash & Cash equivalents:

The Company considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage.

ii) Financial assets at amortized cost:

Financial assets are subsequently measured at amortized cost if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

iii) Financial assets at fair value through other comprehensive income:

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

iv) Financial assets at fair value through profit or loss:

Financial assets are measured at fair value through profit or loss unless it is measured at amortized cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognized in statement of profit and loss.

v) Financial liabilities:

Financial liabilities are subsequently carried at amortized cost using the effective interest method, except for contingent consideration recognized in a business combination which is subsequently measured at fair value through profit or loss. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

vi) De-recognition of financial instruments:

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for de-recognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized when the obligation specified in the contract is discharged or cancelled or expires.

vii) Fair value of financial instruments:

In determining the fair value of its financial instruments, the Company uses following hierarchy and assumptions that are based on market conditions and risks existing at each reporting date.
Fair value hierarchy:

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on

the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognized in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

viii) *Investments in subsidiary:*

Investments in subsidiary is carried at cost.

p) **Impairment:**

i) *Financial assets:*

The Company assesses at each date of balance sheet whether a financial asset or a group of financial assets is impaired. Ind AS 109 requires expected credit losses to be measured through a loss allowance. The Company recognises lifetime expected losses for all contract assets and / or all trade receivables that do not constitute a financing transaction. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition.

ii) *Non-financial assets:*

Tangible and Intangible assets: PPE, intangible assets and investment property with finite life are evaluated for recoverability whenever there is any indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the cash generating unit (CGU) to which the asset belongs. If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognised in the statement of profit and loss.

q) **Cashflow Statement:**

Cash flows are reported using the indirect method, whereby profit for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated. The Company considers all highly liquid investments that are readily convertible to known amounts of cash to be cash equivalents.

2.3 Significant accounting judgements, estimates and assumptions:

The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and

liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

a) Judgements:

In the process of applying the Company's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognized in the financial statements:

(b) Estimates and assumptions:

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

Defined benefit plans - Gratuity

The cost of the defined benefit gratuity plan and other post-employment medical benefits and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds

The mortality rate is based on publicly available mortality tables. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases are based on expected future inflation rates and expected salary increase thereon.

Notes to financial statements for the year ended March 31, 2023

(All amounts in Indian Rupees millions, except as otherwise stated)

3. PROPERTY, PLANT AND EQUIPMENT:

Cost	Land (freehold)	Building	Computers	Electrical fittings	Furniture & fixtures	Office Equipment	Vehicles	Generator	Right to use	Total
As at April 1, 2021	20.51	11.76	22.13	2.85	9.94	6.01	7.06	0.56	19.29	100.11
Additions	-	-	7.31	-	0.10	0.10	-	-	30.65	38.16
Disposals	-	-	-	-	-	-	-	-	-	-
Other Adjustments	-	-	-	-	-	-	-	-	-	-
As at March 31, 2022	20.51	11.76	29.44	2.85	10.04	6.11	7.06	0.56	49.94	138.27
Additions	-	-	8.68	-	0.29	0.38	2.57	-	18.60	30.52
Disposals	-	-	-	-	-	-	(1.57)	-	-	(1.57)
Other Adjustments	-	-	-	-	-	-	-	-	-	-
As at March 31, 2023	20.51	11.76	38.12	2.85	10.33	6.49	8.06	0.56	68.54	167.22
Depreciation/Amortisation										
As at April 1, 2021	-	1.19	18.13	2.23	6.02	3.89	4.29	0.56	18.34	54.65
Charge for the year	-	0.27	3.30	0.37	1.35	0.69	0.63	-	11.19	17.80
Disposals	-	-	-	-	-	-	-	-	-	-
Other Adjustment	-	-	-	-	-	-	-	-	-	-
At March 31, 2022	-	1.46	21.43	2.60	7.37	4.58	4.92	0.56	29.53	72.45
Charge for the year	-	0.27	5.78	0.20	0.81	0.64	0.75	-	13.24	21.69
Disposals	-	-	-	-	-	-	(1.57)	-	-	(1.57)
Other Adjustment	-	-	-	-	-	-	-	-	-	-
At March 31, 2023	-	1.73	27.21	2.80	8.18	5.22	4.10	0.56	42.77	92.57
Net Block										
At March 31, 2022	20.51	10.30	8.01	0.25	2.67	1.53	2.14	-	20.41	65.82
At March 31, 2023	20.51	10.03	10.91	0.05	2.15	1.27	3.96	-	25.77	74.65

Notes:

1. The Company has not revalued its PPE during the year or previous years.
2. The Company has title deeds of all its immovable properties.

Notes to financial statements for the year ended March 31, 2023

(All amounts in Indian Rupees millions, except as otherwise stated)

4. INTANGIBLES:

Particulars	Computer Software	Total
Cost		
As at April 1, 2021	14.09	14.09
Additions	-	-
Disposals	-	-
As at March 31, 2022	14.09	14.09
Additions	25.00	25.00
Disposals	-	-
Other Adjustments	-	-
As at March 31, 2023	39.09	39.09
Depreciation/Amortisation		
At April 1, 2021	13.58	13.58
Charge for the year	0.28	0.28
Disposals	-	-
Other Adjustment	-	-
At March 31, 2022	13.86	13.86
Charge for the year	1.27	1.27
Disposals	-	-
Other Adjustment	-	-
At March 31, 2023	15.13	15.13
Net Block		
At March 31, 2022	0.23	0.23
At March 31, 2023	23.96	23.96

Notes to financial statements for the year ended March 31, 2023

(All amounts in Indian Rupees millions, except as otherwise stated)

5. NON CURRENT FINANCIAL ASSETS:

Details of Investments

Name of the Company	As at March 31, 2023		As at March 31, 2022	
	No of Shares	Amount	No of Shares	Amount
(i) Non Current Investments:				
<i>1) Investments In Equity Instruments</i>				
A) Investments in equity instruments of Subsidiaries and Joint ventures:				
- Unquoted carried at cost				
<i>In Subsidiaries</i>				
i) ASM Digital Technologies Pte Ltd (previously known as Advanced Synergic Pte Ltd.,) Singapore of SGD 1 each	10,00,000	34.52	10,00,000	34.52
ii) ASM Digital Technologies Inc (Previously known as Pinnacle Talent Inc.), USA of USD 0.01 each	1,60,00,000	9.94	1,60,00,000	9.94
iii) ASM Technologies Kabushiki Kaisha, Japan of JPY 100 each	10,000	0.64	10,000	0.64
iv) - <i>in a limited liability partnership firm:</i> R V Forms & Gears LLP (Refer Note below)				
- in Capital account		21.50		21.50
- in Current account		(86.47)		(30.12)
v) ASM Digital Engineering Private Limited, Bangalore of Rs.10/- each	39,99,971	127.75	39,99,971	127.75
<i>In Joint Ventures:</i>				
ASM HHV Engineering Pvt Ltd equity share of Rs.10/- each	3,50,001	3.50	2,50,001	2.50
B) Investments in fair value through Other Comprehensive Income				
- In Venture Capital Fund				
i) Ideaspring Capital Future Now		52.71		48.02
ii) Ideaspring Capital Future Now II		13.57		4.23
C) Investments in equity instruments in others: (Fairvalue through OCI)				
Baro Vehicles Limited, UK (GBP 0.0001) each	7,376	5.26	7,376	5.26
D) Investments in fair value through profit & loss				
<i>Investments in compulsory convertible preference shares (Unquoted)</i>				
Lavelle Networks Private Limited of Rs.10 each <i>Investment in LLC</i>	6,873	71.98	6,873	65.52
Interoperable Security LLC, USA (Previously known as Poly Logyx LLC)		12.65		12.65
Total		267.55		302.41
Less: Provision for diminution in value of investments		15.20		15.20
		252.35		287.21

Additional Information:				
i)	Aggregate amount of unquoted investments		267.55	302.41
ii)	Categorywise Non current investment:			
	Financial assets carried at amortised cost		96.18	151.53
	Financial assets measured at fair value through Profit & Loss		84.63	78.17
	Financial assets measured at fair value through Other Comprehensive Income		71.54	57.51
	Total non current investment		252.35	287.21

Additional information:

Details of investments made in the capital of partnership firm:

a)	Name of the firm	Name of the Partner	As at March 31, 2023		As at March 31, 2022	
			Partner's Capital	Profit Sharing Ratio (%)	Partner's Capital	Profit Sharing Ratio (%)
	RV Forms & Gears LLP	ASM Technologies Limited (the Company)	21.50	70.00%	21.50	70.00%
		Regi Varghese	1.57	29.99%	1.57	29.99%
		Susan Varghese	0.03	0.01%	0.03	0.01%
b)	Name of the firm	Name of the Partner	As at March 31, 2023		As at March 31, 2022	
			Partner's Capital	Profit Sharing Ratio (%)	Partner's Capital	Profit Sharing Ratio (%)
	Interoperable Security LLC (Previously known as PolyLogyx LLC)	ASM Technologies Limited (the Company)	1,12,841.00	5.03%	1,12,841.00	5.03%
		Sridhar Jayanthi	53,855.00	58.69%	53,855.00	58.69%
		Atul Kabra	-	33.07%	-	33.07%
		Bhagyajyothi P Makam	21,119	0.91%	21,119	0.91%
		Rajesh Ambareesh Rajah	26,397	1.15%	26,397	1.15%
		Kailashnath Dornadula	26,397	1.15%	26,397	1.15%
(ii)	Loans & Advanced (Unsecured and considered good)					
	Particulars		As at March 31, 2023	As at March 31, 2022		
	Security Deposits		8.78	1.17		
	Total		8.78	1.17		

Notes to financial statements for the year ended March 31, 2023

(All amounts in Indian Rupees millions, except as otherwise stated)

6 DEFERRED TAX

Particulars	As at March 31, 2023	As at March 31, 2022
i) Deferred tax liability:		
a) On account of depreciation on PPE	1.99	-
b) On account of timing differences in recognition of expenditure	6.85	5.38
c) On account of timing differences in recognition of value of investments	5.86	10.90
Total (a)	14.70	16.28
ii) Deferred tax asset:		
a) On account of depreciation on PPE	-	0.58
b) On account of timing differences in recognition of expenditure	41.66	49.15
Total (b)	41.66	49.73
Net Deferred tax (liability)/asset (a)-(b)	26.96	33.45

7 OTHER NON CURRENT ASSETS

Particulars	As at March 31, 2023	As at March 31, 2022
i) Advance payment of tax (net of provision for tax)	-	-
ii) Export incentive receivable	11.11	11.11
iii) Disputed taxes paid	6.96	6.96
Total	18.07	18.07

8 INVENTORIES (AT COST)

Particulars	As at March 31, 2023	As at March 31, 2022
Work in progress	-	1.11
Total	-	1.11

9 FINANCIAL ASSETS :

	As at March 31, 2023		As at March 31, 2022	
	No of Units	Rs.	No of Units	Rs.
i) Investment - fair value through statement of Profit & Loss				
Investments in Mutual Funds:				
i) SBI Short Term Debt Fund*	18,73,747	50.84	18,73,747	48.80
ii) SBI Corporate Bond Fund*	50,19,196	65.57	17,31,321	62.60
iii) ICICI Prudential Value Discovery Fund	8,533	0.09	8,706	0.09
Total		116.50		111.49
Aggregate Carrying value of quoted Investments		116.50		111.49
Aggregate Market value of quoted Investments		116.50		111.49

* Above investment is held as margin for loans taken by the Company.

Notes to financial statements for the year ended March 31, 2023

(All amounts in Indian Rupees millions, except as otherwise stated)

10 FINANCIAL ASSETS

	Particulars	As at March 31, 2023	As at March 31, 2022
i)	Trade Receivables		
	-Receivable from related parties	281.76	148.79
	- Others	333.97	302.13
		615.73	450.92
	Less: Allowance for bad & doubtful trade receivables	(3.60)	(3.60)
		612.13	447.32
	-Trade Receivables Ageing Schedule:		
	a) Outstanding for the following periods from due date of payment		
	Less than 6 Months	187.62	211.86
	6 Months - 1 Year	35.26	18.41
	1 - 2 Years	0.11	0.77
	2 - 3 Years	-	2.47
	More than 3 Years	7.65	1.77
		230.64	235.28
	b) Receivables from related parties		
	Less than 6 Months	93.95	65.30
	6 Months - 1 Year	123.61	16.66
	1 - 2 Years	31.48	22.24
	2 - 3 Years	20.76	11.97
	More than 3 Years	11.97	7.65
		281.77	123.82
	c) Unbilled Revenue Ageing Schedule:		
	i) Unbilled for the following periods		
	Less than 6 Months	92.75	66.86
	6 Months - 1 Year	-	-
	1 - 2 Years	-	-
	2 - 3 Years	-	-
	More than 3 Years	-	-
		92.75	66.86
	ii) Unbilled pertaining to related parties		
	Less than 6 Months	10.57	24.96
	6 Months - 1 Year	-	-
	1 - 2 Years	-	-
	2 - 3 Years	-	-
	More than 3 Years	-	-
		10.57	24.96
	Total (i+ii)	103.32	91.82
	Total (a+b+c)	615.73	450.92

Particulars		As at March 31, 2023	As at March 31, 2022
ii)	Cash and Bank Balance		
	a) Cash and cash equivalents:-		
	i) Balance with Banks#		
	- In current accounts	2.15	2.67
	ii) Cash on hand	-	0.01
	iii) Cheques on hand	0.90	
		3.05	2.68
	b) Bank Balances other than cash & cash equivalents		
	- In unpaid dividends accounts	9.79	7.64
	-in fixed deposit*	78.90	65.49
		88.69	73.13
	Total	91.74	75.81
	<u>Bank balance includes:</u> Held as margin money/security against borrowings/guarantees/other commitments. * Deposit of Rs. 15 million has been given security for the overdraft facility availed by subsidiary RV Forms and Gears LLP. # The above balances are subject to confirmation of balances.		
iii)	Loans (Unsecured, considered good)		
	Security Deposit	0.30	6.38
	Loans to subsidiaries	185.79	132.92
	Total	186.09	139.30
iv)	Other Financial Assets		
	Interest receivable on deposits	4.28	5.46
	Interest receivable on advances to related related parties	11.67	16.91
	Total	15.95	22.37

Notes to financial statements for the year ended March 31, 2023

(All amounts in Indian Rupees millions, except as otherwise stated)

11. OTHER CURRENT ASSETS

Particulars	As at March 31, 2023	As at March 31, 2022
(i) Advances other than capital advances		
(a) Security deposits	-	-
(b) Advance to supplier	141.48	178.24
Less: Allowance for doubtful advances	(121.87)	(161.46)
Total (i)	19.61	16.78
(c) Advance to Employees	1.95	3.46
(ii) Others		
Prepaid expenses	21.68	10.91
Total	43.24	31.15

Notes to financial statements for the year ended March 31, 2023

(All amounts in Indian Rupees millions, except as otherwise stated)

12. EQUITY SHARE CAPITAL (REFER STATEMENT OF CHANGES IN EQUITY)

Particulars	As at March 31, 2023	As at March 31, 2022
Authorised		
1,50,00,000 Equity shares of Rs 10 each	150.00	150.00
Issued and Subscribed:		
1,10,00,000 (As at March 31, 2022: 100,00,000) equity shares of Rs 10 each)	110.00	100.00
Paid up Capital:		
1,00,00,000 (As at March 31, 2022: 100,00,000) equity shares of Rs 10 each fully paid up)	100.00	100.00
10,00,000(As at March 31, 2022: Nil) equity shares of Rs 10 each partly paid of Rs.3 each)	3.00	-
Total issued, subscribed and fully paid-up share capital	103.00	100.00

Particulars	Amount in millions
No. of shares as at April 1, 2021	100
Add : Bonus Shares issued during the year	-
No. of shares as at March 31, 2022	100
Add : partly paid shares issued during the year	3
No. of shares as at March 31, 2023	103

(a) Rights, preferences and restrictions attached to shares

The company has only one class of equity shares having par value of Rs.10 per share. Each holder of equity is entitled to one vote per share.

(b) Reconciliation of the shares outstanding at the beginning and at the end of the year

Equity shares	As at March 31, 2023		As at March 31, 2022	
	Nos.	Rs. In million	Nos.	Rs. In million
At the beginning of the year	1,00,00,000	100.00	1,00,00,000	100.00
Add:-Issued during the year *	10,00,000	3.00	-	-
Outstanding at the end of the year	1,10,00,000	103.00	1,00,00,000	100.00

* partly paid equity of Rs.3 paid up

(c) Details of shareholders holding more than 5% shares in the Company*

Particulars	As at March 31, 2023		As at March 31, 2022	
	Nos.	% holding in class	Nos.	% holding in class
S Rabindra	46,99,570	42.72%	42,07,354	42.07%
Kannan Sundar	10,06,609	9.15%	9,07,000	9.07%
R Preeti	8,50,082	7.73%	7,61,048	7.61%
IDS System LLP	7,56,206	6.87%	6,77,004	6.77%

* includes partly paid up shares

(d) Shareholding of Promoters :

The details of the shares held by promoters as at March 31, 2023 are as under :

Promoter Name	No of fully paid up shares	No of partly paid up Shares	% of share holding	% of change during the year
S Rabindra	42,07,354	4,92,216	42.72%	11%
R Preeti	7,61,048	89,034	7.73%	
Akhil R	2,69,200		2.45%	
Nikhil R	2,69,200	31,493	2.73%	
IDS Systems LLP	6,77,004	79,202	6.87%	

Notes to financial statements for the year ended March 31, 2023

(All amounts in Indian Rupees millions, except as otherwise stated)

The details of the shares held by promoters as at March 31, 2022 are as under:					
	Promoter Name	No of fully paid up shares	No of partly paid up Shares	% of share holding	% of change during the year
	S Rabindra	42,07,354	-	42.07%	Nil
	R Preeti	7,61,048	-	7.61%	
	Akhil R	2,69,200	-	2.69%	
	Nikhil R	2,69,200	-	2.69%	
	IDS Systems LLP	6,77,004	-	6.77%	
	(e) During the previous year the Company had opened a Rights issue of equity shares to its shareholders at 1:10 ratio on March 28, 2022 and closed on April 6, 2022 at a premium of Rs.105/- per share on a call basis which is payable on application Rs.35 per share and First & Final call of Rs.80 per share. During the year the Company has allotted partly paid shares to its shareholders				
	(f) Bonus shares issued in last five year 50,00,000 shares of Rs.10/- each				

13. OTHER EQUITY

Particulars	As at March 31, 2023	As at March 31, 2022
i) Capital reserve		
Opening balance	0.33	0.33
Add:- Addition during year	-	-
Less:- Utilised during year	-	-
Closing at end of year	0.33	0.33
ii) Security Premium reserve		
Opening Balance	-	-
Add:- Addition during year	32.00	-
Less:- Utilised during year for issue of bonus shares	3.15	-
Closing at the end of the year	28.85	-
iii) General Reserve		
Opening balance	93.00	93.00
Add:- Addition during year	-	-
Less:- Utilised during year for issue of bonus shares	-	-
Closing at end of year	93.00	93.00
iv) Other Comprehensive Income		
Opening balance	18.39	(3.11)
Add:- Addition during year	5.05	21.50
Closing at end of year	23.44	18.39
v) Retained Earning		
Opening balance	502.30	460.53
Add:- Addition during year	155.08	131.77
	657.38	592.32
Less:- Appropriations		
Interim dividend on equity shares	30.90	60.00
Final dividend on equity shares	25.75	30.00
Total	600.73	502.30
Closing at end of year	746.35	614.02

Notes to financial statements for the year ended March 31, 2023

(All amounts in Indian Rupees millions, except as otherwise stated)

14. FINANCIAL LIABILITIES

Particulars	As at March 31, 2023	As at March 31, 2022
i) Borrowings:-		
Secured		
From Banks	159.14	77.93
Less: Current Maturities		
From Banks	(39.04)	(18.98)
Total	120.10	58.95
Additional Information:-		
1) Details of Security for secured loan:-		
From Bank:-		
Term Loan from ICICI Bank is secured against charge created on the Land and Building situated at No 80/2, Lusanne Court, Wellington street, Bangalore,560025 and the facility is guaranteed by Mr. Rabindra Srikantan (Managing Director) of the Company. [As at March 31, 2022 : Term Loan from HSBC bank was secured against charge created on the Land and Building situated at No 80/2, Lusanne Court, Wellington street, Bangalore,560025 and facility was guaranteed by Mr. Rabindra Srikantan (Managing Director) of the Company.]	159.14	77.93
Term Loans carries an interest rate of Repo rate + 2.85% and principal is repayable in 36 equal installments		
The Company has used the loan for the purpose for which it was borrowed.		

15. LEASE LIABILITIES

Particulars	As at March 31, 2023	As at March 31, 2022
Lease liability	17.88	9.15
Total	17.88	9.15

Notes to financial statements for the year ended March 31, 2023

(All amounts in Indian Rupees millions, except as otherwise stated)

16 FINANCIAL LIABILITIES

Particulars	As at March 31, 2023	As at March 31, 2022
i) Borrowings		
Secured loans:		
Loans repayable on demand		
- from banks	307.55	250.80
Current maturities of long term borrowings	39.04	18.98
Total	346.59	269.78

a Details of security for secured loans from banks:

- | | | |
|---|--------|--------|
| i) Hypothecation charge on Receivables and other current assets of the company, further lien on SBI mutual Fund scheme “SBI Corporate bond fund -regular plan growth “ and SBI mutual fund scheme “SBI short term debt fund regular plan growth and secured by personal guarantee of Managing Director. | 307.55 | 250.80 |
| ii) Lien on fixed deposits of the Company and charge on SBI mutual Fund scheme “SBI Corporate bond fund -regular plan growth “ and on SBI mutual fund scheme “SBI short term debt fund regular plan growth and secured by personal guarantee of Managing Director. | | |

b Interest rate:-

I Secured loans from banks:

Cash credit facility from State Bank of India repayable on demand and carries an interest rate of MCLR + 2%

c Working capital facilities has been used for the operations for the Company

d Differences in stock statement furnished to bank and books of accounts

Name of the Bank	Month	Particulars of security offered	Amount as per books	Amount reported as per monthly statement	Difference	Reason for material discrepancies
State Bank of India	Jun-22	Current assets - Book Debts	268.99	398.74	(129.75)	The difference is due to subsequent unbilled revenue reversals
	Sep-22		221.47	322.46	(100.99)	
	Dec-22		306.37	368.34	(61.97)	
	Mar-23		319.06	374.22	(55.16)	

ii) Trade Payables (Refer note 31)

	As at March 31, 2023	As at March 31, 2022
Trade payables	-	-
- Total outstanding dues of micro and small enterprises (refer note-31)	2.13	0.92
- Total outstanding dues of creditors other than micro and small enterprises	30.68	57.83
Payable to related parties (refer note 28)	-	13.26
Total	32.81	72.01

TRADE PAYABLES AGEING SCHEDULE :

	March 31, 2023		March 31, 2022	
	MSME	Others	MSME	Others
(a) O/s for the following periods from due date of payment				
Less than 1 year	2.13	15.28	0.92	12.87
1 - 2 Years	-	-	-	31.94
2 - 3 Years	-	-	-	-
More than 3 Years	-	-	-	-
Total (a)	2.13	15.28	0.92	44.81
(b) Payables to related parties				
Less than 1 year	-	0.94	13.02	0.96
1 - 2 Years	-	1.52	-	0.32
2 - 3 Years	-	0.04	-	0.90
More than 3 Years	-	12.90	-	11.08
Total (b)	-	15.40	13.02	13.26
Total (a+b)	2.13	30.68	13.94	58.07

(c) All the dues payable to MSME creditors are outstanding for less than 45 days

(d) There are no disputed Trade Payables

iii) Other Financial Liability

Particulars	As at March 31, 2023	As at March 31, 2022
Interest Accrued but not due	-	-
Unclaimed dividend	8.57	7.64
Total	8.57	7.79

16(iv) Other Current liabilities

Particulars	As at March 31, 2023	As at March 31, 2022
Statutory dues	28.24	43.48
Employee Benefit Expenses	1.61	3.96
Accrued expense and other liabilities	16.28	19.72
Total	46.13	67.16

16(v) Provisions:

Particulars	As at March 31, 2023	As at March 31, 2022
For Gratuity	14.28	9.78
For Tax	25.37	13.62
Total	39.65	23.40

Notes to financial statements for the year ended March 31, 2023

(All amounts in Indian Rupees millions, except as otherwise stated)

17. REVENUE FROM OPERATIONS

	Particulars	Current Year	Previous Year
	a) Sale of services	1,391.50	1,410.71
	Total	1,391.50	1,410.71

17.1 Disaggregated Revenue Information:

Set out below is the disaggregation of the Company's revenue from contracts with customers by timing of transfer of services:

Revenue from contracts with customers	Current Year	Previous Year
Geographical location		
- In India	573.70	317.67
- Outside India	817.80	1,093.04
	1,391.50	1,410.71

17.2 Contract balances:

<i>Contract assets:</i>	Current Year	Previous Year
Trade Receivables	508.81	355.50
Unbilled Revenue	103.32	91.82
	612.13	447.32
<i>Contract liabilities</i>	Nil	Nil

Trade receivables are generally on credit terms as agreed with respective customers.

Unbilled revenue is recognised on completion of performance obligation pending generation of Invoice.

18. OTHER INCOME

Particulars	Current Year	Previous Year
a) Interest on bank deposits	22.13	29.58
b) Share of profit from LLP/LLC	-	0.35
c) Dividend income	-	-
d) Gain or loss on mutual fund/unquoted securities	11.47	4.81
e) Miscellaneous income	8.16	26.68
f) Profit on sale of assets	0.40	-
g) Management Fees- Investments	-	-
h) Exchange fluctuation gain	23.00	-
i) Excess Provision Written back	39.69	-
Total	104.85	61.42

Notes to financial statements for the year ended March 31, 2023

(All amounts in Indian Rupees millions, except as otherwise stated)

19. EMPLOYEE BENEFIT EXPENSES

Particulars	Current Year	Previous Year
a) Salaries and wages	811.05	879.43
b) Staff welfare expenses	7.83	5.75
c) Contribution to:		
Provident fund	39.29	43.09
ESI fund	0.04	0.03
d) Gratuity (refer note 25)	7.76	8.48
Total	865.97	936.78

20. FINANCE COST

Particulars	Current Year	Previous Year
a) Interest on bank borrowing	35.99	27.63
b) Other borrowing cost	2.59	3.72
Total	38.58	31.35

21. DEPRECIATION AND AMORTIZATION EXPENSE

Particulars	Current Year	Previous Year
Depreciation on property, plant & equipment	8.45	6.61
Amortisation of ROU	13.24	11.19
Amortisation of Intangible assets	1.27	0.28
Total	22.96	18.08

Notes to financial statements for the year ended March 31, 2023

(All amounts in Indian Rupees millions, except as otherwise stated)

22. OTHER EXPENSES

Particulars	Current Year	Previous Year
a) Travelling and conveyance expenses	32.06	9.94
b) Services rendered by business associates and others	68.45	62.08
c) Software, hardware and material costs	29.53	49.36
d) Communication expenses	8.06	10.78
e) Payment to Auditor (refer note below)	1.80	1.55
f) Legal and Professional fees	62.24	46.99
g) Sitting fees paid to directors	0.34	0.55
h) Directors Commission	3.71	3.59
i) Rent	9.78	5.15
j) Repair and Maintenance	5.82	5.01
k) Exchange fluctuation Gain/loss	-	19.10
l) Loss on sale of Scrips	-	3.99
m) Electricity Expenses	3.25	2.51
n) Advertisement and Business Promotions	22.62	14.92
o) Insurance charges	3.70	11.12
p) Membership & subscription	8.77	8.11
q) Office Maintenance	16.16	13.49
r) Printing & stationary	0.32	0.28
s) Rates & Taxes	1.20	1.54
t) Share of loss in LLP	56.19	16.51
u) Miscellaneous Expenses	7.59	4.76
v) CSR Expenses	1.59	4.02
w) Provision for dimunition in value of Investment	-	5.26
x) Provision for doubtful advances	0.10	-
y)Bad Debts	6.06	
Total	349.34	300.61

Payments to Statutory Auditor

Audit fee	1.57	1.15
Tax audit fee other than statutory auditor	0.40	0.40
Reimbursement of Expenses	0.09	-

23 EARNING PER SHARE

Particulars	Current Year	Previous Year
Profit for the year	155.13	131.77
Weighted average number of Equity shares	1,03,00,000	1,00,00,000
Earning per share basic and diluted (in Rs.)	15.06	13.18
Face value per equity share (in Rs.)	10.00	10.00

Notes to financial statements for the year ended March 31, 2023

(All amounts in Indian Rupees millions, except as otherwise stated)

24 ADDITIONAL INFORMATION:

i)	Earnings in foreign currency		
	FOB value of sales	817.80	1,093.04
	Share of profit repatriated	-	0.35
ii)	Expenditure in foreign currency:		
	Purchase of Investments	-	-
	Others (including branch expenses)	101.32	102.97
iii)	Details of non-resident shareholdings		
	Number of non-resident share holders	277	230
	Number of shares held by non-resident shareholders	69,91,808	9,06,278
	Dividend Paid	0.63	0.97

25. GRATUITY AND OTHER POST-EMPLOYMENT BENEFITS

The Company has a defined benefit gratuity plan. The gratuity plan is governed by the Payment of Gratuity Act, 1972. Every employee who has completed five years or more of service is entitled to gratuity of 15 days salary (last drawn salary) for each completed year of service. The scheme is funded with LIC.

The following tables summarize the components of net benefit expense recognized in the statement of profit and loss and amounts recognized in the balance sheet for the gratuity plan:

Statement of Profit and Loss

Net employee benefit expenses recognised in the employee cost:

Particulars	Current Year	Previous Year
Current service cost	7.44	7.28
Interest cost	0.55	0.26
Net benefit expense	7.99	7.54

Expenses recognised in the Other Comprehensive Income (OCI) for the period:

Particulars	Current Year	Previous Year
Actuarial (Gains)/Losses on Obligation For the Period	(2.19)	(2.63)
Return on Plan Assets, Excluding Interest Income	0.38	0.29
Net benefit expense	(1.81)	(2.34)

Balance sheet

Benefit asset/liability:

Particulars	Current Year	Previous Year
Present value of defined benefit obligation	(34.35)	(35.29)
Fair value of plan assets	20.07	25.52
Plan asset/(liability)	(14.28)	(9.77)

Changes in the fair value of defined benefit obligation are as follows:

Particulars	As at March 31, 2023	As at March 31, 2022
Opening defined benefit obligation	35.29	36.18
Current service cost	7.44	7.28
Interest cost	2.00	1.87
Benefits paid directly from fund	(8.19)	(7.42)
Remeasurements	-	-
Actuarial loss/(gain) from changes in financial assumptions	(1.89)	(0.59)
Actuarial loss/(gain) from experience over the past period	(0.30)	(2.03)
Closing defined benefit obligation	34.35	35.29

Changes in the fair value of assets are as follows:

Particulars	As at March 31, 2023	As at March 31, 2022
Fair value as at the beginning of the year	25.52	31.11
Interest Income	1.44	1.61
Expected return on plan assets	(0.38)	(0.29)
Actuarial gains	-	-
Contributions	1.68	0.50
Benefits paid	(8.19)	(7.42)
Closing fair value of asset	20.07	25.51

The amounts recognized in the Balance Sheet are as follows:

Particulars	As at March 31, 2023	As at March 31, 2022
Present value of the obligation as at the end of the year	34.35	35.29
Fair value of plan assets as at the end of the year	20.07	25.51
Net liability/ (asset) recognized in the Balance Sheet	14.28	9.78

The principal assumptions used in determining gratuity obligations for the Company's plan are shown below:

Particulars	As at March 31, 2023	As at March 31, 2022
Expected Return on Plan Assets	7.29%	5.66%
Rate of Discounting	7.29%	5.66%
Rate of Salary Increase	8.50%	8.50%
Rate of Employee Turnover	25.00%	25.00%
Mortality Rate During Employment	Indian Assured Lives Mortality 2012-14 (Urban)	Indian Assured Lives Mortality 2012-14 (Urban)

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

Sensitivity Analysis of significant actuarial assumptions

Particulars	Change in DBO by	
	As at March 31, 2023	As at March 31, 2022
Delta Effect of +1% Change in Rate of Discounting	(1.05)	(1.16)
Delta Effect of -1% Change in Rate of Discounting	1.13	1.26
Delta Effect of +1% Change in Rate of Salary Increase	1.03	1.13
Delta Effect of -1% Change in Rate of Salary Increase	(0.99)	(1.08)
Delta Effect of +1% Change in Rate of Employee Turnover	(0.37)	(0.44)
Delta Effect of -1% Change in Rate of Employee Turnover	0.38	0.46

Description of funding arrangements and funding policy that affect future contributions

The plan is unfunded and the status is unlikely to change over the next few years.

Maturity profile

Projected Benefits Payable in Future Years From the Date of Reporting

	As at March 31, 2023	As at March 31, 2022
1st following year	7.77	7.49
2nd following year	5.04	5.26
3rd following year	5.76	4.86
4th following year	4.81	5.20
5th following year	4.24	4.13
Sum of years 6 to 10	11.81	11.40
Sum of Years 11 and above	5.84	5.79

Other Information

	As at March 31, 2023	As at March 31, 2022
Weighted average duration of the projected benefit obligation	4.00	5.00
Average expected future service	3.00	3.00

Defined contribution plan

The Company also has defined contribution plans. Contributions are made to provident fund in India for employees at the rate of 12% of basic salary as per regulations. The contributions are made to registered provident fund administered by the government. The obligation of the Company is limited to the amount contributed and it has no further contractual nor any constructive obligation. The expense recognised during the period towards defined contribution plan is Rs.39.29 million (Previous Year: Rs.43.09 million)

Notes to financial statements for the year ended March 31, 2023

(All amounts in Indian Rupees millions, except as otherwise stated)

26. DISCLOSURE ON LEASES:

Transition:

(i) The following is the movement of lease liabilities during the year ended March 31, 2023

Particulars	March 31, 2023	March 31, 2022
Balance at the beginning of the year	21.39	1.11
On account of new leases	18.60	30.60
Finance cost accrued during the year	2.57	2.77
Payment of lease liabilities	15.34	13.08
Lease modifications	-	0.02
Balance at the end of the year	27.22	21.39

The Company does not face a liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.

