sasken

The Sasken Story

The path less travelled

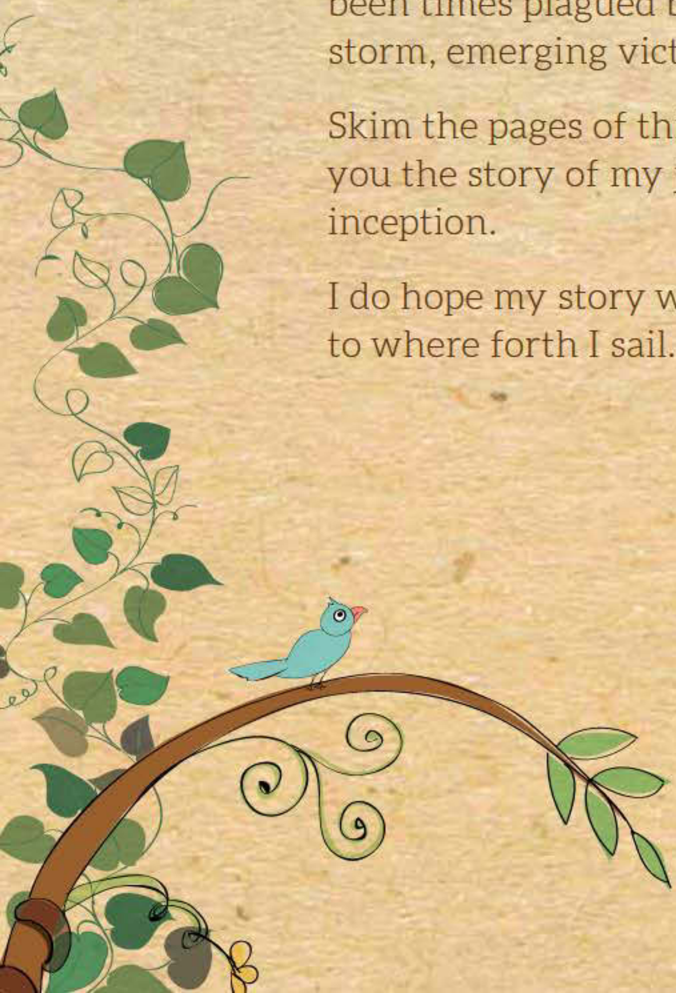
A journey is not always about reaching the destination.

For me, it was about choosing a path to excellence. I picked the path less travelled. I was told it would be strewn with rubble and thorns. But I chose it nonetheless.

My journey has put my grit to test. But I walk on, filled with pride. Proud of the fact that I was born out of a garage and have since, conquered continents. There have been times plagued by bad weather; but I weathered the storm, emerging victorious.

Skim the pages of this Annual Report, for it will tell you the story of my journey, since 1989; the tale of my inception.

I do hope my story will tell you from whence I came. And to where forth I sail.



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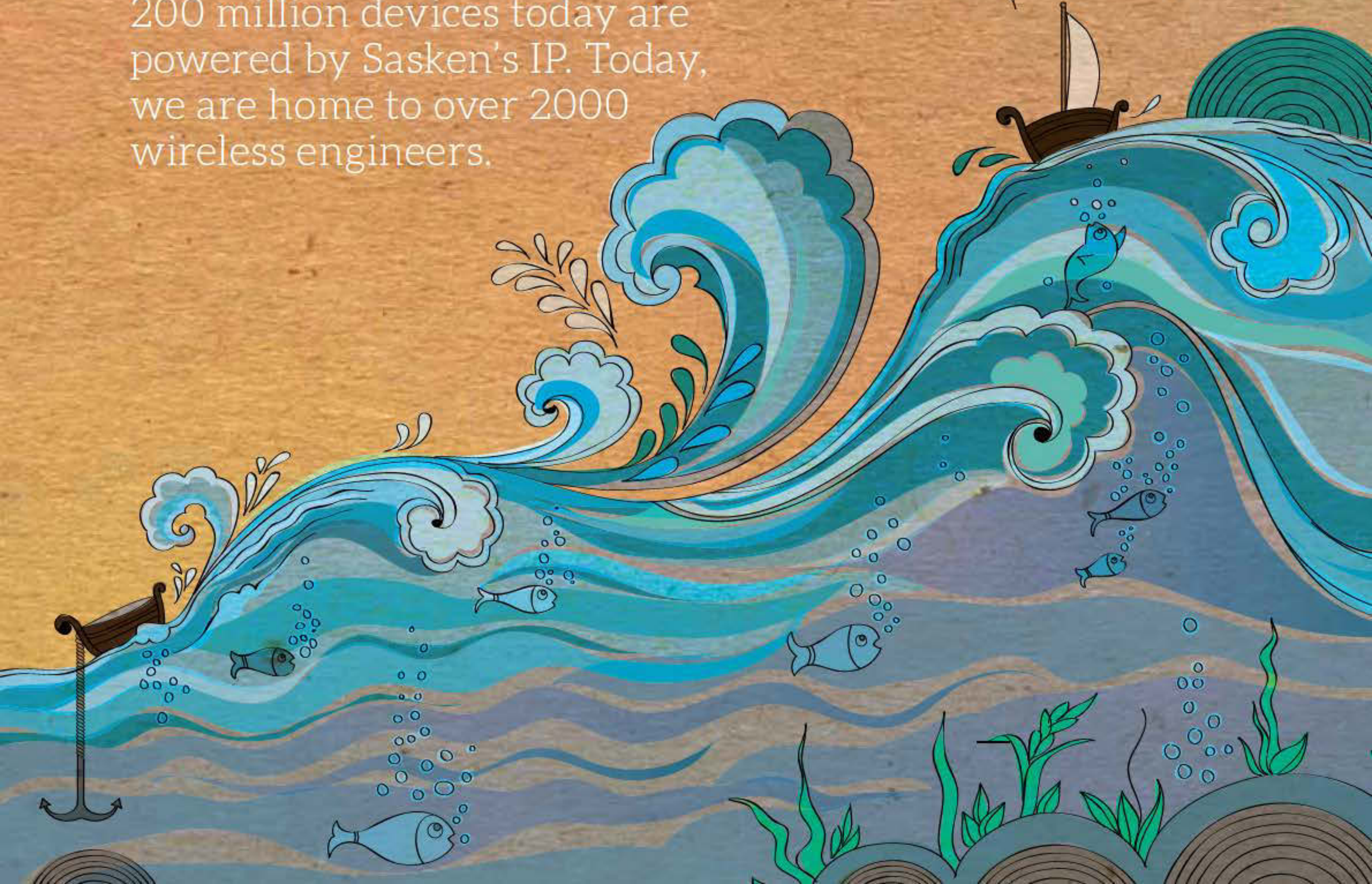
The sea lends opportunities; to learn, to achieve. The fierce tide teaches; the calm sea soothes, lending opportunity to sail on. Our journey, like the sea, never ends, our sail never permanently down, for it isn't a port we are sailing to. We sail with the wind, only to discover more.

These 25 years have taken us across the seven seas; present in every major continent. Starting with a solitary customer, servicing them from a garage in Fremont, California, today we partner with over 100 of the best, across industries. We have delivered over 500 large projects successfully; more than 200 million devices today are powered by Sasken's IP. Today, we are home to over 2000 wireless engineers.



Board of Directors

Mr. Rajiv C. Mody	Chairman and Managing Director
Dr. Ashok Jhunjhunwala	Director
Mr. Bansi S. Mehta	Director
Mr. Bharat V. Patel	Director
Mr. J. B. Mody	Director
Prof. J. Ramachandran	Director
Mr. Kiran S. Karnik	Director
Mr. Pranabh D. Mody	Director
Mr. Sanjay M. Shah	Director
Dr. G. Venkatesh	Whole Time Director
Mr. Krishna J. Jhaveri	Whole Time Director
Ms. Neeta S. Revankar	Whole Time Director & Chief Financial Officer
Mr. Bharat P. Mehta	Alternate Director to Mr. J. B. Mody

Committees of the Board

Audit Committee
Compensation Committee
Share Transfer and Investor Grievance Committee
Governance and Nomination Committee
Strategy, Business and Marketing Review Committee
Technology, Capabilities and HR Committee

CFO and Global Head - HR, IT and Administration

Ms. Neeta S. Revankar

Company Secretary and Compliance Officer

Mr. S. Prasad

Registered and Corporate Office

No. 139/25, Ring Road, Domlur,
Bangalore 560 071, India

Statutory Auditors

S.R. Batliboi & Co. LLP
Chartered Accountants

Bankers

Citibank N.A.
Deutsche Bank AG
HDFC
Union Bank of India

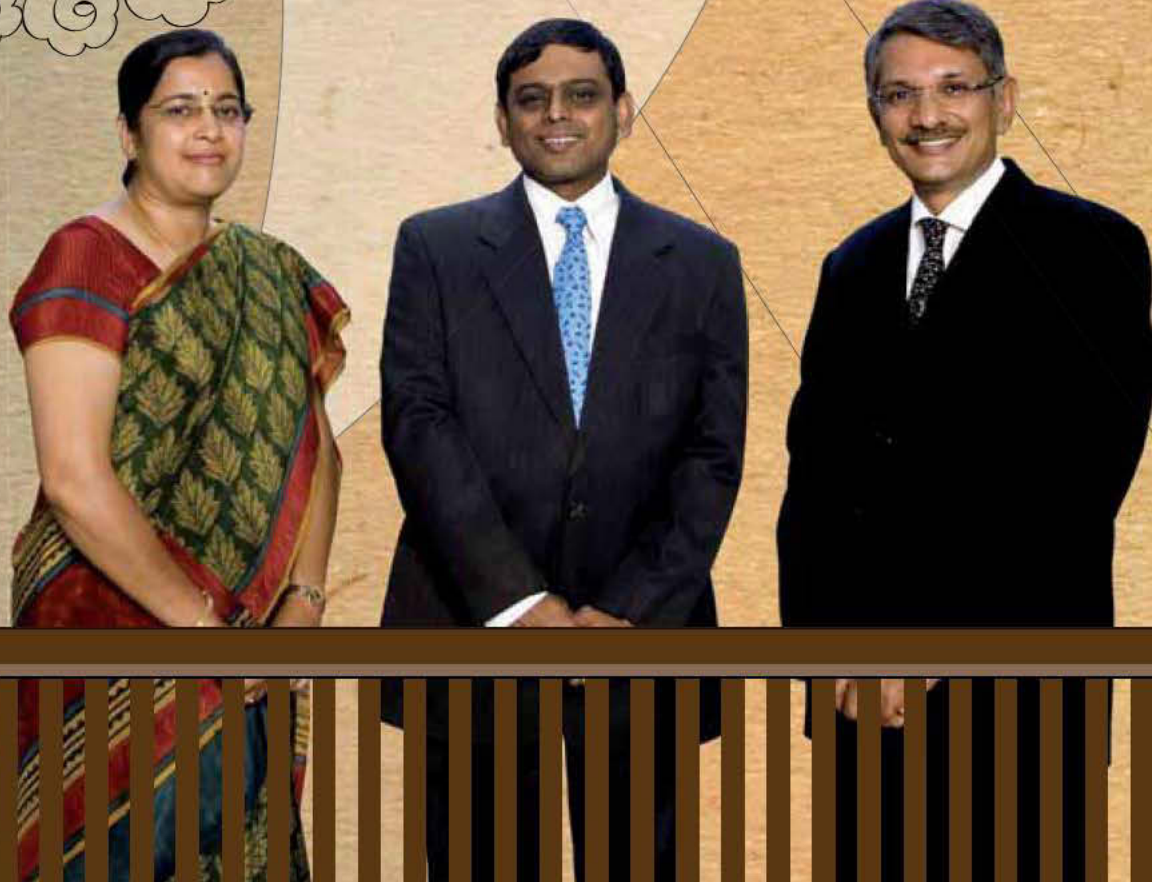
Leadership Team

(from right to left)

Mr. Rajiv C. Mody
Chairman and Chief Executive Officer

Dr. G. Venkatesh
Chief Technology and Strategy Officer

Ms. Neeta S. Revankar
CFO and Global Head – HR, IT and Administration



Letter to Shareholder

Dear Shareholder,

I am very happy to present to you the performance of your Company for FY 2013.

The economic uncertainty of the preceding years coupled with tremendous changes in the communications industry continue to pose challenges to us in the fiscal year. Our resilience has been tested to the fullest extent, as we had to rebuild revenues lost on account of ramp downs that we witnessed in some of our major customer engagements. While we won business that helped compensate for the decline in revenue, we are yet to post year - on - year growth.

The churn in technology impacted all constituents of the communications value chain. The insatiable appetite for smart devices that support numerous data hungry applications created a surge in the processing power that needs to be packed in semiconductors. Smart device manufacturers jockeyed for supremacy and continue to churn out several innovative products. Wireless carriers have begun the deployment of broadband wireless networks built around Long Term Evolution (LTE) and have started addressing vertical markets such as home automation, machine-to-machine communication, etc. The prevailing hypercompetitive environment has increased pressures on seeking greater returns on their R&D investments.

We have established our leadership in Android by providing a vast array of services including bring up, base port, connectivity solutions, upgrades, enhancements and testing. Our familiarity with Android started with CupCake and includes all variants up to the latest version, Jelly Bean. Our engagements have been on all leading silicon platforms on which Android devices are built and have been provided to four out of the five top device OEMs. In addition, we have worked on various device form factors like smartphones, tablets and set - top boxes.

Building on our expertise in the smart devices space, we have successfully made forays to serving the needs of ruggedized device manufacturers. Our customer portfolio includes two of the largest players in this arena whose combined market share exceeds 50%. The primary reason we have been seen as partner of choice by these manufacturers is our unmatched leadership position in the area of providing product development support for devices based on Android platform. These devices are migrating from legacy operating systems to Android and Windows, which we enable. In addition, we also help these devices support newer connectivity standards.

On the Networks front, we are building on our well established presence in radio access networks. We have been providing design services for the small cell market especially in geographies like Korea who are pioneers in adoption of small cells. Our good track record in these markets and the increased carrier adoption of pico base stations globally, is likely to result in greater business opportunities for us.

We are looking to engage with a large network OEM to provide backward compatibility of their wireless networks to address the tail market for multi-generation networks. In the networks space, a majority of our services are in the area of providing sustenance support for second generation offerings. The third generation technologies are also expected to soon come into sustenance mode. However, we are seeing demand for development and enhancement services on the back of increased demand for commercial LTE networks. We are providing support for enabling network monitoring by law enforcement agencies using Deep Packet Inspection (DPI) technologies. Service providers are exploring DPI based solutions in the area of billing and revenue assurance to support tiered billing and reduce unauthorized use of network resources. We are banking on our competencies in DPI to explore business opportunities in these areas.

In the ICDS (Integrated Chip Design Services) space, we have been entrusted with full chip design services for a System-on-Chip design activity. Such projects, awarded to us in an ownership mode bear testimony to our long standing experience in silicon design.

Analog semiconductors is an area of high growth, in particular, those addressing high performance. We have provided Analog design, Layout and verification services to three large semiconductor companies. Reflecting our domain competency in the area of IC Design, we are now executing a string of projects in the area of System-on-Chip design in the ownership mode.

We are seeing an increased traction for large scale field testing services from leading semiconductor vendors to provide testing services in several countries. Our engineering teams are currently providing field testing services in over 30 countries in North America, Europe and Asia. The services include carrying designated drive tests, collecting logs which our India based ODC would analyze and provide solutions for. There is an increased growth being experienced in the onsite business in the area of Android porting, testing and connectivity solutions. We are providing services to add multimedia and connectivity solutions for a core communication processor that supports LTE and is targeted towards manufacturers of smartphones and tablets.

Zinnov, a reputed independent consultant, has in its Global Service Provider Rating – 2012 placed Sasken in the leadership zone in the Telecommunications vertical.

Increased traction is seen in providing on-site testing services for chipsets that support LTE, services for porting and supporting Windows on semiconductor platforms. Our customers have successfully bagged a number of design wins from OEMs. This portends that we will be seeing a robust demand for our services to support these design wins in the future.

Our concerted efforts to broad base our revenues by tapping into adjacencies and white spaces are progressing well. We have won a prestigious assignment from a global leader in the automotive segment to examine the feasibility of building LTE capability to enhance in-car connectivity. Owing to an increase in the market acceptance of our rear seat entertainment solutions, one of our customers has been able to win new deals from some of the largest auto manufacturers from Europe and US.

Additionally, we have won business from a leading Chinese automobile manufacturer to whom we have licensed our multimedia IP, which will be incorporated in their in-vehicle infotainment systems. Also as an extension to our current engagements, we have signed a deal with a tier-1 Japanese customer for next generation infotainment systems. We are also pursuing large deals in the automotive space in telematics and infotainment segments.

We have made some small but significant progress in our endeavour to service the growing market for enterprise mobility. We have successfully delivered a digital consumer engagement application for one of the largest FMCG companies. Our mobile application is intended to help them market one of their popular grooming products which, for the first time, will be promoted solely on the mobile platform. This application combines SoLoMo (social, location and mobile) technologies to provide a compelling engagement with the brand and leverages the social capital of the user to promote the brand. We have also provided an in-store application for a ruggedized device manufacturer that will be used by retail stores to enable their business associates to have more meaningful interactions with their customers.

Zinnov, a reputed independent consultant, has in its Global Service Provider Rating 2012 placed Sasken in the leadership zone in the Telecommunications vertical. On an overall basis, Sasken has been rated as being an established service provider of niche services and is also acknowledged to be well positioned in other verticals like Consumer Electronics and Semiconductors.

We continue to pursue supporting the multimodal mobile commerce platform VyapaarSEWA as a part of our CSR initiative. Sasken is committed to develop technologies, especially in wireless communications, to improve the social, economic and personal well-being of the society. The initial demonstration of the same was much appreciated by the Department of Telecommunications, NABARD, and Cherie Blair Foundation for Women amongst others. We have signed an MoU with Evangelical Social Action Forum (ESAF) Self Help Groups (SHG) Federation for pilot testing the use of this platform. About 100 beneficiaries in the areas of Chennai and Coimbatore in Tamil Nadu and Thrissur in Kerala will be involved in the Proof of Concept phase during this year.

Sasken participated in LACP's (League of American Communications Professionals) 2012 Spotlight Awards, a Global Communications Competition and bagged the Gold award, yet again! This is Sasken's fifth consecutive win, in LACP's annual competition.

Sasken has carved a unique position by leveraging its understanding of all components of the communications eco-systems spanning semiconductors, mobile devices, network elements and service providers. The value proposition that Sasken brings is that of accelerating the 'development cycle' for OEM to speed up their product launch. In addition Sasken can help customers keep pace with rapid changes due to evolution of technology and the resultant fragmentation by helping customers deliver products that are compatible and conform to current releases of both hardware and software. A robust recruitment and training engine will ensure that Sasken is well placed to deliver to the needs of customers in the communication market and other adjacencies.

My management team and I pledge to do all we can in our control to ensure your Company remains successful. We are thankful for your support and look forward to the same in the years to come.

Thanking you,

Rajiv C. Mody

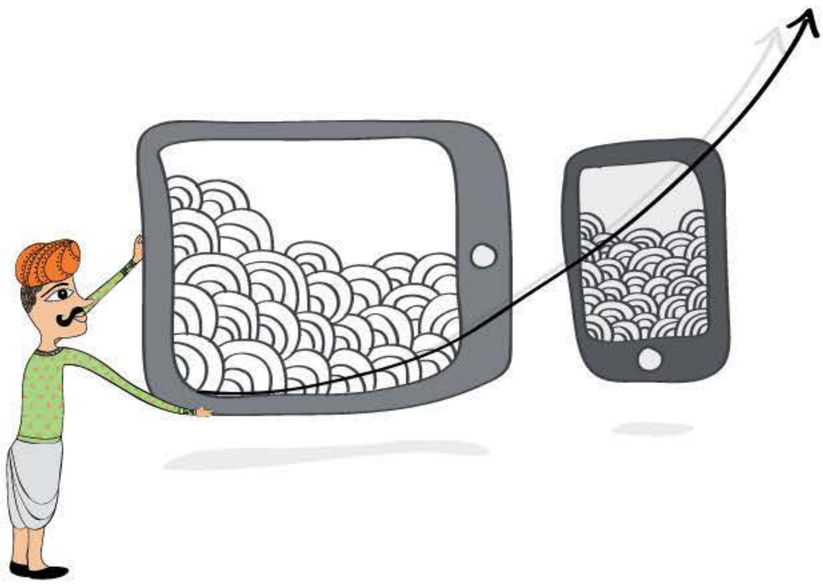
Chairman and Managing Director

New fruits, more branches, ever growing roots. The tree offers more each season. She sheds the old, making way for the new. She bears new yield, season after season.

Sasken's areas of expertise in its 25 years have been ever growing; from electronic design automation in 1989, establishing leadership in communications, to using our expertise to build solutions for customers in Healthcare. Our knowledge is deep rooted and ever growing. Today, we are proud of the number of customers benefitting from our yield.

Technology and Markets

Globally, the telecommunications industry is witnessing growth, rapid change and verticalization. Hypercompetition and permeation of social, mobile and cloud based networks are increasingly pushing the adoption of communications as a strategic component in retail, healthcare, automotive and consumer electronics. The Telecommunications Industry Association (TIA) estimates that the worldwide spending in Information Communication and Technology is nearly US$ 4.7 trillion. Further, the telecommunications industry is central to the economy as it is responsible for generating economic activity.



Industry leaders estimate a growth of 70% in global mobile data traffic fueled by the increased adoption on smartphones and tablets.

Enterprises and consumers are both turning towards the mobile ecosystem, exploring opportunities to innovate and engage more effectively. The recently established need to 'stay connected at all times' is paving the foundation for enhanced engagement between producers and consumers of products and services. The launch of new devices in the consumer market such as tablets, smartphones, smart cameras, smart televisions and set-top boxes continues unabated. The attractiveness of these markets is encouraging new entrants in the mobile operating system space such as Firefox and Tizen.

Industry leaders estimate a growth of 70% in global mobile data traffic fueled by the increased adoption on smartphones and tablets. This trend is buffeted by the increased adoption of wireless broadband networks, notably LTE and its advancements. Also, over a 100 smartphone and tablet models supporting LTE will be launched including sub US$ 100 devices, which will result in migration of speed seeking data users. In addition to supporting data hungry applications such as video, many of these networks and devices are expected to support Voice over LTE (VoLTE), which will see adoption in both urban and rural markets. This adoption of LTE is resulting in many semiconductor manufacturers aiming to help build devices of various form factors and network gear such as femto base stations.

We will now delve a little deeper into each of the segments that we operate in:

Semiconductors

The semiconductor industry is estimated to grow between four to five percent in 2013. This growth will be driven by wireless and mobile technology, automotive, consumer electronics, industrial management and power management. Of the top ten semiconductor vendors ranked by a leading IT research firm, less than half have been able to grow their revenue in 2012. These pressures have resulted in industry watchers signaling that there will be notable increase in R&D investments which are expected to go up to the tune of six to ten percent.

The growth drivers in the semiconductor area include the need to provide innovations in the way consumers are able to socially network, consume rich media and improve their efficiencies in their professional endeavors. The smartphone has become the core catalyst in enabling productivity of individuals even when they are mobile, thereby placing demands on the embedded processors that support these communication and connectivity needs. Embedded processors now in their multi-core avatar support general purpose computation, provide acceleration for multimedia and smartly achieve dramatic improvements in energy efficiency. The speed of data wireless communication has gone up over 100x in the last decade and is expected to grow another 10x in the next few years. This places demand on semiconductor companies to support newer and multiple air interfaces as multi generation networks are a reality.

There is a quest to continue to integrate as much analog functionality as possible onto an individual chip, driving the needs for semiconductors to offer complete System-on-Chip (SoC) designs. This trend is seen largely in the mobile communications industry as vendors pack multiple functionalities on a chip including application, graphic processor, audio-video codecs and modem. Such SoCs target a wide variety of devices that are based on them, ranging from feature phones to smartphones and tablets. This places demands on semiconductor vendors to rely on software service providers such as Sasken, who can provide lean software that will increase their power efficiency and make optimal use of hardware.

We continue to see the following trends drive growth in the industry:

» Automotive, consumer electronics and smart devices continue to be the growth drivers for the semiconductor industries in 2013 and the foreseeable future.
» Machine-to-Machine (M2M) communications will introduce the concept of smart living in the current generation. Many products like televisions, home theaters, set-top boxes and alarm systems are being integrated with a wireless chipset to enable communication capabilities. The quest to dwell in a smart digital living room will drive demand for semiconductor vendors in developed markets.
» Ultra thin laptops will vigorously compete with new era computing devices such as smartphones and tablets, providing opportunities for semiconductor vendors.
» The march towards green technologies will drive the demand for technologies that can capture energy from the environment via photovoltaic, piezoelectric or thermoelectric transducers.
» The pressures in performance of embedded processors that support smart devices will be relentless and drive them towards higher integration, supporting an ever increasing number of cores and higher clock speeds.
» The push to testing the edge of smaller geometries is leading to semiconductor manufacturers ramping up on leading-edge 22nm nodes.
» Industry experts forecast that among semiconductor devices; microprocessors, ASSPs, and microcontrollers will register higher revenue growth than overall semiconductor revenues, but memory will continue to show negative growth.

We work with six out of the top ten semiconductor vendors who, amongst themselves account for over 50% of the revenue of the semiconductor industry. For most of these vendors, the mobile and wireless part of their business continues to be a growth area. Our engagements with these vendors are largely in the mobility side of their business and also in the automotive electronics area, another area that is poised for good growth.

Smartphones have been recording a steady growth quarter-on-quarter and represent almost 50% of all mobile shipments. We work with the largest global supplier of smartphones and also engaged with another vendor who features strongly in the top five. Tablets continue to post significant growth as average selling prices fell, increasing their attractiveness, which is in sharp contrast to the decline seen in the shipment of PCs.

We continue to offer the broadest set of services for semiconductor vendors which include board bringup, base port, connectivity solutions, upgrades, enhancement and testing. We are engaged in several projects with leading semiconductor vendors, in the area of analog design, including design, layout and verification. We continue to be entrusted with the responsibility of providing full chip design services for a System-on-Chip. Our responsibilities in this area include RTL enhancements, digital implementation, verification, analog design, layout and physical design.

Smartphones and Tablets

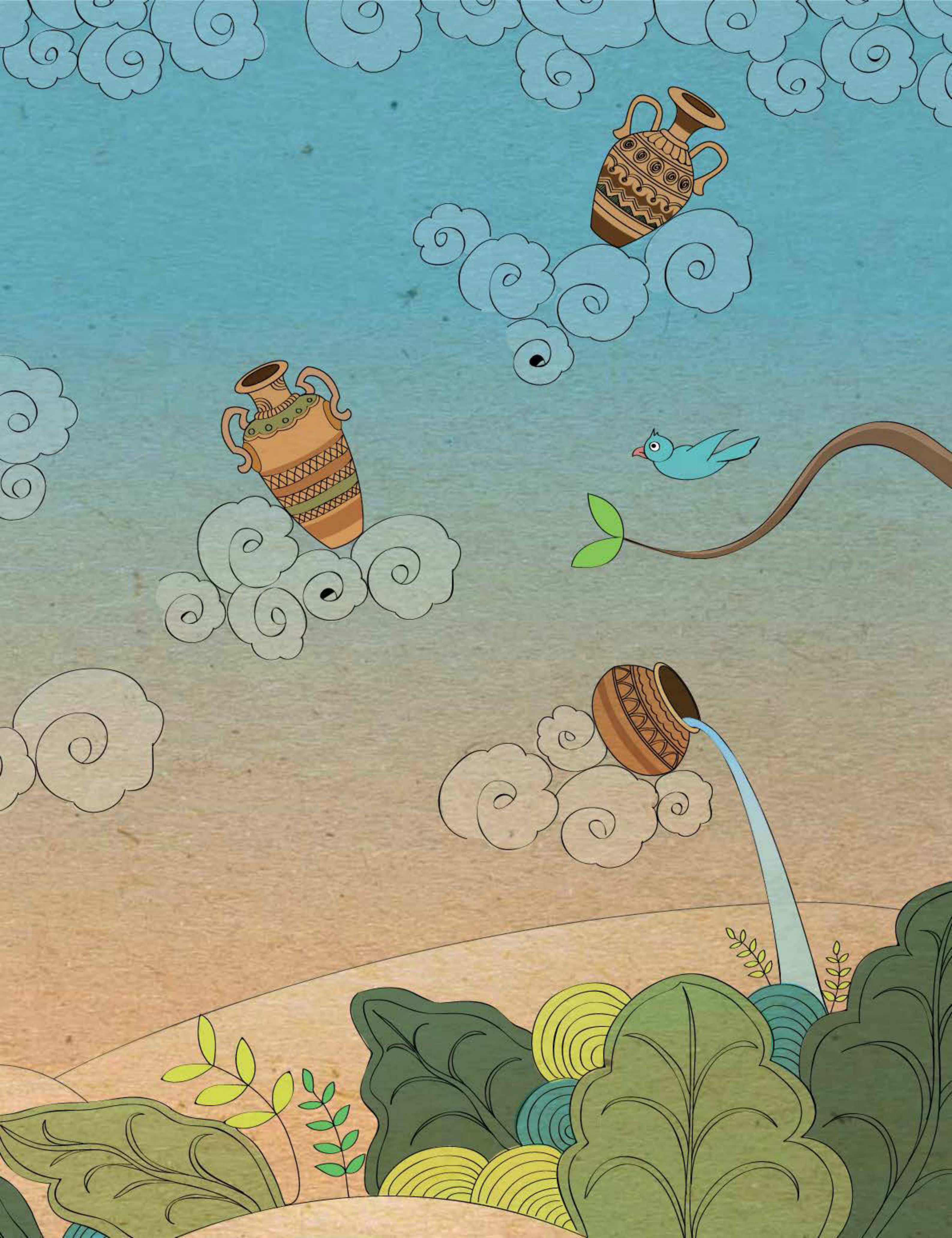
The transition in the software strategy of one of the largest mobile phone vendors had a significant impact on our business last year. We believe that decline in revenues from this customer has bottomed out. Our engagement with this customer in the feature phone area will continue in the foreseeable future.

The pecking order of mobile OSs remains the same with Android in the lead, followed by iOS and Windows. As smartphones target sub US$200 price points, several new entrants have joined the fray. In recently concluded industry events, two of them – Tizen from the Linux Foundation and B2G from Firefox, announced that several OEMs would be launching phones based on their operating system.

Smartphone sales are expected to eclipse the sale of feature phones by 2013, as forecast by leading market analysts. Some of the trends we see in smartphones include the use of multiple cores, HD displays, high resolution cameras and HD recording with optical image stabilization. From the inception of Android, Sasken has rendered a vast array of services for semiconductor manufacturers and smart device OEMs including device / board bring up, base port, connectivity solutions, upgrades, enhancements and testing. We have worked on all variants of Android, right from CupCake all the way through Jelly Bean.

The potter's skill, perfected over time, lets him craft any object his mind perceives; a toy, a pitcher, a pot. His creativity and the magic in his fingers when combined, a masterpiece is born.

Today, we deliver projects involving multi-technology, multi-domain and multi-cultural complexities. Our 45 granted patents, highest by an Indian technology company, is testimony to our innovative fervor.



We have developed a comprehensive automated test platform- the Sasken Automation Test Suite (SATS) which is a complete test automation framework designed for testing of Android devices. It has an integrated test suite comprising of kernel, modem, UI, functional and performance tests. SATS provides a solution to complex, comprehensive testing, allowing devices to go-to-market on time and within budget.

Both hardware and software vendors are seeking to stretch battery life as power hungry applications continue to attract customer attention. The usage pattern of smartphones is highly contextual and dynamic. It includes tasks that place high demand on processing such as multimedia intense applications like gaming and browsing on one hand and applications such as texting, email and audio, which places, lower demands on processing, on the other. Current process architectures allow separation of these by using different cores for different tasks, based on the demands placed on processing. Sasken has worked with both semiconductor vendors and handset OEMs on providing support to smart power management, leading to enhanced battery life.

In the foreseeable future of both personal and professional communication and computing needs, three devices are likely to be indispensible to everyone. This drives the need for a synchronized operating system that is integrated and works across smartphones, tablets and laptops. Much of the efforts of leading OEMs in these areas will be directed to achieving this and providing seamless migration of applications and data, while maintaining a consistent user experience.

We have provided services to a smartphone OEM who is amongst the top five vendors globally. These services will enable them to deliver Rich Communication Suite-enhanced (RCS-e) that will provide users the option of instant messaging or chat, live video sharing and file transfer across any device, on any network, with anyone in their mobile address book. Leveraging our leadership position in offering services for smartphones OEMs we also work with specialized devices such as luxury phones, rugged terminals and secure communication terminals. The depth of our service offerings combined with the width of devices we provide services on, make us one of the strongest and much sought after product development service partners by most OEMs.

Networks, Satellite, Operator and Enterprise communication

The proliferation of LTE broadband networks is gradually speeding up, as most operators have announced their vendor partners who will provide them the network infrastructure to support LTE. Smartphone and tablet vendors are responding by announcing devices that will support LTE. The push towards Bring Your Own Device (BYOD) will play out as more enterprises build the requisite policy control and security layers to enable this.

As networks are becoming denser and coverage challenges increase, there will be a need to provide ‘in-fill’ networks in the form of multi mode small cells. These small cells are expected to be deployed both as outdoor hotspots and in-building solutions to address the needs of both capacity and coverage. Multi mode small cells are expected to support wireless access technologies including 3G, LTE and Wi-Fi. There is an increased push to achieve interoperability between these three access technologies.

Some operators are increasing their focus on what industry watchers term as ‘the big switch off’, which means that they will decommission their legacy 2G networks. This will increase the business case for investments in completely packetized core networks built around the IP Multimedia Subsystem (IMS). This has implications for LTE networks, as the support for VoLTE may come into the spotlight. The advent of HTML5 and WebRTC will provide further stimulus on relegating voice as just another application.

> As networks are becoming denser and as coverage challenges are increasing, there will be a need to provide ‘in-fill’ networks in the form of multi mode small cells, which are expected to be deployed both as outdoor hotspots and in-building solutions to address the needs of both capacity and coverage.

Operators continue to focus on opportunities in the M2M services arena driven by the needs from consumer electronics and intelligent building sectors. The demand for M2M will also be driven by a push towards increasing adoption in the area of telematics to support services like e-Call services, emergency roadside assistance and smart car insurance services. Several leading OEMs have announced partnerships with operators to launch in-car connectivity solutions in the next couple of years. Our engagements with key constituents of the ecosystem by currently providing in-vehicle infotainment systems will give us a foot in the door to examine newer services that we can offer to players focusing on the intersection between players in the M2M and the automotive sectors.

Operators learning from the pitfalls of offering all-you-can-eat data plans that are popular in the 3G era are moving towards smarter, dynamic and customized pricing models. The expertise we have in the area of Deep Packet Inspection and the partnership with a leading platform provider places us in good stead for providing support to differential pricing based on predefined customer class of services. We are able to provide services that can enable operators to shape and throttle traffic, manage off-loads and congestion through suitable policy definition and enforcement. These capabilities enable service and providers to manage their bandwidth, placing them in a position to differentially charge for services based on quality of service / experience.

We have successfully bagged a large follow - on contract from Inmarsat to further enhance the ISatPhone^{Pro} that we built. We are now entrusted with providing hardware and software enhancements on the existing ISatPhone^{Pro} phone. These efforts will result in the introduction of new features such as GPS and further improve the RF performance of the phone. This bears testimony to the unique abilities that Sasken brings to the table, notably, complete product design.

Sasken Network Engineering Ltd., our wholly owned subsidiary provides a basket of services for service providers including managed services, system integration, installation and commissioning, technical support, training and documentation. This compliments our engineering services and positions us uniquely as a valuable partner for service providers.

Auto and Consumer Electronics

Auto manufacturers the world over have become one of the most active participants in events such as the Consumer Electronics Show and the Mobile World Congress, clearly signaling that the car is increasingly seen as a connected device. There is a two pronged approach to enhance the sensors in a car, as well as to integrate the same with the different devices that the drivers and passengers carry. This movement is driven largely by the industry's need to differentiate by providing enhanced driver convenience, safety, security, real time monitoring of vehicle performance and a superior in-vehicle infotainment experience.

The services that are rapidly becoming common pervasive include emergency call services, navigation, driver assistance, remote diagnostics, stolen vehicle tracking and recovery and in-vehicle infotainment. There is an increasing drive towards increasing the safe in-vehicle usability of content and applications from smart devices. This is achieved by providing their seamless integration with in-car display systems that feature enhanced user interface including natural voice navigation. Car manufacturers are turning towards enabling a Wi-Fi hot spot within the car that allows connectivity between various devices with unmatched convenience.

Sasken's in-vehicle infotainment systems built on the base of extensive multimedia experience and knowledge of OSs like Android and Linux provides the foundation for auto OEMs to launch state-of-the-art in-vehicle infotainment systems. Sasken has developed its own DLNA stack solution which allows seamless access to media content across multiple devices. This enables passengers in the rear seat to access music or video stored in the head unit, and play it on the rear seat display or play music from his handset on the head unit. Apart from enabling this feature, Sasken's experience also extends into other wireless media connectivity technologies.

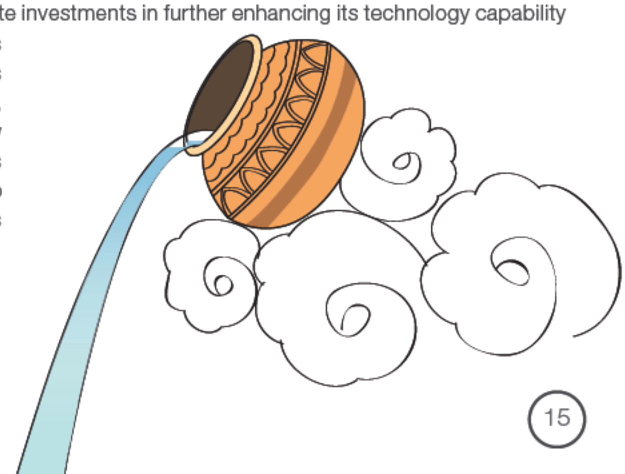
Enterprise Mobility

Investments in mobile enablement of business continues. Industry reports assess that all Fortune 100 companies have significant focus on mobile enabling their website. Their key focus is on leveraging mobility for mCommerce and direct to consumer marketing. Large retailers are using their applications to better engage with their customers and add value to the shopping experience they provide. This includes services such as in-store positioning, item location, product information and promotion that enhance the way consumers engage with brands.

The charge for the adoption of a mobile centric customer engagement model has largely been seen in the retail environment. However, sectors as diverse as education, healthcare, manufacturing, professional and consumer services, transportation and logistics are adopting enterprise mobility as a critical element of their business strategy. The thrust of this focus is aimed at driving in-store purchase through better brand engagement, improving inventory performance and preventing potential loss of sale by empowering in-store sales personnel to become better at customer service.

Sasken is working with one of the largest FMCG vendors by building applications that are personalized, contextual and tap social networks. Consumers engage with the brand and instantly communicate via social networks, thereby building their social capital. This enables phenomenal cascading of the brand via the omnipresent social network. In addition, we are working with a pioneer in providing a new form of location service that targets the indoors. These geo-location capabilities will help consumers effectively navigate large malls and buildings. The integration of geo-location with SoLoMo capabilities will provide options to target consumers with contextual ads, campaigns and other promotional communication.

Sasken continues to be a leader in the mobile technology space and has an enviable set of marquee customers to whom it provides world class, cutting-edge solutions. We are committed to making appropriate investments in further enhancing its technology capability and expertise of our highly committed talent pool. Our play in adjacencies continues to make progress. We are seeing scaling up of our engagements in several areas including satellite, automotive and consumer electronics, healthcare and enterprise mobility. We continue our quest to acquire new customers and diversifying our customer base that will open up new vistas of growth. These strengths will ensure that we remain a valuable partner to our customers who have consistently been partnering with us and view us as a strategic vendor, integral to their product life cycle management.



A shared vision is what gave birth to Sasken in 1989. Each stride since then, has led us to others who share the same vision. And thus, success has always taken care of itself. For we moved forward together. And continue to.

We are today 2500 strong , spanning multiple geographies and serve over 125 customers and partners across domains. Today, it is the unflinching belief of Sasken people in ourselves and our shared vision that spur us on.

Sasken People

Our business may be largely described as people centric. The largest asset that we as a Company have, is our human capital. Given our cherished status of being an innovative company that works on state-of-the-art technologies, our talent is both envied and eyed by several organizations. Acquiring, engaging and retaining talent is therefore of prime importance. Our strong conviction is that compensation is at best, one lever in attracting and retaining talent and we realize the futility in placing overt emphasis on this. We believe in a holistic package that provides a value-centric environment, fostering learning, embracing diversity and providing the motivation to perform at one's best.

At Sasken, we have several initiatives that hone the people management capabilities of our managers. We school them on the need to provide timely recognition of employees' efforts and to increase face time with their team members, strengthen employee connect with their managers and the organization and to bring fun to the workplace. In the course of the year, we examined the feedback from our employee satisfaction survey titled 'SYM – Speak Your Mind' to identify areas that will positively enhance employee engagement. We focused on strengthening our performance management practices to create stronger alignment between an employee's performance and the benefits that accrue, both monetary and otherwise.

