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ASIA HR TECHNOLOGIES LIMITED

ASIA HR TECHNOLOGIES LIMITED

(Formerly SMR Universal Softech Limited)

4th Annual Report 2003-2004



ASIA HR TECHNOLOGIES LIMITED

(Formerly known as SMR Universal Softech Limited)

REGISTERED OFFICE

5, DAMODHARAN STREET,
KELLYS, CHENNAI - 600 010
PHONE : 044-5215 2302, 5215 2301

BRANCH OFFICE

#542, BHARATHI STREET,
PONDICHERRY - 605 001

ANNUAL GENERAL MEETING

Date	:	15th September, 2004
Day	:	Wednesday
Time	:	10.00 a.m.
Place	:	No.5, Damodaran street, Kellys, Chennai - 600 010.

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DIRECTORS

Dr. R. PALANIAPPAN
(Chairman)

Prof. P.G. RANGANATHAN
(Whole time Director)

MR. AJAY ARYA
Mr. S. DEENADAYALAN
Mr. UDAY SURESH KHEDKAR
Mr. G.P. VENKATESWARAN

AUDITORS

Mr. C.N.SRINIVASAN
Chartered Accountant,
7A, Kalinga Colony, P.T. Rajan Salai,
K.K. Nagar, Chennai.

BANKERS

CORPORATION BANK
Kellys Branch, Chennai - 600 010.

ICICI BANK
Purasawalkam Branch, Chennai - 600 007.

ANDHRA BANK
Sowcarpet Branch, Chennai - 600 079.

REGISTRARS & TRANSFER AGENTS

CAMEO CORPORATE SERVICES LIMITED
"Subramanian Building"
1, Club House Road, Chennai - 600 002.
Phone : 044-28460390 (5 lines)
Fax : 044-28460129

NOTICE TO THE MEMBERS

NOTICE is hereby given that the Fourth Annual General Meeting of the members of the Company will be held on Wednesday, the 15th September, 2004 at 10.00 A.M at the Registered Office of the Company situated at No.5, Damodaran Street, Kellys, Chennai 600010 to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet as at 31st March 2004 and the Profit and Loss Account for the year ended 31.3.2004 together with the schedules and notes attached thereto and the report of the Auditors and Directors thereon.
2. To appoint a director in place of Mr. R.Palaniappan, who retires by rotation and being eligible offers himself for reappointment.
3. To appoint a director in place of Mr. S.Deenadhayalan, who retires by rotation and being eligible offers himself for reappointment.
4. To appoint Auditors and fix their remuneration.

SPECIAL BUSINESS

5. To consider and if thought fit to pass with or without modification the following resolutions.
   a. "RESOLVED that Mr. Ajay Arya, be and is hereby appointed as a Director of the Company."
   b. "RESOLVED that Prof. P.G.Ranganathan, be and is hereby appointed as a Director of the Company."
   c. "RESOLVED that Mr. Uday Suresh Khedkar be and is hereby appointed as a Director of the Company."
   d. "RESOLVED that Mr. G.P.Venkateswaran, be and is hereby appointed as a Director of the Company."
6. To consider and if thought fit to pass with or without modification the following resolution.

   "RESOLVED that subject to the provisions of Sec.198, 269, and 309 read with schedule XIII to the Companies Act,1956 and other applicable provisions if any Prof. P.G.Ranganathan, be and is hereby appointed as the whole time Director of the Company for a period of one year with effect from 4.6.2004 and be paid a remuneration of Rs. 5,000/- p.m."

BY ORDER OF THE BOARD
For **ASIA HR TECHNOLOGIES LIMITED**

Date. 29.6.2004
Place: Chennai

Prof. P.G.Ranganathan
Whole time Director

Note:

1. **A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member.**
2. The proxy form duly stamped and executed, should be deposited at the Registered office of the company at least 48 hours before the time fixed for the commencement of the meeting
3. The Register of Members and the Share transfer books of the company will remain closed from 14th-September 2004 to 15th September 2004 (both days inclusive).

4. Members desirous of obtaining any information on the Annual Accounts which is to be considered at the meeting are requested to write to the company at an early date to facilitate compilation of information.

