



*14th*  
ANNUAL REPORT  
2014-15

# CORPORATE INFORMATION

## BOARD OF DIRECTORS

Mr. Ravi Kumar D	Chairman and Managing Director
Dr. Subramanya Reddy D K	Independent Director
Dr. Madhu Sudhana Reddy M	Independent Director

## COMPANY SECRETARY

Mr. Vijayendra R  
Resigned with effect from : 26th June, 2015

## AUDIT COMMITTEE

Dr. Subramanya Reddy D K	Chairman
Mr. Ravi Kumar D	Member
Dr. Madhu Sudhana Reddy M	Member

## NOMINATION AND REMUNERATION COMMITTEE

Dr. Subramanya Reddy D K	Chairman
Mr. Ravi Kumar D	Member
Dr. Madhu Sudhana Reddy M	Member

## STAKEHOLDERS RELATIONSHIP COMMITTEE

Dr. Subramanya Reddy D K	Chairman
Mr. Ravi Kumar D	Member
Dr. Madhu Sudhana Reddy M	Member

## STATUTORY AUDITORS

M/s. K Gopalakrishnan & Co.,  
Chartered Accountants,  
#120, Infantry Road,  
Bangalore – 560 001.

## BANKERS

State Bank of Travancore  
Axis Bank Limited  
United Bank of India

## REGISTERED OFFICE

#74/75, 3rd Cross,  
1st Main, N.S. Palya,  
Bannerghatta Road,  
Bangalore – 560 076.  
Corporate Identification Number  
L72900KA2001PLC028944  
PHONE : 080 4908 4000  
FAX : 080 4908 4100  
E-mail : corp@acropetal.com  
Website : www.acropetal.com

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## NOTICE OF FOURTEENTH ANNUAL GENERAL MEETING

### Acropetal Technologies Limited

Registered office: #74/75, 3rd Cross, 1st Main,  
N. S. Palya, Bannerghatta Road,  
Bangalore- 560 076  
CIN : L72900KA2001PLC028944  
Phone : 080 4908 4000  
Fax : 080 4908 4100  
E-mail : [ir@acropetal.com](mailto:ir@acropetal.com)  
Website : [www.acropetal.com](http://www.acropetal.com)

Notice is hereby given that the Fourteenth Annual General Meeting of Acropetal Technologies Limited will be held on Tuesday, the 24th November, 2015 at 10.00 AM at the Registered Office of the Company at #74/75, 3rd Cross, 1st Main, N S Palya, Bannerghatta Road, Bangalore - 560 076 to transact the following business:

#### ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the standalone and consolidated financial statements of the Company for the year ended 31st March, 2015, including the Audited Balance Sheet as at 31st March, 2015 and the Statement of Profit and Loss for the year ended on that date together with the reports of Board of Directors and the Auditors thereon.
2. To appoint Mr. D. Ravi Kumar who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify the appointment of M/s. K Gopalakrishnan & Co, Chartered Accountants, Bangalore (Firm Registration No. 009600S) as approved by Members at the Thirteenth Annual General Meeting as Statutory Auditors of the Company, to hold office until the conclusion of Sixteenth Annual General Meeting, and to fix their remuneration for the financial year ending 31st March, 2016

#### SPECIAL BUSINESS:

4. Re-Appointment of Managing Director

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

**RESOLVED** THAT subject to the approval of members on the Ordinary Business No. 2 of this notice and pursuant to the provisions of Sections 152, 196 and 197 read with Schedule V to the Companies Act 2013 and the Rules framed thereunder, and all other applicable provisions, if any, of the Companies Act, 2013, the approval of the Company be and is hereby accorded to the re-appointment of Mr. Ravi Kumar D, as Managing Director of the Company, for a further period of three years with effect from December 15, 2015 on

the following remuneration, terms and conditions as decided by the Nomination and Remuneration Committee of the Directors:

#### 1. EMOLUMENTS:

Salary – Re.1/- (Rupee One only) per annum.

The Remuneration Committee is authorised to increase salary by giving annual increments on 1st December every year

#### 2. PERQUISITES

- a) Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax, 1961;
- b) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and
- c) Encashment of leave at the end of the tenure.

FURTHER RESOLVED THAT in the event of any modification or revision in the provisions of remuneration payable to Managing Director, as set out in the Schedule V to the Companies Act, 2013, the Nomination and Remuneration Committee of Directors shall be entitled at their discretion to revise the remuneration payable to Mr. Ravi Kumar D from the date of such modification or revision, without any further reference to the Company in general meeting."