Our attrition rate remains at more or less the same levels as last year, at 30%. We continue to strengthen our talent attraction, engagement and retention processes.

Engaging Employees to Strengthen Mutual Connect

A work environment that fosters innovation and productivity must also address the aspect of emotional wellbeing of employees. To improve the levels of social bonding amongst employees, we have identified a number of initiatives that fit within our pillars of fun, fairness and fierce competition.

To address the career aspirations of our employees, we have designed and built a new platform that lends the opportunity for one to explore career paths within Sasken. The platform christened **'I Power My Career'** also provides means to choose from an identified set of mentors who can offer timely guidance and counsel on how best to advance one's career.

We have launched **Gene Pool**, our innovative internal social media platform that allows employees to effectively interact with their colleagues. Besides enhancing interaction, Gene Pool provides a platform to the employee to capture and highlight milestones and recognition. This thereby nurtures healthy competition and motivates employees to raise their performance benchmarks.

Our year-long celebration of people titled **Jamboree** provides ample opportunities for employees to showcase their talent in multiple spheres including sport, CSR activities, theatre and other creative pursuits. To foster a spirit of competition, we have categorized employees into groups which compete against each other for the annual sweepstakes.

Learning at Sasken

We continue to place major emphasis on continuously developing the skills and competencies of our talent pool. As a company that has been in the forefront of technology for over two decades now, our customers have come to expect much more of a Sasken engineer. We meet this challenge by making significant investments in our comprehensive training programs that cover both technical and behavioral aspects. We have a program in place that identifies training needs of employees and publishes a bespoke calendar that addresses these needs. Training at Sasken is rendered in multiple ways, including online, classroom and on the job.

We have put in place, systematic measurements and review mechanisms to achieve the desired learning experience. We have knowledge management platforms that encourage sharing of best practices and specific events dedicated to foster community learning. Our career support systems have identified mandatory trainings that need to be completed before we consider an employee's candidacy for promotion. This ensures that we adequately equip our employees with the desired skills and competencies before they take on additional responsibility, to maximize their success.

Our internally developed KenMAP system, based on the popular Bloom's levels of learning has been well accepted and matured over the years. KenMAP is instrumental in ensuring that our engineering talent is adequately equipped with relevant skills as demanded by the industry. We have been successful in maintaining and progressively raising the bar, in terms of the minimum levels of proficiency, to ensure we deliver high levels of customer satisfaction. The fact that our mean customer satisfaction score has constantly moved up, is testimony to the effectiveness of KenMAP.

The Jhunjhunwala Excellence in Technology (JET) Awards introduced during fiscal 2012 has been received well. The inaugural edition was graced by Padma Shri Dr. Ashok Jhunjhunwala and has being seeing overwhelming participation. This award felicitates those individuals who demonstrate superior technological skills via vehicles such as projects, technology experiences and solution accelerators.

Sasken's KenTechFest Winter Edition 2012 that took place recently was very well received by both employees and customers. We had over 50 customers visit us on the day, witnessing several immersive experiences in the areas of LTE, automotive electronics, smart devices, enterprise mobility and healthcare.

Fairness and Transparency in our Compensation and Benefits

We have taken a number of measures in further strengthening our compensation and benefits package, as we recognize the importance of compensation as one of the key constituents of employee motivation and retention. Our compensation and benefits program is founded on our belief in using the same as a lever, to enhance the performance and productivity of our employees while maintaining a means of differentiating high performers. We structure our compensation based on the basket of companies we see as our peer group, internal parity and affordability. We ensure the highest levels of both procedural and distributive fairness when it comes to fixing the compensation of an employee.

Our compensation structure comprises of various elements including fixed pay, variable pay and tenure based components. In addition to compensation, we have a number of welfare measures that compare with the best in class in the industry including employee and family insurance, short term monetary assistance, etc. The tenure based incentive program that we introduced has been received well with over 80% adoption by employees in the experience range of two to eight years. Based on this feedback, we are encouraged to fortify the same and explore the possibility of expanding coverage of this program within the organization.

We continue to place a major emphasis on continuously developing the skills and competencies of our talent pool.

All-encompassing Rewards & Recognition Programs

Our recognition programs build upon the need to provide on-time appreciation, for both performance and associated behaviours. We have created a bouquet of recognition tools that cover over 90% of employees across all levels of experience, domains and locations. These tools are both virtual and physical and address aspects such as performance, leadership, innovation and execution.

In addition to the existing awards that cover our value framework, Sasken has continued to launch new recognition programs that appreciate extraordinary performance and exemplary behaviour. One such initiative is the Dabbawalla Excellence in Execution Award that was launched organization wide in the presence of the legendary Mumbai Dabbawallas. We continue to recognize and reward outstanding people managers within Sasken through our Big Boss initiative. Other recognition mechanisms at Sasken include Change Leader awards, Team of the Quarter and Achiever of the Quarter awards, recognizing outstanding performance, exceptional commitment and superior managerial skills.

People First Policies

In keeping with our employee centric policy, we continue to build on our benefits package that includes insurance, employee assistance programs and other people friendly policies. We continue to drive a number of internal programs that allow us to factor in the voice of our employees by polling them periodically. Much of our programs have been initiated based on the feedback we have obtained from our employees. Our leaders interact with various industry forums and provide us insights into best practices which we utilize to ensure that our policies are world class and we will continue to ensure they remain so.

Innovative Talent Acquisition Practices

We continue to be in a situation where there is a fierce war for talent. We have a number of pioneering initiatives that will help us acquire talent, both freshers and lateral. We run initiatives including job fairs, walk-ins, and employee referral programs to attract bright minds to work with Sasken. One such program is Sasken Premiere, where candidates who are offered positions at Sasken are invited to our Headquarters for an exclusive evening to interact with peers and leadership. The event gives them an insight into what they can expect in terms of the work content and culture, once our offer is accepted. This and other such initiatives are part of our larger umbrella of post offer follow up activities, aimed at creating better predisposition to be part of the Sasken family. The employee proposition that we offer is compelling as we work across multiple platforms and technologies and address the entire product development lifecycle.

We at Sasken continue to strive to provide the best possible work environment that will allow our talent to flourish and excel in their personal and professional endeavors by maintaining a healthy work life balance.

The parent teaches by example. The child watches; learns by doing. It becomes a part of the child's being. Values are thus learnt and imbibed from one generation to the next.

At Sasken, values define how we do business. Integrity, respect for individual, innovation, customer centricity and excellence. These core values, first nurtured by our Founders, have today become a part of every Sasian.

Notice

Sasken Communication Technologies Limited

Registered Office: 139/25, Ring Road, Domlur, Bangalore 560 071

NOTICE

Notice is hereby given that the Twenty Fifth Annual General Meeting of the Company will be held on Thursday, July 18, 2013 at 4.00 p.m. at the Registered Office of the Company at No. 139/25, Ring Road, Domlur, Bangalore 560 071, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2013, Profit and Loss Account for the year ended on that date together with the reports of the Directors and the Auditors thereon.
2. To declare a dividend.
3. To appoint a Director in place of Dr. G. Venkatesh who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Ms. Neeta S. Revankar who retires by rotation and being eligible, offers herself for re-appointment.
5. To appoint a Director in place of Mr. Kiran S. Karnik who retires by rotation and being eligible, offers himself for re-appointment.
6. To appoint Auditors and fix their remuneration.

SPECIAL BUSINESS

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

   RESOLVED that pursuant to the provisions of Sections 198, 269, 309, 310 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, consent of the Company be and is hereby accorded for the payment of remuneration to Mr. Rajiv C. Mody as Chairman & Managing Director of the Company for the financial year 2013 - 14 on the following terms:

   (a) Fixed Salary of a sum not exceeding ₹1.00 crore (Rupees One crore only) for the year, as may be determined by the Compensation Committee of the Board of Directors.

   (b) Variable Performance Pay of such amount as may be determined by the Compensation Committee for the year.

   (c) Other terms such as gratuity, leave, statutory contribution, awards, etc. shall be as applicable to other employees of the Company or as may be decided by the Compensation Committee.

   (d) The Board of Directors of the Company has the authority to determine the term of office at any time.

   RESOLVED FURTHER that in case of absence or inadequacy of profits for the financial year 2013 - 14, Mr. Rajiv C. Mody be paid such remuneration as may be determined by the Compensation Committee subject to the provisions of Schedule XIII of the Companies Act, 1956.

   RESOLVED FURTHER that for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to do all such acts, deeds and things as are incidental thereto or as may be deemed necessary or desirable and to settle any question or difficulty that may arise, in such manner as it may deem fit.

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

   RESOLVED that pursuant to the provisions of Sections 198, 269, 309, 310 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, consent of the Company be and is hereby accorded for the payment of remuneration to Mr. Krishna J. Jhaveri as Whole Time Director of the Company for the financial year 2013 - 14 on the following terms:

   (a) Fixed Salary of a sum not exceeding US $ 100,000 (US $ One hundred thousand only) for the year and other statutory contributions to be made by the Company as applicable, as may be determined by the Compensation Committee of the Board of Directors.

   (b) Variable Performance Pay of such amount as may be determined by the Compensation Committee for the year.

   (c) Other terms such as gratuity, leave, awards, etc. shall be as applicable to other employees of the Company or as may be decided by the Compensation Committee.

   (d) The Board of Directors of the Company has the authority to determine the term of office at any time.

   RESOLVED FURTHER that in case of absence or inadequacy of profits for the financial year 2013 - 14, Mr. Krishna J. Jhaveri be paid such remuneration as may be determined by the Compensation Committee subject to the provisions of Schedule XIII of the Companies Act, 1956.

   RESOLVED FURTHER that for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to do all such acts, deeds and things as are incidental thereto or as may be deemed necessary or desirable and to settle any question or difficulty that may arise, in such manner as it may deem fit.

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

   RESOLVED that pursuant to the provisions of Sections 198, 269, 309, 310 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, consent of the Company be and is hereby accorded for the payment of remuneration to Dr. G. Venkatesh as Whole Time Director of the Company for the financial year 2013 - 14 on the following terms:

   (a) Fixed Salary of a sum not exceeding ₹1.00 crore (Rupees One crore only) for the year, as may be determined by the Compensation Committee of the Board of Directors.

(b) Variable Performance Pay of such amount as may be determined by the Compensation Committee for the year.

(c) Other terms such as gratuity, leave, statutory contribution, awards, etc. shall be as applicable to other employees of the Company or as may be decided by the Compensation Committee.

(d) The Board of Directors of the Company has the authority to determine the term of office at any time.

RESOLVED FURTHER that in case of absence or inadequacy of profits for the financial year 2013-14, Dr. G. Venkatesh be paid such remuneration as may be determined by the Compensation Committee subject to the provisions of Schedule XIII of the Companies Act, 1956.

RESOLVED FURTHER that for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to do all such acts, deeds and things as are incidental thereto or as may be deemed necessary or desirable and to settle any question or difficulty that may arise, in such manner as it may deem fit.

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

RESOLVED that pursuant to the provisions of Sections 198, 269, 309, 310 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, consent of the Company be and is hereby accorded for the payment of remuneration to Ms. Neeta S. Revankar as Whole Time Director of the Company for the financial year 2013 - 14 on the following terms:

(a) Fixed Salary of a sum not exceeding ₹1.00 crore (Rupees One crore only) for the year, as may be determined by the Compensation Committee of the Board of Directors.

(b) Variable Performance Pay of such amount as may be determined by the Compensation Committee for the year.

(c) Other terms such as gratuity, leave, statutory contribution, awards, etc. shall be as applicable to other employees of the Company or as may be decided by the Compensation Committee.

(d) The Board of Directors of the Company has the authority to determine the term of office at any time.

RESOLVED FURTHER that in case of absence or inadequacy of profits for the financial year 2013 - 14, Ms. Neeta S. Revankar be paid such remuneration as may be determined by the Compensation Committee subject to the provisions of Schedule XIII of the Companies Act, 1956.

RESOLVED FURTHER that for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to do all such acts, deeds and things as are incidental thereto or as may be deemed necessary or desirable and to settle any question or difficulty that may arise, in such manner as it may deem fit.

By order of the Board

S. Prasad

April 27, 2013 Company Secretary

Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and a proxy need not be a member of the company. In order to be valid, proxy form must be received at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
2. The Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 in respect of the Special Business is annexed hereto.
3. Corporate members are requested to send certified copy of the board resolution authorizing their representative(s) to attend and vote at the Annual General Meeting.
4. The Register of Members and Share Transfer Books will remain closed from July 8, 2013 to July 12, 2013 (both days inclusive).
5. Dividend as may be declared at the Annual General Meeting will be disbursed on or before August 16, 2013 to the shareholders whose names are recorded in the Register of Members on July 6, 2013.
6. National Electronic Clearing Service (NECS) / Mandate / Bank Details:

   Per Reserve Bank of India Circular 376 - DPSS.(CO).EPPD.No.191 - 04.01.01 - 200 - 10, dated July 29, 2009 the Company will organize payment of dividend through the NECS. In case of shareholders who have not provided to the Company or to their Depository Participant (DP) their Account Number under Core Banking System (CBS), NECS credit of dividends may not happen. Shareholders are requested to forthwith inform the Company or the Share Transfer Agent, Karvy Computershare Pvt. Ltd., their bank account number allotted under CBS along with the name of the Bank, Branch, its 9 digit MICR Code and Account type by quoting their folio number and a photocopy of a cancelled cheque pertaining to the Bank Account. Shareholders holding shares in demat form, are requested to provide the above details to their DP.
7. Copies of the Annual Report will not be distributed at the Annual General Meeting. Members / Proxy Holders are therefore requested to bring to the Annual General Meeting their copy of the Annual Report and the Attendance Slip attached to it duly filled in.
8. Members intending to seek explanation / clarification at the meeting about the information contained in Annual Report are requested to inform the Company Secretary at least a week in advance of their intention to do so, so that relevant information may be made available, if the Chairman permits such information to be furnished.
9. In case of joint holders attending the meeting, only the first named joint holder will be entitled to vote.

10. Members are requested to write to the Company Secretary or to the Share Transfer Agent at the address given below, regarding transfer of shares and for resolving grievances:

The Company Secretary	Karvy Computershare Pvt. Ltd.
Sasken Communication Technologies Limited	Plot No.17 - 24, Vittalrao Nagar, Madhapur,
139/25, Ring Road, Domlur,	Hyderabad 500 081.
Bangalore 560 071.	Tel: 040 4465 5000
Tel: 080 6694 3000 Extn. 4906	Fax: 040 2342 0814
Fax: 080 3981 3329 / 2535 1309	Contact Person: Mr. K. S. Reddy, Asst. Gen. Manager
Email: investor@sasken.com	Email: einward.ris@karvy.com

11. (a) Route Map to the venue of the Annual General Meeting (b) Attendance Slip and (c) Proxy Form are given at the end of Annual Report.

ANNEXURE TO NOTICE

Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956:

The following Explanatory Statement sets out material facts relating to some of the Ordinary Business and all of the Special Business mentioned in the accompanying Notice and should be taken as forming part of the Notice.

Ordinary Business

For Item Nos.3 to 5

Profile of Directors proposed to be re - appointed is given in the attachment to this annexure.

Special Business

For Item Nos.7 to 10

The headwind due to a prolonged economic recession has impacted all sectors of the industry and the technology sector is no exception. In addition, in the technology industry, there is a high degree of churn which continues to disrupt the ecosystem that serves it. Consequently, Sasken's business growth has been adversely affected, resulting in de - growth in overall business in FY 12 - 13. The positive upshot of all this however is, competitive pressures have resulted in a stronger emphasis on improving global engineering R&D spends.

We have a strong competency base in areas including Modem & Connectivity, Smart Devices & System Software, IC Design, Networks, Multimedia and Semiconductor solutions. In addition, we have made investments in building capabilities to address the needs of enterprise mobility and healthcare. The investments that we have made in our training engine and internal competency management system ensure that we have the requisite breadth and depth of knowledge to continually add value to our customers.

Sasken has managed to retain its profit margin in services business, while making investments for future, by continuous focus on costs. However, overall profits dropped by 50.07% due to reduction in business volumes. The management team has also taken steps to protect shareholders returns via dividends and share buy - back, in this difficult scenario.

While arriving at the remuneration, the Compensation Committee has considered all the above factors relating to performance of the Company and that of the Whole Time Directors and has recommended the same limits of remuneration as that of the last year.

Variable Performance Pay to be paid to the Whole Time Directors will be as per the same policy applicable to other employees and / or as determined by the Compensation Committee subject to the limits approved by the Shareholders and Schedule XIII of the Companies Act, 1956. The aggregate remuneration of the Managing / Whole Time Directors as a whole shall not exceed 10% of the net profits of the Company as computed under Section 349 of the Companies Act, 1956, for the year ending March 31, 2014.

Mr. Rajiv C. Mody, Mr. Krishna J. Jhaveri, Dr. G. Venkatesh and Ms. Neeta S. Revankar, are concerned or interested in these resolutions to the extent of proposed remuneration to each of them. None of the other Directors of the Company is in any way concerned or interested in these resolutions.

This may also be treated as an abstract of the terms and conditions of remuneration for these Directors pursuant to Section 302 of the Companies Act, 1956.

The Board recommends the said resolution for approval of shareholders.

By order of the Board

S. Prasad
Company Secretary

April 27, 2013

Attachment to the Annexure to Notice (Item Nos. 3,4 & 5 of the Notice)

Details of Directors to be re-appointed at the Annual General Meeting to be held on July 18, 2013

Name of Director	Dr. G. Venkatesh	Ms. Neeta S. Revankar	Mr. Kiran S. Karnik
Date of Birth	June 4, 1961	September 10, 1966	March 16, 1947
Date of Appointment / Last Re-appointment	January 25, 2005 / July 9, 2010	April 22, 2010 / July 9, 2010	October 12, 2009 / July 9, 2010
Brief Resume and nature of expertise in specific functional areas	He is an Executive Director of the Company. He started off as a Computer Science researcher at TIFR, Bombay, and then taught at the Computer Science department of IIT Bombay where his interests revolved around declarative languages and their applications to embedded systems, resulting in over 50 publications in international journals and conferences. He made his transition to the industry in 1990 when Sasken was in its start-up phase and moved full time to Sasken as Technology head in 1995, where he has played various managerial roles such as Engg head, Global Delivery head, BU head and Product Division head. He has recently been appointed the Analog Devices Chair Professor in the Dept of Electrical Engineering, IIT Madras, where he will half his time teaching and researching topics in hardware-software codesign of embedded systems. He has also served as an adjunct faculty of IIM Bangalore, with interests in technology management, and in applying game theory to strategic thinking in the technology industry. He has been an active speaker on collaborative innovation models and on viable strategies for SMEs in India. He is a graduate in Electronics from IIT (Indian Institute of Technology) Madras, a Ph.D in Computer Science from TIFR, Bombay, and is a Fellow of the Indian National Academy of Engineers (FNAE). He is on the governing council of several national organizations-such as the Centre for Excellence in Wireless Technology, the Indian Association for Research in Computing Science (IARCS), and the Communications and Networking Systems Association. He also serves on several Government and industrial committees -such as the MCIT core group on communications, the MCIT core group on microelectronics, the CII National Committee on Telecom and Broadband, the embedded Systems core groups of Nasscom and the ISA.	She has been with Sasken since April 1995 and is one of the few Sasken leaders who have grown through the ranks. She is a qualified Chartered Accountant and Company Secretary and participated in the Program for Global Leadership (PGL) in 2001 and Advanced Management Program (AMP) of the Harvard Business School in 2007. She has established herself as a CFO not just in Sasken but also has won commendations from external accredited CFO forums. In recognition of her contribution towards enhancing the strategic scope of the finance function and the excellence exemplified by her in the domain, she was conferred the India CFO Award 2005 for 'Excellence in Finance in SME' by IMA India. As CFO she has helped Sasken establish strong Financial Discipline, Corporate Governance & Ethical Business Practices. Further, over the last few years she has contributed to stabilizing and strengthening the Human Resource (HR) function. Her current responsibilities-CFO and Global Head HR, IT and Administration-are a reflection of her sharp business acumen and capable leadership.	A post-graduate from Indian Institute of Management -Ahmedabad, he was the President of Nasscom, the premier trade body and the "Chamber of Commerce" for the IT software and services industry in India, till 2008. In this role, he worked closely with the industry and the Indian central and state governments to formulate policies and strategies for the advancement of this sector locally as well as internationally. He has been recognized as the guiding force for the Indian IT industry during the outsourcing backlash. By providing perspective and background information, he has been instrumental in promoting India's technology strength to the world. Prior to joining Nasscom in 2001, he was the Managing Director at Discovery Networks in India where he spearheaded the launch of Discovery Channel in South Asia in August 1995 and Animal Planet (a Discovery - BBC joint venture) in 1999. From 1991 to 1995, he was founder-director of the Consortium for Educational Communication, which was responsible for UGC's Countrywide Classroom broadcasts and other ICT initiatives. In his career spanning over four decades, Mr. Karnik has been conferred many awards and accolades. He has been awarded the Padma Shri in 2007 and the 'DATAQUEST IT Person of the Year-2005'. BusinessWeek named him as one of the 'Stars of Asia' in 2004 and he was selected as Forbes magazine's 'Face of the Year 2003', for being a driving force behind India's offshoring wave. He has been on many key Government Committees and is currently a Member of Scientific Advisory Council to Prime Minister and the National Innovation Council. He is a member of the Board of Reserve Bank of India and a few corporate Boards. He also chairs the Board of Oxfam India.
List of other Indian Companies in which Directorship is held	Sasken Network Engineering Ltd., 3D Solid Compression P. Ltd. (Advisory Board Member) and ConnectM Technology Solutions P. Ltd.	Sasken Network Engineering Ltd.	Torrent Power Ltd., Reserve Bank of India (GoI Nominee) Aujas Networks P. Ltd., IKP Investment Management Co. P. Ltd., and Schnabel DC Consultants India P. Ltd.
Membership in Committee(s)* of Board of Directors of Sasken	Member-Share Transfer and Investor Grievance Committee	Nil	Nil
Membership in Committee(s)* of Board of Directors of other companies in which he is a Director			
a) Audit Committee	Nil	Nil	Torrent Power Ltd.
b) Share Transfer and Investor Grievance Committee	Nil	Nil	Nil
Shareholding in the Company (Equity Shares of ₹10/- each)	301,092	67,742	Nil

* Only membership in Audit Committee and Share Transfer & Investor Grievance Committee is considered.

Directors' Report

Your Directors have pleasure in presenting the Report on the business and operations of the Company along with the Abridged Standalone and Unabridged Consolidated Audited Accounts for the financial year ended March 31, 2013.

Result of Operations (Consolidated) - Extract

(Amount in ₹ lakhs)

Particulars	Year ended March 31, 2013	Year ended March 31, 2012
Revenues	**47,483.08**	**51,995.83**
Expenses	45,233.20	46,581.67
Net Operating Profit	**2,249.88**	**5,414.16**
Interest Expenses	41.34	60.36
Non - operating Income, net	1,764.33	2,640.99
Profit before Income Taxes	3,972.87	7,994.79
Income Taxes Expense, net	776.94	1,593.99
Profit after Tax	**3,195.93**	**6,400.80**
Appropriation:		
Proposed Equity Dividend	939.61	1,170.51
Interim Dividend	601.11	644.39
Dividend Tax	257.21	294.43

(Previous year's figures have been regrouped wherever necessary to conform to the current year's presentation)

The economic uncertainty of the preceding years coupled with tremendous changes in the communications industry continued to pose challenges to us in the fiscal year. Our resilience has been tested to the fullest extent as we had to rebuild revenues lost on account of ramp downs that we witnessed in some of our major customer engagements. While we won business that helped compensate for the decline in revenue, we are yet to post year on year growth. Consequent to this we have also seen a decline in margins and the management is taking all action in its control to address the need for profitable growth.

Your Company's revenues from operation for the financial year 2012 - 13 have decreased by 8.68% in rupee terms, from ₹51,995.83 lakhs in 2011 - 12 to ₹47,483.08 lakhs in 2012 - 13. In the current year, Software Services, including Network Engineering Services contributed 93.74% to the revenues, while the Software Products revenues contributed 5.78%. The net profits decreased from ₹6,400.80 lakhs in FY12 to ₹3,195.93 lakhs during the year, a decline of 50.07%. This has translated to a Basic Earnings Per Share of ₹13.26 in 2012 - 13 vs. ₹24.82 in 2011 - 12.

Industry Structure and Developments

We operate in a wide range of industry verticals including, semiconductor, mobile handsets (Smartphones and devices), network equipment, data communication equipment, satellite, automotive and consumer electronics. In addition to these verticals, we are now capitalizing on the increasing adoption of SoLoMo (Social, Location, Mobile) by retail, healthcare, manufacturing, logistics and Machine - to - Machine communication markets.

R&D investments continue to be under pressure as we are still facing economic uncertainty that has resulted in low growth in key markets such as the US and Europe. Emerging markets are becoming increasingly attractive for most corporations to focus their efforts to try and bolster their revenue growth. A review of the industry carried out by Booz in conjunction with NASSCOM estimates that sectors like automotive and hi - technology verticals such as computer electronics and computing systems will drive moderate growth in engineering R&D spends. Countries like India and China are the preferred destinations for outsourcing engineering R&D services. This is driven partly by the attractiveness of domestic markets and the ability to serve African and Latin American markets.

The areas in which we operate are witnessing intense competition, high churn in technology, reconstitution of market segments and dramatic change in consumer preferences. These changes result in rapid product obsolescence, fuelling the need for OEMs to constantly innovate. OEMs struggle to keep pace with these changes in the light of tightening of R&D budgets and the demands to increase the return on every R&D dollar spent. OEMs therefore seek both capacity and capability support from the vendors they outsource services to. Capacity continues to be a problem as the supply of qualified engineers capable of working on cutting edge technologies remains limited. Augmenting capability is critical as no company can keep pace with the multitude of changes that is impacting its product development process.

Booz - NASSCOM estimate of global R&D outsourcing stands at $90 billion per annum, expected to be reached by 2020 with about 50% of this expected to be serviced out of India. Automotive, consumer electronics and telecommunications will constitute over one half of this R&D spend. Despite the strong entrenchment of global innovation centers, OEMs are expected to adopt a hybrid model and will continue to partner those who have demonstrated vertical specialization.

Zinnov, a reputed independent consultant, has in its Global Service Provider Rating - 2012 placed Sasken in the leadership zone in the Telecommunications vertical. On an overall basis, Sasken has been rated as being an established service provider of niche services and is also acknowledged to be well positioned in other verticals like Consumer Electronics and Semiconductors.

Opportunities

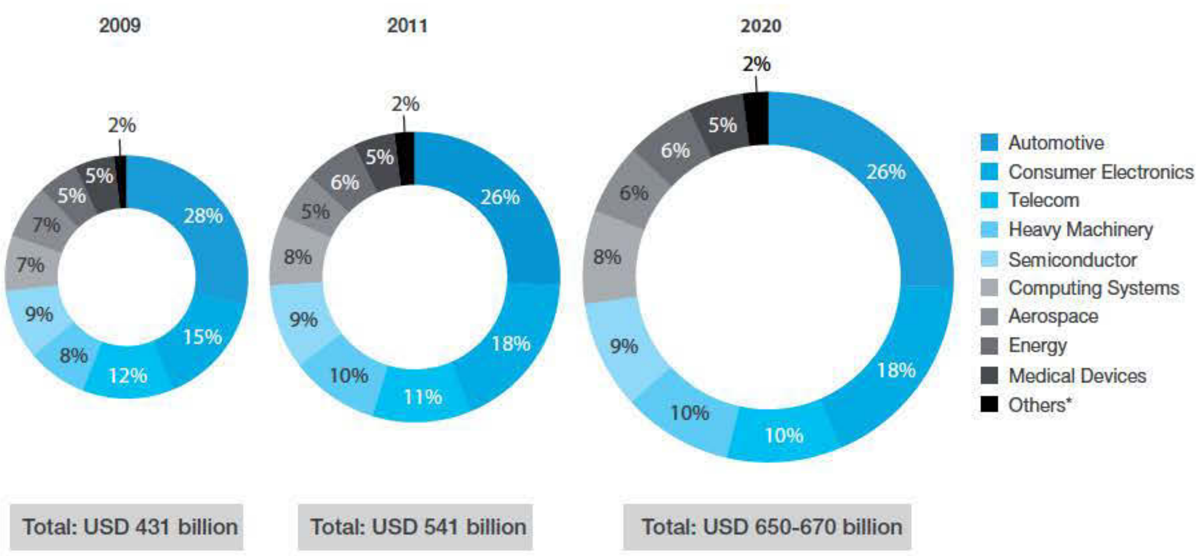
Growth in the telecommunications industry is driven by the adoption of mobile wireless as a predominant means of communication for both narrow band and broad band services. Industry researches estimate that the mobile subscriptions should touch 7 million globally. Despite several pressures, telecommunications carrier revenue is expected to top $2 trillion driven by the increased adoption of mobile broadband services.

After a few years of sluggish capital spend by the telecommunication service providers, we are likely to see a modest growth in investments which are expected to cross the $300 billion mark. The sale of mobile devices including feature phones and smartphones are a shade under 2 billion. The fierce competition in this area combined with the rapid evolution of hardware and mobile OSs is increasing the R&D intensity among handset vendors.

We see opportunities in providing in-car infotainment systems that offer enhanced connectivity and seamless integration of multiple smart devices carried by driver and passengers. Low power design that enhance battery life, support for multi core processors that segregate applications based on computing intensity need are fueling the growth in Semiconductor area. Feature phone manufacturers are driving down costs to never-before levels, which is driving the need for cost effective R&D.

The battle for supremacy in mobile operating systems for Smartphones will only intensify due to the new entrants, like Tizen from the Linux foundation and B2G from Firefox. We will be able to consolidate on our leadership position in the Android and Windows OS environment and extend the same to cover the open systems players as well.

Corporate ER&D1 Spend by Vertical



Corporate ER&D spend is based on ER&D spend of top 2000 firms globally from verticals included in deep dives; accounts for approximately 55-60 percent of total corporate spend

Note: Additional verticals not included here are retail, pharmaceuticals, chemicals, biotechnology, software, agriculture, finance/ services, consumer/household goods, mining, forestry, etc.

*Includes industrial automation and construction/infrastructure, which account for 1 per cent each of corporate ER&D spend

Source: Bloomberg data, Booz & Company Innovation 1000 database, Booz IC, Booz & Company Analysis

R&D spending by vertical

We are addressing the engineering R&D outsourcing needs for four out of the top eleven segments which contribute to almost 50% of the global R&D outsourcing budgets. The investments we have made in creating competencies in the areas of semiconductor design, wireless technologies including protocol stacks, multimedia subsystems, middleware and firmware will favourably position us as a partner of choice in these verticals. We will continue to enjoy good traction in automotive, consumer electronics, telecommunications, semiconductor segments and make inroads into new segments like retail and healthcare.

We continue to execute our strategy of broad basing our market coverage by successfully winning and delivering business from market adjacencies where mobile and wireless are becoming a critical component of the product / services portfolio. We have made investments that have enabled the creation of a robust and scalable internal training engine which helps us continuously deepen the technology quotient of our engineers.

In this, our 25th year since incorporation, we are confident that the marquee customers we partner with and the single minded focus we have maintained will be an asset in positioning as the preferred engineering R&D service provider across the entire product development lifecycle.

Dividend

Your Company paid an interim dividend of 25% (₹2.50 per equity share) in November 2012 and the Board recommends a final dividend of 45% (₹4.50 per equity share) thus making the total dividend of 70% (₹7.00 per equity share) for the year.

Buy-back of Shares

Pursuant to the decision of the Board of Directors dated February 16, 2012 and with the approval of shareholders by Postal Ballot on April 23, 2012, and in accordance with the provisions of the Companies Act, 1956 and the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998, the Company offered to buy-back its equity shares of face value of ₹10 each, up to a maximum amount of ₹8,648 lakhs at a maximum price of ₹180 per share from open market through Stock Exchanges. The Company commenced the buy-back on May 21, 2012 and as of March 31, 2013, had bought back 51,41,975 equity shares at an average price of ₹125.07 (excluding brokerage and other taxes), utilizing a sum of ₹6,431.00 lakhs.

During the period April 1, 2013 to April 22, 2013, your Company purchased 1,35,903 equity shares at an average price of ₹143.96 (excluding brokerage and other taxes), utilizing a sum of ₹195.65 lakhs. Due to efflux of time and at the end of one year from the date of shareholders' approval for buy-back, the buy-back was closed on April 22, 2013.

Overall, your Company bought back 52,77,878 equity shares at an average price of ₹125.56 per share (excluding brokerage and other taxes), utilizing a sum of ₹6,626.65 lakhs. The amount paid towards buy-back of shares, in excess of the face value, has been appropriated out of Securities Premium Account. In terms of the provisions of Section 77A of the Companies Act, 1956 and SEBI (Buy Back of Securities) Regulations 1998, all the shares bought back have been extinguished.

Employees Stock Option Plan (ESOP)

The Company's ESOP continues with the philosophy of encouraging the employees to be partners in the growth of the organization.

ESOP 2006 Scheme

As on March 31, 2013, there were 8,30,800 options outstanding with the employees including Directors. There are 13,49,600 unissued options as on March 31, 2013.

The details required under SEBI (Employee Stock Option Scheme & Employee Stock Purchase Scheme), Guidelines 1999, as on March 31, 2013 are given in Annexure 1 forming part of this Report. The said Annexure 1 also includes new grants made under the Scheme during the year ended March 31, 2013.

ESOP 2000 Scheme

No new grants were made under this Scheme during the year ended March 31, 2013. 10,242 options that were outstanding with employees lapsed during FY 2013.

Corporate Social Responsibility (CSR)

As a responsible Corporate Citizen, Sasken is committed to contributing to the society, environment and community. The focus areas in which we strive to 'Make a Difference to Everyone' are service to community, environment, differently abled citizens, children, underprivileged and academia. Sasken translates this into action by providing financial and non-financial support, as well as extending and encouraging volunteer participation in CSR initiatives.

For over several years, your Company has supported Vathsalya Charitable Trust, an NGO, working for the welfare of orphan children. Sasken supports their monthly medical expenses. Besides, we also extend our support to other non-governmental voluntary organizations on a case-to-case basis.

In the last year, many Sasians have become involved in fitness and marathons and now this interest is manifesting itself into CSR efforts on their part. So far, a considerable number of employees have been involved in marathon events organized country-wide and helped raise money and other resources for NGOs and independent initiatives.

At Sasken, we attempt and often succeed in our concentrated efforts of "Making a Difference" in all of our activities and initiatives. Most recently, we organized a Walkathon with a group of Visually Challenged as part of "Joy of Giving", helping the NGO-Snehadeep Trust promote themselves and gain visibility for the cause. We also organized a daylong event at our premises for children from "Bubbles Centre for Autism", with an aim to create awareness on autism. At our facility in Hyderabad, we invited a group of under privileged children from Saraswatii Shishu Mandir for a half day program where we organized several engaging activities for them. In Pune, as part of our CSR activities, a group of employees visited Prerana Bhavan a home for HIV infected kids, mentally challenged people and destitute women and spent time interacting with them.

As a contribution towards the environment, we had also conducted a "Car Free Day" and witnessed a substantial response for the campaign. On a regular basis, we host Blood Donation Camps and awareness programs on AIDS and Cancer.

'Prakruti Community' is another unique program that your Company has been committed to. The community consists of a group of 20 people, constituted by key stakeholders from the IT, Facilities and Marketing (from a communications perspective) who focus on specific environment centric activities and how we can become more sustainable. Once a quarter, Prakruti holds initiatives and effective campaigns and provide continuous improvement through regular design reviews. The team is constantly involved in conceiving innovative ways in which the organization can move towards becoming socially more responsible. We also host the 'Prakruti Mela', during which we invite environment friendly product vendors to our corporate facility in Bangalore and organize a fair.

Awards

Your Company is always striving to be the best in its category! We at Sasken cherish all our triumphs, be it internal or external, individual victories or those as an entire organization. A significant win in the year was Sasken's Annual Report 2012 won the Gold Award at the League of American Communications Professionals in the Global Communications Category.

Patents

Your Company owns several patterns in the sphere of its activities. Following is a snapshot:

	US	India	Other Countries	Acquired
Applied#	55	28	9	-
Granted	32	11	1	1
Abandoned	7	4	3	-
Pending	12	13	5	-
Sold	4	-	-	-
Owned	27	11	1	1
Granted since last report	1	1	-	-

Includes divisional patents

Corporate Governance

Your Company is committed to maintaining the highest standards of Corporate Governance. Your Directors adhere to the standards set out by the Securities and Exchange Board of India's (SEBI) Corporate Governance practices and accordingly have implemented all the major stipulations prescribed. Your Company's Corporate Governance Compliance Certificate dated April 27, 2013 in line with Clause 49 of the Stock Exchange Listing Agreement is given in Annexure 2 forming part of this Report.

Directors' Responsibility Statement

As stipulated in Section 217(2AA) of the Companies Act 1956, your Directors subscribe to the Directors' Responsibility Statement and confirm that:

- The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that period.
- The Directors have taken proper and sufficient care of the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- The Directors have prepared the annual accounts on a going concern basis.

Subsidiary Companies

As required under Accounting Standard 21, Consolidated Financial Statements incorporate the results of the following subsidiary companies, viz. (a) Sasken Network Engineering Limited (b) Sasken Network Solutions Inc., (c) Sasken Communication Technologies Mexico S.A. de C.V. (d) Sasken Communication Technologies (Shanghai) Co. Ltd., (e) Sasken Communication Technologies Oy (f) Sasken Finland Oy (g) Sasken Inc. and (h) Sasken Japan KK.

In terms of the general permission granted by the Central Government to all companies vide General Circular Nos. 2/2011 and 3/2011 dated February 8 and 21, 2011 respectively, the audited Financial Statements along with the reports of the Board of Directors and the Auditors pertaining to the above subsidiaries have not been attached to this Report. The Financial Statements of the said subsidiaries will be kept for inspection by any investor at the registered office of your Company and that of the subsidiary companies. Investors who want to have a copy of the above may write to the Company Secretary at the registered office.

Directors

Dr. G. Venkatesh, Ms. Neeta S. Revankar and Mr. Kiran S. Karnik retire by rotation at the ensuing Annual General Meeting and being eligible offer themselves for re-appointment. The Governance & Nomination Committee of the Board of your Company has recommended their re-appointment for consideration of the Shareholders.

Remuneration payable to Executive Directors is detailed in the notice convening the Annual General Meeting for members' approval.

Conservation of Energy, Technology Absorption and foreign Exchange Outgo

Annexure 3 forming part of this Report gives information in accordance with the provisions of Section 217(1)(e) of the Companies Act, 1956 and with Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 regarding conservation of energy, technology absorption and foreign exchange earnings and outgo.

Directors' Report *(Contd.)*

Compliance with International Standards Organization

ISO 14001:2004

Sasken is compliant with the Environmental Management System Standard - ISO 14001:2004. Sasken is committed to contribute towards environment management, being a responsible corporate member of the communities in which it operates. This reaffirms your Company as a responsible corporate citizen.

ISO / IEC 27001:2005

Sasken adheres to the Information Security Management System - ISO / IEC 27001:2005. This is important for assuring our stakeholders (like Customers, Partners, Vendors, Investors and Employees) of our commitment in protecting their information assets and Intellectual Properties (IPs), as well as sensitizing all employees about importance of confidentiality, integrity and availability of information assets of our stakeholders.

TL 9000 R5.0 / R4.5 (including ISO 9001:2008)

Sasken is compliant with the telecom industry specific Quality Management System Standard - TL 9000 R5.0 / R4.5 which by definition includes the ISO 9001:2008 (QMS - Quality Management System) requirements and in addition telecom domain specific measurement and documentation requirements which helps to maintain consistent quality of deliverables within agreed timelines and budget to its valued customers.

Particulars of Employees

We present abridged accounts under Section 219 of the Companies Act, 1956. Pursuant to the Rules and Forms read with Section 219 of the Companies Act, 1956, the particulars of employees, as required under Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 have not been provided. However, these particulars are available for inspection at the Registered Office of the Company and upon written request from a shareholder, we will arrange to mail these details. It may be noted that such particulars will not include details of employees of the Company posted and working outside India as per the relevant rules.

Deposits

Your Company has neither accepted nor renewed any deposits during the year. As such, no amount of principal and / or interest is outstanding as on the Balance Sheet date.

Auditors

M/s. S.R. Batliboi & Co. auditors of the Company have informed that their firm has been converted into a Limited Liability Partnership with effect from April 1, 2013 and they are now known as M/s. S. R. Batliboi & Co. LLP.

M/s. S.R. Batliboi & Co. LLP, retire at the forthcoming Annual General Meeting and have confirmed their eligibility for re - appointment.

Acknowledgement

Your Directors place on record their appreciation of co - operation and support extended by customers, shareholders, vendors, bankers and all governmental and statutory agencies. Your Directors thank the employees for their valuable contribution during the year and look forward to their continued support.

