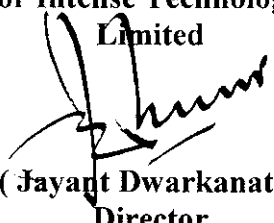
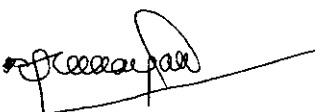
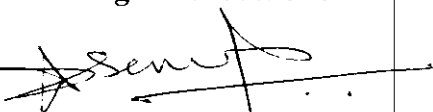
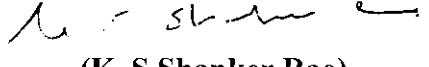


FORM – A

(Clause 31(a) of Listing Agreement)

**Covering letter of the Annual Audit Report to be filed with the
Stock Exchange**

1	Name of the Company	Intense Technologies Limited
2	Annual Financial Statements for the year ended	31st March, 2014
3	Type of Audit observation	Un-qualified
4	Frequency of observation	Not Applicable
5	To be signed by	
	CEO / Director	For Intense Technologies Limited  (Jayant Dwarkanath) Director
	CFO	For Intense Technologies Limited  (H.M. Nayak) Head – Finance
	Auditor of the Company	For Srinivas P & Associates Chartered Accountants Firm Regn. No. 006987S  CA. P. Srinivas Proprietor M.No.204098
	Audit Committee Chairman	 (K.S Shanker Rao) Audit Committee Chairman





**THE LEADING
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FOR GLOBAL
BUSINESS**

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24th ANNUAL GENERAL MEETING

On Monday, the 29th day of September, 2014 at 2.00 PM at
Surana Udyog Auditorium, FAPCCI House, Red Hills, LakdiKaPul,
Hyderabad - 500 004.

Letter from Managing Director

Dear Intense Investor,

It gives me great pleasure to connect with you at the end of another successful year. As in the past few years, we have continued to maintain our growth trajectory and posted 36% growth in revenues in this financial year as well. Extensive global growth initiatives have been planned for forthcoming quarters, your Company is certainly poised to reach greater heights.

As you all know, we have consciously pursued a product development strategy over the more conventional services-only approach even if it meant long gestation periods, extended sales cycles and developing niche domain/technology skills. Mission critical nature of our products impacted our sales cycles and brand establishment. We knew that once we establish credibility of our products, we would witness tremendous traction in the domestic and global markets. The good news is the struggle is over and today we are very proud that our robust award winning product portfolio is being used by Fortune 500 companies. Enterprises in 20 countries, across 4 continents, today benefit from our solutions. Our relentless focus on innovation and technical excellence is now being widely recognized and I am sure you will be proud to know that your company is now acknowledged as a global contender in the field of Customer Experience & Rapid Deployment of Digital Transformation solutions. We are rapidly expanding our presence in USA, LATAM, EMEA and APAC by establishing our offices in these regions.



As we continue to add new customers for our products across the globe, analysts and trade bodies too are beginning to recognize the contribution your Company is making to the growth of the Indian software products industry. Some recent recognition are:

Prominently featured on NASSCOM's Product Excellence Matrix report, titled "Indian Enterprise Software Products - On Accelerated Growth Path" (2014)

Deloitte's 'Technology Fast 50 India' (2013)

NASSCOM's 'Emerge 50' (2010, 2011 & 2013)

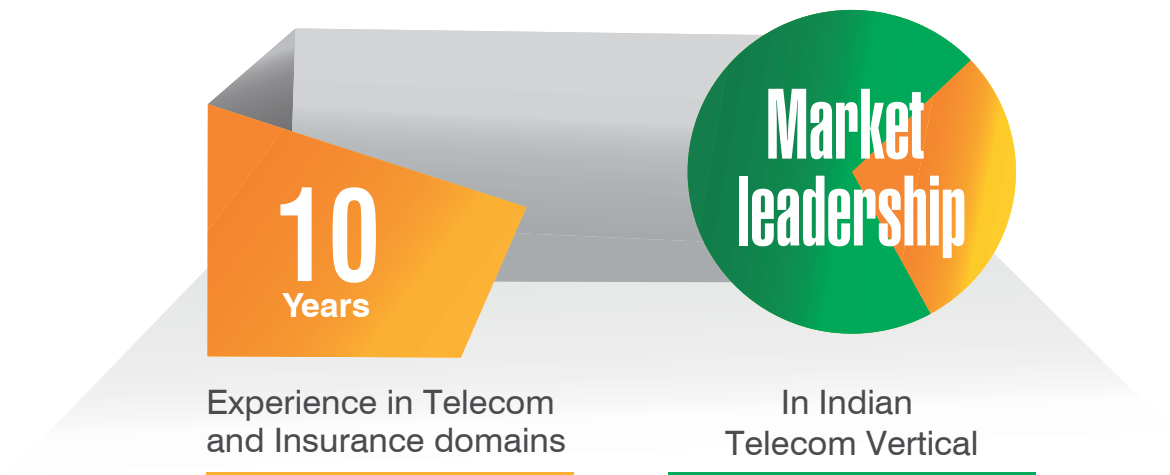
CSI Awards (1st runners-up in 2012)

IBM Beacon Awards (Finalists in 2011, 2012)

ITsAP's 'Best Software Product' Award (For MNC and Established Indian category in 2013)

ICMG Architecture Excellence Awards (Forerunner in 2011)





Digital Transformation, which is the domain we operate in, is now being spoken as the next big global opportunity for software vendors. According to NASSCOM, it will add revenues of 13-14 billion USD to the existing 118 billion USD in the financial year 2014-2015 alone and further grow annually at 11.2% CAGR.

Your Company is well placed to benefit from this opportunity. Already, leading players in Telecom, Banking, Insurance and other sector have transformed their customer centric business processes with our solutions.

Today, we process 25 billion USD worth client revenue data; help onboard 500,000 customers daily; and have a 500 million customer base across our engagements.

All this would not have been possible without your patient support, goodwill and of course, the contribution of all our stakeholders. As we continue our growth journey and seek further opportunities across the globe, safeguarding your interest will be high on our list of priorities and I know that your best wishes will always be with us.

C.K. Shastri
Chairman & Managing Director

Digital Transformation Framework for Customer-centric Business Processes



“Digitalization is changing how business creates and delivers products and services, regardless of the industry. Digital technologies will optimize business processes, create new business models, and identify and exploit fleeting business opportunities - valuable moments that will increasingly serve as competitive differentiators”

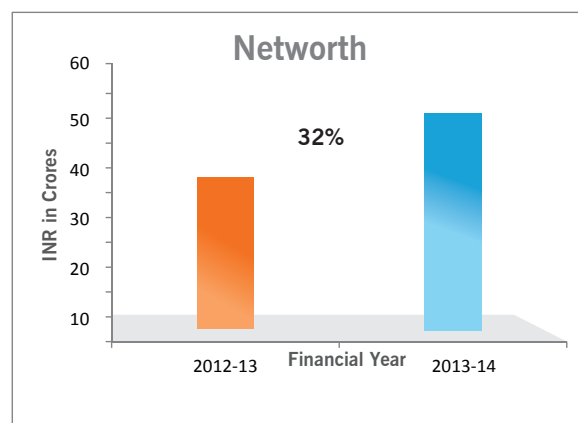
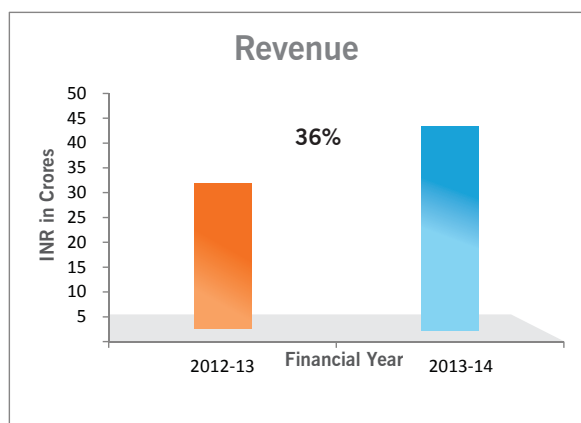
Source - Gartner



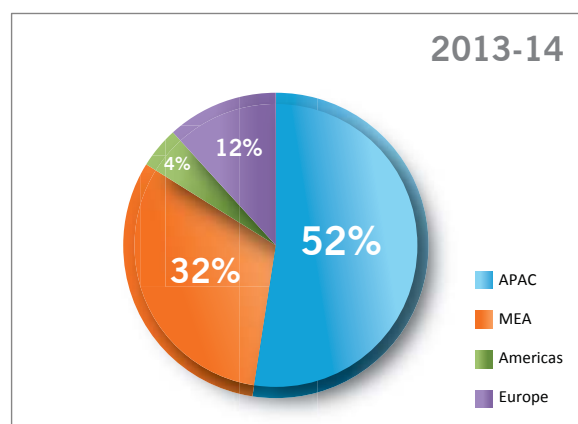
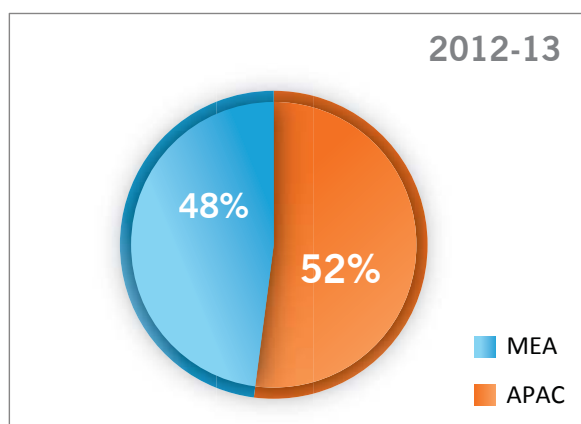
MOST PREFERRED BY THE BIGGEST NAMES

We have been tried, tested and trusted by fortune 500s for the digital transformation of their mission critical, customer facing processes. Our solutions are built on cutting edge technologies, having evolved from more than a decade of domain knowledge. They seamlessly integrate into the existing infrastructure to enable rapid deployment. We do not recommend 'rip and replace' of legacy systems, this being our unique value proposition to our valued customers

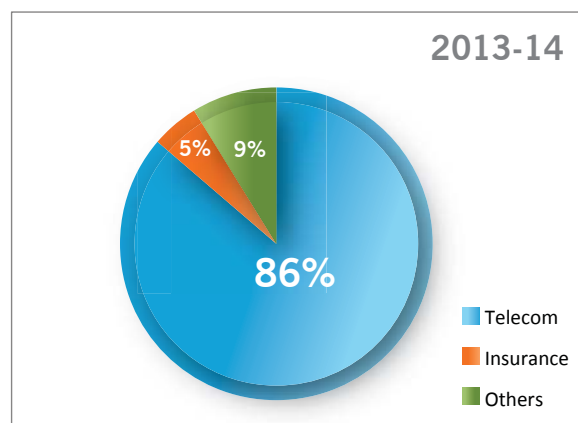
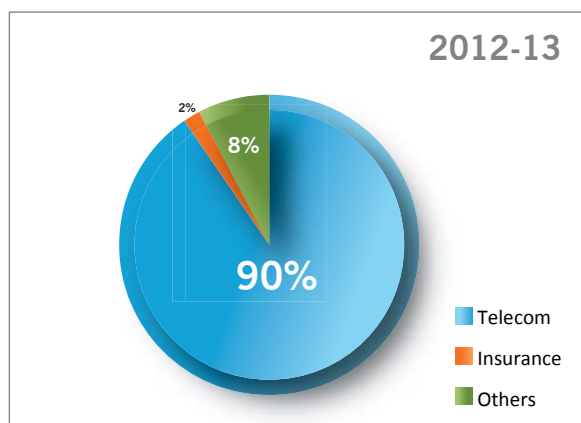
Financial Highlights



Growth in Geographic Revenue



Revenue by Industry Vertical



Our Leadership Team



C.K. Shastri
Chairman and Managing Director

Jayant Dwarkanath
CEO

Anil Kumar Vengayil
Global Head- Sales and Marketing

H.M. Nayak
Head - Finance



Mario Clarence Simon
V.P, Head - Product Engineering Group

Shiva Prasad Reddy
V.P, Middle East & Africa

Srinivas Tangirala
SVP, Head - Product Management

Prabhakar Racherla
Head - Delivery

Shravan Ganjoo
V.P, Global Alliance & Partner Sales

Board of Directors

Chairman & Managing Director	:	Mr. C.K.Shastri
Whole time director	:	Mr. Jayant Dwarkanath
Director	:	Mr. Tikam Sujan
Director	:	Mrs. V. Sarada Devi
Director	:	Mr. P. Pavan Kumar
Director	:	Mr. K. S. Shanker Rao
Director	:	Mr. V.S. Mallick

Audit Committee

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

Nomination and Remuneration Committee

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

Corporate Social Responsibility Committee

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

Stakeholders Relationship Committee

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

Company Secretary : Ms. K. Tejaswi till 31st March, 2014

Compliance Officer : H.M. Nayak
e-mail: fmn@intense.in

Auditors : Srinivas P & Associates
Chartered Accountants
301, Madhava Apts.
Hill Colony, Khairatabad,
Hyderabad – 500 004.