FURTHER RESOLVED THAT in the event of loss or inadequacy of profits in any financial year, the Executive Director shall be paid remuneration by way of salary, allowances and perquisites as specified under Section II of Part II of Schedule V to the Companies Act, 2013 or within such ceilings as may be prescribed under Schedule V from time to time or the Companies Act, 2013 and as may be amended or re-enacted from time to time."

FURTHER RESOLVED THAT Mr. Ravi Kumar D will not be paid any sitting fees for attending the meetings of Board of Directors or Committees thereof."

FURTHER RESOLVED THAT the Board of Directors of the Company be and are hereby authorised to take such steps as may be necessary, proper or expedient to give effect to this resolution."

5. Disposal off entire investment held in wholly owned subsidiary Acropetal Inc, USA.

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

RESOLVED THAT pursuant to Clause 49 of the equity listing agreement with the stock exchanges on which the equity shares of the Company are listed and further pursuant to the applicable provisions of the Companies Act, 2013 (including any statutory modifications, amendments or re-enactments thereto) and the Rules made thereunder (collectively the "Act") and subject to requisite approvals from all concerned statutory and regulatory authorities and departments, person or persons, if and to the extent necessary, and such other approvals, permissions and sanctions as may be required, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "Board", which term shall include a Committee thereof authorized for the purpose) for sale or disposal of the entire investment of the Company held in its wholly owned subsidiary Acropetal Inc (USA).

RESOLVED FURTHER THAT Mr. D Ravi Kumar, Chairman and Managing Director of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things including but not limiting to deciding the time when the disposal be done by the Company which holds shares of Acropetal Inc, the manner of disposal, other incidental and ancillary activities thereto, determining such other terms and conditions relevant to the disposal, negotiating and finalizing the terms of sale, negotiating, finalizing and executing share purchase agreement(s), by whatever name called, such other agreements, deeds, documents, indemnities, contracts, declarations, undertakings, forms, letters and such other papers as maybe necessary, desirable and expedient to be agreed, signed and executed, to determine the final consideration / pricing, to make all such filings and applications for the statutory / regulatory and other approvals as may be required in the matter of disposal and to complete the aforesaid transaction, take necessary steps in the matter as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to the aforesaid resolution, and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Shareholders or otherwise to the end and intent that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution."

RESOLVED FURTHER THAT all acts, deeds, matters and things, either verbal or written or otherwise, already done by the Company and / or any of its directors and / or officers and / or

representatives for and in the name of the Company in this regard be and are hereby noted, ratified and approved."

By Order of the Board  
For Acropetal Technologies Limited

D Ravi Kumar  
Chairman and Managing Director

Date: 16th September, 2015  
Place : Bangalore

Registered Office  
#74/75, 3rd Cross 1stMain  
N S Palya, Bannerghatta Road  
Bangalore- 560 076  
Corporate Identification Number  
L72900KA2001PLC028944  
PHONE : 080 4908 4000  
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E-mail : corp@acropetal.com  
Website : www.acropetal.com

#### NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the company. Proxies in order to be effective must be received at the company's registered office not less than 48 hours before the meeting. A person shall not act a proxy for more than fifty members and holding in the aggregate not more than 10% (ten percent) of the total share capital of the Company carrying voting rights. A person holding more than 10% (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 proxy for any other person or shareholder. Proxy form for the AGM is attached.
2. The Register of Members and Share Transfer Books of the Company will remain closed from 18th November 2015 to 24th November, 2015 (both days inclusive) in terms of the provisions of Section 91 of the Companies Act, 2013 and Clause 16 of the Listing Agreement with the Listing Agreements with the Stock Exchanges.
3. A member desirous of getting any information on the accounts or operations of the Company is requested to forward his/her queries to the company atleast seven working days prior to the meeting, so that the required information can be made available at the meeting, if permitted by the Chairman.
4. Information of Director seeking appointment/re-appointment in the fourteenth AGM pursuant to the provisions of the listing agreement is provided

herewith and forms a part of this Notice.