For and on behalf of the Board of Directors

Place : Bangalore
Date : April 27, 2013

Rajiv C. Mody
Chairman & Managing Director

Annexure to the Directors' Report

Annexure 1

Disclosures under SEBI (Employee Stock Option Scheme & Employee Stock Purchase Scheme), Guidelines 1999

	Description	ESOP 2000	ESOP 2006
1.	Number of Options outstanding as on April 1, 2012	10,242	12,87,700
2.	Number of Options granted during the year	-	50,000
3.	Number of Options vested (but not exercised) cumulative till March 31, 2013	10,242	7,32,200
4.	Number of Options exercised during the year	-	1,18,200
5.	Number of shares arising as a result of exercise of option	-	1,18,200
6.	Number of Options lapsed (due to resignation, etc.) during the year ended March 31, 2013	10,242	3,88,700
7.	Number of Options outstanding as on March 31, 2013	-	8,30,800
8.	Money realized by the exercise of Options (in ₹)	-	63,96,400
9.	Number of Options in force	-	8,30,800

10. Variation of terms of Options - Nil.

    Your Company's buy - back was current during most of the year 2012 - 13 and as per Regulation 19(1)(b) of SEBI (Buy Back of Securities) Regulations, 1998, the Company could not issue any fresh shares till the date of closure of the buy - back. The Exercise Period of 3,50,850 stock options that were due for exercise and were also due to expire during the buy - back period were extended by 3 months from the date of closure of the buy - back with the approval of the Compensation Committee.

11. Pricing formula for the grant:

    Pricing of the Option will be at market price, as may be determined by the Compensation Committee of the Company. The first lot of Options will vest after one year from the date of grant and the subsequent lots will vest thereafter. The Option - holder will have 2 years from the date of vesting to exercise the Options. On the expiry of the exercise period, Options that have not been exercised will lapse and cease to be valid. However, the exercise period can be extended for exceptional cases based on approval by the Compensation Committee.

    Following is a snapshot of Vesting Schedule applied at different grants:

Options granted during	Vesting Schedule	Price Range (₹)
2004 - 05	July 2005 - July 2008	160 - 256
2005 - 06	July 2006 - July 2009	225 - 321
2006 - 07	July 2007 - July 2009 Oct 2007 - Oct 2010 Jan 2008 - Jan 2011	234 - 321 298 - 394 367 - 559
2007 - 08	Apr 2008 - Apr 2011 July 2008 - July 2011 Oct 2008 - Oct 2011	475 - 667 554 - 746 410 - 602
2008 - 09	Apr 2009 - July 2009	120
2009 - 10	April 2010 - Oct 2012	52 - 155
2010 - 11	May 2011 - Oct 2013	188 - 207
2011 - 12	Oct 2012 - July 2014	138
2012 - 13	July 2013 - April 2015	123

12. Details of Options granted to some of the senior managerial personnel during the year under review:

Name	No. of Options	Vesting Schedule	Price (₹)
Ravi Raman	50,000	July 2013 - April 2015	123

13. Employee - wise details of Options granted to:

Other Employees who were in receipt of grants amounting to 5% or more of total Options granted during the year:	Nil
Employees who were granted Options, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant:	Nil

14. Consolidated Diluted Earnings Per Share (EPS) calculated in accordance with the Indian Accounting Standard 20 is ₹13.11 per share.

15. Description of method and significant assumptions used during the year to estimate fair value of Options:

The method applied was the Black - Scholes - Merton formula with the following assumptions:

Particulars	2012 - 13
Average risk free interest rate (%)	8.09
Weighted average expected life of options granted (in years)	2.63
Expected dividend yield (%)	5.39
Volatility (annualized)* (%)	63.82
Weighted average market price (₹)	129.85
Exercise Price (₹)	123.00
Weighted average fair value of the options (₹)	48.31

* Based on historical market price of the Company's shares for the period since listing.

Annexure 2

Corporate Governance Compliance Certificate

To
The Members,
Sasken Communication Technologies Limited

We have examined all the relevant records of **Sasken Communication Technologies Limited,** for the purpose of certifying compliance of the conditions of Corporate Governance, for the year ended on March 31, 2013, as stipulated in Clause 49 of the Listing Agreement of the said Company with stock exchanges. We have obtained all information and explanation which to the best of our knowledge and belief were necessary for the purposes of the certification.

The compliance of the conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to review of the procedures and implementation thereof adopted by the Company for ensuring compliance with the conditions of the Corporate Governance as stipulated in the said Clause.

In our opinion and to the best of our information and according to the explanations given to us and based on the representations made by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the above - mentioned Listing Agreement.

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

For J. Sundharesan & Associates
Company Secretaries

Place : Bangalore
Date : April 27, 2013

J. SUNDHARESAN
Practising Company Secretary
FCS 5229, CP No.5164

Annexure 3

A) Conservation of Energy - Environmental Management System (EMS)

We strive to continue saving energy for the next generations!!

Sasken, with its focus on managing environmental system, has made this its DNA by being environmentally responsible in its workplace. Our employees being important stakeholders have been acting as major 'Change Agents' in supporting initiatives such as:

- 100% compliance to all applicable legislation
- Creating awareness on the consumption of environment's resources through various campaigns
- Recycling and re - using resources in our Business operations
- Promoting environment friendly products

Sasken is committed to achieving high standards of environmental quality and product safety, as well as providing a safe and healthy environment for its employees, contractors and the society.

To create awareness and contribute to conserving the environment, extensive environmental drives were initiated in FY12 - 13, which has attracted huge participation from employees. Under the 'Prakruti Mela' initiative, we encourage our employees to procure environment friendly products that have helped one to understand the importance of natural resource conservation. With an objective to create 'Safety' awareness, personnel, fire and workplace safety workshops were organized. The sessions included tips on how to handle emergency situations and some life saving techniques too.

Sasken provides its employees with the option of using transportation provided by the organization at a subsidized price. Bigger vehicles have been replaced by smaller ones keeping in mind the environmental aspect and reducing carbon footprint. Employees have also chosen to 'Cycle to work' for further contribution to the environment.

We have also successfully carried out various waste recycling programs. A set of guidelines have been put in place by the EMS team to ensure that EMS awareness is driven at the design stage of all hardware and software related projects.

Some of the old equipment, especially chiller plants, were replaced with latest energy efficient chiller plants, bringing down the electricity consumption.

Another highlight has been Sasken's effort to 'Save Paper'. We have implemented multi-functioning devices in all our facilities that enable employees to scan and save the copies instead of only printing. This has significantly brought down the usage of paper in the Company.

Data center has been completely converted into virtualized servers, thereby reducing approximately 1144 kwh per day in data center compared to non-virtualized servers.

Towards the end of the financial year, we implemented the water limiter filter for each tap ensuring reduced water consumption from 7 lts to 2.5 lts per hour, which is significant water saving.

At Sasken, our commitment to continuous improvement on environmental performance is integrated into our programs. This is driven by individual commitment of various team members and strong support from the management.

Our philosophy is ***'Every drop counts, every tree is precious and every watt is valuable. We continue to pledge to take the initiative and make a difference.'***

B) Research & Development and Technology Absorption

The Company continues its focus in Multimedia, Wireless Broadband and Mobile Value Added Services. Your Company has made further inroads into the automotive segment with another Japanese automotive customer for its rear seat entertainment solution. Apart from making the solution compliant to industry standards, your Company has focused on compliance to popular proprietary technologies: Dolby certification is completed for this solution and DivX certification is in process.

Android has made the switch from being a promising emerging technology to being a mainstream Operating System (OS) for handheld devices. Your Company has the reputation of being a leader in the porting of Android and Windows Phone7/8 OS and middleware onto new hardware platforms. The business opportunity also includes upgrading from one version of Android to a newer version, on existing hardware platforms. Your Company has continued to keep pace with the time-to-market demands of the customers, by investing in developing assets and processes to accelerate this task. We are the preferred partners for this domain for all the top 5 application processor companies, 4 of the top 5 handset OEMs and niche product categories like ruggedized devices.

With Microsoft's focus, Windows Phone-7 / 8 is also emerging as a credible alternative to Android. Your Company has strengthened its position in Windows8 activities in ruggedized devices segment and in addition is working closely with its semiconductor partners on Windows8 device driver aspects.

Your Company is closely watching market developments in html5 and new operating systems such as Tizen, Firefox OS for Mobile (also known as B2G) and Sailfish OS from Jolla mobile. Company has started R&D activities and is building up internal competencies on both Tizen and B2G and is working on application enablement on these platforms leveraging Cloud services and new technologies such as WebRTC.

Long Term Evolution (LTE) is gaining traction as the choice for wireless 4G technology. Your Company's investments in the development of an eNodeB (a base station) for this technology are yielding results in terms of being selected as the preferred partner for design services for a reputed protocol stack licensing company. A prototype eNodeB was demonstrated at COMSNET 2012 and Mobile World Congress 2012. An end-to-end solution including multiple UEs (User Equipment), an eNodeB and ePC (evolved Packet Core) implementing a QoS (Quality of Service) policy scheduler was demonstrated. This demonstration also uses another competency that your Company is developing-Deep Packet Inspection (DPI). DPI technology allows the implementation of many innovative applications by analyzing the network protocols that are being used by applications. Your Company is working on solution Accelerators in IMS (Rich Communication suite) and Android Test Frameworks to accelerate the development of service applications for customers.

Your Company's R&D unit in Chennai has obtained the status of 'DSIR Approved R&D center'. The center has commenced activities in Healthcare and Video analytics. The Proof of Concept (PoC) was successfully demonstrated. Based on the PoC evaluations Healthcare solution pilot is planned to commence in hospital at Chennai.

Your Company continued to make progress on VyapaarSEWA™-a pilot initiative in ICT Mobile Value Added Services for Women's Self Help Groups in rural India. The Proof of Concept (PoC) was successfully demonstrated. Based on the PoC evaluations, VyapaarSEWA pilot is planned to commence in Kerala and Tamil Nadu states.

C) Foreign Exchange Earnings and outgo

Amount in ₹ lakhs

Foreign exchange earnings	30,608.58
Foreign exchange expenditure	10,829.12

Corporate Governance

Corporate governance refers to the set of systems, principles and processes by which a company is governed. They provide the guidelines as to how the company can be directed or controlled such that it can fulfil its goals and objectives in a manner that adds to the value of the company and is also beneficial for all stakeholders in the long term. Stakeholders in this case would include everyone ranging from the board of directors, management, shareholders to customers, employees and society. The management of the company hence assumes the role of a trustee for all the others.

At Sasken, the governance standards are upheld through its core values and principles. Your Company continuously strives to maintain the work environment based on its core values - "IRISE" which stands for **I**ntegrity, **R**espect for Individual, **I**nnovation, cu**S**tomer Centricity and **E**xcellence. Such values are an integral part of the Management system and ensure accountability, fairness, integrity and transparency in the dealings, while keeping the whole structure of the Company more responsible towards enhancing the trust of all stakeholders, both internal and external.

Your Company has a Code of Conduct for its employees and Directors and it is available on its website. Your Company has also in place a Policy on Code of Conduct for Prevention of Insider Trading and an Information Security Policy that ensures proper utilization of IT resources.

Your Company is in compliance with the requirements of the guidelines on Corporate Governance stipulated under Clause 49 of the Listing Agreement existing as of March 31, 2013 and presents the following Corporate Governance Report for the year 2012 - 13 based on the said disclosure requirements.

Board of Directors

As on March 31, 2013, the Board of Directors of your Company comprises twelve directors out of which eight are Non - Executive Directors (including six Independent Directors) and four are Executive Directors. An Alternate Director is also on the Board. The Board has an optimum combination of Executive, Non - Executive and Independent Directors with considerable experience in their respective fields. The Chairman of the Board is an Executive Director and manages the day to day affairs of the Company, supported by other Executive Directors. Of the entire Board, 50% of the Directors are "Independent", as defined in Clause 49 of the Listing Agreement.

No Director of the Company is a member in more than 10 committees or acts as Chairman of more than 5 committees across all companies, in which he / she is a director. The names and categories of the Directors on the Board, their other directorships and shareholding in the Company are given below:

Director	Category	Shareholding as of Mar 31, 2013	No. of Directorship held*		Committees†	
			Public	Private	Chairman	Member
Mr. Rajiv C. Mody**	Executive	11,113	3	1	-	-
Dr. Ashok Jhunjhunwala	Independent	8,470	6	-	1	4
Mr. Bansi S. Mehta	Independent	5,929	14	1	4	5
Mr. Bharat V. Patel	Independent	18,200	3	-	-	-
Mr. J. B. Mody**	Non - Executive	7,36,612	4	5	-	1
Prof. J. Ramachandran	Independent	-	4	2	1	3
Mr. Kiran S. Karnik	Independent	-	2	3	-	1
Mr. Pranabh D. Mody**	Non - Executive	3,18,506	3	5	-	-
Mr. Sanjay M. Shah	Independent	8,482	-	3	-	-
Dr. G. Venkatesh	Executive	3,01,092	1	2	-	-
Mr. Krishna J. Jhaveri**	Executive	51,056	-	-	-	-
Ms. Neeta S. Revankar	Executive	67,742	1	-	-	-
Mr. Bharat P. Mehta#	Alt. Director	1,250	3	4	-	-

* Does not include directorships in Sasken, foreign bodies corporate and companies incorporated under Section 25 of the Companies Act, 1956.

** Promoter

† Denotes membership in Audit and Investor Grievance Committees of public limited companies other than Sasken

Mr. Bharat P. Mehta is the son - in - law of Mr. J. B. Mody.

The Board normally meets once in a quarter and additionally as and when required. During the year 2012 - 13, the Board of Sasken met on 5 occasions, i.e. on April 26, 2012, July 23, 2012, October 25, 2012, January 21, 2013 and January 23, 2013. The maximum gap between any two consecutive meetings was not more than 4 months. Quorum was present at all the meetings.

The attendance of the Directors and the sitting fees paid to them for Board / Committee meetings:

Directors	No. of Board meetings during 2012 - 13		Whether attended last AGM held on July 23, 2012	Sitting fee (In ₹ lakhs)
	Held	Attended		
Mr. Rajiv C. Mody	5	5	Yes	-
Dr. Ashok Jhunjhunwala	5	5	Yes	1.40
Mr. Bansi S. Mehta	5	3	Yes	0.70
Mr. Bharat V. Patel	5	3	Yes	0.60
Mr. J. B. Mody	5	-	-	-
Prof. J. Ramachandran	5	3	-	1.20
Mr. Kiran S. Karnik	5	2	Yes	0.30
Mr. Pranabh D. Mody	5	3	Yes	0.60
Mr. Sanjay M. Shah	5	2	Yes	0.20
Dr. G. Venkatesh	5	5	Yes	-
Mr. Krishna J. Jhaveri	5	4	Yes	-
Ms. Neeta S. Revankar	5	5	Yes	-
Mr. Bharat P. Mehta	5	2	Yes	0.20

Tenure

Except three of the Promoter Directors, all other Directors of your Company are liable to retire by rotation. One-third of the said Directors are liable to retire every year and if eligible, offer themselves for re-appointment. The Board has the power to determine tenure of all the executive directors.

Profile

The profile of Directors who are being appointed / re-appointed at the Annual General Meeting is given in annexure forming part of the Notice convening the meeting. The profile of all the Directors is available in the Company's website, viz. www.sasken.com.

Remuneration

The Compensation Committee determines the compensation payable to the Executive Directors, within the overall limits approved by the Members and in accordance with the provisions of the Companies Act, 1956.

(i) Elements of remuneration package of Executive Directors:

The remuneration of the Executive Directors is broken into two parts viz., Fixed Pay and Variable Performance Pay (VPP). Fixed pay is determined by the Compensation Committee within the limits set by the Members. VPP is paid on the basis of performance parameters set for each of the Executive Directors at the beginning of the year, in consultation with the CEO. The Compensation Committee reviews the performance of the Executive Directors. VPP payable to the Executive Directors for the year is determined by the Compensation Committee on the performance of the Directors and also of the Company.

Apart from the remuneration mentioned above, the Executive Directors are not eligible for any other benefits such as commission on net profits, etc. Contribution towards provident and superannuation funds is as per the Company's policy and forms part of the fixed pay. Among the Executive Directors, Dr. G. Venkatesh and Ms. Neeta S. Revankar are eligible for stock options, Mr. Rajiv C. Mody and Mr. Krishna J. Jhaveri being Promoter Directors are not eligible for stock options.

(ii) Elements of remuneration package to Independent / Non-Executive Directors:

The Members have at the Annual General Meeting held on September 19, 2009 approved payment of commission on net profits to the Independent Directors for a period of five years commencing from April 1, 2009 to March 31, 2014 at the rate not exceeding in the aggregate 1% of the net profits of the Company for each financial year as computed under the applicable provisions of the Companies Act, 1956 and such commission be allocated amongst them in such manner as may be decided by the Board of Directors within the limits specified therein.

Towards this end, the Board took into consideration the attendance and contribution made by Independent Directors at Board and certain Committee Meetings as well as the time spent by them on operational matters other than at meetings while arriving at the commission payable to them for the year ended March 31, 2013. No Stock Options were granted to Directors during the year. The following table shows the remuneration paid / payable to the Directors for the year 2012-13:

(₹ in lakhs)

Directors	Fixed Remuneration	Variable Performance Pay	Commission
Mr. Rajiv C. Mody	80.00	-	-
Dr. Ashok Jhunjhunwala	-	-	9.00
Mr. Bansi S. Mehta	-	-	9.00
Mr. Bharat V. Patel	-	-	6.00
Prof. J. Ramachandran	-	-	9.00
Mr. Kiran S. Karnik	-	-	4.00
Mr. Sanjay M. Shah	-	-	2.00
Dr. G. Venkatesh	66.22	-	-
Mr. Krishna J. Jhaveri	42.30	-	-
Ms. Neeta S. Revankar	65.00	-	-

The proposed remuneration to the Executive Directors for the financial year 2013-14 is given in the notice convening the next Annual General Meeting, forming part of this Annual Report.

Board Committees

In order to have a more focussed attention on the affairs of the Company, the Board has formed various committees. These Committees prepare the groundwork for decision making and report at the subsequent Board Meeting. As of March 31, 2013, your Company has the following committees of the Board of Directors:

(a) Audit Committee
(b) Compensation Committee
(c) Share Transfer and Investor Grievance Committee
(d) Governance and Nomination Committee
(e) Strategy, Business and Marketing Review Committee
(f) Technology, Capabilities and HR Committee

Audit Committee

The purpose of this Committee is to ensure the objectivity, credibility and correctness of the Company's financial reporting and disclosure process, internal controls, risk management policies and processes, tax policies, compliance and legal requirements and associated matters. The Audit Committee comprises four Directors, three of whom are Independent Directors.

Mr. Bansi S. Mehta is the Chairman of the Audit Committee. The other members of the Committee are Prof. J. Ramachandran, Dr. Ashok Jhunjhunwala and Mr. Pranabh D. Mody.

The terms of reference are as follows:

1. Regular review of accounts, accounting policies, disclosures, etc.
2. Review of the major accounting entries based on exercise of judgment by management and review of significant adjustments arising out of audit.
3. Qualifications in the draft audit report.
4. Establishing and reviewing the scope of the independent audit including the observations of the auditors and review of the quarterly, half-yearly and annual financial statements before submission to the Board.
5. Conducting post audit discussions with the independent auditors to ascertain any area of concern.
6. Establishing the scope and frequency of internal audit, reviewing the findings of the internal auditors and ensuring the adequacy of internal control systems.
7. To look into reasons for substantial defaults in the payment to depositors, debenture holders, shareholders and creditors.
8. To look into the matters pertaining to the Directors' Responsibility Statement with respect to compliance with Accounting Standards and accounting policies.
9. Compliance with Stock Exchange legal requirements concerning financial statements, to the extent applicable.
10. The Committee shall look into any related party transactions i.e., transactions of the Company of material nature, with promoters or management, their subsidiaries or relatives, etc. that may have potential conflict with the interests of the Company at large.
11. To recommend appointment and remuneration of statutory and internal auditors.
12. To review the functioning of Whistle Blower mechanism.
13. Such other matters as may from time to time be required by any statutory, contractual or other regulatory requirements to be attended to by the Audit Committee.

The Audit Committee met four times during the year, i.e. on April 26, 2012, July 23, 2012, October 25, 2012 and January 21, 2013. The minutes of the meetings are placed before the Board at the succeeding Board Meeting for information. Quorum was present at all the meetings.

Details of attendance at the Committee meetings are given below:

Director	No. of Meetings	
	Held	Attended
Mr. Bansi S. Mehta	4	3
Prof. J. Ramachandran	4	3
Dr. Ashok Jhunjhunwala	4	4
Mr. Pranabh D. Mody	4	3

Mr. Rajiv C. Mody, Chairman & Managing Director, Dr. G. Venkatesh, Whole Time Director and Chief Technology Officer, Ms. Neeta S. Revankar, Whole Time Director & CFO and both the Internal as well as Statutory Auditors of the Company are permanent invitees to the Audit Committee meetings.

Mr. S. Prasad, Company Secretary acts as Secretary to the Committee.

Compensation Committee

This Committee's goal is to ensure that the Company attracts and retains highly qualified employees in accordance with its business plans, that the Company fulfils its ethical and legal responsibilities to its employees, and that management compensation is appropriate.

Prof. J. Ramachandran chairs the Compensation Committee. Dr. Ashok Jhunjhunwala and Mr. Pranabh D. Mody are the members of the Committee.

The terms of reference are as follows:

1. To review performance and determine the remuneration payable to Executive Directors.
2. To determine the number of stock options to be granted under the Company's Employees Stock Option Scheme and administration of the Stock Option Plan.
3. Establishment and administration of employee compensation and benefit plans.
4. Such other matters as may, from time to time, be required by any statutory, contractual or other regulatory requirements to be attended to by the Compensation Committee.

The Compensation Committee met twice during the year, i.e. on April 16, 2012 and on June 22, 2012 with the attendance of Prof. J. Ramachandran and Dr. Ashok Jhunjhunwala. As such the quorum was present at the meeting. The minutes of the meetings are placed before the Board at the succeeding Board Meeting for information. Whenever needed, decisions were also taken by the Committee by circulation process.

Share Transfer and Investor Grievance Committee

The Company has a Share Transfer and Investor Grievance Committee at the Board level inter alia to look into various issues relating to Investor Grievances including transfer and transmission of shares, issue of duplicate share certificates, non-receipt of dividend, Annual Report, etc. The Committee meets to approve share transfers, transmissions and issue of duplicate share certificates from time to time. Members of the Committee are Prof. J. Ramachandran (Chairman), Mr. Rajiv C. Mody and Dr. G. Venkatesh.

The Committee met four times during the year i.e. on April 26, 2012, July 23, 2012, October 25, 2012 and January 21, 2013 to deliberate on the aforesaid matters. The minutes of the meetings are placed before the Board at its succeeding meeting for information. Quorum was present at all the meetings.

Details of the attendance at the Committee meetings are given below:

Director	No. of Meetings	
	Held	Attended
Prof. J. Ramachandran	4	3
Mr. Rajiv C. Mody	4	4
Dr. G. Venkatesh	4	4

The shares of the Company are traded on the Stock Exchanges only in dematerialized form and are automatically transferred on delivery in dematerialized form. To expedite transfer of shares in physical segment, authority has been delegated to the Company Secretary to approve such share transfers.

As on March 31, 2013, there were no share transfers pending. Details of number of shares transferred during the year, time taken for effecting transfers and number of complaints received are given in the "Shareholder Information" section of the Annual Report.

Mr. S. Prasad, Company Secretary acts as the Compliance Officer.

Governance and Nomination Committee

This Committee was constituted on October 21, 2010. The objectives of this Committee are, among other things, to develop the criteria for, and review annually with the Board, the requisite experience, qualifications, skills and characteristics of existing and new directors, as well as the composition of the Board overall, in accordance with the Corporate Governance Practices. The Committee will determine from time to time, whether those are adequate for the Company's needs. The Committee shall also evaluate candidates for nomination to the Board, including those recommended by Members.

The Committee comprises three Independent Directors with Mr. Kiran S. Karnik as Chairman other members being Mr. Bansi S. Mehta and Mr. Bharat V. Patel.

Terms of reference are as follows:

1. Assist the Board by identifying individuals qualified to become Board members and to recommend to the Board, the Director nominees for the next Annual General Meeting of the Company or otherwise for filling casual vacancies arising from time to time, having regard inter-alia to attendance at Board meetings, participation in Board deliberations, etc.
2. Recommend to the Board the Corporate Governance Guidelines as applicable to the Company;
3. Lead the Board in its annual review of the Board's performance;
4. Recommend to the Board members and chairpersons for each committee;
5. Support the Board's endeavour in evaluating the suitability of a director prior to recommending his / her re-appointment by the Shareholders;
6. Guide the Board on corporate governance issues and trends as and when necessary; and
7. Serve in an advisory capacity on matters of organizational and governance structure and the conduct of the Board.

The Committee met once during the year on April 26, 2012 with all members present at the meeting to deliberate on the aforesaid matters. The minutes of the meeting were placed before the Board at its succeeding meeting for information.

Strategy, Business and Marketing Review Committee

This Committee was constituted on October 21, 2010. The main objectives of this Committee are, among other things, to review the Strategic Business Plans, Annual Business Plans of the Company. The Committee comprises three Independent Directors with Prof. J. Ramachandran as Chairman and other members being Dr. Ashok Jhunjhunwala and Mr. Bharat V. Patel.

Terms of reference are as follows:

1. Assist the Board by analyzing and reviewing with the Senior Leadership Team the Strategic Business Plans, Annual Business Plans;
2. Recommend to the Board the adoption of such plans as the Senior Leadership would prepare in consultation with the Committee from time to time;
3. Bring to bear on such plans the best business practices followed by leading companies across the globe relevant to the Company's businesses;
4. Validate on behalf of the Board proposals for (i) new business venture, (ii) any investment in capital of any entity beyond ₹5.00 crores, (iii) any mergers, acquisitions, demergers, (iv) forming new Joint Ventures or wholly owned subsidiary companies and (v) investing in any existing Joint Venture any sum beyond the Board approved limit;

5. Review on an ongoing basis the Capital Budgets and Annual Operating Plans at the end of each half year;
6. Be an aid to the Board in reviewing the performance of the Company, its subsidiaries and joint venture companies for the purposes of Quarterly Business Results.
7. Review with the Senior Management Team on a half yearly basis marketing channels engaged by the Company and advise improvements thereon; and
8. Serve in an advisory capacity on matters of importance on Strategy, Business and Marketing aspects.

The Committee met twice during the year i.e. on October 24, 2012 and on March 21, 2013 to deliberate on the aforesaid matters. The minutes of the meetings are placed before the Board at its succeeding meeting for information. All members were present at both the meetings.

Technology, Capabilities and HR Committee

This Committee was constituted on October 21, 2010. The Committee shall among other things review new technology and strategy initiatives to spur the growth of the Company. The Committee comprises three Independent Directors with Dr. Ashok Jhunjhunwala as Chairman and other members being Mr. Kiran S. Karnik and Prof. J. Ramachandran.

Terms of reference are as follows:

1. Review of new technology being introduced for improving the productivity of employees;
2. Strategic initiatives in development of assets and human resources in new technologies;
3. Review of the competency map of the organization. This could be with reference to verticals like Android, Symbian, etc.;
4. Review of the proficiency profile of the organization in the verticals. Discussions on roadmap;
5. Training efficiency - Number of people delivered per unit time, cost of delivering a trained resource, capacity of training engine;
6. Employee satisfaction indexing and tracking on a periodic basis, say quarterly;
7. Review of attrition data and steps being taken to contain the same. Review of effectiveness of the steps being taken;
8. Recruitment performance - Number of people hired per unit time, cost of hiring a single resource, capacity to hire.

The Committee met twice during the year i.e. on October 24, 2012 and March 21, 2013 to deliberate on the aforesaid matters. The minutes of the meetings are placed before the Board at its succeeding meeting for information. Quorum was present at both the meetings.

Details of the attendance at the Committee meetings are given below:

Director	No. of Meetings	
	Held	Attended
Dr. Ashok Jhunjhunwala	2	2
Prof. J. Ramachandran	2	2
Mr. Kiran Karnik	2	-

Management Discussion and Analysis

Management Discussion and Analysis Report is given separately, forming part of this Annual Report and is in accordance with the requirements laid out in Clause 49 of the Listing Agreement with Stock Exchanges.

General Meetings

Details of last three Annual General Meetings of the Company are given below:

Year	Venue	Date	Time
2012	Registered Office of the Company	July 23, 2012	4.00 p.m.
2011	Registered Office of the Company	July 22, 2011	4.00 p.m.
2010	Registered Office of the Company	July 9, 2010	4.00 p.m.

All Directors, except one attended the last Annual General Meeting held on July 23, 2012.

At each of the above AGMs, special resolutions were passed approving the appointment and / or remuneration to Executive Directors, for the approval of ESOP 2011 Scheme and partial modification of ESOP 2006 Scheme.

Other Disclosures

Related Party Transactions:

None of the Non - Executive Directors have any material pecuniary relationship or transactions with the Company. There is no material transaction with any related party, which requires a separate disclosure. Note No. 33 of Notes to Consolidated Accounts as at March 31, 2013 contains the list of related party relationships and transactions as required by Accounting Standard 18 on Related Party Disclosures issued by the Institute of Chartered Accountants of India.

Details of non - compliance by the company, penalties and strictures imposed on the company by Stock Exchanges or SEBI or any other statutory authority, on any matter related to capital markets, during the last three years:

The Company has complied with the requirements of the Stock Exchanges and SEBI on matters relating to Capital Markets, as applicable from time to time.

Your Company has a Whistle Blower Policy in place. We confirm that no employee of the Company has been denied access to the Audit Committee in respect of any incident covered by the Whistle Blower Policy.

Means of communication:

Following information is displayed at Company's website www.sasken.com from time to time:

1. Financial results at the end of each quarter of the year
2. Relevant Press Releases
3. Company Presentations
4. Transcript of tele - conference with Investor Analysts at the end of each quarter
5. Shareholding Pattern
6. Annual Report

The quarterly audited financial results are published in Financial Express (National daily) and in Udayavani / Kannda Prabha (a Kannada daily). The last four quarterly results were published in the above dailies on April 27, 2012, July 24, 2012, October 26, 2012 and on January 24, 2013.

The audited financial results for the half - year ended September 30, 2012 were sent by post to members of the Company.

All material information about the Company is promptly sent through facsimile to the Stock Exchanges where the Company's shares are listed and released to wire services and the Press for information of the public at large. Besides, the Company disseminates information through Press meets, Analyst meets and through its website.

Communication in connection with buy - back:

With the approval of shareholders, your Company had commenced another buy - back of shares on May 21, 2012 more fully detailed in the Directors' Report. As per SEBI (Buy Back of Securities) Regulations, 1998 your Company communicated to Stock Exchanges and the investors the required information:

- By filing Daily Reports with the Stock Exchanges in respect of the shares bought back;
- Publication of notice in Financial Express, all editions, Jansatta, all editions and Udayavani, Bangalore (a) on a fortnightly basis disclosing the number of shares bought and amount utilized and (b) as and when the Company completed an additional 5% of buy - back.

Code of Conduct

All the Members of the Board and Senior Management personnel have affirmed compliance with the Company's Code of Conduct in respect of the last financial year.

Bangalore
April 27, 2013

Rajiv C. Mody
Chairman & Managing Director

General Shareholder Information

Forthcoming AGM

The next Annual General Meeting of the Company will be held on July 18, 2013 at 4.00 p.m. at the Registered Office of the Company at 139/25, Ring Road, Domlur, Bangalore 560 071.

Tentative Calendar for the financial year April 1, 2013 to March 31, 2014

Quarter ending	Likely Board Meeting Schedule
June 30, 2013	Second fortnight of July 2013
September 30, 2013	Second fortnight of October 2013
December 31, 2013	Second fortnight of January 2014
March 31, 2014	Second fortnight of April 2014
Year ending March 31, 2014	**Likely Shareholder Meeting Schedule**
Annual General Meeting	June - July 2014

Book Closure dates for the purpose of dividend

The Register of Members and Share Transfer Books will remain closed from July 8, 2013 to July 12, 2013 (both days inclusive) to determine the entitlement of shareholders to receive the dividend as may be declared for the year ended March 31, 2013.

Payment of Dividend

Dividend on equity shares as recommended by the Directors for the year ended March 31, 2013, when declared at the forthcoming Annual General Meeting will be paid on or before August 16, 2013:

(a) In respect of shares held in physical form to those members whose names appear on the Company's Register of Members, after giving effect to all valid share transfers in physical form lodged on or before July 6, 2013 with the Company or the Share Transfer Agent - Messrs Karvy Computershare Pvt. Ltd.

(b) In respect of shares held in electronic form, to those "deemed members" whose names appear in the statement of beneficial ownership furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on July 6, 2013.

Listing on Stock Exchanges

Your Company's equity shares are listed on the following stock exchanges:

- BSE Limited (BSE) Scrip Code 532663
- National Stock Exchange of India Ltd. (NSE) Scrip Code SASKEN

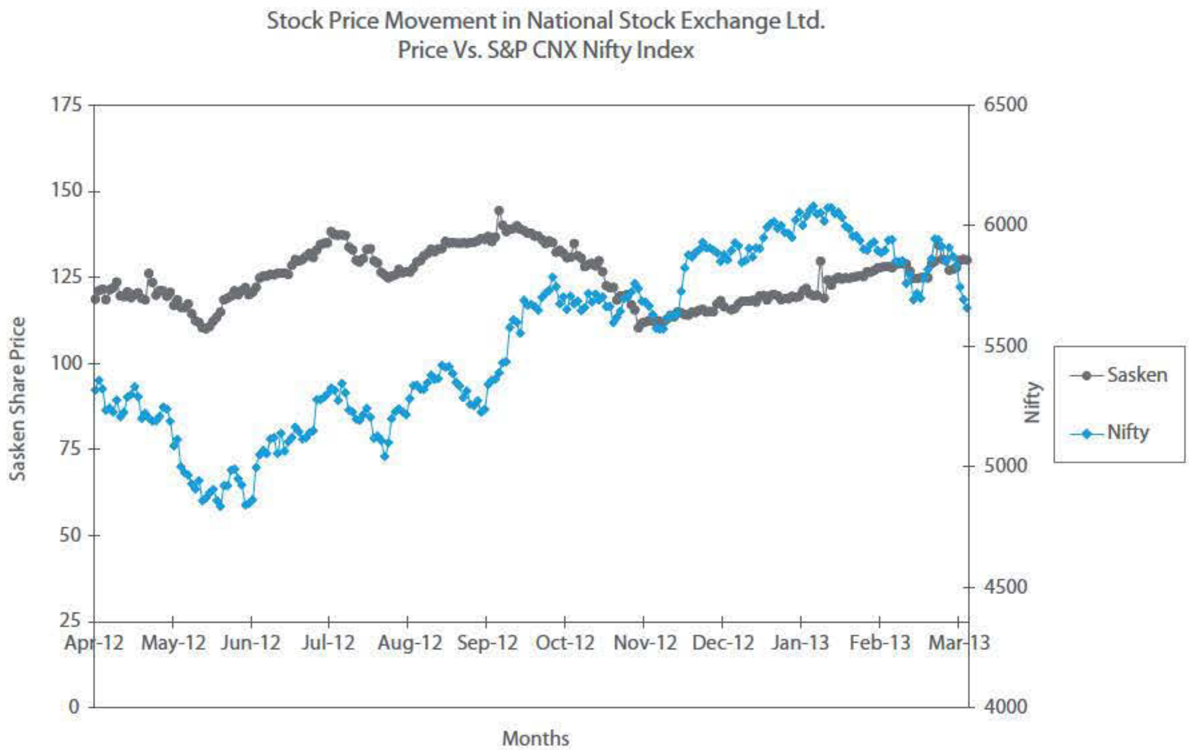
ISIN Number for equity shares INE231F01020

Listing fees for the year 2013 - 14 have been paid to both the Stock Exchanges.

Stock Market Data

The monthly high and low stock quotations during the financial year 2012 - 13 and performance in comparison to broad based indices are given below:

Financial Year 2012 - 13	Price @ NSE during each month (In ₹)		S & P Nifty Index during each month		Price @ BSE during each month (In ₹)		BSE Sensex during each month	
Month	High	Low	High	Low	High	Low	High	Low
Apr - 12	142.10	114.00	5,378.75	5,154.30	131.90	114.10	17,664.10	17,010.16
May - 12	122.70	107.35	5,279.60	4,788.95	122.45	108.50	17,432.33	15,809.71
Jun - 12	133.65	118.65	5,286.25	4,770.35	133.00	118.55	17,448.48	15,748.98
Jul - 12	142.80	123.40	5,348.55	5,032.40	141.75	123.00	17,631.19	16,598.48
Aug - 12	137.30	122.65	5,448.60	5,164.65	137.20	114.00	17,972.54	17,026.97
Sep - 12	151.95	133.20	5,735.15	5,215.70	151.90	134.00	18,869.94	17,250.80
Oct - 12	139.85	118.15	5,815.35	4,888.20	139.35	117.50	19,137.29	18,393.42
Nov - 12	124.85	109.15	5,885.25	5,548.35	124.80	110.00	19,372.70	18,255.69
Dec - 12	126.00	113.30	5,965.15	5,823.15	124.00	113.15	19,612.18	19,149.03
Jan - 13	142.60	116.80	6,111.80	5,935.20	138.00	117.00	20,203.66	19,508.93
Feb - 13	132.40	122.80	6,052.95	5,671.90	132.00	123.65	19,966.69	18,793.97
Mar - 13	137.50	121.30	5,971.20	5,604.85	138.00	123.50	19,754.66	18,568.43



Investor Correspondence

The Company Secretary
Sasken Communication Technologies Limited,
139/25, Ring Road, Domlur,
Bangalore 560 071.
Tel: 080 6694 3000 Extn. 4906
Fax: 080 3981 3329 / 2535 1309
Email: investor@sasken.com

Registrar and Share Transfer Agent

(For share transfers and other communication relating to share certificates, dividend and change of address)

Karvy Computershare Pvt. Ltd.
Plot No.17 - 24, Vittalrao Nagar,
Madhapur,
Hyderabad 500 081.
Tel: 040 4465 5000
Fax: 040 2342 0814
Contact Person: Mr. K. S. Reddy, Asst. Gen. Manager
Email: einward.ris@karvy.com

Distribution of Shareholding as on March 31, 2013

No. of equity shares held	No. of shareholders	% of shareholders	No. of shares held	% of shareholding
1 - 5,000	29,075	93.87	24,67,113	11.72
5,001 - 10,000	916	2.95	7,04,112	3.35
10,001 - 20,000	457	1.47	6,81,522	3.24
20,001 - 30,000	167	0.54	4,22,845	2.01
30,001 - 40,000	67	0.22	2,36,325	1.12
40,001 - 50,000	50	0.16	2,29,190	1.09
50,001 - 1,00,000	95	0.31	6,82,431	3.24
1,00,001 & Above	150	0.48	1,56,25,988	74.23
Total	**30,977**	**100.00**	**2,10,49,526**	**100.00**

Shareholding Pattern as at March 31, 2013

Category	No. of shares	%
Promoters & Promoter Group	77,10,397	36.63
Financial Institutions / Banks	1,600	0.01
Foreign Institutional Investors	2,59,610	1.23
Bodies Corporate	20,84,400	9.90
Trust	11,000	0.05
Non Resident Indians & Foreign Nationals	12,60,578	5.99
Directors & Relatives (other than Promoter Directors)	4,14,179	1.97
Indian Public & Others	93,07,762	44.22
Total	**2,10,49,526**	**100.00**

Details of complaints:

Description	Received	Cleared
Non receipt of Dividend / Annual Report	27	27

There are no valid requests pending for share transfers as at March 31, 2013.

Details of Shares held in Suspense Account

Your Company went in for IPO during August 2005 and the shares were allotted to the applicants on August 31, 2005. When the IPO concluded, there were 838 cases involving 32,962 shares, which could not be transferred to investors due to reasons such as incomplete / wrong / invalid Demat Account details, etc. With persistent follow up and reminders, we were able to identify and transfer most of the shares. As at March 31, 2012 there were 27 cases involving 675 shares that remained unclaimed. There has been no change in the position during the year ended March 31, 2013, viz. 27 cases involving 675 unclaimed shares. The unclaimed shares are kept in a separate Suspense Account and will be transferred to the rightful holders as and when they approach the Company. Our efforts to locate the rightful owners will continue. The voting rights on these shares shall remain frozen till the rightful owners of such shares claim the shares.

Other information useful for Shareholders

During the year, the Company approved 2 requests for transfer of 1,950 shares in physical segment. Share transfer requests are acted upon within 7-10 days of receipt at the Registered Office / Registrar. In case no response is received within 15 days of lodgement of transfer request, the lodger may write to the Company with full details so that necessary action could be taken to safeguard interests of the concerned against any possible loss / interception during postal transit. As mandated by the Listing Agreement, the Company has designated investor@sasken.com as the exclusive e-mail ID for redressal of investor complaints. Investors are urged to make use of this facility.

Dematerialization requests duly completed in all respects are normally processed within 7 days from the date of their receipt.

National Electronic Clearing Service / Mandates / Bank Details

Shareholders may note that Bank Account details given by them to their Depository Participants would be used for payment of dividend under National Electronic Clearing Service facility. Shareholders desirous of modifying these instructions may write to the Share Transfer Agent, Karvy Computershare Pvt. Ltd. Hyderabad (for shares held in physical form) or to their respective Depository Participants (for shares held in electronic form), as early as possible and in any case before the date of next Annual General Meeting.