Bankers : State Bank of Hyderabad
HDFC Bank Ltd.

Registered Office : **Intense Technologies Limited**
(CIN: L30007TG1990PLC011510)
A1, Vikrampuri, Secunderabad - 500 009
Tel: +91-40-44558585 / 27849019 / 27844551
Fax: +91-40-27819040
Website: in10stech.com; e-mail: fmn@intense.in

Global offices at : **Intense Technologies FZE**
P.O.Box 53142, Hamriyah Free Zone,
Sharjah, United Arab Emirates (UAE)

Intense Technogeis INC
10481, NW 36 Street, Miami, Florida - 33178, USA.

Intense Technologies UK Limited
15 Appold Street, London EC2A 2 HB, UK

Intense Technologies Ltd (Branch Office Singapore)
9, Temasek Boulevard, # 19-05, Suntec Tower Two,
Singapore - 038989

Shares listed with : Bombay Stock Exchange, Mumbai

Registrar & Share Transfer Agents : Karvy Computershare Private Ltd.
Plot No. 17/24, Next to Image Hospitals,
Vittalrao Nagar, Madhapur, Hyderabad – 500 081.

NOTICE TO SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the 24th Annual General Meeting (AGM) of the Members of Intense Technologies Limited (and reduced) (CIN: L30007TG1990PLC011510) will be held on Monday the 29th September, 2014 at 2.00 P.M at Surana Udyog Auditorium, FAPCCI House, Red Hills, Lakdi Ka Pul, Hyderabad - 500 004, to transact the following business:

ORDINARY BUSINESS:

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

“RESOLVED THAT the audited balance sheet as at 31st March 2014, the statement of Profit and Loss and Cash flow statement for the year ended on that date together with the Reports of Directors’ and Auditors’ thereon as presented to the meeting, be and hereby, approved and adopted”.

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

“RESOLVED THAT Mr. Tikam Sujan (holding DIN 02137651), director, who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a director of the Company.”

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

“RESOLVED THAT Pursuant to the provisions of section 139 and all other applicable provisions of the Companies Act, 2013, M/s. Srinivas P. & Associates., Chartered Accountants, Hyderabad (Firm Registration No: 006987S) be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting for three consecutive years, subject to ratification by the members at every Annual General Meeting, on such remuneration as may be agreed upon by the

Board of Directors and Auditors, in addition to reimbursement of all out of-pocket expenses in connection with the audit of the accounts of the Company for the financial year ending March 31, 2015.”

SPECIAL BUSINESS:

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

“RESOLVED THAT pursuant to provisions of sections 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, **Mrs.V.Sarada Devi** (DIN:02268210), be and is hereby appointed as independent director of the Company, to hold office for a term of five consecutive years from the conclusion of this Annual General Meeting and to receive remuneration by way of fees, reimbursement of expenses of participation in the meetings of the Board and/ or Committees and profit related commission in terms of applicable provisions of the Companies Act, 2013 as determined by the Board from time to time.”

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

“RESOLVED THAT pursuant to provisions of sections 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, **Mr.P.Pavan Kumar** (DIN:02530632), be and is hereby appointed as independent director of the Company, to hold office for a term of five consecutive years from the conclusion of this Annual General

Meeting and to receive remuneration by way of fees, reimbursement of expenses of participation in the meetings of the Board and/ or Committees and profit related commission in terms of applicable provisions of the Companies Act, 2013 as determined by the Board from time to time.”

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

“RESOLVED THAT pursuant to provisions of sections 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, **Mr.K.S. Shanker Rao** (DIN:02593315), be and is hereby appointed as independent director of the Company, to hold office for a term of five consecutive years from the conclusion of this Annual General Meeting and to receive remuneration by way of fees, reimbursement of expenses of participation in the meetings of the Board and/ or Committees and profit related commission in terms of applicable provisions of the Companies Act, 2013 as determined by the Board from time to time.”

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

“RESOLVED THAT pursuant to provisions of sections 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, **Mr. V. S. Mallick** (DIN:02665539), be and is hereby appointed as independent director of the Company, to hold office for a term of five

consecutive years from the conclusion of this Annual General Meeting and to receive remuneration by way of fees, reimbursement of expenses of participation in the meetings of the Board and/ or Committees and profit related commission in terms of applicable provisions of the Companies Act, 2013 as determined by the Board from time to time.”

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 Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors to borrow money in excess of the aggregate of the paid up share capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained/to be obtained from the Company’s Bankers in the ordinary course of business, shall not be in excess of ₹50 Crores (Rupees Fifty Crores) over and above the aggregate of the paid up share capital and free reserves of the Company.

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 Section 180(1)(a) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to authorize the Board to mortgage and /or create charge to the extent of new Borrowing limits of the Board of Directors, of all or any of the movable or immovable properties both present and future or the whole or substantially the whole of the undertakings of

the Company to or in favour of any Financial Institutions, Banks, NBFCs or any other Agencies to secure the term loans and / or other financial assistance that has been or may in future be granted by them to the Company from time to time.”

For and on behalf of the Board

C.K.Shastri
Chairman & Managing Director

Place: Secunderabad

Date: 13th August, 2014

NOTES

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

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

2. The Register of Members and Share Transfer Books of the Company will remain closed from 27-09-2014 to 29-09-2014 (both days inclusive) for determining the names of members eligible for dividend on equity shares, if declared at the meeting.
3. The Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the meeting is annexed hereto.
4. Electronic copy of the Annual Report and the notice of the Annual General Meeting of the Company 'inter alia' indicating the process and manner of e-voting along with attendance slip and proxy form are being sent to all the members whose email IDs are registered with the Company/ Depository Participants(s) for communication purposes, unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the above documents are being sent in the permitted mode.
5. Members are requested to notify any change in their addresses to the Company immediately. Members holding shares in electronic form are requested to advise change of addresses to their Depository Participants.
6. Members are requested to affix their signatures at the space provided on the attendance slip annexed to proxy form and handover the slip at the entrance of the meeting hall. Corporate members are requested to send a duly certified copy of the board resolution / power of attorney authorizing their representatives to attend and vote at the Annual General Meeting.
7. Members may also note that the notice of the Annual General Meeting and the Annual Report will also be available on the Company's website for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office at A1, Vikramপুরi, Secunderabad – 500 009, for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost.

8. PROCEDURE AND INSTRUCTIONS FOR E-VOTING

The procedure and instructions for e-voting are as follows:

- i) Open your web browser during the voting period and navigate to 'https://evoting.karvy.com'
- ii) Enter the login credentials (i.e., user-id & password) mentioned on the enclosed Form. Your folio/ DP Client ID will be your User-ID.

User – ID	For Members holding shares in Demat Form:- a) For NSDI:- 8 Character DP ID followed by 8 Digits Client ID b) For CDSL:- 16 digits beneficiary ID For Members holding shares in Physical Form:- • Event no. followed by Folio Number registered with the company
Password	Your Unique password is printed on the Note/ via email forwarded through the electronic notice
Captcha	Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

- iii) The e-Voting period commences 24th September, 2014 (9.00 am) and ends on 26th September, 2014 (6.00 pm). During this period, members holding shares either in physical form or in dematerialized form, as on 24th September, 2014 may cast their votes electronically. The e-Voting module will be disabled for voting thereafter. Once the vote on a resolution is cast by a member, such member will not be allowed to change it subsequently.
- iv) After entering these details appropriately, click on "LOGIN".
- v) Members holding shares in Demat/Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through Karvy Computershare Private Limited e-Voting platform. System will prompt you to change your password and update any contact details like mobile #, email ID etc on 1st login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vi) You need to login again with the new credentials.
- vii) On successful login, system will prompt to select the 'Event' i.e., 'Company Name'.
- viii) If you are holding shares in demat form and had logged on to "https://evoting.karvy.com" and casted your vote earlier for any company, then your exiting login id and password are to be used.

- ix) On the voting page, you will see resolution description and against the same the option 'FOR/AGAINST/ABSTAIN' for voting .Enter the number of shares (which represents number of votes) under 'FOR/AGAINST/ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding. If the shareholder do not wants to cast, select 'ABSTAIN'
- x) After selecting the resolution you have decided to vote on, click on "SUBMIT".A confirmation box will be displayed .If you wish to confirm your vote, click on "OK", else to change your vote, click on " CANCEL "and accordingly modify your vote.
- xi) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- xii) Corporate/Institutional Members (corporate /FIs/FILs/Trust/Mutual Funds/Banks, etc) are required to send scan (PDF format) of the relevant Board resolution to the Scrutinizer through e-mail to pjagan123@gmail.com with copy to evoting@karvy.com. The file scanned image of the board resolution should be in the naming format "Intense Technologies Limited 24th AGM e-voting.pdf".
- xiii) In case of any query pertaining to e-voting, please visit Help & FAQs section available at Karvy's website <http://evoting.karvy.com> or contact Karvy Computershare Pvt Ltd. at Tel No. 1800-345 4001 (Toll free)
- xiv) The Board of Directors has appointed Mr. CS Puttaparthi Jagannatham, Advocate as a Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- xv) The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of two witnesses not in the employment of the company and will make a scrutinizer report of the votes cast in favour or against , if any , forthwith to the Chairman of the meeting.
- xvi) The result of the resolutions shall be declared on or before 1st October 2014 and the resolutions shall be deemed to have been passed on the date of Annual General Meeting date subject to the receipt of the requisite number of votes in favour of the resolutions.
- xvii) The results declared along with the Scrutinizer's Report will be available on the website of the company www.in10stech.com and on Karvy's website <http://evoting.karvy.com> and shall be communicated to the BSE Ltd.

Additional Information about the Directors' being appointed / re-appointed in accordance with the provisions of Corporate Governance:

Tikam Sujan - Director

Mr. Tikam Sujan is a successful NRI businessman based at Miami, Florida, USA, having 30 years of experience in operating in the American geography. He has 2182421 shares (11.32%) in the Company.