5. Members are requested to bring their attendance slips duly filled in and signed and their copy of the Annual Report to the Meeting since distribution of the Annual Report at the Annual General Meeting is dispensed with.
6. Members holding shares in physical form are requested to notify immediately any change in their address and other details to the company or its Registrars and Share Transfer Agents and in case their shares are held in dematerialised form, this information should be passed on to their respective Depository Participants without any delay.
7. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business is annexed.
8. Shareholders who have not encashed their dividend so far, for the financial year ended 31 st March, 2011 are requested to make their claim to the registrar and Share Transfer Agents of the Company or the Company at the Registered Office. Shareholders are requested to note that according to the provisions of the Companies Act 2013, dividends not claimed for seven years from the date of transfer to the Company's Unpaid dividend account will be transferred to the Investors Education and Protection Fund.
9. The Ministry of Corporate Affairs has undertaken a Green initiative in Corporate Governance and allowed companies to send documents including Annual Reports to their shareholders through an electronic mode. Members are requested to support this green initiative by registering/updating their e-mail IDs as follows.
  - a) If you are holding shares in demat form, Register/ update your e-mailID with the depository participant with whom you are maintaining your Demat account.
  - b) If you are holding shares in physical form Register/update your email ID for the purpose of releasing annual report and other communication with the Company or with our Registrar and Transfer Agent i.e., Sharex Dynamic (India) Pvt. Limited.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Income Tax Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore, requested to submit the PAN to their Depository Participant with whom Demat accounts are maintained. Members holding shares in physical form can submit their PAN details either to the Company or to the Company's Registrar and Transfer Agent i.e. Sharex Dynamic (India) Pvt. Limited.
11. Corporate members are requested to send a duly certified copy of the Board resolution/power of attorney/ authorization letter(s), authorizing their representatives to attend and vote at the meeting.
12. Electronic copy of the Notice of the 14th Annual General Meeting and the Annual Report for 2014-15 is being sent to all the members whose email IDs are registered with the Company/Depository Participants (as provided by Depositories i.e. NSDL and CDSL) 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 same are being sent in the permitted mode.
13. Members may also note that the Notice of the 14th Annual General Meeting and the Annual Report for the financial period ended on 31.03.2015 will also be available on the Company's website [www.acropetal.com](http://www.acropetal.com) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Bangalore 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. The request for hard copies of the aforesaid documents can be made either to the Company at the Registered office or to the Registrar and Share Transfer Agents (RTA) or to e mails [ir@acropetal.com](mailto:ir@acropetal.com), [sharexindia@vsnl.com](mailto:sharexindia@vsnl.com). Request can also be made over phone Number 080 4908 4000. For any communication, the shareholders may also contact the Company at: [ir@acropetal.com](mailto:ir@acropetal.com)
14. In compliance with the provisions of the Listing Agreement with the Stock Exchanges and the applicable provisions of the Companies Act, 2013 and the Rules made thereunder, the Members are provided with the facility to cast their vote electronically, through the e voting services provided by CDSL, on all the resolutions set forth in this Notice.

The Company has appointed Mr. Naman G Joshi, Proprietor of M/S N G Joshi & Co, Practicing Company Secretaries as the Scrutiniser for scrutinizing the e-voting process in a fair and transparent manner. E-Voting is optional. The e voting rights of the shareholders/beneficial owners shall be reckoned on the equity shares held by them as on 17th November, 2015.

The instructions for members for voting electronically are as under:-

  - (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
  - (ii) Click on "Shareholders" tab.

- (iii) Now select the “ACROPETAL TECHNOLOGIES LIMITED” from the drop down menu and click on ‘SUBMIT’
- (iv) Now Enter your User ID
  - a) For CDSL: 16 digit beneficiary ID
  - b) For NSDL 8 Character DP ID followed by 8 digits Client ID
  - c) Members holding shares in Physical Form should enter Folio Number registered with the Company
- (v) Next enter the image Verification as displayed and Click on Login
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below. (viii) After entering these details appropriately, click on “SUBMIT” tab

PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field.</p> <p>In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If you name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.</p>
DOB**	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details**	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio</p> <p>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or Company, please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.</p>

- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach “Password Creation” menu wherein they are required to

mandatorily enter their login password in the new password field. The password has to be minimum eight character of at least one upper case (A-Z), one lower case (a-z), one number value(0-9), and a special character (\*#@ etc). Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that the company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for ACROPETAL TECHNOLOGIES LIMITED on which you choose to vote. Now you are ready for e-voting as the voting page appears.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO AS desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.
- (xviii) Institutional shareholders (i.e other than individuals, HUF, NRI etc) are required to log on to [HTTPS:// www.evotingindia.co.in](https://www.evotingindia.co.in) and register themselves as corporates.