(ii) Details regarding the contractual maturities of lease liabilities as at March 31, 2023 on undiscounted basis:

Particulars	March 31, 2023	March 31, 2022
Less than one year	12.13	14.14
One to five years	22.20	9.88
More than five years	-	-
Total	34.33	24.02

27. CORPORATE SOCIAL RESPONSIBILITY:

As per Section 135 of the Act, a company, meeting the applicability threshold, needs to spend at least 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility (CSR) activities. The areas for CSR activities are eradication of hunger and malnutrition, promoting education, art and culture, promote rural and nationally recognised sports, healthcare, destitute care and rehabilitation, environment sustainability, disaster relief and rural development projects. A CSR committee has been formed by the Company as per the Act. The funds were primarily allocated to a corpus and utilized through the year on these activities which are specified in Schedule VII of the Act.

Particulars	As at March 31, 2023	As at March 31, 2022
(a) Gross amount required to be spent by the Company during the year	2.57	1.94
(b) Excess/ (short) spent in previous year	1.13	(0.95)
(c) Amount required to be spent during the year	1.44	2.89
(d) Amount spent during the year	1.59	4.02
(e) (Excess)/lower amount spent (c) - (d)	(0.15)	(1.13)

Notes to financial statements for the year ended March 31, 2023

(All amounts in Indian Rupees millions, except as otherwise stated)

28. RELATED PARTY DISCLOSURES

i) Names of related parties and related party relationship

Name of entity	Relationship
ASM Digital Technologies Inc (formerly known as Pinnacle Talent Inc), USA	Wholly owned subsidiary
ASM Digital Technologies Pte Ltd (formerly known as Advanced Synergic Pte Ltd), Singapore	Wholly owned subsidiary
ASM Technologies KK, Japan	Wholly owned subsidiary
ASM Digital Engineering Pvt Ltd	Wholly owned subsidiary
ESR Associates Inc, USA	Step-down subsidiary
RV Forms & Gears LLP	Subsidiary
ASM HHV Engineering Private Limited	Jointly Controlled Entity
IDS Systems LLP	Company in which directors are interested
RPM Financial Services	Entity in which KMP are interested
Rabindra Srikantan	Directors
M R Vikram	
Ramesh Radhakrishnan	
Shekar Viswanathan	
Preeti Rabindra	
M Lakshminarayan	
N Krishnan	Key Managerial Personnel (“KMP”)
Narsingh Rathod	
Pramod G Rao	
Vanishree Kulkarni	
Srinivasa Murthy Seshadri	
Akhil Rabindra	Relatives of Director
Nikhil Rabindra	Relatives of Director
Nirmala N Rathod	Relative of KMP

ii) Related party transactions

The following table provides the total amount of transactions that have been entered into with related parties for the relevant financial year:

Particulars	Current Year	Previous Year
Sale of services		
- RV Forms & Services LLP	52.92	22.75
- ASM Digital Technologies Inc (<i>Formerly known as Pinnacle Talent India</i>)	109.53	22.44
- ASM Digital Engineering Private Limited	70.64	51.73
- ASM Technologies KK	2.48	2.86
- ASM Digital Technologies Pte Ltd (<i>Formerly known as Advanced Synergic Pte Ltd</i>)	14.82	-
	-	
Purchase of services		
- ASM Digital Technologies Inc (<i>Formerly known as Pinnacle Talent India</i>) (services provided to ASM branch at USA)	27.05	26.74
- R V Forms and Gears LLP	3.26	0.95
- ASM Digital Engineering Private Limited	35.47	8.93
-IDS Systems LLP	-	2.50
- RPM Financial Services	-	0.60
	-	
Other services received/rendered		
-interest paid during the year to ASM Digital Engineering Pvt Ltd	-	(0.88)
-interest received during the year from ASM Japan, KK	0.86	0.72
-interest received during the year from R V Forms and Gears LLP	13.28	8.41
Investments made the year-		
- ASM Digital Engineering Pvt Ltd	-	
- ASM HHV Engineering Pvt Ltd	1.00	2.50
	-	
Loans repaid during the year-		
- ASM Digital Engineering Pvt Ltd	-	22.50
	-	
Loans availed during the year-		
- ASM Digital Engineering Pvt Ltd	-	
	-	
Reimbursement of expenses incurred received		
- ASM HHV Engineering Pvt Ltd	-	0.61
- ASM Digital Engineering Pvt Ltd	-	1.58
	-	
Corporate Guarantee given during the year-		
- R V Forms & Gears LLP	38.32	50.00
- ASM Digital Engineering Pvt Ltd	-	20.00

The following table provides the closing balances of related parties as at the relevant financial year-end:

Particulars	As at March 31, 2023	As at March 31, 2022
Amount receivable/(payable) by the company as at the financial year-end		
ASM Digital Technologies Inc, USA (formerly known as Pinnacle Talent India)	204.26	163.94
ASM Digital Technologies Pte Ltd (Formerly known as Advanced Synergic Pte Ltd), Singapore	14.61	71.87
IDS Systems LLP	7.65	7.65
RV Forms & Gears LLP (Professional charges receivable)	123.94	56.78
RV Forms & Gears LLP (Interest receivable)	-	11.21
RV Forms & Gears LLP (Loan outstanding at the end of the year)	175.01	122.92
ASM Digital Engineering Pvt Ltd (net of receivables)	54.91	(21.96)
ASM Japan (Professional charges and interests on loan receivable)	8.82	3.82
ASM Japan (Loan receivable)	12.32	11.33
Investments outstanding the year-		
- RV Forms & Gears LLP		
- Capital Account	21.50	21.50
- Current Account	(79.03)	(11.44)
- ASM Technologies KK, Japan	0.64	0.64
- ASM Digital Engineering Pvt Ltd	127.75	127.75
- ASM HHV Engineering Pvt Ltd	3.50	2.50
- ASM Digital Technologies Inc	9.94	9.94
- ASM Digital Technologies Pte Ltd	34.52	34.52
Guarantees outstanding at the end of the year:		
- RV Forms & Gears LLP	141.88	100.00
- ASM Digital Engineering Pvt Ltd	15.08	20.00
Amount due from Company		
ASM HHV Engineering Pvt Ltd	-	0.61
	-	
Advanced Synergic Pte Ltd, Singapore	-	-

Key Managerial Personnel:	Relationship	Nature of transaction	Current Year	Previous Year
M R Vikram	Chairman	Sitting fees & reimbursement of expenses	2.32	2.28
Rabindra Srikantan	Managing Director	Remuneration	33.29	24.50
Ramesh Radhakrishnan	Director	Sitting fees & Commission	0.78	0.79
Shekar Viswanathan	Director	Sitting fees & Commission	0.84	0.84
M Lakshminarayan	Director	Sitting fees & Commission	1.35	0.82
Preeti R	Director	Sitting fees & Commission	0.80	0.83
Nikhil Rabindra	Relative of Director	Remuneration	10.25	9.02
Akhil Rabindra	Relative of Director	Remuneration	5.63	4.96
Narsingh Rathod	Chief Financial Officer	Remuneration	0.25	0.25
Vanishree Kulkarni	Company Secretary	Remuneration	2.14	1.32
N Krishnan	KMP	Remuneration	11.90	16.63
Srinivasa Murthy Seshadri	KMP	Remuneration	6.81	5.94
Pramod G Rao	KMP	Remuneration	12.41	13.87
Nirmala N Rathod	Relative of KMP	Professional Charges	0.60	0.60
Amount due to Company:				
N Rathod	KMP			0.03
Vanishree Kulkarni	KMP	Salary Advance	0.20	-
Rabindra Srikantan	Managing Director			0.30

Particulars	Current Year	Previous Year
Short-term employee benefits	58.50	24.32
Post employment benefit*	1.24	0.43

* The remuneration to the key managerial personnel does not include the provisions made the gratuity and leave benefits, as they are determined on an actuarial basis for the Company as a whole.

Terms and conditions of transactions with related parties

The sales of services to and purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions.

Notes to financial statements for the year ended March 31, 2023

(All amounts in Indian Rupees millions, except as otherwise stated)

29 CAPITAL AND OTHER COMMITMENTS

Company has committed to contribute Rs.80 Million to a venture capital fund out of which Rs.42 Million has been paid so far. Amount of such capital commitment outstanding as at March 31, 2023 is Rs.38 million (As at March 31, 2022: Rs. 47 million)

30 CONTINGENT LIABILITIES

Particulars	As at March 31, 2023	As at March 31, 2022
Service tax claim(company filed appeal against the order)	41.85	41.85
Showcause notice received from service tax authorities	182.28	182.28
Income tax under appeal of which the Company has paid an amount of Rs.0.60 million (as at March 31, 2022 Rs.0.60 million)under protest	2.99	8.02
Income tax deducted at source demand under the traces software for short and non remittances of tax deduction at source – matter under examination.	1.32	0.10
Corporate Guarantee given in favour of R V Forms & Gears LLP and ASM Digital Engineering Private Limited for availing credit facilities.	119.18	120.00

31 MSME DISCLOSURE

a) Disclosure required under clause 22 of Micro, Small and Medium Enterprise Development Act, 2006

Particulars	As at March 31, 2023	As at March 31, 2022
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year	2.13	13.94
- Principal amount due to micro and small enterprises	2.13	13.94
- Interest due on above	Nil	Nil
The amount of interest paid by the buyer in terms of section 16 of the MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year.	Nil	Nil
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006.	Nil	Nil
Interest due and payable for the period of delay in making payment during the year.	Nil	Nil
The amount of interest accrued and remaining unpaid at the end of each accounting year.	Nil	Nil
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act, 2006.	Nil	Nil

Notes to financial statements for the year ended March 31, 2023

(All amounts in Indian Rupees millions, except as otherwise stated)

32 SEGMENT REPORTING

The Company believes that assets and liabilities used in the business are not identified to any of the reportable segments, as these are used interchangeably between segments. Accordingly the same has not been provided.

Particulars	For the year ended March 31, 2023		For the year ended March 31, 2022	
	Exports	Domestic	Exports	Domestic
Segment Revenue	813.87	577.63	803.87	606.84
Segment Expenses	495.53	389.73	495.68	420.81
Segment Results	318.34	187.90	308.19	186.03

Significant Clients

The Company's 45% of revenue is derived from one customers (Previous year: 58.18% of revenue from one customers).

Product-wise Information

Company provides single service and hence no product-wise information is necessary to be given.

Notes to financial statements for the year ended March 31, 2023

(All amounts in Indian Rupees millions, except as otherwise stated)

33. INCOME TAXES

The major components of income tax expense for the years ended March 31, 2023 and March 31, 2022 are:

Statement of profit and loss:

Profit or loss section

Particulars	Current Year	Previous Year
Current income tax:		
Current income tax in India	59.53	54.65
Current income tax outside India	0.10	0.28
Deferred tax:		
Relating to origination and reversal of temporary differences	4.78	(8.42)
Prior year tax	-	7.03
Income tax expense reported in the statement of profit or loss	64.41	53.54
OCI section	Current Year	Previous Year
Deferred tax related to items recognised in OCI during the year:	1.70	7.23
Income tax charged to OCI	1.70	7.23

Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate for March 31, 2023 and March 31, 2022:

Particulars	Current Year	Previous Year
Accounting profit before income tax	219.50	185.31
Enacted income tax rate in India	25.17%	25.17%
Tax at the applicable tax rate of 25.17% (March 31, 2022: 25.17%)	55.14	46.64
<i>Non-deductible expenses for tax purposes:</i>		
Inadmissible expenses	0.40	1.03
Temporary differences not considered for current tax calculation (net of amounts recognised in other comprehensive income)	4.13	4.53
Difference in profit on account of Ind AS adjustments	(3.40)	(1.72)
Provision for tax relating to prior years	-	7.03
Tax payable on Long Term capital gain @ 20%	0.14	
Tax payable by representative office	0.10	0.28
Additional Provision	5.04	
At the effective income tax rate of 25.17% (March 31, 2022: 25.17%) -	61.56	57.79
Income tax expense recorded in the books		

Reconciliation of deferred tax expense /(income) recognised in Statement of profit and loss and Other comprehensive income:

Particulars	Current Year	Previous Year
Property, Plant and Equipment and Intangible assets	2.57	(0.40)
Fair valuation adjustments of financial instruments	-	-
Provision for impairment of financial assets	9.96	(6.79)
Provision for employee benefits allowable under Income Tax on payment basis	(1.13)	(1.18)
Ind AS adjustments	0.12	0.21
Ind AS adjustment on Mark to Market of Investment	(5.04)	7.03
Total	6.48	(1.14)

The tax rates under Indian Income Tax Act, for the year ended March 31, 2022 and March 31, 2021 is 25.17% and 25.17% respectively

Deferred tax assets/(liabilities) as at March 31, 2023 is in relation to:

Particulars	As at April 1, 2022	Recognised in profit and loss	Recognised in other comprehensive income	Recognised directly in equity	As at March 31, 2023
Property, Plant and Equipment and Intangible assets	0.58	(2.57)	-	-	(1.99)
Fair valuation adjustments of financial instruments	-	-	-	-	-
Provision for impairment of financial assets	41.55	(9.96)	-	-	31.59
Provision for employee benefits allowable under Income Tax on payment basis	2.46	1.59	(0.46)	-	3.59
Ind AS adjustment for leases	(0.25)	(0.12)	-	-	(0.36)
Ind AS adjustment on Mark to Market of Investment	(10.91)	6.28	(1.24)	-	(5.86)
Total	33.45	(4.78)	(1.70)	-	26.96

Deferred tax assets/(liabilities) as at March 31, 2022 is in relation to:

Particulars	As at April 1, 2021	Recognised in profit and loss	Recognised in other comprehensive income	Recognised directly in equity	As at March 31, 2022
Property, Plant and Equipment and Intangible assets	0.18	0.40	-	-	0.58
Fair valuation adjustments of financial instruments	-	-	-	-	-
Provision for impairment of financial assets	34.76	6.79	-	-	41.55
Provision for employee benefits allowable under Income Tax on payment basis	1.28	1.77	(0.59)	-	2.46
Ind AS adjustment for leases	(0.04)	(0.21)	-	-	(0.25)
Ind AS adjustment on Mark to Market of Investment	(3.87)	(0.39)	(6.64)	-	(10.91)
Total	32.31	8.37	(7.23)	-	33.45

Pursuant to Taxation Loss (Amendment) Ordinance, 2019 dated September 20, 2019, the Company intends to exercise the option permitted under Section 115BAA of the Income Tax Act, 1961 to compute income tax at the rate of 22% plus applicable surcharge and cess.

Notes to financial statements for the year ended March 31, 2023

(All amounts in Indian Rupees millions, except as otherwise stated)

34 FINANCIAL RATIOS

- a. **Ratio** Current Ratio
Numerator Current Assets
Denominator Current Liabilities

Ratios/ Measures	As at	
	31-Mar-23	31-Mar-22
Current Assets (A)	1,065.65	828.55
Current Liabilities (B)	483.09	452.38
Current Ratio (C) =(A) / (B)	220.59%	183.15%
% Change from previous year	20.44%	

- b. **Ratio** Debt Equity Ratio
Numerator Total Debt [represents current and non-current borrowings]
Denominator Shareholders' equity [represents total equity]

Ratios/ Measures	As at	
	31-Mar-23	31-Mar-22
Total debt (A)	493.91	350.12
Shareholder's equity (B)	849.35	714.02
Debt equity ratio (C) = (A) / (B)	58.15	49.04
% Change from previous year	18.59%	

- c. **Ratio** Debt service coverage ratio
Numerator Earnings available for debt service
Denominator Debt service

Ratios/ Measures	As at	
	31-Mar-23	31-Mar-22
Profit after tax for the year (A)	155.09	131.77
Add: Non cash operating expenses and finance cost		
Depreciation and Amortisation expense (B)	22.96	18.08
Finance costs (C)	38.58	31.35
Earnings available for debt services (D) = (A)+(B)+(C)	216.63	181.20
Finance costs (E)	38.58	31.35
Repayment of non-current borrowings (F)	29.90	25.80
Payment of principal portion of lease liabilities (G)	-	13.08
Debt service (H) = (E) + (F) + (G)	64.38	70.23
Debt service coverage ratio (I) = (D) / (H)	3.16	2.58
% Change from previous year	22.60%	

*cost of operations has increased substantially during the year

- d. **Ratio** Return on equity [%]
Numerator Restated loss after tax
Denominator Average Shareholder's Equity

Ratios/ Measures	As at	
	31-Mar-23	31-Mar-22
Profit after tax for the year (A)	160.13	153.27
Closing shareholder's equity (B)	849.35	714.02
Average shareholder's equity [(opening + closing) /2] (C)	781.69	682.39
Return on equity [%] (D) = (A)/ (C) *100	20.49%	22.46%
% Change from previous year	-8.80%	

- e. **Ratio** Trade receivables turnover ratio
Numerator Revenue from operations
Denominator Average trade receivables

Ratios/ Measures	As at	
	31-Mar-23	31-Mar-22
Revenue from operations (A)	1,392	1411
Closing Trade Receivables	612.13	447.32
Average Trade Receivables [(opening + closing) /2] (B)	529.73	406.67
Trade receivables turnover ratio (C) = (A) / (B)	2.63	3.47
% Change from previous year	-24.28	

- f. **Ratio** Net capital turnover ratio
Numerator Revenue from operations
Denominator Working capital

Ratios/ Measures	As at	
	31-Mar-23	31-Mar-22
Revenue from operations (A)	1,391.50	1410.71
Working Capital (Current Assets - Current Liabilities) (B)	582.56	376.17
Net capital turnover ratio (C) = (A)/ (B)	2.39	3.75
% Change from previous year	-36.31%	

g. Ratio	Net profit ratio [%]
Numerator	Profit after tax
Denominator	Revenue from operations

Ratios/ Measures	As at	
	31-Mar-23	31-Mar-22
Profit after tax for the year (A)	155.09	131.77
Revenue from operations (B)	1,391.50	1410.71
Net profit [%] (C) = (A) / (B) *100	11.15%	9.34%
% Change from previous year	19.32%	

h. Ratio	Return on capital employed [%]
Numerator	Earning before interest and taxes
Denominator	Capital Employed (Total equity, Total borrowings and Total lease liabilities)

Ratios/ Measures	As at	
	31-Mar-23	31-Mar-22
Profit after tax for the year (A)	155.09	131.77
Adjustments		
Add: Total tax expense (B)	64.41	53.54
Add: Finance costs (C)	38.58	31.35
Earnings before interest and tax (D) = (A) + (B) + (C)	258.08	216.66
Total equity (E)	746.35	614.02
Current and Non-current borrowing (F)	466.69	328.73
Current and Non-current lease liability (G)	27.22	21.39
Capital Employed (H) = (E) + (F) + (G)	1240.26	964.14
Return on capital employed [%] (I) = (D) / (H) *100	0.21	0.22
% Change from previous year	-7.40%	

i. Ratio	Return on capital employed [%]
Numerator	Interest income on fixed deposits + Profit on sale of investments + Income of investments - Impairment on value of investment
Denominator	Current investment + Non current investments + Fixed deposits with bank

Ratios/ Measures	As at	
	31-Mar-23	31-Mar-22
Interest income on fixed deposits (A)	22.13	29.58
Income of investments (B)	(56.19)	(16.16)
Profit on sale of investments (C)	11.37	4.81
Impairment on value of investment (D)	-	5.26
Net return on investments (E) = (A)+(B)+(C)+(D)	(22.69)	23.49
Current investment (F)	116.50	111.49
Non current investments (G)	252.35	287.21
Fixed deposits with bank (H)	78.90	65.49
Capital Employed (I) = (F) + (G) + (H)	448	464
Return on investment [%] (J) = (E) / (I) *100	-5.07%	5.06%
% Change from previous year	-200.14%	

* Subsidiaries loss has increased substantially during the year.

Following ratios are not applicable

- Trade payables turnover ratio
- Inventory Turnover Ratio

Notes to Standalone Financial Statements for the year ended March 31, 2023

(All amounts in Indian Rupees millions, except as otherwise stated)

35 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Company's principal financial liabilities comprise of trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations to support its operations. The Company's principal financial assets include trade and other receivables, rental and bank deposits and cash and cash equivalents, that derive directly from its operations. The Company is exposed to credit and liquidity risk. The Company's senior management oversees the management of these risks and the Board of Director's reviews these activities.

i. Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument would fluctuate due to changes in market prices. Market risk comprises three types of risks: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk include trade payables. The Company is not exposed to price risk on the financial date.

The sensitivity analysis in the following sections relate to the positions as at March 31, 2023 and March 31, 2022.

The analysis exclude the impact of movements in market variables on: the carrying values of gratuity and other post-retirement obligations and provisions.

The following assumption has been made in calculating sensitivity analyses:

The sensitivity of the relevant profit or loss item is the effect of the assumed changes in respective market risks. This is based on the financial assets and financial liabilities held at March 31, 2023 and March 31, 2022.

Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The operations of the Company are both in India and overseas. Company has been providing services to overseas customers. Hence, the Company is currently exposed to the currency risk arising from fluctuation of these foreign currencies and Indian rupee exchange rates.

The following table presents foreign currency risk for the below financial liabilities:

As at March 31, 2023	Transaction currency	
	Amount	Total
Particulars		
Assets:		
Trade receivables	229.58	229.58
Total	229.58	229.58

As at March 31, 2022	Transaction currency	
	Amount	Total
Particulars		
Assets:		
Trade receivables	189.61	189.61
Total	189.61	189.61

Foreign currency sensitivity

Particulars	Change in USD rates	Effect on profit before tax (Decrease)/Increase	Effect on pre-tax equity (Decrease)/Increase
March 31, 2023	1%	2.30	2.30
	-1%	(2.30)	(2.30)
March 31, 2022	1%	1.90	1.90
	-1%	(1.90)	(1.90)

ii. Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables). At the end of every financial year, the Company makes an assessment whether any loss allowance has to be provided for using the lifetime Expected Credit Loss (ECL) method.

iii. Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due.

The Company's board of directors are responsible for liquidity, funding as well as settlement management.

The table below provides details regarding the contractual maturities of significant financial liabilities

Particulars	As at March 31, 2023	As at March 31, 2022
	Less than 1 year	Less than 1 year
Borrowings	346.59	269.78
Trade payables	30.68	71.09
Other financial liabilities	8.57	7.79
Total	385.84	348.66

36 FINANCIAL INSTRUMENTS

The carrying value of financial instruments by categories as at March 31, 2023 and March 31, 2022 is as follows :

Financial Assets

Particulars	Carrying value as at		Fair value as at	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
Cost				
Investments in subsidiaries	90.92	146.27	90.92	146.27
Amortised Cost				
Loans	194.87	140.47	194.87	140.47
Trade receivables	612.13	447.32	612.13	447.32
Cash and cash equivalents	91.74	75.81	91.74	75.81
Other assets	15.95	22.37	15.95	22.37
Fair value through Profit and Loss				
Investments	201.13	189.66	201.13	189.66
Fair value through Other Comprehensive Income				
Investments	76.80	62.77	-	-
Total Assets	1,283.54	1,084.67	1,283.54	1,084.67

Financial Liabilities

Particulars	Carrying value as at		Fair value as at	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
Amortised Cost				
Loans and borrowings	466.69	328.73	466.69	328.73
Lease liability	9.34	12.24	9.34	12.24
Trade payables	30.68	71.09	30.68	71.09
Other liabilities	8.57	7.79	8.57	7.79
Total Liabilities	515.28	419.85	515.28	419.85

Fair Value Hierarchy

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

The following table presents fair value hierarchy of assets and liabilities as at March 31, 2023

Particulars	As at March 31, 2023	Fair value measurement at end of reporting year		
		Level 1	Level 2	Level 3
Loans: Security deposits (at amortised cost)	194.87			194.87
Investments (at fair value)	368.85	201.13	-	167.72

The following table presents fair value hierarchy of assets and liabilities as at March 31, 2022

Particulars	As at March 31, 2022	Fair value measurement at end of reporting year		
		Level 1	Level 2	Level 3
Loans: Security deposits (at amortised cost)	140.47			140.47
Investments (at fair value)	398.70	189.66	-	209.04

37 CAPITAL MANAGEMENT

For the purpose of the Company's capital management, capital includes issued equity capital and all other equity reserves attributable to the equity holders and long-term and short-term borrowings. The primary objective of the Company's capital management is to maximise the shareholder's value.

The capital structure is as follows:

Particulars	As at March 31, 2023		As at March 31, 2022	
	Amount	Percentage of total capital	Amount	Percentage of total capital
Total equity attributable to the equity share holders of the Company	849.35	81.45%	714.02	68.47%
Non-current Borrowings	120.10	11.52%	58.95	5.65%
Short-term borrowings	346.59	33.24%	269.78	25.87%
Total	1316.04	126.21%	1042.75	100%

The Company is predominantly equity financed which is evident from the capital structure table. Further, the Company has always been a net cash Company with cash and bank balances along with current financial assets which is predominantly receivables.

38 No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities (“Intermediaries”) with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries). The Company has not received any fund from any party(s) (Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

39 The Code on Social Security 2020 (“the Code”) relating employee benefits, during the employment and post employment, has received presidential assent on September 28, 2020. The Code has been published in the Gazette of India. Further, the Ministry of Labour and Employment has released draft rules for the Code on November 13, 2020. However, the effective date from which the changes are applicable is yet to be notified and rules for quantifying the financial impact are yet to be issued. The Company will assess the impact of the Code and will give appropriate impact in the financial statements in the period in which the Code becomes effective and the related rules to determine the financial impact are published.

40 Dividends:

- i) The Board of directors of the Company have declared an interim dividend of Rs. 3/- (previous year: Rs.6/-) per equity share of Rs.10/- fully paid up share during the year ended March 31, 2023.
- ii) The Board of directors of the Company have proposed final dividend of Rs.4/- (Previous Year: Rs.2.50/-) per equity share of Rs.10/- fully paid up for the year ended March 31, 2023 which is subject to approval of the members.

41 Additional Disclosures:

- (i) Transactions and balances with companies which have been removed from register of Companies [struck off companies] as at the above reporting periods is Nil.
- (ii) The Company has not traded / invested in Crypto currency.
- (iii) The Company has no such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- (iv) The Company is not a declared wilful defaulter by any bank or financial Institution or other lender.
- (v) The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- (vi) The company has granted loans to related parties as follows:

Type of Borrower	Amount of loan or advance in the nature of loan outstanding	Percentage to the total Loans and Advances in the nature of loans
Subsidiaries	185.79	100%

- (vii) Satisfaction of charges registered with HSBC Bank is pending as on March 31, 2023 for the period exceeding 90 days.

42 The Board of Directors of the company has approved the merger of ASM Digital Engineering Private Limited with the company (w.e.f. 01.04.2023). The company has filed necessary documents with the National Company Law Tribunal(NCLT) and required accounting treatment will be given with effect from the date approved by NCLT.

43 RECENT AMENDMENTS TO STANDARDS:

Ministry of Corporate Affairs (“MCA”) notifies newstandards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 31, 2023, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2023, as below:

Ind AS 1 - Presentation of financial Statements:

This amendment requires the entities to disclose their material accounting policies rather than their significant accounting policies.

Ind AS 8 - Accounting Policies, Changes in Accounting Estimates and Errors:

This amendment has introduced a definition of ‘accounting estimates’ and included amendments to Ind AS 8 to help entities distinguish changes in accounting policies from changes in accounting estimates.

Ind AS 12 - Income Taxes:

This amendment has narrowed the scope of the initial recognition exemption so that it doesnot apply to transactions that giverise to equal and off setting temporary differences.

The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The amendments are not expected to have a material impact on the Company.

44 Previous year figures have been regrouped/ recasted wherever necessary to conform with current year figures.

For and on behalf of Board of Directors
ASM Technologies Limited

In Accordance with our Report Attached
for **BK Ramadhyani & Co. LLP**
Chartered Accountants
Firm Registration No.: 0028785/ S200021

M R Vikram
Chairman

Rabindra Srikantan
Managing Director

M Lakshminarayan
Director

Shekar Viswanathan
Director

CA. C R Deepak
Partner
Membership No.: 215398

Ramesh Radhakrishnan
Director

Preeti Rabindra
Director

Narsingh Rathod
Chief Financial Officer

Vanishree Kulkarni
Company Secretary

Place: Bangalore
Date: May 30, 2023

INDEPENDENT AUDITOR'S REPORT

To the Members of ASM Technologies Limited

Report on Audit of the Consolidated Ind AS Financial Statements

Opinion:

We have audited the Consolidated Ind AS financial statements of ASM Technologies Limited (“the Company”) and its subsidiaries and joint venture (collectively referred as “the Group”) which comprise of balance sheet as at March 31, 2023, the statement of profit & loss, statement of changes in equity, the cashflow statement for the year then ended, and notes to Consolidated Ind AS financial statements including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated Ind AS financial statements give the information required by the Companies Act, 2013 (“the Act”) in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 as amended (“Ind AS”) and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, profits, changes in equity and its cash flows for the year ended on that date.

Basis of Opinion:

We conducted our audit in accordance with the Standards on Auditing (“SAs”) specified under section 143(10) of the Companies Act, 2013 (“the Act”). Our responsibilities under those Standards are further described in the Auditor’s Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Ind AS financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters:

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Consolidated Ind AS financial statements for the financial year ended March 31, 2023. These matters were addressed in the context of our audit of the consolidated Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

Key audit matters	How our audit addressed the key audit matter
Adoption of Ind AS 115 - Revenue from Contract with Customers as described in note 2.2 (i). and note 16 of the Consolidated Ind AS financial statements:	
<p>The Company has accounted revenue as per Ind AS 115 - Revenue from Contracts with Customers.</p> <p>Application of Ind AS 115, including selection of transition method involves significant judgment in determining when ‘control’ of the goods or services underlying the performance obligation is transferred to the customer and the transition method to be applied.</p> <p>As the revenue recognition, due to the significance of the balance to the financial statements as a whole, we regard this as a key audit matter.</p>	<p>As part of our audit procedures, our procedures included the following:</p> <ul style="list-style-type: none">- We have read the accounting policy for revenue recognition and assessed compliance of the policy in terms of principles enunciated under Ind AS 115.- We obtained and understood the revenue recognition process including determination of point of transfer of control and completion of performance obligation.- We performed test of details, on a sample basis, and examined the underlying customer contracts.- We examined the disclosures made by management in compliance with the requirements of Ind AS 115. <p>Conclusion:</p> <p>Our procedures did not identify any material exceptions.</p>

Other Matters:

- i) We did not audit ASM Digital Technologies Pte Ltd (Formerly known as Advanced Synergic Pte Limited) Singapore, subsidiary included in this Ind AS consolidated financial statements, whose financial statements reflect total assets of Rs.21.56 million as at March 31, 2023, total revenues of Rs. 46.06 million, total net loss after tax Rs. 0.60 million as considered in these consolidated financial statements. The standalone financial statements have been audited by the other auditor whose report has been furnished to us by the management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of the subsidiary, is solely based on the report of the other auditor.
- ii) Consolidated financial statements include unaudited financial statements of ESR Associates Inc., USA, whose financial statements reflect total assets of Rs. nil million as at March 31, 2023, total revenues of Rs. Nil million, total net loss after tax Rs. 0.05 million as considered in this consolidated financial statement. These financial statements are unaudited and have been furnished to us by the Management and our opinion on the Statement, in so far as it relates to the amounts and disclosures included in respect of this subsidiary based solely on such unaudited financial statements. In our opinion and according to the information and explanations given to us by the Company, these financial statements are not material to the Group.

Other Information [“Information Other than the Financial Statements and Auditor’s Report Thereon”]

The Company’s Board of Directors are responsible for the other information. The other information comprises the information included in the board report but does not include the financial statements and our auditor’s report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the Ind AS financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

Management’s Responsibility for Consolidated Ind AS Financial Statements:

The Company’s Board of Directors is responsible for the matters stated in section 134(5) of the Act, with respect to the preparation of these Consolidated Ind AS financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of 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 Ind AS financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company’s ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Ind AS Financial Statements:

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgement and maintain professional scepticism through the audit. We also:

- Identify and assess the risks of material misstatement of the Consolidated Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Company to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements:

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, statement of changes in equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid Consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act.
- e) On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “Annexure - A”.
- g) With respect to the other matters to be included in the Auditor’s Report in accordance with requirement of Section 197 (16) of the Act, as amended:

In our opinion and according to the information and explanation given to us, the remuneration paid during the current year by the Company is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director/ manager by the Company, is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.

- h) 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:
 - i) The Company has disclosed its pending litigations which would impact its financial position in Note 30 of the Consolidated Ind AS financial statements.
 - ii) The Company did not have any long-term contracts as required under the applicable law or accounting standards, and also not entered into any derivative contracts, accordingly no provision is required to be made in respect of material foreseeable losses.
 - iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv)
 - a. The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries
 - b. The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries
 - c. Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement

- v. As stated in the Note 41 of the financial statements:
- a) The Final dividend proposed in the previous year, declared and paid by the Company during the year is in accordance with section 123 of the Act, as applicable
 - b) The interim dividend declared and paid by the Company during the year and until the date of this report is in compliance with section 123 of the Act
 - c) The Board of directors of the Company have proposed final dividend for the year which is subject to approval of the members at the ensuing annual general meeting. The amount of dividend proposed is in accordance with the section 123 of the Act as applicable.
- vi. As per proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023
- vii. With respect to the matters specified in paragraphs 3(xxii) and 4 of the Companies (Auditor's Report) Order, 2020 (the "Order"/ "CARO") issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor's report, according to the information and explanations given to us, and based on the CARO reports issued by us for the Company and its subsidiaries included in the consolidated financial statements of the Company, to which reporting under CARO is applicable, has been qualified as under:

SI No	Name	CIN	Holding Company/ Subsidiary	Para reference
1	ASM Technologies Limited	L85110KA1992PLC013421	Holding Company	2(b)
2	ASM Technologies Limited	L85110KA1992PLC013421	Holding Company	3(c)
3	ASM Digital Engineering Private Limited	U72900KA2006PTC049744	Subsidiary	7(a)

For B.K.RAMADHYANI & CO LLP
Chartered Accountants
Firm Registration No. 002878S/S200021

(CA C R Deepak)
Partner
Membership No. 215398
UDIN: 23215398BGYCKR8302

Place: Bangalore
Date: May 30, 2023

ANNEXURE – A

REFERRED TO IN PARAGRAPH f UNDER THE HEADING “REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS” OF OUR REPORT TO THE MEMBERS OF ASM TECHNOLOGIES LIMITED.