5. The Members' are requested to intimate change of their address ,if any, to the Registrar and Transfer Agents, **Cameo Corporate Services Limited** #1, Subramanian Building, Club House Road, Mount Road, Chennai-2, quoting their registered folio number.

EXPLANATORY STATEMENT UNDER SECTION 173(2) OF THE COMPANIES ACT, 1956.

Item No .5

Mr.Ajay Arya was appointed as an additional diretctor at the Board Meeting held on 22.02.2004, Prof P.G.Ranganathan and Mr.Uday Suresh Khedkar were appointed as additional directors at the Board Meeting held on 23.04.2004 and Mr.G.P.Venketeswaran was appointed as an additional director at the Board Meeting held on 04.06.2004 and they hold the office till the Annual General Meeting. The company has received proposal from members for their appointment as directors. Hence, the above resolutions are placed for your consideration. Other than the above directors who are interested in their appointment no other director is interested in the above resolution.

Item No. 6

At the board meeting held on 04.06.2004 Mr.K.N.Kumaresan, Managing Director resigned and the Board at the same meeting appointed Prof.P.G.Ranganathan as a whole time Director for a period of one year from 04.06.2004 on a remuneration of Rs.5000/- p.m. subject to the consent of the members at the General Meeting. Hence, the above resolution is placed for your consideration. Other than Prof.P.G.Ranganathan no other director is interested in the above resolution.

Name & D.O.B	Expertise in Specific Function Area	Qualification	List of Out side directorship held excluding alternate Directorship and in private companies	Chairman/Member of the committee of the board of directors of the company	Chairman/ Member of the committee of the board of directors of other companies in which he is a director
Dr.R.Palaniappan 13.11.1955	Management Consultant HRD Consultant	Ph.D. in HRD California	-	Asia HR Technologies limited	-
Mr. S.Deenadhayalan 11.06.1951	Developing organizationalCapability, strategy Development for Organization, Leadership, Mentoring and coaching	P.G.D.S.S.A. from Madras School of Social work	-	-	-
Mr.Ajay Arya 03.11.1955	Management Information	B.E., M.S.(IT)	-	-	-
Prof.P.G.Ranganathan 02.08.1939	Organisational Behaviour Train the trainer, Change management, Culture change, Presentation skills	M.Phil. in Social Work Madras University	-	-	-
Mr.Uday Suresh Khedkar-22.11.1966	Personal growth, leadership Communication, exe.coach	B.E., M.B.A.	-	-	-
Mr.G.P.Venkateswaran 14.7.1943	Finance and Corporate laws	B.Com., FCA, FCS	-	-	-

DIRECTORS' REPORT

Dear Members,

Your Directors have great pleasure in presenting the Fourth Annual Report of the company with audited accounts for the year ended 31st March 2004.

1. FINANCIAL RESULTS:	2003-2004	2002-2003
	.....(Rupees in lakhs).....	
Income from Operations	315.43	465.68
Profit before Depreciation & Tax	184.87	250.20
Less: Depreciation	175.93	246.49
Profit before Tax	8.94	3.71
Provisions for Tax-Current & Deferred	2.88	1.66
Profit After Tax	6.06	2.05

Your company's name has been changed from SMR UNIVERSAL SOFTECH LIMITED to ASIA HR TECHNOLOGIES LIMITED.

2. DIVIDEND

In view of the marginal profit your directors do not recommend any dividend for the year under review.

3. DIRECTORS

Mr. S.Deenadhayalan and Dr. R.Palaniappan retire by rotation at the Annual General Meeting and being eligible offer themselves for reappointment.

The following directors have joined the Board.

Mr. S.Deenadhayalan w.e.f. 31.12.2003, Mr. Ajay Arya w.e.f. 22.2.2004, Prof. P.G.Ranganathan and Mr. Uday Suresh Khedkar w.e.f. 23.4.2004 and Mr. G.P.Venkateswaran w.e.f. 4.6.2004

The following directors have resigned from the Board.