They should submit a scanned copy of the Registration Form bearing the stamp and sign



of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.

The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.

They should upload a scanned copy of the Board Resolution and power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

Please follow all steps from No. (i) to No.(xviii) above to cast vote.

**OTHER INSTRUCTIONS AND INFORMATION**

- a) The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut – off date 17th November, 2015
- b) The voting period begins at 9.00 AM on 21st November, 2015 and ends at 5.00 PM on 23rd November, 2015. During this period shareholders of the Company holding either in physical form or in dematerialized form, as on the cut-off date(record date) of 17th November, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, he shall not be allowed to change it subsequently.
- c) The e-voting module shall be disabled by CDSL for voting thereafter.
- d) The Company is required to provide to the members the facility to cast their vote by electronic means. The shareholders of the holding shares wither in physical form or in dematerialised form, as on the cut-off date and not casting their vote electronically, may cast their vote at the AGM Venue. Facility will be available at the venue.
- e) The results shall be declared after the AGM of the Company. The results declared along with the scrutiniser's report shall be placed on the company's website [www.acropetal.com](http://www.acropetal.com) and on the website of CDSL within two days of passing the resolutions at the AGM of the Company and communicated to Bombay Stock Exchange Limited and National Stock Exchange of India Limited.
- f) Voting will be provided to the members through

e-voting and or at the AGM venue. A member can opt for only one mode of voting i.e. either through e-voting or voting at the AGM. If a member casts votes by both modes, then voting done through e-voting shall prevail and the voting at the AGM shall be treated as invalid.

- g) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions(FAQs) and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an e mail to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

By Order of the Board  
For Acropetal Technologies Limited

D Ravi Kumar  
Chairman and Managing Director

Date: 16th September, 2015

Place: Bangalore

Registered Office

#74/75, 3rd Cross 1st Main

N S Palya, Bannerghatta Road

Bangalore- 560 076

Corporate Identification Number

L72900KA2001PLC028944

PHONE : 080 4908 4000

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Website : [www.acropetal.com](http://www.acropetal.com)



**INFORMATION PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT ABOUT THE DIRECTORS BEING APPOINTED/REAPPOINTED AT THE ANNUAL GENERAL MEETING**

Particulars	Mr. D Ravi Kumar
Date of Birth	28th May, 1968
Date of Appointment	25th April, 2001
Qualification	Mechanical Engineer Degree
Expertise in specific functional area	More than 20 years of experience in IT industry.
Directorship held in other companies	1. Binary Spectrum Softech private Limited 2. Aishwarya Corpin Private Limited 3. Kinfotech Private Limited 4. Mindriver Information Technologies Private Limited 5. Ecologix Knowledge Solutions Private Limited
Membership/Chairmanship of committees of other companies	Nil
Number of shares held in the Company	1,08,05,300

By Order of the Board  
For Acropetal Technologies Limited

D Ravi Kumar  
Chairman and Managing Director

Date: 16th September, 2015  
Place: Bangalore

**Registered Office**

#74/75, 3rd Cross 1stMain  
N S Palya, Bannerghatta Road  
Bangalore- 560 076  
Corporate Identification Number  
L72900KA2001PLC028944  
PHONE : 080 4908 4000  
FAX : 080 4908 4100  
E-mail : corp@acropetal.com  
Website : www.acropetal.com

**Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Special Business.**

**Item No 4**

Mr. D Ravi Kumar, aged 47 years is the promoter and the Chairman and Managing Director of the Company. He has more than 20 years of experience in IT Industry. He holds Mechanical Engineer Degree from Bangalore University. He was associated with various reputed IT organizations, prior to promoting and establishing Acropetal Technologies Limited in the year 2001.

With his in-depth knowledge and experience with IT companies, he provided leadership, vision and strategic direction to the Company. He was awarded the “Indra Gandhi Sadbhavan Award” in 2007 and “Udyog Ratan Award” by the Institute of Economic Studies, New Delhi in 2009. Also he was awarded the “CEO of Emerging Organization” by the Asia Pacific HRM Congress in September 2010.

Under its able leadership, the Company during the year 2011, successfully made its Initial Public Offer, which is a crucial milestone in the history of any corporate entity. Among others under his leadership the Company made strategic Acquisitions both in India and overseas.