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”):

In conjunction with our audit of Ind AS consolidated financial statements of the Company as of and for the year ended March 31, 2023, we have audited the internal controls over financial reporting of ASM Technologies Limited (“the Holding Company”) and its subsidiary companies which are incorporated in India, as of that date.

Management’s Responsibility for Internal Financial Controls:

The respective Board of Directors of the Holding Company and its subsidiaries, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on “the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (“the Guidance Note”) issued by the Institute of Chartered Accountants of India (“ICAI”). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013 (“the Act”).

Auditors’ Responsibility:

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting:

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in

accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting:

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion:

In our opinion, the Holding Company and its subsidiary companies which are incorporated in India have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2023, based on “the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India”.

For B.K.RAMADHYANI & CO LLP
Chartered Accountants
Firm Registration No. 002878S/S200021

(CA C R Deepak)
Partner
Membership No. 215398
UDIN: 23215398BGYCKR8302

Place: Bangalore
Date: May 30, 2023

Consolidated Balance Sheet As At March 31, 2023
(All amounts in Indian Rupees millions, except as otherwise stated)

Particulars	Note	As at March 31, 2023	As at March 31, 2022
ASSETS			
(1) Non-current assets			
(a) Property, Plant and Equipment	3.1	312.72	196.47
(b) Intangible Assets	3.2	166.53	82.72
(c) Capital work in progress	3.3	10.16	-
(d) Goodwill on consolidation		0.73	0.73
(e) Financial Assets			
(i) Investments	4(i)	151.19	132.52
(ii) Loans	4(ii)	22.32	4.73
(f) Deferred tax assets (net)	5	89.90	58.68
(g) Other non-current assets	6	80.62	65.94
Total		834.17	541.79
(2) Current assets			
(a) Inventories	7	32.20	93.39
(b) Financial Assets			
(i) Investments	8(i)	116.50	111.49
(ii) Trade receivables	8(ii)	545.75	569.03
(iii) Cash and cash equivalents	8(iii)	10.23	19.50
(iv) Bank balances other than (iii) above	8(iii)	88.71	73.15
(v) Loans	8(iv)	3.92	7.14
(vi) Others	8(v)	13.74	9.81
(c) Other current assets	9	41.20	35.80
Total		852.25	919.31
Total Assets		1,686.42	1,461.10
EQUITY AND LIABILITIES			
EQUITY			
(a) Equity Share capital	10	103.00	100.00
(b) Other Equity	11	614.33	557.30
Attributable to Equity holders of the parent		717.33	657.30
Non Controlling Interest		(26.72)	(2.64)
Total		690.61	654.66
LIABILITIES			
(1) Non-current liabilities			
(a) Financial Liabilities			
(i) Borrowings	12	197.83	96.91
(ii) Lease Liabilities		91.70	29.85
(b) Provisions	13	19.06	16.28
(c) Deferred tax liabilities (Net)			
Total		308.59	143.04
(2) Current liabilities			
(a) Financial Liabilities			
(i) Borrowings	14(i)	411.70	354.51
(ii) Lease Liabilities		39.43	24.56
(iii) Trade payables	14(ii)		
(A) total outstanding dues of micro and small enterprises		3.40	0.93
(B) total outstanding dues of creditors other than micro and small enterprises		85.65	151.41
(iv) Other financial liabilities	14(iii)	8.56	7.78
(b) Other current liabilities	15(i)	87.11	91.02
(c) Provisions	15(ii)	51.37	33.19
Total		687.22	663.40
TOTAL EQUITY AND LIABILITY		1,686.42	1,461.10

For and on behalf of Board of Directors
ASM Technologies Limited

In Accordance with our Report Attached
for BK Ramadhyani & Co. LLP
Chartered Accountants
Firm Registration No.: 0028785/ S200021

M R Vikram
Chairman

Rabindra Srikantan
Managing Director

M Lakshminarayan
Director

Shekar Viswanathan
Director

CA. C R Deepak
Partner
Membership No.: 215398

Ramesh Radhakrishnan
Director

Preeti Rabindra
Director

Narsingh Rathod
Chief Financial Officer

Vanishree Kulkarni
Company Secretary

Place: Bangalore
Date: May 30, 2023

Consolidated Statement of Profit & Loss for the Year Ended March 31, 2023

(All amounts in Indian Rupees millions, except as otherwise stated)

Particulars	Notes	Current Year	Previous Year
Revenue from operations	16	2,204.08	1,916.73
Other income	17	63.11	69.31
Total Income (i)		2,267.19	1,986.04
Expenses			
Cost of goods sold	18	200.34	129.26
(Increase)/ Decrease in Inventories	19	60.07	(32.68)
Employee benefits expense	20	1,388.92	1,271.37
Finance costs	21	71.76	55.84
Depreciation and amortization expense	22	85.14	44.42
Other expenses	23	344.49	338.50
Total expenses (ii)		2,150.72	1,806.71
Profit before tax and share of profits/(loss) of joint venture accounted for using the equity method		116.47	179.33
Share of net profit/(loss) of joint venture accounted for using the equity method (net of income tax)		(2.82)	(0.41)
Profit before tax		113.65	178.92
Tax expenses			
(i) Current tax		74.92	63.85
(ii) Deferred tax		(32.72)	(23.94)
Total tax expense		42.20	39.91
Profit/(Loss) for the year		71.45	139.01
Other Comprehensive Income			
A (i) Items that will not be reclassified to profit or loss			
Remeasurement of defined benefit plans		1.02	2.34
(ii) Income tax relating to items that will not be reclassified to profit or loss		(0.26)	(0.59)
Deferred tax on remeasurement of defined benefit plans		-	-
B (i) Items that will be reclassified to profit or loss			
Changes in fair value of investments in equity instruments		4.93	26.39
(ii) Income tax relating to items that will not be reclassified to profit or loss			
Deferred tax on remeasurement of defined benefit plans		(1.24)	(6.64)
(iii) Foreign currency translation Reserve		(14.95)	11.76
		(10.50)	33.26
Total Comprehensive Income for the year		60.95	172.27
Profit/(loss) for the year			
Attributable to:			
Equity holders of the parent		95.50	146.09
Non-controlling interests		(24.05)	(7.08)
Other comprehensive income for the year			
Attributable to:			
Equity holders of the parent		(10.47)	33.26
Non-controlling interests		(0.03)	-
Total comprehensive income for the year			
Attributable to:			
Equity holders of the parent		85.03	179.35
Non-controlling interests		(24.08)	(7.08)
Earnings per equity share [nominal value of share Rs.10 (March 31, 2022: Rs.10)]			
Basic and Diluted (in INR)	24	6.94	13.90

For and on behalf of Board of Directors
ASM Technologies Limited

In Accordance with our Report Attached for BK Ramadhyan & Co. LLP
Chartered Accountants
Firm Registration No.: 0028785/ S200021
CA. C R Deepak
Partner
Membership No.: 215398

M R Vikram
Chairman

Rabindra Srikantan
Managing Director

M Lakshminarayan
Director

Shekar Viswanathan
Director

CA. C R Deepak
Partner

Ramesh Radhakrishnan
Director

Preeti Rabindra
Director

Narsingh Rathod
Chief Financial Officer

Vanishree Kulkarni
Company Secretary

Place: Bangalore
Date: May 30, 2023

Consolidated Cash Flow Statement For The Year Ended March 31, 2023

(All amounts in Indian Rupees millions, except as otherwise stated)

Particulars	Current Year	Previous Year
Cash flows from operating activities		
Profit / (loss) before tax	116.47	179.33
<i>Adjustment to reconcile profit before tax to net cash flows:</i>		
Depreciation and amortization expense	85.14	44.42
Finance costs	71.76	55.84
Interest income	(12.36)	(29.36)
Dividend income		-
Fair valuation of mutual fund	(11.47)	(4.81)
Provision for impairment of investments		5.26
(Profit)/ loss on sale of Property, Plant & Equipment	(0.40)	
(Profit)/loss on sale of investments	-	-
Operating profit before working capital changes	249.14	250.68
Movements in working capital :		
Increase/ (decrease) in trade payables	(63.29)	41.59
Increase/ (decrease) in other liabilities	(3.91)	8.23
Decrease / (increase) in Inventories	61.19	(33.80)
Decrease / (increase) in trade receivables	19.39	(66.53)
Decrease / (increase) in other non current assets	(0.28)	0.27
Decrease / (increase) in other current assets	(2.22)	(11.71)
Decrease / (increase) in loans and advances	(14.37)	(1.21)
Increase / (decrease) in provisions	10.95	9.53
Cash generated from / (used in) operations	256.60	197.05
Direct taxes paid, net	54.40	57.84
Net cash flow from/ (used in) operating activities (A)	202.20	139.21
Cash flows from investing activities		
Purchase of Property, plant & equipment (including capital work in progress and capital advances)	(195.21)	(74.67)
Proceeds from sale of PPE	0.34	-
Purchase of non current investments	(10.10)	(26.91)
Purchase of current investments	-	(15.51)
Increase in non controlling interest	(24.08)	(6.97)
Increase/(decrease) in foreign currency translation reserve	(14.95)	11.76
(Increase)/decrease in other bank balances	(15.56)	(1.46)
Interest received	8.43	25.70
Net cash flow from/ (used in) investing activities (B)	(251.13)	(88.06)
Cash flows from financing activities		
Proceeds from issuance of share capital (including securities premium)	31.85	
Proceeds from long-term borrowings	163.95	
Repayment of long-term borrowings	(30.13)	(18.97)
Increase/(decrease) of short-term borrowings, net	24.28	121.78
Lease liability	(22.66)	(19.66)
Interest paid	(71.91)	(55.73)
Dividends paid (including tax on dividend)	(55.72)	(89.36)
Net cash flow from/ (used in) in financing activities (C)	39.66	(61.94)
Net increase/(decrease) in cash and cash equivalents (A + B + C)	(9.27)	(10.79)
Cash and cash equivalents at the beginning of the year	19.50	30.29
Cash and cash equivalents at the end of the year	10.23	19.50
The Company has followed indirect cashflow method		

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Consolidated Statement of Changes in Equity for the Year Ended March 31, 2023

(All amounts in Indian Rupees millions, except as otherwise stated)

a. Equity Share Capital

Current Reporting Period:

Particulars	Rs. In millions
Balance at the beginning of the current reporting period	100.00
Changes in Equity Share Capital due to prior period errors	-
Restated balance at the beginning of the current reporting period	100.00
Changes in Equity Share Capital during the current year	3.00
Balance at the end of the current reporting period	103.00

Previous Reporting Period:

Particulars	Rs. In millions
Balance at the beginning of the current reporting period	100.00
Changes in Equity Share Capital due to prior period errors	-
Restated balance at the beginning of the current reporting period	100.00
Changes in Equity Share Capital during the current year	
Balance at the end of the current reporting period	100.00

b. Other Equity

Current Reporting Period:

Particulars	Reserves & Surplus				Other Comprehensive Income		Non-Controlling Interest	Total
	General Reserve	Securities Premium	Capital Reserve	Retained earnings	Foreign currency translation reserve	Others		
As at March 31, 2022	93.00	-	2.87	477.17	(34.16)	18.42	(2.64)	554.66
Profit/(loss) for the year	-	-	-	95.50	-	-	(24.08)	71.42
Received during the year	-	32.00	-	-	-	-	-	32.00
Other Comprehensive income	-	-	-	-	(14.95)	4.48	-	(10.47)
Dividend declared during the year	-	-	-	(56.65)	-	-	-	(56.65)
Utilized during the year	-	(3.15)	(0.20)	-	-	-	-	(3.35)
Transfer to retained earnings	-	-	-	-	-	-	-	-
As at March 31, 2023	93.00	28.85	2.67	516.02	(49.11)	22.90	(26.72)	587.61
Previous reporting period:								
As at March 31, 2021	93.00	-	3.07	421.09	(45.92)	(3.08)	4.44	472.60
Profit/(loss) for the year	-	-	-	146.08	-	-	(7.08)	139.00
Received during the year	-	-	-	-	-	-	-	-
Other Comprehensive income	-	-	-	-	11.76	21.50	-	33.26
Dividend declared during the year	-	-	-	(90.00)	-	-	-	(90.00)
Utilized during the year for Bonus Issue	-	-	(0.20)	-	-	-	-	(0.20)
Transfer to retained earnings	-	-	-	-	-	-	-	-
As at March 31, 2022	93.00	-	2.87	477.17	(34.16)	18.42	(2.64)	554.66

c. Nature and purpose of reserves:

i) General Reserve:

The general reserve is a free reserve which is used from time to time to transfer profits from retained earnings for appropriation purposes. As the general reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income. An amount of Rs. 17 million has been utilised for issue of bonus shares during the year 2020-21.

ii) Security Premium:

Securities premium is used to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of section 52 of the Companies Act, 2013. The additional reserve of Rs. 28.50Mn. has been credited due to rights issue of shares.

iii) Capital Reserve:

Capital Reserve is created on forfeiture of equity shares issued by the Company.

iv) Retained Earnings:

It comprises of the accumulated profits/(loss) of the Company.

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Notes to Consolidated Financial Statements for the period ended March 31, 2023

1 CORPORATE INFORMATION:

ASM Technologies Limited along with its wholly-owned and controlled subsidiaries Advanced Synergic Pte Ltd, Singapore and Pinance Talent Inc, USA and ESR Association Inc, USA wholly-owned and controlled subsidiaries of Advanced Synergic Pte Ltd, Singapore (collectively referred to as “Group”) is a pioneer in providing world class consulting services in areas of Engineering services and Product Engineering services with successful offshore development & support centres in India and overseas for its global clientele.

The consolidated financial statements have been approved by the board of directors of the holding company on May 30, 2023.

2 SIGNIFICANT ACCOUNTING POLICIES:

2.1 Basis of Preparation:

a) Statement of Compliance:

In accordance with the notification issued by the Ministry of Corporate Affairs, the Company has adopted Indian Accounting Standards (‘Ind AS’) notified under the Companies (Indian Accounting Standards) Rules, 2015 with effect from April 1, 2017. The financial statements of the Company are prepared and presented in accordance with Ind AS.

The financial statements have been prepared on the historical cost basis, except for certain financial instruments which are measured at fair values at the end of each reporting period, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

2.2 Summary of significant accounting policies:

a) Use of Estimates:

The preparation of financial statements in conformity with Ind AS requires the management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management’s best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods. Any revision to accounting estimates is recognized prospectively.

b) Current versus non-current classification:

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification.

An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle.
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is treated as current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

All other liabilities are classified as non-current.

Deferred tax assets/ liabilities are classified as non-current assets/ liabilities.

c) *Property, Plant & Equipment:*

Property, plant and equipment (“PPE”) are stated at the cost of acquisition less accumulated depreciation and write down for, impairment if any. Direct costs are capitalised until the assets are ready to be put to use. Subsequent costs are included in the asset’s carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the entity and the cost of the item can be measured reliably. All other expenses on existing assets, including day-to-day repair and maintenance expenditure and cost of replacing parts, which do not meet the definition of PPE as per Ind AS 16 are charged to the statement of profit and loss for the period during which such expenses are incurred.

Gains or losses arising from de-recognition of PPE are measured as the difference between the net disposal proceeds and the carrying amount of PPE and are recognized in the statement of profit and loss when the PPE is derecognized.

d) *Depreciation:*

Depreciation is provided on straight-line method as per the rates specified in schedule II of the Companies Act, 2013 (“the Act”). Depreciation for the assets purchased/sold during the year is proportionately charged. The assets’ residual values and useful lives are reviewed at each financial year end or whenever there are indicators for revision, and adjusted prospectively.

e) *Investment Properties:*

Investment property represents properties held for rental yields and/or for capital appreciation or both rather than for:

- (a) use in the production or supply of services or for administrative purposes; or
- (b) sale in the ordinary course of business.

Investment property is stated at the cost of acquisition less accumulated depreciation.

Subsequent costs are included in the asset’s carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the entity and the cost of the item can be measured reliably. All other expenses on existing assets, including day-to-day repair and maintenance expenditure and cost of replacing parts, which do not meet the definition of Investment Property as per Ind AS 40 are charged to the statement of profit and loss for the period during which such expenses are incurred.

f) *Intangible Assets:*

Intangible assets acquired separately are measured on initial cost. Subsequently, carried at cost less accumulated amortization and accumulated impairment losses, if any.

Intangible assets comprising of computer software is amortised on a over a period of three years as estimated by the management.

Gains or losses arising from de-recognition of an intangible asset are measured as a difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit or loss when asset is derecognised.

g) Leases:

Where Company is a Lessee:

“The Company’s lease asset classes primarily consist of leases for buildings. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

- (i) the contract involves the use of an identified asset
- (ii) the Company has substantially all of the economic benefits from use of the asset through the period of lease
- (iii) the Company has the right to direct the use of the asset. “

At the date of commencement of the lease, the Company recognizes a right-of-use asset (“ROU”) and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Company changes its assessment if whether it will exercise an extension or a termination option.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

The borrowing rate applied to lease liabilities for discounting is **12.55%**

Operating Leases

Leases, where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item, are classified as operating leases. Operating lease payments are recognised as an expense in the statement of profit and loss on a straight-line basis over the lease term except where the increase in lease outgoings are in line with expected general inflation to compensate the lessor’s expected inflationary cost increases.

(h) Employee benefits :

Short term employee benefits :

The employee benefits payable wholly within twelve months of rendering the service are classified as short term employee benefits. Benefits such as salaries, leave travel allowance, short term compensated absences etc. and the expected cost of bonus are recognised in the period in which the employee renders the related service.

Long term employee benefits:

(i) Defined Contribution Plans:

The Firm has contributed to state governed provident fund scheme, employee's state insurance scheme and employee pension scheme which are defined contribution plans. The contribution paid/ payable under the schemes is recognised during the period in which employee renders the related service.

(ii) Defined Benefit Plans :

Gratuity, which is a defined benefit plan, is accrued based on an independent actuarial valuation, which is done based on project unit credit method as at the balance sheet date. The Company recognizes the net obligation of a defined benefit plan in its balance sheet as an asset or liability. Gains and losses through re-measurements of the net defined benefit liability/ (asset) are recognized in other comprehensive income. In accordance with Ind AS, re-measurement gains and losses on defined benefit plans recognized in OCI are not to be subsequently reclassified to statement of profit and loss. As required under Ind AS compliant Schedule III, the Company recognizes re-measurement gains and losses on defined benefit plans (net of tax) to retained earnings.

Accumulated leave, which is expected to be utilized within the next twelve months, is treated as short-term employee benefit. The Company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date.

The Company treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method, made at the end of each financial year. Actuarial gains/ losses are immediately taken to the statement of profit and loss. The Company presents the accumulated leave liability as a current liability in the balance sheet, since it does not have an unconditional right to defer its settlement for twelve months after the reporting date.

(i) Retirement benefits

Retirement benefit in the form of provident fund is a defined contribution scheme. The Company has no obligation, other than the contribution payable to the provident fund authorities. The contributions to the provident fund are charged to the statement of profit and loss for the year when the contributions are due.

Gratuity, which is a defined benefit plan, is accrued based on an independent actuarial valuation, which is done based on projected unit credit method as at the balance sheet date. Gains and losses through re-measurements of the net defined benefit obligation are recognized in other comprehensive income and are not subsequently reclassified to profit or loss. The defined benefit scheme for gratuity is currently unfunded.

(ii) Other employee benefits

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees is recognised during the period when the employee renders the service. These benefits include compensated absences such as paid annual leave, overseas social security contributions and performance incentives.

i) Revenue Recognition:

The Company derives revenues primarily from IT related services. Effective April 01,2018, the Company has adopted Ind AS 115, “Revenue from Contracts with Customers”. Revenue is recognized upon transfer of control of promised services to customers in an amount that reflects the consideration we expect to receive in for those services.

Revenue on time-and-material contracts are recognized as the related services are performed and revenue from the end of the last invoicing to the reporting date is recognized as unbilled revenue. Revenue from fixed-price, fixed-timeframe contracts, where the performance obligations are satisfied over time and where there is no uncertainty as to measurement or collectability of consideration, is recognized as per the percentage-of-completion method. When there is uncertainty as to measurement or ultimate collectability, revenue recognition is postponed until such uncertainty is resolved. Efforts or costs expended have been used to measure progress towards completion as there is a direct relationship between input and productivity.

The Company recognised incentive from government in respect of Service Exports from India Scheme based on claim lodged by the Company.

Interest Income:

Interest is accounted as per effective interest method. Interest income is included under the head “other income” in the statement of profit and loss. Interest income on term deposits & others are recognised on accrual basis. Interest income on account of financial instruments measured at amortised cost if any, is recognised using effective interest rate method.

Dividend Income:

Dividend is recorded when the right to receive payment is established. Interest income is recognized on effective interest method taking into account the amount outstanding and the applicable interest rate. Interest income is included under the head “other income” in the statement of profit and loss.

j) Taxation:

Income tax expense comprises current tax expense and the net change in the deferred tax asset or liability during the year. Current and deferred tax are recognized in statement of profit or loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity, respectively.

Current income tax expense comprises taxes on income from operations in India and in foreign jurisdictions. Income tax payable in India is determined in accordance with the provisions of the Income Tax Act, 1961. Tax expense relating to foreign operations is determined in accordance with tax laws applicable in countries where such operations are domiciled. Minimum Alternative Tax (MAT) paid in accordance with the tax laws in India, which gives rise to future economic benefits in the form of adjustment of future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax in future years. Accordingly, MAT is recognised as an asset in the balance sheet when the asset can be measured reliably and it is probable that the future economic benefit associated with the assets will fructify.

Deferred income tax is recognized on temporary differences at the balance sheet date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes, except when the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction.

Deferred income tax assets are recognized for all deductible temporary differences, carry forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

“The carrying amount of deferred income tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the balance sheet date.”

k) Foreign Currency Transactions:

Functional Currency:

The functional currency of the Company is the Indian rupee.

Transactions and translations:

Foreign currency transactions are recorded at exchange rates prevailing on the date of the transaction. Foreign currency denominated monetary assets and liabilities are restated into the functional currency using exchange rates prevailing on the balance sheet date. Gains and losses arising on settlement and restatement of foreign currency denominated monetary assets and liabilities are included in the statement of profit and loss.

l) Provisions, Contingent liabilities and Contingent assets:

“A provision is recognized when an enterprise has a present obligation (legal or constructive) as result of past event and it is probable that an outflow of embodying economic benefits of resources will be required to settle a reliably assessable obligation. Provisions are determined based on best estimate required to settle each obligation at each balance sheet date. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Provisions for onerous contracts, i.e. contracts where the expected unavoidable costs of meeting obligations under a contract exceed the economic benefits expected to be received, are recognized when it is probable that an outflow of resources embodying economic benefits will be required to settle a present obligation as a result of an obligating event, based on a reliable estimate of such obligation.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements. A contingent asset is never recognised but only disclosed in the financial statements.”

m) Segment reporting policies:

(i) Identification of segments:

Operating Segments are identified on the basis of internal reports about components of the group that are regularly reviewed by the chief operating decision maker (CODM) in

order to allocate resources to the segments and to assess their performance in accordance with Ind AS 108, Operating Segments. Since CODM evaluates Company's performance at a geographic segment level, operating segment information is accordingly given at geographic level.

(ii) Unallocated items

Unallocated items include general corporate asset, liability, income and expense items which are not allocated to any business segment.

(iii) Segment accounting policies

the Firm prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the Firm as a whole.

n) Financial Instruments:

Financial assets and liabilities are recognized when the Company becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability.

i) Cash & Cash equivalents:

The Company considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage.

ii) Financial assets at amortized cost:

Financial assets are subsequently measured at amortized cost if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

iii) Financial assets at fair value through other comprehensive income:

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

iv) Financial assets at fair value through profit or loss:

Financial assets are measured at fair value through profit or loss unless it is measured at amortized cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognized in statement of profit and loss.

v) **Financial liabilities:**

Financial liabilities are subsequently carried at amortized cost using the effective interest method, except for contingent consideration recognized in a business combination which is subsequently measured at fair value through profit or loss. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

vi) **De-recognition of financial instruments:**

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for de-recognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized when the obligation specified in the contract is discharged or cancelled or expires.

vii) **Fair value of financial instruments:**

In determining the fair value of its financial instruments, the Company uses following hierarchy and assumptions that are based on market conditions and risks existing at each reporting date.

Fair value hierarchy:

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- ▶ Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- ▶ Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- ▶ Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognized in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

viii) **Investments in subsidiary:**

Investments in subsidiary is carried at cost.

o) **Impairment:**

i) **Financial assets:**

The Company assesses at each date of balance sheet whether a financial asset or a group of financial assets is impaired. Ind AS 109 requires expected credit losses to be measured through a loss allowance. The Company recognises lifetime expected losses for all contract assets and / or all trade receivables that do not constitute a financing transaction. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition.

ii) **Non-financial assets:**

Tangible and Intangible assets: PPE, intangible assets and investment property with finite life are evaluated for recoverability whenever there is any indication that their

carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the cash generating unit (CGU) to which the asset belongs. If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognised in the statement of profit and loss.

p) Cashflow Statement:

Cash flows are reported using the indirect method, whereby profit for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated. The Company considers all highly liquid investments that are readily convertible to known amounts of cash to be cash equivalents.

q) Capital Work in Progress:

Costs of assets not ready for use at the balance sheet date are disclosed under capital work-in-progress. Capital work in progress comprises the cost of fixed assets under construction and not yet ready for their intended use. Capital work in progress is carried at cost, comprising direct cost, related incidental expenses.

Expenditure directly relating to construction activity is capitalized. Indirect expenditure incurred during construction period is capitalized to the extent to which the expenditure is indirectly related to construction or is incidental thereto. Other indirect expenditure (including borrowing costs) incurred during the construction period which is neither related to the construction activity nor is incidental thereto is charged to the Statement of Profit and Loss.

r) Inventories:

Cost is ascertained on a weighted average basis, is defined as being all expenditure, which has been incurred in bringing the product or service to its present location and condition or net realizable values whichever is lower. Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

s) Expenditure:

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

t) Borrowing costs:

Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized/inventorised as part of the cost of the respective asset. All other borrowing costs are charged to Statement of Profit and Loss.

u) Earnings per share:

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Partly paid equity shares are treated as a fraction of an equity

share to the extent that they are entitled to participate in dividends relative to a fully paid equity share during the reporting period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares..

2.3 Significant accounting judgements, estimates and assumptions:

The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

a) *Judgements:*

In the process of applying the Company's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognized in the financial statements:

(b) *Estimates and assumptions:*

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

Defined benefit plans - Gratuity

The cost of the defined benefit gratuity plan and other post-employment medical benefits and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds

The mortality rate is based on publicly available mortality tables. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases are based on expected future inflation rates and expected salary increase thereon.

Notes to consolidated financial statements for the year ended March 31, 2023

(All amounts in Indian Rupees millions, except as otherwise stated)

3.1 PROPERTY, PLANT AND EQUIPMENT

Cost	Land (freehold)	Building	Plant and Equipment	Electrical fittings	Furniture & fixtures	Office Equipment	Vehicles	Generator	Right of Use	Total
As at April 1, 2021	20.51	16.98	36.27	3.72	11.34	7.77	7.06	0.56	65.38	169.59
Additions	-	-	96.60	0.03	1.75	0.39	0.26	-	31.48	130.51
Disposals	-	-	(0.05)	-	-	-	-	-	-	(0.05)
Other Adjustments	-	-	-	-	-	-	-	-	(0.46)	(0.46)
At March 31, 2022	20.51	16.98	132.82	3.75	13.09	8.16	7.32	0.56	96.40	299.59
Additions	-	-	77.24	2.57	5.79	1.82	2.73	-	100.40	190.55
Disposals	-	-	(0.19)	(0.54)	-	(0.05)	(1.57)	-	-	(2.35)
Other Adjustments	-	-	(12.37)	(0.72)	(1.34)	(1.68)	-	-	-	(16.11)
At March 31, 2023	20.51	16.98	197.50	5.06	17.54	8.25	8.48	0.56	196.80	471.68
Depreciation/Amortisation										
As at April 1, 2022	-	2.72	36.92	2.38	6.43	4.62	4.29	0.56	27.04	84.96
Charge for the year	-	0.27	13.79	0.63	2.76	1.04	0.64	-	22.14	41.27
Disposals	-	-	(0.01)	-	-	-	-	-	-	(0.01)
Other Adjustment	-	-	(23.10)	-	-	-	-	-	-	(23.10)
At March 31, 2022	-	2.99	27.60	3.01	9.19	5.66	4.93	0.56	49.18	103.12
Charge for the year	-	0.27	28.64	0.92	3.41	1.14	0.80	-	39.07	74.25
Disposals	-	-	(0.13)	(0.54)	-	(0.05)	(1.57)	-	-	(2.29)
Other Adjustment	-	-	(12.37)	(0.88)	(1.34)	(1.53)	-	-	-	(16.12)
At March 31, 2023	-	3.26	43.74	2.51	11.26	5.22	4.16	0.56	88.25	158.96
Net Block										
At March 31, 2023	20.51	13.99	105.22	0.74	3.90	2.50	2.39	-	47.22	196.47
At March 31, 2023	20.51	13.72	153.76	2.55	6.28	3.03	4.32	-	108.55	312.72

Additional Information:

1. The Company has not revalued any of its property, Plant and Equipment.
2. The Company is in the possession of all title deeds of immovable properties

3.2 INTANGIBLES:

Particulars	Goodwill	Intellectual Property Rights	Software	Product Development	Total
Cost					
As at April 1, 2021	34.66	25.34	39.50	-	99.50
Additions	-	-	0.09	31.06	31.15
Disposals	-	-	-	-	-
Other Adjustments	-	-	-	-	-
At March 31, 2022	34.66	25.34	39.59	31.06	130.65
Additions		65.70	29.20		94.90
Disposals					-
Other Adjustments			(19.12)		(19.12)
At March 31, 2023	34.66	91.04	49.67	31.06	206.43
Depreciation/Amortisation					
At April 1, 2021	14.31	7.22	0.15	-	21.68
Charge for the year		2.49	0.65	0.01	3.15
Disposals	-	-			-
Other Adjustments			23.10		23.10
At March 31, 2022	14.31	9.71	23.90	0.01	47.93
Charge for the year		5.39	1.99	3.71	11.09
Disposals	-				-
Other Adjustment			(19.12)		(19.12)
At March 31, 2023	14.31	15.10	6.77	3.72	39.90
Net Block					
At March 31, 2022	20.35	15.63	15.69	31.05	82.72
At March 31, 2023	20.35	75.94	42.90	27.34	166.53

Note: The Company has not revalued any of its intangible assets

3.3 CAPITAL WORK IN PROGRESS:

Particulars	As at March 31, 2023	As at March 31, 2022
Machinery under Installation	10.16	
Total	10.16	-
Agewise Breakup of CWIP:		
<i>Projects in progress:</i>		
Less than 1 year	10.16	-
1 - 2 years	-	-
2 - 3 years	-	-
More than 3 Years	-	-
Total	10.16	-
<i>There are no projects which has been temporarily suspended</i>		

Notes to consolidated financial statements for the year ended March 31, 2023

(All amounts in Indian Rupees millions, except as otherwise stated)

4. NON CURRENT FINANCIAL ASSETS:

4 (i) Details of Investments

Name of the Company	As at March 31, 2023		As at March 31, 2022	
	No of Shares	Rs. In million	No of Shares	Rs. In million
(i) Non Current Investments:				
I) Investments In Equity Instruments				
A) Investments in equity instruments:				
- Unquoted carried at cost				
ASM HHV Limited	3,50,001	0.28	2,50,001	2.09
B) Investments in fair value through profit & loss				
<i>Investments in compulsory convertible preference shares (Unquoted)</i>				
Lavelle Networks Private Limited of Rs.10 each	6,873	71.98	6,873	65.52
Investments in Equity shares (Unquoted)				
Baro Vehicles Limited, UK (GBP 0.0001) each	13,346	-	13,346	-
Investments in a partnership firm				
Interoperable Security LLC, USA (Previously known as Poly Logyx LLC)		12.65		12.65
C) Investments in fair value through Other Comprehensive Income				
- In Venture Capital Fund				
i) Ideaspring Capital Future Now		66.28		52.26
		151.19		132.52
Additional Information:				
i) Aggregate amount of unquoted investments		151.19		132.52
ii) Categorywise Non current investment:				
Financial assets carried at amortised cost		0.28		2.09
Financial assets measured at fair value through Profit & Loss		84.63		78.17
Financial assets measured at fair value through Other Comprehensive Income		66.28		52.26
Total non current investment		151.19		132.52

Additional Information:

Details of investment made in the capital of partnership firm:

Name of the Firm : Interoperable Security LLC (Previously known as PolyLogyx LLC)