V. Sarada Devi - Director

Mrs. V. Sarada Devi is a reputed legal professional. She is a practicing lawyer with over 25 years of experience with deep interest in social welfare and philanthropic activities. She has been associated with various NGO's like Bharat Vikas Parishad and National Institute for the Blind. She was appointed as the Director of the company in the year 2008 and she does not hold any shares in the company.

P. Pavan Kumar - Director

Mr. Pavan Kumar Pulavarty is a Management Graduate, C.P.A, and an A.C.A having experience of over 23 years in Financial Management, Accounting, Financial Systems and Information Technology Management. He was appointed as the Director of the company in the year 2009 and he does not hold any shares in the company.

K.S.Shanker Rao - Director

Mr.Kandukuri Srivath Shanker Rao is a Chartered Engineer. He has over 40 years of experience in construction of mega projects and in dealing with all disciplines of project management, industrial relations and HRD. He also has hands on experience in arbitration matters.

V.S.Mallick - Director

Mr.V.S.Mallick, is a Bachelor of Technology (B.Tech)and has a Post Graduate Diploma in Rural Management (PGDRM) with an experience of over 21 years. He has worked with M/s. Hindustan Packaging Company Limited and M/s. A&R Packaging Limited. He is also the founder of M/s. Superpack Packaging Machines Private Limited and is currently associated with M/s. Trans-Domain Solutions Private Limited, a software development company.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 4, 5, 6 & 7

Mrs.V. Sarada Devi, Mr.P. Pavan Kumar, Mr.K.S. Shanker Rao and Mr.V.S. Mallick are the Directors' of the Company liable to retire by rotation under the erstwhile Companies Act,1956. In terms of the provisions of Section 149 and other applicable provisions of the said Act, Mrs. V. Sarada Devi, Mr. P. Pavan Kumar, Mr. K.S. Shanker Rao and Mr. V.S. Mallick being eligible are offering themselves for appointment and hence are recommended for appointment as Independent Directors' for 5 consecutive years.

The Company has received notices in writing from members along with the deposit of requisite amount under section 160 of the Act proposing the candidatures of each of Mrs. V. Sarada Devi, Mr. P. Pavan Kumar, Mr. K. S. Shanker Rao and Mr. V.S. Mallick for the office of the Director(s) of the Company.

Mrs. V. Sarada Devi, Mr. P. Pavan Kumar, Mr. K. S. Shanker Rao and Mr. V.S. Mallick are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors.

Section 149 of the Act inter alia stipulates the criteria of Independence in a company proposed to be appointed as an independent director on its Board. As per the said Section 149, an independent director can hold office for a term up to 5(five) consecutive years on the Board of the Company and he shall not be included in the total number of directors for retirement by rotation.

The Company has also received declaration from Mrs. V. Sarada Devi, Mr. P. Pavan Kumar, Mr. K. S. Shanker Rao and Mr. V.S. Mallick that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under clause 49 of the Listing Agreement, Mrs. V. Sarada Devi, Mr. P. Pavan Kumar, Mr. K. S. Shanker Rao and Mr. V.S. Mallick possess appropriate skills, experience and knowledge, inter alia, in the field of finance and economics.

In the opinion of the Board, Mrs. V. Sarada Devi, Mr. P. Pavan Kumar, Mr. K. S. Shanker Rao and Mr. V.S. Mallick fulfill the conditions for their appointment as independent Directors as specified in the Act and the Listing Agreement. Mrs. V. Sarada Devi, Mr. P. Pavan Kumar, Mr. K. S. Shanker Rao and Mr. V.S. Mallick are independent of management.

Brief resume of Mrs. V. Sarada Devi, Mr. P. Pavan Kumar, Mr. K. S. Shanker Rao and Mr. V.S. Mallick, nature of their expertise in specific functional areas and names of companies in which they hold directorship and memberships/chairmanships of Board Committees, shareholding as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are forming part of the Annual Report

Keeping in view their vast expertise and knowledge, it will be in the interest of the Company that Mrs. V. Sarada Devi, Mr. P. Pavan Kumar, Mr. K. S. Shanker Rao and Mr. V.S. Mallick are appointed as Independent Directors'.

Copy of the draft letters for respective appointment of Mrs. V. Sarada Devi, Mr. P. Pavan Kumar, Mr. K. S. Shanker Rao and Mr. V.S. Mallick as Independent Directors setting out the terms and conditions are available for inspection by members at the Registered office of the Company

This statement may also be regarded as a disclosure under clause 49 of the Listing Agreement with the Stock Exchange.

Item No. 8

The members of the Company at their Extra Ordinary General Meeting held on 30th March, 1999, approved by way of an Ordinary Resolution under Section 293(1)(d) of the Companies Act, 1956, authorising the Board to borrow over and above the aggregate of paid up share capital and free reserves of the Company provided that the total amount of such borrowings together with the amounts already borrowed and outstanding at any point of time shall not be in excess of ₹ 5 Crores (Rupees Five Crores).

Section 180(1)(c) of the Companies Act, 2013 effective from 12th September, 2013 requires that the Board of Directors shall not borrow money in excess of the Company's paid up share capital

and free reserves, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, except with the consent of the Company accorded by way of a special resolution. It is, therefore, necessary for the members to pass a Special Resolution under Section 180(1)(c) and other applicable provisions of the Companies Act, 2013, as set out at Item No. 8 of the Notice, to enable the Board of Directors to borrow money in excess of the aggregate of the paid up share capital and free reserves of the Company. Approvals of members is being sought to borrow money upto ₹50 Crores (Rupees Fifty Crores) in excess of the aggregate of the paid up share capital and free reserves of the Company.

None of the Directors and key managerial personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 11 except to the extent of shares held by them in the Company.

Item No. 9

The members of the Company at their Extra Ordinary General Meeting held on 30th March, 1999, approved by way of an Ordinary Resolution under Section 293(1)(a) of the Companies Act, 1956 authorising the Board to create charge on the immovable and movable properties of the Company. The consent of the members was accorded authorising the Board to mortgage and /or create charge to the extent of new borrowing limits of the Board of Directors, of all or any of the movable or immovable properties both present and future or the whole or substantially the whole of the undertakings of the Company to or in favour of any Financial Institutions, Banks or Agencies to secure the term loan and other financial assistance that has been or may in future be granted by them to the Company from time to time.

Section 180(1)(a) of the Companies Act, 2013 effective from 12th September, 2013 requires that the Board of Directors shall not sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings, except with the consent of the Company accorded by way of a special resolution. It is, therefore, necessary for the members to pass a special resolution under Section 180(1)(a) and other applicable provisions of the Companies Act, 2013, as set out at Item No. 9 of the Notice, to enable to the Board of Directors to mortgage and / or create charge to the extent of new borrowing limits of the Board of Directors, of all or any of the movable or immovable properties both present and future or the whole or substantially the whole of the undertakings of the company to or in favour of any Financial Institutions, Banks, NBFCs or Agencies to secure the term loan and other financial assistance that has been or may in future be granted by them to the Company from time to time.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 12 except to the extent of shares held by them in the Company.

For and on behalf of the Board

C.K.Shastri
Chairman & Managing Director

Place: Secunderabad

Date: 13th August, 2014

Directors' Report to the Shareholders

Dear Shareholders,

Your Directors have pleasure to present the 24th Annual Report and the Audited Accounts for the financial year ended 31st March, 2014.

Financial Highlights:

	(₹ in lakhs)	
	Current Year 2013-14	Previous Year 2012-13
<u>Revenues:</u>		
Income from Operations	4,318.48	3,244.50
Other Income	360.76	198.42
Gross Revenues	4,679.24	3,442.92
<u>Expenditure:</u>		
Employees Cost	2,080.87	1,601.38
Other Expenditure	1,222.24	1,201.87
Depreciation & Amortisation	132.09	94.46
Total Expenditure	3,435.20	2,897.71
Profit before tax	1,244.04	545.21
Tax Expense	119.25	9.60
Profit after tax	1,124.79	535.61
Earnings per share		
Basic EPS (Face Value ₹ 2/- each)	5.83	2.80
Diluted EPS (Face Value ₹ 2/- each)	5.30	2.69

Review of Operations

During the year under review, your Company registered a gross revenue of ₹ 4,679.24 lakhs - a 36% increase over previous year revenue of ₹ 3,442.92 lakhs and a profit before tax ₹ 1,244.04 lakhs - an increase of 128% over previous year profit of ₹ 545.21 lakhs.

While we consolidated our leadership position in South Asia by adding customers for both our uniserve™ Onboard and uniserve™ 360 solutions in Bangladesh, the highlight certainly was adding three new global marquee customers for our new uniserve™ CorpCare Solution. With these new customers spread across Europe and South America, uniserve™ CorpCare has now opened the western markets for us. Our focus on the Middle East and African region is also beginning to bear fruit with 30% revenue contribution from this region alone.

Another highlight of the past year was the focus on building a robust sales pipeline through extensive business development activity and work is apace to convert these leads to confirmed revenue this year.

Sales Marketing & Distribution

Over 50% of our revenue in the past year was from the overseas market. Our margin realization in these markets is also superior to our realization from the Indian market. The forthcoming fiscal will have us focus more intently in building business opportunities in these new markets. We have already strengthened our MEA team by posting our solution consultants in-country. These consultants will in turn, support and train all our partner sales force. An industry veteran has also been recruited to focus on the South East Asian markets and establish local partnerships there. Senior sales associates have already been recruited for North and South Americas and Western Europe. It will be our endeavour to see that the sales pipeline that is being built is effectively covered by local sales professionals.

Mr. Anil Kumar Vengayil, a successful telecom industry veteran, has joined our team to head global sales. Anil brings with him an experience of driving business for both start-ups and industry leading enterprises alike.

Government is a large consumer of IT applications and services. While actively contributing to our international expansion this year, Anil will also closely work with our local teams to focus on opportunities in the government sector.

As we foray into the global markets, brand recognition will be critical to our success. A series of initiatives to demonstrate our experience and thought leadership in our domain are already in progress. These will certainly boost our digital image and make our solutions easily identified. We are actively engaged with leading analysts from Gartner; Forrester and TM Forum and have already been mentioned in their publications.

To cater locally to our expanding list of global customers, we now have sales offices outside India in Singapore, U.A.E, U.S.A and U.K. We will soon commence our UK operations too. Systems Integrators like IBM, TCS, Wipro and Infosys have played a big role in our growth. We have now devised a specific alliance program to work more closely with these partners and build an opportunity pipeline with all their captive customers.

Future Outlook

Digital Transformation across large enterprises is a global phenomenon now and already have had success in this space in the past year with our uniserve™ framework. With sales recruitments and business development activity being focused around the international markets, we envisage our export contribution to climb beyond the current levels. This should also improve profitability as our margin realization has been superior on our export earnings. With specific focus this year in pursuing opportunities in the Government sector, we hope to grow our domestic footprint too.

Subsidiary Companies

The Company has incorporated the following Wholly Owned Subsidiary Company (WOS) during the year: (1) "Intense Technologies FZE" in Hamriyah Free Zone, Hamriyah, United Arab Emirates (U.A.E). (2) "Intense Technologies INC" in Florida, USA. There were no commercial operations in any of the above two subsidiaries during the financial year 2013-14.

Share Capital

During the year under review, the Company had allotted 1,42,500 equity shares of ₹ 2/- each on the exercise of the options granted to Mr. Jayant Dwarkanath(1,25,000 shares) and Mr. Chandrashekar Balaraman (17,500 shares), employees of the Company under Fortune Employees Stock Option Plan 2005.

Consequently the paid up share capital of the Company is increased from 1,91,37,882 equity shares of ₹ 2/- each aggregating to ₹ 3,82,75,764 to 1,92,80,382 equity shares of ₹ 2/- each aggregating to ₹ 3,85,60,764.