In view of the above and other considerations and also in the best interest of the Company, subject to the approval of the shareholders, the Board of Directors of the Company at their meeting held on 9th November, 2012 re-appointed Mr. D Ravi Kumar the Managing Director of the Company for a period of three years with effect from 15th December, 2012. Subsequently the re-appointment of Mr. D Ravi Kumar was approved at the 12th Annual General Meeting of the Company held on 26th December, 2013. In view of the introduction of the Companies Act, 2013, Rules made thereunder with effect from 1st April 2014 and the clarifications issued by the Ministry of Corporate Affairs, it was again proposed to get the re-appointment of Mr. D Ravi Kumar and the same was approved by the Shareholders at the thirteenth Annual general Meeting.

The Remuneration payable to him has been fixed by the Board as set out in the text of the Resolution, which has also been approved by the Remuneration Committee. The proposed appointment, remuneration and perquisites conform to the requirement of Schedule V to the Companies Act, 2013. Part III of Schedule V to the Companies Act, 2013, requires the appointment and remuneration to be approved by a resolution of the shareholders in general meeting.

This may be treated as the abstract of the term of the contract between the Company and Mr. Ravi Kumar.

Your Directors recommend the Resolution set out in item No.4 for the approval of the members.

No Director or other Key Managerial Personnel (KMP) and no relatives of Directors or KMP are concerned or interested financially or otherwise in this resolution except Mr. D Ravi Kumar.

Statement of information pursuant to Section II of Part II of Schedule V to the Companies Act, 2013.

#### I. General Information

1. Nature of Industry  
Information Technology
2. Date or expected date of commencement of commercial production

The Company was incorporated on 25th April, 2001 and the Certificate of Commencement of Business was obtained on 2nd May, 2001

3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.

Not applicable (the Company was incorporate on 25th April, 2001)

4. Financial performance based on given indicators

Financial Performance	Financial Years		
	2012-13	2013-14	2014-15
Total Income	155.68	118.79	25.10
Total Expenses	145.02	192.65	209.41
Profit Before Tax (Loss)	10.66	(73.86)	(184.31)
Profit After Tax (Loss)	5.13	(74.12)	(178.33)
Earnings Per Share	1.32	(19.06)	(45.86)

₹ in crores

5. Export Performance and net foreign exchange collaborations

Export Performance:

#### Export Sales

Financial Years	Amount
2012-13	131.62
2013-14	97.43
2014-15	10.75

₹ in crores

#### Net Foreign Exchange

Financial Years	Amount
2012-13	23.04
2013-14	14.46
2014-15	10.60

₹ in crores

6. Foreign Investments or collaborators, if any

Equity Shares of ₹10/- each held on 31st March, 2015 by

- |                                    |           |
|------------------------------------|-----------|
| 1. Foreign Institutional Investors | 2,00,000  |
| 2. N R Is                          | 13,52,869 |

#### II INFORMATION ABOUT THE APPOINTEE

1. Background details

Mr. D Ravi Kumar, aged about 44 years in the promoter and the Chairman and managing Director of the Company. He has more than 20 years experience in IT Industry. He holds Mechanical Engineer Degree from Bangalore University. He was associated with various reputed IT organizations, prior to promoting and establishing Acropetal Technologies Limited in the year 2001.

2. Past Remuneration

The Remuneration paid to Mr. D Ravi Kumar for the last three previous financial years is Rs.50.88 lakhs p.a.

3. Recognitions and Awards

Mr. D Ravi Kumar was awarded the "Indira Gandhi sadbhavan Award" in 2007 and "Udyog Rattan Award" by the Institute of Economic Studies New Delhi 2009. Also he was awarded the "CEO OF Emerging Organization" by Asia pacific HRM Congress in September, 2010.

4. Job Profile and his suitability

Mr. D Ravi Kumar is the Chairman and Managing Director of the Company and the only Executive Director on the Board. He is subject to the control and works under the supervision of the Board of Directors of the Company.

He is promoter director of the Company and is the Chairman and Managing Director of the Company and the only Executive Director on the Board. He is subject to the control and works under the supervision of the Board. He is leading the Company since its inception and has been able to tide over many challenging situations and achieve growth. Under his leadership, the Company was able to be awarded by Inc India 500 as one of the India's fastest growing mid-sized company during the year 2012

5. Remuneration Proposed.

The Remuneration proposed is set out in the Special Resolution proposed to be passed at the Annual General Meeting.

6. Comparative Remuneration profile with respect to industry, size of the Company, profile of the position and person.