Name of the Partner	As at March 31, 2023		As at March 31, 2022	
	Partner's Capital in \$	Profit Sharing Ratio (%)	Partner's Capital in \$	Profit Sharing Ratio (%)
ASM Technologies Limited (the Company)	1,12,841.00	5.03%	1,12,841.00	5.03%
Sridhar Jayanthi	53,855.00	58.69%	53,855.00	58.69%
Atul Kabra	-	33.07%	-	33.07%
Bhagyajyothi P Makam	21,119	0.91%	21,119	0.91%
Rajesh Ambareesh Rajah	26,397	1.15%	26,397	1.15%
Kailashnath Dornadula	26,397	1.15%	26,397	1.15%

4 (ii) Loans (Unsecured and considered good)

Particulars	As at March 31, 2023	As at March 31, 2022
Security Deposits	22.32	4.73
Total	22.32	4.73

Notes to consolidated financial statements for the year ended March 31, 2023
(All amounts in Indian Rupees millions, except as otherwise stated)

5. DEFERRED TAX

Particulars	As at March 31, 2023	As at March 31, 2022
i) Deferred tax liability:		
a) On account of depreciation on fixed assets	36.71	9.69
b) On account of timing differences in recognition of expenditure	6.85	5.38
c) On account of timing differences in recognition of value of investment	5.86	10.91
Total	49.42	15.07
ii) Deferred tax asset:		
a) On account of depreciation on fixed assets	-	0.58
b) On account of timing differences in recognition of expenditure	72.78	81.62
c) On account of timing differences on Impact on Unabsorbed depreciation & brought forward losses	66.55	2.45
Total	139.33	84.65
Net Deferred tax (liability)/asset	89.90	58.68

6. OTHER NON CURRENT ASSETS

Particulars	As at March 31, 2023	As at March 31, 2022
Disputed taxes paid	6.96	6.96
Export Incentive Receivable	11.11	11.11
Advance payment of tax (net of provision)	61.71	47.31
Deferred Rent- Ind AS	0.84	0.56
Total	80.62	65.94

7. INVENTORIES:

Particulars	As at March 31, 2023	As at March 31, 2022
Raw Materials	4.69	2.34
Work in progress	27.51	91.05
Total	32.20	93.39

Notes to consolidated financial statements for the year ended March 31, 2023
(All amounts in Indian Rupees millions, except as otherwise stated)

8. FINANCIAL ASSETS:

	As at March 31, 2023		As at March 31, 2022	
	No of Units	Rs. In million	No of Units	Rs. In million
<i>i) Investment - fair value through statement of Profit & Loss</i>				
<i>Investments in Mutual Funds:</i>				
i) SBI Short Term Debt Fund	18,73,747	50.84	18,73,747	48.80
ii) SBI Corporate Bond Fund	50,19,196	65.57	17,31,321	62.60
iii) ICICI Prudential Value Discovery Fund	8,533	0.09	8,706	0.09
Total	69,01,477	116.50	36,13,774	111.49
Aggregate Carrying value of quoted Investments		116.50		111.49
Aggregate Market value of quoted Investments		116.50		111.49

Notes to consolidated financial statements for the year ended March 31, 2023
(All amounts in Indian Rupees millions, except as otherwise stated)

Current Assets

8. FINANCIAL ASSETS

Particulars	As at March 31, 2023	As at March 31, 2022
ii) Trade Receivables		
- Trade receivables	368.23	430.14
-Unbilled Revenue	185.36	142.84
	553.59	572.98
Less: Allowance for bad & doubtful trade receivables	7.84	3.95
	545.75	569.03
-Trade Receivables Ageing Schedule:		
a) Un disputed Outstanding for the following periods from due date of payment (undisputed)		
Less than 6 Months	316.19	374.81
6 Months - 1 Year	41.03	30.34
1 - 2 Years	3.05	17.10
2 - 3 Years	-	2.51
More than 3 Years	7.65	5.07
Total (a)	367.92	429.83
b) Disputed Trade receivables outstanding for the following periods from due date of payment		
Less than 6 Months	-	-
6 Months - 1 Year	-	-
1 - 2 Years	-	-
2 - 3 Years	-	-
More than 3 Years	0.31	0.31
Total (b)	0.31	0.31
c) Unbilled Revenue Ageing Schedule:		
i) Unbilled for the following periods		
Less than 6 Months	182.45	139.31
6 Months - 1 Year	2.52	1.46
1 - 2 Years	0.39	2.07
2 - 3 Years	-	-
More than 3 Years	-	-
Total (c)	185.36	142.84
Total (a+b+c)	553.59	572.98

Notes to consolidated financial statements for the year ended March 31, 2023
(All amounts in Indian Rupees millions, except as otherwise stated)

8. FINANCIAL ASSETS (CURRENT ASSETS)

Particulars	As at March 31, 2023	As at March 31, 2022
iii) Cash and Bank Balance		
a) Cash and cash equivalents:-		
i) Balance with Banks	-	-
- On current accounts	9.33	19.49
- Cash on hand	-	0.01
- Cheque on hand	0.90	
	-	
	10.23	19.50
ii) Other Bank Balances		
- In Unpaid Dividends	9.79	7.64
-in deposit whose maturity is more than 3 months	78.92	65.51
	88.71	73.15
Total	98.94	92.65
Bank balance includes:		
Earmarked balances with banks for loan taken by the Company	30.00	30.00
iv) Loans (Unsecured, considered good)		
Security Deposit	3.92	7.14
Total	3.92	7.14
v) Other Financial Assets		
Interest receivable on deposits	13.74	9.81
Total	13.74	9.81

9. OTHER CURRENT ASSETS

Particulars	As at March 31, 2023	As at March 31, 2022
(i) Advances other than capital advances		
(a) Security deposits	0.46	0.25
(b) Advance to supplier	3.93	4.49
Less: Provision for doubtful advances	(0.11)	(3.29)
	4.28	1.44
- Advance to Employee	3.31	5.01
(ii) Others		
Prepaid expenses	32.11	29.34
Other current Assets	1.50	-
Total	41.20	35.80

Notes to consolidated financial statements for the year ended March 31, 2023
(All amounts in Indian Rupees millions, except as otherwise stated)

10. EQUITY SHARE CAPITAL (REFER STATEMENT OF CHANGES IN EQUITY)			
	Particulars	As at March 31, 2023	As at March 31, 2022
	Authorised		
	1,50,00,000 Equity shares of Rs 10 each	150.00	150.00
	Issued and Subscribed:		
	1,10,00,000(As at March 31, 2022: 100,00,000) equity shares of Rs 10 each	110.00	100.00
	Paid up Capital:		
	1,00,00,000(As at March 31, 2022: 100,00,000) equity shares of Rs 10 each fully paid up	100.00	100.00
	10,00,000(As at March 31, 2022: Nil) equity shares of Rs 10 each partly paid of Rs.3 each	3.00	-
	Total issued, subscribed and fully paid-up share capital	103.00	100.00
	Particulars	Amount in millions	
	No. of shares as at April 1, 2021	100	
	Add :Bonus Shares issued during the year	-	
	No. of shares as at March 31, 2022	100	
	Add : partly paid shares issued during the year	3	
	No. of shares as at March 31, 2023	103	

(a) Rights, preferences and restrictions attached to shares

The company has only one class of equity shares having par value of Rs.10 per share. Each holder of equity is entitled to one vote per share.

(b) Reconciliation of the shares outstanding at the beginning and at the end of the year

Equity shares	As at March 31, 2023		As at March 31, 2022	
	Nos.	Rs. In million	Nos.	Rs. In million
At the beginning of the year	1,00,00,000	100.00	1,00,00,000	100.00
Add:-Issued during the year	10,00,000	3.00	-	-
Outstanding at the end of the year	1,10,00,000	103.00	1,00,00,000	100.00

(c) Details of shareholders holding more than 5% shares in the Company

Particulars	As at March 31, 2023		As at March 31, 2022	
	Nos.	% holding in class	Nos.	% holding in class
S. Rabindra	46,99,570	42.72%	42,07,354	42.07%
Kannan Sundar	10,06,609	9.15%	9,07,000	9.07%
R Preeti	8,50,082	7.73%	7,61,048	7.61%
IDS System LLP	7,56,206	6.87%	6,77,004	6.77%

(d) Shareholding pattern of promoters

The details of the shares held by promoters as at March 31, 2023 are as under:

Promoter Name	No of fully paid up shares	No of partly paid up Shares	% of share holding	% of change during the year
S Rabindra	42,07,354	4,92,216	42.72%	11%
R Preeti	7,61,048	89,034	7.73%	
Akhil R	2,69,200		2.45%	
Nikhil R	2,69,200	31,493	2.73%	
IDS Systems LLP	6,77,004	79,202	6.87%	

The details of the shares held by promoters as at March 31, 2022 are as under:

Promoter Name	No of fully paid up shares	No of partly paid up Shares	% of share holding	% of change during the year
S Rabindra	42,07,354	-	42.07%	Nil
R Preeti	7,61,048	-	7.61%	
Akhil R	2,69,200	-	2.69%	
Nikhil R	2,69,200	-	2.69%	
IDS Systems LLP	6,77,004	-	6.77%	

(e) During th year the Company has opened a Rights issue of equity shares to its shareholders at 1:10 ratio on March 28, 2022 and proposed to close on April 6, 2022 at a premium of Rs.105/- per share on a call basis which is payable on application Rs.35 per share and First & Final call of Rs.80 per share.

f) Bonus shares issued in last five year 50,00,000 shares of Rs.10/- each

Notes to consolidated financial statements for the year ended March 31, 2023
(All amounts in Indian Rupees millions, except as otherwise stated)

11. OTHER EQUITY

Particulars	As at March 31, 2023	As at March 31, 2022
i) Capital reserve		
Opening balance	2.87	3.07
Add:- Addition during year	-	-
Less:- Utilized during year	(0.20)	(0.20)
	-	-
Closing at end of year	2.67	2.87
ii) Security Premium reserve		
Opening Balance	-	-
Add:-addition during year	32.00	-
Less:- Utilized during year	3.15	-
Closing at the end of the year	28.85	-
iii) General Reserve		
Opening balance	93.00	93.00
Add:- Addition during year	-	-
Less:- Utilized during year	-	-
Closing at end of year	93.00	93.00
iv) Other Comprehensive Income		
a) Foreign currency translation reserve		
Opening balance	(34.16)	(45.92)
Add:- Addition during year	(14.95)	11.76
Closing at end of year	(49.11)	(34.16)
b) Other Items		
Opening balance	18.42	(3.08)
Add:- Addition during year	4.48	21.50
Closing at end of year	22.90	18.42
v) Retained Earning		
Opening balance	477.17	421.09
Add:- Addition during year	95.50	146.08
	572.67	567.17
Less:- Appropriations		
Interim dividend on equity shares	30.90	60.00
Final dividend	25.75	30.00
Tax on dividend	-	-
	56.65	90.00
Total	516.02	477.17
Closing at end of year	614.33	557.30

Notes to consolidated financial statements for the year ended March 31, 2023
(All amounts in Indian Rupees millions, except as otherwise stated)

Non current liabilities and provisions:-

12. FINANCIAL LIABILITIES:-

Particulars	As at March 31, 2023	As at March 31, 2022
Borrowings:-		
Secured		
From Banks	182.81	77.94
From Financial Institutions	78.06	49.11
Less: Current Maturities		
From Banks	(44.58)	(18.98)
From others	(18.46)	(11.16)
Total	197.83	96.91
Additional Information:-		
1)Details Of Security for secured loan:-		
From Bank:-		
Term Loan from ICICI Bank is secured against charge created on the Land and Building situated at No 80/2, Lusanne Court, Wellington street, Bangalore,560025 and the facility is guaranteed by Mr. Rabindra Srikantan (Managing Director) of the Company. [As at March 31, 2022 : Term Loan from HSBC bank was secured against charge created on the Land and Building situated at No 80/2, Lusanne Court, Wellington street, Bangalore,560025 and facility was guaranteed by Mr. Rabindra Srikantan (Managing Director) of the Company.]	182.81	77.94
Term Loans carries an interest rate of Repo rate + 2.85% and principal is repayable in 36 equal installments		
From others:-		
Loan from financial institution carries is repayable in 52 monthly instalments excluding 8 months moratorium period and carries an interest of 12.50% p.a.	78.06	49.11
The Company has used the loan for the purpose for which it was borrowed.		

13. PROVISIONS

Particulars	As at March 31, 2023	As at March 31, 2022
Provision for Gratuity	6.53	4.55
Provision Leave Encashment	12.53	11.73
Total	19.06	16.28

Notes to consolidated financial statements for the year ended March 31, 2023
(All amounts in Indian Rupees millions, except as otherwise stated)

Current liabilities and provisions:-

14. FINANCIAL LIABILITIES:-

Particulars	As at March 31, 2023	As at March 31, 2022
i) Borrowings		
Secured loans:		
Loans repayable on demand		
- from banks	348.66	324.38
Current maturities of the long term borrowings	63.04	30.13
Total	411.70	354.51

a Details of security for secured loans from banks:

- | | | |
|---|---------------|--------|
| i) Hypothecation charge on Receivables and other current assets of the company, further lien on SBI mutual Fund scheme “SBI Corporate bond fund -regular plan growth “ and SBI mutual fund scheme “SBI short term debt fund regular plan growth and secured by personal guarantee of Managing Director. | 348.66 | 324.38 |
| ii) Lien on fixed deposits of the Company and charge on SBI mutual Fund scheme “SBI Corporate bond fund -regular plan growth “ and on SBI mutual fund scheme “SBI short term debt fund regular plan growth and secured by personal guarantee of Managing Director. | | |

b Interest rate:-

- | |
|---|
| i) Secured loans from banks: |
| ii) Cash credit facility from state Bank of India repayable on demand and carries an interest rate of MCLR + 2% |

ii) Trade Payables:-

Particulars	As at March 31, 2023	As at March 31, 2022
Trade payables		
- Total outstanding dues of micro and small enterprises (refer note-31)	3.40	0.93
- Total outstanding dues of creditors other than micro and small enterprises	85.65	151.41
Total	89.05	152.34

Trade Payables Ageing Schedule :

	March 31, 2023		March 31, 2022	
	MSME	Others	MSME	Others
(a) O/s for the following periods from due date of payment				
Less than 1 Year	3.40	85.55	0.93	101.50
1 - 2 Years	-	-	-	41.65
2 - 3 Years	-	-	-	4.32
More than 3 Years	-	-	-	0.10
Others	-	0.10	-	-
Total	3.40	85.65	0.93	151.41

iii) Other Financial Liability

Particulars	As at March 31, 2023	As at March 31, 2022
i) Interest Accrued but not due	-	0.15
ii) unclaimed dividend	8.56	7.63
Total	8.56	7.78

15. (i) OTHER CURRENT LIABILITIES

Particulars	As at March 31, 2023	As at March 31, 2022
i) Statutory dues	40.97	45.19
ii) Employee Benefit Expenses	12.94	16.31
iii) Advances from Customers	3.14	9.42
iv) Other liabilities	30.06	20.10
	-	-
Total	87.11	91.02

15. (ii) PROVISION :

Particulars	As at March 31, 2023	As at March 31, 2022
i) Gratuity	26.01	19.57
ii) Tax	25.36	13.62
Total	51.37	33.19

Notes to consolidated financial statements for the year ended March 31, 2023
(All amounts in Indian Rupees millions, except as otherwise stated)

16. REVENUE FROM OPERATIONS

Particulars	Current Year	Previous Year
Sale of services	1,919.68	1,763.29
Sale of goods	284.40	153.44
Total	2,204.08	1,916.73

16.1. DISAGGREGATED REVENUE INFORMATION:

Set out below is the disaggregation of the Company's revenue from contracts with customers by timing of transfer of services:

Revenue from contracts with customers	Current Year	Previous Year
Geographical location		
- <i>Sale of services</i>		
- In India	1,155.54	880.13
- Outside India	764.01	882.20
- <i>Sale of goods</i>		
- In India	277.05	139.60
- Outside India	7.48	14.80
	2,204.08	1,916.73

16.2. CONTRACT BALANCES:

<i>Contract assets:</i>	Current Year	Previous Year
Trade Receivables	402.91	426.19
Unbilled Revenue	142.84	142.84
	545.75	569.03

Contract liabilities

Advance from customers	3.14	9.42
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Trade receivables are generally on credit terms as agreed with respective customers.

Unbilled revenue is recognised on completion of performance obligation pending generation of Invoice.

17. OTHER INCOME

Particulars	Current Year	Previous Year
a) Interest on bank deposits	12.36	29.36
b) Dividend income	-	-
c) Gain or loss on mutual fund	11.47	4.81
d) Miscellaneous income (includes export incentives)	10.21	29.91
e) Export Incentive	-	-
f) Share of Profit in LLP	-	0.35
g) Management Fees- Investments	-	-
h) Profit on Sale of Fixed Assets	0.40	
i) Exchange fluctuation gain	26.37	4.88
j) Excess Provision Written back	2.30	
Total	63.11	69.31

18. COST OF RAW MATERIALS, COMPONENTS AND STORES CONSUMED

Particulars	Current Year	Previous Year
Consumption of raw materials	200.34	129.26
Total	200.34	129.26

Notes to consolidated financial statements for the year ended March 31, 2023
(All amounts in Indian Rupees millions, except as otherwise stated)

19. (INCREASE)/ DECREASE IN INVENTORIES OF STOCK OF FLATS, LAND STOCK AND WORK-IN-PROGRESS

Particulars	Current Year	Previous Year
Inventories at the end of the year	32.20	92.27
Total	32.20	92.27
Inventories at the beginning of the year	92.27	59.59
Total	92.27	59.59
(Increase)/ Decrease during the year	60.07	(32.68)

20. EMPLOYEE BENEFIT EXPENSES

Particulars	Current Year	Previous Year
a) Salaries and wages	1,284.66	1,180.68
b) Contribution to:		
-Provident fund	63.42	57.65
-ESI	0.21	0.16
c) Gratuity (refer note 26)	13.04	11.10
d) Leave Encashment	3.57	4.11
e) Staff welfare expenses	24.02	17.67
Total	1,388.92	1,271.37

21. FINANCE COST

Particulars	Current Year	Previous Year
a) Interest on bank borrowing	2.65	3.83
b) Other interest	69.11	52.01
Total	71.76	55.84

22. DEPRECIATION AND AMORTIZATION EXPENSE

Particulars	Current Year	Previous Year
a) Depreciation on PPE	35.18	19.13
b) Amortisation of ROU	39.07	22.14
c) Amortisation of Intangible assets	11.09	3.15
d) Depreciation withdrawn on government grant	(0.20)	(0.20)
Total	85.14	44.42

Notes to consolidated financial statements for the year ended March 31, 2023
(All amounts in Indian Rupees millions, except as otherwise stated)

23. OTHER EXPENSES

Particulars	Current Year	Previous Year
a) Travelling and conveyance expenses	67.31	28.97
b) Services rendered by business associates and others	41.40	62.08
c) Software, hardware and material costs	73.57	55.84
d) Communication expenses	11.63	13.75
e) Payment to Auditor (refer note below)	2.53	2.24
f) Legal and Professional fees	14.45	65.73
g) Sitting fees & Commission paid to directors	4.04	4.14
h) Rent	13.06	8.29
i) Repair and Maintenance	9.96	7.78
j) Allowance for bad debt	0.31	-
k) Electricity Expenses	12.66	6.66
l) Advertisement and Business Promotions	28.15	17.86
m) Insurance charges	4.28	11.80
n) Membership & subscription	8.99	8.31
o) Office Maintenance	29.72	18.16
p) Printing & stationary	2.04	1.99
q) Rates & Taxes	4.19	1.71
r) CSR Expenses	1.59	4.02
s) Miscellenous Expenses	8.08	9.57
t) Diminution in value of investment	-	5.26
u) Allowance for doubtful advances	-	0.35
v) Loss on sale of Export scrips	-	3.99
w) Loss on sale of investments	-	-
x) Bad Debts	6.53	
Total	344.49	338.50
Payments to Statutory Auditors		
Audit fee	2.31	1.63
Tax audit fee (other than Statutory Auditors)	0.40	0.40

24. EARNING PER SHARE

Particulars	Current Year	Previous Year
Profit/(Loss) for the year	71.45	139.01
Weighted average number of Equity shares	1,03,00,000	1,00,00,000
Earning per share basic and diluted (in INR)	6.94	13.90
Face value per equity share (in INR)	10.00	10.00

Notes to consolidated financial statements for the year ended March 31, 2023

(All amounts in Indian Rupees millions, except as otherwise stated)

25. (I) GRATUITY AND OTHER POST-EMPLOYMENT BENEFITS

The Company has a defined benefit gratuity plan. The gratuity plan is governed by the Payment of Gratuity Act, 1972. Every employee who has completed five years or more of service is entitled to gratuity of 15 days salary (last drawn salary) for each completed year of service. The scheme is not funded.

The following tables summarize the components of net benefit expense recognized in the statement of profit and loss and amounts recognized in the balance sheet for the gratuity plan:

Statement of Profit and Loss

Net employee benefit expenses recognised in the employee cost:

Particulars	As at March 31, 2023	As at March 31, 2022
Current service cost	11.59	10.12
Past service cost	-	-
Interest cost	1.45	1.06
Net benefit expense	13.04	11.18

Changes in the fair value of defined benefit obligation are as follows:

Particulars	As at March 31, 2023	As at March 31, 2022
Opening defined benefit obligation	53.62	53.86
Current service cost	11.59	8.34
Past service cost	-	-
Interest cost	3.18	2.91
Liability transferred out/divestments	-	-
Benefits paid directly by employer	(2.32)	(1.59)
Benefits paid directly from fund	(8.99)	(7.56)
<u>Remeasurements</u>	-	-
Actuarial loss/(gain) from changes in demographic assumptions	0.01	1.66
Actuarial loss/(gain) from changes in financial assumptions	(2.45)	(1.06)
Actuarial loss/(gain) from experience over the past period	1.42	(2.94)
Closing defined benefit obligation	56.05	53.62

Changes in the fair value of assets are as follows:

Particulars	As at March 31, 2023	As at March 31, 2022
Fair value as at the beginning of the year	29.50	34.69
Interest Income	1.73	1.86
Expected return on plan assets	(0.41)	(0.32)
Actuarial gains	-	-
Contributions	1.68	0.84
Benefits paid	(8.99)	(7.56)
Closing fair value of asset	23.51	29.50

The amounts recognized in the Balance Sheet are as follows:

Particulars	As at March 31, 2023	As at March 31, 2022
Present value of the obligation as at the end of the year	56.05	53.62
Fair value of plan assets as at the end of the year	(23.51)	(29.50)
Net liability/ (asset) recognized in the Balance Sheet	32.54	24.12

The principal assumptions used in determining gratuity obligations for the Company's plan are shown below:

Particulars	As at March 31, 2023	As at March 31, 2022
Discount rate	7.29%	5.66%
Employee turnover	25.00%	25.00%
Salary escalation rate	8.50%	8.50%
Salary escalation rate	Indian Assured Lives Mortality (2006-08)	

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market is for the holding company.

Sensitivity Analysis of significant actuarial assumptions

Particulars		Change in DBO by	
		As at March 31, 2023	As at March 31, 2022
Discount rate	Increases 1%	(2.18)	(2.12)
	Decreases 1%	2.41	2.34
Employee turnover	Increases 1%	(0.53)	(0.60)
	Decreases 1%	0.54	0.63
Salary escalation rate	Increases 1%	2.29	2.19
	Decreases 1%	(2.12)	(2.03)

Description of funding arrangements and funding policy that affect future contributions

The plan is unfunded and the status is unlikely to change over the next few years.

Maturity profile

Projected Benefits Payable in Future Years From the Date of Reporting	As at March 31, 2023	As at March 31, 2022
1st following year	10.09	10.23
2nd following year	8.24	7.14
3rd following year	8.13	7.42
4th following year	6.93	7.12
5th following year	7.83	5.79
Sum of years 6 to 10	16.89	18.98
Sum of 11 years and above	20.97	7.59

Defined contribution plan

The Company also has defined contribution plans. Contributions are made to provident fund in India for employees at the rate of 12% of basic salary as per regulations. The contributions are made to registered provident fund administered by the government. The obligation of the Company is limited to the amount contributed and it has no further contractual nor any constructive obligation. The expense recognised during the period towards defined contribution plan is Rs.63.42 million (Previous Year: Rs.40.17 million)

<i>Other Information</i>	As at March 31, 2023	As at March 31, 2022
Weighted average duration of the projected benefit obligation	4.00	5.00
Average expected future service	3.00	3.00

(ii) Leave encashment:-

An actuarial valuation of leave benefits is carried out by an independent actuary. Based on that, the Company is carrying a liability of Rs.12.53 millions.

The principal assumptions used in determining post-employment benefit obligations for the company's plans are shown below:

Particulars	In the books of R V Forms & Gears LLP As at March 31, 2023	In the books of ASM Digital Engineering Pvt Ltd As at March 31, 2023
Salary Escalation rate	7.00%	8.50%
Discount rate	7.52%	7.29%
Attrition rate	5.00%	25.00%

26. LEASES

(i) The following is the movement of lease liabilities during the year ended March 31, 2023

Particulars	As at March 31, 2023	As at March 31, 2022
Balance at the beginning of the year	54.41	41.96
On account of implementation of Ind AS 116	100.49	30.60
Finance cost accrued during the year	13.18	6.76
Payment of lease liabilities	36.95	25.92
Lease Modifications	-	1.00
Balance at the end of the year	131.13	54.41

The Company does not face a liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.

(ii) Details regarding the contractual maturities of lease liabilities as at March 31, 2023 on undiscounted basis:

Particulars	As at March 31, 2023	As at March 31, 2022
Less than one year	51.61	16.77
One to five years	108.76	34.11
More than five years	-	-
Total	160.37	50.88

27. CORPORATE SOCIAL RESPONSIBILITY:

As per Section 135 of the Act, a company, meeting the applicability threshold, needs to spend at least 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility (CSR) activities. The areas for CSR activities are eradication of hunger and malnutrition, promoting education, art and culture, promote rural and nationally recognised sports, healthcare, destitute care and rehabilitation, environment sustainability, disaster relief and rural development projects. A CSR committee has been formed by the Company as per the Act. The funds were primarily allocated to a corpus and utilized through the year on these activities which are specified in Schedule VII of the Act.

	Current Year Rs. In millions	Previous Year Rs. In millions
(a) Gross amount required to be spent by the Company during the year	2.57	1.94
(b) Excess/ (short) spent in previous year	1.13	(0.95)
(c) Amount required to be spent during the year	1.44	2.89
(d) Amount spent during the year	1.59	4.02
(e) (Excess)/lower amount spent (c) - (d)	(0.15)	(1.13)

Notes to consolidated financial statements for the year ended March 31, 2023
(All amounts in Indian Rupees millions, except as otherwise stated)

28. RELATED PARTY DISCLOSURES

i) Names of related parties and related party relationship	
Name of entity	Relationship
ASM HHV Engineering Private Limited	Jointly Controlled Entity
IDS Systems LLP	Company in which directors are interested
RPM Financial Services Rabindra Srikantan M R Vikram Ramesh Radhakrishnan Shekar Viswanathan Preeti Rabindra	Entity in which KMP are interested Directors
M Lakshminarayan N Krishnan Narsingh Rathod Pramod G Rao Vanishree Kulkarni Srinivasa Murthy Seshadri Sundar Ramanathan Ravishankar Reddy Reji Varghese	Key Managerial Personnel ("KMP")
Susan Varghese Akhil Rabindra	Relatives of Director
Nikhil Rabindra Nirmala N Rathod	Relative of KMP
Annu Varghese	

ii) Related party transactions

The following table provides the closing balances of related parties as at the relevant financial year-end:

Particulars	As at March 31, 2023	As at March 31, 2022
ASM HHV Engineering Private Limited		
-capital invested during the year	1.00	2.50
-Reimbursement of Expenses received	-	0.61
IDS Systems LLP		
- Consultancy charges received during the year	-	2.50

Outstanding as at the end of the year:

Particulars	As at March 31, 2023	As at March 31, 2022
Investment in related parties		
ASM HHV Engineering Private Limited	0.28	2.09
Amount due to Company		
ASM HHV Engineering Private Limited	-	0.61
IDS Systems LLP	7.65	7.65

Related party transactions with KMP

iii)	Key Managerial Personnel:	Relationship	Nature of transaction	Current Year	Previous Year
	M R Vikram	Chairman	Sitting fees & reimbursement of expenses	2.32	2.28
	Rabindra Srikantan	Managing Director	Remuneration	38.60	24.50
	Ramesh Radhakrishnan	Director	Sitting fees & Commission	0.78	0.79
	Shekar Viswanathan	Director	Sitting fees & Commission	0.84	0.84
	M Lakshminarayan	Director	Sitting fees & Commission	1.35	0.82
	Preeti R	Director	Sitting fees & Commission	0.80	0.83
	Nikhil Rabindra	Relative of Director	Remuneration	10.25	9.02
	Akhil Rabindra	Relative of Director	Remuneration	5.63	4.96
	Narsingh Rathod	Chief Financial Officer	Remuneration	0.25	0.25
	Nirmala N Rathod	Relative of KMP	Professional Charges	0.60	0.60
	Vanishree Kulkarni	Company Secretary	Remuneration	2.14	1.32
	N Krishnan	KMP	Remuneration	11.90	16.63
	Srinivasa Murthy Seshadri	KMP	Remuneration	6.81	5.94
	Pramod G Rao	KMP	Remuneration	12.41	13.87
	Sundar Ramanathan	KMP	Remuneration	13.56	17.25
	Ravishankar Reddy	KMP	Remuneration	5.25	4.31
	Reji varghese	KMP	Professional charges	3.00	3.00
	Reji varghese	KMP	Rent received	3.46	3.34
	Annu varghese	KMP	Professional Charges	1.30	1.20
	Amount due to Company:				
	N Rathod	KMP		-	0.03
	Rabindra Srikantan	Managing Director	Salary Advance	0.58	0.30

Compensation of key managerial personnel

*The remuneration to the key managerial personnel does not include the provisions made the gratuity and leave benefits, as they are determined on an actuarial basis for the Company as a whole.

Terms and conditions of transactions with related parties

The sales of services to and purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions.

Notes to consolidated financial statements for the year ended March 31, 2023 (All amounts in Indian Rupees millions, except as otherwise stated)

29. CAPITAL AND OTHER COMMITMENTS

Company has committed to contribute Rs.80 million to a venture capital fund out of which Rs.33 million has been paid so far. Amount of such capital commitment outstanding as at March 31, 2023 is Rs.38 million (As at March 31, 2022: Rs. 47 million)

30. CONTINGENT LIABILITIES

Particulars	As at March 31, 2023	As at March 31, 2022
Service tax claim(company filed appeal against the order)	41.85	41.85
Showcause notice received from service tax authorities	182.28	182.28
Income tax under appeal of which the Company has paid an amount of Rs.22.73 million under protest	2.99	8.02
Income tax deducted at source demand under the traces software for short and non remittances of tax deduction at source – matter under examination.	1.32	0.10
Bills discounted with Receivables exchange of India Ltd	3.43	Not ascertained

31 MSME DISCLOSURE

a) Disclosure required under clause 22 of Micro, Small and Medium Enterprise Development Act, 2006

Particulars	As at March 31, 2023	As at March 31, 2022
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year	3.40	0.93
- Principal amount due to micro and small enterprises	3.40	0.93
- Interest due on above	Nil	Nil
The amount of interest paid by the buyer in terms of section 16 of the MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year.	Nil	Nil
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006.	Nil	Nil
Interest due and payable for the period of delay in making payment during the year.	Nil	Nil
The amount of interest accrued and remaining unpaid at the end of each accounting year.	Nil	Nil
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act, 2006.	Nil	Nil

32 SEGMENT REPORTING

The Company believes that assets and liabilities used in the business are not identified to any of the reportable segments, as these are used interchangeably between segments. Accordingly the same has not been provided

For the period ended March 31, 2023 (Current year)				
Particulars	Current Year			
	Manufacturing		Other than Manufacturing	
	Exports	Domestic	Exports	Domestic
Segment Revenue	7.48	277.05	764.01	1,155.54
Segment Expenses	(1.42)	300.30	418.31	827.85
Segment Results	8.90	(23.25)	345.70	327.69

For the period ended March 31, 2022 (Previous year)				
Particulars	Current Year			
	Manufacturing		Other than Manufacturing	
	Exports	Domestic	Exports	Domestic
Segment Revenue	14.80	139.60	882.20	880.13
Segment Expenses	11.57	128.44	549.41	654.75
Segment Results	3.23	11.16	332.79	225.38

Significant Clients

The Company's 43.12% of revenue is derived from one customers (Previous year: 42.82% of revenue from nine customers).

Product-wise Information

Company provides single service and hence no product-wise information is necessary to be given.