Dividend

In order to conserve its financial resources to meet its growth plan the Company did not recommend any dividend for the year under review.

Internal Control Systems and their adequacy

Your company remains committed to ensuring an effective internal control environment that provides assurance on the efficiency of operations and security of assets. In the networked IT environment of your company, validation of IT Security continues to receive focused attention of the internal audit team which includes Finance, Legal and IT specialists.

Human Resource Management, Branding and Quality

Your company has a unique talent brand which is in strong alignment with your Company's vision. The Company's human resource management systems and processes are designed to empower employees and enable them to adopt innovative approaches to creating enduring value for its products.

Corporate Social Responsibility and Governance

Your Company believes that Corporate Social Responsibility delivered in the context of its business makes it more effective, impactful, scalable and sustainable.

Deposits

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

Auditors

M/s Srinivas P. & Associates Chartered Accountants, Independent Auditors of the Company who retire at the forthcoming Annual General Meeting and who have confirmed their eligibility and qualification as statutory auditors of the company, are proposed for appointment for a period of 3 years in accordance with provisions of Companies Act, 2013.

Directors

1. In accordance with the Companies Act, 2013, Mr. Tikam Sujan retires by rotation and being eligible, offers himself for reappointment.
2. In respect of Mrs. V. Sarada Devi, Mr. P. Pavan Kumar, Mr. K. S. Shanker Rao and Mr. V.S. Mallick, the Company has received requisite notices in writing from members proposing them for appointment as Independent Directors.

Directors' Responsibility Statement

Pursuant to the requirement under Section 217(2AA) of the Companies Act, 1956, your Directors confirm having:

- 1) Followed in the preparation of the Annual Accounts, the applicable accounting standards with proper application relating to material departures, if any;

- 2) 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 of the Company for that period;
- 3) Taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Companies Act, 1956 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities; and
- 4) Prepared the Annual Accounts on a going concern basis.

Risk Management and Insurance

All the properties of your Company have been adequately insured. The Company from time to time has been conducting exercises on Risk Management and minimization procedures. This has been need based and being done by internal Management.

Corporate Governance

As per Clause 49 of the Listing Agreement, a Report on Corporate Governance, forming part of this Report, together with the Auditors' Certificate regarding the compliance of the conditions of Corporate Governance is given in a separate section in the Annual Report.

Personnel

The details of Persons/ Directors who were in receipt of remuneration in excess of limits specified in Section 217 (2A) of the Companies Act, 1956 read with Companies (particulars of employees) Rules, 1975, is specified below:

S.No.	Name of the Person/ Director	Designation	Amount Per Month
1.	C.K.Shastrri	Chairman & Managing Director	₹ 5,00,000/-
2.	Jayant Dwarkanath	Director	₹ 5,00,000/-

Energy, Technology and Foreign Exchange

Additional information in terms of Section 217 (1) (e) of the Companies Act, 1956, is annexed hereto Annexure - I

Employees Stock Option Plan

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

Depository System

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

Management Discussion & Analysis Report

The Management Discussion and Analysis Report as required under 49 of the listing agreement with Stock Exchange, is annexed hereto Annexure - III

Stock Exchange Listing

The Equity Shares of the Company are listed on Bombay Stock Exchange, Mumbai and the Company confirms that it has paid Annual Listing Fees due to the Stock Exchange for the year 2013-14.

Acknowledgements

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

For and on behalf of the Board

C.K.Shastri
Chairman & Managing Director

Place: Secunderabad
Date: 29th May, 2014

ANNEXURE - I TO THE DIRECTORS' REPORT:

Disclosure of particulars in respect of Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo required under Companies (Disclosure of particulars in the Directors' Report) Rules 1988.

A. Conservation of Energy:

The operations of the company are not energy intensive. However the company endeavors to conserve energy consumption wherever possible.

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

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

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

C. Foreign Exchange Earnings & Outgo:

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

	(₹ in lakhs)	
	2013-14	2012-13
1. Foreign Exchange Earnings		
FOB Value of Goods exported	2170.94	1629.19
2. Foreign Exchange Outgo		
a) Travelling	217.08	160.13
b) Other expenditure incurred	83.18	65.86
c) Transferred to Singapore Branch	0.58	32.05
d) Transferred to Subsidiaries	121.20	-

For and on behalf of the Board

Place: Secunderabad

Date: 29th May, 2014

C.K. Shastri
Chairman & Managing Director

ANNEXURE - II TO THE DIRECTORS' REPORT:

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

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

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

The requisite disclosures of particulars with respect to these schemes during the year 2013-14 are as under:

1. Fortune Employees Stock Option Plan 2005:

Sl. No.	Particulars	31.03.2014
1	No. of Stock Options approved by Shareholders	30,00,000
2	No. of Stock Options granted upto 31.03.2014	29,17,000
3	No. of Stock Options vested and exercised upto 31.03.2014	8,46,300
4	No. of Stock Options Outstanding upto 31.03.2014	20,70,700
5	No. of Stock Options not yet granted upto 31.03.2014 (1)-(2)	83,000

- a. Total Number of shares arising as a result of exercise: 8,46,300
- b. Maximum number of options approved by the shareholders 30,00,000
- c. Pricing Formula: Exercise price for the options granted under this plan is ₹ 2/- per share
- d. Vesting schedule
 - i) Upon completion of 1 year from the date of grant, 25% of the total options granted shall vest and become vested options.
 - ii) Upon completion of 2 years from the date of grant, 25% of the total options granted shall vest and become vested options.
 - iii) Upon completion of 3 years from the date of grant, 25% of the total options granted shall vest and become vested options.
 - iv) Upon completion of 4 years from the date of grant, the balance 25% of the total options granted shall vest and become vested options.
- e. As per the plan, options lapsed i.e. unexercised options on account of resignation etc., shall become available for future grants under the existing plan.

- f. Number of options available to be granted: 83,000
- g. Variations in terms of Option: NIL
- h. Number of options vested during the year: 5,22,050
- i. Number of options granted during the year: NIL
- j. No. of options exercised during the year: 1,42,500

2. Intense Employees Stock Option Plan A 2007:

- a. Maximum Number of options approved by the shareholders - 5,00,000
- b. Pricing Formula: Exercise price for the options to be granted under this plan is the price determined by the Board in accordance with SEBI guidelines i.e. Price prevailing on the date of the grant.
- c. Vesting schedule is the same as that of Fortune ESOP-2005 mentioned on 1(d) above.
- d. As per the plan, options lapsed i.e. unexercised options on account of resignation etc., shall become available for future grants under the existing plan.
- e. Variations in terms of Option - NIL
- f. Number of options available to be granted: 5,00,000

3. Intense Employee Stock Option Plan Scheme A 2009:

- a. Maximum Number of options approved by the shareholders 20,00,000.
- b. Pricing Formula: Exercise price for the options granted under this plan is ₹ 2/- per share
- c. Vesting schedule is the same as that of Fortune ESOP-2005 mentioned on 1(d) above.
- d. Number of options granted during the year 2013-14 - 10,06,000.
- e. As per the plan, options lapsed i.e. unexercised options on account of resignation etc., shall become available for future grants under the existing plan.
- f. Number of options available to be granted : 9,94,000
- g. Variations in terms of Option - NIL

4. Intense Employee Stock Option Plan Scheme B 2009:

- a. The plan covers 8,00,000 options to Mr. Jayant Dwarkanath, Whole Time Director of the Company eligible in accordance with SEBI Guidelines.
- b. Maximum Number of options approved by the shareholders 8,00,000
- c. Pricing Formula: Exercise price for the options granted under this plan is ₹ 2/- per share
- d. Vesting schedule is the same as that of Fortune ESOP-2005 mentioned on 1(d) above.

- e. Number of options vested during the year: 2,00,000
 - f. Number of options vested as on date: 6,00,000
 - g. As per the plan, options lapsed i.e. unexercised options on account of resignation etc., shall not become available for future grants under the existing plan.
 - h. Variations in terms of Option - NIL
 - i. Date of grant: 12th February, 2011.
5. Diluted earnings per share pursuant to issue of share on exercise of options calculated in accordance with AS-20: ₹ 5.30
 6. The fair value has been calculated using the Black Scholes Option Pricing Model. The assumptions used in the model are as follows:
 - a. Risk free interest rate 8.06%
 - b. Expected life 4.08 years
 - c. Dividends Nil
 - d. The price of underlying shares in market at the time of grant of options (prior to reduction of share price from ₹ 10/- per share to ₹ 2/- per share: 12.02.2011 - ₹ 5.68; 13.05.2011 - ₹ 7.00
 - e. The expected volatility has been computed using the daily share price movements of 211 trading days during the year.
 - f. The Company has not declared any dividend to conserve resources and accordingly dividend payment has not been assumed.
 - g. The basic and diluted EPS was Rs. 5.83 and Rs. 5.30 respectively. Had the outstanding vested options been exercised, the employee compensation cost would have been higher by Rs. 6.75 Crores.

For and on behalf of the Board

Place: Secunderabad
Date: 29th May, 2014

C.K. Shastri
Chairman & Managing Director

ANNEXURE - III TO THE DIRECTORS' REPORT:

MANAGEMENT DISCUSSION AND ANALYSIS

Digital Transformation

Every company wants to use technology to transform its business. While the potential for using digital technologies to achieve transformation do exist, most professionals are still unclear on how to get the results. The world is going through a kind of digital transformation as everything - customers and equipment alike, becomes connected. However, even in a connected world, it takes time, effort to get major transformative effects from any new technology. Most CXO's have come to realize that Technology's promise is not simply to automate processes, but to open routes to new ways of doing business.

The widespread reliance on the internet and the growth of communication technologies have necessitated that businesses use digital channels to create seamless and consistent engagements with their consumers to maintain relevance and drive the conversation. Unfortunately for many businesses, the capabilities of legacy technology infrastructure rarely are able to keep pace with the exponential growth of consumer preferences. This double whammy of acceding to growing consumer choices with struggling technology infrastructure that can barely cope has led to growth of Digital transformation as a panacea to all corporate ills!

Simply put, Digitisation means the conversion of analogue information into digital information. As digitisation capabilities extend, virtually every aspect of life is captured and stored in some digital form, and we move closer towards the networked interconnection of everyday devices. As an obvious choice, businesses are seeking to prioritize customer facing processes over their internal ones as they embark on this transformation journey

The Opportunity:

Large enterprises are now realizing that any dramatic upgrade of their customer experience processes need a significant overhaul of their relevant IT infrastructure. Invariably, these are multi-year multi-layer transformation projects necessitating "rip and replace" of legacy processes and systems.

The B2C industry - Telecom; Financial Services - was among the early adopters of technology. Over the years, their enterprise IT landscape has formed a rainbow of old, new and bespoke systems - each added to cater a new consumer expectation or automate a fresh service or line of business. With today's consumer interacting with the enterprise across multiple digital channels, the concern has been to deliver a consistent experience across all channels. With most IT applications functioning independently (for eg., in a Telecom enterprise, fixed line, mobile and data services may be served by different applications and send out separate bills) a bigger challenge is to maintain data integrity while seeking to provide the consumer with a converged view of his transactions across all services. The inability of their current IT architecture to deliver the experience that the consumer is now demanding, is forcing enterprises to transform their IT infrastructure

Digital Transformation is now being spoken as the next big global opportunity for software vendors. According to NASSCOM, it will add revenues of 13-14 billion USD to the existing 118 billion USD in the financial year 2014-2015 alone and further grow annually at 11.2% CAGR

The analysts from Pierre Audoin Consultants (PAC) expect the European software and IT services market around digital transformation to grow by 11.2% per annum within the next three years. PAC's recent research, digital transformation software and services currently account for about 9.5% of the overall software and IT services (SITS) market in Western Europe. PAC forecasts a compound annual growth rate (CAGR) of 11.2% between 2013 and 2017.