Unclaimed Dividends/IPO Refund Order Account

Under the provisions of the Companies Act, 1956, any dividend amount that remains unclaimed in the Unpaid Dividend Account of the Company for a period of seven years from the date of its transfer to the said account, has to be transferred to the Investor Education and Protection Fund (IEPF) administered by the Central Government. As regards the dividend declared at the Annual General Meeting held on June 10, 2005 remaining unclaimed was transferred to IEPF within the due date.

During the year, the unclaimed amount that was lying with IPO Refund Order Account was also transferred to the IEPF at the end of seven years. Once the transfer to IEPF is complete, no claims shall lie against the IEPF or the Company for the amount of dividend nor shall any payment be made in respect of such claims. Members who have not encashed the dividend warrants issued on any date after June 17, 2006 may write to the Company and follow the procedure for claiming the amount.

Dematerialization of Shares

Equity Shares of the Company can be traded on the Stock Exchanges only in dematerialized form and at present 97% of the shares of the Company are held in demat form. Considering the advantages of scripless trading including enhanced marketability of the shares, shareholders holding shares in physical form are requested to consider dematerializing their shareholding so as to avoid inconvenience in future.

General

(a) Shareholders holding shares in physical form are requested to notify the Company / Registrar in writing, any change in their address and / or Bank Account details under the signature of sole / first joint holder. Beneficial owners of shares in demat form are requested to send their instructions regarding change of name, change of address, bank details, nomination, power of attorney, etc. directly to their Depository Participants (DP) as the same are maintained by the DP.

(b) Non-resident shareholders are requested to notify at the earliest:
- change in their residential status on return to India for permanent settlement;
- particulars of their NRE Bank Account with a bank in India, if not furnished earlier;
- Email address, if any, to the Company / Registrar,

(c) In case of loss / misplacement of share certificates, investors should immediately lodge an FIR / Complaint with the police and inform the Company / Registrar along with copy of FIR / acknowledged copy of complaint.

(d) For expeditious transfer of shares, shareholders should fill in complete and correct particulars in the transfer deed. Wherever applicable, registration number of Power of Attorney should also be quoted in the transfer deed at the appropriate place.

(e) Shareholders are requested to maintain with them the record of their specimen signature before lodgement of shares with the Company to obviate possibility of difference in signature at a later date.

(f) Shareholder(s) of the Company who have multiple accounts in identical name(s) or holding more than one Share Certificate in the same name under different Ledger Folio(s) are requested to write to the Company for consolidation of such Folio(s) with the relevant share certificates.

(g) Nomination in respect of shares - Section 109A of the Companies Act, 1956 provides facility for making nominations by shareholders in respect of their holding of shares. Such nomination greatly facilitates transmission of shares from the deceased shareholder to his / her nominee without having to go through the process of obtaining Succession Certificate / Probate of the Will, etc. It would therefore be in the best interests of the shareholders holding shares in physical form registered as a sole holder to make such nominations. Please write to the Company Secretary for a nomination form.

(h) Shareholders holding shares in demat form are advised to contact their DP for making nominations.

(i) Some of the shareholders have not yet exchanged their old share certificates for the new ones, necessitated on the consolidation of the capital effected by the Company in July 2004 (i.e. consolidation of two old shares of ₹5 each into one new share of ₹10). Such holders are advised to send the old share certificates immediately. If the share certificates are brought in-person for exchange, the new share certificates will be provided on the spot. If the share certificates are sent by post, the new share certificates will be sent under Registered Post immediately on receipt of the old share certificates. It is needless to mention that the old share certificate(s) cannot be submitted for dematerialization.

(j) Shareholders are requested to quote their E-mail IDs, Telephone / Fax numbers for prompt reply to their communication.

(k) We solicit suggestions for improving the investor services.

Green Initiative

As part of the Go Green Initiative in Corporate Governance, the Ministry of Corporate Affairs ("MCA"), Government of India has, through its Circulars bearing No. 17/2011 and 18/2011, dated 21st and 29th April, 2011 respectively, permitted companies in India to send official documents to their shareholders electronically. Clause 32 of the Listing Agreement with the Stock Exchanges inter alia permits companies to provide soft copy of full Annual Report, notices etc.("Official documents") to all those shareholders who have registered their email address for the purpose.

Accordingly, we are sending all Official documents to shareholders to the email addresses shared with their depositories. This email will have a link to our website **(www.sasken.com)** where the Official documents are hosted. We request the shareholders to update their email address by sending us an email at **memberemail@sasken.com** quoting their DP ID and Client ID or to their depository participant directly so that the Official documents can be sent to them electronically.

If in future shareholders, desire to receive in physical form, they may inform the Company by writing to the Secretarial department or to **memberemail@sasken.com** and upon receipt, a copy will be sent to them free of cost.

It is our endeavor to save the precious natural resources and achieve 100% environment friendly initiative taken by the MCA to save trees and preserve environment. Many of the shareholders have supported us in this initiative and we look forward to the continued support and co-operation of all the shareholders in dematerializing their holding as well as updating their email address with the respective depositories / Company.

The Year at a Glance - Consolidated (Non GAAP)

For the year	March 31, 2013		March 31, 2012	
	₹ lakhs	K US $	₹ lakhs	K US $
Exports	32,430.93	61,069.61	35,149.69	74,191.44
Domestic Sales	15,052.15	28,344.20	16,846.14	35,557.62
Other Income and Exchange Gain / (Loss)	1,764.33	3,322.35	2,640.99	5,574.41
Profit Before Interest, Taxes, Depreciation and Amortization (PBIDTA)	4,191.33	7,892.55	7,649.59	16,146.20
PBIDTA as a Percentage of Revenue	9%	9%	15%	15%
Profit / (Loss) Before Taxes (PBT)	3,972.87	7,481.18	7,994.79	16,874.83
Profit / (Loss) After Tax (PAT)	3,195.93	6,018.15	6,400.80	13,510.35
Earnings Per Share … Basic (in ₹ / US $)[1]	13.26	0.25	24.82	0.52
Earnings Per Share … Diluted (in ₹ / US $)[1]	13.11	0.25	24.44	0.52
Equity Dividend Percentage (including Interim Dividend)	70%	70%	70%	70%
Equity Dividend Amount (including Interim Dividend)	1,540.72	2,901.28	1,814.90	3,830.76
Investment in Fixed Assets (Gross)	552.73	1,017.92	2,184.73	4,294.73
PBT as a Percentage of Average Net Worth	9%	9%	18%	18%
PAT as a Percentage of Average Net Worth	7%	7%	14%	14%
Revenue Per Person Year[2]	17.96	33.83	16.39	34.59
At the end of the year				
Total Assets	42,191.36	77,700.49	46,321.91	91,059.39
Fixed Assets (net)	12,298.72	22,649.58	13,578.54	26,692.63
Working Capital	14,889.48	27,420.77	15,066.58	29,617.81
Investment	13,914.25	25,624.77	16,669.59	32,769.00
Other Assets	1,088.91	2,005.37	1,007.20	1,979.95
Total Debt	234.48	431.82	374.83	736.84
Net Worth	41,956.88	77,268.67	45,947.08	90,322.55

[1] Face value of ₹10 per share

[2] Quarterly average of all employees including the support staff, numbers are in ₹ lakhs & US $

Notes : 1) To facilitate comparison figures in US $ have been arrived at by converting Rupee figures as follows:

- at the average conversion rate for all revenue items
- at the closing rate for all Balance Sheet items

2) Previous year figures have been re-grouped / re-arranged, wherever necessary to conform to the current year's presentation.

Financial Performance - A Seven Year Snapshot

In Retrospect – Consolidated (Non GAAP)

Amount in ₹ lakhs

Particulars	2006-07	2007-08	2008-09	2009-10	2010-11	2011-12	2012-13
(1) Revenue Account							
Sales / Revenue	47,712.90	57,017.71	69,781.33	57,419.31	54,637.97	51,995.83	47,483.08
PBIDTA	7,575.97	7,919.37	16,380.39	10,187.66	9,605.19	7,649.59	4,191.33
Provision for Diminution in Value of Investments	-	-	117.71	(85.35)	(45.30)	-	-
Depreciation & Amortization	2,669.96	4,178.50	3,739.02	3,166.01	3,216.58	2,235.43	1,941.45
PBIT & Exceptional Item	4,906.01	3,740.87	12,523.66	7,107.00	6,433.91	5,414.16	2,249.88
Other Income	974.68	2,342.66	(3,539.51)	2,446.58	1,800.22	2,640.99	1,764.33
Interest	447.22	402.58	381.77	261.35	113.35	60.36	41.34
Exceptional Item	-	-	1,519.70	-	-	-	-
Profit / (Loss) Before Tax (PBT)	5,433.47	5,680.95	7,082.68	9,292.23	8,120.78	7,994.79	3,972.87
Income Tax (Including withholding taxes and FBT)	1,006.53	1,742.52	2,852.27	1,740.50	792.59	1,593.99	776.94
Profit / (Loss) After Tax (PAT)	4,426.94	3,938.43	4,230.41	7,551.73	7,328.19	6,400.80	3,195.93
Dividend	1,140.01	1,142.43	1,084.44	1,636.36	1,845.42	1,795.05	1,540.72
(2) Capital Account							
Share Capital	2,850.01	2,856.08	2,711.11	2,711.11	2,618.58	2,601.13	2,095.99
Share Application Money	-	-	-	132.00	150.54	13.26	30.16
Reserves and Surplus	39,325.14	43,027.73	45,579.20	49,515.01	39,884.97	43,332.69	39,830.73
Loan Funds	9,184.98	8,764.22	6,372.01	3,405.52	1,249.23	374.83	234.48
Deferred Tax Liability	7.10	-	-	-	-	-	-
Gross Block (Incl. Capital Work in Progress & Capital Advances)	42,258.91	45,980.74	49,910.27	48,353.55	48,634.42	49,073.88	49,164.20
Net Block (Incl. Capital Work in Progress & Capital Advances)	29,955.38	30,723.30	31,978.03	28,930.27	13,401.63	13,578.54	12,298.72
Capitalized Software Product Costs (net of amortization)	3,327.36	2,123.62	-	-	-	-	-
Investment	3,680.58	2,664.05	2,019.98	15,906.60	14,872.48	16,669.59	13,914.25
Deferred Tax Asset	62.98	125.30	216.66	404.51	828.00	1,007.20	1,088.91
Net Current Assets	14,340.93	19,011.76	20,447.65	10,522.26	14,801.21	15,066.58	14,889.48
(3) Other Information							
Total number of Shareholders	21,305	39,150	45,808	39,034	36,026	35,818	30,977

Financial Performance - A Seven Year Snapshot *(Contd.)*

In Retrospect - Consolidated (Non GAAP)

	Particulars	2006-07	2007-08	2008-09	2009-10	2010-11	2011-12	2012-13
4)	**Ratios**							
(a)	**Profitability / Efficiency**							
	Operating Turnover / Total Income (%)	98%	96%	105%	96%	97%	95%	96%
	PBIDTA / Total Turnover (%)	16%	13%	25%	17%	17%	14%	9%
	EBITDA / Operating Turnover	16%	14%	23%	18%	18%	15%	9%
	PBIT & Exceptional Items / Total Turnover (%)	10%	6%	19%	12%	11%	10%	5%
	PBT / Total Turnover (%)	11%	10%	11%	16%	14%	15%	8%
	PAT / Total Turnover (%)	9%	7%	6%	13%	13%	12%	6%
	Return on Average Net Worth (%) (PAT / Average Net Worth) (%)	11%	9%	9%	15%	15%	14%	7%
	Return on Average Capital Employed (pre-tax) (%) (PBT + Interest) / (Average Capital Employed)	13%	14%	16%	19%	17%	18%	9%
	Return on Average Capital Employed (post-tax) (%) (PAT + Interest) / (Average Capital Employed)	11%	10%	10%	16%	16%	15%	7%
	Sales to Average Net Working Capital	4.2	3.4	3.5	3.7	4.3	3.5	3.2
	Total Revenues to Average Total Assets	1.1	1.1	1.3	1.0	1.1	1.2	1.1
	Fixed Assets Turnover	2.4	1.9	2.2	2.0	4.1	3.8	3.9
(b)	**Liquidity**							
	Net Working Capital to Total Assets	0.3	0.3	0.4	0.2	0.3	0.3	0.4
	Average Collection Period (Days)	67	78	73	62	65	73	73
	Current Ratio	2.8	2.8	2.5	1.9	2.4	2.6	2.8
(c)	**Leverage**							
	Debt-Equity Ratio	0.2	0.2	0.1	0.1	0.0	0.0	0.0
	Interest Cover	11.0	9.3	32.8	27.2	56.8	89.7	54.4
	Total Assets / Net Worth	1.2	1.2	1.1	1.1	1.0	1.0	1.0
(d)	**Growth**							
	Growth in Operational Turnover (%)	55%	20%	22%	-18%	-5%	-5%	-9%
	Growth in PBITDA (%)	57%	5%	107%	-38%	-6%	-20%	-45%
	Net Profit Growth (%)	93%	-11%	7%	79%	-3%	-13%	-50%

Independent Auditors' Report

To the Members of Sasken Communication Technologies Limited

Report on the Financial Statements

We have audited the accompanying financial statements of Sasken Communication Technologies Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2013, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with accounting principles generally accepted in India, including the Accounting Standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

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

(a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2013;

(b) in the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and

(c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of Section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by Section 227(3) of the Act, we report that:
   (a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
   (b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
   (c) The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
   (d) In our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956;
   (e) On the basis of written representations received from the directors as on March 31, 2013, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2013, from being appointed as a director in terms of clause (g) of sub-section (1) of Section 274 of the Companies Act, 1956.

For S.R. Batliboi & Co. LLP
Chartered Accountants
Firm Registration Number: 301003E

per Navin Agrawal
Partner
Membership No.: 56102

Place: Bangalore
Date: April 27, 2013

Annexure to the Auditors' Report

The Annexure referred to in our report to the members of Sasken Communication Technologies Limited ('the Company') for the year ended March 31, 2013. We report that:

(i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) All fixed assets have not been physically verified by the management during the year but there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.

(c) There was no disposal of a substantial part of fixed assets during the year.

(ii) In our opinion and according to the information and explanations given to us, in view of the nature of activities of the Company, the provisions of Clause 4(ii) relating to inventory is not applicable to the Company.

(iii) (a) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under Section 301 of the Companies Act, 1956. Accordingly, the provisions of clause 4(iii)(a) to (d) of the Order are not applicable to the Company and hence not commented upon.

(b) According to information and explanations given to us, the Company has not taken any loans, secured or unsecured, from companies, firms or other parties covered in the register maintained under Section 301 of the Companies Act, 1956. Accordingly, the provisions of clause 4(iii)(e) to (g) of the Order are not applicable to the Company and hence not commented upon.

(iv) In our opinion and according to the information and explanations given to us, as represented by the management that some items are of a special nature for which alternative quotations cannot be obtained there is an adequate internal control system commensurate with the size of the Company and the nature of its business, for the purchase of fixed assets and for the sale of software products and services. The activities of the Company do not involve purchase of inventory and the sale of goods. During the course of our audit, we have not observed any major weakness or continuing failure to correct any major weakness in the internal control system of the Company in respect of these areas.

(v) In our opinion, there are no contracts or arrangements that need to be entered in the register maintained under Section 301 of the Companies Act, 1956.

(vi) The Company has not accepted any deposits from the public.

(vii) In our opinion, the Company has an internal audit system commensurate with the size and nature of its business.

(viii) To the best of our knowledge and as explained, the Central Government has not prescribed maintenance of cost records under clause (d) of sub-section (1) of Section 209 of the Companies Act, 1956 for the software products and services of the Company.

(ix) (a) The Company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, investor education and protection fund, employees' state insurance, income-tax, sales-tax, wealth-tax, service tax, customs duty, excise duty, cess and other material statutory dues applicable to it.

(b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, investor education and protection fund, employees' state insurance, income-tax, wealth-tax, service tax, sales-tax, customs duty, excise duty, cess and other undisputed statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.

(c) According to the records of the Company, the dues outstanding of income-tax, sales-tax, wealth-tax, service tax, customs duty, excise duty and cess on account of any dispute, are as follows:

Name of the Statute	Nature of Dues	Amount (₹ In lakhs)	Period	Forum where dispute is pending
Income Tax Act, 1961	Income taxes	54.03	AY 1999-00	Karnataka High Court
Income Tax Act, 1961	Income taxes	6.55	AY 1999-00	Pending appeal with Supreme Court
Income Tax Act, 1961	Income taxes	17.69	AY 2000-01	Karnataka High Court
Income Tax Act, 1961	Income taxes	2.39	AY 2000-01	Pending appeal with Supreme Court
Income Tax Act, 1961	Income taxes	70.57	AY 2001-02	Karnataka High Court
Income Tax Act, 1961	Income taxes	185.92	AY 2002-03	CIT (Appeals)
Income Tax Act, 1961	Income taxes	34.94	AY 2003-04	Karnataka High Court
Income Tax Act, 1961	Income taxes	45.78	AY 2004-05	CIT (Appeals)
Income Tax Act, 1961	Income taxes	418.49	AY 2005-06	CIT (Appeals)
Income Tax Act, 1961	Income taxes	217.97	AY 2006-07	Income Tax Appellate Tribunal
Income Tax Act, 1961	Income taxes	178.97	AY 2006-07	Karnataka High Court
Income Tax Act, 1961	Income taxes	35.33	AY 2006-07	CIT (Appeals)
Income Tax Act, 1961	Income taxes	579.13	AY 2008-09	Income Tax Appellate Tribunal
Income Tax Act, 1961	Income taxes	24.35	AY 2009-10 & AY 2010-11	Income Tax Appellate Tribunal
KST Act, 1957	KST	157.01	FY 2004-05	JCCT (Appeals)
KST Act, 1957	KST	118.72	FY 2004-05	Karnataka Appellate Tribunal
Finance Act, 1994	Service Tax	2,592.94	FY 2005-07	CESTAT
Canadian Income Tax Laws	Income Tax for Branches	524.57	FY 2000-01 to 2007-08	Canadian Revenue Agency
Canadian Income Tax Laws	Income Tax for Branches	133.57	FY 2000-01 to 2007-08	Ministry of Revenue, Ontario
Canadian Income tax Laws	Income Tax for Branches	1.41	FY 2010-11	Canadian Revenue Agency
Canadian Income tax Laws	Income Tax for Branches	2.22	FY 2011-12	Canadian Revenue Agency
Total		**5,402.55**		

Of the above, ₹950.27 lakhs has been deposited under protest.

(x) The Company has no accumulated losses at the end of the financial year and it has not incurred cash losses in the current and immediately preceding financial year.

Annexure to the Auditors' Report *(Contd.)*

(xi) Based on our audit procedures and as per the information and explanations given by the management, we are of the opinion that the Company has not defaulted in repayment of dues to a financial institution or bank. The Company did not have any outstanding debentures during the year.

(xii) According to the information and explanations given to us and based on the documents and records produced to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.

(xiii) In our opinion, the Company is not a chit fund or a nidhi / mutual benefit fund / society. Therefore, the provisions of clause 4(xiii) of the Companies (Auditor's Report) Order, 2003 (as amended) are not applicable to the Company.

(xiv) In our opinion, the Company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly, the provisions of clause 4(xiv) of the Companies (Auditor's Report) Order, 2003 (as amended) are not applicable to the Company.

(xv) According to the information and explanations given to us, the Company has given guarantee for loans taken by others from bank or financial institutions, the terms and conditions whereof, in our opinion, are not prima-facie prejudicial to the interest of the Company.

(xvi) The Company did not have any term loans outstanding during the year.

(xvii) According to the information and explanations given to us and on an overall examination of the Balance Sheet, we report that no funds raised on short - term basis have been used for long - term investment.

(xviii) During the year the Company has not made preferential allotment of shares to parties and companies covered in the register maintained under Section 301 of the Act.

(xix) The Company did not have any outstanding debentures during the year.

(xx) The Company has not raised any money through a public issue during the year.

(xxi) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and as per the information and explanations given by the management, we report that no fraud on or by the Company has been noticed or reported during the year.

For S.R. Batliboi & Co. LLP
Chartered Accountants
Firm Registration Number: 301003E

per Navin Agrawal
Partner
Membership No.: 56102

Place : Bangalore
Date : April 27, 2013

Report of the Independent Auditor on the Abridged Financial Statements

To the Board of Directors of Sasken Communication Technologies Limited

The accompanying abridged financial statements, which comprise the abridged Balance Sheet as at March 31, 2013, the abridged Statement of Profit and Loss and abridged Cash Flow Statement for the year then ended, and related notes, are derived from the audited financial statements of Sasken Communication Technologies Limited ('the Company') as at and for the year ended March 31, 2013. We expressed an unmodified audit opinion on those financial statements in our report dated April 27, 2013.

The abridged financial statements do not contain all the disclosures required by the accounting principles generally accepted in India, including the Accounting Standards referred to in sub - section (3C) of Section 211 of the Companies Act, 1956 ("the Act"). Reading the abridged financial statements, therefore, is not a substitute for reading the audited financial statements of the Company.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of a summary of the audited financial statements in accordance with the Accounting Standards referred to in sub - section (3C) of Section 211 of the Companies Act, 1956 ("the Act") and accounting principles generally accepted in India.

Auditor's Responsibility

Our responsibility is to express an opinion on the abridged financial statements based on our procedures, which were conducted in accordance with Standard on Auditing (SA) 810, "Engagements to Report on Summary Financial Statements" issued by the Institute of Chartered Accountants of India.

Opinion

In our opinion, the abridged financial statements derived from the audited financial statements of the Company as at and for the year ended March 31, 2013 are a fair summary of those financial statements, in accordance with the Accounting Standards referred to in sub - section (3C) of Section 211 of the Companies Act, 1956 ("the Act") and accounting principles generally accepted in India.

For S.R. Batliboi & Co. LLP
Chartered Accountants
Firm Registration Number: 301003E

per Navin Agrawal
Partner
Membership No.: 56102

Place : Bangalore
Date : April 27, 2013

Abridged Balance Sheet

Amount in ₹ lakhs

	As at March 31, 2013	As at March 31, 2012
I. EQUITY AND LIABILITIES		
(1) Shareholders' Funds		
(a) Paid up, Equity Share Capital	2,095.99	2,601.13
(b) Reserves and Surplus		
(i) Capital Reserve	132.00	132.00
(ii) Capital Redemption Reserve	875.36	361.17
(iii) Securities Premium Account	6,202.40	12,061.21
(iv) Employee Stock Options Outstanding (Net of deferred compensation cost)	482.57	664.88
(v) General Reserve	2,136.20	2,289.92
(vi) Hedging Reserve	213.87	(592.06)
(vii) Surplus in Statement of Profit and Loss	24,794.52	23,236.08
(c) Money received against Share Warrants	-	-
(2) Share Application Money Pending Allotment	30.16	13.26
(3) Non-Current Liabilities		
(a) Long Term Provisions	600.37	158.84
(4) Current Liabilities and Provisions		
(a) Trade Payables	2,491.50	3,445.62
(b) Other Current Liabilities	884.44	764.32
(c) Short Term Provisions	2,792.19	3,291.86
Total	**43,731.57**	**48,428.23**
II. ASSETS		
(1) Non Current Assets		
(a) Fixed Assets		
(i) Tangible Fixed Assets (Original Cost less Depreciation)	5,324.09	6,005.89
(ii) Intangible Fixed Assets (Original Cost less Amortization)	115.99	265.51
(iii) Capital Work-in-Progress (Including Intangible Assets under Development)	25.27	0.72
(b) Non Current Investments		
(i) In Subsidiary Companies / Joint Ventures-Unquoted	7,613.56	7,613.56
(ii) Others	-	-
(c) Deferred Tax Asset (net)	916.82	832.12
(d) Long Term Loans and Advances		
(i) To Subsidiary Companies	2,783.64	1,692.15
(ii) To Others	4,822.75	3,967.13
(e) Other Non Current Assets	-	150.00
(2) Current Assets		
(a) Current Investments		
(i) Unquoted	10,849.41	14,219.36
(b) Inventories	167.14	129.47
(c) Trade Receivables	6,341.08	8,060.75
(d) Cash and Bank Balances		
(i) Cash & Cash Equivalents	1,459.83	1,133.04
(ii) Other Bank Balances	18.74	1,324.13
(e) Short Term Loans and Advances		
(i) To Subsidiary Companies	164.34	152.25
(ii) To Others	1,603.40	1,667.71
(f) Other Current Assets	1,525.51	1,214.44
Total	**43,731.57**	**48,428.23**

Notes to Abridged Financial Statements form an integral part of Abridged Financial Statements.

As per our report on the Abridged Financial Statements of even date.

For S.R. Batliboi & Co. LLP
Firm Registration Number: 301003E
Chartered Accountants

per Navin Agrawal
Partner
Membership No.: 56102

Place : Bangalore
Date : April 27, 2013

For and on behalf of the Board of Directors of
Sasken Communication Technologies Limited

Rajiv C. Mody
Managing Director

G. Venkatesh
Whole Time Director

Neeta S. Revankar
Whole Time Director &
Chief Financial Officer

S. Prasad
Company Secretary

Abridged Statement of Profit and Loss

Amount in ₹ lakhs

		For the Year Ended March 31, 2013	For the Year Ended March 31, 2012
I.	**Income**		
	Revenue from Operations:		
	(a) Software Products	1,384.14	2,671.62
	(b) Software Services	34,887.07	36,137.02
	Net revenue from Operations	**36,271.21**	**38,808.64**
II.	**Other Income**	**2,243.52**	**2,344.63**
III.	**Total Income (I+II)**	**38,514.73**	**41,153.27**
IV.	**Expenditure**		
	(a) (Increase) / Decrease of Work - in - Progress	(37.67)	(34.38)
	(b) Employee Benefits Expense	24,568.63	24,204.14
	(c) Depreciation and Amortization Expense	1,187.80	1,756.65
	(d) Other Expenses	8,724.49	8,679.33
	Total Expenditure (a to d)	**34,443.25**	**34,605.74**
V.	**Profit Before Exceptional Item and Tax (III - IV)**	**4,071.48**	**6,547.53**
VI.	**Exceptional Item (refer Note 3(a))**	**-**	**1,550.00**
VII.	**Profit Before Tax (V - VI)**	**4,071.48**	**4,997.53**
VIII.	**Provision for Taxation**		
	(a) Current Tax	758.00	1,411.05
	(b) Deferred Tax (credit)	(84.69)	(204.09)
	(c) Minimum Alternate Tax Credit entitlement	(206.54)	-
	Total (a to c)	**466.77**	**1,206.96**
IX.	**Profit After Tax (VII - VIII)**	**3,604.71**	**3,790.57**
X.	**Earning Per Share**		
	Earnings Per Equity Share (EPS) in Rupees (Equity Share par value ₹10 each)		
	(a) Basic	14.95	14.70
	(b) Diluted	14.79	14.48
	Weighted Average Number of Equity Shares used in computation of		
	(a) Basic EPS	2,41,08,492	2,57,87,255
	(b) Diluted EPS	2,43,76,019	2,61,85,873

Notes to Abridged Financial Statements form an integral part of Abridged Financial Statements.

As per our report on the Abridged Financial Statements of even date.

For S.R. Batliboi & Co. LLP
Firm Registration Number: 301003E
Chartered Accountants

per Navin Agrawal
Partner
Membership No.: 56102

Place : Bangalore
Date : April 27, 2013

For and on behalf of the Board of Directors of
Sasken Communication Technologies Limited

Rajiv C. Mody
Managing Director

G. Venkatesh
Whole Time Director

Neeta S. Revankar
Whole Time Director &
Chief Financial Officer

S. Prasad
Company Secretary

Abridged Cash Flow Statement

Amount in ₹ lakhs

	For the Year Ended March 31, 2013	For the Year Ended March 31, 2012
1. Cash Flows from Operating Activities	3,574.27	5,201.19
2. Cash Flows from / (used in) Investing Activities	5,059.22	(2,493.44)
3. Cash Flows used in Financing Activities	(8,307.58)	(2,976.47)
4. Net Increase / (Decrease) in Cash and Cash Equivalents	325.91	(268.72)
5. Cash and Cash Equivalents at the beginning of the year	1,133.04	1,405.22
6. Cash and Cash Equivalents at the end of the year	1,459.83	1,133.04

As per our report on the Abridged Financial Statements of even date.

For S.R. Batliboi & Co. LLP
Firm Registration Number: 301003E
Chartered Accountants

per Navin Agrawal
Partner
Membership No.: 56102

Place : Bangalore
Date : April 27, 2013

For and on behalf of the Board of Directors of
Sasken Communication Technologies Limited

Rajiv C. Mody
Managing Director

G. Venkatesh
Whole Time Director

Neeta S. Revankar
Whole Time Director &
Chief Financial Officer

S. Prasad
Company Secretary

Notes to Abridged Financial Statements

1. Description of Business

Sasken Communication Technologies Limited ("Sasken / the Company") is an embedded communications solutions company that helps businesses across the communication value chain accelerate product development life cycles. Sasken offers a unique combination of research and development consultancy, wireless software products, software services and works with Network OEMs, Semiconductor Vendors, Terminal Device OEMs and Operators across the world.

Sasken has its headquarters in Bangalore, India with offices in Germany, Sweden, United Kingdom (UK), United States of America (USA) and South Korea.

2. Basis for Preparation

The abridged financial statements have been prepared in accordance with the requirements of Rule 7A of the Companies (Central Government's) General Rules and Forms, 1956 and Clause 32 of the Listing Agreement. These abridged financial statements have been prepared on the basis of the complete set of financial statements for the year ended March 31, 2013. The notes number in the brackets "[ ]" are as they appear in the complete set of financial statements.

The complete set of financial statements have been prepared to comply in all material respects with the notified Accounting Standards by Companies Accounting Standards Rules, 2006 and the relevant provisions of the Companies Act, 1956. The financial statements have been prepared under the historical cost convention on an accrual basis, except in case of assets for which impairment is made and revaluation is carried out. The accounting policies have been consistently applied by the Company and are consistent with those used during the previous year.

Note:- Complete Balance Sheet, Statement of Profit and Loss, other statements and notes thereto prepared as per the requirements of revised Schedule VI to the Companies Act, 1956 are available at the Company's website www.sasken.com.

3. Investments in Joint Ventures

(a) Sasken has a 46.29% (March 31, 2012, 46.29%) interest in a joint venture company called ConnectM Technology Solutions Pvt. Ltd. ("ConnectM"), incorporated in India, which focuses on end-to-end cycle development & sustenance to the Transportation, Industrial, Utilities and Enterprise markets enabled by Machine-to-Machine (M2M) communications. As at March 31, 2013, the Company has invested ₹1,796.24 lakhs (March 31, 2012 ₹1,796.24 lakhs) in ConnectM. ConnectM has incurred losses since the date of incorporation. The Company has evaluated its investment in the Joint Venture for the purpose of determination of potential diminution in value, and based on such evaluation and determination, the Company has recognized a provision for diminution in the value of investment in ConnectM as at March 31, 2013 amounting to ₹1,550.00 lakhs (March 31, 2012 ₹1,550.00 lakhs) [Note 26 (a) of main financial statements].

(b) The Company has 50% interest in a joint venture company called TACO Sasken Automotive Electronics Limited ("TSAE"). The shareholders of TSAE have resolved that the company be wound up voluntarily. Requisite documents have been filed with the Registrar of Companies. Considering the closure of operations of TSAE, the Company has made full provision for diminution in the value of investments in TSAE amounting to ₹767.84 lakhs as on March 31, 2013 (March 31, 2012 ₹767.84 lakhs) [Note 26 (b) of main financial statements].

4. Commitments and Contingencies

(a) Estimated amount of contracts remaining to be executed on capital account (net of advances) amounted to ₹106.12 lakhs (As at March 31, 2012 ₹49.68 lakhs) [Note 27 (a) of main financial statements].

(b) The Company enters into foreign exchange forward contracts and option contracts to hedge its net foreign currency receivables position including its future receivables. As per the current policy of the Company, the Company takes foreign exchange forward contracts for currencies primarily denominated in the US Dollar and Euro. The Company currently does not have a foreign currency hedge in respect of its investment in subsidiaries outside India.

The details of outstanding foreign exchange forward contracts entered by the Company and outstanding as on the Balance Sheet date are as under:

Foreign Currency Hedged	Type of Contract	As at March 31, 2013		As at March 31, 2012	
		Amount (In Foreign Currency lakhs)	Avg. Forward Exchange Rate (₹)	Amount (In Foreign Currency lakhs)	Avg. Forward Exchange Rate (₹)
US Dollar (USD)	Sell	217.77	56.52	335.09	50.51
Euro (EUR)	Sell	13.99	74.07	35.14	68.09

The Company has also taken European style option contracts whereby it has option to sell USD 3.89 lakhs (as at March 31, 2012 USD 41.87 lakhs) at an average strike price of ₹55, with maturity dates upto June 2013 and Euro 3.77 lakhs (as at March 31,2012 Euro 11.28 lakhs) at an average strike price ranging between ₹71-₹72, with maturity dates upto November 2013 [Note 27 (b) of main financial statements].

(c) The Company has operating leases for office premises that are (a) renewable on a periodic basis and are cancellable by giving a notice period ranging from 1 month to 6 months and (b) renewable on a periodic basis and are non-cancellable for specified periods under arrangements. Rent escalation clauses vary from contract to contract, ranging from 0% to 15%. There are no restrictions imposed by the lease arrangements. There are no sub leases [Note 42 of main financial statements].

Amount in ₹ lakhs

Particulars	Year Ended March 31, 2013	Year Ended March 31, 2012
Rent expense included in Statement of Profit and Loss towards operating leases	1,471.04	1,388.32

Minimum lease obligation under non-cancellable lease contracts amounts to:

Amount in ₹ lakhs

Particulars	As at March 31, 2013	As at March 31, 2012
Due within one year of the Balance Sheet date	230.04	357.39
Due between one to five years	112.79	205.73
Due more than five years	-	-

(d) **Contingent Liabilities**

Amount in ₹ lakhs

Particulars	As at March 31, 2013	As at March 31, 2012
Bank Guarantees	63.70	89.89
Income taxes	2,649.04	2,491.60
Indirect taxes	4,809.80	2,216.86

There are certain claims made against the Company by an investee company, which are a subject matter of arbitration proceedings. In the view of the management, such claims are frivolous and are not tenable. No provision has been made for such claims pending completion of legal proceedings as the amount of claims are currently not ascertainable [Note 28 of main financial statements].

5. Details of Cash and Bank balances [Note 18 of main financial statements]

Amount in ₹ lakhs

Particulars	As at March 31, 2013	As at March 31, 2012
Cash on hand	0.81	0.36
Balances with banks - Current accounts	1,405.89	1,085.90
Balances with banks - Unpaid dividend accounts	53.13	46.78
Other bank balances	18.74	1,324.12
Total	1,478.57	2,457.17

6. Other Notes

(a) Buy-back of Equity Shares

As per the approval of the shareholders of the Company on April 23, 2012 through postal ballot, by a special resolution, in accordance with the provisions of the Companies Act, 1956 and the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998 (as amended), the Company offered to buy-back its equity shares of face value of ₹10/- each, upto a maximum amount of ₹8,648 lakhs at a maximum price of ₹180/- per share from open market. After completion of regulatory formalities the Company commenced the buy-back on May 21, 2012. The Company has, during the year ended March 31, 2013, bought back 51,41,975 equity shares at an average price of ₹125.07 per share, utilizing a sum of ₹6,431.00 lakhs (excluding brokerage etc). On account of buy-back of shares, the Company has created Capital Redemption Reserve of ₹514.19 lakhs towards the face value of 51,41,975 shares of ₹10/- each by way of appropriation against General Reserve. The amount paid towards buy-back of shares, in excess of the face value, has been appropriated out of Securities Premium account. In terms of the provisions of Section 77A of the Companies Act, 1956 and SEBI (Buy Back of Securities) Regulations 1998 (as amended), the Company has extinguished 50,52,325 shares as on March 31, 2013, and the remaining 89,650 shares on April 06, 2013. Subsequent to the year-end, another 1,35,903 shares were bought back, at an average price of ₹143.96 utilizing a sum of ₹195.65 lakhs (excluding brokerage and other applicable taxes), before closure of the buy-back scheme by efflux of time. The Company has extinguished 92,928 shares as of April 18, 2013 and submitted the application for extinguishment for the remaining 42,975 shares.

During prior years, in terms of decision of the Board of Directors dated October 21, 2010 and in accordance with the provisions of the Companies Act, 1956 and the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998 (as amended), the Company offered to buy-back its equity shares of face value of ₹10/- each, upto a maximum amount of ₹3,454 lakhs at a maximum price of ₹260/- per share from open market. The buy-back was commenced by the Company on December 2, 2010 and was closed on May 26, 2011. The Company had bought back 21,62,000 equity shares at an average price of ₹159.26 per share (excluding brokerage and other taxes), utilizing a sum of ₹3,443.25 lakhs [Note 3 of main financial statements].

(b) The Ministry of Micro, Small and Medium Enterprises has issued an office memorandum dated August 26, 2008 which recommends that the Micro and Small Enterprises should mention in their correspondence with its customers the Entrepreneurs Memorandum Number as allocated after filing of the Memorandum in accordance with the Micro, Small and Medium Enterprises Development Act, 2006 ('the Act'). Accordingly, amounts payable to such enterprises as at March 31, 2013 is ₹Nil lakhs (As at March 31, 2012 ₹Nil lakhs) based on information received and available with the Company [Note 7 of main financial statements].

7. Related Party Disclosures [Note 37 of main financial statements]

(a) Following is the list of subsidiary / joint venture companies:

	Percentage of holding as at	
	March 31, 2013	March 31, 2012
Subsidiaries		
Sasken Network Engineering Limited (SNEL)	100.00%	100.00%
Sasken Network Solutions Inc., USA (SNSI)[1]	100.00%	100.00%
Sasken Communication Technologies Mexico, S.A. de C.V (Sasken Mexico)	100.00%	100.00%
Sasken Communication Technologies (Shanghai) Co. Ltd. (Sasken China)	100.00%	100.00%
Sasken Communication Technologies Oy (Sasken Oy)	100.00%	100.00%
Sasken Finland Oy (Sasken Finland)[2]	100.00%	100.00%
Sasken Inc.	100.00%	100.00%
Sasken Japan KK (Sasken Japan)	100.00%	100.00%
Joint Ventures		
TACO Sasken Automotive Electronics Limited ('TSAE')	50.00%	50.00%
ConnectM Technology Solutions Pvt. Ltd ('ConnectM')	46.29%	46.29%

[1] 100% subsidiary of Sasken Network Engineering Limited

[2] 100% subsidiary of Sasken Communication Technologies Oy

(b) Following is the list of Key Managerial Personnel

Name of the related party	Relationship
Rajiv C. Mody	Managing Director
Krishna J. Jhaveri	Whole Time Director
G. Venkatesh	Whole Time Director
Neeta S. Revankar	Whole Time Director and Chief Financial Officer

(c) Remuneration paid to Key Managerial Personnel

Amount in ₹ lakhs

Name of the related party	Year Ended March 31, 2013	Year Ended March 31, 2012
Rajiv C. Mody	80.00	78.75
Krishna J. Jhaveri	42.30	34.83
G. Venkatesh	66.22	63.79
Neeta S. Revankar	65.00	63.75
Total	**253.52**	**241.12**

The above does not include provision for gratuity and compensated absences determined on actuarial basis.

Stock compensation cost in respect of options issued to directors as detailed below has not been considered as managerial remuneration.

Amount in ₹ lakhs

Name of the related party	Year Ended March 31, 2013	Year Ended March 31, 2012
G. Venkatesh	-	1.85
Neeta S. Revankar	-	1.85
Total	-	3.70

(d) **Balances from subsidiary / joint venture companies:**

Amount in ₹ lakhs

Particulars	As at March 31, 2013	As at March 31, 2012
A) Investments:		
Equity Share Capital		
- SNEL	305.00	305.00
- Sasken Mexico	176.75	176.75
- Sasken China[1]	706.96	706.96
- Sasken Oy[2]	18,466.13	18,466.13
- Sasken Inc.	951.15	951.15
- Sasken Japan	102.19	102.19
- TSAE[3]	520.04	520.04
- ConnectM[4]	1,796.24	1,796.24
Preference Share Capital		
- TSAE[3]	247.80	247.80
B) Loans outstanding from		
- Sasken Inc.[5]	2,783.64	1,692.15
C) Other Receivable for reimbursement of expenses		
- SNEL	-	-
- Sasken Finland	-	61.78
- Sasken China	35.24	33.01
- Sasken Inc.	128.90	57.11
- SNSI	0.20	0.35

[1] Provision for diminution in value of investments ₹282.48 lakhs (As at March 31, 2012 ₹282.48 lakhs).

[2] Provision for diminution in value of investments ₹13,058.38 lakhs (As at March 31, 2012 ₹13,058.38 lakhs).

[3] Provision for diminution in value of investments ₹767.84 lakhs (As at March 31, 2012 ₹767.84 lakhs).

[4] Provision for diminution in value of investments ₹1,550.00 lakhs (As at March 31, 2012 ₹1,550.00 lakhs).

[5] There is no specific repayment schedule for loan granted to subsidiaries.