Notes to consolidated financial statements for the year ended March 31, 2023
(All amounts in Indian Rupees millions, except as otherwise stated)

33 FINANCIAL RATIOS

- a. Ratio** Current Ratio
Numerator Current Assets
Denominator Current Liabilities

Ratios/ Measures	As at	
	31-Mar-23	31-Mar-22
Current Assets (A)	852.25	919.31
Current Liabilities (B)	687.22	663.40
Current Ratio (C) = (A) / (B)	1.24	1.39
% Change from previous year	-10.51%	

- b. Ratio** Debt Equity Ratio
Numerator Total Debt [represents current and non-current borrowings]
Denominator Shareholders' equity [represents total equity]

Ratios/ Measures	As at	
	31-Mar-23	31-Mar-22
Total debt (A)	740.66	505.83
Shareholder's equity (B)	690.61	654.66
Debt equity ratio (C) = (A) / (B)	1.07	0.77
% Change from previous year	38.80%	

* Subsidiaries has availed new loans during the year

- c. Ratio** Debt service coverage ratio
Numerator Earnings available for debt service
Denominator Debt service

Ratios/ Measures	As at	
	31-Mar-23	31-Mar-22
Profit after tax for the year (A)	71.45	139.01
Add: Non cash operating expenses and finance cost		
Depreciation and Amortisation expense (B)	85.14	44.42
Finance costs (C)	71.76	55.84
Earnings available for debt services (D) = (A)+(B)+(C)	228.35	239.27
Finance costs (E)	71.76	55.84
Repayment of non-current borrowings (F)	285.33	186.80
Payment of principal portion of lease liabilities (G)	36.95	25.92
Debt service (H) = (E) + (F) + (G)	394.04	268.56
Debt service coverage ratio (I) = (D) / (H)	0.58	0.89
% Change from previous year	-34.96%	

* Profit after tax has substantially increased during the year in the holding company

- d. **Ratio** Return on equity [%]
Numerator Restated loss after tax
Denominator Average Shareholder's Equity

Ratios/ Measures	As at	
	31-Mar-23	31-Mar-22
Profit after tax for the year (A)	60.95	172.27
Closing shareholder's equity (B)	690.61	654.66
Average shareholder's equity [(opening + closing) /2] (C)	672.63	613.58
Return on equity [%] (D) = (A)/(C) *100	9.06%	28.08%
%Change from previous year	-67.73%	

* Profit has substantially increased during the year in the holding company

- e. **Ratio** Inventory turnover ratio
Numerator Cost of goods sold
Denominator Average inventory

Ratios/ Measures	As at	
	31-Mar-23	31-Mar-22
Cost of goods sold (A)	260.41	129.26
Closing Inventory (B)	32.20	93.39
Average inventory [(opening + closing) /2] (C)	62.80	76.49
Inventory turnover ratio (D) = (A)/(C)	4.15	1.69
%Change from previous year	145.40%	

* Purchases has increased in RV Forms and Gears (Subsidiary) for the up coming projects.

- f. **Ratio** Trade receivables turnover ratio
Numerator Revenue from operations
Denominator Average trade receivables

Ratios/ Measures	As at	
	31-Mar-23	31-Mar-22
Revenue from operations (A)	2204.08	1,916.73
Closing Trade Receivables	545.75	569.03
Average Trade Receivables [(opening + closing) /2] (B)	557.39	535.56
Trade receivables turnover ratio (C) = (A) / (B)	3.95	3.58
%Change from previous year	10.49%	

- g. Ratio** Trade payables turnover ratio
Numerator Total purchases
Denominator Average trade payables

Ratios/ Measures	As at	
	31-Mar-23	31-Mar-22
Total purchases * (A)	200	107
Closing Trade Payables	176	133
Average Trade Payables [(opening + closing) /2] (B)	154	99
Trade payables turnover ratio (C) = (A) / (B)	1.30	1.08
% Change from previous year	20.34%	

* Purchases has increased in RV Froorms and Gears (Subsidiary) for the up coming projects.

- h. Ratio** Net capital turnover ratio
Numerator Revenue from operations
Denominator Working capital

Ratios/ Measures	As at	
	31-Mar-23	31-Mar-22
Revenue from operations (A)	2204.08	1,916.73
Working Capital (Current Assets - Current Liabilities) (B)	165.03	255.91
Net capital turnover ratio (C) = (A)/ (B)	13.36	7.49
% Change from previous year	78.32%	

* Revenue from operations has substantially increase during the year.

- i. Ratio** Net profit ratio [%]
Numerator Profit after tax
Denominator Revenue from operations

Ratios/ Measures	As at	
	31-Mar-23	31-Mar-22
Profit after tax for the year (A)	71.45	139.01
Revenue from operations (B)	2204.08	1,916.73
Net profit [%] (C) = (A) / (B) *100	3.24%	7.25%
% Change from previous year	-55.30%	

- j. Ratio** Return on capital employed [%]
Numerator Earning before interest and taxes
Denominator Capital Employed (Total equity, Total borrowings and Total lease liabilities)

Ratios/ Measures	As at	
	31-Mar-23	31-Mar-22
Profit after tax for the year (A)	71.45	139.01
Adjustments		
Add: Total tax expense (B)	42.20	39.91
Add: Finance costs (C)	71.76	55.84
Earnings before interest and tax (D) = (A) + (B) + (C)	185.41	234.76
Total equity (E)	587.61	554.66
Current and Non-current borrowing (F)	609.53	451.42
Current and Non-current lease liability (G)	131.13	54.41
Capital Employed (H) = (E) + (F) + (G)	1328.27	1,060.49
Return on capital employed [%] (I) = (D) / (H) *100	0.14	0.22
% Change from previous year	-36.94%	

*Due to project progress,return of capital employed has increased.

- k. Ratio** Return on investment [%]
Numerator Interest income on fixed deposits + Profit on sale of investments + Income of investments - Impairment on value of investment
Denominator Current investment + Non current investments + Fixed deposits with bank

Ratios/ Measures	As at	
	31-Mar-22	31-Mar-21
Interest income on fixed deposits (A)	12.36	29.36
Income of investments (B)	-	0.35
Profit on sale of investments (C)	11.47	4.81
Impairment on value of investment (D)	-	5.26
Net return on investments (E) = (A)+(B)+(C)+(D)	23.83	39.78
Current investment (F)	116.50	111.49
Non current investments (G)	151.19	132.52
Fixed deposits with bank (H)	78.92	65.51
Capital Employed (I) = (F) + (G) + (H)	347	310
Return on investment [%] (J) = (E) / (I) *100	6.88%	12.85%
% Change from previous year	-46.51%	

* Return on investment has increased substantially during the year

Notes to consolidated financial statements for the year ended March 31, 2023 (All amounts in Indian Rupees millions, except as otherwise stated)

34. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Company's principal financial liabilities comprise of trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations to support its operations. The Company's principal financial assets include trade and other receivables, rental and bank deposits and cash and cash equivalents, that derive directly from its operations.

The Company is exposed to credit and liquidity risk. The Company's senior management oversees the management of these risks and the Board of Director's reviews these activities.

i. Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument would fluctuate due to changes in market prices. Market risk comprises three types of risks: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk include trade payables. The Company is not exposed to price risk on the financial date.

The sensitivity analysis in the following sections relate to the positions as at March 31, 2023 and March 31, 2022.

The analysis exclude the impact of movements in market variables on: the carrying values of gratuity and other post-retirement obligations and provisions.

The following assumption has been made in calculating sensitivity analyses:

The sensitivity of the relevant profit or loss item is the effect of the assumed changes in respective market risks. This is based on the financial assets and financial liabilities held at March 31, 2023 and March 31, 2022.

a. Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The operations of the Company are both in India and overseas. Company has been providing services to overseas customers. Hence, the Company is currently exposed to the currency risk arising from fluctuation of these foreign currencies and Indian rupee exchange rates.

The following table presents foreign currency risk for the below financial liabilities:

As at March 31, 2023	Transaction currency	
Particulars	USD (\$)	Total
Assets:		
Trade receivables	229.58	229.58
Total	229.58	229.58
As at March 31, 2022	Transaction currency	
Particulars	USD (\$)	Total
Assets:		
Trade receivables	189.61	189.61
Total	189.61	189.61

Foreign currency sensitivity			
Particulars	Change in USD rates	Effect on profit before tax (Decrease)/Increase	Effect on pre-tax equity (Decrease)/Increase
March 31, 2023	1%	2.30	2.30
	-1%	(2.30)	(2.30)
March 31, 2022	1%	1.90	1.90
	-1%	(1.90)	(1.90)

ii. Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables). At the end of every financial year, the Company makes an assessment whether any loss allowance has to be provided for using the lifetime Expected Credit Loss (ECL) method.

iii. Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due.

The Company's board of directors are responsible for liquidity, funding as well as settlement management.

The table below provides details regarding the contractual maturities of significant financial liabilities

Particulars	Current Year	Previous Year
	Less than 1 year	Less than 1 year
Borrowings	411.70	354.51
Trade payables	89.05	152.33
Other financial liabilities	8.57	7.78
Total	509.32	514.63

35 FINANCIAL INSTRUMENTS

The carrying value of financial instruments by categories as at March 31, 2023 and March 31, 2022 is as follows:

Financial Assets

Particulars	Carrying value as at		Fair value as at	
	Current Year	Previous Year	Current Year	Previous Year
Cost				
Investments in subsidiaries	-	-	-	-
Amortised Cost				
Loans	26.24	11.87	26.24	11.87
Trade receivables	545.75	569.03	545.75	569.03
Cash and cash equivalents	98.94	92.65	98.94	92.65
Other assets	13.74	9.81	13.74	9.81
Fair value through Profit and Loss				
Investments	116.50	111.49	116.50	111.49
Fair value through Other Comprehensive Income				
Investments	151.19	132.52	151.19	132.52
Total Assets	952.36	927.37	952.36	927.37

Financial Liabilities				
Particulars	Carrying value as at		Fair value as at	
	Current Year	Previous Year	Current Year	Previous Year
Amortised Cost				
Loans and borrowings	609.53	451.42	609.53	451.42
Trade payables	89.05	152.34	89.05	152.34
Other liabilities	8.56	7.78	8.56	7.78
Total Liabilities	707.14	611.54	707.14	611.54

Fair Value Hierarchy

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

The following table presents fair value hierarchy of assets and liabilities as at March 31, 2023:

Particulars	Current Year	Fair value measurement at end of reporting year		
		Level 1	Level 2	Level 3
Loans: Security deposits (at amortised cost)	26.24	-	-	26.24
Investments (at fair value)	267.69	116.50	138.26	12.93

The following table presents fair value hierarchy of assets and liabilities as at March 31, 2022:

Particulars	Previous Year	Fair value measurement at end of reporting year		
		Level 1	Level 2	Level 3
Loans: Security deposits (at amortised cost)	11.87	-	-	11.87
Investments (at fair value)	244.01	111.49	117.78	14.74

36 CAPITAL MANAGEMENT

For the purpose of the Company's capital management, capital includes issued equity capital and all other equity reserves attributable to the equity holders and long-term and short-term borrowings. The primary objective of the Company's capital management is to maximise the shareholder's value.

The capital structure is as follows:

Particulars	Current Year		Previous Year	
	Amount	Percentage of total capital	Amount	Percentage of total capital
Total equity attributable to the equity share holders of the Company	614.33	50.20%	557.30	55.25%
Non-current Borrowings	197.83	19.61%	96.91	9.61%
Short-term borrowings	411.70	40.81%	354.51	35.14%
Total	1,223.86		1008.78	

The Company is predominantly equity financed which is evident from the capital structure table. Further, the Company has always been a net cash Company with cash and bank balances along with current financial assets which is predominantly receivables.

37. EVENTS OCCURRING AFTER BALANCE SHEET DATE:

The Board of directors of the Company have proposed final dividend of Rs. 4.00 per equity share of Rs.10/- fully paid up for the year ended March 31, 2023.

38. The Company is in the process of making up to date documentation in pursuance of the Transfer Pricing study relating to international transaction with Associated Enterprises for the year as required under the Income-tax Act, 1961. According to the Company and based on the advice of its counsel the Company believes that the profit margins are comparable to available market data and consequently no adjustments are required to these financial statements in respect of the same notwithstanding the draft assessment order referred above.

39. No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities (“Intermediaries”) with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries). The Company has not received any fund from any party(s) (Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

40. The Code on Social Security 2020 (“the Code”) relating employee benefits, during the employment and post employment, has received presidential assent on September 28, 2020. The Code has been published in the Gazette of India. Further, the Ministry of Labour and Employment has released draft rules for the Code on November 13, 2020. However, the effective date from which the changes are applicable is yet to be notified and rules for quantifying the financial impact are yet to be issued.

The Company will assess the impact of the Code and will give appropriate impact in the financial statements in the period in which the Code becomes effective and the related rules to determine the financial impact are published.

41 DIVIDENDS:

- i) The Board of directors of the Company have declared an interim dividend of Rs. 3/- (previous year: Rs. 6/-) per equity share of Rs.10/- fully paid up share during the year ended March 31, 2023.
- ii) The Board of directors of the Company have proposed final dividend of Rs. 4/- (Previous Year: Rs.2.5/-) per equity share of Rs.10/- fully paid up for the year ended March 31, 2023 which is subject to approval of the members.

42 ADDITIONAL DISCLOSURES:

- (i) Transactions and balances with companies which have been removed from register of Companies [struck off companies] as at the above reporting periods is Nil.
- (ii) The Company has not traded / invested in Crypto currency.
- (iii) The Company has no such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- (iv) The Company is not a declared wilful defaulter by any bank or financial Institution or other lender.
- (v) The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- (vi) The company has granted loans to related parties as follows:

Type of Borrower	Amount of loan or advance in the nature of loan outstanding	Percentage to the total Loans and Advances in the nature of loans
Subsidiaries	185.79	100%

(vii) Satisfaction of charges registered with HSBC Bank for the Company is pending as on March 31, 2023 for the period exceeding 90 days.

43 RECENT AMENDMENTS TO STANDARDS:

Ministry of Corporate Affairs (“MCA”) notifies newstandards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 31, 2023, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2023, as below:

Ind AS 1 - Presentation of financial Statements:

This amendment requires the entities to disclose their material accounting policies rather than their significant accounting policies.

Ind AS 8 - Accounting Policies, Changes in Accounting Estimates and Errors:

This amendment has introduced a definition of ‘accounting estimates’ and included amendments to Ind AS 8 to help entities distinguish changes in accounting policies from changes in accounting estimates.

Ind AS 12 - Income Taxes:

This amendment has narrowed the scope of the initial recognition exemption so that it doesnot apply to transactions that giverise to equal and off setting temporary differences.

The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The amendments are not expected to have a material impact on the Company.

44 Previous year figures have been regrouped/ recasted wherever necessary to confrom with current year figures.

For and on behalf of Board of Directors
ASM Technologies Limited

In Accordance with our Report Attached
for **BK Ramadhyani & Co. LLP**
Chartered Accountants
Firm Registration No.: 0028785/ S200021

M R Vikram
Chairman

Rabindra Srikantan
Managing Director

M Lakshminarayan
Director

Shekar Viswanathan
Director

CA. C R Deepak
Partner
Membership No.: 215398

Ramesh Radhakrishnan
Director

Preeti Rabindra
Director

Narsingh Rathod
Chief Financial Officer

Vanishree Kulkarni
Company Secretary

Place: Bangalore
Date: May 30, 2023

Notes to consolidated financial statements for the year ended March 31, 2023

(All amounts in Indian Rupees millions, except as otherwise stated)

41. Statutory Group Information

Name of the entity	Net Assets, i.e., total assets minus total liabilities		Share in profit and loss		Share in other Comprehensive income		Share in total Comprehensive income	
	As % of consolidated net assets	Rs. In million	As % of consolidated Profit & Loss	Rs. In million	As % of consolidated OCI	Rs. In million	As % of consolidated Total Comprehensive Income	Rs. In million
Parent								
ASM Technologies Limited								
Balance as at 31 March, 2023	120%	829.03	268.71%	191.99	94.00%	(9.87)	298.80%	182.12
Balance as at 31 March, 2022	111.29%	728.55	131.17%	182.34	108.69%	36.15	126.83%	218.49
Subsidiaries								
1 <u>ASM Digital Technologies INC (Formerly known as Pinnacle Talent Inc)</u>								
Balance as at 31 March, 2023	-23.14%	(159.83)	-18.54%	(13.25)	0.00%	0.00	-21.74%	(13.25)
Balance as at 31 March, 2022	-20.50%	(134.22)	-46.51%	(64.65)	-9.20%	(3.06)	-39.30%	(67.71)
2 <u>ASM Digital Technologies Pte Ltd (Formerly known as Advanced Synergic Pte Ltd), Singapore</u>								
Balance as at 31 March, 2023	-5.23%	(36.10)	0.84%	0.60	0.00%	0.00	0.98%	0.60
Balance as at 31 March, 2022	-6.62%	(43.32)	-2.73%	(3.80)	0.00%	0.00	-2.21%	(3.80)
3 <u>R V Forms & Gears LLP</u>								
Balance as at 31 March, 2023	-3.16%	(21.83)	-112.46%	(80.35)	-0.95%	0.10	-131.67%	(80.25)
Balance as at 31 March, 2022	-0.47%	(3.05)	-17.39%	(24.17)	1.68%	0.56	-13.71%	(23.61)

Notes to consolidated financial statements for the year ended March 31, 2023

(All amounts in Indian Rupees millions, except as otherwise stated)

43. Statutory Group Information

Name of the entity	Net Assets, i.e., total assets minus total liabilities		Share in profit and loss		Share in other Comprehensive income		Share in total Comprehensive income	
	As % of consolidated net assets	Rs. In million	As % of consolidated Profit & Loss	Rs. In million	As % of consolidated OCI	Rs. In million	As % of consolidated Total Comprehensive Income	Rs. In million
4 <u>ESR Associates Inc., USA</u>								
Balance as at 31 March, 2023	0.00%	0.00	-0.07%	(0.05)	0.00%	0.00	-0.08%	(0.05)
Balance as at 31 March, 2022	0.01%	0.05	42.41%	58.95	0.00%	0.00	34.22%	58.95
5 <u>ASM Technologies KK, Japan</u>								
Balance as at 31 March, 2023	-2.85%	(19.69)	-8.12%	(5.80)	0.00%	0.00	-9.52%	(5.80)
Balance as at 31 March, 2022	-2.10%	(13.75)	-2.57%	(3.57)	0.00%	0.00	-2.07%	(3.57)
6 <u>ASM Digital Engineering Pvt. Ltd</u>								
Balance as at 31 March, 2023	18.17%	125.47	7.25%	5.18	6.67%	(0.70)	7.35%	4.48
Balance as at 31 March, 2022	18.48%	120.95	1.01%	1.40	-1.17%	(0.39)	0.59%	1.01
Non-controlling interests in all subsidiaries								
Balance as at 31 March, 2023	-3.87%	(26.72)	-33.66%	(24.05)	0.29%	(0.03)	-39.51%	(24.08)
Balance as at 31 March, 2022	-0.40%	(2.64)	-5.09%	(7.08)	0.00%	0.00	-4.11%	(7.08)
Share of profit or loss from joint venture								
Balance as at 31 March, 2023	0.04%	0.28	-3.95%	(2.82)	0.00%	0.00	-4.63%	(2.82)
Balance as at 31 March, 2022	0.32%	2.09	-0.29%	(0.41)	0.00%	0.00	-0.24%	(0.41)
Total								
Balance as at 31 March, 2023	100.00%	690.61	100.00%	71.45	100.00%	(10.50)	100.00%	60.95
Balance as at 31 March, 2022	100.01%	654.66	100.00%	139.01	100.00%	33.26	100.00%	172.27

Notes



Independent Auditor’s Review Report on Review of Consolidated Unaudited Quarterly Financial Results of the Company pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To,

The Board of Directors

ASM Technologies Limited

Bengaluru

1. We have reviewed the accompanying statement of unaudited consolidated financial results (“the Statement”) of **ASM Technologies Limited** (“the Parent”) and its subsidiaries (the Parent and its subsidiaries together referred to as “the Group”) for the half year ended September 30, 2023 (“the Statement”) being submitted by the Company pursuant to the requirement of Regulation 33 of Securities Exchange Board of India (“SEBI”) (Listing Obligation and Disclosure Requirements) Regulations, 2015, as modified by Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016.
2. This Statement, which is the responsibility of the Parent’s management and approved by the Parent’s Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standard 34 “Interim Financial Reporting” (“Ind AS 34”) prescribed under Section 133 of Companies Act, 2013 (“the Act”) as amended read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to issue a report on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagement (SRE) 2410, “Review of Interim Financial Information Performed by the Independent Auditor of the Entity” issued by the Institute of Chartered Accountants of India. A review of Interim Financial Information consists of making inquiries, primarily of persons responsible for financial and accounting matters and applying analytical and other review procedures. A review is substantially less in scope than audit conducted in accordance With Standards of Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit and accordingly, we do not express audit opinion.

Converted from Partnership firm “B K Ramadhyani & Co.,” (FRN No. 002878S) with effect from April 1, 2015
LLP Identification No. AAD-7041

4B, Chitrapur Bhavan, No.68, 8th Main, 15th Cross, Malleshwaram, Bangalore – 560 055
Phone: +91 80 2346 4700 (6 Lines) Tele Fax: +91 80 2334 8964
e – mail: bkr@ramadhyani.com Web: www.ramadhyani.com

4. The Statement includes the results of the following entities:
 - a. ASM Digital Technologies Inc (Formerly known as Pinnacle Talent Inc, USA) Subsidiary
 - b. ASM Digital Technologies Pte Ltd (Formerly known as Advanced Synergic Pte Ltd, Singapore) – Subsidiary
 - c. R V Forms & Gears LLP - Subsidiary
 - d. ASM Technologies KK, Japan – Subsidiary
 - e. ASM Digital Engineering Private Limited – Subsidiary
 - f. ASM HHV Engineering Private Limited – Joint Venture Company
 - g. ASM Digital Technologies Co Ltd, Thailand – Step down subsidiary
5. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement of unaudited consolidated financial results prepared in accordance with applicable accounting standards i.e. Indian Accounting Standards prescribed under Section 133 of the Act, read with relevant rules issued thereunder or by the Institute of Chartered Accountants of India and other recognized accounting practices and policies has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular dated July 5, 2016 including the manner in which it is to be disclosed, or that it contains any material misstatement.
6. A copy of the unaudited quarterly financial results of the Company for the period under review, which formed the basis of our limited review, duly initialed by us for the purpose of identification, is enclosed to this report.

For B K Ramadhyani & Co., LLP
Chartered Accountants

Firm Registration No: 002878S/ S200021

Chitlur

Ramachandrasetty

Deepak

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C R Deepak
(Partner)

Membership No. 215398

UDIN: 23215398BGYCQO7102

Place: Bengaluru

Date: November 10, 2023



Independent Auditor’s Review Report on Review of Standalone Unaudited Quarterly Financial Results of the Company pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To,
The Board of Directors
ASM Technologies Limited
Bengaluru

1. We have reviewed the accompanying statement of unaudited standalone financial results (“the Statement”) of **ASM Technologies Limited** (“the Company”) for the half year ended September 30, 2023 being submitted by the Company pursuant to the requirement of Regulation 33 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, as modified by Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016.
2. This Statement, which is the responsibility of the Company’s management and approved by Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standard 34 “Interim Financial Reporting” (“Ind AS 34”) prescribed under Section 133 of Companies Act, 2013 (“the Act”) read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to issue a report on the Statement based on our review.
3. We conducted our review of Statement in accordance with the Standard on Review Engagement (SRE) 2410, “Review of Interim Financial Information Performed by the Independent Auditor of the Entity” issued by the Institute of Chartered Accountants of India. A review of Interim Financial Information consists of making inquiries, primarily of persons responsible for financial and accounting matters and applying analytical and other review procedures. A review is substantially less in scope than audit conducted in accordance With Standards of Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit and accordingly, we do not express audit opinion.

Converted from Partnership firm “B K Ramadhyani & Co.,” (FRN No. 002878S) with effect from April 1, 2015
LLP Identification No. AAD-7041

4B, Chitrapur Bhavan, No.68, 8th Main, 15th Cross, Malleshwaram, Bangalore – 560 055
Phone: +91 80 2346 4700 (6 Lines) Tele Fax: +91 80 2334 8964
e – mail: bkr@ramadhyani.com Web: www.ramadhyani.com

4. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement of unaudited standalone financial results prepared in accordance with applicable accounting standards i.e. Indian Accounting Standards prescribed under Section 133 of the Act, read with relevant rules issued thereunder or by the Institute of Chartered Accountants of India and other recognized accounting practices and policies has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular dated July 5, 2016 including the manner in which it is to be disclosed, or that it contains any material misstatement.
5. A copy of the unaudited quarterly financial results of the Company for the period under review, which formed the basis of our limited review, duly initialed by us for the purpose of identification, is enclosed to this report.

For B K Ramadhyani & Co., LLP
Chartered Accountants

Firm Registration No: 002878S/ S200021

Chitlur

Ramachandrasetty

Deepak

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Ramachandrasetty Deepak
Date: 2023.11.10 20:49:37
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C R Deepak
(Partner)

Membership No. 215398

UDIN: 23215398BGYCQN8141

Place: Bengaluru

Date: November 10, 2023

ASM Technologies Limited

CIN: L85110KA1992PLC013421

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

Statement of Unaudited Financial Results for the Half year ended September 30, 2023

(Rs. in Million)

Sl. No.	Particulars	Standalone						Consolidated					
		Quarter Ended			Half Year Ended		Year Ended	Quarter Ended			Half Year Ended		Year Ended
		30.09.2023 (Unaudited)	30.06.2023 (Unaudited)	30.09.2022 (Unaudited)	30.09.2023 (Unaudited)	30.09.2022 (Unaudited)	31.03.2023 (Audited)	30.09.2023 (Unaudited)	30.06.2023 (Unaudited)	30.09.2022 (Unaudited)	30.09.2023 (Unaudited)	30.09.2022 (Unaudited)	31.03.2023 (Audited)
1	Income												
	Revenue from operations	318.19	298.27	376.05	616.46	720.40	1,391.50	503.85	509.52	634.16	1,013.37	1,143.31	2,204.08
	Other income	19.79	23.08	15.32	42.87	42.11	104.85	4.00	19.80	15.80	23.80	40.14	63.11
	Total Income	337.98	321.35	391.37	659.33	762.51	1,496.35	507.85	529.32	649.96	1,037.17	1,183.45	2,267.19
2	Expenses												
	Cost of goods sold	-	-	-	-	-	-	38.96	60.29	88.73	99.25	124.54	200.34
	Changes in inventories	-	-	-	-	-	-	(1.51)	4.61	62.94	3.10	74.28	60.07
	Employee benefits expense	178.28	198.83	224.51	377.11	442.06	865.97	333.24	344.97	350.21	678.21	685.13	1,388.92
	Finance costs	18.52	11.88	7.94	30.40	15.36	38.58	27.17	20.51	16.50	47.68	30.49	70.74
	Depreciation and amortisation expense	7.24	6.81	5.58	14.05	10.48	22.96	28.86	27.61	19.94	56.47	37.10	86.16
	Other expenses	123.15	93.99	108.43	217.14	186.42	349.34	113.92	75.08	71.58	189.00	144.64	344.49
	Total Expenses	327.19	311.51	346.46	638.70	654.32	1,276.85	540.64	533.07	609.90	1,073.71	1,096.18	2,150.72
3	Profit / (Loss) before exceptional items and tax (1 - 2)	10.79	9.84	44.91	20.63	108.19	219.50	(32.79)	(3.75)	40.06	(36.54)	87.27	116.47
4	Share of net profit/(loss) of jointly Contolled entity (net of tax)	-	-	-	-	-	-	0.21	(0.85)	(0.84)	(0.64)	(1.12)	(2.82)
5	Exceptional items	-	-	-	-	-	-	-	-	-	-	-	-
6	Profit / (Loss) before tax (3-4-5)	10.79	9.84	44.91	20.63	108.19	219.50	(32.58)	(4.60)	39.22	(37.18)	86.15	113.65
7	Tax expense												
	Current tax	2.21	7.05	13.12	9.26	33.41	59.63	(2.82)	7.10	17.32	4.28	38.90	74.92
	Deferred tax	5.47	1.19	1.08	6.66	1.23	4.78	(2.48)	(8.67)	(2.07)	(11.15)	(9.35)	(32.72)
	Total	7.68	8.24	14.20	15.92	34.64	64.41	(5.30)	(1.57)	15.25	(6.87)	29.55	42.20
8	Profit / (Loss) for the period (6 - 7)	3.11	1.60	30.71	4.71	73.55	155.09	(27.28)	(3.03)	23.97	(30.31)	56.60	71.45
9	Other Comprehensive Income (OCI)												
	(A) i. Items that will not be reclassified to Profit or Loss												
	Remeasurement of defined benefit plans	0.46	0.45	0.59	0.91	1.17	1.81	0.65	0.26	0.59	0.91	1.17	1.02
	ii. Income tax relating to items that will not be reclassified to Profit or Loss												
	- Deferred tax	(0.12)	(0.11)	(0.15)	(0.23)	(0.29)	(0.46)	(0.12)	(0.11)	(0.14)	(0.23)	(0.29)	(0.26)
	(B) i. Items that will be reclassified to Profit or Loss												
	Changes in fair value of investments in equity instruments and FCTR	(1.17)	0.42	0.85	(0.75)	(4.10)	4.93	3.61	(2.37)	(8.21)	1.24	(20.79)	(10.02)
	ii. Income tax relating to items that will be reclassified to Profit or Loss												
	- Deferred tax	0.29	(0.10)	(0.22)	0.19	1.03	(1.24)	0.29	(0.10)	(0.21)	0.19	1.03	(1.24)
10	Total Comprehensive Income for the period (8 + 9)	2.57	2.26	31.78	4.83	71.36	160.13	(22.85)	(5.35)	16.00	(28.20)	37.72	60.95
	Profit for the period attributable to												
	- Owners of the Company							(17.42)	3.96	31.16	(13.46)	67.98	95.50
	- Non controlling Interest							(9.86)	(6.99)	(7.19)	(16.85)	(11.38)	(24.05)
	Other Comprehensive Income for the period attributable to :												
	- Owners of the Company							4.43	(2.32)	(7.97)	2.11	(18.88)	(10.47)
	- Non controlling Interest							-	-	-	-	-	(0.03)
	Total Comprehensive Income for the period attributable to :												
	- Owners of the Company							(12.99)	1.64	23.19	(11.35)	49.10	85.03
	- Non controlling Interest							(9.86)	(6.99)	(7.19)	(16.85)	(11.38)	(24.08)
11	Paid-up equity share capital (face value of Rs. 10/- each)	109.82	109.82	103.00	109.82	103.00	103.00	109.82	109.82	103.00	109.82	103.00	103.00
12	Earnings per equity share (of Rs. 10/- each) (not annualised)												
	(a) Basic	0.28	0.15	2.98	0.43	7.14	15.06	(2.48)	(0.28)	2.33	(2.76)	5.50	6.94
	(b) Diluted	0.28	0.15	2.98	0.43	7.14	15.06	(2.48)	(0.28)	2.33	(2.76)	5.50	6.94

Results, Assets and Liabilities

Financial Results		Standalone					Consolidated						
		Quarter Ended			Half Year Ended		Year Ended	Quarter Ended			Half Year Ended		Year Ended
For the half year ended September 30, 2023		30.09.2023	30.06.2023	30.09.2022	30.09.2023	30.09.2022	31.03.2023	30.09.2023	30.06.2023	30.09.2022	30.09.2023	30.09.2022	31.03.2023
Sl. No.	Particulars	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
1	Segment Revenue												
	<i>Services:</i>												
	Export	149.97	222.43	214.05	372.40	397.25	813.87	162.56	233.65	237.68	396.21	450.42	764.01
	Domestic	168.22	75.84	162.00	244.06	323.15	577.63	296.22	200.24	357.66	496.46	598.86	1,155.54
	<i>Manufacturing:</i>												
	Export	-	-	-	-	-	-	28.26	50.34	-	78.60	-	7.48
	Domestic	-	-	-	-	-	-	16.81	25.29	38.82	42.10	94.03	277.05
	Revenue from Operations	318.19	298.27	376.05	616.46	720.40	1,391.50	503.85	509.52	634.16	1,013.37	1,143.31	2,204.08
2	Segment Results [Profit/(loss) before interest and tax]												
	<i>Services:</i>												
	Export	53.40	73.26	76.53	126.66	308.19	318.34	60.78	79.35	92.81	140.13	178.56	345.70
	Domestic	40.21	18.06	58.54	58.27	186.03	187.90	54.51	81.77	111.92	136.28	167.02	327.69
	<i>Manufacturing:</i>												
	Export	-	-	-	-	-	-	0.44	1.11	-	1.55	-	8.90
	Domestic	-	-	-	-	-	-	11.83	(8.53)	4.68	3.30	11.28	(23.25)
	Segment Profit/(loss) before interest and tax	93.61	91.32	135.07	184.93	494.22	506.24	127.56	153.70	209.41	281.26	356.86	659.04
	Un-allocable expenditure	84.09	92.68	97.54	176.77	412.78	353.01	137.18	156.74	168.65	293.92	279.24	534.94
	Total Profit/(loss) before interest and tax	9.52	(1.36)	37.53	8.16	81.44	153.23	(9.62)	(3.04)	40.76	(12.66)	77.62	124.10
	Less : Finance costs	18.52	11.88	7.94	30.40	15.36	38.58	27.17	20.51	16.50	47.68	30.49	70.74
	Add : Other Income	19.79	23.08	15.32	42.87	42.11	104.85	4.00	19.80	15.80	23.80	40.14	63.11
	Total Profit/(loss) before tax	10.79	9.84	44.91	20.63	108.19	219.50	(32.79)	(3.75)	40.06	(36.54)	87.27	116.47

Notes on Segment Information :

- The Company is in the business of Engineering and Product R&D services. The Company's primary reporting segment is geographical as the revenue in non software related areas are not more than 10% of the total revenue.
- Assets and liabilities used in the Company's business are not identified to any of the reportable segments, as these are used interchangeably between segments. Management believes that it is not practicable to provide segment disclosures relating to total assets and liabilities since a meaningful segregation of the available data is onerous.
- The group has identified Engineering Services and manufacturing as a secondary segment

Notes :

- The above financial results have been prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") 34 Interim Financial Reporting prescribed under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules as amended from time to time. These results have been reviewed by the audit committee and were taken on record by the Board of Directors at their meeting held on November 10, 2023. The limited review of the financial results for the quarter and half year ended September 30, 2023 has been carried out by the statutory auditors of the Company and have expressed an unmodified audit opinion on these results.
- The consolidated financial results relate to ASM Group. The Group consists of ASM Technologies Ltd and its wholly owned overseas subsidiaries and 70% share of partnership in RV Forms and Gears as follows
 - ASM Digital Technologies Inc (formerly known as PINNACLE TALENT INC), USA
 - ASM Digital Technologies Pte Ltd (formerly known as ADVANCED SYNERGIC PTE LTD), SINGAPORE
 - R V FORMS & GEARS LLP
 - ASM TECHNOLOGIES KK – JAPAN
 - ASM Digital Engineering Private Limited
 - ASM Digital Technologies Co Limited - Thailand (step down subsidiary)
 - ASM HHV Engineering Private Limited - Jointly controlled entity
- The preparation of financial statements in conformity with Ind AS requires the management to make judgements, estimates and assumptions that affect the application of accounting policies and reported amounts of incomes, expenses and capital employed. Any further adjustments that may be necessary due to fresh evidence/facts and interpretations of MCA/CAI that may be observed/received at the time of finalization of annual financial statements for the half year ended September 30, 2023.
- During the period final call of Rs. 80 per share has been called and received on May 11, 2023. The Company has received the said amount on 974,208 equity shares. The details of amount received and utilisation is as under:

Particulars	Amount in million
Proceeds received from issue	77.94
Less: Issue expenses	0.42
Amount used for working capital purposes	77.52

5. The overseas subsidiaries "ASM Digital Technologies Pte Ltd and ASM Technologies KK – Japan" has accumulated losses which has exceeded its share capital and has eroded its networth as at the end of the reporting period. The subsidiary's total liabilities exceeds at total assets by SGD 557,068/- and JPY 33,823,319/- . However, the holding company is authorised by its Board to infuse further funds as and when required and the management has drawn up action plan which would reduce the company's operating costs in the coming years. Based on this, the management is of the opinion that the going concern assumption in preparation of the financial statements is appropriate.