The paradox here is that, while the need to positively impact customer experience is immediate, large transformations are invariably multiyear projects and their benefits are only accrue at the end of their implementation cycle. The need then is for a “Rapid Deployment Platform” that has the ability to connect to all the current applications and have interfaces to render information to end consumers in the mode and manner of their preferences. This allows the enterprise to immediately transform their consumer experience, without having to wait for the conclusion of their IT overhaul.

Our prize winning uniserve™ Digital Transformation Framework has evolved around a conscious and well thought through product evolution strategy and is now a popular platform to rapidly enhance consumer experience without large scale overhaul of backend enterprise IT. A majority of our revenue in the last 12 months has been from opportunities for this framework. Some of the world’s largest telecom companies across continents are already using our uniserve Framework to rapidly transform their end user experience. Our business development activity around this opportunity has given us enough confidence to commence sales offices in North and South Americas, United Kingdom and in Dubai, covering the territories of Middle East and Africa. We see a majority of our time and resource in the forthcoming quarters spent on Sales and Marketing.

In India and South Asia we have market leadership in the Telecom domain and now and actively pursuing the Insurance and Financial Services enterprises. For any products company revenue from its annuity should cover operational expenses and we are actively pursuing and progressing toward that goal.

We also have established strong relationships with large systems integrators like, TCS, IBM, Infosys and Wipro and have several ongoing projects concurrently with them. We are also in the process of building a robust services strategy around our platform and encourage the SI’s to develop in-house practices around our platforms. Government is a large consumer of IT and in the forthcoming year we have planned actively to pursue opportunities within this sector.

Telecommunications cost, both voice and data, is a big expenditure line for any large enterprise. Telecom Expense Management (TEM) is a practice that has gained in currency in recent years. Through the use of technology and domain insights TEM consultants seek to advice enterprises on ways to rationalize this expense. Annual savings of up to 20% have been demonstrated by TEM practitioners.

According to a recent Cisco study, the number of mobile connected devices in circulation will reach 10 billion by 2016, surpassing the number of humans (7.3 billion). This establishes the need and potential for telecom expense management solutions. According to Gartner, telecom expense management market is positioned to grow by 16%, reaching \$2 billion globally by 2016.

The uniserve™ analytics platform lends itself well to provide valuable insights on enterprise communication data. Our technology framework along with the experience we have gained as market leaders in the Telecom domain in South Asia, provide us the ability to easily pursue this growing opportunity. We have already constituted a team of TEM consultants and will actively pursue TEM opportunities in India during this fiscal and ahead.

Our Digital Transformation framework

Our product evolution strategy has always been guided by the twin tenets of innovation and customer centricity. We now have a robust award winning platform that is well placed to take advantage of the global digital transformation opportunity. The platform has been recognized by both customers and industry bodies and has been consistently recognized for innovation and architectural excellence in a number of forums. The uniserve™ framework now figures in NASSCOM’s “Product Excellence Matrix” and was recently adjudged by ITsAP as the “Best Software Product” among established Indian and MNC

companies. Intense Technologies Ltd was also featured in a Gartner publication on Emerging Market Analysis: India's Top 10 Technology Trends and Drivers in 2014

The uniserve™ Framework automates customer-centric processes across his lifecycle within an enterprise from the moment he applies for a service to managing his CRM profile and through detailed analytics, sending him relevant communications periodically. Our framework addresses domains of customer onboarding, bid data analytics on customer data, customer communications management, data quality tool, digital marketing, data de-duplication, business process management and automation of pro forma bill audit (for telecom vertical). These capabilities are key drivers in any Digital Transformation initiative. With a growing list of global marquee clientele as references, we are very upbeat about success in this space in the period ahead.

We are proud that our digital transformation framework is being implemented at one of the world's largest telecom service providers, who are also a fortune 500 company. Our framework has enabled them to radically simplify their business process of delivering world-class customer experience by retiring more than 9 legacy systems. They have saved more than 3 million GBP in operational costs in the first year of implementation. With our uniserve framework, we could achieve this transformation in the short span of six months which otherwise would have taken more than couple of years with the brick and mortar approach. We helped them unify their business process and bring in the much required agility to cater to the demanding needs of their enterprise customers.

Risks

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

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

Global economic situation: Global economic situation has improved significantly and enterprises across telecom, insurance, banking, manufacturing, verticals are allocating IT budgets for undertaking digital transformation projects to develop competitive advantage. However, there are uncertainties in some of the global markets and this will have a significant impact as IT solutions are closely linked with economic situations. We are closely monitoring the global economic situation and proactively made plans to address the challenges.

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

Currency volatility: Volatility in currency exchange movements resulting in transaction and translation exposure.

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

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

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

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

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

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

REPORT ON CORPORATE GOVERNANCE:

Company's philosophy on code of Governance:

Intense Technologies Limited (and reduced) is committed to optimizing long-term value for its stakeholders. The Company believes that good Corporate Governance is an intrinsic part of its fiduciary responsibility as a responsible citizen and has thereby laid strong emphasis on the transparency of its operations. In this respect, the company has created an accountability matrix that not only follows statutory disclosures and reporting norms but also voluntarily adheres to best international practices. The company is confident that these practices will enable it to establish enduring relationships with all its stakeholders and optimize its growth paradigm. The Company has adopted a code of conduct and business ethics for members of the Board and senior management, who have all affirmed in writing their adherence to the code.

Board of Directors

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

The Board of Directors of the Company is at present composed of seven (7) Directors, out of whom One (1) is a Chairman and Managing Director, One (1) is a Whole Time Director and Five are Non-Executive Directors. During the year under review, there were in all Ten (10) meetings of the Board of Directors and the maximum time gap between any two board meetings was not more than four months and the following is the attendance of the Directors:

S.No.	Name of the Director	No. of Meetings attended	Whether attended the last AGM	No. of Directorships in other Boards
1	Mr. C.K.Shastrri	10	Yes	2
2	Mr. Jayant Dwarkanath	10	Yes	3
3	Mr. Tikam Sujjan	4	No	1
4	Mrs. V. Sarada Devi	-	No	-
5	Mr. P. Pavan Kumar	1	No	-
6	Mr. K. S. Shanker Rao	5	Yes	-
7	Mr. V.S. Mallick	10	Yes	1

The dates of Board Meetings held during the year under review are: 17.04.2013, 06.05.2013, 24.05.2013, 06.06.2013, 20.06.2013, 10.07.2013, 26.08.2013, 14.11.2013, 15.01.2014 and 19.02.2014.

Committees of the Board:

To align with the requirements prescribed for such Board committees under the provisions of the Companies Act, 2013, the Board of Directors have changed nomenclature of the Remuneration Committee as Nomination and Remuneration Committee, Share holders/investor Grievance Committee as Stakeholders Relationship Committee and also formed corporate social responsible Committee with the following members

Name of the Member	Designation
Mr. K. S. Shanker Rao	Chairman
Mr. V.S. Mallick	Member
Mrs. V. Sarada Devi	Member

Audit Committee

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

As per clause 49 of the Listing Agreement, the Board of Directors of the Company has constituted an Audit Committee consisting of the following Directors, with the role and responsibilities duly defined and in accordance with the applicable statutory and other requirements. During the year, in all, 4 meetings of the Committee took place and attendance there at is as under:

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

Subsidiary Companies

The Company has incorporated the following Wholly Owned Subsidiary Company (WOS) during the year: (1) "Intense Technologies FZE" in Hamriyah Free Zone, Hamriyah, United Arab Emirates (U.A.E). (2) "Intense Technologies INC" in Florida, USA. There were no commercial operations in any of the above two subsidiaries during the financial year 2013-14.

Nomination and Remuneration Committee

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

The Nomination and Remuneration Committee of Directors met on 28th November, 2013.

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

Remuneration of Directors

Other than whole-time directors, no other director receives any remuneration from the Company excepting Sitting Fees for attending the Board Meetings. The details of remuneration paid to the Managing and whole-time Directors is mentioned below:

Name of the Member	Category	Remuneration	
		Paid Salary & Perks	Stock Options
Mr. C.K. Shastri	Chairman & Managing Director	₹ 60,00,000	Nil
Mr. Jayant Dwarkanath	Executive Director	₹ 60,00,000	8,62,500
Mr. Tikam Sujan	Non-Executive Director	Nil	Nil
Mr. V.S. Mallick	Non-Executive Director	Nil	Nil
Mr. P. Pavan Kumar	Non-Executive Director	Nil	Nil
Mr. K. S. Shanker Rao	Non-Executive Director	₹ 80,000	Nil
Mrs. V. Sarada Devi	Non-Executive Director	Nil	Nil

Stakeholders Relationship Committee and Investors Grievances

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

Management Committee

The Committee comprises of Mr.C.K.Shastri, Chairman, Mr.Jayant Dwarkanath and Mr.Mallick as its members. The Committee meets as and when required for monitoring and providing strategic direction to its Company's practices towards fulfilling its objectives. The Committee will guide the Company in matters relating to tenders and such other contracts and agreements as required from time to time. During the financial year 2013-14. There were in all Eight (8) Management Committee meetings on 10.04.2013, 01.07.2013, 03.09.2013, 05.09.2013, 19.11.2013, 28.01.2014, 14.03.2014 and 25.03.2014.

Name of the Member	Designation	No. of Meetings attended
Mr. C.K. Shastri	Chairman	8
Mr. Jayant Dwarkanath	Member	8
Mr. V.S Mallick	Member	8

Notes on Directors seeking appointment/re-appointment

1. In accordance with the Companies Act, 2013, Mr. Tikam Sujan retires by rotation and being eligible, offers himself for reappointment.
2. In respect of Mrs. V. Sarada Devi, Mr. P. Pavan Kumar, Mr. K. S. Shanker Rao and Mr. V.S. Mallick, the Company has received requisite notices in writing from members proposing them for appointment as Independent Directors.

Disclosures

Pecuniary disclosure with regard to interested Directors:-

- a) Disclosures on materially significant related party transactions of the Company of material nature, with its promoters, the directors or the management, their subsidiaries or relatives, that may have potential conflict with the interests of the Company at large:-
None of the transactions with any of related parties was in conflict with interest of the Company.
- b) Details of non-compliance by the Company and the penalties, strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to Capital Markets during the last three years:-
There were no instances of non-compliance of any matter related to Capital Market during the last three years.
- c) Compliance Certificate of the Auditors:
Certificate of the Statutory Auditor's has been obtained on the compliance of the conditions of Corporate Governance in terms of Clause 49 of the Listing Agreement with stock exchanges and the same is annexed.
- d) Details of compliance with mandatory requirements and adoption of the non-mandatory requirements of this clause.
The Company has fully complied with the mandatory requirements of Clause 49 of the listing agreement of the Stock Exchange. Further, the Company has adopted non-mandatory requirement of Clause 49 of the listing agreement, viz., Remuneration committee of the Board which has been constituted to determine the remuneration package of the Executive Director.
- e) The Management Discussion and Analysis is a part of this Annual Report.