Ms. Karen Ong w.e.f. 1.11.2003, Mr. Mubeenur Rahman and Mr. S.Moorthy w.e.f. 29.4.2004, Mr. A.X.N.Prabhu w.e.f. 21.4.2004, Mr. K.N.Kumaresan Managing Director w.e.f. 4.6.2004

The Board takes this opportunity to record their appreciation for the valuable guidance provided by them during their tenure as directors.

5. Deposits

The Company has not accepted any deposits from the public.

6. DIRECTORS' RESPONSIBILITY STATEMENT:

As required under Section 217 of the Companies Act, 1956 the Directors hereby confirm that

1. that in the preparation of the annual accounts, the applicable accounting standards had been followed:
2. that the Directors had selected such accounting policies and applied them consistently

and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March 2004 and of the profit of the Company for that year;

3. that the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

4. that the Directors had prepared the annual accounts on a going concern basis.

7. CORPORATE GOVERNANCE:

Pursuant to the provisions contained in the listing agreement, a management discussion and analysis report, a report on corporate governance together with the auditor's certificate on the compliance of conditions of corporate governance are furnished as annexure forming part of this directors' report.

8. AUDITORS:

Mr.C.N.Srinivasan, Chartered Accountant Chennai retires at the forthcoming Annual General Meeting and being eligible offers himself for reappointment.

9. LISTING

The Company's shares are listed in Chennai and Mumbai Stock Exchanges. Further the shares are traded in demat mode also.

10. PARTICULARS OF EMPLOYEES:

There is no employee during the year under review whose particulars are required to be given as per the provision of Section 217 (2A) of the Companies Act, 1956.

11. STATUTORY DISCLOSURE:

Information required under Section 217(1)(e) of the Companies Act, 1956, read with the companies (Disclosure of particulars in the report of the Board of Directors) Rules 1988.

12. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & RESEARCH AND DEVELOPMENT

The Company has no activity relating to Conservation of energy or technology absorption and research and development during the year.

13. FOREIGN EXCHANGE EARNINGS AND OUTGO.

Foreign exchange earnings — Rs. Nil

Foreign exchange outgo:
Import of software — Rs. 98,809/-

14. ACKNOWLEDGEMENTS:

Your directors acknowledge the continued support and co-operation of the customers and employees of the company. Further your directors thank the shareholders for their continued confidence in the company.

For and on behalf of the Board

Date. 29.6.2004
Place: Chennai

R. Palaniappan
Chairman

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

1) SWOT ANALYSIS

a) Strengths :

Your Company's projects are in the area of Human Resources technology. In a business context where the competitive edge is dominated by people driven issues such as Knowledge Management and People development, the company has excellent prospects in the long term.

The Company has an office in Chennai with a well equipped lab.

b) Weaknesses :

As a new company with limited resources focused on development, the company does not have adequate resources for marketing. Even a small portion of the enquiries to be converted into orders, requires a huge amount of time for securing the business. A sales channel has to be established quickly to tap the opportunities.

c) Opportunities :-

The entire concept of globalization is based on the approach that work can be carried out in any part of the world and costs can be managed to give the best to the customer. With the trend also moving towards people development, management and outsourcing, there are numerous opportunities.

d) Risks and Concerns :-

The products and services developed by your company are applicable only to large corporations and require significant Research & Development.Furthermore the technology may go obsolete too. Hence the company has to be lean and mean to ensure it is always careful in its endeavours.

2. REVIEW OF OPERATIONS AND FUTURE PROSPECTS: -

a) Industry Structure and Development

- The packaged software market was indeed affected by the turn of events in the United States of America.
- The business process outsourcing market in the United States of America has become buoyant. The company is seeking suitable opportunities in this lucrative market.
- The growth in business still seems to be in the United States of America though the Asian market is strong and viable if the company is able to customize the packaged software for the Asian countries.
- The e-learning market has been slow with the initial promise not resulting in business.
- The training business has huge potential in China and India but needs a lot of sales partners.

b) Future prospects & Segment Reporting

Your company has survived the tough years due to the aftermath of 9/11 in the United States of America. However there is tremendous future potential in the HR software market with business process outsourcing in the HR area expected to grow rapidly.