(e) **Trade receivables from, Unbilled Revenue and Trade payables to subsidiary companies**

Amount in ₹ lakhs

Particulars	As at March 31, 2013	As at March 31, 2012
A) Trade receivables outstanding		
- Sasken Finland	19.91	297.62
- Sasken Inc.	521.91	1,016.46
- SNSI	-	22.14
B) Unbilled Revenue		
- Sasken Finland	16.17	-
- Sasken Inc.	95.16	59.37
C) Trade Payables for goods, expenses and services		
- Sasken Finland	14.79	528.60
- Sasken Mexico	1.56	3.18
- Sasken Japan	6.31	37.28
- Sasken China	185.53	116.28
- Sasken Inc.	18.16	-
- SNSI	81.52	-
- SNEL	130.39	63.28

(f) The following table summarizes the transactions of the Company with subsidiary companies / joint ventures:

Amount in ₹ lakhs

Particulars	Year Ended March 31, 2013	Year Ended March 31, 2012
(A) Cross charges for common administrative services, net		
- SNEL	12.85	25.41
- Sasken Finland	15.43	(5.96)
- Sasken Inc.	30.51	56.87
- SNSI	(73.35)	18.23
(B) Software Development Services rendered to		
- Sasken Finland	234.78	312.46
- Sasken Inc.	703.39	1,188.75
(C) Selling, Marketing & Administrative expenses recovery		
- Sasken Inc.	25.87	128.43
- SNSI	52.05	21.96
(D) Network Support Services procured from		
- SNEL	399.12	418.83
- SNSI	324.91	-
(E) Software Development Services procured from		
- Sasken Finland	113.50	743.63
- Sasken China	61.05	73.60
- Sasken Japan	60.91	346.50
- Sasken Inc.	36.09	-
(F) Selling, Marketing & Administration Services procured from		
- Sasken Japan	211.47	264.03
(G) Assets Purchase		
- Sasken Mexico	-	1.60
- Sasken Japan	-	1.56
(H) Interest on Loan charged to		
- Sasken Inc.	89.31	48.31
(I) Dividend Received from		
- SNEL	549.00	-
(J) Investments in Subsidiaries and Joint Ventures during the year		
- Sasken Oy	-	1,086.64
- Sasken China	-	71.78
- Sasken Japan	-	26.43
- ConnectM	-	440.80
(K) Loans given during the year		
- Sasken Inc.	1,003.55	479.20
(L) Loans repaid during the year		
- Sasken Inc.	27.95	347.95

8. Segment Reporting [Note 38 of main financial statements]

The business segmental information is given based on Software Services and Software Products offerings.

(a) Business Segment Information

Segmental Balance Sheet

Amount in ₹ lakhs

Particulars	As at March 31, 2013	As at March 31, 2012
Segment Assets		
Software Services	8,280.67	9,857.77
Software Products	947.07	1,061.47
Corporate and Others (Unallocated)	34,503.83	37,508.99
Total	**43,731.57**	**48,428.23**

Amount in ₹ lakhs

Particulars	As at March 31, 2013	As at March 31, 2012
Segment Liabilities		
Software Services	3,630.80	3,346.92
Software Products	42.49	59.55
Liabilities (Unallocated)	3,095.21	4,254.17
Total	**6,768.50**	**7,660.64**
Capital Expenditure		
Software Services	132.02	917.19
Software Products	1.32	23.27
Corporate & Others (Unallocated)	274.06	801.44
Total	**407.40**	**1,741.90**

Segmental Statement of Profit and Loss

Amount in ₹ lakhs

Particulars	Year Ended March 31, 2013	Year Ended March 31, 2012
Revenues	**36,271.21**	**38,808.64**
Software Services	34,887.07	36,137.02
Software Products	1,384.14	2,671.62
Segment Profits	**7,743.17**	**10,156.51**
Software Services	6,763.63	8,211.29
Software Products	979.54	1,945.22
Less :		
Corporate Expense	5,915.21	5,953.61
Profit from Operations	**1,827.96**	**4,202.90**
Add : Other Income, including exchange gain / (loss)	2,243.52	2,344.63
Profit before exceptional item	4,071.48	6,547.53
Less : Exceptional item (refer note 26(a))	-	1,550.00
Profit Before Taxes	**4,071.48**	**4,997.53**
Income taxes including deferred tax	466.77	1,206.96
Profit After Tax	**3,604.71**	**3,790.57**
Other information :		
Depreciation / Amortization		
Software Services	958.63	1,455.07
Software Products	30.83	54.99
Corporate and Others	198.34	246.59
Total	**1,187.80**	**1,756.65**

Note: Unallocated corporate assets and liabilities comprise of assets and liabilities not identifiable with reportable segments, as these assets and liabilities are used interchangeably between the segments. However, depreciation on such assets has been allocated to the segments to the extent of the related utilization by the respective segments, as used by management for its internal reporting purposes.

(b) Geographic Segment Information:

Revenues:

Amount in ₹ lakhs

Region	Year Ended March 31, 2013	Year Ended March 31, 2012
North America (including Canada)	10,509.92	8,796.18
Europe (including Middle East)	10,436.20	14,253.54
Asia Pacific (other than India)	2,560.58	3,485.79
India	12,764.51	12,273.13
Total	**36,271.21**	**38,808.64**

Assets:

Trade receivables & Unbilled Revenue

Amount in ₹ lakhs

Region	As at March 31, 2013	As at March 31, 2012
North America (including Canada)	2,140.29	2,370.66
Europe (including Middle East)	1,877.36	2,861.90
Asia Pacific (other than India)	1,234.19	1,141.77
India	2,614.75	2,840.61
Total	**7,866.59**	**9,214.94**

Note: Most of the other tangible and intangible assets relate to India. Assets for other geographical segments are not significant and hence details are not furnished.

9. Earnings Per Share (EPS)

[Note 40 of main financial statements].

Reconciliation of the net income and number of shares considered in the computation of basic and diluted EPS is given below:

Amount in ₹ lakhs (except share data)

Particulars	Year Ended March 31, 2013	Year Ended March 31, 2012
Profit for computation of basic and diluted EPS	3,604.71	3,790.57
Weighted average number of shares considered for basic EPS	2,41,08,492	2,57,87,255
Add: Effect of stock options / warrants	2,47,116	3,85,283
Add: Effect of share application money	20,411	13,335
Weighted average number of shares considered for diluted EPS	2,43,76,019	2,61,85,873

10. Provision for tax expenses

The provision for taxation includes tax liabilities in India on the Company's global income as reduced by exempt incomes and any tax liabilities arising overseas on income sourced from those countries. Sasken's operations are conducted through Software Technology Parks ('STPs') and Special Economic Zones ('SEZs'). Income from STPs are no longer tax exempt from March 31, 2011. Income from SEZs is fully tax exempt for the first 5 years, 50% exempt for the next 5 years and 50% exempt for another 5 years subject to fulfilling certain conditions [Note 35 of main financial statements].

The components of deferred tax asset are as follows:

Amount in ₹ lakhs

Particulars	As at March 31, 2013	As at March 31, 2012
Differences in depreciation in block of fixed assets as per tax books and financial books	506.04	528.89
Effect of expenditure debited to Statement of Profit and Loss in the current year but allowed for tax purposes in following years on payment basis	410.78	303.23
Total	**916.82**	**832.12**

[Note 12 of main financial statements]

11. Research & Development

[Note 39 of main financial statements]

During the year ended March 31, 2012, the Company's Research and Development unit at Chennai was registered as in-house R&D unit with Department of Scientific and Industrial Research (DSIR) vide letter dated March 16, 2012. The particulars of expenditure incurred on in-house research and development centre recognized by the DSIR is as follows:-

Amount in ₹ lakhs

Particulars	As at March 31, 2013	As at March 31, 2012
Capital expenditure	21.49	175.46
Revenue expenditure	253.56	117.15

12. Included in the revenue for the year ended March 31, 2013 is an item of royalty income of ₹880.52 lakhs in respect of Software Product License granted to a non-Indian Licensee, who has purportedly claimed non-usage of the licensed IPR after initial acceptance, which is being contested by the Company. Based on legal advice, the management is reasonably confident of collecting the dues from the customer for which necessary steps are being taken and hence no further adjustments are considered necessary at this stage [Note 41 of main financial statements].

Notes to Abridged Financial Statements *(Contd.)*

13. Comparatives

[Note 43 of main financial statements]

Previous year figures have been re-grouped / re-arranged, wherever necessary to conform to the current year's presentation.

As per our report on the Abridged financials statements of even date.

For S.R. Batliboi & Co. LLP Firm Registration Number: 301003E Chartered Accountants	For and on behalf of the Board of Directors of Sasken Communication Technologies Limited	
per Navin Agrawal Partner Membership No.: 56102	Rajiv C. Mody Managing Director	G. Venkatesh Whole Time Director
Place : Bangalore Date : April 27, 2013	Neeta S. Revankar Whole Time Director & Chief Financial Officer	S. Prasad Company Secretary

Independent Auditors' Report

To the Board of Directors of
Sasken Communication Technologies Limited

We have audited the accompanying consolidated financial statements of Sasken Communication Technologies Limited ("the Company") and its subsidiaries and joint venture (collectively called "Sasken Group"), which comprise the consolidated Balance Sheet as at March 31, 2013, and the consolidated Statement of Profit and Loss and the consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Company in accordance with accounting principles generally accepted in India. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and presentation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

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

(a) in the case of the consolidated Balance Sheet, of the state of affairs of the Company as at March 31, 2013;

(b) in the case of the consolidated Statement of Profit and Loss, of the profit for the year ended on that date; and

(c) in the case of the consolidated Cash Flow Statement, of the cash flows for the year ended on that date.

Other Matters

(a) We did not audit the financial statements of the subsidiaries and joint venture included herein, whose financial statements together reflect total assets of ₹3,567.98 lakhs as at March 31, 2013, total revenues (including other income) of ₹3,515.29 lakhs and cash outflows, net amounting to ₹36.46 lakhs for the year then ended.

(b) We did not audit the consolidated financial statements of a subsidiary incorporated in Finland, included herein, whose consolidated financial statements [prepared as per accounting principles generally accepted in Finland ('Finnish GAAP')], reflect total assets of ₹10,042.86 lakhs as at March 31, 2013 and total revenues (including other income) of ₹5,598.66 lakhs and cash inflow, net amounting to ₹706.07 lakhs for the year then ended. We have undertaken the audit of conversion of such financial statements from Finnish GAAP to accounting principles generally accepted in India.

These financial statements and other financial information have been audited by other auditors whose reports have been furnished to us, and our opinion is based solely on the reports of the other auditors.

(c) We also did not audit the financial statements of Sasken Communication Technologies Mexico S.A. de C.V ("Sasken Mexico") included in the consolidated financial statements. The financial statements of Sasken Mexico, included in the consolidated financial statements are based on unaudited financial statements, which reflect total assets of ₹274.46 lakhs as at March 31, 2013, total revenues (including other income) of ₹18.64 lakhs for the year ended March 31, 2013 and cash outflows, net amounting to ₹13.57 lakhs for the year then ended.

For S.R. Batliboi & CO. LLP
Chartered Accountants
Firm Registration Number: 301003E

per Navin Agrawal
Partner
Membership No.: 56102

Place : Bangalore
Date : April 27, 2013

Consolidated Balance Sheet

Amount in ₹ lakhs

	Notes	As at March 31, 2013	As at March 31, 2012
EQUITY AND LIABILITIES			
1. Shareholders' Funds			
(a) Share Capital	3	2,095.99	2,601.13
(b) Reserves and Surplus	4	39,830.73	43,332.69
		41,926.72	45,933.82
2. Share Application Money pending allotment	5	**30.16**	**13.26**
3. Non Current Liabilities			
(a) Long Term Borrowings	6	92.58	231.45
(b) Long Term Provisions	7	706.26	248.54
		798.84	479.99
4. Current Liabilities			
(a) Trade Payables	8	2,792.48	3,282.91
(b) Other Current Liabilities	9	1,409.87	1,897.36
(c) Short Term Provisions	10	3,491.02	4,208.55
		7,693.37	**9,388.82**
Total		**50,449.09**	**55,815.89**
ASSETS			
1. Non Current Assets			
(a) Fixed Assets (net)	11		
(i) Tangible Fixed Assets	11a	5,686.22	6,577.98
(ii) Intangible Assets	11b	6,579.16	6,985.36
(iii) Capital Work - in - Progress		25.27	0.72
		12,290.65	**13,564.06**
(b) Non Current Investments	12	2,307.75	1,907.63
(c) Deferred Tax Assets (net)	13	1,088.91	1,007.20
(d) Long Term Loans and Advances	14	5,789.69	5,303.21
(e) Other Non Current Assets	15	166.16	493.35
		21,643.16	**22,275.45**
2. Current assets			
(a) Current Investments	16	11,606.50	14,761.96
(b) Inventories	17	345.42	288.26
(c) Trade Receivables	18	9,023.67	10,196.76
(d) Cash and Bank Balances	19	3,291.73	3,686.30
(e) Short Term Loans and Advances	20	1,874.20	1,908.35
(f) Other Current Assets	21	2,664.41	2,698.81
		28,805.93	**33,540.44**
Total		**50,449.09**	**55,815.89**

Significant Accounting policies and Notes attached herein form an integral part of the Consolidated financial statements.

As per our report of even date.

For S.R. Batliboi & Co. LLP
Firm Registration Number: 301003E
Chartered Accountants

per Navin Agrawal
Partner
Membership No.: 56102

Place : Bangalore
Date : April 27, 2013

For and on behalf of the Board of Directors of
Sasken Communication Technologies Limited

Rajiv C. Mody
Managing Director

G. Venkatesh
Whole Time Director

Neeta S. Revankar
Whole Time Director &
Chief Financial Officer

S. Prasad
Company Secretary

Consolidated Statement of Profit and Loss

Amount in ₹ lakhs

		Notes	For the Year Ended March 31, 2013	For the Year Ended March 31, 2012
I.	Revenue from Operations	22	47,483.08	51,995.83
II.	Other Income	23	1,764.33	2,640.99
III.	**Total Revenue (I+II)**		**49,247.41**	**54,636.82**
IV.	Expenses:			
	(Increase) / Decrease in Work - in - Progress	24	(74.43)	39.82
	Purchases of Traded Goods		7.60	54.73
	Consumption of Raw Materials	25	57.83	380.06
	Employee Benefit Expense	26	32,431.63	33,281.38
	Depreciation and Amortization Expense	11	1,941.45	2,235.43
	Other Expenses	27	10,869.12	10,590.25
	Finance Cost	28	41.34	60.36
	Total Expenses		45,274.54	46,642.03
V.	**Profit Before Tax (III - IV)**		**3,972.87**	**7,994.79**
VI.	Tax Expense			
	Current Tax		1,064.75	1,798.11
	Deferred Tax Charge / (credit)		(81.27)	(179.14)
	Minimum Alternate Tax Credit entitlement		(206.54)	(24.98)
	Total Tax Expense		**776.94**	**1,593.99**
VII.	**Profit for the year (V - VI)**		**3,195.93**	**6,400.80**
VIII.	Earnings Per Equity Share (EPS) in Rupees (Equity Share par value ₹10 each)	36		
	Basic		13.26	24.82
	Diluted		13.11	24.44
	Weighted average number of Equity Shares used in computation of			
	Basic EPS		2,41,08,492	2,57,87,255
	Diluted EPS		2,43,76,019	2,61,85,873

Significant Accounting policies and Notes attached herein form an integral part of the Consolidated financial statements.

As per our report of even date.

For S.R. Batliboi & Co. LLP
Firm Registration Number: 301003E
Chartered Accountants

per Navin Agrawal
Partner
Membership No.: 56102

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Whole Time Director &
Chief Financial Officer

S. Prasad
Company Secretary

Consolidated Cash Flow Statement

Amount in ₹ lakhs

	For the Year Ended March 31, 2013	For the Year Ended March 31, 2012
A. Cash flows from Operating Activities:		
Profit Before Tax	**3,972.87**	**7,994.79**
Adjustments for:		
Depreciation / Amortization	1,941.45	2,235.43
Other non - cash (writeback) / Charges	(284.23)	(121.34)
Unrealized Exchange (gain) / loss	(837.12)	58.44
Interest Expense	41.34	60.36
Other Income	(1,057.35)	(1,388.66)
Operating Profit before Working Capital Changes	3,776.96	8,839.02
Adjustments for:		
(Increase) / Decrease in Trade Receivables	1,179.66	(301.19)
(Increase) / Decrease in Inventories	(57.16)	142.95
(Increase) / Decrease in Other Assets	199.77	(178.30)
(Increase) / Decrease in Loans & Advances	1,536.98	1,016.73
Increase / (Decrease) in Liabilities	(896.20)	(1,235.22)
Increase / (Decrease) in Provisions	650.46	(305.41)
Cash generated from Operations	6,390.47	7,978.58
Taxes (Paid) / Received, net	(1,858.45)	(2,634.48)
Net Cash from Operating Activities	**4,532.02**	**5,344.10**
B. Cash flows from Investing Activities:		
Purchase of Fixed Assets	(592.88)	(2,040.91)
Sale of Fixed Assets	68.81	125.05
Dividend Received	24.24	14.25
Interest Received	163.19	158.29
Sale of Current Investments	7,852.05	7,959.90
Purchase of Current Investments	(615.00)	(7,333.67)
Sale / (Purchase) of Mutual Funds, net	(3,449.67)	(749.32)
Investment in Limited Liability Partnerships	-	(508.70)
Investment in Bank Deposits	-	(1,464.05)
Redemption of Bank Deposits	1,464.67	1,948.28
Net cash from / (used in) Investing Activities	**4,915.41**	**(1,890.88)**

Consolidated Cash Flow Statement (Contd.)

Amount in ₹ lakhs

	For the Year Ended March 31, 2013	For the Year Ended March 31, 2012
C. Cash Flows from Financing Activities:		
Share Application Money	30.16	13.26
Buy-back of Shares	(6,431.00)	(1,176.55)
Proceeds from issuance of share capital on exercise of stock options	33.81	270.02
Proceeds from Long Term Borrowings	-	370.32
Repayment of Long Term Borrowings	(138.87)	(1,249.23)
Payment of Dividend Tax	(284.19)	(291.90)
Dividend paid during the year	(1,745.42)	(1,791.30)
Interest paid	(42.82)	(55.85)
Net cash used in Financing Activities	**(8,578.33)**	**(3,911.23)**
Net Increase / (Decrease) in Cash and Cash equivalents (A+B+C)	869.10	(458.01)
Effect of translation on closing Cash and Cash equivalents	51.00	(136.58)
Cash and Cash equivalents at the beginning of the year	**2,306.07**	**2,900.66**
Cash and Cash equivalents at the end of the year	**3,226.17**	**2,306.07**
Components of cash and cash equivalents:		
Cash on hand	1.88	1.28
Balances with banks - Current accounts	3,171.16	2,177.96
Bank deposits less than 3 months original maturity	-	80.05
Balances with banks - unpaid dividend accounts*	53.13	46.78
Total Cash and Cash Equivalents as per Note 19	**3,226.17**	**2,306.07**
* The Company can utilize these balances only towards settlement of the respective unpaid dividend.		
Supplementary non-cashflow information		
Dividends received and re-invested in units of mutual funds	482.54	353.94

As per our report of even date.

For S.R. Batliboi & Co. LLP
Firm Registration Number: 301003E
Chartered Accountants

per Navin Agrawal
Partner
Membership No.: 56102

Place : Bangalore
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For and on behalf of the Board of Directors of
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Managing Director

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S. Prasad
Company Secretary

Notes to Consolidated Accounts

1. Description of Business

Sasken Communication Technologies Limited ("Sasken" or "the Company") and its subsidiaries and joint venture (hereinafter collectively referred to as "the Group") is an embedded communications solutions Group that helps businesses across the communication value chain accelerate product development life cycles. The Group offers a unique combination of research and development consultancy, wireless software products, software services and network engineering services, and works with Network OEMs, Semiconductor Vendors, Terminal Device OEMs and Operators across the world.

The Group has its headquarters in Bangalore, India with offices in Germany, Sweden, United Kingdom (UK), United States of America (USA), South Korea, Japan, China, Mexico and Finland.

2. Significant Accounting Policies

(a) Basis for preparation of consolidated financial statements

The accompanying consolidated financial statements include the accounts of Sasken and its subsidiaries and joint venture as follows:-

Name of Subsidiary	Country of Incorporation	% Holding	
		March 31, 2013	March 31, 2012
Sasken Network Engineering Limited (SNEL)	India	100.00	100.00
Sasken Network Solutions Inc. (SNSI)*	USA	100.00	100.00
Sasken Communication Technologies, S.A. de C.V (Sasken Mexico)	Mexico	100.00	100.00
Sasken Communication Technologies (Shanghai) Co. Ltd. (Sasken China)	China	100.00	100.00
Sasken Communication Technologies Oy (Sasken Oy)	Finland	100.00	100.00
Sasken Finland Oy (Sasken Finland)**	Finland	100.00	100.00
Sasken Japan KK (Sasken Japan)	Japan	100.00	100.00
Sasken Inc. (Sasken USA)	USA	100.00	100.00
* Fully held by SNEL			
**Fully held by Sasken Oy			

Name of Joint Venture	Country of Incorporation	% Holding	
		March 31, 2013	March 31, 2012
ConnectM Technology Solutions Pvt. Ltd. (ConnectM)	India	46.29	46.29

The consolidated financial statements have been prepared in accordance with accepted accounting principles in India (Indian GAAP) and complies in all material respects with the Accounting Standards notified by Companies Accounting Standards Rules, 2006 as amended and the relevant provisions of the Companies Act, 1956. The financial statements have been prepared under the historical cost convention on an accrual basis, except in case of certain financial instruments which are measured at fair values and in case of assets for which impairment is made and revaluation is carried out. The accounting policies have been consistently applied by the Group and are consistent with those used during the previous year, other than those disclosed.

The consolidated financial statements have been prepared based on a line-by-line consolidation of the financial statements of Sasken and its subsidiary companies and proportionate consolidation of the assets, liabilities, income and expenses of the joint ventures, in accordance with Accounting Standard (AS) 21 Consolidated Financial Statements and AS 27 Financial Reporting of Interests in Joint Ventures. All material inter-company transactions and balances between the entities included in the consolidated financial statements have been eliminated. The consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. The excess of the cost to the Group of its investments in subsidiaries and joint venture, over its proportionate share in equity of the investee company as at the date of acquisition, is recognized in the financial statements as Goodwill. In case the cost of investment in subsidiary companies and joint venture is less than the proportionate share in equity of the investee company as on the date of investment, the difference is treated as Capital Reserve and shown under Reserves and Surplus.

The presentation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Although these estimates are based on management's best knowledge of current events and actions the Group may undertake in future, actual results ultimately may differ from the estimates.

(b) Revenue Recognition

The Group derives its revenues from product and technology licensing, software services and installation and commissioning services.

Licensing revenue is recognized when the product or technology is delivered and accepted.

Revenue from time and material service contracts is recognized as the services are provided. Revenue from fixed price service contracts and customized products or technology developments is recognized based on the proportionate completion method, determined based on the achievement and acceptance of the milestone, provided collection is probable. Revenue from maintenance contracts is recognized ratably over the term of the maintenance arrangement.

Revenue from royalty is recognized on an accrual basis based on customer confirmation of shipment volumes, provided collection is probable.

In all cases revenue is recognized only when no further vendor obligations remain, up to the stage of revenue recognized and collection is probable. Revenue related to post contract customer support is recognized ratably over the support period.

Dividend income is recognized when the right to receive dividend is established as at the reporting date.

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

Sales are recognized, net of returns and trade discounts, on transfer of significant risks and rewards of ownership to the buyer, which generally coincides with the delivery of goods to customers.

The Group collects service tax, business tax and value added taxes (VAT) on behalf of the government and, therefore, it is not an economic benefit flowing to the Group. Hence, it is excluded from revenue.

(c) Inventories

(i) Work - in - Progress

Costs related to milestones that have not been met are reported as work-in- progress. Work-in-progress is carried at cost or net realizable value whichever is lower. Cost includes all expenses directly identifiable to a project and other costs directly attributable to the project. Net Realizable value is the estimated revenue expected in the ordinary course of business on completion of the milestone less expected costs and margin on completion of milestone.

(ii) Raw materials and Components

Raw materials and Components are valued at lower of cost or net realizable value. Cost is determined on FIFO basis. Cost includes the purchase price and other associated costs directly incurred in bringing the inventory to its present location.

(d) Fixed Assets (including intangible assets)

Fixed assets including intangible assets are stated at cost, less accumulated depreciation / amortization less impairment, if any. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use. Borrowing costs relating to acquisition of fixed assets, which necessarily take substantial period of time to get ready for intended use, are also included to the extent they relate to the period till such assets are ready to be put to use. Cost of fixed assets not ready for their intended use before balance sheet date are disclosed under capital work-in-progress.

(e) Depreciation / Amortization

Depreciation is provided on Straight Line Method (SLM), over the estimated useful life of the asset, at the rates mentioned below, which are greater than or equal to the corresponding rates prescribed in Schedule XIV of the Companies Act, 1956:

Type of asset	Rates (SLM) (%)	Schedule XIV rates (SLM) (%)
Building	5	1.63
Computers	25 – 33⅓	16.21
Electrical Fittings	20	4.75
Furniture & Fixtures	10 – 20	6.33
Plant & Equipment	20 – 25	4.75
Office Equipment	20 – 25	4.75
Vehicles	20	9.50

Leasehold improvements at leased premises are depreciated, over the estimated useful life (not exceeding 10 years) or the lease period, whichever is lower.

Assets with unit value of ₹5,000 or less are depreciated entirely in the period of acquisition, except in case of Sasken Finland and its subsidiaries where the assets with unit value of Euro 5,000 or less are depreciated entirely in the period of acquisition.

Intangible assets comprise of the following and except otherwise mentioned, are amortized over the estimated useful life, on a straight line basis, as given below:

1. Goodwill arising on consolidation is not amortized but is tested for impairment in accordance with Accounting Standard 21 on Consolidated Financial Statements.

2. Goodwill on acquisition represents the excess of the purchase price over the value of the net assets of the acquired business and is not amortized, but is tested for impairment on a periodic basis.
3. Computer Software -
   (a) Computer Software used for development of software / rendering software services - over the life of the project / product - 12 months to 60 months.
   (b) Generic Computer Software - over 12 months.
   (c) Product Software for administration purposes - 36 months.
4. Contract Rights - over a period of 12 months.
5. Technical know - how - over a period of 36 months.
6. In case of Sasken Finland and its subsidiaries -

   Computer Software
   (a) Over Euro 3,000 - 36 months
   (b) Development - 60 months

(f) Capitalization and Amortization of Software Products

Costs incurred during the research phase are expensed off as period costs. Costs incurred towards development of computer software products meant for sale, lease or otherwise marketed, are capitalized subsequent to establishing the technological feasibility provided future economic benefit is probable and the Company has an intention and ability to complete and use or sell software and costs can be measured reliably. The costs are expensed as period costs, if the technological feasibility is not established. Capitalization ceases when the product is ready for general release to customers. Capitalized software product costs are amortized on a straight line method over the remaining estimated economic life of the product. The unamortized cost of capitalized software products is carried at cost, less accumulated amortization less impairment, if any.

(g) Investments

Investments are classified as current or long term based on management intention at the time of purchase. Current investments are carried at lower of cost and net realizable value determined on an individual investment basis. Long - term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments. On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the Statement of Profit and Loss.

(h) Foreign Currency Translations

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 approximately at the date of the transaction.

Conversion

Foreign currency monetary items are reported using the exchange rate prevailing at the Balance Sheet date. Non - monetary items, which are carried in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of the transaction.

Exchange Differences

Exchange differences arising on the settlement of monetary items or on reporting such monetary items of Group at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognized as income or as expenses in the year in which they arise.

Forward exchange contracts not intended for trading or speculation purposes covered by notified AS 11.

The premium or discount arising at the inception of forward exchange contracts is amortized as expense or income over the life of the contract. Exchange differences on such contracts are recognized in the Statement of Profit and Loss in the year in which the exchange rates change. Any profit or loss arising on cancellation or renewal of forward exchange contract is recognized as income or as expense for the year.

Options and Forward exchange contracts not intended for trading or speculation purposes, classified as derivative instruments (Cash flow hedge).

The Group has adopted the principles of Accounting Standard ('AS') 30 Financial Instruments: Recognition and Measurement. Accordingly, such derivative instruments, which qualify for hedge accounting are fair valued at Balance Sheet date and the effective portion of the resultant loss / (gain) is debited / credited to the hedging reserve and the ineffective portion is recognized in the Statement of Profit and Loss.

Changes in the fair value of derivative instruments that do not qualify for hedge accounting are recognized in the Statement of Profit and Loss as they arise.

Hedge Accounting is discontinued when the hedging instrument expires or is sold, or terminated, or exercised, or no longer qualifies for hedge accounting. Any cumulative gain or loss on the hedging instrument recognized in hedging reserve is transferred to the Statement of Profit and Loss when the forecasted transaction occurs or when a hedged transaction is no longer expected to occur.

Translation of Integral and Non-integral foreign operation -

The financial statements of an integral foreign operation are translated as if the transactions of the foreign operation have been those of the Group itself.

In translating the financial statements of a non-integral foreign operation for incorporation in financial statements, the assets and liabilities, both monetary and non-monetary, of the non-integral foreign operation are translated at the rate prevailing at the Balance Sheet date; income and expense items of the non-integral foreign operation are translated at exchange rates at the dates of the transactions; and all resulting exchange differences are accumulated in a foreign currency translation reserve until the disposal of the net investment.

On disposal of a non-integral foreign operation, the cumulative amount of the exchange difference which have been deferred and which relate to that operation are recognized as income or expense in the same period in which the gain or loss on disposal is recognized. Where there is a change in the classification of a foreign operation, the translation procedure applicable to the revised classification are applied from the date of the change in the classification.

(i) Retirement and other Employee Benefits

(i) Gratuity

The Group provides for gratuity, a defined benefit plan covering all eligible employees. The plan provides a lump sum payment to eligible employees at retirement or on termination of employment based on the salary of the respective employee and the years of employment with the Company.

The Group contributes to a gratuity fund maintained by an insurance company. The amount of contribution is determined based upon actuarial valuations as at the period end. Such contributions are charged off to the Statement of Profit and Loss. Provision is made for the shortfall between the actuarial valuation carried out as at Balance Sheet date as per Projected Unit Credit Method and the funded balance with the insurance company.

(ii) Provident Fund

Employees other than the employees at foreign branches and subsidiaries are eligible to receive Provident Fund benefits through a defined benefit plan in which both employee and employer make monthly contributions to the plan. The Company has established a Provident Fund Trust to which contributions towards provident fund are made each month. The Provident Fund Trust guarantees a specified rate of return on such contributions on a periodical basis. The Company will meet the shortfall in the return, if any, which is provided for based on actuarial valuation carried out, as per Projected Unit Credit Method, as at the date of Balance Sheet. Contributions towards Provident Fund are charged to the Statement of Profit & Loss on an accrual basis.

(iii) Pension

In case of Germany branch, pension contributions are made as per the local laws and regulations. The Company provides for pension benefits, a defined benefit plan, covering all eligible employees. The plan provides for various pension benefits to eligible employees at retirement or on termination of employment based on earnings of the respective employee and the year of employment with the Company. The Company contributes to a reinsured support fund maintained by an external agency. The contributions made by the employer are charged to the Statement of Profit and Loss on accrual basis. Provision is made for the shortfall between the actuarial valuation as per the Projected Unit Credit Method and funded balance as at the Balance Sheet date.

For other overseas branches and foreign subsidiary companies, social security contributions are made as per the respective country laws and regulations. The same is charged to the Statement of Profit and Loss on an accrual basis. There are no obligations beyond the respective entity's contributions.

(iv) Compensated absences

Short-term compensated absences are provided based on estimates. Long-term compensated absences are provided for based on actuarial valuation, done as per Projected Unit Credit Method, as at Balance Sheet date. The Group presents the compensated absences as a current liability in the Balance Sheet wherever it does not have an unconditional right to defer its settlement beyond 12 months after the reporting date.

(v) Other employee benefits

The Group operates other long term benefit plan covering all eligible employees. The plan provide for lump sum payments at the end of agreed tenure. The cost of providing benefit under this plan is determined by the acturial valuation, done as per Projected Unit Credit Method as at each Balance Sheet date.

(vi) Superannuation

The Company contributes to a superannuation scheme maintained by an insurance company. Such contributions are charged to the Statement of Profit and Loss on an accrual basis. The Company has no other obligations beyond its monthly contributions.

(vii) Actuarial gains / losses

The actuarial gains / losses on the employee benefits are immediately recognized in the Statement of Profit and Loss and are not deferred.

(j) Impairment of assets

(i) The carrying amounts of assets are reviewed at each Balance Sheet date to assess if there is any indication of impairment based on internal / external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's net selling price and value in use. 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 risks specific to the asset.

(ii) After impairment, depreciation is provided on the revised carrying amount of the assets over its remaining useful life.

(iii) A previously recognized impairment loss is increased or reversed depending on changes in circumstances. However the carrying value after reversal is not increased beyond the carrying value that would have prevailed by charging usual depreciation if there was no impairment.

(k) Warranty

Provision for warranty related costs are recognized when the license or service is provided. Provisions are based on historical experience. The estimate of such warranty related costs is revised annually.

(l) Research and Development

Research costs are expensed as incurred. Development expenditure incurred on an individual project is carried forward when its future recoverability can reasonably be regarded as assured. Equipment or facilities that are acquired or constructed for research and development activities, which have alternative future uses are capitalized as tangible assets. Depreciation on such assets, during research phase is charged to expense as research and development costs.

(m) Income Taxes

Tax expense comprises of current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with tax laws applicable to the respective jurisdictions. Deferred income taxes reflect the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years.

Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the Balance Sheet date. Deferred tax assets and deferred tax liabilities across various countries of operation are not set off against each other as the Group does not have a legal right to do so. Deferred tax liabilities are recognized for all taxable timing differences. Deferred tax assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. If the Group has carry forward of unabsorbed depreciation and tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits.

The carrying amount of deferred tax assets are reviewed at each Balance Sheet date. The Group writes-down the carrying amount of a deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realized. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

Unrecognized deferred tax assets of earlier years are re-assessed and recognized to the extent that it has become reasonably certain or virtually certain, as the case may be that future taxable income will be available against which such deferred tax assets can be realized.

Minimum Alternative Tax (MAT) credit is recognized as an asset only when and to the extent there is convincing evidence that the company will pay normal income tax during the specified period. In the year in which the Minimum Alternative Tax (MAT) credit becomes eligible to be recognized as an asset in accordance with the recommendations contained in Guidance Note issued by the Institute of Chartered Accountants of India on Accounting for Credit Available in respect of MAT under the Income-tax Act, 1961, the said asset is created by way of a credit to the Statement of Profit and Loss and shown as MAT Credit Entitlement. The Group reviews the same at each Balance Sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that Group will pay normal Income Tax during the specified period.

(n) Stock Compensation Expense

Measurement and disclosure of the employee share-based payment plans is done in accordance with SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and the Guidance Note on Accounting for Employee Share-based Payments, issued by the Institute of Chartered Accountants of India. The Group accounts for stock compensation expense based on the fair value of the options granted, determined on the date of grant. Compensation expense is amortized over the vesting period of the option on a straight - line basis. The accounting value of the options outstanding net of the Deferred Compensation Expense is reflected as Employee Stock Options Outstanding.

(o) Earnings Per Share

Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders' by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year are adjusted for events of bonus issue; bonus element in a rights issue to existing shareholders; share split; and reverse share split (consolidation of shares).

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

(p) Provisions and Contingencies

A provision is recognized when the enterprise has a present obligation as a result of past event; it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates.

Provisions for onerous contracts, i.e. contracts where the expected unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under it, 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 best estimate of such obligation.

Where no reliable estimate can be made, a disclosure is made as contingent liability. A disclosure for a contingent liability is also made when there is a possible obligation or a present obligation that may, but probably will not require an outflow of resources. A contingent asset is neither recognized or disclosed in the financial statement.

(q) Segment Reporting

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

Identification of segments:

The Group is focused in the embedded communication space. The risks and returns of the Group are predominantly determined by the nature of the solutions offered to its customers, which may be in the form of products or services. The primary reporting segments are Software Services, Software Products, Network Engineering Services and Automotive, Utilities & Industrial.

The geographical segment information is disclosed based on the location of the customers.

Allocation of common costs:

Common allocable costs are allocated to each segment according to the relative contribution of each segment to the total common costs.

Unallocated items:

The unallocated items includes general corporate income and expense items, which are not allocated to any business segment.

(r) Operating Leases

Leases where the lessor effectively retains substantially all the risks and benefits of ownership of the leased term are classified as operating lease. Operating lease payments are recognized as expense in the Statement of Profit and Loss on a straight - line basis over the lease term.

(s) Government Subsidy

Grants and subsidies from the Government are recognized when there is reasonable assurance that the grant / subsidy will be received and all attaching conditions will be complied with.

When the grant or subsidy relates to an expense item, it is recognized over the periods necessary to match them on a systematic basis to the costs, which it is intended to compensate.

Where the grant or subsidy relates to an asset, its value is deducted from the gross value of the asset concerned in arriving at the carrying amount of the related asset.

(t) Cash and Cash Equivalents

Cash and cash equivalents in the Cash Flow Statement comprise of cash at bank and in hand and short term investments with an original maturity value of three months or less.

The Cash Flow Statement has been prepared under the indirect method.

3. Share Capital

Amount in ₹ lakhs

Particulars	As at March 31, 2013	As at March 31, 2012
Authorised Capital		
5,00,00,000 (As at March 31, 2012 : 5,00,00,000) Equity Shares of ₹10 each	5,000.00	5,000.00
Issued, Subscribed and Paid up Capital		
2,09,59,876 (As at March 31, 2012 : 2,60,11,351) Equity Shares of ₹10 each fully paid up	2,095.99	2,601.13
	2,095.99	**2,601.13**

For details of shares reserved for issue under Employee Stock Option (ESOP) plan of the Company (Refer Note 32).

The Company has only one class of share referred to as equity shares having par value of ₹10 each. 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 shareholders 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. For the year ended March 31, 2013, the Board of Directors have recommended a final dividend of ₹4.50 per equity share of ₹10 each (March 31, 2012 ₹4.50). This is subject to approval of shareholders and if so approved, the total dividend for the year will amount to ₹7.00 per equity share including interim dividend of ₹2.50 per equity share (March 31, 2012 ₹7.00 per equity share).

Shareholders holding more than 5 percent shares in the Company:

Name of the shareholder*	As at March 31, 2013	
	No of shares	% holding
Ashish Dhawan	22,32,630	10.65
Bajaj Allianz Life Insurance Company Ltd.	12,67,679	6.05

Name of the shareholder*	As at March 31, 2012	
	No of shares	% holding
Ashish Dhawan	22,32,630	8.58
Reliance Capital Trustee Co. Ltd. A/c Reliance Equity Opportunities Fund	22,51,546	8.66

*The shareholding information is based on legal ownership of shares and has been extracted from the records of the Company including Register of Shareholders / Members.

Reconciliation of the number of shares outstanding at the beginning and end of the reporting year:

Particulars	As at March 31, 2013	
	No. of Shares	Amount in ₹ lakhs
Outstanding at the beginning of the year	2,60,11,351	2,601.13
Add: Issued during the year - ESOP	90,500	9.05
Less: Bought back during the year	(51,41,975)	(514.19)
Outstanding at the end of the year	**2,09,59,876**	**2,095.99**

Particulars	As at March 31, 2012	
	No. of Shares	Amount in ₹ lakhs
Outstanding at the beginning of the year	2,61,85,793	2,618.58
Add: Issued during the year - ESOP	5,54,925	55.49
Less: Bought back during the year	(7,29,367)	(72.94)
Outstanding at the end of the year	2,60,11,351	2,601.13

The Company has issued 11,52,800 shares (As at March 31, 2012: 11,31,787) during the period of five years immediately preceding the reporting date on exercise of options granted under the Employee Stock Option Plan (ESOP), wherein part consideration was received in form of employee services.

Buy-back of Equity Shares

Particulars	As at March 31, 2013	As at March 31, 2012
Aggregate number of equity shares bought back by the Company during the period of five years immediately preceding the Balance Sheet date.	87,53,717	36,11,742

As per the approval of the shareholders of the Company on April 23, 2012 through postal ballot, by a special resolution, in accordance with the provisions of the Companies Act, 1956 and the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998 (as amended), the Company offered to buy-back its equity shares of face value of ₹10/- each, upto a maximum amount of ₹8,648 lakhs at a maximum price of ₹180/- per share from open market. After completion of regulatory formalities the Company commenced the buy-back on May 21, 2012. The Company has, during the year ended March 31, 2013, bought back 51,41,975 equity shares at an average price of ₹125.07 per share, utilizing a sum of ₹6,431.00 lakhs (excluding brokerage and otherwise). On account of buy-back of shares, the Company has created Capital Redemption Reserve of ₹514.19 lakhs towards the face value of 51,41,975 shares of ₹10/- each by way of appropriation against General Reserve. The amount paid towards buy-back of shares, in excess of the face value, has been appropriated out of Securities Premium account. In terms of the provisions of Section 77A of the Companies Act, 1956 and SEBI (Buy Back of Securities) Regulations 1998 (as amended), the Company has extinguished 50,52,325 shares as on March 31, 2013, and the remaining 89,650 shares on April 6, 2013. Subsequent to the year-end, another 1,35,903 shares were bought back, at an average price of ₹143.96 utilizing a sum of ₹195.65 lakhs (excluding brokerage and other applicable taxes), before closure of the buy-back scheme by efflux of time. The Company has extinguished 92,928 shares as of April 18, 2013 and submitted the application for extinguishment for the remaining 42,975 shares.