GENERAL SHAREHOLDERS' INFORMATION

The last three Annual General Meetings were held as under:

AGM No.	Location	Date	Time	Whether any special Resolutions were passed
23 rd AGM	Surana Udyog Auditorium, FAPCCI House, Red Hills, Lakdi Ka Pul, Hyderabad – 500004	26.9.2013	03:00 P.M.	No
22 nd AGM	- DO -	28.09.2012	03:00 P.M.	Yes
21 st AGM	- DO -	30.09.2011	10:30 A.M.	Yes

Dematerialization of Shares

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

a) Annual General Meeting	
Date	29 th September, 2014
Time	02:00 P.M.
Venue	SuranaUdyog Auditorium, FAPCCI House, Red Hills, Lakdi Ka Pul, Hyderabad – 500004
b) Financial Calendar	2013-14
c) Date of Book Closure	27-09-2014 to 29-09-2014 (both days inclusive)
d) Dividend Payment Date	NA
e) Registered Office	A1, Vikramপুরi, Secunderabad, Hyderabad - 500 009.
f) Listing on Stock Exchange	Bombay Stock Exchange Limited
g) International Securities	Identification Number INE781A01025
h) Code/Symbol	BSE532326
i) Market Price Data	Given Below

Month	BSE		
	High (₹)	Low (₹)	No. of Shares
April, 13	6.88	4.51	37485
May, 13	***	***	***Not traded as Listing of Reduced share capital was going on
June, 13	3.94	2.05	36557
July, 13	9.62	4.33	286540
August, 13	9.79	8.14	261509
September, 13	14.15	8.74	291929
October, 13	13.11	9.00	161293
November, 13	12.20	8.35	153519
December, 13	14.89	9.32	152243
January, 14	30.64	15.55	1765417
February, 14	30.65	22.70	896069
March, 14	43.10	26.45	1350952

j) Registrar & Share Transfer (Physical and Electronic) Agent	Karvy Computershare Private Limited (KCPL) acts as a Registrar and Share Transfer Agents of the Company.
k) Share Transfer Systems	Transfer of Securities in physical form are registered and duly transferred share certificates are dispatched within fifteen (15) days of receipt, provided the transfer documents are in order.
l) Distribution of Shareholdings (As on 31.03.2014)	Given Below

Share Holdings	No. of Cases	% of Cases	No. of Shares	Amount (₹)	% of Amount
1-5000	8490	93.72	2860542	5721084	14.84
5001-10000	249	2.75	933879	1867758	4.84
10001-20000	148	1.63	1117354	2234708	5.80
20001-30000	42	0.46	525191	1050382	2.72
30001-40000	38	0.42	684409	1368818	3.55
40001-50000	14	0.15	319267	638534	1.66
50001-100000	37	0.41	1340909	2681818	6.95
100001 & above	41	0.46	11498831	22997662	59.64
Total	9059	100.00	19280382	38560764	100.00

m) Outstanding GDR's/ADR's/Warrants or any convertible instruments, conversion date and likely impact on equity:-	The Company has not issued any of these instruments.
n) Plants Locations	--NA--
o) Code of Conduct and Ethics:	The Board of Directors of the Company has formulated a code of conduct and ethics applicable to all the members of the Board of Directors and Senior Management Personnel of the Company. A detailed declaration along with a certificate of compliance appears in the Annexure to the Corporate Governance Report.
p) Compliance Officer	Shareholders can correspond at the Registered office of the Company at Hyderabad with Mr.H.M.Nayak, Compliance Officer.

C.K.Shastri
Chairman & Managing Director

Place: Secunderabad

Date: 29th May, 2014

Chief Executive Officer (CEO) And Chief Finance Officer (CFO) Certification

To

The Board of Directors' of Intense Technologies Limited (and reduced).

Dear Sirs,

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

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

We have reviewed the financial statements and the cash flow statement of Intense Technologies Limited (and reduced) for the year ended March 31, 2014 and that to the best of our knowledge and belief, we state that:

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

Place: Secunderabad
Date: 29th May, 2014

C.K.Shastri
Chairman & Managing Director

H.M.Nayak
Head-Finance

DECLARATION BY THE MANAGING DIRECTOR OF THE COMPANY ON CODE OF CONDUCT

I hereby declare that:

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

For and on behalf of the Board

Place: Secunderabad
Date: 29th May, 2014

C.K.Shastri
Chairman & Managing Director

Auditors' Certificate to the Members of Intense Technologies Limited (and reduced) on compliance of the conditions of Corporate Governance for the year ended 31st March, 2014, under Clause 49 of the Listing Agreement with the Stock Exchange.

We have examined the Report of the Board of Directors on Corporate Governance and have examined the relevant records relating to compliance of conditions of Corporate Governance by Intense Technologies Limited (and reduced) ("the Company"), for the year ended 31st March, 2014, as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchange.

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

In our opinion and to the best of our information and according to the explanations given to us and on the basis of our examination described above, the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the above mentioned Listing Agreement.

We state that no investor grievances are pending for a period exceeding one month against the Company as per the records maintained by the Stakeholders Relationship Committee.

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

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

**Place: Secunderabad
Date: 29th May, 2014**

**CA.P.Srinivas
Proprietor
Membership No. 204098**

INDEPENDENT AUDITORS' REPORT

To The Members of Intense Technologies Limited (and reduced)

We have audited the accompanying financial statements of Intense Technologies Limited (and reduced) ("the Company"), which comprise the Balance Sheet as at March 31, 2014, 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 the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act") read with the General Circular 15/2013 dated September 2013 of Ministry of Corporate Affairs in respect of Sec 133 of the Companies Act, 2013. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' 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, 2014;

- b) In the case of the Profit and Loss Account, of the profit of the Company 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 ("CARO") 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 subsection (3C) of section 211 of the Companies Act, 1956;
 - e) On the basis of written representations received from the directors as on March 31, 2014, and taken on record by the Board of Directors, none of the directors are disqualified as on March 31, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.
 - f) Since the Central Government has not issued any notification as to the rate at which the cess is to be paid under section 441A of the Companies Act, 1956 nor has it issued any Rules under the said section, prescribing the manner in which such cess is to be paid, no cess is due and payable by the Company.

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

**Place: Hyderabad
Date: 29th May, 2014**

**CA.P.Srinivas
Proprietor
Membership No. 204098**

Annexure to Auditors' Report

(Referred to in paragraph 3 of the Auditor's Report of even date to the Members of Intense Technologies Limited (and reduced) on the financial statements as of and for the year ended 31st March, 2014)

On the basis of such checks as considered appropriate and in terms of the information and explanations given to us, we further report as under:

- (1) (a) The company has maintained proper records showing full particulars, including Quantitative details and situation of fixed assets.
 - (b) All the fixed assets have been physically verified by the Management in accordance with a phased programme of verification, which in our opinion is reasonable, having regard to the size of the company and the nature of its assets. No material discrepancies were noticed on such verification.
 - (c) As per the information and explanations given to us, during the year, the Company has not disposed off any substantial part of the fixed assets that would affect the going concern status of the company.
- (2) As explained to us, the Company does not hold inventories, hence the provisions of clauses 4 (A) (iii), (iv), (v) and (vi) of the Companies (Auditor's) Report Order, 2003 is not applicable to the Company.
- (3) (a) As per the information and records made available, the Company has granted unsecured loans to (1) Company listed in the register maintained under section 301 of the Companies Act, 1956.
 - (b) As per the information and records made available, the rate of interest and other terms and conditions on unsecured loans granted by the company are prima facie not pre-judicial to the interest of the Company.
 - (c) & (d) The repayment of the above unsecured loans, including interest is yet to be made.
 - (e) The Company has not taken any loan from companies covered in the register maintained under section 301 of the Companies Act, 1956 during the year. The provisions of clause (iii) (f), and (g) of the Companies (Auditor's) Report Order, 2003 is not applicable to the Company.
- (4) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business with regards to purchases of fixed assets and with regard to the sale of goods. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in the internal controls.
- (5) (a) According to the information and explanations given to us, we are of the opinion that the transactions that need to be entered into the register maintained under section 301 of the Companies Act, 1956 have been so entered.
 - (b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contract or arrangements entered in the register maintained under section 301 of the Companies Act, 1956 and exceeding the value of rupees five lakhs in respect of any party during the year have been made at prices which are reasonable having regard to prevailing market prices at the relevant time.
- (6) As per the information and explanations given to us, the company has not accepted deposits from public and hence directives issued by the Reserve Bank of India and the provisions of sections 58A and 58AA of the Companies Act, 1956 and the Companies (Acceptance of Deposits) Rules, 1975 are not applicable for the year under audit.
- (7) The Company has outside internal audit system commensurate with its size and nature of its business.
- (8) The Central Government has not prescribed the maintenance of cost records by this Company under clause (d) of sub-section (1) of section 209 of the Companies Act, 1956.

- (9) (a) According to the records of the Company, the Company has been regular in depositing, with appropriate authorities undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Wealth Tax, 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 such statutory dues were outstanding as at 31st March, 2014 for a period of more than six months from the date they became payable.
- (c) According to the information and explanations given to us, there are no such statutory dues, which have not been deposited on account of any dispute.
- (10) The Company has no accumulated losses at the end of the financial year and has not incurred cash loss for the current financial year and immediately preceding financial year.
- (11) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to financial institutions, banks or debenture holders.
- (12) As per the information and explanations given to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares.
- (13) 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 are not applicable to the company.
- (14) As per the records maintained, the company does not deal or trade in shares, securities, debentures and other investments.
- (15) In our opinion and according to the information and explanations given to us by the management, the company has not given any guarantees for loans taken by others from banks or financial institutions.
- (16) The Company has not raised any term loans during the year.
- (17) According to the information and explanations given to us and on an overall examination of the balance sheet of the company, the Company has not raised any short-term / long –term funds during the financial year.
- (18) As per the information and explanations given to us, the company has not made any preferential allotment of shares to parties and Companies covered in the register maintained under section 301 of the Companies Act, 1956.
- (19) The Company has not issued any debentures and hence clause (XIX) of the Companies (Auditor's) Report Order, 2003 is not applicable to the Company.
- (20) During the year covered by our report the Company has not raised any money by way of public issue.
- (21) According to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the course of our audit.