6. The Board of Directors of the company has approved the merger of ASM Digital Engineering Private Limited with the company (w.e.f. 01.04.2023). The company has filed necessary documents with the National Company Law Tribunal(NCLT) and required accounting treatment will be given with effect from the date approved by NCLT.

7. Corresponding figures of the previous period/year have been regrouped wherever necessary to correspond to current period/ year classification.

Place : Bangalore
Date : November 10, 2023

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Rabindra Srikantan
Managing Director

ASM Technologies Limited
Balance Sheet as at September 30, 2023

(Rs. in million)

Particulars	Standalone		Consolidated	
	30-Sep-23	31-Mar-23	30-Sep-23	31-Mar-23
	Unaudited	Audited	Unaudited	Audited
ASSETS				
(1) Non-current assets				
(a) Property, Plant and Equipment	98.17	74.65	466.40	312.72
(b) Intangible Assets	18.26	23.96	40.12	166.53
(c) Intangible assets under development	-	-	-	10.16
(d) Capital work in progress	-	-	-	-
(e) Goodwill on consolidation	-	-	0.73	0.73
(f) Financial Assets				
(i) Investments	222.62	252.35	157.75	151.19
(ii) Loans	7.70	8.78	22.12	22.32
(g) Deferred tax assets (net)	20.25	26.96	101.01	89.90
(h) Other non-current assets	18.25	18.07	117.88	80.62
Total Non-current assets	385.25	404.77	906.01	834.17
(2) Current assets				
(a) Inventories	-	-	29.10	32.20
(a) Financial Assets				
(i) Investments	120.52	116.50	120.52	116.50
(ii) Trade receivables	652.39	612.13	528.59	545.75
(iii) Cash and cash equivalents	2.43	3.05	8.02	10.23
(iv) Bank balances other than (iii) above	48.16	88.69	58.18	88.71
(v) Loans	272.82	186.09	3.38	3.92
(vi) Others	12.65	15.95	0.74	13.74
(c) Current tax assets (Net)	-	-	-	-
(b) Other current assets	49.14	43.24	49.72	41.20
Total Current Assets	1,158.11	1,065.65	798.25	852.25
Total Assets	1,543.36	1,470.42	1,704.26	1,686.42
EQUITY AND LIABILITIES				
EQUITY				
(a) Equity Share capital	109.82	103.00	109.82	103.00
(b) Other Equity	777.95	746.35	629.59	614.33
Total Equity	887.77	849.35	739.41	717.33
Non Controlling Interest			(43.57)	(26.72)
Total	887.77	849.35	695.84	690.61
LIABILITIES				
(1) Non-current liabilities				
(a) Financial Liabilities				
(i) Borrowings	133.77	120.10	253.17	197.83
(ii) Lease liabilities	27.70	17.88	122.57	91.70
(b) Provisions	-	-	19.30	19.06
(c) Other non current liabilities	-	-	-	-
Total Non-current liabilities	161.47	137.98	395.04	308.59
(2) Current liabilities				
(a) Financial Liabilities				
(i) Borrowings	331.02	346.59	348.87	411.70
(ii) Lease liabilities	18.19	9.34	39.43	39.43
(ii) Trade payables				
(A) total outstanding dues of micro and small enterprises	0.49	2.13	0.49	3.40
(B) total outstanding dues of creditors other than micro and small enterprises	27.86	30.68	69.74	85.65
(iii) Other financial liabilities	8.53	8.57	8.53	8.57
(b) Other current liabilities	72.52	46.13	99.08	87.11
(c) Provisions	35.51	39.65	47.24	51.37
Total Current liabilities	494.12	483.09	613.38	687.23
TOTAL EQUITY AND LIABILITIES	1,543.36	1,470.42	1,704.26	1,686.43

ASM TECHNOLOGIES LIMITED
Cash Flow Statement for the period ended September 30, 2023

(Rs. In million)

Particulars	Standalone		Consolidated	
	Unaudited		Unaudited	
	30-09-2023	30-09-2022	30-09-2023	30-09-2022
(A) Cash flows from operating activities	20.63	108.19	(36.54)	87.27
Profit / (loss) before tax				
<i>Adjustment to reconcile profit before tax to net cash flows:</i>				
Depreciation and amortization expense	14.05	10.48	56.47	37.10
Finance costs	30.40	15.35	47.68	30.49
Interest income	(13.44)	(9.86)	(3.65)	(4.72)
Fair valuation of mutual fund	(4.02)	(1.38)	(4.02)	(1.38)
Share of profit in LLP	36.93	26.54	-	-
Dividend income	-	-	-	-
Provision for diminution in value of investments	(22.06)	-	-	-
(Profit)/ loss on sale of investments	-	-	-	-
(Profit)/ loss on sale of Property, Plant & Equipment & IP	-	-	-	-
Operating profit before working capital changes	62.49	149.32	59.94	148.76
<i>Movements in working capital :</i>				
Increase/ (decrease) in trade payables	(4.45)	(37.86)	(18.83)	10.65
Increase/ (decrease) in other liabilities	26.40	(18.79)	11.98	(19.25)
Decrease / (increase) in Inventories	-	(0.62)	3.08	73.67
Decrease / (increase) in trade receivables	(40.25)	(39.22)	20.74	(37.67)
Decrease / (increase) in other non current assets	-	-	(1.31)	0.09
Decrease / (increase) in other current assets	16.15	0.94	(8.51)	6.69
Decrease / (increase) in other financial assets	(86.73)	(1.45)	-	-
Decrease / (increase) in loans and advances	1.08	(21.97)	0.74	(12.28)
Increase / (decrease) in provisions	2.33	2.43	(6.56)	3.88
Cash generated from / (used in) operations	(22.98)	32.78	61.27	174.54
Direct taxes paid, net	14.95	18.00	40.29	30.44
Net cash flow from/ (used in) operating activities (A)	(37.93)	14.78	20.98	144.10
(B) Cash flows from investing activities				
Purchase of Property, plant & equipment	(5.93)	(32.93)	(20.19)	(113.24)
(including capital work in progress and capital advances)				
Proceeds from sale of Property Plant & equipment	-	-	-	-
Increase/(decrease)in foreign currency translation reserve	-	0.18	1.99	(16.69)
Purchase of non current investments	(7.94)	(5.00)	(7.94)	(5.00)
Purchase of current investments	-	-	-	0.00
(Increase)/decrease in other bank balances	40.53	(3.41)	30.53	(3.38)
Dividend received	-	-	-	-
Interest received	16.74	16.12	16.65	3.47
Net cash flow from/ (used in) investing activities (B)	43.40	(25.04)	21.04	(134.84)
(C) Cash flows from financing activities				
Proceeds from long-term borrowings	21.81	-	(7.71)	-
Proceeds from issue of equity shares (rights issue)	77.52	32.15	77.52	32.15
Repayment of long-term borrowings	-	(9.49)	-	(13.02)
Lease Payments	(7.27)	(5.92)	(22.52)	(8.60)
Increase/(decrease) of short-term borrowings, net	(23.70)	44.11	0.21	41.53
Government Grant received	-	-	-	-
Interest paid	(30.40)	(15.50)	(47.68)	(30.64)
Dividends paid (including tax on dividend)	(44.05)	(34.65)	(44.05)	(34.66)
Net cash flow from/ (used in) in financing activities (C)	(6.09)	10.70	(44.23)	(13.24)
(D) Net increase/(decrease) in cash and cash equivalents (A + B + C)	(0.62)	0.44	(2.21)	(3.98)
(E) Cash and cash equivalents at the beginning of the year	3.05	2.68	10.23	19.50
(F) Cash and cash equivalents at the end of the year	2.43	3.12	8.02	15.52

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INDEPENDENT AUDITOR'S REPORT

To the Members of ASM Digital Engineering Private Limited

Report on Audit of the Standalone Financial Statements

Opinion:

We have audited the standalone Ind AS Financial Statements of ASM Digital Engineering Private Limited ("the Company") which comprise of balance sheet as at March 31, 2023, the statement of profit & loss, statement of changes in equity and the cashflow statement for the year then ended, notes to Ind AS financial statements including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 as amended ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, profits, changes in equity and its cash flows for the year ended on that date.

Basis of Opinion:

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013 ("the Act"). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Ind AS financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters:

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Ind AS financial statements for the financial year ended March 31, 2023. These matters were addressed in the context of our audit of the Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the Ind AS financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the Ind AS financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying Ind AS financial statements.



Key audit matters	How our audit addressed the key audit matter
Adoption of Ind AS 115 - Revenue from Contract with Customers as described in note 2 f. and note 16 of the financial statements:	
<p>The Company has accounted revenue as per Ind AS 115 - Revenue from Contracts with Customers.</p> <p>Application of Ind AS 115, including selection of transition method involves significant judgment in determining when 'control' of the goods or services underlying the performance obligation is transferred to the customer and the transition method to be applied.</p> <p>As the revenue recognition, due to the significance of the balance to the financial statements as a whole, we regard this as a key audit matter.</p>	<p>As a part of our audit procedures, our procedures included the following:</p> <ul style="list-style-type: none"> - We have read the accounting policy for revenue recognition and assessed compliance of the policy in terms of principles enunciated under Ind AS 115. - We obtained and understood the revenue recognition process including determination of point of transfer of control and completion of performance obligation. - We performed test of details, on a sample basis, and examined the underlying customer contracts. - We examined the disclosures made by management in compliance with the requirements of Ind AS 115. <p>Conclusion:</p> <p>Our procedures did not identify any material exceptions.</p>

Other Information, [such as "Information Other than the Financial Statements and Auditor's Report Thereon"]:

The Company's Board of Directors is responsible for the other information. The other information comprises the board report but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.



Management's Responsibility for Standalone Ind AS Financial Statements:

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act, with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of 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 statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements:

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgement and maintain professional scepticism through the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(a) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.



- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Company to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements:

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure – A, 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, statement of changes in equity 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.
 - e) On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on that date from being appointed as a director in terms of Section 164 (2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure - B".



- g) With respect to the other matters to be included in the Auditor's Report in accordance with requirement of Section 197 (16) of the Act, as amended:

In our opinion the said section is not applicable to a private limited company and the Company has not paid any managerial remuneration.

- h) 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:

- i) The Company does not have any pending litigations as on March 31, 2023
- ii) The Company did not have any long-term contracts as required under the applicable law or accounting standards, and also not entered into any derivative contracts, accordingly no provision is required to be made in respect of material foreseeable losses.
- iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- iv)
 - a. The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries
 - b. The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries
 - c. Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement
- v) The Company has not declared or paid any dividend during the year in accordance with section 123 of the Act.



- vi) As per proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.

From B. K. RAMADHYANI & CO LLP
Chartered Accountants
Firm Registration No. 002878S/S200021

C. R. Deepak

(CA C R Deepak)
Partner

Membership No. 215398

UDIN: 23215398BGYCKV1280

Place: Bangalore
Date: May 30, 2023

B K RAMADHYANI & CO. LLP
CHARTERED ACCOUNTANTS
No. 68, # 4-B, Chitrapur Bhavan,
8th Main, 15th Cross, Malleswaram,
BANGALORE - 560 055.

ANNEXURE-A REFERRED TO IN PARAGRAPH 1 UNDER THE HEADING "REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS" OF OUR REPORT TO THE MEMBERS OF ASM DIGITAL ENGINEERING PRIVATE LIMITED.

1. a) i. The Company has maintained proper records showing full particulars including quantitative details. However, it is in the process of updating details of location/situation of Property, Plant & Equipment ("PPE").
ii. The Company is in the process of updating the records showing full particulars of intangible assets with its current location.
- b) Management has informed us that it is in the process of carrying out physical verification of PPE. However, management has informed to us that it will be carried out adjustments in books and records on completion of the same.
- c) According to the information and explanation given to us by the Company, there are no immovable properties which are held in the name of its Company during the year.
- d) Based on the information and explanation given to us by the Company, it has not revalued any of its PPE or intangible assets.
- e) Based on the information and explanation given to us by the Company, there are no proceedings initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder.
2. a) The Company doesn't have any Inventories during the year, hence clause 3 (ii) (a) of the Order is not applicable.
- b) Based on the information and explanation furnished us by the Company, the Company has not been sanctioned working capital limits in excess of Rs. Five crores in aggregate during the year. Accordingly, provisions of the clause 3 (ii) (b) of the Order is not applicable.
3. The Company has not made any investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties which are prejudicial to the interest of the Company. Accordingly, provisions of clause 3 (iii)(b) is not applicable.
4. Based on the information and explanations given to us, the Company has not given any loans, investments and guarantees and security. Accordingly, the provisions of sections 185 and 186 in respect of loans are not applicable.
5. The Company has not accepted any deposits as applicable under the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other provisions of the Act and rules framed under. Accordingly, the provisions of clause 3(v) of the said Order are not applicable.
6. To the best of our knowledge and explanations given to us, the Central Government has not prescribed the maintenance of cost records under clause (d) of sub-section (1) of section 148 of the Act as the Company is not engaged in any manufacture of the goods. Accordingly, the provisions of clause 3(vi) of the said Order are not applicable.



7. a) According to the records of the Company, the Company is generally regular in depositing undisputed statutory dues including provident fund, Goods and Service Tax and any other statutory dues to the appropriate authorities as at March 31, 2023 concerned for a period of more than six months from the date they became payable other than reported as below:

Name of the Statute	PF - Employee Contribution (in Rs.)	PF - Employer Contribution (in Rs.)	Outstanding from	Remarks
Provident Fund	14,977	14,977	Apr-22	In respect of Salaries not paid to the employees
Provident Fund	7,666	7,666	May-22	
Provident Fund	1321	1321	Jul-22	
Professional Tax	200	-	Jun-22	Not yet Paid

- b) According to the records of the Company and according to the information and explanation given to us, there are no dues outstanding on account of any disputes in respect of income tax, service tax, customs duty or excise duty or value added tax or Goods and Service Tax as at March 31, 2023.
8. According to the information and explanation given to us, there are no transactions not recorded in the books of account, which have been surrendered or disclosed as income during the year in the tax assessment in the Income Tax Act, 1961.
9. a. According to the information and explanation furnished to us, the Company has not defaulted in the repayment of borrowings or in the payment of interest thereon.
- b. Based on the information and explanation furnished to us the Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- c. The Company has not taken any term loan during the year and there are no outstanding term loans at the beginning or at the end of the year and accordingly, the provisions of clause 3(ix)(c) of the Order is not applicable.
- d. On an overall examination of the financial statements of the Company, funds raised on short term basis have, prima facie, not been used during the year for long-term purposes by the Company
- e. On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures. Accordingly, provision of clause 3(ix)(e) of the Order is not applicable.
10. According to the information and explanation given to us, the Company has not raised by way of initial public offer or follow-on public offer or has made any preferential allotment or private placement of shares or debentures during the year.



11. a) According to the information and explanation given to us, there are no frauds reported by the Company or any fraud on the Company by its officers or employees, has been noticed or reported during the year. Accordingly, the provisions of clause 3(xi) (a) of the said Order is not applicable.
- b) According to the information and explanation given to us, no report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report
- c) Based on the information and explanation given to us, there are no whistle blower complaints received by the Company during the year and accordingly, provisions of the clause 3 (xi)(c) of the Order is not applicable.
12. The Company is not a Nidhi Company. Accordingly, the provisions of clause 3(xii) of the said Order are not applicable.
13. In our opinion and according to the information and explanation given to us and as represented to us by the management, all transactions with the related parties are in compliance with section 177 and 188 of the Act and the details have been disclosed in the Ind AS financial statements as required by the applicable accounting standards.
14. a) Based on the information and explanation furnished to us by the Company, it has an adequate internal audit system commensurate with the size and nature of business.
- b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
15. As represented to us by the management and according to the information and explanation given to us, the Company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of Section 192 and clause 3(xv) of the said Order are not applicable.
16. a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of clause 3(xvi)(a), (b) and (c) of the Order is not applicable.
- b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly the provisions of the clause 3(xvi)(d) of the Order is not applicable
17. The Company has not incurred any cash loss during the year or in the immediately preceding previous year.
18. According to the information and explanation furnished to us by the Company, there is no resignation of statutory auditors during the year.



19. On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
20. Based on the information and explanation furnished to us by the Company, it need not spent any amount on Corporate Social Responsibility as referred in section 135 of the Act.
21. The Company doesn't have any subsidiaries and the report is furnished for the standalone financial statements. Accordingly, the provisions of clause 3(xx) of the said Order are not applicable.

From B. K. RAMADHYANI & CO LLP
Chartered Accountants
Firm Registration No. 002878S/S200021

C. R. Deepak

(CA C R Deepak)

Partner

Membership No. 215398

UDIN: 23215398BGYCKV1280

Place: Bangalore
Date: May 30, 2023

B K RAMADHYANI & CO. LLP
CHARTERED ACCOUNTANTS
No. 68, # 4-B, Chitrapur Bhavan,
8th Main, 15th Cross, Malleswaram,
BANGALORE - 560 055.

ANNEXURE-B REFERRED TO IN PARAGRAPH 2 (f) UNDER THE HEADING “REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS” OF OUR REPORT TO THE MEMBERS ASM DIGITAL ENGINEERING PRIVATE LIMITED.

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”):

We have audited the internal financial controls over financial reporting of ASM Digital Engineering Private Limited (“the Company”) as of March 31, 2023 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls:

The Company’s management is responsible for establishing and maintaining internal financial controls based on “the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India”. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013 (“the Act”).

Auditors’ Responsibility:

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.



Meaning of Internal Financial Controls Over Financial Reporting:

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting:

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion:

In our opinion, the Company, in all material respects, has an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2023, based on "the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India".

From B. K. RAMADHYANI & CO LLP
Chartered Accountants
Firm Registration No. 002878S/S200021

C.R. Deepak

(CA C R Deepak)

Partner

Membership No. 215398

UDIN: 23215398BGYCKV1280

Place: Bangalore
Date: May 30, 2023

B K RAMADHYANI & CO. LLP
CHARTERED ACCOUNTANTS
No. 68, # 4-B, Chitrapur Bhavan,
8th Main, 15th Cross, Malleswaram,
BANGALORE - 560 055.

ASM Digital Engineering Private Limited
Balance Sheet as at March 31, 2023



Particulars	Note no.	As at March 31, 2023	As at March 31, 2022
ASSETS			
(1) Non-current assets			
(a) Property, Plant and Equipment	<3	197.72	129.90
(b) Intangible Assets	<3	4.21	0.72
(c) Financial Assets	<4	10.58	3.36
(d) Deferred tax assets (Net)	<5	10.04	6.37
(e) Other non-current assets	<6	59.55	43.41
Total Non-current assets		182.10	83.76
(2) Current assets			
(a) Financial Assets			
(i) Trade receivables	<7 (i)	166.27	136.61
(ii) Cash and cash equivalents	<7 (ii)	0.44	5.50
(iii) Loans and advances	<7 (iii)	0.14	0.17
(iv) Others	<7 (iv)	-	-
(b) Current tax assets (Net)			
(c) Other current assets	<8	10.50	7.76
Total Current Assets		177.35	150.04
Total Assets		359.45	233.80
EQUITY AND LIABILITIES			
EQUITY			
(a) Equity Share capital	<9	40.00	40.00
(b) Other Equity	<10	85.47	80.95
Total Equity		125.47	120.95
LIABILITIES			
(1) Non-current liabilities			
(a) Financial Liabilities			
Lease Liabilities	11(a)	64.92	11.18
(b) Provisions	11(b)	16.07	14.42
Total Non-current liabilities		80.99	25.60
(2) Current liabilities			
(a) Financial Liabilities			
(i) Short Term Borrowings	12(a)	15.08	17.90
(ii) Trade payables	13		
(A) total outstanding dues of micro and small enterprises	13	0.52	-
(B) total outstanding dues of creditors other than micro and small enterprises		92.62	44.50
(iii) Lease Liabilities	12(b)	24.73	9.10
(b) Other current liabilities	14	13.58	11.83
(c) Provisions	15	6.46	3.92
Total Current liabilities		152.99	87.25
TOTAL EQUITY AND LIABILITIES		359.45	233.80

Summary of significant accounting policies

1, 2

The accompanying notes are an integral part of the financial statements.

In Accordance with our Report Attached
for B K Ramadhyani & Co. LLP
Chartered Accountants
Firm Registration No.: 0028785/ S200021

For and on behalf of Board of Directors of ASM Digital Engineering Pvt Ltd

C. R. Deepak

(CA C R Deepak)

Partner

Membership No.: 215398

Rabindra Srikantan
Rabindra Srikantan
Director

DIN: 00024584

Shekar Viswanathan
Shekar Viswanathan
Director

DIN: 01202587

G. R. Reddy
G. Ravishankar Reddy
Vice-President

Place: Bangalore

Date: May 30, 2023

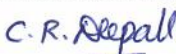
B K RAMADHYANI & CO. LLP
CHARTERED ACCOUNTANTS
No. 68, # 4-B, Chitrapur Bhavan,
8th Main, 15th Cross, Malleswaram,
BANGALORE - 560 055.

ASM Digital Engineering Private Limited
Profit and Loss Statement as at March 31, 2023




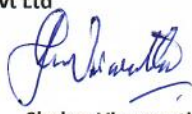
Particulars		Note no.	Current Year	Previous Year
Income:				
I	Revenue from operations	17	557.04	321.20
II	Other income	18	11.00	1.25
Total Income (i)			568.04	322.45
Expenses:				
III	Employee benefits expense	19	380.56	214.16
IV	Finance costs	20	15.86	4.74
V	Depreciation and amortization expenses	21	32.03	13.65
VI	Other expenses	22	124.05	87.74
Total expenses (ii)			552.50	320.29
VII	Profit/(loss) before tax [(i)- (ii)]		15.54	2.16
VIII	Tax expenses			
	(i) Current tax		13.80	1.78
	(ii) Deferred tax		(3.44)	(1.02)
	(iii) Previous Year Tax Expense			
Total tax expense			10.36	0.76
IX	Profit/(Loss) for the year		5.18	1.40
X	Other Comprehensive Income			
	- Items that will not be reclassified to profit or loss		0.94	(0.52)
	Remeasurement of defined benefit plans		-	-
	- Deferred tax on remeasurement of defined benefit plans		(0.24)	0.13
			0.70	(0.39)
XI	Total Comprehensive Income for the year		4.48	1.01
XII	Earnings per equity share			
	Basic and Diluted	23	1.30	0.35

In Accordance with our Report Attached
for BK Ramadhyani & Co. LLP
Chartered Accountants
Firm Registration No.: 0028785/ S200021


(CA C R Deepak)
Partner
Membership No.: 215398

For and on behalf of Board of Directors of ASM Digital
Engineering Pvt Ltd


Rabindra Srikantan
Director
DIN: 00024584


Shekar Viswanathan
Director
DIN: 01202587


G. Ravishankar Reddy
Vice-President

Place: Bangalore
Date: May 30, 2023

B K RAMADHYANI & CO. LLP
CHARTERED ACCOUNTANTS
No. 68, # 4-B, Chitrapur Bhavan,
8th Main, 15th Cross, Malleswaram,
BANGALORE - 560 055.

ASM Digital Engineering Private Limited
(Formerly known as Semcon India Private Limited)
Cash flow statement for the year ended March 31, 2023



(Rs. In Millions)

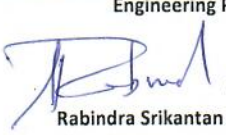
Particulars	Notes	Current Year	Previous Year
A. CASH FLOWS FROM OPERATING ACTIVITIES			
Profit / (loss) before tax		15.58	2.16
<i>Adjustment to reconcile profit before tax to net cash flows:</i>			
Depreciation and amortization		(32.04)	13.65
(Profit)/ loss on sale of Property, Plant & Equipment & IP		-	-
Finance costs		15.85	4.74
Actuarial gain on gratuity and leave encashment reclassified as per Ind AS		(0.94)	(0.52)
Interest income		-	0.88
Provision for doubtful debts		-	-
Provision for doubtful Advances		-	-
Operating profit before working capital changes		62.53	20.91
<i>Movements in working capital :</i>			
Increase/ (decrease) in trade payables		48.65	28.29
Increase/ (decrease) in borrowings		(2.82)	17.90
Increase/ (decrease) in other liabilities		69.37	(10.62)
Increase/ (decrease) in other current liabilities		1.77	-
Decrease / (increase) in trade receivables		(29.66)	(41.68)
Decrease/(increase) in loans and advances		0.04	22.35
Decrease / (increase) in other financial assets		(7.23)	0.20
Increase / (decrease) in provisions		4.20	1.81
Decrease / (increase) in other non current assets		(16.14)	(26.00)
Decrease / (increase) in other current assets		(2.75)	(3.88)
Cash generated from / (used in) operations		127.94	9.29
Direct taxes paid (net of refund)		(13.80)	(1.78)
Net cash flow from/ (used in) operating activities (A)		114.14	7.51
B. CASH FLOWS FROM INVESTING ACTIVITIES			
Purchase of property, plant and equipment and intangible assets		(103.35)	(12.44)
Purchase of current investments		-	-
Proceeds from sale of current investments		-	-
(Increase)/decrease in other bank balances		-	-
Interest received		-	(0.88)
Dividends received		-	-
Proceeds from sale of property, plant and equipment		-	-
Net cash flow (used in)/from investing activities (B)		(103.35)	(13.31)
C. CASH FLOWS FROM FINANCING ACTIVITIES			
Interests paid during the year		(15.85)	(4.74)
Net cash flow from financing activities (C)		(15.85)	(4.74)
Net increase/(decrease) in cash and cash equivalents (A + B + C)		(5.05)	(10.54)
Cash and cash equivalents at beginning of the year		5.50	16.04
Cash and cash equivalents at the end of the year		0.44	5.50
Components of cash and cash equivalents			
Balances with banks:	7(ii)		-
- on current accounts		0.44	5.50
Total		0.44	5.50


In Accordance with our Report Attached
for BK Ramadhyani & Co. LLP
Chartered Accountants
Firm Registration No.: 0028785/ S200021
C. R. Deepak
(CA C R Deepak)
Partner
Membership No.: 215398

B K RAMADHYANI & CO. LLP
CHARTERED ACCOUNTANTS
No. 68, # 4-B, Chitrapur Bhavan,
8th Main, 15th Cross, Malleswaram,
BANGALORE - 560 055.

Place: Bangalore
Date: May 30, 2023

For and on behalf of Board of Directors of ASM Digital
Engineering Pvt Ltd


Rabindra Srikantan
Director
DIN: 00024584


Shekar Viswanathan
Director
DIN: 01202587


G. Ravishankar Reddy
Vice-President

ASM Digital Engineering Private Limited
(Formerly known as Semcon India Private Limited)
Statement of Changes in Equity for the year ended March 31, 2023



(Rs. In Millions)		
a. Equity Share Capital	Current reporting period	Previous reporting period
Balance at the beginning of the year	40.00	40.00
Changes in equity share capital due to prior period errors	-	-
Restated balance at the beginning of the year	40.00	40.00
Changes in the equity share capital during the year	-	-
Balance at the end of the year	40.00	40.00

(Rs. In Millions)			
b. Other Equity	Security premium reserve	Retained earnings	Total
As at April 1, 2022	15.00	65.95	80.95
Profit/(loss) for the year	-	4.48	4.48
Dividend declared during the year	-	-	-
Other Comprehensive income	-	-	-
Net changes during the year	-	-	-
As at March 31, 2023	15.00	70.43	85.43
As at April 1, 2021	15.00	64.92	79.92
Profit/(loss) for the year	-	1.03	1.03
Dividend declared during the year	-	-	-
Other Comprehensive income	-	-	-
Net changes during the year	-	-	-
As at March 31, 2022	15.00	65.95	80.95

c. Nature and purpose of reserves:

i) General Reserve:

The general reserve is a free reserve which is used from time to time to transfer profits from retained earnings for appropriation purposes. As the general reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income.

ii) Security Premium:

Securities premium is used to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of section 52 of the Companies Act, 2013.


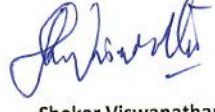
iii) Retained Earnings:

It comprises of the accumulated profits/(loss) of the Company.

In Accordance with our Report Attached
for B K Ramadhyani & Co. LLP
Chartered Accountants
Firm Registration No.: 0028785/ S200021

C. R. Deepak
(CA C R Deepak)
Partner
Membership No: 215398

For and on behalf of Board of Directors of ASM
Digital Engineering Private Limited

 Rabindra Srikantan Director DIN: 00024584	 Shekar Viswanathan Director DIN: 01202587
---	--

G. Ravishankar Reddy
G. Ravishankar Reddy
Vice-President

Place: Bangalore
Date: May 30, 2023

B K RAMADHYANI & CO. LLP
CHARTERED ACCOUNTANTS
No. 68, # 4-B, Chitrapur Bhavan,
8th Main, 15th Cross, Malleswaram,
BANGALORE - 560 055

ASM Digital Engineering Private Limited
(Formerly known as Semcon India Private Limited)
Notes to Financial Statements for the period ended March 31, 2023

1 BACKGROUND:

ASM Digital Engineering Private Limited ("the Company") is a private limited company formerly known as Semcon India Private Limited incorporated under the provisions of the Companies Act, 2013 ("the Act") on March 17, 2006 and is domiciled in India. During the year 2020 - 21 ASM Technologies Limited has acquired the shares of the Company

The principle activities of the Company includes designing, customization, engineering, developing, prototyping of spares, processes, ideas including inception of projects and products, solutions, software, hardware used in the aeronautic, automotive, electronics, life sciences, packaging, industrial and aviation industry and industries engaged in manufacturing and processing of goods and services of every kind and description and to carry on the business of prototypes of model and show-cars, rapid prototyping and tools and prototypes and IT enabled services.

The financial statements of the Company has been approved by its Board of Directors in its Board meeting held on May 30, 2023.

2 SIGNIFICANT ACCOUNTING POLICIES:

2.1 Basis of Preparation:

a) Statement of Compliance:

The financial statements have been prepared on the historical cost basis, except for certain financial instruments which are measured at fair values at the end of each reporting period, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

b) Basis of measurements:

The standalone financial statements have been prepared on the historical cost basis except for the following items:

Items	Measurement basis
Certain financial assets and liabilities	Fair Value
Net defined benefit (asset)/liability	Fair value of plan assets less present value of defined benefit obligations

2.2 Summary of significant accounting policies:

(a) Use of estimates

The preparation of financial statements in conformity with Ind AS requires the management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods. Any revision to accounting estimates is recognized prospectively.

(b) Current versus non-current classification:

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification.

An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle.
 - Held primarily for the purpose of trading
 - Expected to be realised within twelve months after the reporting period, or
 - Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting
- All other assets are classified as non-current.

A liability is treated as current when:

- It is expected to be settled in normal operating cycle
 - It is held primarily for the purpose of trading
 - It is due to be settled within twelve months after the reporting period, or
 - There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period
- All other liabilities are classified as non-current.

Deferred tax assets/ liabilities are classified as non-current assets/ liabilities.



(c) Property, plant and equipments

(i) Property, plant and equipment ("PPE") are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price, borrowing costs if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

(ii) Each part of an item of PPE with a cost that is significant in relation to the total cost of the item is depreciated separately. This applies mainly to components for machinery. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognized in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognized in income statement as and when incurred.

(iii) Subsequent expenditure related to an item of PPE is added to its book value only if it increases the future benefits from its previously assessed standard of performance. All other expenses on existing property, plant and equipment, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the income statement for the period during which such expenses are incurred.

(iv) An item of PPE and any significant part initially recognized is de-recognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement when the Property, plant and equipment is de-recognized.

(vi) Advances paid towards the acquisition of PPE outstanding at each balance sheet date is classified as capital advances under other non-current assets.

(d) Depreciation on PPE:

Depreciation on PPE is calculated on a straight-line basis using the useful lives of the assets as estimated by the management; as below:

Category	Useful lives estimated by the management (years)
Computers and computer equipment	3 years
Office equipment	5 years
Electrical equipment	10 years
Furniture and fixtures	10 years
Vehicles	8 years

The useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

(e) Intangible assets

Intangible assets are stated at cost less accumulated amortization and impairment. Intangible assets are amortized over their respective estimated individual useful lives on a straight-line basis, from the date that they are available for use. The estimated useful life of an identifiable intangible asset is based on a number of factors including the effects of obsolescence, demand, competition and other economic factors (such as stability of the industry, and known technological advances), and the level of maintenance expenditures required to obtain the expected future cash flows from the asset. Amortization methods and useful lives are reviewed periodically including at each financial year end.

Intangible assets are amortized on a straight-line basis over the estimated useful economic life, as below:

Category	Useful life (in years)
Computer software	3 years

The amortization period and the amortization method are reviewed at least at each financial year end.