It is with this view that your directors recommended a name change to Asia HR technologies Limited to reflect the changed nature of business. The need to segment reporting could not arise for your company at this stage.

c) **Growth Prospects**

With the globalization trend and business process outsourcing growth, the prospects for growth remain very promising in the long term. The company has put in a new team of management, directors and advisors –business, legal and compliance to ensure that growth opportunities are not missed.

d) **Risks and Concerns**

The economic cycles resulting in recessions and any adverse implications in the United States of America will affect the company's prospects.

e) **Internal control systems and their adequacy**

This is a critical area that needs to be carefully looked upon. We believe that your company can still improve on this area by tightening resource utilization and control systems. Great care is currently being shown to productivity and performance though this requires massive changes.

f) **Human Resources and Industrial relations**

Your directors place on record their deep appreciation of the dedication and commitment of the staff, banks, auditors and consultants for their co-operation.

g) **Cautionery statement**

Certain statements in the management discussion and analysis describing the company's views about the industry, expectations, objectives may be forward looking within the applicable laws and regulations. However the actual results could differ materially from those expressed in the statement. Factors like supply and demand situation, international competition, changes in the government policies and other factors may influence the company's operations and performance.

STATEMENTS AND REPORTS ON CORPORATE GOVERNANCE

MANDATORY REPORTS ON CORPORATE GEVERNANCE

Company's Philosophy on Corporate Governance

The company believes in the philosophy of continuous improvement in all facets of its operations which depends on mutual faith, customer satisfaction, investors confidence and employee loyality. It believes in maintaining high standards of integrity through excellence in service.

1. **Board of Directors**

The Board as on 31.3.2004 consisted of 1 executive director and 6 non-executive Directors. During the current year 1 executive director and 3 non-executive directors had resigned and 3 non-executive directors and 1 executive director were appointed.

The Board comprised the following directors as on 31.3.2004

1. Dr. R.Palaniappan
2. Mr. K.N.Kumaresan
3. Mr. Mubeenur Rahaman
4. Mr. A.X.N.Prabhu
5. Mr. S.Moorthy
6. Mr. S.Deenadhayalan
7. Mr. Ajay Arya

Other than Mr. K.N.Kumaresan all the directors are non-executive and other than Dr.R.Palaniappan other non-executive directors are independent directors.

2. Board Meetings

The Board of directors formulates the business and operational policies and decide on strategic issues concerning the company. The board generally meets every month to review the performance.

During the year under review 17 Board meetings were held on the following dates.

Dates: 18.4.2003, 24.6.2003, 30.6.2003, 31.7.2003,07.8.2003, 08.9.2003, 27.9.2003, 06.10.2003, 20.10.2003, 31.10.2003, 01.11.2003, 27.11.2003, 29.11.2003, 31.12.2003, 30.1.2004, 22.2.2004, 25.2.2004.

The details of attendance of Board Meetings and details of other directorships, committee chairmanship/memberships held by the directors during the year are as follows.

Name of Director	No. of Board Meetings attended	Directorship in other companies		Committees in which Chairman/ Member in other Companies	
		Chairman	Director	Chairman	Director
1. Dr.R.Palaniappan	0	–	–	–	–
2. Mr. K.N.Kumaresan	17	–	–	–	–
3. Mr. Mubeenur Rahman	16	–	–	–	–
4. Ms. Karen Ong (upto 1.1.2003)	–	–	–	–	–
5. Mr. A.X.N.Prabhu	16	–	–	–	–
6. Mr. S.Moorthy	17	–	–	–	–
7. Mr. S. Dheenadhyalan(31-12-03)	–	–	–	–	–
8. Mr. Ajay Arya (from 22.2.2004)	–	–	–	–	–

Mr. K.N.Kumaresan, Mr S. Moorthy, Mr. Mubeenur Rahman, Mr A.X.N.Prabhu attended the Annual General Meeting.

3. Audit Committee:

The audit committee reviews, the financial accounts/policies, adequacy of internal control system and interacts with the statutory auditors. The Managing Director is the invitee for all the committee meetings. The committee also reviews the audit plans, interim financial results, observations of the auditors and follow-up reports of the management.