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

Place: Hyderabad
Date: 29th May, 2014

CA.P.Srinivas,
Proprietor
Membership No. 204098

Intense Technologies Limited (and reduced)
Balance Sheet as at 31st March 2014

(Amount in ₹)

	Note	As at 31.03.2014	As at 31.03.2013
I. EQUITY AND LIABILITIES			
(1) Shareholders' Funds			
(a) Share Capital	2	38,560,764	38,275,764
(b) Reserves & Surplus	3	492,862,267	364,274,158
(2) Non-current liabilities	4	20,766,316	16,139,383
(3) Current Liabilities			
(a) Trade Payables	5	2,982,510	1,408,138
(b) Short-term Provisions	6	34,824,863	19,031,789
TOTAL		589,996,720	439,129,232
II. ASSETS			
(1) Non-current assets			
(a) Tangible Fixed Assets	7	39,563,462	35,353,048
(b) Non-current investments	8	6,590,343	37,343
(c) Deferred Tax Asset		19,299,578	18,608,126
(d) Other non-current assets	9	98,978,540	62,494,979
(2) Current Assets			
(a) Trade Receivables	10	162,322,152	76,740,532
(b) Cash and Cash equivalents	11	244,925,813	235,300,844
(c) Other current assets	12	18,316,832	10,594,360
TOTAL		589,996,720	439,129,232
Significant accounting policies	1		

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

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

For and on behalf of the Board

CA.P.Srinivas
Proprietor
Membership No.204098

C.K.Shastri
Managing Director

Jayant Dwarkanath
Director

Place: Secunderabad
Date : 29th May, 2014

Intense Technologies Limited (and reduced)
Statement of Profit & Loss for the year ended 31st March 2014

(Amount in ₹)

	Note	Year Ended 31.03.2014	Year Ended 31.03.2013
I.Revenue from Operations	13	431,848,342	324,449,501
II.Other Income	14	36,076,152	19,841,632
III.Total Revenue (I+ II)		467,924,494	344,291,133
IV.Expenses			
Operating Expenses	15	11,090,476	16,742,404
Personnel	16	208,087,452	160,137,646
Administrative & Marketing Expenses	17	110,258,609	102,873,193
Financial Charges	18	875,462	571,015
Depreciation and amortisation		12,563,175	8,799,956
Misc.Expenses written off	19	645,703	645,703
Total Expenses		343,520,877	289,769,917
V.Profit before tax (III-IV)		124,403,617	54,521,216
VI.Tax Expense			
(a) MAT		11,924,548	959,630
(b) Deferred Tax Asset		691,452	753,868
VII.Profit after tax		113,170,521	54,315,454
VIII.Prior Period Items		6,363,588	2,653,105
IX.Balance Carried forward		119,534,109	56,968,559
X.Earnings per share (Face Value ₹ 2/- each)	20		
(a) Basic		5.83	2.80
(b) Diluted		5.30	2.69

The accompanying notes are an integral part of the financial statements

In terms of our Report of even date

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

For and on behalf of the Board

CA.P.Srinivas
Proprietor
Membership No.204098
Place: Secunderabad
Date : 29th May, 2014

C.K.Shastri
Managing Director

Jayant Dwarkanath
Director

Intense Technologies Limited (and reduced)
Statement of Cash Flow for the year ended 31st March 2014

	(Amount in ₹)
	31.03.2014
	31.03.2013
A. Cash Flow from operating Activities	
Net Profit/(Loss) before tax	124,403,617
Adjustment for:	
Depreciation	12,563,175
Miscellaneous Expenses written off	645,703
MAT	(11,924,548)
Other Income	(36,076,152)
Operating Profit/(Loss) before working capital changes	89,611,795
Adjustment for:	43,165,613
(Increase)/Decrease in Trade Receivables	(85,581,620)
(Increase)/Decrease in Other Current Assets	(7,722,472)
(Increase)/Decrease in Other Non-Current Assets	(37,129,264)
Increase/(Decrease) in Non-current Liabilities	4,626,933
Increase/(Decrease) in Current Liabilities	17,367,446
Cash generated from Operations	(18,827,182)
Prior Period Items	6,363,588
Net Cash Flow from Operating Activities	(12,463,594)
B. Cash Flow from investing Activities	
(Increase)/Decrease in Fixed Assets	(16,773,589)
(Increase)/Decrease in Non-current Investments	(6,553,000)
Other Income Received	36,076,152
Net Cash used in investing activities	12,749,563
C. Cash Flow from Financing Activities	
Increase/(Decrease) in Share Capital	285,000
Increase/(Decrease) in Employee Stock Options Outstanding	9,054,000
Net cash generated from Financing Activities	9,339,000
Cash & Cash equivalents utilised (A+B+C)	9,624,969
Cash & Cash equivalents (Opening Balance)	235,300,844
Cash & Cash equivalents (Closing Balance)	244,925,813

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

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

For and on behalf of the Board

CA.P.Srinivas
Proprietor
Membership No.204098
Place: Secunderabad
Date : 29th May, 2014

C.K.Shastri
Managing Director

Jayant Dwarkanath
Director

Intense Technologies Limited (and reduced) NOTES TO FINANCIAL STATEMENTS

1. SIGNIFICANT ACCOUNTING POLICIES:

1.1. Accounting Concepts:

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

1.2. Revenue Recognition:

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

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

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

1.3. Expenditure:

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

1.4. Fixed Assets:

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

1.5. Depreciation:

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

1.6. Product Development and Research:

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

1.7. Foreign Currency Transactions:

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

1.8. Investments:

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

1.9. Income tax:

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

1.10. Trade Receivables, Loans & Advances:

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

1.11. Prior Period Expenses/Income:

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

1.12. Earning Per Share:

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

1.13. Employee Benefits:

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

1.14. Employee Stock Option Scheme:

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

1.15. Sales:

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

1.16. Borrowing Cost:

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

1.17. Segment Reporting:

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

Intense Technologies Limited (and reduced)
Notes to Financial Statements for the year ended 31st March 2014.

		2014		2013	
		No.of Shares	(Amount in ₹)	No.of Shares	(Amount in ₹)
2	Share Capital				
a)	Authorised Share Capital				
	Equity Shares of ₹ 2/- each	250,000,000	500,000,000	250,000,000	500,000,000
		250,000,000	500,000,000	250,000,000	500,000,000
b)	Issued, subscribed and fully paid up share capital				
	Equity Shares of ₹ 2/- each	19,280,382	38,560,764	19,137,882	38,275,764
		19,280,382	38,560,764	19,137,882	38,275,764

c) Rights of shareholders :

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

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

Particulars	2014		2013	
	No.of Shares	(Amount in ₹)	No.of Shares	(Amount in ₹)
At the beginning of the year	19,137,882	38,275,764	19,137,882	38,275,764
Add : Issue of Shares	142,500	285,000	-	-
At the end of the year	19,280,382	38,560,764	19,137,882	38,275,764

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

Name of the shareholder	2014		2013	
	No.of Shares held	% total holding	No.of Shares held	% total holding
1 C.K.Shastri	1,714,792	8.89	1,601,974	8.37
2 Tikam Sujan	2,182,421	11.32	1,854,283	9.69

Intense Technologies Limited (and reduced)
Notes to Financial Statements for the year ended 31st March 2014.

	(Amount in ₹)	
	As at 31.03.2014	As at 31.03.2013
3 Reserves & Surplus		
Share Premium	286,503,099	286,503,099
Warrants Forfeiture	20,802,500	20,802,500
Employee Stock Options Outstanding	9,054,000	-
Balance in Profit & Loss Account	176,502,668	56,968,559
	<u>492,862,267</u>	<u>364,274,158</u>
4 Non-current Liabilities		
Provision for Gratuity	17,269,705	13,869,565
Long-term provisions	3,496,611	2,269,818
	<u>20,766,316</u>	<u>16,139,383</u>
5 Trade Payables	2,982,510	1,408,138
	<u>2,982,510</u>	<u>1,408,138</u>
6 Short-term provisions		
Provision for Expenses	19,362,300	15,681,674
MAT	11,924,548	959,630
Service Tax	753,598	481,645
Sales Tax	383,981	-
TDS	1,631,875	1,670,625
Others	768,561	238,215
	<u>34,824,863</u>	<u>19,031,789</u>

Intense Technologies Limited (and reduced)
Notes to Financial Statements for the year ended 31st March 2014.

7. Fixed Assets

(Amount in ₹)

DESCRIPTION	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As at 01.04.2013	Additions	Deletions	Total 31.03.2014	As at 01.04.2013	Additions	Deletions	Total 31.03.2014	As at 31.03.2014	As at 31.3.2013
Buildings	15,725,463	-	-	15,725,463	7,766,034	397,971	-	8,164,005	7,561,458	7,959,429
Computers & Software	84,576,210	13,851,241	-	98,427,451	70,553,411	9,325,734	-	79,879,145	18,548,306	14,022,799
Furniture & Fixtures	18,476,193	466,878	-	18,943,071	13,638,564	933,532	-	14,572,096	4,370,975	4,837,629
Office Equipment	14,110,112	499,995	313,250	14,296,857	8,653,995	792,187	119,462	9,326,720	4,970,137	5,456,117
Vehicle	4,996,645	2,149,263	-	7,145,908	1,919,571	1,113,751	-	3,033,322	4,112,586	3,077,074
	137,884,623	16,967,377	313,250	154,538,750	102,531,575	12,563,175	119,462	114,975,288	39,563,462	35,353,048
Previous Year	126,268,781	11,615,842	-	137,884,623	93,731,619	8,799,956	-	102,531,575	35,353,048	32,537,162

Intense Technologies Limited (and reduced)
Notes to Financial Statements for the year ended 31st March 2014.

(Amount in ₹)

	As at 31.03.2014	As at 31.03.2013
8 Non-current Investments		
(a) Subsidiaries	6,553,000	-
(b) Associates	-	-
(c) Joint Ventures	-	-
(d) SPV	-	-
(e) Investments in equity shares in other listed entities		
Aggregate Value at cost of investments	37,343	37,343
(Aggregate Market Value as on 31.03.2014 ₹ 72,560 previous year ₹ 56,504)	<u>6,590,343</u>	<u>37,343</u>
9 Other Non-Current Assets		
i) Misc. Expenditure		
Preliminary & Public Issue Expenses	2,582,820	3,228,523
Less: written off	645,703	645,703
Sub-total	<u>1,937,117</u>	<u>2,582,820</u>
ii) Deferred Employee Compensation Expense	8,285,030	-
iii) Related Party Advances - Unsecured considered good	19,769,709	12,667,558
iv) Gratuity Fund	6,865,151	7,033,927
v) TDS	57,081,508	35,342,817
vi) Advances	1,596,791	1,843,299
vii) Deposits	2,671,871	2,464,445
viii) EMDs	771,363	560,113
Sub-total	<u>97,041,423</u>	<u>59,912,159</u>
Total	<u>98,978,540</u>	<u>62,494,979</u>
10 Trade Receivables - Unsecured considered good		
Due for more than six months	37,781,147	23,364,806
Others	124,541,005	53,375,726
	<u>162,322,152</u>	<u>76,740,532</u>
11 Cash and Cash equivalents		
a) Balance with banks	57,823,123	31,786,862
b) Cash on hand	221,972	112,529
c) Deposits maturing after 12 months	183,871,628	198,406,705
d) Deposits held as margin money against bank guarantee	3,009,090	4,994,748
	<u>244,925,813</u>	<u>235,300,844</u>
12 Other Current Assets		
Loans & Advances - Unsecured considered good		
a) Staff Advances	2,692,731	1,915,305
b) Other Advances	15,624,101	8,679,055
	<u>18,316,832</u>	<u>10,594,360</u>

Intense Technologies Limited (and reduced)
Notes to Financial Statements for the year ended 31st March 2014.

(Amount in ₹)

	Year Ended 31.03.2014	Year Ended 31.03.2013
13 Revenue from operations (Net)		
From Sale of Products	169,193,365	141,415,745
From Services	262,654,977	183,033,756
	<u>431,848,342</u>	<u>324,449,501</u>
14 Other Income		
Dividend Received	2,010	1,260
Interest	19,813,828	10,400,501
Misc.Receipts	16,260,314	9,439,871
	<u>36,076,152</u>	<u>19,841,632</u>
15 Operating Expenses		
AMC Charges	568,475	736,554
Consumables	5,020,706	10,374,963
Electricity Charges	4,149,030	3,048,569
Repairs & Maintenance	1,352,265	2,582,318
	<u>11,090,476</u>	<u>16,742,404</u>
16 Personnel		
Salaries	194,819,126	148,800,385
Actuarial Loss	2,655,128	910,751
Employee Compensation Expense	768,970	-
Gratuity	2,804,195	2,103,805
Group Medical Insurance to Staff	2,399,449	2,364,054
Staff Welfare	4,640,584	5,958,651
	<u>208,087,452</u>	<u>160,137,646</u>

Intense Technologies Limited (and reduced)
Notes to Financial Statements for the year ended 31st March 2014.