(f) Impairment :

1) Financial Asset:

the Company assesses at each date of balance sheet whether a financial asset or a group of financial assets is impaired. Ind AS 109 requires expected credit losses to be measured through a loss allowance. the Company recognises lifetime expected losses for all contract assets and / or all trade receivables that do not constitute a financing transaction. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition.



2) Non-financial asset:

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) net selling price and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

Impairment losses are recognized in the statement of profit and loss. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

(g) Leases

Where the Company is lessee

The Company's lease asset classes primarily consist of leases for buildings. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

- (i) the contract involves the use of an identified asset
- (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease
- (iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Company changes its assessment if whether it will exercise an extension or a termination option.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

The borrowing rate applied to lease liabilities for discounting is 10%

(h) Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognized:

The Company collects taxes such as goods and service tax etc on behalf of the government and, therefore, these are not economic benefits flowing to the company. Hence, they are excluded from the aforesaid revenue/income.

Income from services

- i. Revenue is recognized on an accrual basis as the service are rendered to group companies, on the basis of an agreed mark-up on cost incurred, in accordance with the agreement.
- ii. Revenue from services relating to time and material contracts, are recognized ratably over the period as services are performed.
- iii. Revenues from fixed price contracts, that include customer acceptance clauses relating to specific deliverables, are recognized under the percentage completion method based on actual hours incurred as a percentage of total estimated hours. Estimated total contract hours are reviewed periodically and revenue adjustments, if necessary, are recorded over the remaining contract term. Costs are recognized as incurred.
- iv. The amount of revenue can be measured reliably;
- v. It is probable that the economic benefits associated with the transactions will flow to the Company;
- vi. The costs incurred or to be incurred in respect of the transaction can be measured reliably;



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ASM Digital Engineering Private Limited
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Notes to Financial Statements for the period ended March 31, 2023

Interest Income

Interest is accounted as per effective interest method. Interest income is included under the head "other income" in the statement of profit and loss.

i) Employee Benefits:

(i) Short term employee benefits:

The employee benefits payable wholly within twelve months of rendering the service are classified as short term employee benefits. Benefits such as salaries, leave travel allowance, short term compensated absences etc. and the expected cost of bonus are recognised in the period in which the employee renders the related service.

(ii) Long term employee benefits:

(a) Defined Contribution Plans:

the Company has contributed to state governed provident fund scheme which are defined contribution plans. The contribution paid/ payable under the schemes is recognised during the period in which employee renders the related service.

(b) Defined Benefit Plans:

Gratuity, which is a defined benefit plan, is accrued based on an independent actuarial valuation, which is done based on project unit credit method as at the balance sheet date. the Company recognizes the net obligation of a defined benefit plan in its balance sheet as an asset or liability. Gains and losses through re-measurements of the net defined benefit liability/ (asset) are recognized in other comprehensive income. In accordance with Ind AS, re-measurement gains and losses on defined benefit plans recognized in OCI are not to be subsequently reclassified to statement of profit and loss. As required under Ind AS compliant Schedule III, the Company recognizes re-measurement gains and losses on defined benefit plans (net of tax) to retained earnings.

Accumulated leave, which is expected to be utilized within the next twelve months, is treated as short-term employee benefit. the Company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date.

the Company treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method, made at the end of each financial year. Actuarial gains/losses are immediately taken to the statement of profit and loss. the Company presents the accumulated leave liability as a current liability in the balance sheet, since it does not have an unconditional right to defer its settlement for twelve months after the reporting date.

(j) Foreign exchange translation

(i) Initial recognition

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

(ii) Conversion

Foreign currency monetary items are retranslated using the exchange rate prevailing at the reporting date. Non-monetary items, which are measured in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of the transaction. Non-monetary items, which are measured at fair value or other similar valuation denominated in a foreign currency, are translated using the exchange rate at the date when such value was determined.

(iii) Exchange differences

Exchange differences arising on the settlement of monetary items or on reporting Company's monetary items at rates different from those at which they were initially recorded during the period, or reported in previous financial statements, are recognized as income or as expenses in the period in which they arise.

(i) Income Taxes:

Income tax expense comprises current tax expense and the net change in the deferred tax asset or liability during the year. Current and deferred tax are recognized in the statement of profit and loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity, respectively.

(i) Current Income Tax:

Current income tax for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities based on the taxable income for that period. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the balance sheet date.



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Notes to Financial Statements for the period ended March 31, 2023

(ii) Deferred Income Tax:

Deferred income tax is recognised using the balance sheet approach, deferred tax is recognized on temporary differences at the balance sheet date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes, except when the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction.

Deferred income tax assets are recognized for all deductible temporary differences, carry forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

The carrying amount of deferred income tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the balance sheet date.

(k) Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Partly paid equity shares are treated as a fraction of an equity share to the extent that they are entitled to participate in dividends relative to a fully paid equity share during the reporting period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

(l) Provisions and Contingent liabilities:

A provision is recognized when the Company has a present obligation (legal or constructive) as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

A contingent liability is a possible obligation that arises from past events whose existence will be conCompanied by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. the Company does not recognize a contingent liability but discloses its existence in the financial statements.

(m) Financial Instruments:

Financial assets and liabilities are recognized when the Company becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability.

(i) Cash and Cash equivalents

the Company considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage.

(ii) Financial assets at amortized cost:

Financial assets are subsequently measured at amortized cost if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

(iii) Financial assets at fair value through other comprehensive income:

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.



(iv) Financial assets at fair value through profit or loss:

Financial assets are measured at fair value through profit or loss unless it is measured at amortized cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognized in statement of profit and loss.

(v) Financial liabilities:

Financial liabilities are subsequently carried at amortized cost using the effective interest method, except for contingent consideration recognized in a business combination which is subsequently measured at fair value through profit or loss. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

(vi) De-recognition of financial instruments:

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for de-recognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized when the obligation specified in the contract is discharged or cancelled or expires.

(vii) Fair value of financial instruments:

In determining the fair value of its financial instruments, the Company uses following hierarchy and assumptions that are based on market conditions and risks existing at each reporting date.

Fair value hierarchy:

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- ▶ Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- ▶ Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- ▶ Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognized in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

2.3 Significant accounting judgements, estimates and assumptions:

The preparation of the Company's standalone financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

a) Judgements:

In the process of applying the Company's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognized in the financial statements:

b) Estimates and assumptions:

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

Defined benefit plans - Gratuity

The cost of the defined benefit gratuity plan and other post-employment medical benefits and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds

The mortality rate is based on publicly available mortality tables. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases are based on expected future inflation rates and expected salary increase thereon.



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ASM Digital Engineering Private Limited
Notes to financial statements for the ended March 31, 2023

3. Property, plant and equipment and Intangible assets

Particulars	Tangible assets						Intangible assets	
	Electrical installation	Computers and computer equipments	Office equipments	Furniture and fixtures	Right of use Asset	Total	Computer software	Total
Cost								
As at April 1, 2021	0.93	12.72	0.85	0.22	38.89	53.61	1.92	1.92
Additions during the year	0.03	12.26	0.06	-	-	12.35	0.09	0.09
Disposals during the year								
At March 31, 2022	0.96	24.98	0.91	0.22	38.89	65.96	2.01	2.01
Additions during the year	2.57	19.03	0.69	0.24	76.67	99.20	4.20	4.20
Disposals during the year	0.54	0.19	0.05					
At March 31, 2023	2.99	43.82	1.55	0.46	115.56	165.16	6.21	6.21
Depreciation/Amortisation								
As at April 1, 2021	0.32	6.97	0.18	0.08	15.23	22.78	0.92	0.92
Charge for the year	0.16	5.09	0.16	0.09	7.78	13.28	0.37	0.37
Disposals during the year								
At March 31, 2022	0.48	12.06	0.34	0.17	23.01	36.06	1.29	1.29
Charge for the year	0.72	8.51	0.23	0.03	21.83	31.32	0.71	0.71
Disposals during the year	0.54	0.13	0.05					
At March 31, 2023	0.66	20.44	0.52	0.20	44.84	67.38	2.00	2.00
Net Block								
At March 31, 2022	0.48	12.92	0.57	0.05	15.88	29.90	0.72	0.72
At March 31, 2023	2.33	23.38	1.03	0.26	70.72	97.72	4.21	4.21

Notes:

- Capitalised borrowing cost
- There is no borrowing costs capitalised during the year ended 31 March 2023 (31 March 2022: Nil).
- Property, plant and equipment pledged as security
 - There are no properties pledged as security
- Decommissioning cost
 - There are no decommissioning costs recognised.
 - The Company has not revalued any of its PPE during the year or previous year






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Notes to financial statements for the period ended March 31, 2023

4 Financial Assets

(Rs in millions)

Particulars	As at March 31, 2023	As at March 31, 2022
Security deposit	10.58	3.36
Total	10.58	3.36

5 Deferred tax asset

(Rs in millions)

Particulars	As at March 31, 2023	As at March 31, 2022
On account of depreciation on fixed assets	(17.84)	(3.58)
On account of timing differences in recognition of expenditure	27.90	9.95
Net Deferred tax (liability)/asset	10.04	6.37

6 Other non-current assets

(Rs in millions)

Particulars	As at March 31, 2023	As at March 31, 2022
Advance tax (net of provision for tax)	56.08	42.78
Deferred Security deposit	3.47	0.63
Total	59.55	43.41

Current Assets

7 Financial Assets

(Rs in millions)

Particulars	As at March 31, 2023	As at March 31, 2022
(i) Trade receivables		
- Receivables considered good-Unsecured	86.23	83.21
- Receivables considered doubtful-Unsecured	-	-
Trade Receivables-Unbilled Revenue	80.04	53.40
Less:- Provision for doubtful debt	-	-
Total	166.27	136.61

Trade Receivables Ageing Schedule

Particulars	As at March 31, 2023	As at March 31, 2022
(a) Outstanding for the following periods from due date of payment		
Less than 6 months	58.16	61.74
6 months- 1 year	0.24	9.22
1- 2 years	-	11.12
2-3 years	-	-
More than 3 years	-	-
Total	58.40	82.08

*Trade Receivables ageing schedule is continued in the next page



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ASM Digital Engineering Private Limited
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Notes to financial statements for the period ended March 31, 2023

(b) Receivables from related parties		
Less than 6 months	22.14	1.13
6 months- 1 year	5.69	-
1- 2 years		-
2-3 years		-
More than 3 years		-
Total	27.83	1.13

(c) Unbilled Revenue

Outstanding for the following periods from due date of payment		
Less than 6 months	76.41	52.76
6 months- 1 year	0.62	-
1- 2 years	-	-
2-3 years	-	-
More than 3 years	-	-
Total	77.03	52.76

(d) Unbilled Revenue pertaining to related parties		
Less than 6 months	3.01	0.64
6 months- 1 year	-	-
1- 2 years	-	-
2-3 years	-	-
More than 3 years	-	-
Total	3.01	0.64

Total(a+b+c)	166.27	136.61
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(d) There are no disputed trade receivables

(Rs in millions)

	Particulars	As at March 31, 2023		As at March 31, 2022	
(ii)	Cash and cash equivalents				
	Balances with banks				
	- In Current accounts	0.44		5.50	
	Total	0.44		5.50	

	Particulars	As at March 31, 2023		As at March 31, 2022	
(iii)	Loans and advances				
	Advances recoverable in cash or kind	0.14		0.17	
	Total	0.14		0.17	

8 Other current assets

(Rs in millions)

	Particulars	As at March 31, 2023		As at March 31, 2022	
	Prepaid expenses	9.00		7.76	
	Other current assets	1.50			
		10.50		7.76	
	Less: Provision for doubtful deposit			-	
	Total	10.50		7.76	



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ASM Digital Engineering Private Limited
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Notes to financial statements for the ended March 31, 2023

9 Equity Share Capital (refer statement of changes in equity)

(Rs. In Millions)

Particulars	As at March 31, 2023	As at March 31, 2022
Authorised		
40,00,000 (As at March 31, 2022 - 40,00,000) equity shares of Rs. 10 each	40.00	40.00
Issued, Subscribed & Paid up		
39,99,971 (March 31, 2022 - 39,99,971) equity shares of Rs. 10 each	40.00	40.00
Total issued, subscribed and fully paid-up share capital	40.00	40.00

(a) Rights, preferences and restrictions attached to shares

The Company has only one class of equity shares having a par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the share holders in the ensuing Annual General Meeting.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(b) Reconciliation of the shares outstanding at the beginning and at the end of the year

(Rs. In Millions)

Equity shares	As at March 31, 2023		As at March 31, 2022	
	Nos.	Rs.	Nos.	Rs.
As at the beginning of the year	39,99,971	40.00	39,99,971	40.00
Add:-Issued during the year	-	-	-	-
As at the end of the year	39,99,971	40.00	39,99,971	40.00

(c) Details of shareholders holding more than 5% shares in the Company

Particulars	As at March 31, 2023		As at March 31, 2022	
	Nos.	% holding in class	Nos.	% holding in class
ASM Technologies Limited , Holding Company	39,99,971	100%	39,99,971	100%

(d) change in Promoter shareholding

Particulars	As at March 31, 2023		As at March 31, 2022	
	Nos.	% of total Shares	Nos.	% of total Shares
ASM Technologies Limited	39,99,971	100%	39,99,971	100%
Total	39,99,971		39,99,971	

There has been no change in promoter's shareholding during the year.



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ASM Digital Engineering Private Limited
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Notes to financial statements for the period ended March 31, 2023

10 Other Equity

(Rs in Millions)

Particulars		As at March 31, 2023	As at March 31, 2022
i)	Security Premium reserve		
	As at the beginning of the year	15.00	15.00
	Add:-addition during year		
	As at the end of the year	15.00	15.00
ii)	Retained Earnings		
	As at the beginning of the year	65.95	64.92
	Add:- Addition during year	4.52	1.03
	Less:- Appropriations	-	-
	As at the end of the year	70.47	65.95
Total		85.47	80.95

Disaggregation of changes in items of Other comprehensive income

Year ended March 31, 2023	Retained earnings	Total
Remeasurement of defined benefit liability	0.70	0.70
Total	0.70	0.70

Year ended March 31, 2022	Retained earnings	Total
Remeasurement of defined benefit liability	(0.39)	(0.39)
Total	(0.39)	(0.39)



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ASM Digital Engineering Private Limited
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Notes to financial statements for the period ended March 31, 2023

Non current liabilities and provisions

11(a) Financial Liabilities

<i>(Rs in millions)</i>		
Particulars	As at March 31, 2023	As at March 31, 2022
Lease Liability	64.92	11.18
Total	64.92	11.18

11(b) Provisions

<i>(Rs in millions)</i>		
Particulars	As at March 31, 2023	As at March 31, 2022
Gratuity	9.69	8.19
Compensated absences	6.38	6.22
Total	16.07	14.41

Current liabilities and provisions

12 Financial Liabilities

12(a) Short Term Borrowings

<i>(Rs in millions)</i>		
Particulars	As at March 31, 2023	As at March 31, 2022
- Working Capital loans from banks	15.08	17.90
Total	15.08	17.90

12(a)(i) Differences in Stock Statements furnished to Bank and the Books of accounts

<i>(Rs in millions)</i>						
Name of the Bank	Month	Particulars of security offered	Amount as per books	Amount reported as per Quarterly statement	Difference	Reason for material discrepancies
Axis Bank	Jun-22	Current assets - Book Debts	79.49	64.24	15.25	Few invoices were recorded following the submission of the stock statements to the Bank
	Sep-22		71.02	67.19	3.83	
	Dec-22		74.69	63.02	11.67	
	Mar-23		-	56.81	-56.81	

Additional Information:

1. Secured loan from bank is secured against hypothecation of entire current assets and movable assets of the Company
2. Loan carries an interest rate of Repo plus 3.50%
3. The above loan is also guaranteed by Mr. Rabindra Srikantan and Corporate Guarantee of ASM Technologies Limited
4. The company has utilised the loan for the purpose for which it was borrowed

12(b) Lease Liabilities

<i>(Rs in millions)</i>		
Particulars	As at March 31, 2023	As at March 31, 2022
Lease Liabilities	24.73	9.10
Total	24.73	9.10

13 Trade Payables

<i>(Rs in millions)</i>		
Particulars	As at March 31, 2023	As at March 31, 2022
- Total outstanding dues to micro enterprises and small enterprises;	0.52	-
- Total outstanding dues to creditors other than micro enterprises and small enterprises	46.18	24.73
Trade Payables -Inter Company	46.44	19.77
Total	93.14	44.50

Trade Payables Ageing Schedule

Particulars	As at March 31, 2023	As at March 31, 2022
(a) Outstanding for the following periods from due date of payment		
Less than 6 months	15.50	23.66
6 months- 1 year	0.37	0.11
1- 2 years	2.58	0.96
2-3 years	1.25	-
More than 3 years	-	-
Total (a)	19.70	24.73

*Trade Payables ageing schedule is continued in the next page



ASM Digital Engineering Private Limited
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(b) Payable to related parties		
Less than 6 months	50.16	19.77
6 months- 1 year	23.28	-
1- 2 years		-
2-3 years		-
More than 3 years		-
Total (b)	73.44	19.77
Total (a+b)		
	93.14	44.50

(c) There are no disputed trade payables

(d) MSME Disclosure

Disclosure required under clause 22 of Micro, Small and Medium Enterprise Development Act, 2006

Particulars	(Rs in millions)	
	As at March 31, 2023	As at March 31, 2022
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year	0.52	-
- Principal amount due to micro and small enterprises	0.52	-
- Interest due on above	Nil	Nil
The amount of interest paid by the buyer in terms of section 16 of the MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year.	Nil	Nil
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006.	Nil	Nil
Interest due and payable for the period of delay in making payment during the year.	Nil	Nil
The amount of interest accrued and remaining unpaid at the end of each accounting year.	Nil	Nil
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act, 2006.	Nil	Nil

Additional Information

The MSME Disclosures are to the extent ascertained by the Company relied upon by auditors.

14 Other current liabilities and provisions

Particulars	(Rs in millions)	
	As at March 31, 2023	As at March 31, 2022
Salaries and bonus payable	2.05	2.05
Statutory dues payable	11.10	7.60
Advances from Customers	0.43	2.18
Total	13.58	11.83

15 Current Provisions:

Particulars	(Rs in millions)	
	As at March 31, 2023	As at March 31, 2022
Provision for employee benefits		
Gratuity	2.11	1.72
Compensated absences	2.97	2.20
Provision for GST Credit Ineligible	1.38	-
Total	6.46	3.92

16 Contingent Liabilities:

-During the year, the company has discounted certain bills with Receivable Exchange of India Ltd

Particulars	(Rs in millions)
	As at March 31, 2023
Bills discounted with Receivables Exchange of India Ltd	3.43
Total	3.43



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ASM Digital Engineering Private Limited
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Notes to financial statements for the period ended March 31, 2023

17 Revenue from operations

Particulars	(Rs in millions)	
	Current Year	Previous Year
Sale of services	557.04	321.20
Total	557.04	321.20

*Consultancy and deputation services

17.1 Disaggregated Revenue Information:

Set out below is the disaggregation of the Company's revenue from contracts with customers by timing of transfer of services:

Revenue from contracts with customers	(Rs in millions)	
	Current Year	Previous Year
Geographical location		
- Outside India	49.86	34.38
- Within India	507.18	286.82
Total	557.04	321.20

17.2 Contract balances:

Contract assets:	(Rs in millions)	
	Current Year	Previous Year
Trade Receivables	86.23	83.21
Unbilled Revenue	80.04	53.40
	166.27	136.61
Contract liabilities	0.43	2.18

Trade receivables are generally on credit terms as agreed with respective customers.

Unbilled revenue is recognised on completion of performance obligation pending generation of invoice.

There are no performance obligation pending as at the end of the year

17.3 Performance obligations

Aggregate amount of the transaction price allocated to the performance obligations that are unsatisfied as of the end of the year *

Revenue to be recognised at a point in time

	(Rs in millions)	
	Current Year	Previous Year
	0.43	2.18

* The Group expects to satisfy the performance obligations when (or as) the underlying real estate projects to which such performance obligations relate are completed. Such real estate projects are in various stages of development and are expected to be completed in the coming periods of upto four years.

17.4 Assets recognised from the costs to obtain or fulfil a contract with a customer

	Current Year	Previous Year
Inventories		
- Work-in-progress	Nil	Nil
Prepaid expenses	Nil	Nil

18 Other income

Particulars	(Rs in millions)	
	Current Year	Previous Year
Interest received from holding company	-	0.88
Interest from income tax refund	2.73	-
Other Interest income	0.91	-
Notice period recovery	1.63	0.37
Exchange Gain	3.83	-
Miscellaneous income	1.90	-
Total	11.00	1.25



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ASM Digital Engineering Private Limited
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Notes to financial statements for the period ended March 31, 2023

19 Employee benefit expenses

Particulars	(Rs in millions)	
	Current Year	Previous Year
Salaries, bonus and allowance	351.52	197.86
Contribution to provident fund	17.12	9.97
Gratuity and Leave encashment expenses	3.16	1.39
Staff welfare expenses	8.76	4.94
Total	380.56	214.16

20 Finance Costs

Particulars	(Rs in millions)	
	Current Year	Previous Year
Interest expense on overdraft facility	1.09	0.08
Bank charges	4.91	2.30
Amortisation of Financial liability	1.02	0.31
Interest on Financial Liability	8.84	2.05
Total	15.86	4.74

21 Depreciation and amortisation expenses

Particulars	(Rs in millions)	
	Current Year	Previous Year
Depreciation of property, plant and equipments	9.49	5.50
Amortization of ROU	21.83	7.78
Amortisation of intangible assets	0.71	0.37
Total	32.03	13.65

22 Other expenses

Particulars	(Rs in millions)	
	Current Year	Previous Year
Cost of software licences and others	14.59	5.43
Power and fuel	5.19	2.08
Rent expense	0.01	0.69
Rates and taxes	2.66	0.11
Insurance	0.33	0.38
Repairs and Maintainance	11.72	-
- Others	0.56	3.96
Travelling and conveyance	5.08	1.51
Communication costs	2.34	1.71
Legal and professional fees	74.00	69.03
Payment to auditors (refer details below)	0.02	0.30
Security charges	1.79	0.86
Business Promotion Expenses	0.89	-
Exchange loss (net)	-	0.15
Computer Rental Charges	0.69	-
Miscellaneous expenses	4.19	1.53
Total	124.05	87.74

Payments to Statutory Auditors		
	Current Year	Previous Year
Audit fee	0.41	0.23
Other services	-	0.07
Reimbursement of expenses	0.02	-

Additional information:

i) Earnings in foreign currency:		
- Consultancy and deputation charges	49.86	34.38
ii) Expenditure in foreign currency:		
Legal & professional charges	-	-
Software License Expense	-	-
Others	0.80	-

23 Earnings Per Share:

	Current Year	Previous Year
Profit for the year	5.13	1.40
Weighted average number of Equity shares	39,99,971	39,99,971
Earning per share basic and diluted (in Rs.)	1.30	0.35
Face value per equity share (in Rs.)	10	10



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ASM Digital Engineering Private Limited
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Notes to financial statements for the ended March 31, 2023

24 Income taxes

The major components of income tax expense for the years ended March 31, 2022 and March 31, 2023 are:

i) Statement of profit and loss:

Profit or loss section

(Rs in millions)

Particulars	Current Year	Previous Year
Current income tax:		
Current income tax in India	13.80	1.78
Deferred tax:		
Relating to origination and reversal of temporary differences	(3.44)	(1.02)
Prior year tax	-	-
Income tax expense reported in the statement of profit or loss	10.36	0.76
OCI section		
Deferred tax related to items recognised in OCI during the year:	(0.24)	0.13
Income tax charged to OCI	(0.24)	0.13

ii) Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate for end of the year:

(Rs in millions)

Particulars	Current Year	Previous Year
Accounting profit before income tax	15.54	2.16
Enacted income tax rate in India		
Tax at the applicable tax rate of 25.17% (March 31, 2022: 25.17%)	3.91	0.54
<i>Non-deductible expenses for tax purposes:</i>		
Inadmissible expenses	0.00	0.01
Temporary differences not considered for current tax calculation (net of amounts recognised in other comprehensive income)	5.82	2.79
Difference in profit on account of Ind AS adjustments	3.92	(1.57)
Additional provision	0.15	
At the effective income tax rate of 25.17% (March 31, 2022: 25.17%) - Income tax expense recorded in the books	13.80	1.77

The tax rates under Indian Income Tax Act, for the year ended March 31, 2022 and March 31, 2023 is 25.17% and 25.17% respectively

iii) The Company has entered into transactions with its associated enterprises within the meaning of section 92A of the Income Tax Act, 1961. The Company is in the process of carrying out transfer pricing study in this regard, to comply with the requirements of the Income Tax Act, 1961. The Management is of the view that all these transactions have been made at arms' length terms and hence the aforesaid provisions do not have any impact on the financial statements, particularly on the amount of tax expenses and that of provision for taxation.



ASM Digital Engineering Private Limited
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Notes to financial statements for the ended March 31, 2023

25 Gratuity and other post-employment benefits

i) Gratuity

The Company has a defined benefit gratuity plan. The gratuity plan is governed by the Payment of Gratuity Act, 1972. Every employee who has completed five years or more of service is entitled to gratuity of 15 days salary (last drawn salary) for each completed year of service. The scheme is unfunded.

The following tables summarize the components of net benefit expense recognized in the statement of profit and loss and amounts recognized in the balance sheet for the gratuity plan:

Statement of Profit and Loss

Net employee benefit expenses recognised in the employee cost:

(Rs in millions)

Particulars	Current year		Previous Year	
	Current year	Previous Year	Current year	Previous Year
Current service cost	2.35	1.54		
Past service cost	-	-		
Interest cost	0.56	0.52		
Net benefit expense	2.91	2.06		

Balance sheet

Benefit asset/liability:

(Rs in millions)

Particulars	As at March 31, 2023		As at March 31, 2022	
	As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022
Present value of defined benefit obligation	(11.56)	(9.91)		
Fair value of plan assets	-	-		
Plan asset/(liability)	(11.56)	(9.91)		

Changes in the fair value of defined benefit obligation are as follows:

(Rs in millions)

Particulars	As at March 31, 2023		As at March 31, 2022	
	As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022
Opening defined benefit obligation	9.91	9.96		
Current service cost	2.35	1.54		
Past service cost	-	-		
Interest cost	0.56	0.52		
Liability transferred out/divestments	-	-		
Benefits paid directly by employer	(2.20)	(1.59)		
Benefits paid directly from fund	-	-		
Remeasurements	-	-		
Actuarial loss/(gain) from changes in demographic assumptions	-	-		
Actuarial loss/(gain) from changes in financial assumptions	(0.73)	(0.18)		
Actuarial loss/(gain) from experience over the past period	1.67	(0.34)		
Closing defined benefit obligation	11.56	9.91		

The amounts recognized in the Balance Sheet are as follows:

(Rs in millions)

Particulars	As at March 31, 2023		As at March 31, 2022	
	As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022
Present value of the obligation as at the end of the year	11.56	9.91		
Fair value of plan assets as at the end of the year	-	-		
Net liability/ (asset) recognized in the Balance Sheet	11.56	9.91		

The principal assumptions used in

Particulars	Current Year		Previous Year	
	Current Year	Previous Year	Current Year	Previous Year
Discount rate	7.29%	5.66%		
Employee turnover	25.00%	25.00%		
Salary escalation rate	8.50%	8.50%		
Mortality table	Indian Assured Lives Mortality (2012-14)			

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

Sensitivity Analysis of significant actuarial assumptions

(Rs in millions)

Particulars		Change in DBO by	
		Current Year	Previous Year
		Discount rate	
	Increases 1%	(0.40)	(0.35)
	Decreases 1%	0.43	0.38
Employee turnover			
	Increases 1%	(0.14)	(0.12)
	Decreases 1%	0.15	0.13
Salary escalation rate			
	Increases 1%	0.42	0.36
	Decreases 1%	(0.40)	(0.34)

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ASM Digital Engineering Private Limited
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Notes to financial statements for the ended March 31, 2023

Sensitivity Analysis was not provided for the Previous year as Ind AS 19 was not applicable and AS 15 Employee Benefit Expenses as the standard does not mandate to provide the Sensitivity Analysis.

Description of funding arrangements and funding policy that affect future contributions

The plan is unfunded and the status is unlikely to change over the next few years.

Maturity profile		<i>(Rs in millions)</i>	
Projected Benefits Payable in Future Years From the Date of Reporting	Current Year	Previous Year	
1st following year	1.86	1.72	/
2nd following year	1.90	1.51	/
3rd following year	1.70	1.49	/
4th following year	1.61	1.36	/
5th following year	1.67	1.24	/
Sum of years 6 to 10	4.65	3.45	/
Sum of 11 years and above	2.39	1.80	/

Other Information	Current Year	Previous Year	
Weighted average duration of the projected benefit obligation	5.00	5.00	/
Average expected future service	3.00	3.00	/

ii) Leave Benefits:

An actuarial valuation of leave benefits is carried out every year by an independent actuary. Based on that, the Company is carrying a liability of Rs.9.35 million.

The principal assumptions used in determining pension and post-employment benefit obligations for the company's plans are shown below:

Particulars	Current Year	Previous Year	
Discount rate	7.29%	5.66%	/
Employee turnover	25.00%	25.00%	/
Salary escalation rate	8.50%	8.50%	/
Mortality table	Indian Assured Lives Mortality (2012-14)		

iii) Defined contribution plan

The Company also has defined contribution plans. Contributions are made to provident fund in India for employees at the rate of 12% of basic salary as per regulations. The contributions are made to registered provident fund administered by the government. The obligation of the Company is limited to the amount contributed and it has no further contractual nor any constructive obligation. The expense recognised during the period towards defined contribution plan is Rs.17.12 million (Previous Year: Rs.9.97 million)

26 Disclosure on leases:

(i) The following is the movement of lease liabilities during the year ended March 31, 2023

Particulars	<i>(Rs. In millions)</i>	
	As at March 31, 2023	As at March 31, 2022
Balance at the beginning of the year	20.28	26.33
On account of implementation of Ind AS 116	76.67	-
Finance cost accrued during the year	8.84	2.36
Payment of lease liabilities	16.13	8.41
Balance at the end of the year	89.66	20.28

The Company does not face a liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.

(ii) Details regarding the contractual maturities of lease liabilities as at March 31, 2023 on undiscounted basis:

Particulars	<i>(Rs. In millions)</i>	
	As at March 31, 2023	As at March 31, 2022
Less than one year	32.62	10.72
One to five years	75.90	11.82
More than five years	-	-
Total	108.52	22.54



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ASM Digital Engineering Private Limited
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Notes to financial statements for the ended March 31, 2023

27 Financial ratios

- a. Ratio Current Ratio
 Numerator Current Assets
 Denominator Current Liabilities

(Rs. In Millions)

Ratios/ Measures	As at	
	31 March 2023	31 March 2022
Current Assets (A)	177.35	150.04
Current Liabilities (B)	152.99	87.25
Current Ratio (C) = (A) / (B)	1.16	1.72
%Change from previous year	-32.59%	

* Cost of operations has increased substantially during the year

- b. Ratio Debt Equity Ratio
 Numerator Total Debt [represents current and non-current borrowings]
 Denominator Shareholders' equity [represents total equity]

(Rs. In Millions)

Ratios/ Measures	As at	
	31 March 2023	31 March 2022
Total debt (A)	15.08	17.90
Shareholder's equity (B)	125.47	120.95
Debt equity ratio (C) = (A) / (B)	0.12	0.15
%Change from previous year	-18.79%	

- c. Ratio Debt service coverage ratio
 Numerator Earnings available for debt service
 Denominator Debt service

(Rs. In Millions)

Ratios/ Measures	As at	
	31 March 2023	31 March 2022
Profit after tax for the year (A)	5.18	1.40
Add: Non cash operating expenses and finance cost		
Depreciation and Amortisation expense (B)	32.03	13.65
Finance costs (C)	15.86	4.74
Earnings available for debt services (D) = (A)+(B)+(C)	53.07	19.79
Finance costs (E)	15.86	4.74
Repayment of non-current borrowings (F)		
Payment of principal portion of lease liabilities (G)	16.13	8.41
Debt service (H) = (E) + (F) + (G)	31.99	13.15
Debt service coverage ratio (I) = (D) / (H)	1.66	1.50
%Change from previous year	9.29%	

- d. Ratio Return on equity [%]
 Numerator Restated loss after tax
 Denominator Average Shareholder's Equity

(Rs. In Millions)

Ratios/ Measures	As at	
	31 March 2023	31 March 2022
Profit after tax for the year (A)	5.18	1.40
Closing shareholder's equity (B)	125.47	120.95
Average shareholder's equity [(opening + closing) / 2] (C)	123.21	120.43
Return on equity [%] (D) = (A)/(C) *100	0.04	0.01
%Change from previous year	72.36%	

* Cost of operations has increased substantially during the year



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ASM Digital Engineering Private Limited
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Notes to financial statements for the ended March 31, 2023

- e. Ratio Trade receivables turnover ratio
Numerator Revenue from operations
Denominator Average trade receivables

Ratios/ Measures	(Rs. In Millions)	
	As at	
	31 March 2023	31 March 2022
Revenue from operations (A)	557.04	321.20
Closing Trade Receivables	166.27	136.61
Average Trade Receivables [(opening + closing) / 2] (B)	151.44	115.77
Trade receivables turnover ratio (C) = (A) / (B)	3.68	2.77
%Change from previous year	24.57%	

* Unbilled revenue has increased at the end of the year.

- f. Ratio Net profit ratio [%]
Numerator Profit after tax
Denominator Revenue from operations

Ratios/ Measures	(Rs. In Millions)	
	As at	
	31 March 2023	31 March 2022
Profit after tax for the year (A)	5.18	1.40
Revenue from operations (B)	557.04	321.20
Net profit [%] (C) = (A) / (B) * 100	0.01	0.00
%Change from previous year	53.16%	

* Cost of operations has increased substantially during the year.