During the year the committee met 4 times on 30.6.2003, 31.7.2003, 31.10.2003 and 30.1.2004.

Composition of the committee and attendance of the members are as follows:

Name of director	No. of meetings attended
1. Mr. A.X.N Prabhu – Chairman	4
2. Mr. S.Moorthy – Member	4
3. Mr.Mubeenur Rahaman – Member	4

4. Remuneration of directors:

The Managing Director has been appointed on contractual term based on the approval of the share holders, The remuneration comprises salary and perquisites amounting to Rs 72000/- p.a.

The non-executive directors are remunerated by way of sitting fees. The details of the remuneration paid is as follows;

Name of Directors	Remuneration (Rs.)	Sitting fees (Rs.)
1. Dr.R.Palaniappan	nil	nil
2. Mr. K.N.Kumaresan	72000/-	nil
3. Mr. Mubeenur Rahman	nil	8000/-
4. Ms. Karen Ong	nil	nil
5. Mr. A.X.N.Prabhu	nil	8000/-
6. Mr. S.Moorthy	nil	8500/-
7. Mr. S. Dheenadhyalan	nil	nil

5. Share transfer and investors relation committee

The committee approves and monitors transfers, splits, and consolidation of shares of the company and reviews the redressal of the complaints from shareholders and also the complaints with various statutory and regulatory requirements. During the year the committee met 3 times on 7.8.2003, 6.10.2003 and 29.11.2003

Composition of the committee and the attendance of the members are as follows:

Name of director	No. of meetings attended
1. Mr. Mubeenur Rahaman Chairman	4
2. Mr. S.Moorthy Member	4
3. Mr. A.X.N.Prabhu Member	4

Compliance Officer: Mr. Hariraj is the Compliance Officer. The company has received during the year NIL complaints from investors. As on 31.3.2004 no complaints were pending.

6. General Body Meetings in last three financial years:

Time and location of the last three Annual General Meetings:

AGM	Date	Venue	Time
AGM	12.09.2001	#05, Damodran Street ,Kellys, Chennai – 10	10.00A.M
AGM	27.09.2002	Arunthathi Hall, 70, Patel Road Perambur, Chennai – 600 011	9.00 A.M
AGM	25.09.2003	Arunthathi Hall, 70, Patel Road Perambur, Chennai – 600 011	9.00 A.M

7. Disclosures:

There were no materially significant transactions made by the company with related parties i.e subsidiaries, promoters, Directors or the management, and their relatives conflicting with the company's interest.

8. Means of Communication:

a) Quarterly unaudited results: The Company has published quarterly unaudited results in accordance with the listing agreement with the stock exchanges in Trinity Mirror (English) and Makkal Kural (Vernacular).

b) Annual Audited results of the company were published in Makkal Kural (Vernacular) and Trinity Mirror (English)

General Shareholder Information:

Annual General Meeting

Date	Time	Venue
15.9.2004	10.00 A.M	No.5, Damodaran Street, Kellys, Chennai - 600010

Financial Calendar

- Financial Year: 1st April 2004 to 31st March 2005
- Board Meeting for consideration of 2003-2004 accounts: 29.6.2004
- Posting of Annual Report along with notice of AGM: on or before 21.8.2004
- Date of Book closure: 14th September 2004 – 15th September 2004 (both days inclusive)
- Last date for receipt of proxy forms: 13.9.2004
- Unaudited results for quarter ending 30.6.2004: on or before 31.7.2004
- Unaudited results for the quarter ending 30.9.2004: on or before 31.10.2004
- Unaudited results for the quarter ending 31.12.2004: on or before 31.1.2005
- The company's shares are listed in the Madras and Mumbai Stock Exchanges
- The company has paid the listing fees for the financial year 2003-2004 to the above stock exchanges.
- Mumbai Stock Code: SMR UNISOFT 532435, Demat ISIN NO:IN9799C01015

Stock Market Data:

The high and low prices of shares during the year in BSE

High Price : 29th December 2003 Rs.3.30

Low Price : 23 February 2004 Rs.1.00

MONTH	HIGH	LOW
	Rs.	Rs.
April 2003	2.45	1.50
May 2003	2.50	1.55
June 2003	2.76	1.84
July 2003	2.95	2.02
August 2003	2.89	2.00
September 2003	2.55	1.40
October 2003	2.50	1.12
November 2003	2.45	1.61
December 2003	3.30	1.55
January 2004	2.80	1.65
February 2004	1.89	1.00
March 2004	2.25	1.27

* Share transfers were processed and share certificates were dispatched within 30 days from the date of lodgement in accordance with the stock exchange listing agreement.