During prior years, in terms of decision of the Board of Directors dated October 21, 2010 and in accordance with the provisions of the Companies Act, 1956 and the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998 (as amended), the Company offered to buy-back its equity shares of face value of ₹10/- each, upto a maximum amount of ₹3,454 lakhs at a maximum price of ₹260/- per share from open market. The buy-back was commenced by the Company on December 2, 2010 and was closed on May 26, 2011. The Company had bought back 21,62,000 equity shares at an average price of ₹159.26 per share (excluding brokerage and other taxes), utilizing a sum of ₹3,443.25 lakhs.

4. Reserves and Surplus

Amount in ₹ lakhs

Particulars	As at March 31, 2013	As at March 31, 2012
Capital Reserve		
Opening Balance	132.00	-
Add: Arising on forfeiture of money received against share warrants	-	132.00
Total	**132.00**	**132.00**
Capital Redemption Reserve		
Opening Balance	361.17	288.23
Add: Transferred during the year	514.19	72.94
Total	**875.36**	**361.17**
Securities Premium		
Opening Balance	12,061.21	12,789.21
Add: Receipts on exercise of employee stock options	57.99	375.61
Less: Premium on equity shares bought back	(5,916.80)	(1,103.61)
Total	**6,202.40**	**12,061.21**
Employee Stock Options Outstanding (Refer Note 32)		
Employee Stock Options Outstanding	495.40	715.47
Less : Deferred Employee Compensation Cost Outstanding	(12.83)	(50.59)
Total	**482.57**	**664.88**
General Reserve		
Opening Balance	2,289.92	1,983.80
Add: Transferred from Statement of Profit and Loss	414.62	379.06
Less: Transferred to Capital Redemption Reserve	(514.19)	(72.94)
Total	**2,190.35**	**2,289.92**
Hedging Reserve		
Opening Balance	(604.20)	156.17
Loss / (gain) transferred to Statement of Profit and Loss on occurrence of forecasted hedge transaction	606.12	(156.17)
Net changes in the fair value of effective portion of outstanding cash flow derivatives	210.82	(610.03)
Net derivative gains related to a discontinued cash flow hedge	4.01	5.83
Total	**216.75**	**(604.20)**

Amount in ₹ lakhs

Particulars	As at March 31, 2013	As at March 31, 2012
Foreign Exchange Translation Reserve		
Opening Balance	456.84	(96.07)
Movements during the year	297.14	552.91
Total	**753.98**	**456.84**
Surplus in the Statement of Profit and Loss		
Opening Balance	27,970.87	24,031.26
Add: Profit for the year	3,195.93	6,400.80
Less: Transferred to General Reserve	(414.62)	(379.06)
Less: Proposed Dividend	(939.61)	(1,170.51)
Less: Interim Dividend	(601.11)	(644.39)
Less: Dividend Tax	(257.21)	(294.43)
Add: Excess dividend provision reversed	19.85	23.40
Add: Excess dividend tax provision reversed	92.28	3.80
Less: Dividend Tax on dividend declared by Subsidiary	(89.06)	-
Total	**28,977.32**	**27,970.87**
Total	**39,830.73**	**43,332.69**

5. Share Application Money Pending Allotment

As at March 31, 2013, 53,200 options (As at March 31, 2012: 25,500 options) have been exercised pursuant to the ESOP plan and pending allotment, the amount paid on exercise is lying in Share Application. 43,200 options were granted on April 6, 2009 and each option can be exercised for an equity share of ₹10 each at an exercise price of ₹52 and 10,000 options were granted on June 15, 2009 and each option can be exercised for an equity share of ₹10 each at an exercise price of ₹77 (As at March 31, 2012, 25,500 options have been exercised pursuant to the ESOP plan and pending allotment, the amount paid on exercise is lying in Share Application. These options were granted on April 6, 2009 and each option can be exercised for an equity share of ₹10 each at an exercise price of ₹52). The Company has sufficient authorized share capital to issue equity shares arising on exercise of options. The equity shares arising on exercise of such options will get allotted subsequent to Balance Sheet date after the closure of buy - back. On allotment of equity shares, the Company will recognise securities premium of ₹40.05 lakhs (March 31, 2012 ₹16.29 lakhs).

6. Long Term Borrowings

Amount in ₹ lakhs

Particulars	As at March 31, 2013	As at March 31, 2012
Secured Term Loans from others:		
Loan from SVB India Finance Pvt. Ltd.	92.58	231.45
Total	**92.58**	**231.45**

The above represents long term portion of the Group's proportionate share (46.29%) in loan taken by ConnectM at a simple interest of 14% p.a. interest being payable every month along with the principal repayment. First tranche of the term loan amounting to ₹450.00 lakhs, having an outstanding balance of ₹237.50 lakhs (March 31, 2012: ₹387.50 lakhs), is repayable in thirty six equal monthly installments commencing from November 1, 2011 and the second tranche of the term loan amounting to ₹450.00 lakhs, having an outstanding balance of ₹262.50 lakhs (March 31, 2012: ₹412.50 lakhs), is repayable in thirty six equal monthly installments commencing from January 1, 2012. The current portion of the long term borrowing is included in Note 9 - Other Current Liabilities.The loan is secured by a first charge on all the existing and future, fixed and current assets of ConnectM and a negative lien on intellectual property of ConnectM.

As per the terms of the loan agreement dated June 27, 2011 on the first closing date and on the second closing date, ConnectM shall grant a right to the lender to subscribe to the ConnectM shares in aggregate amounting to ₹120.00 lakhs at the lender's option. There is no continuing default in the repayment of the principal loan and interest amounts.

7. Long Term Provisions

Amount in ₹ lakhs

Particulars	As at March 31, 2013	As at March 31, 2012
Gratuity	74.13	65.44
Pension	250.43	99.99
Provident Fund obligations	-	47.68
Warranty	31.76	24.26
Other employee benefits	240.31	-
Employee compensated absences	109.63	-
Mark - to - market losses on derivative contracts	-	11.17
Total	**706.26**	**248.54**

8. Trade Payables

Amount in ₹ lakhs

Particulars	As at March 31, 2013	As at March 31, 2012
For Goods, Services and Expenses:		
- Dues to Micro and Small Enterprises	-	-
- Dues to other creditors	2,792.48	3,282.91
Total	**2,792.48**	**3,282.91**

9. Other Current Liabilities

Amount in ₹ lakhs

Particulars	As at March 31, 2013	As at March 31, 2012
Current Maturities of Long Term Borrowings*	138.87	138.87
Interest Accrued but not due on Borrowings	3.03	4.51
Deferred Revenue	210.39	415.02
Advance Received from Customers	69.67	65.35
Unpaid Dividend	53.13	46.78
Capital Creditors	21.09	111.12
Statutory Liabilities	913.69	1,115.71
Total	**1,409.87**	**1,897.36**

* Current maturities of long term borrowings include

i. ₹138.87 lakhs (March 31, 2012 - ₹138.87 lakhs) payable to SVB India Finance Pvt. Ltd., towards loan taken by ConnectM (also Refer Note 6).

10. Short Term Provisions

Amount in ₹ lakhs

Particulars	As at March 31, 2013	As at March 31, 2012
Employee compensated absences	1,562.15	1,568.12
Gratuity	96.70	93.29
Warranty*	14.05	25.49
Onerous Contract*	39.81	39.81
Mark - to - market losses on derivative contracts	-	642.84
Other employee benefits	215.74	-
Dividend	939.61	1,170.51
Dividend Tax	159.69	189.89
Income Tax (net of advance tax)	463.27	478.60
Total	**3,491.02**	**4,208.55**

* Movement in provisions in accordance with Accounting Standard 29 on Provisions, Contingent Liabilities and Contingent Assets.

Amount in ₹ lakhs

Particulars	Provision for Warranty	
	As at March 31, 2013	As at March 31, 2012
Opening Balance	49.75	196.45
Additions during the year	19.34	45.41
Less: Amounts used during the year	(8.12)	(192.11)
Less: Reversals during the year	(15.16)	-
Closing Balance	**45.81**	**49.75**

Amount in ₹ lakhs

Particulars	Provision for Onerous Contract	
	As at March 31, 2013	As at March 31, 2012
Opening Balance	39.81	60.38
Additions during the year	-	-
Less: Amounts used during the year	-	-
Less: Reversals during the year	-	(20.57)
Closing Balance	**39.81**	**39.81**

11. Fixed Assets

(a) Tangible Assets

Amount in ₹ lakhs

	Freehold Land	Buildings	Leasehold Improvements	Computers	Electrical Fittings	Furniture & Fixtures	Office Equipment	Plant & Equipment	Vehicles	Total
Gross Block										
As at April 1, 2011	2,287.67	3,310.98	597.27	5,768.46	434.30	2,399.46	3,126.85	3,936.42	0.01	21,861.42
Additions during the year	-	-	346.18	681.84	157.68	148.77	274.70	71.96	-	1,681.13
Deletions during the year	-	-	69.23	844.78	10.23	102.64	956.30	2.25	-	1,985.43
Foreign currency translation adjustments	-	-	0.79	28.68	20.69	42.75	0.30	150.49	-	243.70
As at March 31, 2012	**2,287.67**	**3,310.98**	**875.01**	**5,634.20**	**602.44**	**2,488.34**	**2,445.55**	**4,156.62**	**0.01**	**21,800.82**
Additions during the year	-	-	3.06	233.91	1.73	73.34	24.54	78.69	-	415.27
Deletions during the year	-	-	145.69	284.70	62.99	296.97	131.98	219.74	-	1,142.07
Foreign currency translation adjustments	-	-	0.42	13.09	10.71	15.40	(10.75)	61.56	-	90.43
As at March 31, 2013	**2,287.67**	**3,310.98**	**732.80**	**5,596.50**	**551.89**	**2,280.11**	**2,327.36**	**4,077.13**	**0.01**	**21,164.45**
Depreciation										
As at April 1, 2011	-	1,630.57	456.12	4,923.25	279.62	1,889.11	2,757.29	3,426.46	0.01	15,362.43
Charge for the year	-	167.80	62.28	520.32	95.14	211.34	335.15	259.68	-	1,651.71
Deletions during the year	-	-	69.23	844.32	10.22	100.56	947.23	2.25	-	1,973.81
Foreign currency translation adjustments	-	-	5.74	23.17	10.84	23.00	(3.55)	123.31	-	182.51
As at March 31, 2012	**-**	**1,798.37**	**454.91**	**4,622.42**	**375.38**	**2,022.89**	**2,141.66**	**3,807.20**	**0.01**	**15,222.84**
Charge for the year	-	167.80	111.32	482.63	71.34	101.52	107.48	174.19	-	1,216.28
Deletions during the year	-	-	127.65	283.54	57.21	227.97	123.66	219.68	-	1,039.71
Foreign currency translation adjustments	-	-	0.42	11.58	7.14	11.06	(4.18)	52.80	-	78.82
As at March 31, 2013	**-**	**1,966.17**	**439.00**	**4,833.09**	**396.65**	**1,907.50**	**2,121.30**	**3,814.51**	**0.01**	**15,478.23**
Net Block										
As at March 31, 2012	**2,287.67**	**1,512.61**	**420.10**	**1,011.78**	**227.06**	**465.45**	**303.89**	**349.42**	**-**	**6,577.98**
As at March 31, 2013	**2,287.67**	**1,344.81**	**293.80**	**763.41**	**155.24**	**372.61**	**206.06**	**262.62**	**-**	**5,686.22**

11. Fixed Assets

(b) Intangible Assets

Amount in ₹ lakhs

	Computer Software	Goodwill on Consolidation	Acquired Goodwill	Technical Knowhow	Contract Rights	Total
Gross Block						
As at April 1, 2011	5,149.53	20,273.69	363.31	182.50	803.97	26,773.00
Additions during the year	503.60	-	-	-	-	503.60
Deletions during the year	1,357.61	-	-	138.85	148.04	1,644.50
Foreign currency translation adjustments	54.10	1,443.31	51.17	-	92.38	1,640.96
As at March 31, 2012	**4,349.62**	**21,717.00**	**414.48**	**43.65**	**748.31**	**27,273.06**
Additions during the year	137.46	-	-	-	-	137.46
Deletions during the year	22.33	-	-	-	-	22.33
Foreign currency translation adjustments	3.04	530.11	27.95	-	50.46	611.56
As at March 31, 2013	**4,467.79**	**22,247.11**	**442.43**	**43.65**	**798.77**	**27,999.75**
Amortization						
As at April 1, 2011	4,770.81	-	-	182.50	803.97	5,757.28
Charge for the year	583.72	-	-	-	-	583.72
Deletions during the year	1,357.61	-	-	138.85	148.04	1,644.50
Foreign currency translation adjustments	56.63	-	-	-	92.38	149.01
As at March 31, 2012	**4,053.55**	**-**	**-**	**43.65**	**748.31**	**4,845.51**
Charge for the year	280.81	-	-	-	-	280.81
Deletions during the year	20.26	-	-	-	-	20.26
Foreign currency translation adjustments	2.51	-	-	-	50.46	52.97
As at March 31, 2013	**4,316.61**	**-**	**-**	**43.65**	**798.77**	**5,159.03**
Impairment Loss						
As at April 1, 2011	-	14,415.90	-	-	-	14,415.90
Charge for the year	-	-	-	-	-	-
Deletions during the year	-	-	-	-	-	-
Foreign currency translation adjustments	-	1,026.29	-	-	-	1,026.29
As at March 31, 2012	**-**	**15,442.19**	**-**	**-**	**-**	**15,442.19**
Charge for the year	-	-	444.36	-	-	444.36
Deletions during the year	-	-	-	-	-	-
Foreign currency translation adjustments	-	376.94	(1.93)	-	-	375.01
As at March 31, 2013	**-**	**15,819.13**	**442.43**	**-**	**-**	**16,261.56**
Net Block						
As at March 31, 2012	**296.07**	**6,274.81**	**414.48**	**-**	**-**	**6,985.36**
As at March 31, 2013	**151.18**	**6,427.98**	**-**	**-**	**-**	**6,579.16**

12. Non Current Investments

Amount in ₹ lakhs

Particulars	As at March 31, 2013	As at March 31, 2012
A. Investment in Equity Instruments (Non-Trade, unquoted, at cost less provision for diminution)		
i. Investment in Joint Ventures		
TACO Sasken Automotive Electronics Ltd.		
52,00,403 (As at March 31, 2012: 52,00,403) equity shares of ₹10/- each, fully paid up	520.04	520.04
Less: Provision for diminution in value of investment	(520.04)	(520.04)
	-	-
ii. Other Investments		
3,92,285 (As at March 31, 2012: 3,92,285) fully paid equity shares of ₹10/- each of Prime Telesystems Ltd.	240.00	240.00
Less: Provision for diminution in value of investment	(240.00)	(240.00)
	-	-
B. Investment in Preference Shares (Non-Trade, unquoted at cost less provision for diminution)		
Investment in Joint Ventures		
TACO Sasken Automotive Electronics Ltd.		
24,78,000 (As at March 31, 2012: 24,78,000) Redeemable Preference Shares of ₹10/- each fully paid up	247.80	247.80
Less: Provision for diminution in value of investment	(247.80)	(247.80)
	-	-
C. Investment in Limited Liability Partnerships		
Omni Capital LLP, USA	2,307.75	1,907.63
Aggregate amount of unquoted investments	2,307.75	1,907.63
Aggregate provision for diminution in value of investments	(1,007.84)	(1,007.84)

13. Deferred Tax Assets (net)

The following are the components of the Deferred Tax Asset (DTA) and Deferred Tax Liability (DTL):

Amount in ₹ lakhs

Particulars	As at March 31, 2013	As at March 31, 2012
Deferred Tax Asset		
Depreciation		
- Sasken	506.04	528.89
- SNEL	86.62	82.82
On expenditure allowed for tax purposes on payment basis		
- Sasken	410.78	303.23
- SNEL	85.47	92.26
Total	**1,088.91**	**1,007.20**

14. Long Term Loans and Advances

Amount in ₹ lakhs

Particulars	As at March 31, 2013	As at March 31, 2012
Unsecured, considered good		
Capital Advances	8.07	14.48
Security Deposits	576.04	1,083.11
Advances recoverable in cash or in kind or for value to be received		
- Prepaid Expense	1.42	3.16
- Advances to employees	12.31	3.75
- Balances with Government Authorities	950.27	942.04
Advance Income Tax	3,759.12	2,931.06
MAT Credit Entitlement	482.46	325.61
Unsecured considered doubtful		
Security Deposits	12.16	-
Less: Provision for doubtful security deposits	(12.16)	-
Total	**5,789.69**	**5,303.21**

15. Other Non Current Assets

Amount in ₹ lakhs

Particulars	As at March 31, 2013	As at March 31, 2012
Unsecured, considered good		
Long Term Trade Receivables	166.16	343.35
Non-current Bank Balances (refer Note 19)	-	150.00
Unsecured considered doubtful		
Long Term Trade Receivables	0.80	-
Less: Provision for doubtful debts	(0.80)	-
Total	**166.16**	**493.35**

16. Current Investments

Amount in ₹ lakhs

Particulars	As at March 31, 2013	As at March 31, 2012
Unquoted, at lower of cost or net realizable value, Investment in Mutual Funds		
Nil (As at March 31, 2012: 36,50,000) units of ₹10 each of IDFC Fixed Maturity Plan - Yearly Series 60 - Growth Plan	-	365.00
Nil (As at March 31, 2012: 49,95,309) units of ₹10 each of Birla Sun Life Fixed Term Plan Series EI - Growth Plan	-	499.53
Nil (As at March 31, 2012: 8,01,788) units of ₹100.02 each of Birla Sun Life Floating Rate Fund STP - Institutional - Daily Dividend Reinvestment	-	801.95
1,03,142 (As at March 31, 2012: 1,03,142) units of ₹1,221.61 each of DSP BlackRock Strategic Bond Fund - Institutional Plan - Growth Plan	1,260.00	1,260.00
1,12,01,881 (As at March 31, 2012: 1,04,49,033) units of ₹10.04 each of Axis Short Term Fund - Institutional - Regular Dividend Reinvestment	1,124.62	1,048.88
Nil (As at March 31, 2012: 2,73,527) units of ₹22.46 each of HDFC Cash Management Funds - Treasury Advantage Plan	-	28.44
Nil (As at March 31, 2012: 38,50,000) units of ₹10 each of HDFC Fixed Maturity Plan 370(D) November 2011 (1) - Growth - Series XIX	-	385.00
Nil (As at March 31, 2012: 30,00,000) units of ₹10 each of HDFC Fixed Maturity Plan 370(D) December 2011 (2) - Growth - Series XIX	-	300.00
26,75,217 (As at March 31, 2012: 25,15,701) units of ₹10.36 each of SBI SHDF Short Term Institutional Plan - Weekly Dividend	277.19	260.43
Nil (As at March 31, 2012: 43,76,320) units of ₹10 each of Reliance Fixed Horizon Fund - XXI - Series 2 - Growth Plan	-	437.63
79,58,266 (As at March 31, 2012: 79,58,266) units of ₹17.59 each of Birla Sun Life Dynamic Bond Fund - Retail - Growth Plan	1,400.00	1,400.00
Nil (As at March 31, 2012:13,31,243) units of ₹10.02 each of Deutsche Insta CP Fund Dividend	-	133.36
Nil (As at March 31, 2012:17,73,449) units of ₹10.04 each of Sundaram Ultrashort Term Fund Retail Daily Dividend	-	178.00
Nil (As at March 31, 2012: 1,55,785) units of ₹16.42 each of IDFC Money Manager Fund - Treasury Plan	-	11.84
Nil (As at March 31, 2012: 79,704) units of ₹77.79 each of ICICI Prudential Flexible Income Plan Premium - Growth Plan	-	70.38
Nil (As at March 31, 2012: 65,732) units of ₹1,000.18 each of Union KBC Liquid Fund Daily Dividend Reinvestment	-	657.44
Nil (As at March 31, 2012: 1,16,44,800) units of ₹10 each of Birla Sun Life Short Term FMP Series 30 - Dividend Payout	-	1,164.48
Nil (As at March 31, 2012: 85,19,263) units of ₹10 each of IDFC Fixed Maturity Quarterly Series 71 - Dividend	-	851.93
Nil (As at March 31, 2012: 20,49,967) units of ₹10.12 each of Kotak Floater Short Term - Daily Dividend	-	207.38
Nil (As at March 31, 2012: 64,31,990) units of ₹1528.74 each of Reliance Liquid Fund - TP - IP - Daily Dividend Reinvestment	-	983.28

Amount in ₹ lakhs

Particulars	As at March 31, 2013	As at March 31, 2012
Nil (As at March 31, 2012: 21,77,998) units of ₹12.23 each of Kotak Liquid - Institutional Plan - Daily Dividend - Reinvestment	-	266.33
Nil (As at March 31, 2012: 1,08,11,000) units of ₹10 each of DWS Fixed Term Fund - Series 88 - Dividend Plan - Payout	-	1,081.10
Nil (As at March 31, 2012: 82,90,000) units of ₹10 each of Reliance Fixed Horizon Fund - XX - Series 13 - Growth Plan	-	829.00
Nil (As at March 31, 2012: 72,00,000) units of ₹10 each of TATA Fixed Maturity Plan Series 37 Scheme A - Growth Plan	-	720.00
Nil (As at March 31, 2012: 70,00,000) units of ₹10 each of Birla Sun Life Fixed Term Plan Series DL - Growth Plan	-	700.00
Nil (As at March 31, 2012: 75,239) units of ₹100.02 each of Birla Sun Life Ultra Short Term Fund Retail Daily Dividend	-	75.25
Nil (As at March 31, 2012: 2,97,418) units of ₹15.24 each Reliance MF FMP Monthly Dividend	-	45.33
28,91,907 (As at March 31, 2012: Nil) units of ₹21.61 each of HDFC Short Term Plan - Growth Plan	625.00	-
86,37,307 (As at March 31, 2012: Nil) units of ₹13.89 each of SBI Dynamic Bond Fund - Growth Plan	1,200.00	-
56,73,298 (As at March 31, 2012: Nil) units of ₹20.89 each of Reliance Short Term Fund - Growth Plan	1,185.00	-
31,14,771 (As at March 31, 2012: Nil) units of ₹31.95 each of Kotak Bond (Regular) - Growth Plan	995.00	-
89,65,669 (As at March 31, 2012: Nil) units of ₹10.04 each of DWS Treasury Fund - Institutional Plan - Daily Dividend Reinvestment	900.31	-
3,10,509 (As at March 31, 2012: Nil) units of ₹10.22 each of DWS Treasury Fund - Investment Regular Plan - Daily Dividend Reinvestment	31.74	-
15,35,187 (As at March 31, 2012: Nil) units of ₹10.16 each of IDFC Money Manager Fund - Investment Plan - Inst Plan B - Daily Dividend Reinvestment	154.56	-
16,48,393 (As at March 31, 2012: Nil) units of ₹22.45 each of HDFC High Interest Fund Short Term Plan - Growth	370.00	-
78,359 (As at March 31, 2012: Nil) units of ₹10.05 each of Kotak Floater Long Term Daily Dividend	74.19	-
2,32,400 (As at March 31, 2012: Nil) units of ₹10.95 each of SBI SHDF - Short Term - Retail Plan Weekly Dividend	25.31	-
11,90,054 (As at March 31, 2012: Nil) units of ₹10.01 each of JP Morgan India Treasury Fund Super Institutional Daily Dividend Reinvestment	119.11	-
10,84,853 (As at March 31, 2012: Nil) units of ₹10.02 each of Templeton India Ultra Short Bond Fund - Institutional Plan - Dividend	108.67	-
61,50,000 (As at March 31, 2012: Nil) units of ₹10 each of L&T FMP - VII (February 419DA) Direct Plan Growth	615.00	-
45,55,460 (As at March 31, 2012: Nil) units of ₹15.61 each of Reliance Dynamic Bond Fund - Growth	711.00	-
18,61,682 (As at March 31, 2012: Nil) units of ₹10.00 each of DWS Fixed Maturity Plan - Series 27 - Regular Plan - Growth	186.17	-
5,985 (As at March 31, 2012: Nil) units of ₹10.56 each of SBI - Short Term Debt Fund - Regular Plan Weekly Dividend	0.63	-
10,26,061 (As at March 31, 2012: Nil) units of ₹23.94 each of ICICI Prudential ST - Regular Plan - Growth	243.00	-
Aggregate amount of Unquoted investments	**11,606.50**	**14,761.96**

17. Inventories (at lower of cost or net realizable value)

Amount in ₹ lakhs

Particulars	As at March 31, 2013	As at March 31, 2012
Raw materials and components	60.06	77.33
Work - in - Progress (Also refer Note 24)	285.36	210.93
Total	**345.42**	**288.26**

Notes to Consolidated Accounts *(Contd.)*

18. Trade Receivables

Amount in ₹ lakhs

Particulars	As at March 31, 2013	As at March 31, 2012
Unsecured considered good		
Outstanding for more than six months from due date	1,177.64	45.47
Outstanding for less than six months from due date	7,846.03	10,151.29
Unsecured considered doubtful		
Outstanding for more than six months from due date	218.80	171.64
Outstanding for less than six months from due date	-	4.99
Less: Provision for doubtful debts	(218.80)	(176.63)
Total	**9,023.67**	**10,196.76**

19. Cash and Bank Balances

Amount in ₹ lakhs

Particulars	As at March 31, 2013	As at March 31, 2012
Cash and Cash Equivalents		
Cash on Hand	1.88	1.28
Balances with banks - Current Accounts	3,171.16	2,177.96
Bank deposits with maturity less than 3 months	-	80.05
Balances with banks - Unpaid dividend accounts*	53.13	46.78
	3,226.17	2,306.07
Other Bank Balances		
Bank deposits with original maturity more than 3 months but less than or equal to 12 months	-	1,300.00
Bank deposits with original maturity more than 12 months	-	150.00
Bank balances held as margin money / security against guarantees	65.56	80.23
	3,291.73	3,836.30
Less: Bank deposits with original maturity more than 12 months disclosed under non - current assets (refer Note 15)	-	(150.00)
Total	**3,291.73**	**3,686.30**

* The Company can utilize these balances only towards settlement of the respective unpaid dividend.

20. Short Term Loans and Advances

Amount in ₹ lakhs

Particulars	As at March 31, 2013	As at March 31, 2012
Unsecured, considered good		
Security deposits	592.37	91.19
Advances recoverable in cash or in kind or for value to be received:		
- Advance to Suppliers	293.74	380.69
- Advance to employees	130.25	423.35
- Balances with Government Authorities	176.76	653.21
- Prepaid expenses / Other recoverables	681.08	359.91
Total	**1,874.20**	**1,908.35**

21. Other Current Assets

Amount in ₹ lakhs

Particulars	As at March 31, 2013	As at March 31, 2012
Interest Income Accrued on Fixed Deposits	-	60.25
Unbilled Revenue	2,664.41	2,638.56
Total	**2,664.41**	**2,698.81**

22. Revenue from Operations

Amount in ₹ lakhs

Particulars	For the Year Ended March 31, 2013	For the Year Ended March 31, 2012
Revenue from Software Products	2,744.37	3,948.95
Revenue from Software Services	41,334.79	43,466.53
Revenue from Network Engineering Services	3,161.24	3,967.20
Revenue from Automotive, Utilities and Industrial Services	226.77	550.90
Revenue from sale of Traded Goods	15.91	62.25
Total	**47,483.08**	**51,995.83**

23. Other Income

Amount in ₹ lakhs

Particulars	For the Year Ended March 31, 2013	For the Year Ended March 31, 2012
Dividend on current investments	506.78	368.19
Net gain on sale of current investments	420.88	636.88
Interest Income		
- on Bank Deposits	102.94	218.54
- on Income Tax refund	0.10	33.57
- on Others	7.17	16.59
Write back of unclaimed balances / provisions	182.03	148.28
Profit on sale of Fixed Assets	27.38	166.06
Write back of Provision for doubtful debts, deposits and other loans and advances	-	49.22
Exchange gain / (loss)	469.73	949.17
Miscellaneous Income	47.32	54.49
Total	**1,764.33**	**2,640.99**

24. (Increase) / Decrease in Work-in-Progress

Amount in ₹ lakhs

Particulars	For the Year Ended March 31, 2013	For the Year Ended March 31, 2012
Opening balance of Work-in-Progress	210.93	250.75
Closing balance of Work-in-Progress	(285.36)	(210.93)
Total	**(74.43)**	**39.82**

Amount in ₹ lakhs

Details of Work-in-Progress	For the Year Ended March 31, 2013	For the Year Ended March 31, 2012
Software Services	167.14	129.47
Network Engineering Services	118.22	81.46
Total	**285.36**	**210.93**

25. Consumption of Raw Materials & Components

Amount in ₹ lakhs

Particulars	For the Year Ended March 31, 2013	For the Year Ended March 31, 2012
Opening balance of Raw Materials & Components	77.33	167.32
Add: Purchases	40.56	290.07
	117.89	**457.39**
Closing balance of Raw Materials & Components	(60.06)	(77.33)
Total	**57.83**	**380.06**

Notes to Consolidated Accounts *(Contd.)*

26. Employee Benefit Expense

Amount in ₹ lakhs

Particulars	For the Year Ended March 31, 2013	For the Year Ended March 31, 2012
Salaries & Bonus	28,920.94	29,651.25
Contribution to Provident and Other Funds	2,706.12	2,423.14
Staff Welfare	626.89	785.12
Recruitment and Relocation	340.02	346.81
Employee Stock Option Compensation cost (net)	(162.34)	75.06
Total	**32,431.63**	**33,281.38**

27. Other Expenses

Amount in ₹ lakhs

Particulars	For the Year Ended March 31, 2013	For the Year Ended March 31, 2012
Rent	2,000.55	1,941.91
Repairs and Maintenance		
- Plant and Machinery	447.83	504.87
- Building	551.18	463.62
- Others	89.13	188.22
Communication Expense	541.39	577.71
Travel Expense	2,287.75	1,698.32
Electricity and Water Charges	712.23	752.21
Professional, Legal and Consultancy Charges	1,121.68	1,243.32
Insurance	147.96	163.89
Contract Staff Cost	1,638.15	1,585.14
Software Expense	137.51	137.40
Training and Conference Expense	261.19	269.86
Warranty Expense	19.34	45.41
Installation and Commissioning Charges	34.73	55.78
Selling Expense - Others	94.24	98.25
Provision for doubtful deposits and other Loans and Advances	12.18	1.11
Provision for doubtful debts	48.03	-
Loss on sale / discard of assets	0.63	1.01
Auditors' Remuneration		
- Audit Fees (including fees for consolidated financials)	28.00	28.00
- Other Services	5.74	7.86
- Reimbursement of Expense	1.65	1.32
Rates and Taxes	201.84	96.81
Directors' Sitting Fees and Commission	56.20	63.50
Donations	18.65	14.15
Printing & Stationery	96.10	123.46
Miscellaneous Expense	315.24	527.12
Total	**10,869.12**	**10,590.25**

28. Finance Cost

Amount in ₹ lakhs

Particulars	For the Year Ended March 31, 2013	For the Year Ended March 31, 2012
Interest Expense on Term Loans	41.34	55.80
Other Borrowing Costs	-	4.56
Total	**41.34**	**60.36**

Notes to Consolidated Accounts *(Contd.)*

29. Joint Ventures and Subsidiaries

(a) ConnectM Technology Solutions Pvt. Ltd. ("ConnectM")

In June 2007, Sasken and IDG Ventures formed a joint venture company called ConnectM Technology Solutions Pvt. Ltd. ("ConnectM") in Bangalore. ConnectM intends to explore and focus on end-to-end cycle development & sustenance to the Transportation, Industrial, Utilities and Enterprise markets enabled by Machine-to-Machine (M2M) communications. As at March 31, 2013, the Company and IDG Ventures each hold 46.29% (As at March 31, 2012 - 46.29%) of the equity in ConnectM. In accordance with Accounting Standard 27 on Financial Reporting of Interest in Joint Venture, the Group has consolidated the results of ConnectM in proportion to its interest in the Joint Venture.

(b) The proportionate share of assets and liabilities and income and expenditure for the year, in respect of the jointly controlled entity:

Amount in ₹ lakhs

Particulars	Connect M	
	As at March 31, 2013	As at March 31, 2012
Reserves and Surplus	(1,758.40)	(1,584.99)
Fixed Assets, net	7.02	14.07
Inventories	60.06	77.33
Investments	-	110.66
Trade Receivables	323.27	317.51
Cash and Bank	37.20	27.73
Other Current Assets	6.31	14.99
Other Non Current Assets	166.16	343.35
Loans and Advances	40.62	51.65
Liabilities and Provisions	516.64	659.88

Amount in ₹ lakhs

Particulars	Year Ended March 31, 2013	Year Ended March 31, 2012
Revenue	226.77	550.88
Expense	384.89	893.55
Other Income including Exchange Gain / (Loss)	26.05	60.22
Interest	41.34	43.42
Profit / (Loss) Before Tax	(173.41)	(325.87)
Provision for Tax	-	-
Profit / (Loss) After Tax	(173.41)	(325.87)

(c) TACO Sasken Automotive Electronics Limited ("TSAE") (Formerly known as TACO Sasken Automotive Electronics Private Limited)

Sasken has a 50% interest in a joint venture company called TACO Sasken Automotive Electronics Limited (formerly known as TACO Sasken Automotive Electronics Private Limited) ("TSAE") in Pune. The shareholders of TSAE have resolved that the company be wound up voluntarily. Requisite documents have been filed with the Registrar of Companies.

Considering the closure of operations of TSAE, the financial statements of TSAE have not been consolidated.

(d) During the year, application was made to Finland Trade Registry for merger of Sasken Communication Technologies Oy with Sasken Finland Oy. The Finland Trade Registry has approved the merger effective April 01, 2013.

30. Other Notes

(a) Capital and other Commitments

(i) Estimated amount of contracts remaining to be executed on capital account (net of advances) amounted to ₹106.12 lakhs (As at March 31, 2012 ₹49.68 lakhs)

(ii) Sasken Inc. is committed to contribute to the capital (net of investments already made) in Omni Captial, a limited liability partnership in USA amounting to USD 12.50 lakhs (equivalent ₹678.75 lakhs) [As at March 31, 2012 USD 12.50 lakhs (equivalent ₹635.88 lakhs)].

(iii) SNEL has commitment towards hire of laptops amounting to ₹16.37 lakhs (As at March 31, 2012 ₹43.43 lakhs).

(iv) The Group enters into foreign exchange forward contracts and option contracts to hedge its net foreign currency receivables position including its future receivables. As per the current policy of the Group, the Group takes foreign exchange forward contracts for currencies primarily denominated in the US Dollar, Canadian Dollar and Euro.

The details of outstanding foreign exchange forward contracts entered by the Group are as under:

Foreign Currency Hedged	Type of Contract	As at March 31, 2013		As at March 31, 2012	
		Amount (In Foreign Currency lakhs)	Avg Forward Exchange Rate (₹)	Amount (In Foreign Currency lakhs)	Avg Forward Exchange Rate (₹)
US Dollar (USD)	Sell	220.77	56.52	338.59	50.49
Euro (EUR)	Sell	13.99	74.07	35.14	68.09
Canadian Dollar (CAD)	Sell	-	-	1.00	47.95

The Company has also taken European style option contracts whereby it has option to sell USD 3.89 lakhs (USD 41.87 lakhs as at March 31, 2012) at an average strike price of ₹55, with maturity dates upto June 2013 and Euro 3.77 lakhs (Euro 11.28 lakhs as at March 31, 2012) at an average strike price ranging between ₹71 - ₹72, with maturity dates upto November 2013.

v) For commitments relating to lease arrangements, refer Note 38.

(b) Contingent Liabilities

Amount in ₹ lakhs

Particulars	As at March 31, 2013	As at March 31, 2012
Bank guarantees	104.94	130.26
Income taxes	2,658.09	2,524.17
Indirect taxes	4,813.99	2,216.86

There are certain claims made against the Company by an investee company, which are a subject matter of arbitration proceedings. In the view of the management, such claims are frivolous and are not tenable. No provision has been made for such claims pending completion of legal proceedings as the amount of claims are currently not ascertainable.

(c) Unhedged exposure

The Group has following foreign currency exposures which are not hedged.

As at March 31, 2013

Currency	Amount in Foreign Currency lakhs			Amount in Rupees lakhs		
	Loans & Advances	Current Liabilities	Net Receivable / (Payable)	Loans & Advances	Current Liabilities	Net Receivable / (Payable)
Australian Dollar (AUD)	-	0.17	(0.17)	-	9.61	(9.61)
Chinese Yuan (CNY)	-	0.15	(0.15)	-	1.31	(1.31)
Euro (EUR)	0.43	1.85	(1.42)	29.91	128.70	(98.79)
Hongkong Dollar (HKD)	-	0.34	(0.34)	-	2.38	(2.38)
Great Britain Pound (GBP)	0.62	0.22	0.40	50.90	18.06	32.84
Japanese Yen (JPY)	-	6.90	(6.90)	-	3.97	(3.97)
US Dollar (USD)	4.30	4.01	0.29	233.49	217.74	15.75
Taiwan Dollar (TWD)	-	0.62	(0.62)	-	1.13	(1.13)
Singapore Dollar (SGD)	-	0.10	(0.10)	-	4.37	(4.37)
Arab Emirates Dirham (AED)	3.00	0.02	2.98	44.35	0.30	44.05

As at March 31, 2012

Currency	Amount in Foreign Currency lakhs			Amount in Rupees lakhs		
	Loans & Advances	Current Liabilities	Net Receivable / (Payable)	Loans & Advances	Current Liabilities	Net Receivable / (Payable)
Australian Dollar (AUD)	-	0.21	(0.21)	-	11.12	(11.12)
Euro (EUR)	0.63	2.00	(1.37)	42.78	135.82	(93.04)
Hongkong Dollar (HKD)	-	0.34	(0.34)	-	2.23	(2.23)
Great Britain Pound (GBP)	1.00	0.35	0.65	81.52	28.53	52.99
Japanaese Yen (JPY)	-	0.53	(0.53)	-	0.33	(0.33)
US Dollar (USD)	7.75	3.53	4.22	394.24	179.57	214.67
Singapore Dollar (SGD)	-	0.58	(0.58)	-	23.49	(23.49)
Canadian Dollar (CAD)	2.13	0.02	2.11	108.76	1.02	107.74
Arab Emirates Dirham (AED)	3.37	0.18	3.19	46.67	2.49	44.18

Notes to Consolidated Accounts *(Contd.)*

(d) Employee Benefits:

(i) The Group contributed the following amounts to defined contribution plans

Amount in ₹ lakhs

Particulars	Year Ended March 31, 2013	Year Ended March 31, 2012
Superannuation Fund	28.82	28.56
Other Social Security Contribution	1,640.34	1,525.85

(ii) Defined Benefit Plans:

(a) Gratuity

Net employee benefit expense (in the Statement of Profit and Loss under the head Salaries and Bonus):

Amount in ₹ lakhs

Particulars	Year Ended March 31, 2013	Year Ended March 31, 2012
Current Service Cost	231.60	245.01
Interest cost	75.42	75.69
Expected return on Plan Assets	(77.30)	(76.10)
Actuarial (Gain) / Loss	46.63	15.69
Total	**276.35**	**260.29**

Liability / (Asset) recognized in the Balance Sheet:

Amount in ₹ lakhs

Particulars	As at March 31, 2013	As at March 31, 2012
Present value of the Defined Benefit Obligation	1,157.75	1,104.34
Plan Assets at the end of the year, at fair value	986.92	945.61
Liability / (Asset) recognized in the Balance Sheet	170.83	158.73

Changes in the present value of Defined Benefit obligation are as follows:

Amount in ₹ lakhs

Particulars	As at March 31, 2013	As at March 31, 2012
Defined Benefit Obligations (DBO) at beginning of the year	1,104.34	982.22
Current Service Cost	231.60	245.01
Interest Cost	75.42	75.69
Benefits Paid	(318.84)	(166.20)
Actuarial (Gain) / Loss	65.23	(32.38)
Defined Benefit Obligations (DBO) at the end of the year	1,157.75	1,104.34

Changes in the fair value of plan assets are as follows:

Amount in ₹ lakhs

Particulars	As at March 31, 2013	As at March 31, 2012
Plan Assets at the beginning of the year at fair value	945.61	844.88
Contributions	264.25	238.90
Expected Return on Plan Assets	77.30	76.10
Actuarial Gain/ (Loss)	18.60	(48.07)
Benefits Paid	(318.84)	(166.20)
Plans Assets at the end of the year at fair value	986.92	945.61

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

Amount in ₹ lakhs

Particulars	As at March 31, 2013	As at March 31, 2012
Interest rate for discount (p.a.)	7.98%	8.42%
Estimated rate of Return on Plan Assets (p.a.)	8.00%	8.50%

Experience adjustments are as follows:

Amount in ₹ lakhs

Particulars	March 31, 2013	March 31, 2012	March 31, 2011	March 31, 2010	March 31, 2009
Defined Benefit Obligation	1,157.75	1,104.34	982.22	963.05	1,046.60
Plan Assets	986.92	945.61	844.88	973.48	854.26
(Surplus) / Deficit	170.83	158.73	137.34	(10.43)	192.34
Experience (Gain) / Loss adjustments on Plan Liabilities	(16.20)	(179.66)	(8.92)	(118.91)	(81.59)
Experience Gain / (Loss) adjustments on Plan Assets	12.41	31.79	(28.42)	213.55	(49.38)

(b) **Pension**

Net employee benefit expense (in Statement of Profit and Loss under the head Contribution to Provident and other funds):

Amount in ₹ lakhs

Particulars	Year Ended March 31, 2013	Year Ended March 31, 2012
Current Service Cost	-	-
Interest Cost	27.13	25.24
Expected Return on Plan Assets	(22.34)	(21.43)
Actuarial (Gain) / Loss	154.55	(13.18)
Total	**159.34**	**(9.37)**

Liability / (Asset) recognized in the Balance Sheet

Amount in ₹ lakhs

Particulars	As at March 31, 2013	As at March 31, 2012
Present value of the Defined Benefit Obligation	797.25	611.51
Plan Assets at the end of the year, at fair value	546.82	511.52
Liability / (Asset) recognized in the Balance Sheet	250.43	99.99

Changes in the present value of Defined Benefit Obligation are as follows:

Amount in ₹ lakhs

Particulars	As at March 31, 2013	As at March 31, 2012
Defined Benefit Obligations at beginning of the year	611.51	571.99
Current Service Cost	-	-
Interest Cost	27.13	25.24
Benefits Paid	-	-
Actuarial (Gain) / Loss	158.61	14.28
Defined Benefit Obligations at the end of the year	797.25	611.51

Changes in the fair value of Plan Assets are as follows:

Amount in ₹ lakhs

Particulars	As at March 31, 2013	As at March 31, 2012
Plan Assets at the beginning of the year, at fair value	511.52	454.21
Contributions	8.90	8.42
Expected Return on Plan Assets	22.34	21.43
Actuarial Gain / (Loss)	4.06	27.46
Benefits Paid	-	-
Plan Assets at the end of the year, at fair value	546.82	511.52

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

Particulars	As at March 31, 2013	As at March 31, 2012
Interest rate for discount (p.a.)	3.70%	5.10%
Estimated Rate of Return on Plan Assets (p.a.)	4.20%	4.50%

Experience adjustments are as follows:

Amount in ₹ lakhs

Particulars	As at March 31, 2013	As at March 31, 2012	As at March 31, 2011	As at March 31, 2010	As at March 31, 2009
Defined Benefit Obligation	797.25	611.51	571.99	558.08	459.95
Plan Assets	546.82	511.52	454.21	457.44	434.81
(Surplus) / Deficit	250.43	99.99	117.78	100.64	25.14
Experience (Gain) / Loss adjustments on Plan Liabilities	258.58	-	(132.47)	81.58	(15.65)
Experience Gain / (Loss) adjustments on Plan Assets	4.06	-	(68.00)	(26.48)	76.47

The major categories of Plan Assets as a percentage of the total Plan Assets are as follows:

Particulars	As at March 31, 2013	As at March 31, 2012
Investment with insurers	100.00%	100.00%

(c) Provident Fund

The Guidance Note on Implementing AS15, Employee Benefits (revised 2005) issued by Accounting Standards Board (ASB) states that benefits involving employer established provident funds, which require interest shortfalls to be recompensed are to be considered as defined benefit plans. The actuary has provided a valuation by applying the deterministic approach to compute the present value of interest rate guarantee and based on the below provided assumptions, there is no shortfall as at March 31, 2013.