- g. Ratio Return on capital employed [%]
Numerator Earning before interest and taxes
Denominator Capital Employed (Total equity, Total borrowings and Total lease liabilities)

Ratios/ Measures	(Rs. In Millions)	
	As at	
	31 March 2023	31 March 2022
Profit after tax for the year (A)	5.18	1.40
Adjustments		
Add: Total tax expense (B)	10.36	0.76
Add: Finance costs (C)	15.86	4.74
Earnings before interest and tax (D) = (A) + (B) + (C)	31.40	6.90
Total equity (E)	125.47	120.95
Current and Non-current borrowing (F)	15.08	17.90
Current and Non-current lease liability (G)	64.92	11.18
Capital Employed (H) = (E) + (F) + (G)	205.47	150.03
Return on capital employed [%] (I) = (D) / (H) * 100	0.15	0.05
%Change from previous year	69.91%	

* Cost of operations has increased substantially during the year.

Following ratios are not applicable:

- a. Inventory Turnover ratio
- b. Net Capital Turnover ratio
- c. Return on Investments
- d. Trade Payables Turnover Ratio

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ASM Digital Engineering Private Limited
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Notes to financial statements for the ended March 31, 2023

28 Fair value measurements

The carrying value of financial instruments by categories is as follows:

Particulars	(Rs. In Millions)					
	As at March 31, 2023			As at March 31, 2022		
	Carrying Value	Fair value through profit or loss	At Amortised Cost	Carrying Value	Fair value through profit or loss	At Amortised Cost
Financial assets						
Non current financial assets						
Trade Receivables	166.27		166.27	136.61	-	136.61
Cash and cash equivalents	0.44		0.44	5.50		5.50
Loans & Advances	0.14		0.14	0.17		0.17
Others	-		-	-		-
Total	166.71	-	166.71	142.11	-	142.11
Financial liabilities						
Borrowings	15.08		15.08	17.90		17.90
Lease liabilities	89.65		89.65	11.18		11.18
Trade payables	93.14		93.14	44.50		44.50
Other Financial Liabilities	-		-	-		-
Total	197.87	-	197.87	73.58	-	73.58

Fair value hierarchy

The following table provides the fair value measurement hierarchy of the Company's assets and liabilities.

Particulars	(Rs. In Millions)							
	Carrying amount	As at March 31, 2023			Carrying amount	As at March 31, 2022		
		Level 1	Level 2	Level 3		Level 1	Level 2	Level 3
Financial assets								
<i>Measured at amortised cost</i>								
Non current financial assets	-			-	-			-
Trade Receivables	166.27			166.27	136.61			136.61
Cash and cash equivalents	0.44			0.44	5.50			5.50
Loans & advances	0.14			0.14	0.17			0.17
Other current financial assets	-			-	-			-
	166.85	-	-	166.85	142.28	-	-	142.28
Financial liabilities								
<i>Measured at amortised cost</i>								
Borrowings	15.08			15.08	17.90			17.90
Lease liabilities	89.65			89.65	11.18			11.18
Trade payables	93.14			93.14	44.50			44.50
	197.87	-	-	197.87	73.58	-	-	73.58

Notes:

Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date.

Level 2 inputs are inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3 inputs are unobservable inputs for the asset or liability.

There have been no transfers between the levels during the period.

The carrying amounts of trade receivables, trade payables, capital creditors and cash and cash equivalents are considered to be the same as their fair values, due to their short-term nature.

The fair values for loans, bank balances, investment and other financial assets & liabilities were calculated based on cash flows discounted using a current lending rate.

They are classified as level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs including counterparty credit risk.



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29 Financial risk management

The Company has exposure to the following type of risks from financial instruments:

- Credit risks
- Liquidity risks
- Market risks

Risk management framework

The Company's principal financial liabilities comprise borrowings, trade & other payable and other financial. The main purpose of these financial liabilities is to finance the Company's operations and to provide guarantee to support its operations. the Company's principal financial assets include loans, trade and other receivables, cash and cash equivalents that derive its value directly from its operations.

The Company's activities expose it to market risk, credit risk and liquidity risk. the Company's risk management is carried out by the management under the policies approved by the board of directors that help in identification, measurement, mitigation and reporting all risks associated with the activities of the Company. These risks are identified on a continues basis. and assessed for impact on financial performance. The Board of Directors reviews and agrees policy for managing each of these risks.

29.1 Credit risk:

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument will not meet its contractual obligations under a financial instrument or customer contract, leading to a financial loss. the Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its investing/financing activities, including deposits with banks, foreign exchange transactions and other financial instruments. the Company has no significant concentration of credit risk with any counterparty.

The carrying amount of financial instruments represents the maximum exposure to credit risk.

Trade receivables

The management has established a credit policy under which each new customer is analysed individually for creditworthiness before the Company's standard payment and delivery terms and conditions are offered. the Company's review includes external ratings, if they are available, financial statements, credit agency information, industry information and in some cases bank references before making sales to a new customer.

the Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may affect the credit risk of its customer base, including the default risk associated with the industry and the country in which the customers operate. the Company limits its exposure to credit risk from trade receivables by establishing a payment term for its customers.

The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivable. Under the simplified approach, the Company does not track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime ECLs at each reporting date, right from initial recognition.

The Company uses a provision matrix to determine impairment loss allowance on the portfolio of trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivable and is adjusted for forward looking estimates. At year end, the historically observed default rates are updated and changes in the forward-looking estimates are analysed.

Individual receivables which are known to be uncollectible are written off by reducing the carrying amount of trade receivable and the amount of the loss is recognised in the statement of profit and loss.

29.2 Liquidity risk

Liquidity risk is defined as the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or other financial assets. Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of credit facilities to meet obligations when due. the Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The Company aims to maintain the level of its cash and cash equivalents and other highly marketable debt instruments at an amount in excess of expected cash outflows on financial liabilities at any point of time.

Exposure to liquidity risk

The table below provides the details regarding the the remaining contractual maturities of financial liabilities at the reporting date based on contractual undiscounted payments

	Less than 1	1-5 years	More than 5	Total
As at March 31, 2023:				
Non-derivative financial liabilities:				
Borrowings	15.08			15.08
Lease liabilities	24.73	64.92		89.65
Trade payables	93.14			93.14
Total non-derivative financial liabilities	132.95	64.92	-	197.87
As at March 31, 2022:				
Non-derivative financial liabilities:				
Borrowings	17.90			17.90
Lease liabilities	11.18			11.18
Trade payables	44.50			44.50
Total non-derivative financial liabilities	73.58	-	-	73.58



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ASM Digital Engineering Private Limited
(Formerly known as Semcon India Private Limited)
Notes to financial statements for the ended March 31, 2023

30 Capital Management:

The Company's objectives of capital management is to maximize the shareholder value. In order to maintain or adjust the capital structure, the Company may adjust the return to shareholders, issue/ buyback shares or sell assets to reduce debt. The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants.

The Company monitors capital using a gearing ratio, which is net debt divided by total equity plus net debt as below.

	As at March 31, 2023	As at March 31, 2022
Borrowings	15.08	17.90
Other financial liabilities (non current & current)	89.65	11.18
Trade payables	93.14	44.50
Less: Cash and bank balances	(0.44)	(5.50)
Net debt (A)	197.43	68.08
Equity Share capital	40.00	40.00
Other Equity	85.47	80.95
Equity (B)	125.47	120.95
Equity plus net debt (C = A + B)	322.90	189.03
Gearing ratio (D = A / C)	61.14%	36.02%

The Company's capital management, amongst other things, aims to achieve the objective of maximising shareholders value.
No changes were made in the objectives, policies or processes for managing capital during the current and previous years



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ASM Digital Engineering Private Limited
(Formerly known as Semcon India Private Limited)
Notes to financial statements for the ended March 31, 2023

31 Related Parties Transactions:

SI No	Name of the Related Party	Relationship
1	ASM Technologies Limited	Holding Company
2	ASM Digital Technologies Inc (PTI) (Formerly known as Pinnacle Talent Inc) ASM Digital Technologies Pte. Limited (ASPL) (Formerly know as Advanced Synergic Pte Limited) ASM Technologies KK, Japan ESR Associates Inc, USA RV Forms & Gears LLP	Fellow Subsidiary
3	ASM HHV Engineering Private Limited	Jointly Controlled Entity of Parent
4	IDS Systems LLP	Company in which directors are interested
5	RPM Financial Services	Entity in which KMP are interested
6	Rabindra Srikantan Vikram Ravindra Mamidipudi Ramesh Radhakrishnan Shekar Vishwanathan	Directors
7	Preeti Rabindra M Lakshminarayan	Director of Parent
8	Narsingh Rathod N Krishnan Pramod G Rao Vanishree Kulkarni Srinivasa Murthy Seshadri	Key Managerial Personnel ("KMP") of Parent
9	Ravishankar Reddy	Key Managerial Personnel ("KMP")
10	Akhil Rabindra Nikhil Rabindra	Relatives of Director

Details of the Transactions:

		(Rs. In Millions)	
Nature of Transactions		Current Year	Previous Year
1	Management fees paid ASM Technologies Limited	50.00	51.00
2	Loan given/(given received back) ASM Technologies Limited	-	-22.50
3	Sale of services ASM Technologies Limited RV Forms & Gears LLP	35.47 13.30	8.93 1.55
4	Consultation Charges paid ASM Technologies Limited	20.64	0.73
5	Reimbursements Paid ASM Technologies Limited	-	1.58
6	Interest Received ASM Technologies Limited	-	0.88
7	Remuneration Ravishankar Reddy	5.22	4.28



ASM Digital Engineering Private Limited
(Formerly known as Semcon India Private Limited)
Notes to financial statements for the ended March 31, 2023

Balance with the Related Parties	(Rs. In Millions)	
	As at March 31, 2023	As at March 31, 2022
Amount Receivable		
ASM Technologies Limited		
RV Forms & Gears LLP	0.75	1.13
Amount Payable		
ASM Technologies Limited	54.91	21.96
Loan guaranteed by ASM Technologies Limited	15.08	20.00
Loan guaranteed by Rabindra Srikantan	15.08	20.00

Terms and conditions of transaction with related parties

The transactions with related parties are undertaken in ordinary course of business and on terms and conditions equivalent to those that prevail in arm's length transactions with other parties.

- 32 The Company need not spend any amount towards Corporate Social Responsibility under section 135 of the Act, as its profits are less than the limit prescribed in the Act.
- 33 No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries). The Company has not received any fund from any party(s) (Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries
- 34 The Code on Social Security 2020 ("the Code") relating employee benefits, during the employment and post employment, has received presidential assent on September 28, 2020. The Code has been published in the Gazette of India. Further, the Ministry of Labour and Employment has released draft rules for the Code on November 13, 2020. However, the effective date from which the changes are applicable is yet to be notified and rules for quantifying the financial impact are yet to be issued. The Company will assess the impact of the Code and will give appropriate impact in the financial statements in the period in which the Code becomes effective and the related rules to determine the financial impact are published.

35 Unhedged foreign currency exposure

(Rs. In Millions)

Particulars	FCY	As at March 31, 2023	As at March 31, 2022
Trade Receivables	USD	5.96	17.26
Trade Receivables	Euro	5.49	28.10

36 Additional Disclosures:

- i) Transactions and balances with companies which have been removed from register of Companies [struck off companies] as at the above reporting periods is Nil.
- ii) The Company has not traded / invested in Crypto currency.
- iii) The Company has no such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- iv) The Company is not a declared wilful defaulter by any bank or financial Institution or other lender.
- v) The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.

38 Segment Reporting

The Company operates only in one segment hence no disclosure has been furnished.

39 Previous year figures have been regrouped/recasted wherever necessary to conform with current year figures

40 The Board of Directors of the Company has approved the merger of ASM Digital Engineering Private Limited with its holding Company ASM Technologies Limited w.e.f 01-04-2023. The Holding Company and ASM Digital Engineering Private Limited has filed necessary documents with National Company Law Tribunal (NCLT) required accounting treatment will be given from the date as approved by NCLT.



R. S. D.

ASM Digital Engineering Private Limited
(Formerly known as Semcon India Private Limited)
Notes to financial statements for the ended March 31, 2023

41 Recent amendments to Standards:

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 31, 2023, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2023, as below:

Ind AS 1 - Presentation of financial Statements:

This amendment requires the entities to disclose their material accounting policies rather than their significant accounting policies.

Ind AS 8 - Accounting Policies, Changes in Accounting Estimates and Errors:

This amendment has introduced a definition of 'accounting estimates' and included amendments to Ind AS 8 to help entities distinguish changes in accounting policies from changes in accounting estimates.

Ind AS 12 - Income Taxes:

This amendment has narrowed the scope of the initial recognition exemption so that it does not apply to transactions that give rise to equal and offsetting temporary differences.

The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The amendments are not expected to have a material impact on the Company.

In Accordance with our Report Attached
for B K Ramadhyani & Co. LLP
Chartered Accountants
Firm Registration No.: 0028785/ S200021

C.R. Deepak

(CA C R Deepak)
Partner
Membership No.: 215398

**For and on behalf of Board of Directors of ASM Digital
Engineering Pvt Ltd**

Rabindra Srikantan *Shekar Viswanathan*

Rabindra Srikantan
Director
DIN: 00024584

Shekar Viswanathan
Director
DIN: 01202587

Place: Bangalore
Date: May 30, 2023

G.R. Reddy
G.Ravishankar Reddy
Vice-President

B K RAMADHYANI & CO. LLP
CHARTERED ACCOUNTANTS
No. 68, # 4-B, Chitrapur Bhavan,
8th Main, 15th Cross, Malleswaram,
BANGALORE - 560 055.

REPORT ADOPTED BY THE BOARD OF DIRECTORS OF ASM DIGITAL ENGINEERING PRIVATE LIMITED (FORMERLY KNOWN AS SEMCON INDIA PRIVATE LIMITED) ("THE COMPANY") AT ITS MEETING HELD ON WEDNESDAY 09TH NOVEMBER 2022 AS PER THE PROVISIONS OF SECTION 232(2)(C) OF THE COMPANIES ACT, 2013.

The proposed Scheme of amalgamation of ASM Digital Engineering Private Limited (Formerly Known as Semcon India Private Limited) (Transferor Company) with ASM Technologies Limited (Transferee Company) was approved by the Board of Directors of the Company ("Board") vide resolution passed at its Meeting held on 09th November 2022.

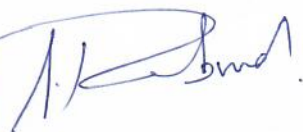
The provisions of Section 232(2)(c) of the Companies Act, 2013 requires the Directors to adopt a report explaining the effect of the Scheme on Shareholders, Key Managerial Personnel ("KMP"), Promoter and Non-Promoter Shareholders, laying out in particular the share exchange ratio, specifying any special valuation difficulties. The said report is required to be circulated to the Shareholders along with the notice convening the Meeting. The Board noted that the Scheme does not contemplate any allotment of shares of the Company, as the Transferor Company is the wholly owned subsidiary of the Company.

Having regard to the aforesaid provision, the Board took into consideration, inter alia, the rationale of the Scheme, its impact on the Company's shareholders, the financial position of the Transferor Company and other documents placed before it.

REPORT

The Board of Directors of the Company after considering the afore-mentioned aspects approved the Scheme. The Board of Directors of ASM Technologies Limited and ASM Digital Engineering Private Limited believe and opine that the following benefits will accrue, pursuant to the amalgamation/merger of the Transferor Company into the Transferee Company

1. The amalgamation will enable the Transferee Company to integrate its business operations and provide impetus to the operations of the Transferee Company. The consolidation of the activities by way of an amalgamation will provide seamless access to the assets (including intangible assets, licenses and intellectual properties)



of the Transferor Company, which will lead to synergies of operations, reduction in overheads including administrative, managerial and other expenditure, operational rationalization, organizational efficiency and optimal utilization of resources.

2. The combined entity will have a bigger portfolio of services targeted at a wider array of customers, which will strengthen its competitive position in providing products and services to the customers. This will also enable the Transferee Company to address newer products and services to its customers and to the Transferor Company' customers and enhance its marketing capabilities.
3. Rationalizing multiple subsidiaries in the group to ensure optimised legal entity structure more aligned with the business by reducing the number of legal entities and reorganising the legal entities in the group structure.
4. Significant reduction in the multiplicity of legal and regulatory compliances required at present to be carried out by the Transferor Company and the Transferee Company.
5. Concentrated effort and focus by the management to grow the business by eliminating duplicative communication and burdensome coordination efforts across multiple entities and countries.
6. The Transferor Company is a wholly owned subsidiary of the Transferee Company. The entire share capital of the Transferor Company is held by the Transferee Company. Hence, upon the Scheme becoming effective, no shares of the Transferee Company shall be allotted in lieu or exchange of the shares of the Transferor Company. Upon the Scheme becoming effective, the entire share capital of the Transferor Company shall be cancelled and extinguished. The investments in the shares of the Transferor Company, appearing in the books of account of Transferee Company shall, without any further act or deed, stand cancelled. The Transferee Company will carry on the businesses of the Transferor Company along with business of the Transferee with reasonable diligence and business prudence to ensure that the interests of the stakeholders of the businesses of the Transferor Company are protected and enhanced.

As ASM Technologies Limited is the sole shareholder of the Transferor Company i.e., ASM Digital Engineering Private Limited, and Scheme does not entitle the



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associates of the Promoter/Promoter Group, subsidiaries of the Promoter/Promoter Group of the Transferee Company to any additional shares. There will be no change in the shareholding of Promoter/Promoter Group of the Transferee Company pursuant to the adoption of the Scheme.

8. As far as the Equity Shareholders of the Transferee Company are concerned, (Promoter shareholders and other non-promoter shareholders), there will be no dilution in their shareholding in the Transferee Company as there will be no issuance of shares by the Transferee Company pursuant to the Scheme.
9. The Transferee Company will carry on the businesses operations of the Transferor Company and the same will be integrated with its existing operations.
10. The Transferee Company will carry on the business operations of the Transferor Company and the same will be integrated with its existing operations with reasonable diligence and business prudence to ensure that the interests of the stakeholders of Transferor Company is protected and enhanced.
11. The Scheme will be beneficial to both the Transferor and Transferee Company, its Shareholders, Creditors and other Stakeholders and the terms thereof are fair and reasonable.

For and on behalf of the Board of Directors of
ASM Digital Engineering Private Limited



Rabindra Srikantan

Director

DIN 00024584

Address: Villa No. BE 36, Divyasree 77 East Off old
airport Road, Bangalore- 560037

Place: Bengaluru

Date: 09th November 2022

REPORT ADOPTED BY THE BOARD OF DIRECTORS OF ASM TECHNOLOGIES LIMITED ("THE COMPANY") AT ITS MEETING HELD ON WEDNESDAY 09TH NOVEMBER 2022 AS PER THE PROVISIONS OF SECTION 232(2)(C) OF THE COMPANIES ACT, 2013.

The proposed Scheme of amalgamation of ASM Digital Engineering Private Limited (Formerly Known as Semcon India Private Limited) (Transferor Company) with ASM Technologies Limited (Transferee Company) was approved by the Board of Directors of the Company ("Board") vide resolution passed at its Meeting held on 09th November 2022.

The provisions of Section 232(2)(c) of the Companies Act, 2013 requires the Directors to adopt a report explaining the effect of the Scheme on Shareholders, Key Managerial Personnel ("KMP"), Promoter and Non-Promoter Shareholders, laying out in particular the share exchange ratio, specifying any special valuation difficulties. The said report is required to be circulated to the Shareholders along with the notice convening the Meeting. The Board noted that the Scheme does not contemplate any allotment of shares of the Company, as the Transferor Company is the wholly owned subsidiary of the Company.

Having regard to the aforesaid provision, the Board took into consideration, inter alia, the rationale of the Scheme, its impact on the Company's shareholders, the financial position of the Transferor Company and other documents placed before it.

REPORT

The Board of Directors of the Company after considering the afore-mentioned aspects and recommendations of the Audit Committee, approved the Scheme. The Board of Directors of ASM Technologies Limited and ASM Digital Engineering Private Limited believe and opine that the following benefits will accrue, pursuant to the amalgamation/merger of the Transferor Company into the Transferee Company:

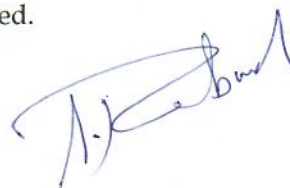
1. The amalgamation will enable the Transferee Company to integrate its business operations and provide impetus to the operations of the Transferee Company. The consolidation of the activities by way of an amalgamation will provide seamless access to the assets (including intangible assets, licenses and intellectual properties)



Handwritten signature and blue circular stamp of ASM TECHNOLOGIES LIMITED, Bangalore.

of the Transferor Company, which will lead to synergies of operations, reduction in overheads including administrative, managerial and other expenditure, operational rationalization, organizational efficiency and optimal utilization of resources.

2. The combined entity will have a bigger portfolio of services targeted at a wider array of customers, which will strengthen its competitive position in providing products and services to the customers. This will also enable the Transferee Company to address newer products and services to its customers and to the Transferor Company' customers and enhance its marketing capabilities.
3. Rationalizing multiple subsidiaries in the group to ensure optimised legal entity structure more aligned with the business by reducing the number of legal entities and reorganising the legal entities in the group structure.
4. Significant reduction in the multiplicity of legal and regulatory compliances required at present to be carried out by the Transferor Company and the Transferee Company.
5. Concentrated effort and focus by the management to grow the business by eliminating duplicative communication and burdensome coordination efforts across multiple entities and countries.
6. The Transferor Company is a wholly owned subsidiary of the Transferee Company. The entire share capital of the Transferor Company is held by the Transferee Company. Hence, upon the Scheme becoming effective, no shares of the Transferee Company shall be allotted in lieu or exchange of the shares of the Transferor Company. Upon the Scheme becoming effective, the entire share capital of the Transferor Company shall be cancelled and extinguished. The investments in the shares of the Transferor Company, appearing in the books of account of Transferee Company shall, without any further act or deed, stand cancelled. The Transferee Company will carry on the businesses of the Transferor Company along with business of the Transferee with reasonable diligence and business prudence to ensure that the interests of the stakeholders of the businesses of the Transferor Company are protected and enhanced.

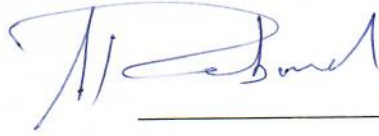


7. As ASM Technologies Limited is the sole shareholder of the Transferor Company i.e., ASM Digital Engineering Private Limited, and Scheme does not entitle the Promoter/Promoter Group, related parties of the Promoter/Promoter Group, associates of the Promoter/Promoter Group, subsidiaries of the Promoter/Promoter Group of the Transferee Company to any additional shares. There will be no change in the shareholding of Promoter/Promoter Group of the Transferee Company pursuant to the adoption of the Scheme.
8. As far as the Equity Shareholders of the Transferee Company are concerned, (Promoter shareholders and other non-promoter shareholders), there will be no dilution in their shareholding in the Transferee Company as there will be no issuance of shares by the Transferee Company pursuant to the Scheme.
9. The Scheme solely provides for merger of the businesses of ASM Digital Engineering Private Limited which is a wholly owned subsidiary, with ASM Technologies Limited, its parent company, by way of amalgamation. Therefore, pursuant to paragraph 7 of the Securities and Exchange Board of India (SEBI) Circular bearing no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 ("Circular") read with regulation 37(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, there is no requirement to obtain a no-objection letter from stock exchanges, valuation report from an independent Chartered Accountant, Audit Committee report, fairness opinion by a SEBI registered Merchant Banker, Report on Complaints, etc. The Scheme shall be filed with the Stock Exchanges for the purpose of disclosure only.
10. Further, there will be no change in the KMP of the Transferee Company pursuant to the Scheme.
11. The Transferee Company will carry on the business operations of the Transferor Company and the same will be integrated with its existing operations with reasonable diligence and business prudence to ensure that the interests of the stakeholders of Transferor Company is protected and enhanced.



12. The Scheme will be beneficial to both the Transferor and Transferee Company, its Shareholders, Creditors and other Stakeholders and the terms thereof are fair and reasonable.

For and on behalf of the Board of Directors of
ASM Technologies Limited



Rabindra Srikantan

Director

DIN 00024584

Address: Villa No. BE 36, Divyasree 77 East Off old
airport Road, Bangalore- 560037

Place: Bengaluru

Date: 09th November 2022

Corp Announcements

<

[Shareholding Pattern : Quarter ending : September 2023](#)[Archives](#)

Financials

▼

Meetings

▼

Quarter en

Corp Actions

Particular

Whether the Listed Entity has issued any partly paid up shares?

Shareholding
Pattern

Whether the Listed Entity has issued any Convertible Securities ?

Whether the Listed Entity has issued any Warrants ?

Corporate Governance

Whether the Listed Entity has any shares against which depository receipts are issued?

Whether the Listed Entity has any shares in locked-in?

Statement of investor
complaints

Whether any shares held by promoters are pledge or otherwise encumbered?

Whether company has equity shares with differential voting rights?

Related Party
Transactions

Whether the listed entity has any significant beneficial owner?

[Summary statement holding of specified securities](#)

BRSR

Shareholding
as a % of
total no. of
shares
(calculated
as per SCRR,
1957)As a %
of (A+B+C2)

Sub-categorization of

Bulk / Block deals

Category of
shareholderNo. of
shareholdersNo. of fully
paid up
equity
shares
heldTotal no.
shares
heldNo. of
Voting
RightsTotal
as a %
of
Total
Voting
rightNo. of equity
shares held in
dematerialized
form

Shareholding (No. of s

Disclosures

▼

SubCategory_I

SubCategory

Corp Information

(A)
Promoter &

5

69,07,244

69,07,244

62.79

69,07,244

84.02

69,07,244

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Peer Group	Promoter Group							
	(B) Public	17,098	40,92,756	40,92,756	37.21	13,13,354	15.98	36,33,229
Charting	(C1) Shares underlying DRs				0.00		0.00	--
Research Reports	(C2) Shares held by Employee Trust				0.00		0.00	--
Notices	(C) Non Promoter- Non Public				0.00		0.00	--
	Grand Total	17,103	1,10,00,000	1,10,00,000	100.00	82,20,598	100.00	1,05,40,473

Note:C=C1+C2

Grand Total=A+B+C

- ▶ [Statement showing shareholding pattern of the Promoter and Promoter Group](#)
- ▶ [Statement showing shareholding pattern of the Public shareholder](#)
- ▶ [Statement showing shareholding pattern of the Non Promoter- Non Public shareholder](#)
- ▶ [Details of Disclosure by Trading Members \(TM\) holding 1% or more of the Total No. of Shares.](#)
- ▶ [Statement showing details of significant beneficial owners under](#)
- ▶ [Statement showing foreign ownership limits](#)

Shareholding Pattern Public Shareholder

ASM TECHNOLOGIES LTD.

Scrip Code : 526433

Quarter ending : September 2023

Statement showing shareholding pattern of the Public shareholder

Category & Name of the Shareholders	No. of shareholder	No. of fully paid up equity shares held	Total no. shares held	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2)	No. of Voting Rights	Total as a % of Total Voting right	No. of equity shares held in dematerialized form(Not Applicable)	Sub-categorization of shares (XV)		
								Shareholding (No. of shares) under		
								SubCategory_I	SubCategory_II	SubCategory_III
B1) Institutions	0	0		0.00		0.00		-	-	-
B2) Institutions (Domestic)	0	0		0.00		0.00		-	-	-
B3) Institutions (Foreign)	0	0		0.00		0.00		-	-	-
Any Other(Institutions (Foreign))	1	2200	2,200	0.02		0.00				
Sub Total B2	1	2200	2,200	0.02		0.00				
B4) Central Government/ State Government(s)/ President of India	0	0		0.00		0.00		-	-	-
B5) Non-Institutions	0	0		0.00		0.00		-	-	-
Investor Education and Protection Fund (IEPF)	1	229672	2,29,672	2.09		0.00	2,29,672			
Resident Individuals holding nominal share capital up to Rs. 2 lakhs	16557	2051513	20,51,513	18.65		0.00	16,59,986			
Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	10	1494162	14,94,162	13.58	12,35,285	15.03	14,94,162			
SUNDAR KANNAN	1	1006609	10,06,609	9.15	10,06,609	12.24	10,06,609			
RIDDHI HARSHIT KALARIYA	1	1117222	1,11,722	1.02	1,11,722	1.36	1,11,722			
ANANTHARAMAKRISHNA P	1	116954	1,16,954	1.06	1,16,954	1.42	1,16,954			
Non Resident Indians (NRIs)	290	114058	1,14,058	1.04		0.00	50,858			
Bodies Corporate	54	123082	1,23,082	1.12		0.00	1,20,482			
Any Other (specify)	185	78069	78,069	0.71	78,069	0.95	78,069			
HUF	183	77460	77,460	0.70	77,460	0.94	77,460			
Clearing Members	2	609	609	0.01	609	0.01	609			
Sub Total B4	17097	4090556	40,90,556	37.19	13,13,354	15.98	36,33,229			
B=B1+B2+B3+B4	17098	4092756	40,92,756	37.21	13,13,354	15.98	36,33,229			

Details of the shareholders acting as persons in Concert including their Shareholding (No. and %):

Details of Shares which remain unclaimed may be given here along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc.

Note

(1) PAN would not be displayed on website of Stock Exchange(s).

(2) The above format needs to disclose name of all holders holding more than 1% of total number of shares

(3) W.r.t. the information pertaining to Depository Receipts, the same may be disclosed in the respective columns to the extent information available.



Shareholding Pattern

ASM TECHNOLOGIES LTD.

Scrip Code : 526433

Quarter Ending : September 2023

Statement showing shareholding pattern of the Promoter and Promoter Group

Category of shareholder	Entity Type	Nos. of shareholders	No. of fully paid up equity shares held	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities		Number of equity shares held in dematerialized form
						Class eg: X	Total	
A1) Indian					0.00		0.00	
Individuals/Hindu undivided Family		4	61,51,038	61,51,038	55.92	61,51,038	74.82	61,51,038
S RABINDRA	Promoter	1	46,99,570	46,99,570	42.72	46,99,570	57.17	46,99,570
R PREETI	Promoter Group	1	8,50,082	8,50,082	7.73	8,50,082	10.34	8,50,082
NIKHIL R	Promoter Group	1	3,00,693	3,00,693	2.73	3,00,693	3.66	3,00,693
AKHIL RABINDRA	Promoter Group	1	3,00,693	3,00,693	2.73	3,00,693	3.66	3,00,693
Any Other (specify)		1	7,56,206	7,56,206	6.87	7,56,206	9.20	7,56,206
IDS SYSTEMS LLP	Promoter Group	1	7,56,206	7,56,206	6.87	7,56,206	9.20	7,56,206
Sub Total A1		5	69,07,244	69,07,244	62.79	69,07,244	84.02	69,07,244
A2) Foreign					0.00		0.00	
A=A1+A2		5	69,07,244	69,07,244	62.79	69,07,244	84.02	69,07,244

**BEFORE THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL
BENGALURU BENCH
C.A. (CAA) NO. 12/BB/2023
IN THE MATTER OF SECTIONS 230 TO 232 AND OTHER APPLICABLE
PROVISIONS
OF THE COMPANIES ACT, 2013 AND RULES FRAMED THEREUNDER
AND
IN THE MATTER OF SCHEME OF AMALGAMATION
OF
ASM DIGITAL ENGINEERING PRIVATE LIMITED (FORMERLY KNOWN AS
SEMCON INDIA PRIVATE LIMITED) WITH ASM TECHNOLOGIES LIMITED
AND THEIR RESPECTIVE SHAREHOLDERS**

ASM Digital Engineering Private Limited

(Formerly known as Semcon India Private Limited)

(CIN: U72900KA2006PTC049744)

A company incorporated under the Companies Act, 1956,
having its Registered Office at

RMZ NXT, Campus IB, IST Floor, Mahadevapura Unit 102,
Sonnenahalli Village, K R Puram Hobl Bangalore-560066

... APPLICANT 1/ TRANSFEROR COMPANY

FORM OF PROXY

Name of the Unsecured Creditor(s): _____

Registered Address: _____

I/We _____ being the Unsecured Creditor(s)
of ASM Digital Engineering Private Limited hereby appoint the following as my/our Proxy to
attend and vote on a poll for me/us and on my/our behalf at meeting of the Unsecured Creditors
of the Transferor Company namely ASM Digital Engineering Private Limited (Formerly
known as Semcon India Private Limited) convened pursuant to the order of the Hon'ble

National Company Law Tribunal, Bengaluru Bench, to be held on December 21, 2023 at 10:30 AM in respect of the resolution as indicated below.

1. Name _____ Registered address _____
 Email Id _____ Signature _____
 or failing him/her

2. Name _____ Registered address _____

 Email Id _____ Signature _____
 or failing him/her

3. Name _____ Registered address _____

 Email Id _____ Signature _____.

I/We direct my/our Proxy to vote on the Resolution in the manner as indicated below:

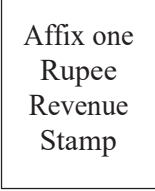
Sl. No.	Resolution	For	Against
1.	To approve the scheme of amalgamation of ASM Digital Engineering Private Limited (Formerly known as Semcon India Private Limited) With ASM Technologies Limited and their respective shareholders		

This is optional. Please put a tick mark (✓) in the appropriate column against the resolution indicated in the box. If an unsecured creditor leaves the “For” or “Against” column blank against the Resolution, the proxy will be entitled to vote as per the prior instruction of the Unsecured creditor on whose behalf he is attending the meeting. If an unsecured creditor wishes to abstain from voting on the resolution, he/she should write “Abstain” across the boxes against the Resolution.

Signature(s) of Unsecured Creditor(s)

1. _____ 2. _____ 3. _____

Signed this ----- day of -----2023.



Notes:

1. The Proxy to be effective should be deposited at the Registered office of the Company not less than 48 (Forty Eight) hours before the commencement of the Meeting.