M/s Cameo Corporate Services Limited who have been appointed as Registrars and share transfer agents of the company for both physical and electronic segments have attended to the share transfer formalities regularly. The Registrars and share agents can be contacted by the investors at the following address:

Registrars & Share Transfer Agents:

Cameo Corporate Services Limited,
Subramanaian Building,
#1, Club House Road, Mount Road, Chennai-2.
Ph: 044 2846 0390 Fax: 044 2846 0129
Email.cameo@cameoindia.com
Contact person: Mr. R.D.Ramasamy General manager

Distribution of Shareholding As On 31.3.2004

No of equity shares held	No of shareholders	%	No of shares (in.Rs.)	%
Upto 5000	867	52.80	2439360	2.44
5001-10000	321	19.55	2907290	2.91
10001-20000	208	12.67	3408160	3.41
20001-30000	74	4.51	1959120	1.96
30001-40000	32	1.96	1172810	1.17
40001-50000	38	2.31	1855450	1.86
50001-100000	49	2.98	3673770	3.67
100001-and above	53	3.22	82584040	82.58
	1642	**100.00**	**10,00,00,000**	**100.00**

No of shares in physical mode	5191727	52%
No of shares in dematerialized mode	4808273	48%

Out standing GDRs/ADRs/Warrants : Nil.

Shareholdings Pattern as on 31st March 2004

Category	No of shares held	Percentage of shareholding
Indian Promoters	5500000	55.00
Institutional Investors	—	—
Mutual Funds and UTI	—	—
Banks, Financial Institutions, Insurance companies (Central/ State Govt. Institutions / Non-Govt. Institution)	—	—
Foreign Institutional Investors	—	—
Private Corporate bodies	2638302	26.38
Indian Public	1855149	18.55
NRIs / OCBs	500	0.01
Any other (Please specify) Clearing Member	6049	0.06
Grand Total	10000000	100.00

AUDITOR'S CERTIFICATE ON COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE UNDER CLAUSE 49 OF THE LISTING AGREEMENT:

I have reviewed the report on the compliance of the mandatory conditions of corporate governance set out by ASIA HR TECHNOLOGIES LTD for the year ended 31st March 2004 with relevant records and documents maintained by the company and furnished to me for my review.

In my opinion and to the best of my information and according to the explanations given to me, the company has complied with the mandatory requirements specified in the said clause in the manner so required.

Place: Chennai
Date:29.6.2004

C.N.Srinivasan
Chartered Accountant

AUDITOR'S REPORT TO THE MEMBERS

I have audited the attached Balance Sheet of **Asia HR Technologies Ltd** (formerly known as **SMR UNIVERSAL SOFTECH LIMITED)** as at March 31, 2004 and also the Profit and Loss Account for the year ended on that date and the cash flow statement for the year ended on that date annexed thereto:-

1) These financial statements are the responsibility of the Company's management. My responsibility is to express an opinion on these financial statements based on my audit.

2) I conducted my audit in accordance with auditing standards generally accepted in India. Those Standards require that I plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. I believe that my audit provides a reasonable basis for my opinion.

3) As required by the Companies (Auditor's Report) Order, 2003 issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Companies Act, 1956, I annex hereto a statement on the matters specified in paragraphs 4 and 5 of the said Order.