Net employee benefit expense (in the Statement of Profit and Loss under the head Contribution to Provident and other funds):

Amount in ₹ lakhs

Particulars	Year Ended March 31, 2013	Year Ended March 31, 2012
Current Service Cost	601.27	617.81
Interest Cost	575.39	531.19
Expected Return on Plan Assets	(660.87)	(606.34)
Actuarial (Gain) / Loss	37.80	196.06
Total	**553.59**	**738.72**

Liability / (Asset) recognized in the Balance Sheet

Amount in ₹ lakhs

Particulars	As at March 31, 2013	As at March 31, 2012
Present value of the Defined Benefit Obligation	8,021.50	7,846.81
Plan Assets at the end of the year, at fair value	8,021.50	7,799.13
Liability / (Asset) recognized in the Balance Sheet	-	47.68

Changes in the present value of Defined Benefit Obligation are as follows:

Amount in ₹ lakhs

Particulars	As at March 31, 2013	As at March 31, 2012
Defined Benefit Obligations at beginning of the year	7,846.81	7,201.90
Current Service Cost	601.27	617.81
Contribution by Plan Participants	1,085.21	1,167.31
Interest Cost	575.39	531.19
Benefits Paid	(1,968.06)	(1,786.45)
Actuarial (Gain) / Loss	(119.12)	115.05
Defined Benefit Obligations at the end of the year	8,021.50	7,846.81

Changes in the fair value of Plan Assets are as follows:

Amount in ₹ lakhs

Particulars	As at March 31, 2013	As at March 31, 2012
Plan Assets at the beginning of the year, at fair value	7,799.13	7,201.90
Contributions	1,686.48	1,858.35
Expected Return on Plan Assets	660.87	606.34
Actuarial Gain / (Loss)	(156.92)	(81.01)
Benefits Paid	(1,968.06)	(1,786.45)
Plan Assets at the end of the year, at fair value	8,021.50	7,799.13

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

Particulars	As at March 31, 2013	As at March 31, 2012
Interest rate for discount (p.a.)	7.98%	8.42%
Estimated Rate of Return on Plan Assets (p.a.)	8.61%	8.50%

Experience adjustments are as follows:

Amount in ₹ lakhs

Particulars	As at March 31, 2013	As at March 31, 2012
Defined Benefit Obligation	8,021.50	7,846.81
Plan Assets	8,021.50	7,799.13
(Surplus) / Deficit	-	47.68
Experience (Gain) / Loss adjustments on Plan Liabilities	59.24	115.05
Experience Gain / (Loss) adjustments on Plan Assets	-	(81.01)

The major categories of Plan Assets as a percentage of the total Plan Assets are as follows:

Particulars	As at March 31, 2013	As at March 31, 2012
Government of India Securities	27.94%	26.48%
State Government Securities	20.69%	15.01%
PSU Securities	49.79%	51.31%
Others (including bank balances)	1.58%	7.20%

Notes:

(a) Assumptions relating to future salary increases, attrition, etc. have been considered based on relevant economic factors such as inflation, market growth, etc.

(b) The Company expects to contribute ₹96.70 lakhs (March 31, 2012 ₹87.73 lakhs) to gratuity, ₹8.89 lakhs (March 31, 2012 ₹ Nil lakhs) to pension and ₹600.00 lakhs (March 31, 2012 ₹610.00 lakhs) to provident fund in 2013 - 14.

(c) The overall return on assets is determined based on prevailing market price.

31. Provision for tax expenses

The provision for taxation includes tax liabilities in India on the Company's global income as reduced by exempt incomes and any tax liabilities arising overseas on income sourced from those countries. Sasken's operations are conducted through Software Technology Parks ('STPs') and Special Economic Zones ('SEZs'). Income from STPs are no longer tax exempt from March 31, 2011. Income from SEZs is fully tax exempt for the first 5 years, 50% exempt for the next 5 years and 50% exempt for another 5 years subject to fulfilling certain conditions.

32. Employee Stock Option Plans (Equity Settled)

Sasken ESOP 2000

On September 22, 2000, the shareholders of the Company approved Stock Option Plan [ESOP - 2000] in accordance with the Guidelines issued by the Securities and Exchange Board of India (SEBI) for Employees Stock Option Plans. The Plan covered all employees of the Company including foreign branches, employees of the subsidiaries including its part time / full time Directors other than the promoter directors / employees. The Plan provided for the issue of 30 lakh shares (including the shares issued under the SAS Stock Option Plan, 1997) of ₹10/- each duly adjusted for any bonus, splits, etc. Compensation Committee of the Board administers the Scheme. The options vest subject to continuation of employment.

The Company issues options convertible into equity shares of ₹10/- each. These options carry a vesting period ranging one to four years at an exercise price depending upon the vesting period being the fair value of the Company's share as determined by the Company as at the date of grant. All the options granted have an exercise period of two years from the date of vesting, except in case of 25,213 options issued in June 1, 2004 where the exercise period, during the previous year, has been further extended by two years.

Details of Option Plans

Date of issue	No. of options issued	Exercise Price (₹)
2 - Apr - 2004	3,78,925	160 - 256
1 - Jun - 2004	9,71,533	160 - 256
23 - Feb - 2005	45,265	184 - 256
19 - Apr - 2005	3,04,050	225 - 321
Total	**16,99,773**	

Sasken ESOP 2006

On February 25, 2006, the shareholders of the Company approved Stock Option Plan [ESOP - 2006] in accordance with the Guidelines issued by the Securities and Exchange Board of India (SEBI) for Employees Stock Option Plans. The Plan covers all employees of the Company including foreign branches, employees of the subsidiaries and Directors other than the promoter directors / employees. The Plan provides for the issue of 35,75,000 shares of ₹10/- each duly adjusted for any bonus, splits, etc. Compensation Committee of the Board administers the Scheme. The terms of each issuance would be determined by the Compensation Committee. The options vest subject to continuation of employment.

The Company issues options convertible into equity shares of ₹10/- each. The options issued till March 31, 2008 carry a vesting period of one to four years, options issued thereafter carry a vesting period one to three years except options issued on April 21, 2008 which carries a vesting period of one year. All the options granted have an exercise period of two years from the date of vesting except options issued on April 21, 2008 which have an exercise period of three months from the date of vesting.

Details of Option Plans

Date of issue	No. of options issued Exercise Price (₹)	Exercise Price (₹)
17 - Jun - 2006	1,38,750	234 - 394
18 - Oct - 2006	1,50,000	234 - 394
1 - Jan - 2007	5,000	367 - 559
1 - Apr - 2007	2,35,000	475 - 667
1 - Jul - 2007	90,000	554 - 746
1 - Oct - 2007	10,000	410 - 602
21 - Apr - 2008	87,000	120
6 - Apr - 2009	18,60,000	52
15 - Jun - 2009	10,000	76
17 - Jul - 2009	80,000	52
19 - Sep - 2009	80,000	108
1 - Oct - 2009	60,000	155
21 - Jan - 2010	60,000	52
21 - Jan - 2010	30,000	155
30 - Apr - 2010	20,000	188
30 - Apr - 2010	70,000	190
26 - May - 2010	70,000	195
1 - Jul - 2010	3,90,000	200
30 - Jul - 2010	70,000	201
1 - Jan - 2011	50,000	207
1 - Oct - 2011	50,000	138
1 - Jul - 2012	50,000	123
Total	**73,31,500**	

Employee Stock Options outstanding (Net of deferred compensation cost) is as follows:

Amount in ₹ lakhs

Particulars	As at March 31, 2013	As at March 31, 2012
Total accounting value of options outstanding (A)	495.40	715.47
Deferred Compensation Cost	495.40	715.47
Less: Amortized	(482.57)	(664.88)
Net Deferred Compensation Cost (B)	12.83	50.59
(A) - (B)	**482.57**	**664.88**

The following table summarizes the Company's stock options activity for Sasken ESOP 2000 and Sasken ESOP 2006:

Particulars	March 31, 2013			March 31, 2012		
	No. of Options	Amount in ₹ lakhs	Weighted average - Exercise Price (₹)	No of Options	Amount in ₹ lakhs	Weighted average Exercise Price (₹)
Outstanding at the beginning of the year	12,97,942	715.47	110.21	20,46,789	1,029.91	101.65
Granted during the year	50,000	24.16	123.00	50,000	16.48	138.00
Forfeited during the year	(3,98,942)	(224.25)	127.55	(2,54,072)	(188.38)	171.55
Exercised during the year	(1,18,200)	(19.98)	54.03	(5,44,775)	(142.54)	52.00
Outstanding at the end of the year	8,30,800	495.40	110.65	12,97,942	715.47	110.21
Exercisable at the end of the year	7,32,200		106.17	10,12,142		92.16
Weighted average remaining contractual life (in years)	0.68		-	1.43		-

The weighted average market price of the Company's shares during the year ended March 31, 2013 was ₹125.41 per share (March 31, 2012 : ₹121.91 per share)

During the buy-back period 350,850 stock options are due for exercise. The Compensation Committee in its meeting dated April 16, 2012, has extended the exercise period of those stock options in line with clause 4.7 of ESOP 2006 Scheme up to three months from the date of closure of buy-back.

The fair value of the options granted during the year was calculated by applying the Black - Scholes - Merton formula. The following are assumptions and result:

Particulars	2012-13	2011-12
Average risk free interest rate	8.09%	8.09%
Weighted average expected life of options granted (in years)	2.63	2.63
Expected dividend yield	5.39%	6.24%
Volatility (annualized)*	63.82%	64.38%
Weighted average market price (₹)	129.85	112.20
Exercise Price (₹)	123.00	138.00
Weighted average fair value of the options (₹)	48.31	32.96

* Based on historical market price of the Company's shares for the period since listing.

The details of exercise price of outstanding options are as follows:

Range of exercise price (₹)	As at March 31, 2013			As at March 31, 2012		
	Number of options outstanding	Weighted average remaining life of options (in years)	Weighted average exercise price (₹)	Number of options outstanding	Weighted average remaining life of options (in years)	Weighted average exercise price (₹)
50-119	4,60,800	0.20	56.98	7,77,700	1.07	55.26
120-225	3,70,000	1.28	177.49	5,10,000	2.01	191.08
226-321	-	-	-	10,242	0.25	256.00

33. Related Party Disclosures

(a) Following is the list of Key Managerial Personnel

Name of the related party	Relationship
Rajiv C. Mody	Managing Director
Krishna J. Jhaveri	Whole Time Director
G. Venkatesh	Whole Time Director
Neeta S. Revankar	Whole Time Director and Chief Financial Officer

(b) Remuneration paid to Key Managerial Personnel

Amount in ₹ lakhs

Name of the related party	Year Ended March 31, 2013	Year Ended March 31, 2012
Rajiv C. Mody	80.00	78.75
Krishna J. Jhaveri	42.30	34.83
G. Venkatesh	66.22	63.79
Neeta S. Revankar	65.00	63.75
Total	**253.52**	**241.12**

The above does not include provision for gratuity and compensated absences determined on actuarial basis.

Stock compensation cost in respect of options issued to directors as detailed below has not been considered as managerial remuneration.

Amount in ₹ lakhs

Name of the related party	Year Ended March 31, 2013	Year Ended March 31, 2012
G. Venkatesh	-	1.85
Neeta S. Revankar	-	1.85
Total	-	**3.70**

34. Segment Reporting

The business segmental information is given based on the following segments - Software Services, Software Products, Network Engineering Services and Automotive, Utilities & Industrial. Software Services that are related with Intellectual Property based product offerings are considered part of the Software Products segment. Network Engineering Services segment provides network planning, deployment, commissioning, integration and network operations support to network equipment vendors and operators. Automotive, Utilities & Industrial segment provides services to customers in the area of telematics and infotainment.

(a) Business Segment Information

Segment Balance Sheet

Amount in ₹ lakhs

Particulars	As at March 31, 2013	As at March 31, 2012
Segment Assets		
Software Services	18,712.62	19,575.44
Software Products	1,435.15	1,708.44
Network Engineering Services	1,604.34	1,766.06
Automotive, Utilities & Industrial	628.18	836.98
Unallocated Corporate Assets	28,068.80	31,928.97
Total	**50,449.09**	**55,815.89**
Segment Liabilities		
Software Services	4,187.09	4,198.47
Software Products	59.42	242.10
Network Engineering Services	531.67	515.29
Automotive, Utilities & Industrial	280.39	283.85
Unallocated Corporate Liabilities	3,433.64	4,629.10
Total	**8,492.21**	**9,868.81**
Capital Expenditure		
Software Services	221.00	964.17
Software Products	1.51	25.20
Network Engineering Services	74.19	105.21
Automotive, Utilities & Industrial	0.14	2.75
Corporate and others (unallocated)	274.03	799.78
Total	**570.87**	**1,897.11**

Segment Results

Amount in ₹ lakhs

Particulars	Year Ended March 31, 2013	Year Ended March 31, 2012
Revenues		
Software Services	41,647.42	44,107.50
Software Products	2,744.38	4,265.94
Network Engineering Services	3,460.82	4,125.35
Automotive, Utilities and Industrial	226.77	550.90
Gross Revenues	**48,079.39**	**53,049.69**
Less: Inter Segmental Revenue	(596.31)	(1,053.86)
Net Revenues	**47,483.08**	**51,995.83**
Segmental Profit		
Software Services	8,306.84	10,570.86
Software Products	1,664.08	2,108.76
Network Engineering Services	628.49	1,052.94
Automotive, Utilities and Industrial	(22.71)	(103.00)
Total	**10,576.70**	**13,629.56**

Amount in ₹ lakhs

Segment Results (Contd...)

Particulars	Year Ended March 31, 2013	Year Ended March 31, 2012
Less:		
Corporate Expenses (unallocated)	(8,326.82)	(8,215.40)
Profit from Operations	**2,249.88**	**5,414.16**
Less: Finance Costs	(41.34)	(60.36)
Add: Other Income including Exchange Gain / (Loss), net	1,764.33	2,640.99
Profit Before Taxes	**3,972.87**	**7,994.79**
Income Taxes	776.94	1,593.99
Profit After Taxes	**3,195.93**	**6,400.80**
Other Information:		
Depreciation / Amortization		
Software Services	1,143.97	1,745.44
Software Products*	476.13	59.34
Network Engineering Services	116.26	172.99
Automotive, Utilities and Industrial	6.73	13.91
Unallocated Depreciation	198.36	243.75
Total	**1,941.45**	**2,235.43**

* Includes impairment charge of ₹444.36 lakhs in respect of goodwill arising on acquisition of business in USA, which has been impaired during the year.

Note: Unallocated corporate assets and liabilities comprise of assets and liabilities not identifiable with reportable segments, as these assets and liabilities are used interchangeably between the segments. However, depreciation on such assets has been allocated to the segments to the extent of the related utilization by the respective segments, as used by management for its internal reporting purposes.

(b) Geographic Segment Information:

Revenues:

Amount in ₹ lakhs

Region	Year Ended March 31, 2013	Year Ended March 31, 2012
North America (including Canada)	11,338.85	9,340.97
Europe (including Middle East)	16,483.18	21,603.07
Asia Pacific (other than India)	5,487.39	6,284.56
India	14,173.66	14,767.23
Total	**47,483.08**	**51,995.83**

Assets:

Amount in ₹ lakhs

Region	As at March 31, 2013	As at March 31, 2012
North America (including Canada)	4,909.85	4,636.97
Europe (including Middle East)	11,959.42	12,684.84
Asia Pacific (other than India)	2,393.15	2,241.55
India	31,186.67	36,252.53
Total	**50,449.09**	**55,815.89**

Capital Expenditure

Amount in ₹ lakhs

Region	As at March 31, 2013	As at March 31, 2012
North America (including Canada)	11.33	100.10
Europe (including Middle East)	87.43	18.81
Asia Pacific (other than India)	2.32	33.33
India	469.79	1,744.87
Total	**570.87**	**1,897.11**

35. Research & Development

During the year ended March 31, 2012, the Company's research and developement unit at Chennai was registered as in-house R&D unit with Department of Scientific and Industrial Research (DSIR) vide letter dated March 16, 2012. The particulars of expenditure incurred on in-house Research and Development Centre recognized by the DSIR is as follows:-

Amount in ₹ lakhs

Particulars	Year Ended March 31, 2013	Year Ended March 31, 2012
Capital Expenditure	21.49	175.46
Revenue Expenditure	253.56	117.15

36. Earnings Per Share (EPS)

Reconciliation of the net income and number of shares considered in the computation of basic and diluted EPS is given below:

Amount in ₹ lakhs

Particulars	Year Ended March 31, 2013	Year Ended March 31, 2012
Profit for computation of basic and diluted EPS	3,195.93	6,400.80
Weighted average number of shares considered for basic EPS	2,41,08,492	2,57,87,255
Add: Effect of stock options	2,47,116	3,85,283
Add: Effect of share application money	20,411	13,335
Weighted average number of shares considered for diluted EPS	2,43,76,019	2,61,85,873

37. Included in the revenue for the year ended March 31, 2013 is an item of royalty income of ₹880.52 lakhs in respect of Software Product License granted to a non-Indian Licensee, who has purportedly claimed non-usage of the licensed IPR after initial acceptance, which is being contested by the Company. Based on legal advice, the management is reasonably confident of collecting the dues from the customer for which necessary steps are being taken and hence no further adjustments are considered necessary at this stage.

38. Operating Lease

The Group has operating leases for office premises that are (a) renewable on a periodic basis and are cancelable by giving a notice period ranging from 1 month to 6 months and (b) renewable on a periodic basis and are non-cancelable for specified periods under arrangements. Rent escalation clauses vary from contract to contract ranging from 0% to 15%. There are no restrictions imposed by the lease arrangements. There are no sub leases.

Amount in ₹ lakhs

Particulars	Year Ended March 31, 2013	Year Ended March 31, 2012
Rent expenses included in Statement of Profit and Loss towards operating leases	2,000.55	1,941.91

Minimum lease obligation under non-cancellable lease contracts amounts to:

Amount in ₹ lakhs

Particulars	As at March 31, 2013	As at March 31, 2012
Due within one year of the Balance Sheet date	417.21	587.75
Due between one to five years	135.41	299.58
Due more than five years	-	-

39. Comparatives

Previous year figures have been re-grouped / re-arranged, wherever necessary to conform to the current year's presentation.

For S.R. Batliboi & Co. LLP
Firm Registration Number: 301003E
Chartered Accountants

per Navin Agrawal
Partner
Membership No.: 56102

Place : Bangalore
Date : April 27, 2013

For and on behalf of the Board of Directors of
Sasken Communication Technologies Limited

Rajiv C. Mody
Managing Director

G. Venkatesh
Whole Time Director

Neeta S. Revankar
Whole Time Director &
Chief Financial Officer

S. Prasad
Company Secretary

Statement pursuant to Section 212 of the Companies Act, 1956, relating to Subsidiary Companies

Amount in ₹

Name of the Subsidiary	Sasken Network Engineering Limited	Sasken Communication Technologies Mexico S.A de C.V	Sasken Communication Technologies (Shanghai) Co. Ltd .	Sasken Communication Technologies Oy	Sasken Finland Oy	Sasken Inc.	Sasken Japan KK	Sasken Network Solutions Inc.
Financial year / period of the Subsidiary ended on	March 31, 2013	March 31, 2013	March 31, 2013	March 31, 2013	March 31, 2013	March 31, 2013	March 31, 2013	March 31, 2013
1. Holding Company's interest	100%	100%	100%	100%	100%	100%	100%	100%
Equity Share Capital	(30,50,000 equity shares of ₹10 each fully paid up)	(9,600 equity shares of 500 Mexican Peso each fully paid up)		(3,06,94,000 equity shares of 1 Euro each fully paid up)	(20,197 equity shares of 1 Euro each fully paid up)	(22,50,000 equity shares of USD 0.01 each fully paid up)	2,17,600 equity shares of Yen 100 each, fully paid up	(20,000 equity shares of USD 1 each)
2. Net aggregate amounts of the profits / (losses) of the subsidiary so far as it concerns the members of the holding company and is not dealt with in accounts of holding company								
- For the financial year of the subsidiary	5,41,50,419	(1,16,81,992)	1,29,87,869	11,82,18,236	2,29,72,202	(1,49,82,722)	(72,121)	24,08,975
- For the previous financial year of the subsidiary since it became its subsidiary	3,38,31,748	1,17,59,948	1,76,93,831	4,02,55,721	5,78,99,631	(4,94,29,750)	(17,62,198)	1,70,33,018
3. Net aggregate amounts of the profits / (losses) of the subsidiary so far as it concerns the members of the holding company and is dealt within accounts of holding company								
- For the financial year of the subsidiary	-	-	-	-	-	-	-	-
- For the previous financial year of the subsidiary since it became its subsidiary	-	-	-	-	-	-	-	-
4. Capital	3,05,00,000	1,76,74,619	7,06,96,054	1,84,66,12,858	12,08,924	9,51,154	1,02,18,619	9,11,400

Statement pursuant to Section 212 of the Companies Act, 1956, relating to Subsidiary Companies *(Contd.)*

Amount in ₹

Name of the Subsidiary	Sasken Network Engineering Limited	Sasken Communication Technologies Mexico S.A de C.V	Sasken Communication Technologies (Shanghai) Co. Ltd .	Sasken Communication Technologies Oy	Sasken Finland Oy	Sasken Inc.	Sasken Japan KK	Sasken Network Solutions Inc.
Financial year / period of the Subsidiary ended on	March 31, 2013	March 31, 2013	March 31, 2013	March 31, 2013	March 31, 2013	March 31, 2013	March 31, 2013	March 31, 2013
5. Reserves	21,87,96,085	8,02,72,612	(1,56,91,675)	(1,03,65,67,301)	58,49,12,354	(15,58,93,822)	30,64,819	1,03,00,360
6. Total Assets	29,41,67,397	11,08,32,712	13,07,80,617	81,02,79,963	67,63,52,322	29,59,14,513	1,54,19,491	2,78,13,279
7. Total Liabilities	4,48,71,312	1,28,85,481	7,57,76,238	2,34,406	9,02,31,044	45,08,57,181	21,36,053	1,66,01,519
8. Details of Investments (except Investment in Subsidiary)	7,57,07,533	-	-	-	-	23,07,75,000	-	-
9. Turnover	31,42,81,619	-	13,40,12,285	-	56,85,76,504	20,51,64,919	6,16,82,884	9,06,03,366
10. Profit Before Taxation	7,08,82,815	(1,16,81,992)	1,29,87,869	11,82,18,236	3,03,92,285	(1,24,85,141)	27,34,186	39,66,314
11. Provision for Taxation	1,67,32,396	-	-	-	74,20,083	24,97,581	28,06,307	15,57,339
12. Profit After Taxation	5,41,50,419	(1,16,81,992)	1,29,87,869	11,82,18,236	2,29,72,202	(1,49,82,722)	(72,121)	24,08,975
13. Proposed Dividend	5,49,00,000	-	-	-	-	-	-	3,35,98,980

The information for all the subsidiaries have been provided in Indian Rupees (INR). The local currency, in the country of operation, and the exchange rate in comparison to INR as at March 31, 2013 is provided below:-

Local currency	INR	MXN	CNY	EUR	EUR	USD	JPY	USD
Exchange rate as at March 31, 2013 to INR	1.000	4.394	8.737	69.569	69.569	54.300	0.576	54.30

Rajiv C. Mody
Managing Director

G. Venkatesh
Whole Time Director

Place : Bangalore
Date : April 27, 2013

Neeta S. Revankar
Whole Time Director &
Chief Financial Officer

S. Prasad
Company Secretary

Management Discussion and Analysis Report

IN ADDITION TO HISTORICAL INFORMATION, THIS ANNUAL REPORT CONTAINS CERTAIN FORWARD-LOOKING STATEMENTS. THE FORWARD-LOOKING STATEMENTS CONTAINED HEREIN ARE SUBJECT TO CERTAIN RISKS AND UNCERTAINTIES THAT COULD CAUSE ACTUAL RESULTS TO DIFFER MATERIALLY FROM THOSE REFLECTED IN THE FORWARD-LOOKING STATEMENTS. FACTORS THAT MIGHT CAUSE SUCH A DIFFERENCE INCLUDE, BUT ARE NOT LIMITED TO, THOSE DISCUSSED IN THE MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL PERFORMANCE AND ELSEWHERE IN THIS REPORT. READERS ARE CAUTIONED NOT TO PLACE UNDUE RELIANCE ON THESE FORWARD-LOOKING STATEMENTS, WHICH REFLECT MANAGEMENT'S ANALYSIS ONLY AS OF THE DATE HEREOF.

Management's discussion and analysis of financial performance

The consolidated financial statements have been prepared in compliance with the requirements of the Companies Act, 1956, and Generally Accepted Accounting Principles (GAAP) in India. The management accepts responsibility for the integrity and objectivity of these consolidated financial statements, as well as for various estimates and judgments used in preparing the financial statements. The management's discussion and analysis is based on the consolidated financial statements.

Company brief

Sasken is an embedded communications solutions company that helps businesses across the communications value chain accelerate product development life cycles. Sasken offers a unique combination of research and development consultancy, wireless software products and software services, and works with Network OEMs, Semiconductor Vendors, Terminal Device OEMs, Operators, Auto, Consumer Electronics and retail enterprises across the world. Global Fortune 500 and Tier 1 companies in these segments are part of Sasken's customer profile. Established in 1989, Sasken employs 2,000+ people, operating from state-of-the-art research and development centers in Bangalore, Pune, Chennai and Hyderabad in India, Kaustinen and Tampere in Finland. Sasken is also present in Beijing (China), Korea, Kanagawa (Japan), London (UK), Chicago, Dallas & Santa Clara (USA) and Seoul (South Korea).

Sasken has carved a unique position by a thorough understanding of all components of the communications eco-system. The value proposition that Sasken brings is its unique ability to reduce time to market enabling OEMs to speed up their product launch. In addition, Sasken can help customers keep pace with constant changes due to evolution of technology and the resultant fragmentation, by helping customers deliver products that are compatible and conform to current releases of both hardware and software.

In addition to being directly involved in the development of a variety of technologies, Sasken is a member of premier technology bodies and forums. Sasken quality management systems are certified by ISO 9001:2000, ISO 27001 and TL 9000 standard bodies. Sasken's commitment to environment is highlighted by its ISO 14001 certification.

Outlook

The headwind due to a prolonged economic recession has impacted all sectors of the industry and the technology sector is no exception. In addition, in the technology industry, there is a high degree of churn which continues to disrupt the ecosystem that serves it. The positive upshot of all this however is, competitive pressures have resulted in a stronger emphasis on maximizing returns on global engineering R&D spends. NASSCOM estimates that there has been a cumulative annual growth rate of approximately 10% on engineering R&D spends.

Business environment

The explosive growth in the adoption of smartphones and tablets is making a significant impact in the traditional world view of computing and communications. Together, these devices have had a deep influence on business as well as social communication. These new era devices are expected to dwarf personal computers and are eventually substitute them in most contexts. The telecommunications vertical is responding to two years of muted growth by investing heavily in newer and efficient technologies like LTE and adopting innovative business models to combat the loss in revenue. The increase in internet/data access via smartphones and tablets are placing enormous pressures on networks which struggle to cope with the surge in traffic. Service providers are turning to enhancing network performance to remain competitive. These trends will make companies stretch their returns from their R&D investments and drive them to explore partnership models.

The uptake in engineering R&D spends is predominantly from verticals like automotive, consumer electronics and telecommunications. In addition, a significant portion of this engineering R&D spend is expected to be outsourced to Asian economies, notably India and China. Companies are now extending their focus beyond efficiency to address issues such as localizing product development for emerging markets and addressing the need to incorporate mobility and connectivity as an integral part of their product portfolios.

As the smartphone and tablet players extend their focus to serving needs of mass market users, a clear stratification of OEMs will result. The three-cornered race for mobile operating systems is getting hotter with new entrants like Tizen and Firefox, who are already seeing market traction. The domination by vertically integrated players like Apple is making those who are relying on open source systems to rethink their strategies and shift their focus toward software, which will soon be a key differentiator. Auto manufacturers are today viewing the car as 'connected' and increasingly seeking solutions that can enhance driver assistance, safety and passenger entertainment. Consumer electronic device manufacturers are buoyed by the emergence of the ultra high definition TV and the increasing appetite for seamless connectivity between all domestic appliances and the smart phone. The nexus of forces between social, mobile, location, cloud are contextually enriching the way we communicate. These forces are enabling players in diverse areas such as retail, healthcare and public safety, on one hand to better service their customers and on the other hand to enhance their internal efficiency.

These trends largely auger well for a robust demand for engineering R&D service providers, an area in which we have been specializing for over two decades now.

Growth opportunities for Sasken

The tectonic shifts in the technology sectors have resulted in companies seeking newer models for collaborative product development. Propelled by this vortex of pressure, companies are engaging with service providers who can offer more than skill based augmentation to meet volume requirements. Most manufacturers have globally distributed innovation centres which are also coming under pressure to move up on the value they bring to their head quarters. These shifts are being labeled by some industry analysts as the emergence of a demand for providers of global product development services.

We have been one of the forerunners in providing product development services due to the robust nature of our offerings portfolio. We have a strong competency base in areas including Modem & Connectivity, Smart Devices & System Software, IC Design, Networks, Multimedia and Semiconductor solutions. In addition, we have made investments in building capabilities to address the needs of enterprise mobility and healthcare. The investments that we have made in our training engine and internal competency management system ensure that we have the requisite breadth and depth of knowledge to continually add value to our customers.

In our endeavour to strengthen existing offerings and create newer ones, we have many ongoing asset creation programs. These efforts are further bolstered by several boot camps we run internally to foster an environment that encourages innovation. We take stock of these offerings and solutions by inviting both existing and prospective customers to our bi-annual event called KenTechFest.

We have also begun the process of expanding our portfolio of offerings to address new areas like:

- Machine-to-Machine (M2M) communication

  Our joint venture with IDG, ConnectM has built a scalable M2M platform which has been tested in the Indian market. This platform services the needs of telecom service providers to monitor their tower based infrastructure. Additionally, this platform has been deployed to monitor and manage the energy consumption of large enterprises. We have signed up a partnership program with Verizon nPhase and are exploring opportunities to leverage this in the international markets.

- mHealth

  We are expanding our horizons in the mHealth arena beyond remote patient monitoring. We have built a tablet based solution for allowing patients to effectively learn and manage the progress of their treatment. This is enabled by capturing in real-time, various parameters that allow the care giver greater insight into managing the patient's well being. With these initiatives, we are strengthening our ability to be a valuable partner to healthcare service providers.

These areas provide us ample scope to broad-base our offerings, improve market coverage by enabling us to serve new and fast growing segments.

We believe that we are well placed to address the needs of being a partner who is capable of providing global product development support to our customers. This confidence stems from our relentless focus in building competencies that straddle the entire product development cycle and spans the entire canvas, from silicon to solutions. Our 2,000+ strong organization, marquee customers and deep rooted competencies differentiate us from competition, enabling us to be a partner of choice when it comes to providing engineering R&D services.

Delays and restrictions in awarding experimental license on the use of RF equipment for product testing continue to put pressures on the industry. Sasken actively collaborates with other firms in the sector and work closely with industry bodies such as NASSCOM to address this issue for better stability of R&D outsourcing services.

We now provide a brief outlook in the different market segments that we operate in.

Mobility, Automotive and Consumer Electronics

The automotive industry continues to drive towards positioning the car as an integral part of the mobile application platform. The motivation for this are many fold and include navigation and driver assistance, emergency response and support, enhanced remote diagnostics, vehicle tracking and recovery and in-vehicle infotainment. We continue to consolidate the early in-roads we have made by enriching the services that can be delivered out of a vehicle's infotainment system. We are building capabilities that can leverage the presence of a Wi-Fi supported device in the car and turn the same into a wireless hub for seamless sharing of content and media by the passengers in the car. We continue to see an uptake in the adoption of our in-vehicle infotainment systems as our customer continues to service more global automotive brands.

We continue to focus our efforts in the Consumer Electronics (CE) space by targeting manufacturers of Set Top Boxes (STBs), Digital TV solutions, Multimedia, Digital Living Network Alliance (DLNA), Home entertainment and Android based solutions. We are working with a semiconductor vendor to support the development of STBs based on open platforms such as Linux and Android.

The growing market for STBs in developing countries which are aggressively moving away from analog cable based delivery systems to conditional access based digital systems, augers well for our CE practice. Building on our success in delivering wireless streaming capability for premium speakers that are compatible with Apple's Airplay, we have made inroads to work with high-end headsets targeted toward professionals and audio enthusiasts. Our solution will allow streaming of high quality audio from the internet or smartphones directly onto the headset.

Personal & Smart Devices

We have been seeing the bottoming out of the ramp downs from one of our largest customers, whose change in software strategy adversely impacted our business. The pace of evolution of the Android platform provided us opportunities to offer services to semiconductor vendors and smartphone OEMs and ensure that their products supported the most current version of the Android OS.

The proliferation of Android as a preferred operating system across a plethora of devices including phones, tablets, STBs and ruggedized terminals provided us opportunity to build and consolidate our leadership position in the Android ecosystem. Our portfolio of offerings in the Android space includes complete device productization, OS upgrades, connectivity and integration of third party components. Our hardware capabilities continue to be one of our differentiators, particularly our expertise in RF design and testing. We have been working with developers of RF reference designs for the LTE platform to support product testing and RF tuning prior to manufacture.

Capitalizing on our investments in building competencies around the Windows 8 OS, we take pride in supporting one of the world's largest semiconductor manufacturers in achieving Windows 8 based hardware certification from Microsoft and thereby helping them make an entry into the fast growing market for tablets based on the Windows 8 OS. Currently our engagements in the Windows 8 arena are with semiconductors and this upstream partnership will help us address the needs of Windows 8 based smartphone and tablet OEMs.

In the area of ruggedized devices that address specific verticals such as civil defense, logistics and retail, we are providing services to help manufacturers migrate to open platforms like Android. In the smartphone space, our expertise in power management and memory optimization has helped OEMs deliver the promise of n+1 software upgrades on existing hardware platforms resulting in better battery life, without compromise on functionality.

Networks, Satellite and Government

We have a deep understanding of radio access networks from GSM and its evolution including GPRS and EDGE, 3G and LTE. We are engaged in providing services to a vendor of LTE based pico base stations. Our customer's market traction in Korea which is one of the leading adopters of these technologies augers well for us as many market analysts forecast greater global deployment of these pico base stations. The width of our knowledge on access technologies has given us an opportunity to examine tail markets for 2G and 2.5G based networks with manufacturers focused on 4G who need to achieve backward compatibility.

We are engaged with a Japanese smart device OEM in providing services to enable Rich Communication Suite-enhanced (RCS-e). RCS-e addresses the operator's need to fight revenue loss resulting from Over the Top (OTT) services by helping them differentiate their service offerings. The exciting features that RCS-e enables include instant messaging, chat, file/video sharing and transfer, across any device or network, with anyone.

We continue to build on the services we provide to manufacturers of Terrestrial Trunked Radio (TETRA) standard based terminals used in the civil defense market and continue to explore opportunities to services other elements of the TETRA service delivery ecosystem.

We have successfully bagged a large follow-on contract from Inmarsat to further enhance the ISatPhone^{pro} that we built. We are now entrusted with providing both hardware and software enhancements. These efforts will result in the introduction of new features such as integration of GPS, enhanced user interface and a complete makeover of the RF performance of the phone. This follow-on project is testimony to the unique abilities that Sasken offers to its customers in the area of full product realization.

Semiconductor and Silicon Platforms

Traditionally, we have strongly focused on semiconductor and silicon platforms arena. This has enabled us to engage very early in the product development lifecycle as semiconductor manufacturers lead efforts to bring products to market. Our strengths include the ability to offer full chip design services including RTL enhancements, digital implementation, verification, analog design, layout and physical design.

The breadth of our service offering includes the support we provide for semiconductor vendors to be able to support the latest version of Android to enable them to gain better traction with their customers, providing analog design services in the area of verification and layout, enhancing security features on technologies like near field communications (NFC) fast becoming the standard for high volume, low value transactions. Additionally, we provide mission critical field testing services that pose both logistics and technical challenges as the scope of these projects typically span 30 countries over multiple geographies.

Opportunities are forthcoming in this segment due to the insatiable appetite for mobility, better social network experience and improved quality of experience while consuming multimedia content. These drivers have pushed the demands on chipset vendors to offer energy and cost efficient solutions by splitting competition tasks in a manner that ensures optimal utilization of the underlying hardware. We have been able to work with the constraints of limited battery capacity that devices such as smartphones and tablets have by optimizing the design of the software we deliver.

Mirroring the observations of industry analysts, we see much of the work in the semiconductor and silicon platform area coming from segments such as automotive, consumer electronics and wireless devices such as smartphones and tablets. As the products launched by firms in the above mentioned sectors get past the early adopters and start addressing mass market requirements, we see opportunities emerging from challengers who position themselves to service such market opportunities. Further, new entrants in the mobile OSs such as Tizen and Firefox will provide new opportunities for us as a number of device OEMs have committed to launching products based on these newer OSs.

Service Providers and Independent Software Vendors

We continue to explore ways in which we can leverage competencies we have in working with semiconductor vendors, OEMs producing smart devices and manufacturers of network gear to serve telecommunication service providers. Our efforts in serving telecommunication service providers so far have been in the area of network engineering support which we provide through our subsidiary Sasken Network Engineering Ltd.

We recently commenced an engagement to provide audio solutions to offer superior voice communications in demanding environments such as trading stations for one of UK's largest telecommunication service provider. We have worked with a leading Android based handset OEM to offer RCS-e services to meet the requirements of a large European wireless service provider. Additionally, our field testing and country adaptation services have allowed semiconductor OEMs and their partner OEMs to better address and service carrier specific requirements.

We have made a small but significant entry in addressing the needs of independent software vendors who are emerging as pivotal constituents of the communications ecosystem. We are providing services to the global leader in building financial solutions by supporting them in the development and testing of financial service solutions. This will enable their end users to experience seamless access to online banking solutions on their smart devices.