	(Amount in ₹)	
	Year Ended 31.03.2014	Year Ended 31.03.2013
17 Administrative & Marketing Expenses		
Advertisement	81,254	57,939
AGM/EGM Expenses	250,767	371,070
Audit fees		
Statutory Audit Fees	400,000	300,000
Singapore Branch Audit Fees	120,000	136,500
Bad debts written off	4,943,047	15,181,759
Books, Periodicals & Newspapers	37,861	104,088
Business Promotion	516,790	876,582
Commission & Brokerage	5,530,000	11,589,991
Directors Remuneration	12,000,000	9,080,000
General charges	464,720	217,736
Housekeeping Expenses	621,798	549,451
Insurance	1,318,227	281,399
Loss on Sale of Assets	68,788	-
Office Maintenance	1,025,798	829,651
Courier and Postage	201,265	116,812
Printing & Stationery	834,040	376,509
Professional Charges	13,876,731	4,197,760
Rates & Taxes	6,651,140	5,834,398
Rent	5,963,968	5,187,854
Scanning charges	2,546,990	6,457,743
Security Services	447,654	275,496
Seminar & Training Charges	1,100,602	1,253,744
Telephones	5,261,716	3,862,154
Travelling Expenses	45,935,284	35,716,144
Vehicle Insurance	60,169	18,413
	<u>110,258,609</u>	<u>102,873,193</u>
18 Financial Charges		
Bank Charges & Commission	589,416	529,246
Interest on Vehicle Loan	286,046	41,769
	<u>875,462</u>	<u>571,015</u>
19 Misc. Expenses written off		
Pref. Issue Expenses	417,141	417,141
Preliminary Expenses	30,830	30,830
Public Issue Expenses	197,732	197,732
	<u>645,703</u>	<u>645,703</u>

Intense Technologies Limited (and reduced)
Notes to Financial Statements for the year ended 31st March 2014.

(Amount in ₹)

	Year Ended 31.03.2014	Year Ended 31.03.2013
20 Earnings per share (Face value ₹ 2/- each)		
a. Numerator for earning per share	112,479,069	53,561,586
b. Denominator for basic earning per share	19,280,382	19,137,882
c. Denominator for diluted earning per share	21,223,982	19,925,843
d. Basic earning per share (A/B)	5.83	2.80
e. Diluted earning per share (A/C)	5.30	2.69

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

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

23. Subsidiary Companies:

The Company has incorporated the following 100% subsidiaries. However there were no commercial operations during the financial year 2013-14.

(i) Intense Technologies FZE

P.O.Box 53142, Hamriyah Free Zone, Sharjah, United Arab Emirates (UAE)

Statement of Financial Position

(Amount in ₹)

	As at 31.03.2014
Assets	
Current Assets	
Accounts Receivables and Prepayments	222,491
Cash and Bank	2,268,978
Total Assets	2,491,469
Equity and Liabilities	
Capital and Reserves	
Share Capital	395,750
Retained Earnings	(2,507,174)
Shareholder's Current Account	3,886,880
Shareholder's Fund	1,775,456
Current Liabilities	
Accounts payables and accruals	716,013
Total Equity and Liabilities	2,491,469

(ii) **Intense Technologieis INC**

10481, NW 36 Street, Miami, Florida - 33178, USA.

Statement of Financial Position

		(Amount in ₹)
		As at
		31.03.2014
Assets		
Current Assets		
Sabadell United Bank		2,903,344
	Total Assets	2,903,344
Equity and Liabilities		
Share Capital		6,157,250
Retained Earnings		(6,341,656)
Shareholder's Current Account		3,087,750
	Total Equity and Liabilities	2,903,344

24. Quantitative Details:

Additional information pursuant to the provisions of paragraphs 3,4C and 4D of Part II of Schedule VI of the Companies Act, 1956.

The Company is engaged in development and maintenance of computer software. The production and sale of such software cannot be expressed in any generic unit. Hence, it is not possible to give the quantitative details of sales and certain information as required under paragraphs 3, 4C and 4D of Part II of Schedule VI to the Companies Act, 1956.

(₹ in lakhs)

2013-2014 2012-2013

Contingent Liabilities:

Counter Guarantees given to Banks towards issue of B.G.s	30.09	49.95
Outstanding Bank Guarantees	30.09	49.95

Managerial Remuneration:

Managing & Whole time Directors	120.00	90.80
---------------------------------	---------------	-------

Expenditure in Foreign Currency:

Travel Expenses	217.08	160.13
Other Expenditure incurred	83.18	65.86
Transferred for Singapore Branch Expenses	0.58	32.05
Transferred to Subsidiaries	121.20	-

25. Segment Reporting:

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

Name of the Country	Turnover (₹ in Lakhs)
Indonesia	98.19
Mexico	80.19
Nigeria	298.80
Oman	15.56
South Africa	1,043.26
Srilanka	19.80
UK	507.34
USA	107.70
Total	2,170.94

26. Prior Period Items

Prior period item of ₹ 63.63 lakhs net of credit items of ₹ 70.37 lakhs and debit items of ₹ 6.74 lakhs.

27. Deferred Tax Assets/Liabilities:

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

28. Impairment of Fixed Assets:

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

29. Overseas Branch Accounts & Audit:

We have considered the Auditor's Report dated 25th May 2014 of Sashi Kala Devi Associates, Singapore, Auditors of Singapore Branch in framing our Audit Report.

30. Amounts paid/payable to Auditors:

	2013-14 (₹)	2012-13 (₹)
Statutory Audit Fee	350,000	250,000
Tax Audit Fees	50,000	50,000
Certification	300,000	130,000
Branch Auditors	139,620	136,500

31. Related Party Disclosures:

A) Key Managerial Personnel

- (i) C.K.Shastri, Chairman and Managing Director
- (ii) Jayant Dwarkanath, Whole time Director

B) Enterprises in which Key Managerial Personnel 14(A) above has significant influence:

- (i) eJAS Tech Solutions Pvt.Ltd
- (ii) i-Trace Nanotech Pvt.Ltd

Transaction with related parties

		<u>eJAS Tech Solutions Pvt.Ltd</u>	
		2013-14	2012-13
		(Amount in ₹)	(Amount in ₹)
a) Opening Balance (Debit)	:	12,667,558	6,619,453
b) Interest charged	:	1,476,151	1,124,461
c) Advances paid	:	11,776,000	13,205,073
Total	:	25,919,709	20,948,987
Less:			
d) Purchases	:	-	5,468,983
e) Payments received from	:	6,150,000	2,812,446
f) Closing Balance (Debit)	:	19,769,709	12,667,558

32. Remuneration to Management Personnel:

(Amount in ₹)

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

33. Employees Benefits:

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

(Amount in ₹)

Particulars	2013-14	2012-13
Employer’s contribution to Provident Fund	677,909	428,930
Employer’s contribution to Pension Fund	1,534,953	971,886
Total	2,212,862	1,400,816

34. ESOP’s granted to Management Personnel:

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

35. Gratuity Report under AS-15 (rev) as on 31.03.2014

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

Gratuity Report under AS-15 (rev) for the year ended 31st March 2014

1 Table Showing the changes in present value of obligations as on 31/03/2014

(Amount in ₹)

a.	Present value of obligations at the beginning of the year	13,869,565
b.	Interest cost	1,109,565
c.	Current service cost	1,694,630
d.	Benefits paid-Actuals	2,059,183
e.	Expected liability at the year end	14,614,577
f.	Present value of obligations at the end of the year	17,269,705
g.	Actuarial Loss/gain (LOSS)	2,655,128

2 Changes in fair value of Assets

a.	Fair Value of Assets at the beginning of the year	7,033,927
b.	Expected return on plan assets	608,837
c.	Contributions	1,281,570
d.	Benefits paid	2,059,183
e.	Actuarial gain/loss on plan assets	Nil
f.	Fair Value of Assets at the end of the year	6,865,151

3 Table showing fair value of plan assets

a.	Fair value of plan assets at the beginning of the year	7,033,927
b.	Actual return on plan assets	608,837
c.	Contributions	1,281,570
d.	Benefits paid	2,059,183
e.	Fair value of plan assets at the end of the year	6,865,151
f.	Funded Status	(10,404,554)
g.	Excess of Actual over estimated return on plan assets	Nil

4 Actuarial Loss or Gain recognized

31-03-2014

a.	Actuarial Loss / gain for the year-Obligation	(2,655,128)
b.	Actuarial Loss / gain for the year-plan assets	-
c.	Total Loss for the year	2,655,128
d.	Actuarial Loss recognized	2,655,128

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

a.	PV of obligations as at the end of the year	17,269,705
b.	Fair Value of Assets at the end of the year	6,865,151
c.	Funded Status	(10,404,554)
d.	Net liability / Asset recognized in balance sheet	(10,404,554)

6 Expenses Recognized in statement of P&L

a.	Current Service Cost	1,694,630
b.	Interest Cost	1,109,565
c.	Expected return on plan assets	(608,837)
d.	Net Actuarial gain / Loss recognized in the year	2,655,128
e.	Expenses recognized in statement of Profit & Loss	4,850,486

7 Valuation Method

Projected Unit Credit Method

8 Actuarial Assumptions

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

INTENSE TECHNOLOGIES LIMITED (and reduced)
(CIN: L30007TG1990PLC011510)
Regd. Office: A1, Vikrampuri,
Secunderabad - 500 009.

Form No MGT-11

Proxy Form

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

CIN	L30007TG1990PLC011510
Name of the Company	Intense Technologies Limited (And Reduced)
Registered office	A1, Vikrampuri, Secunderabad, Hyderabad - 500 009
Name of the Member(s)	
Registered Address	
Email Id	
Folio No / Client ID	DP ID:

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

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

as my / our proxy to attend and vote (on a poll) for me/ us and on my / our behalf at the 24th Annual General Meeting of the company held on Monday, 29th day of September, 2014 at 02:00 P.M. at SuranaUdyog Auditorium, FAPCCI House, Red Hills, LakdiKaPul, Hyderabad – 500004 and at any adjournment thereof in respect of such resolution as are indicated below:

Resolution No.	Description	Type of Resolution	For	Against
Ordinary Business				
1	Consider and adopt Audited Financial Statement, Reports of the Board of Directors and Auditors	Ordinary		
2	Re-appointment of Mr. Tikam Sujan who retires by rotation	Ordinary		
3	Appointment of Auditors and fixing their remuneration	Ordinary		
Special Business				
4	Appointment of Mrs. V. Sarada Devi, as an Independent Director	Special		
5	Appointment of Mr. P. Pavan Kumar, as an Independent Director	Special		
6	Appointment of Mr. K. S. Shanker Rao, as an Independent Director	Special		
7	Appointment of Mr. V.S. Mallick, as an Independent Director	Special		
8	Approval for authorising Board of Directors for borrowing powers as per Section 180 (1) (c) of Companies Act, 2013	Special		
9	Approval for authorising Board of Directors for mortgage and /or create charge on the assets of the Company as per Section 180 (1) (a) of Companies Act, 2013	Special		

Signed thisday of2014

Signature of Shareholder.....

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

Please
affix Revenue
Stamp

Note :

1. This form of proxy, in order to effective, should be duly completed and deposited at the registered office of the Company or at the office of share transfer agent at Plot No. 17/24, Next to Image Hospitals, Vittalrao Nagar, Madhapur, Hyderabad – 500 081. not less than 48 hours before the commencement of meeting;
2. Members may note that a person shall not act as a Proxy for more than 50 Members and holding in aggregate not more than ten percent of the total voting share capital of the company. However, a single person may act as a proxy for a member holding more than ten percent of the total voting share capital of the company provided that such person shall not act as a proxy for any other person.



Intense Technologies Limited

A1, Vikrampuri

Secunderabad - 500 009. AP, INDIA

Tel: +91-40-44558585/27849019/27844551

Fax: +91-40-27819040

e-mail: info@in10stech.com

www.in10stech.com