4) Further to my comments in the Annexure referred to above, I report that:

   a) I have obtained all the information and explanations, which to the best of my knowledge and belief was necessary for the purposes of my audit;

   b) In my opinion, proper books of account as required by law have been kept by the company so far as appears from my examination of those books;

   c) The Balance Sheet , Profit and Loss Account and Cash flow statement dealt with by this report are in agreement with the books of account;

   d) In my opinion, the Balance Sheet and Profit and Loss Account dealt with by this report comply with the accounting standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956;

   e) On the basis of written representations received from the directors, as on March 31, 2004, and taken on record by the Board of Directors, I report that none of the directors is disqualified as on March 31, 2004 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956;

   f) In my opinion and to the best of my information and according to the explanations given to me, the said accounts give the information required by the Companies Act,

1956 in the manner so required and the said accounts give a true and fair view in conformity with the accounting principles generally accepted in India:

(i) In the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2004; and

(ii) In the case of the Profit and Loss Account, of the Profit for the year ended on that date.

(iii) In the case of the Cash Flow Statement, of the Cash Flows for the year ended on that date.

C.N.Srinivasan
Chartered Accountant
Membership No: 18216

Place: Chennai
Date : 29.6.2004

ANNEXURE TO AUDITOR'S REPORT

Referred to in Paragraph 3 of my report of even date on the accounts for the year ended March 31, 2004 of **Asia HR Technologies Ltd** (formerly known as **SMR UNIVERSAL SOFTECH LIMITED)**

1) The company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets. The Company has a phased program of Physical Verification of Fixed Assets which in my opinion is reasonable having regard to the size of the company the nature of the assets. As per the information and explanations furnished to me, the fixed assets have been physically verified by the management during the period at reasonable intervals and no material discrepancies are noticed on such verification. None of the fixed assets of the company were disposed off during the year and therefore do not affect the going concern assumption.

2) The Company's nature of operations does not require it to hold inventories. Accordingly clause 4(ii) of the order is not applicable.

3) The company has not taken any loans, secured and/or unsecured from companies, firms or other parties listed in the register maintained under section 301 of the Companies Act, 1956 (1 of 1956), and / or from the companies under the same management as defined under sub-section (1B) of section 370 of the Companies Act, 1956.

4) The company has not granted any loans, secured and/or unsecured, to companies, firms or other parties listed in the register(s) maintained under section 301 and / or to the companies under the same management as defined under sub-section (1B) of section 370 of the Companies Act, 1956 (1 of 1956).

5) In my opinion and according to the information and explanations given to me, there are adequate internal control procedures commensurate with the size of the company and the nature of the business for the purchase of fixed assets and software purchases and sales. I have not noted any continuing failure to correct major weakness in the internal control during the course of the audit.

6) In my opinion and according to the information and explanations given to me, there are no transactions of purchase of goods and materials and sale of goods, material and services exceeding Rs. 5,00,000/- from / to companies, firms or other parities, which have been listed in the register, maintained under section 301of the Companies Act, 1956.

7) The company has not accepted any deposits during the year from the public to which provisions of Section 58-A, 58 AA of the Companies Act, 1956 and rules framed there under are not applicable.

8) In my opinion, the company has an Internal Audit System Commensurate with its size and the nature of its business. But in my opinion the system need further strengthening.

9) The company has not been required by the Central Government to maintain cost records under section 209 (1) (d) of the Companies Act, 1956.

10) As informed by the company, the rules of provident fund and employee's state insurance are not applicable to the company.

11) According to the information and explanations given to me, there is no undisputed amounts payable in respect of Income-Tax, Wealth-Tax, Sales-Tax, Customs duty and Excise duty, as at the last day of the financial year concerned, for a period of more than six months from the date they became payable.

12) The Company does not have any accumulated losses at the end of the financial year and has not incurred cash losses in the financial year and in the financial year immediately preceding financial year.

13) The company has not taken any loans from a financial institution and a bank nor issued any debentures. Accordingly clause 4(xi) of the order is not applicable.

14) The company has not granted any loans and advances on the basis of security by way of pledge of shares, Debentures and other securities. Accordingly clause 4(xii) of the order is not applicable.

15) The company is not a chit fund, nidhi, mutual benefit fund or a society. Accordingly clause 4(xiii) of the order is not applicable.

16) The company is not dealing or trading in shares, securities, debentures and other investments. Accordingly clause 4(xiv) of the order is not applicable.