Sasken has over the last 25 years garnered an enviable set of marquee customers to whom it provides world class, cutting-edge solutions across the product development lifecycle, making us a leader in the mobile technology space. We continue to make appropriate investments in further enhancing our technology capability and the skill and expertise of our talent pool.

Financial results for the Year Ended March 31, 2013

- Consolidated revenues for FY 2013 were ₹47,483.08 lakhs, a decrease of 8.7%, from ₹51,995.83 lakhs in FY 2012.
- Software Services revenues, Network Engineering Services revenues, Software Product revenues and Automotive, Utilities and Industrial revenues net off inter segmental revenues were ₹41,344.79 lakhs, ₹3,177.15 lakhs, ₹2,744.37 lakhs and ₹226.77 lakhs respectively, for FY 2013.
- The revenue mix amongst Software Services, Network Engineering Services, Software Products and Automotive, Utilities and Industrial revenues changed to 87:7:6:0 in FY 2013 from 84:7:8:1 in FY 2012.
- Cost of Revenues decreased to ₹35,631.96 lakhs which was 75.0% of revenues in FY 2013 as against ₹36,523.29 lakhs which was 70.2% of revenues in FY 2012.
- Gross profit margin, for FY 2013 was 25.0% as against 29.8% in FY 2012. In absolute terms, gross profit after research and development expenses were ₹11,851.10 lakhs in FY 2013 as against ₹15,472.54 lakhs in FY 2012.
- Selling, General and administration costs have decreased to ₹7,659.84 lakhs - 16.1% of revenues in FY 2013 from ₹7,822.95 lakhs - 15.0% of revenue in FY 2012.
- Consolidated EBITDA was ₹4,191.33 lakhs in FY 2013, a reduction of ₹3,458.25 lakhs from ₹7,649.59 lakhs in FY 2012. EBITDA margins were at 8.8% for FY 2013 as against 14.7% for FY 2012.
- Other Income for FY 2013 was ₹1,764.33 lakhs (including exchange gains of ₹469.73 lakhs) - 3.7% of revenues, as compared to ₹2,640.99 lakhs (including exchange gains of ₹949.17 lakhs) - 5.1% of revenues for FY 2012.
- Consolidated Profit Before Tax (PBT) saw a drop of 50.3%, to ₹3,972.87 lakhs in FY 2013 from ₹7,994.79 lakhs in FY 2012. In absolute terms, the PBT decreased by ₹4,021.92 lakhs in FY 2013.
- Consolidated Profit After Tax (PAT) has decreased by 50.1%, to ₹3,195.93 lakhs in FY 2013 from ₹6,400.80 lakhs in FY 2012. In absolute terms, the PAT decreased by ₹3,204.87 lakhs in FY 2013. The PAT margins for FY 2013 were 6.7% as against 12.3% in FY 2012.
- Consolidated basic Earnings per Share (EPS) for FY 2013 was ₹13.26 (₹24.82 in FY 2012) and diluted EPS for FY 2013 was ₹13.11 (₹24.44 in FY 2012).
- Cash and cash equivalents (including investments in mutual funds and term deposits with banks) stood at ₹14,898.23 lakhs as at March 31, 2013 as compared to ₹18,448.26 lakhs as at March 31, 2012.
- DSO days (excluding unbilled revenues) is 73 days as at March 31, 2013 (73 days as at March 31, 2012).
- The Board of Directors has recommended a final dividend of 45%. An interim dividend of 25% was paid during the year taking the overall dividend for the year to 70%, same as that declared in FY 2012.

Results of Operations

Particulars	Year Ended March 31, 2013		Year Ended March 31, 2012		Increase / Decrease
	(In ₹ lakhs)	(%)	(In ₹ lakhs)	(%)	(%)
Revenue from Operations	**47,483.08**	**100.0**	**51,995.83**	**100.0**	**-8.7**
Employee Benefits Expense	32,431.63	68.3	33,281.38	64.0	-2.6
Inventory Related Expenses	(9.00)	0.0	474.61	0.9	-101.9
Other Expenses	10,869.12	22.9	10,590.25	20.4	2.6
Total Expenditure	43,291.75	91.2	44,346.24	85.3	-2.4
Profit before Interest, Taxes, Depreciation and Amortization	**4,191.33**	**8.8**	**7,649.59**	**14.7**	**-45.2**
Interest & Borrowing Expenses	41.34	0.1	60.36	0.1	-31.5
Depreciation and Amortization Expense	1,941.45	4.1	2,235.43	4.3	-13.2
Other Income	1,764.33	3.7	2,640.99	5.1	-33.2
Profit before Taxes	**3,972.87**	**8.3**	**7,994.79**	**15.4**	**-50.3**
Income Tax Expense (Including deferred tax benefit and MAT credit entitlement)	776.94	1.6	1,593.99	3.1	-51.3
Net profit for the year	**3,195.93**	**6.7**	**6,400.80**	**12.3**	**-50.1**

Revenue from Operations

We derive revenues from software services, product and technology licensing, and installation and commissioning services. Revenue from time and material service contracts is recognized as the services are provided. Revenue from fixed price service contracts and customized products or technology developments is recognized based on the proportionate completion method, determined based on the achievement and acceptance of the milestone, provided collection is probable. Revenue from maintenance contracts is recognized ratably over the term of the maintenance arrangement. Licensing revenue is recognized when the product or technology is delivered and accepted. Revenue from royalty is recognized on an accrual basis based on customer confirmation of shipment volumes, provided collection is probable.

In all cases, revenue is recognized only when no further vendor obligations remain, up to the stage of revenue recognized and collection is probable. Revenue related to post contract customer support is recognized ratably over the support period.

In FY 2013, we witnessed a phenomenal amount of churn on account of the rapid changes in technology and the strategic changes made by two of our large customers. While one customer completely re-vectored its software strategy, another exited the wireless space. We were able to mitigate the impact of decline in revenues from both these customers and the significant project ramp downs that ensued. We have managed to minimize the impact of the revenue decline by adding new customers, focusing and creating new offerings. We have put forth our best efforts to ensure that our margins do not contract and have taken all measures within our control to return to growth in the coming fiscal.

In FY 2013, in INR terms, services revenue contributed 93.7% of the overall revenues. For FY 2013, services revenue was at ₹44,511.94 lakhs as against ₹47,495.99 lakhs in FY 2012, lower by 6.3%.

The services revenue by project type is as follows:

In %

Particulars	FY 2013	FY 2012
Time and Material	77.5	76.6
Fixed Price	22.5	23.4
Total	**100.0**	**100.0**

We continue to focus on increasing share of ownership projects to meet customer expectations and to protect margins.

Services revenue (including Network Engineering segment) derived from services performed in development centers in India are categorized as offshore revenues and revenues from other locations are categorized as onsite revenues. The offshore onsite mix of revenues was as follows:

In %

Particulars	FY 2013	FY 2012
Onsite	31.8	28.5
Offshore	68.2	71.5
Total	**100.0**	**100.0**

In FY 2013, in INR terms, software product revenue contributed 5.8% of the overall revenues. For FY 2013, software product revenue was at ₹2,744.37 lakhs as against ₹3,948.95 lakhs in FY 2012, lower by 30.5%.

Details of software product revenue were as follows:

In %

Particulars	FY 2013	FY 2012
License fees	32.3	20.2
Royalties	63.1	75.8
Customization	4.6	4.0
Total	**100.0**	**100.0**

Backed by credible evidence, we believe that one of our non-Indian licensees has breached its obligations, inter alia, to report shipment and royalty numbers and to pay for the same. The said licensee has claimed non-usage of licensed IPR, while it continues to use the same. As the said licensee has not reported shipment numbers to us, we have not recognized any revenue stream from royalties due from the licensee, in our financial statements, from July 2012. We have initiated arbitration proceedings against the said licensee, for non-payment of royalties owed to us under an agreement, and other breaches.

The licensee, which is a US-listed company, is reported to have more than 50% market share in the TD-SCDMA Baseband chip market in China; and is reported to have sold over 40 million units in 2012. Based on leading market analysts' reports, the overall market is expected to grow to around 160 million units, and the estimate of past and future royalty payments, under current terms of agreement is estimated to be USD 55 million. We are pursuing the arbitration proceeding vigorously to realize our dues.

Employee benefits expenses

Employee benefits expenses include salaries which have fixed and variable components, contribution to social security funds such as provident fund, superannuation fund, gratuity fund and other statutory schemes. It also includes expenses incurred on Employee stock compensation costs, staff welfare, recruitment and relocation.

The total employee costs for FY 2013 were ₹32,431.63 lakhs compared to ₹33,281.38 lakhs in FY 2012 lower by ₹849.75 lakhs. In percentage terms, the cost in FY 2013 is lower than FY 2012 by 2.6%.

The employee benefits cost has been lower in the current year as compared to previous year on account of lower head count. We had taken a conscious decision to rationalize our hiring efforts over the last 6 months. This was on account of the bench that was created due to ramp downs from large customers. Managing the hiring process and other interventions has helped us improve our utilization. As a result, the employee strength at the end of FY 2013 was at 2,291 lower by 735 employees as compared to FY 2012. We will closely monitor the demand, utilization levels, and appropriately accelerate hiring to ensure we are able to service all business requirements.

Employee stock option compensation cost (net) for the current year has been lower than last year on account of lower amortization rate and lapse of stock options.

Inventory related expenses

Inventory related expenses include increase or decrease of work in progress, consumption of components and raw materials and purchase of traded goods.

Inventory related expenses are lower as compared to FY 2012. In FY 2012 inventory costs were higher on account of higher consumption of raw material by ConnectM Technology Solutions Pvt. Ltd. (ConnectM), a Joint Venture Company, during the rollout of their solutions to the customer.

Other expenses

Other expenses for FY 2013 were ₹10,869.12 lakhs as against ₹10,590.25 lakhs for FY 2012 - an increase of ₹278.87 lakhs.

Though there has been increase in facility costs due to annual cost escalations, rationalization of facilities has resulted in overall reduction of facility cost in the current year as compared to last year. Overall the costs have been lower than the last year on account of change in size of operations and constant efforts exercised to drive efficiency in all spending. Summary of other expenses is as below:

Amount in ₹ lakhs

Particulars	FY 2013	FY 2012
Facility costs	3,800.92	3,850.83
Outsourcing & Consultancy costs	2,795.22	2,865.65
Travel Costs	2,287.75	1,698.32
Communication & IT costs	775.00	838.57
Training Costs	261.19	269.86
Other Costs	949.04	1,067.03
Total	**10,869.12**	**10,590.26**

Interest & Borrowing expenses

The interest expense is due to interest on secured long term borrowing from SVB Finance India Pvt. Ltd taken by ConnectM.

Depreciation and amortization expense

Depreciation and amortization charge has decreased to ₹1,941.45 lakhs in FY 2013 from ₹2,235.43 lakhs in FY 2012. The depreciation has been lower as certain assets including intangible assets have reached the end of useful life.

Other Income

Other Income comprises Interest earned on Fixed Deposits, Dividend on Mutual Funds including FMPS, Gain on sale of Investments, profit on sale of fixed assets, write back of unclaimed balances and provisions, exchange gains and other miscellaneous receipts.

Other income amounted to ₹1,764.33 lakhs in FY 2013, a decrease of ₹876.66 lakhs over the other income in FY 2012 amounting to ₹2,640.99 lakhs.

The Company had initiated a buy-back program in the year, as a result there has been a churn in the Investment Portfolio with a view to maintain liquidity. Returns from our current investments in Mutual Funds in FY 2013 have been ₹927.66 lakhs, lower by ₹77.41 lakhs as compared to FY 2012.

We manage our foreign exchange exposures in line with our hedging policy which aims to ensure that foreign exchange exposures on revenue and Balance Sheet accounts, are properly monitored and, are limited to acceptable levels. We use a combination of foreign exchange forward contracts and foreign exchange options to hedge our exposure to movements in foreign exchange rates. We do not take foreign exchange forward contracts and foreign exchange options for trading or speculation purposes. The Company has adopted the principles of hedge accounting as defined in Accounting Standard 30 (AS 30) 'Financial Instruments: Recognition and Measurement' for forward exchange contract.

On the back of the volatile exchange rates in FY 2013, net exchange gains, were lower by ₹479.44 lakhs as compared to FY 2012.

Income tax expenses

The tax charges vary depending on the mix of onsite revenues, offshore revenues, country of operations, nature of the transaction and revenues generated from units which enjoy a tax holiday.

The group's operations are conducted through Software Technology Parks ("STPs") and Special Economic Zones ("SEZs"). Income from STPs was tax exempt only till March 31, 2011. Income from SEZs is fully tax exempt for the first 5 years, 50% exempt for the next 5 years and 50% exempt for another 5 years subject to fulfilling certain conditions. The tax exempt income of the Company attributable to export operations of units situated in STPs/SEZs is subject to Minimum Alternate Tax (MAT). Any MAT paid for a year is available for set-off against tax liability for ten subsequent years.

The income tax expense was ₹776.94 lakhs in FY 2013, a decrease of ₹817.05 lakhs as compared to the tax expense of ₹1,593.99 lakhs in FY 2012. As a percentage of revenues, the income tax expense was 1.6% for FY 2013, while the income tax for FY 2012 was 3.1% of revenues. The tax charges are lower in the current year, due to lower profits. The effective tax rate for FY 2013 for the group is 19.6% as compared to 19.9% in FY 2012.

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Profit after taxation

Consolidated profit margin after taxation decreased to 6.7% in FY 2013 from 12.3% in FY 2012.

Segment Results

	YTD FY13	YTD FY12	Increase/ Decrese
	(In ₹ lakhs)	(In ₹ lakhs)	(%)
Revenues	47,483.08	51,995.83	-8.7
Services	44,511.94	47,495.98	-6.3
Products	2,744.37	3,948.95	-30.5
Automotive, Utilities and Industrial	226.77	550.90	-58.8
EBITDA	**4,191.33**	**7,649.59**	**-45.2**
Services	3,057.56	6,218.11	-50.8
Products	1,285.08	1,695.75	-24.2
Automotive, Utilities and Industrial	(151.38)	(264.27)	42.7
EBITDA %	**8.9%**	**14.7%**	**-**
Services	6.9%	13.1%	-
Products	46.8%	42.9%	-
Automotive, Utilities and Industrial	-66.8%	-48.0%	-

EBITDA margins from Services business, in the current year, were 6.9% as against 13.1% in FY 2012. The decrease in margins in FY 2013 was due to significant churn in the revenue volumes combined with decline in the utilization. Actions taken during the second half of the year, interventions in the hiring process and other measures has helped us improve our utilization from 66.9% in Q1 FY 13 to 69.5% in Q4 FY 13.

EBITDA margins from Software products, in the current year, increased to 46.8% from 42.9% in FY 2012. Product revenues are generally not predictable and significantly dependent on shipment volumes of devices of our customers.

Financial Position

Particulars	As at March 31, 2013		As at March 31, 2012	
	(In ₹ lakhs)	(%)	(In ₹ lakhs)	(%)
EQUITY AND LIABILITIES				
1. Shareholders' Funds				
(i) Share Capital	2,095.99	4.2	2,601.13	4.7
(ii) Reserves and Surplus	39,830.73	79.0	43,332.69	77.6
2. Share application money pending allotment	30.16	0.1	13.26	0.0
3. Non-Current Liabilities				
(i) Long Term Borrowings	92.58	0.2	231.45	0.4
(ii) Long Term Provisions	706.26	1.3	248.54	0.5
4. Current Liabilities and Provisions				
(i) Trade Payables	2,792.48	5.5	3,282.91	5.9
(ii) Other Current Liabilities	1,409.87	2.8	1,897.36	3.4
(iii) Short Term Provisions	3,491.02	6.9	4,208.55	7.5
Total	**50,449.09**	**100.0**	**55,815.89**	**100.0**

Particulars	As at March 31, 2013		As at March 31, 2012	
	(In ₹ lakhs)	(%)	(In ₹ lakhs)	(%)
ASSETS				
1. Non - Current Assets				
(i) Net Fixed Assets incl. Capital Work - in - Progress	12,290.65	24.4	13,564.06	24.3
(ii) Non Current Investments	2,307.75	4.6	1,907.63	3.4
(iii) Deferred Tax Assets (net)	1,088.91	2.2	1,007.20	1.8
(iv) Long Term Loans and Advances	5,789.69	11.5	5,303.21	9.5
(v) Other Non Current Assets	166.16	0.3	493.35	0.9
2. Current Assets				
(i) Current Investments	11,606.50	23.0	14,761.96	26.5
(ii) Inventories	345.42	0.6	288.26	0.5
(iii) Trade Receivables	9,023.67	17.9	10,196.76	18.3
(iv) Cash and Bank Balances	3,291.73	6.5	3,686.30	6.6
(v) Short Term Loans and Advances	1,874.20	3.7	1,908.35	3.4
(vi) Other Current Assets	2,664.41	5.3	2,698.81	4.8
Total	**50,449.09**	**100.0**	**55,815.89**	**100.0**

Equity and Liabilities

Share Capital

Our authorized share capital is ₹5,000.00 lakhs comprising of 500 lakh equity shares of face value of ₹10 each. The number of shares outstanding, as on March 31, 2013 were 2,09,59,876 and these are fully paid up. The Issued, subscribed and paid up capital as on March 31, 2013 stood at ₹2,095.99 lakhs, lower by ₹505.14 lakhs as compared to March 31, 2012.

As per the approval of the shareholders of the Company on April 23, 2012 through postal ballot, by a special resolution, the Company offered to buy - back its equity shares of face value of ₹10/- each, up to a maximum amount of ₹8,648 lakhs at a maximum price of ₹180/- per share from open market. After completion of regulatory formalities the Company commenced the buy - back on May 21, 2012. The Company has, during the year ended March 31, 2013, bought back 51,41,975 equity shares at an average price of ₹125.07 per share, utilizing a sum of ₹6,431.00 lakhs (excluding brokerage and otherwise). The Company has extinguished 50,52,325 shares as on March 31, 2013, and the remaining 89,650 shares on April 06, 2013. Subsequent to the year - end, another 1,35,903 shares were bought back, at an average price of ₹143.96 utilizing a sum of ₹195.65 lakhs (excluding brokerage and other applicable taxes), before closure of the buy - back scheme by efflux of time on April 22, 2013. The Company has extinguished 92,928 shares as of April 18, 2013 and submitted the application for extinguishment for the remaining 42,975 shares.

Reserves and Surplus

Reserves and Surplus as at March 31, 2013 was ₹39,830.73 lakhs as against ₹43,332.69 lakhs as at March 31, 2012, decrease of ₹3,501.96 lakhs. This decrease is due to the following movements:

1. On account of buy-back of shares, ₹514.19 lakhs has been credited to Capital Redemption Reserve towards the face value of 51,41,975 shares of ₹10/ - each by way of appropriation against General Reserve.
2. During FY 2013, securities premium was utilized to the extent of ₹5,916.80 lakhs, for the purpose of buy-back of shares. Also securities premium increased by ₹57.99 lakhs on issue of shares on exercise of options by employees.
3. The employee stock option outstanding (net of deferred compensation cost) stood at ₹482.57 lakhs as at March 31, 2013. During FY 2013, the Company issued 50,000 options, which have a vesting period of ranging from one year to three years, at an average exercise price of ₹123.00 per share. Further, during the year while 1,18,200 options were exercised, 3,98,942 options have been lapsed. During the buy - back period 3,50,850 stock options were due for exercise. The Compensation committee in its meeting dated April 16, 2012, has extended the exercise period of those stock options in line with clause 4.7 of ESOP 2006 Scheme up to three months from the date of closure of buy - back.
4. Decrease in General Reserve of ₹99.57 lakhs at the end of FY 2013, is due to appropriation to Capital Redemption Reserve on shares bought back offset by transfer from Profit and Loss account.
5. Closing balance of hedging reserve as at March 31, 2013 showed a gain of ₹216.75 lakhs as against a loss of ₹604.20 lakhs as at March 31, 2012. This is in conformity with the principles laid down in Accounting Standard 30 (AS 30) 'Financial Instruments: Recognition and Measurement' for forward exchange contracts that are not covered by AS 11 'The effects of changes in foreign exchange rates'.
6. Increase in Profit & Loss account balance by ₹1,006.40 lakhs due to profit for the year as reduced by appropriations towards dividend and transfer to General Reserve. The balance retained in the Profit and Loss Account as at March 31, 2013 was ₹28,977.27 lakhs (March 31, 2012: ₹27,970.87 lakhs) after providing the interim dividend of ₹601.11 lakhs , proposed final dividend of ₹939.61 lakhs and dividend tax of ₹257.21 lakhs.

Share Application Money pending allotment

Share application money of ₹30.16 lakhs as on March 31, 2013 represents application money received from option holders pursuant to the ESOP Plan. Due to the ongoing buy-back program allotment is pending; the exercise price is lying in Share Application Money Account.

Long Term Borrowings

Long term borrowings of ₹92.58 lakhs as on March 31, 2013 represents Sasken's proportionate share (46.29%) in loan taken by ConnectM which are payable beyond twelve months from the date of the Balance Sheet. ConnectM has taken a secured loan from SVB India Finance Pvt. Ltd at a simple interest of 14% p.a. interest being payable every month along with the repayment of monthly instalment of principal. The loan is secured by a first charge on all the existing and future, fixed and current assets of ConnectM and a negative lien on intellectual property of ConnectM.

Long Term Provisions

Long term provisions include provision for long term employee benefit obligations, warranty, onerous contract and provision for mark-to-market losses on derivative contracts which are not expected to be settled within twelve months from the Balance Sheet date. In respect of these provisions, the Company has unconditional right to defer settlement beyond twelve months from Balance Sheet date and the provisions are considered to be non-current.

Long term provisions made, representing 1.3% of the Balance Sheet, were at ₹706.26 lakhs as at March 31, 2013, as against ₹248.54 lakhs as at March 31, 2012. The increase is mainly on account of the higher provisions towards long term employee benefits. The interest rates in Europe have depreciated during the year as a result, as per actuarial valuation, additional provision for pension was required. During the FY 2013, two new employee benefit schemes based on service period have been introduced and accordingly necessary provisions for the same have been created.

Trade Payables

Trade payables includes amount due on account of goods purchased or services received in the normal course of business.

As at March 31, 2013, Trade payables representing 5.5% of the Balance Sheet, were at ₹2,792.48 lakhs, as against ₹3,282.91 lakhs as at March 31, 2012. The reduction in the trade payables is mainly on account of change in size of operations.

Other Current Liabilities

Other current liabilities include current maturities of long term borrowings, Interest accrued but not due on borrowings, deferred revenues, advance received from customers, unpaid dividend, capital creditors and statutory liabilities. Current maturities of long term borrowings represent principal and interest amounts due on borrowings which are to be settled within twelve months from the Balance Sheet date. Deferred revenues consist primarily of advance customer billings on fixed price contracts for related costs are yet to be incurred. Advance received from customers represents amount received from customers for the delivery of services in future. Unpaid dividend represents dividend paid, but not encashed by shareholders and is represented by bank balance of the equivalent amount. Capital creditors include amounts due on account of goods purchased or services received in the nature of capital expenditure. Statutory liabilities include withholding tax and social security costs payable to statutory authorities in various countries we operate in.

Other current liabilities constituting 2.8% of the Balance Sheet, as at March 31, 2013 were at ₹1,409.87 lakhs, as against ₹1,897.36 lakhs as at March 31, 2012. The decline in current liabilities is mainly on account of reduction of deferred revenues, capital creditors and statutory liabilities.

Short Term Provisions

Short term provisions include provision for long term employee benefit obligations, warranties, onerous contracts, provision for mark-to-market losses on derivative contracts and provision for dividends and tax thereon which are expected to be settled within twelve months from the Balance Sheet date and are considered to be current.

Short term provisions represent 6.9% of the Balance Sheet, and as at March 31, 2013 were at ₹3,491.02 lakhs as against ₹4,208.55 lakhs as at March 31, 2012.

In the previous year, there was provision for mark-to-market losses on derivative contracts amounting to ₹642.82 lakhs, in line with principles laid down in Accounting Standard 30 (AS 30) 'Financial Instruments: Recognition and Measurement' which on settlement of the contracts is no longer required. During the year two employee benefit schemes based on service years were introduced, accordingly necessary provisions have been created and amounts in respect thereof expected to be settled within twelve months of the Balance Sheet date have been shown as current.

Assets

Net Fixed Assets including Capital Work-in-Progress

Net Fixed assets including Capital Work-in-Progress includes tangible and intangible assets as reduced by accumulated depreciation/ amortization, Capital Work-in-Progress and Intangible assets under development.

The Net Fixed Assets, including Capital Work-in-Progress, represents 24.4% of the total assets. The Fixed Assets, as at March 31, 2013, were at ₹12,290.65 lakhs as against ₹13,564.06 lakhs as at March 31, 2012.

Additions to Fixed Assets during the FY 2013 were ₹552.73 lakhs mainly on account of investments in computing equipment and software.

During the year, we deducted ₹1,164.40 lakhs (March 31, 2012: ₹3,629.93 lakhs) from the gross block on retirement of assets.

Non Current Investments

Investments are classified as current or non-current based on management intention at the time of purchase. We have made several strategic investments aimed at procuring business benefits and operation efficiencies.

The non-current investments, representing 4.6% of the total assets, were ₹2,307.75 lakhs, as at March 31, 2013 as against ₹1,907.63 lakhs as at March 31, 2012. The non-current investment is primarily the investment in Omni Capital Fund LLP, a limited liability partnership in USA. During FY 2013, further investment of US$ 0.5 million was made in Omni Capital Fund LLP taking the total investment as at March 31, 2013 to US $ 4.25 million.

Deferred Tax Assets (net)

Deferred income taxes represent 2.2% of total assets. This reflects the impact of timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years. Deferred tax assets and deferred tax liabilities across various countries of operation are not set off against each other as we do not have a legal right to do so.

The Deferred tax assets, as at March 31, 2013 were ₹1,088.91 lakhs as against ₹1,007.20 lakhs as at March 31, 2012, an increase of ₹81.71 lakhs. The increase in deferred tax assets in FY 2013 was mainly on account of deferred tax assets recognized on employee benefit expenses and mark to market losses which are allowed for tax purposes only on payment basis.

Long Term Loans and Advances

Loans and advances consist of capital advance, security deposits, prepaid expenses, advance to employees, balances with Government Authorities and advance tax & MAT credit entitlement. Loans and advances which are non-current and not expected to be settled within twelve months from the Balance Sheet date has been classified as long term loans & advances. This represents 11.5% of the Balance Sheet, and as at March 31, 2013 was ₹5,789.69 lakhs, as against ₹5,303.21 lakhs as at March 31, 2012 - an increase of ₹486.48 lakhs. The increase is primarily due to increased advance income taxes on account of withholding taxes. The increase has been offset to some extent due to reduced security deposits on facilities.

Other non-current Assets

Long term trade receivables and non- current bank balances have been classified as other non-current assets. Long term trade receivables mean trade receivables which are not due within the operating cycle of the company. Non-current bank balances include fixed deposits having an original maturity of more than 12 months irrespective of the nature and terms of fixed deposits. This represents 0.3% of the total assets, and as at March 31, 2013 was at ₹166.16 lakhs, as against ₹493.35 lakhs as at March 31, 2012 - a decrease of ₹327.19 lakhs. This decrease pertains to decrease in ConnectM's long term trade receivables and redemption of fixed deposits with bank.

Current Investments

The investments, representing 23.0% of the total assets, were ₹11,606.50 lakhs, as at March 31, 2013 as against ₹14,761.96 lakhs, as at March 31, 2012.

The guiding principle of the Company's treasury investment is safety, liquidity and return. The Company deploys its surplus funds primarily in debt mutual funds and bank fixed deposits. The breakup of current investments in mutual fund by plan type is as follows:

In %

Particulars	As on March 31, 2013	As on March 31, 2012
Fixed Maturity Plan	6.9	50.0
Medium Term Plan	9.4	0.0
Short Term Plan	56.1	26.9
Income Plan	25.0	0.0
Liquid Plan	0.0	20.6
Ultra Short Term Plan	2.6	2.5
Total	**100.0**	**100.0**

During FY 2013 the composition of the investments has undergone change considering rate of returns on various instruments in the current market scenario and the need for liquidity during the share buy-back program.

Inventories

Inventories, which are 0.6% of the total assets, represent (a) Work-in-Progress - costs related to project milestones that have not been met (b) Raw materials and components - costs related to stock of raw material and other components which are used as a part of project deliverables. The Work-in-Progress, as at March 31, 2013 was at ₹285.36 lakhs, as against ₹210.93 lakhs as at March 31, 2012. The Work-in-Progress will be charged off to Profit and Loss account as and when the related revenue is recognized, going by the matching principle of accounting. Raw materials and components, as at March 31, 2013 was at ₹60.06 lakhs, as against ₹77.33 lakhs as at March 31, 2012.

Trade Receivables

Trade receivables, representing 17.9% of the total assets, as at March 31, 2013 were at ₹9,023.67 lakhs as against ₹10,196.76 lakhs) as at March 31, 2012. We periodically review the quality of receivables and make provision where necessary. Accordingly, the provisions for doubtful debts as at March 31, 2013 were ₹218.80 lakhs - a net increase of ₹42.17 lakhs.

Trade receivables including long term trade receivables were 73 days (March 31, 2012: 73 days) in terms of days of sales outstanding (DSO) as at March 31, 2013.

Cash and Bank Balances

Cash and Bank balances, representing 6.5% of the total assets, as at March 31, 2013 were at ₹3,291.73 lakhs, as against ₹3,686.30 lakhs as at March 31, 2012. We maintain sufficient cash balance for operational requirements and invest surplus funds in highly rated Mutual Fund papers and fixed deposits. We continuously review the investment mix between Mutual Fund and fixed deposits with a view to maximize the yields.

Amount in ₹ lakhs

Particulars	As at March 31, 2013	As at March 31, 2012
Cash in Hand	1.88	1.28
With Indian Banks	1,397.95	2,508.30
In Current Accounts	1,315.88	886.98
In Fixed Deposits	-	1,530.05
Others	82.07	91.27
With Foreign Banks (including Remittance in Transit)	1,891.90	1,326.72
Total	3,291.73	3,836.30
Less : Deposits with original maturity greater than 12 months shown as other non - current assets	-	150.00
Cash and Bank Balances	**3,291.73**	**3,686.30**

Short Term Loans and Advances

Loans and advances consist of security deposits, prepaid expenses, advance to employees and suppliers, balances with Government Authorities. This represents 3.7% of the Balance Sheet, and as at March 31, 2013 was ₹1,874.20 lakhs, as against ₹1,908.35 lakhs as at March 31, 2012 - a decrease of ₹34.15 lakhs. While there has been increase in security deposit on facilities and discount on forward covers it has been offset by realization of balances with Government Authorities based on a favourable judgment received and reduction in employee advances.

Other Current Assets

This represents interest accrued on fixed deposits and unbilled revenue and these constitute 5.3% of Balance Sheet. Unbilled revenue represents amounts recognized based on services performed in accordance with contract terms and where invoices are yet to be raised as on the Balance Sheet date. In the current year, since all fixed deposits have matured, there is no balance on account of interest accrued.

Threats, Risks and Concerns

Business Risks

We are in a highly competitive environment as several companies vie for market share in the attractive R&D services market. As many of our competitors are large and reputed companies we expect to face pressures to win business and grow our market share. As our services are provided by highly skilled and trained engineers, attraction and retention of talent will remain a challenge. We face extraneous threats like currency volatility, political rhetoric against outsourcing and economic uncertainties in developed markets like the Euro zone. Some of our customers face serious competitive challenges that may lead to erosion in their market share and margins. This may result in curtailment of R&D spends and increased pricing pressures for us.

Protection of intellectual property

It is the prime and foremost responsibility of any company in the knowledge industry to safeguard its own intellectual property. The management has taken the following measures to protect its IP:

InfoSec actions

Sasken ISMS (Information Security Management System) is defined on the best practices derived out of ISO 27001. We are compliant and certified with ISO 27001 for our information security practices. This framework requires us to comply with 133 controls and ensures adherence to international requirements in information security. Additionally, customer security standards are met by restriction of physical and logical access, to the customer's Intellectual Property.

Filing of Patents

The Group actively encourages employees to file patents to protect its intellectual property. Apart from serving the purpose of protection, these patents, as and when granted, could lead to revenues from their license, or to other benefits, by cross licensing of these patents, in exchange for others that we may want to use.

Filing of Trademarks

Trademarks have acquired much importance to Sasken with the software market focusing on branding of software products and services. We have also applied for registration of certain trademarks in USA, EU, Russia, Japan, China and India.

Protection of Confidentiality

The Group assigns much importance to the confidentiality of its software, trade secrets, internal data, systems and processes. The Group ensures that the employees, clients, prospects, subcontractors, advisors, consultants, vendors, prospective investors who are exposed to any of the confidential information of Sasken, are contractually bound to keep it confidential.

Contracting Process for Limitation of Liability

Each and every contract entered into by the Group, including both customer and vendor contracts, undergoes a well-settled legal and commercial contract review process. The process ensures that, the clauses, which may be imposed by the customer/vendors that expose the Group to risks are proportionate with the benefits accruing from the contract. The Group is also protected by insurance coverage.

Financial Risks:

Foreign Exchange Fluctuation Risk

Most of the Group revenues are derived from its global customers and are generally denominated in US Dollars and Euros. Large portion of the delivery center of the Company is situated in India and its expenses are in Indian Rupees. As a result, fluctuations in the exchange rate influences the operating profits. During FY 2013, rupee continued to be volatile and depreciated against all major currencies. The rupee depreciated by 6.3% against USD and 2.4% against Euro from March 31, 2012 till March 31, 2013. The rupee closed at ₹54.30 to a US Dollar for FY 2013.

With view to minimize the impact of exchange fluctuations, the Group periodically reviews its foreign exchange exposures and takes appropriate hedges through forward contracts and option contracts, regularly. The policy of the Group is to take hedges for risk mitigation and not for profit maximization. The Group has preset loss limits and unhedged exposures are subject to these loss limits for the purpose of deciding the hedge.

Liquidity Risk

The Board reviews the liquidity position periodically and determines the need for infusion of equity and debt capital into the business. The Company and its subsidiaries have met its working capital requirements through internal cash accruals during the current year. The Group has fund based and non-fund based lines of credit available, to satisfy any working capital requirements, if required.

Internal Control Systems

The Company continues to comply with the requirements of Enterprise Risk Management (ERM), which is mandated by Clause 49 of the Listing Agreement. Apart from identifying and documenting 'Entity level' risks and controls, the exercise involves identifying all significant (a) locations and (b) business processes, followed by (c) documenting each of the process flows (d) creation of risk registers and (e) an assessment of controls by way of testing. The risk register captures all areas of potential financial risks and operational risks and, the associated internal controls that are already in place or have been identified. Annual certification is an important procedure which ends with the CEO and CFO certification. It starts from the 'control' owner and then on to the 'process' owner and upwards, leading to the CXO's.

As part of the assessment exercise conducted, certain proposed controls identified in previous periods have been implemented and tested for their effectiveness, and other proposed controls are being implemented. Additionally, certain new controls have been identified for matters of significant importance or relevance, for implementation in the coming periods. The Company continues to 'capture and track', risks and controls. The Company continues to do a regular assessment of the risks and controls for the existing and new process flows. The processes followed by other subsidiary companies would also be brought under the purview of ERM. Further, as a good corporate governance measure, all matters of significant importance or relevance has been reported to the Audit Committee and the Company's Statutory Auditors.

Route map to Sasken
Registered Office

Sasken Communication Technologies Limited

Registered Office: 139 / 25, Ring Road, Domlur, Bangalore 560 071.

Attendance Slip

I hereby certify that I am a shareholder/proxy for the shareholder of the Company. I hereby record my presence at the Twenty fifth Annual General Meeting of Sasken Communication Technologies Limited held at the Registered Office at 139/25, Ring Road, Domlur, Bangalore 560 071 on Thursday, July 18, 2013 at 4.00 p.m.

Name of the attending shareholder (In block letters) : ____________________

Name of the proxy (To be filled in if the proxy attends instead of the shareholder) : ____________________

Signature of the shareholder : ____________________

Signature of the proxy : ____________________

Member's Folio Number / DP ID & Client ID : ____________________

No. of Shares held : ____________________

Note: Shareholders/proxy holders are requested to bring the Attendance Slips with them duly completed and signed when they come to the meeting and hand them over at the Reception.

Sasken Communication Technologies Limited

Registered Office: 139 / 25, Ring Road, Domlur, Bangalore 560 071.

Annual General Meeting to be held on Thursday, July 18, 2013 at 4.00 p.m. at the Registered Office.

Proxy Form

I / We ____________ of ____________ in the district of ____________ being a member / members of Sasken Communication Technologies Limited hereby appoint ____________ of ____________ in the district of ____________ or failing him ____________ of ____________ in the district of ____________ as my / our proxy to attend and vote for me / us and on my / our behalf at the Twenty Fifth Annual General Meeting of the Company to be held on Thursday, July 18, 2013 at 4.00 p.m. at the Registered Office of the Company at 139/25, Ring Road, Domlur, Bangalore 560 071 and at any adjournment thereof.

Signed this ____________ day of ____________2013.

Member's Folio Number / DP ID & Client ID ____________________

No. of Shares held ____________________

Signature of the Member ____________ Signature of Proxy ____________

Affix ₹1
Revenue stamp

Note: The proxy must be deposited at the Registered Office of the Company at 139/25, Ring Road, Domlur, Bangalore 560 071, not later than 48 hours before the time for holding the meeting.

Our Contact Details

Address	Telephone	Fax
Sasken Communication Technologies Limited 139 / 25, Ring Road, Domlur, Bangalore 560 071, India	+ 91 80 6694 3000	+ 91 80 3981 3329
RMZ Ecoworld, Building-1, 3rd floor, Sy. Nos.20/2 & 21, Devarabisanahalli Village, Varthur Hobli, Bangalore East Taluk , Outer Ring Road, Marathahalli, Sarjapur Road Stretch, Bangalore 560 103, India	+ 91 80 6694 2000	+ 91 80 6694 2395
Ground Floor, Block 2 (A1), Gopalan Enterprises India Pvt Ltd SEZ Global Axis, Plot No 152, EPIP Industrial area, Hoodi Village, KR Puram, Hobli, Whitefield Bangalore 560 066, India	+ 91 80 6694 2500	-
NSG IT Park, Unit No. 201 & 202, 2nd Floor. S.No.127/2 B, Aundh, Pune 411 007, India	+ 91 20 6641 8500	-
IT-5 Building, Ground Floor, Neopro Technologies Pvt. Ltd - SEZ, S. No. 154/6, Near Rajiv Gandhi InfoTech Park, Phase-1, Hinjewadi, Pune 411 057, India	+ 91 20 6792 8900	-
'The V' – IT Park, Vega Block- 13th Floor, Ascendas Complex, Plot No#17, Software Units Layout, Madhapur, Hyderabad 500 081, India	+ 91 40 6746 7600	-
Unit No 702, 7th Floor, Campus 3B, RMZ Millenia Business Park, 143 Dr M G R Road, Kandanchavady, Chennai 600 096, India	+ 91 44 6694 8000	+ 91 44 6694 8029
C/o IIT Madras Research Park, Unit No. 6D, 6th Floor, Kannagam Road, Taramani, Chennai 600 113, India	-	-
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2900 Gordon Avenue, Suite 100, Santa Clara, CA 95051, USA	+ 1 408 730 0100	-
6F, Taewang Building, 719-6, Yeoksam-dong Seoul, 135-080, Korea	+ 82 2 2203 0340	+ 82 2 2203 0341

Subsidiary Companies:

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Sasken Network Engineering Limited Pine Valley, 4th Floor, Office 'B' , Embassy Golf Link Business Park, Off Intermediate Ring Road, Domlur, Bangalore 560 071, India	+ 91 80 3075 7200	+ 91 80 3075 7201
Sasken Network Engineering Limited 206, 2nd Floor, Enkay Tower B & B1, Vanijya Nikunj, Udyog Vihar, Gurgaon, Harayana 122 016, India	+ 91 124 400 2798	-
Sasken Communication Technologies (Shanghai) Co. Limited 6F, Tower B, Haoli Building, No. 18 Longqing Street, BDA, Beijing, China 100 176	+ 86 10 6788 6717 + 86 10 6788 6821	+ 86 10 6788 6855
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Sasken Japan KK. Shin Yokohama Fujika Bldg. 8F , 2-5-9 Shin Yokohama, Kohoku-ku, Yokohama, Kanagawa , 222-0033, Japan	+ 81 45 473 2921	+ 81 45 473 2922
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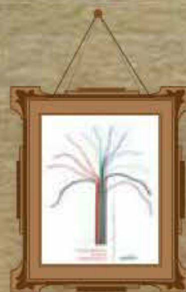
Sasken Inc. 3601, Algonquin Rd. Suite 440, Rolling Meadows IL 60008, Chicago, USA	+ 1 847 525 0931	-

Award winning Annual Reports

2007-08

2008-09

2004-05



2009-10

2005-06

2010-11

2011-12

2006-07

CHINA ¤ FINLAND ¤ INDIA ¤ JAPAN ¤ KOREA ¤ UK ¤ USA

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Concept and Design : Marketing @ Sasken