17) The company has not given any guarantee for loans taken by others from banks or financial institution. Accordingly clause 4(xv) of the order is not applicable.

18) The company has not obtained any term loan. Accordingly clause 4(xvi) of the order is not applicable.

19) The company has not raised any loan on short term and long term basis. All the assets have been funded by shareholders funds.

20) 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. Accordingly clause 4(xviii) of the order is not applicable.

21) The company has not issued any debentures. Accordingly clause 4(xix) of the order is not applicable.

22) The company has not raised any money by public issue during the year. Accordingly clause 4(xx) of the order is not applicable.

23) According to the information and explanation given to me, no fraud on or by the company has been noticed or reported during the course of my audit.

C.N.Srinivasan
Chartered Accountant
Membership No: 18216

Place: Chennai
Date : 29.6.2004

BALANCE SHEET AS AT 31ST MARCH 2004

Particulars	Sch	As at 31.03.2004 Rs.	As at 31.03.2003 Rs.
I SOURCES OF FUNDS			
1) Shareholder's Funds			
a) Share Capital	A	96,054,250.00	96,054,250.00
b) Reserves & Surplus	B	70,498,133.51	69,892,609.35
2) Loan Funds			
a) Secured loans	C	334,282.00	—
3) Deferred Tax Liability		7,319,068.00	7,109,019.00
Total		**174,205,733.51**	**173,055,878.35**
II Application Of Funds			
1) Fixed Assets(Net Block)	D	42,494,830.70	44706069.70
2) Investments	E	42,320,000.00	42,320,000.00
3) Current Assets, Loans And Advances			
a) Sundry Debtors	F	92,085,892.49	88,806,924.74
b) Cash and Bank Balances	G	676,932.21	529,291.40
c) Loans & Advances	H	11,634,839.75	20,453,662.22
		104,397,664.45	109,789,878.36
Less: Current Liabilities & Provisions	I	18,755,493.07	28,527,436.71
Net Current Assets		85,642,171.38	81,262,441.65
4) (a) Miscellaneous Expenditure	J	3,703,774.00	4,767,367.00
(To the extent not written off or adjusted)			
Deffered Interest		44,957.43	—
TOTAL		**174,205,733.51**	**173,055,878.35**
Notes on Accounts	O		

Schedule A to J and O form part of the Balance sheet

As per our report of Even date — For and on behalf of the board

Place:Chennai	**C.N.Srinivasan**	**Dr. R.Palaniappan**	**Prof.P.G.Ranganathan**
Date : 29.06.2004	Chartered Accountant	Chairman	Whole time Director

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2004

Particulars	Sch	For the year ended 31.03.2004	For the year ended 31.03.2003
INCOME		**Rs.**	**Rs.**
Sales		31,516,397.99	45,500,000.00
Consultancy and Training Income		—	1,019,517.05
Other Income		26,309.59	48,319.48
TOTAL		**31,542,707.58**	**46,567,836.53**
EXPENDITURE			
Cost of Software & Operation Expenses	K	7,159,482.00	16,986,426.00
Adminstrative Expenses	L	2,366,988.62	1,494,606.87
Employees Remuneration and Benefits	M	2,182,843.69	1,943,108.25
Financial Charges	N	282,535.11	60,377.87
Depreciation	D	17,593,398.00	24,649,071.00
Preliminary Expenses written off	J	1,063,593.00	1,063,593.00
TOTAL		30,648,840.42	46,197,182.99
Profit /Loss For the Year		**893,867.16**	**370,653.54**
Less: Provision For Taxation-Current		78,294.00	30,000.00
-Deferred Tax Liability		210,049.00	136,215.00
Profit After Tax		**605,524.16**	**204,438.54**
Add:Profit/Loss Brought Forward		14,892,609.35	16,862,531.81
		15,498,133.51	**17,066,970.35**
Dividend			2,174,361.00
Balance carried forward to Balance sheet		15,498,133.51	14,892,609.35
Earning Per Share		0.06	0.02
Notes on Accounts	O		

Schedule K to J and O form part of the Profit and Loss Account

As per our report of Even date — For and on behalf of the board

Place:Chennai	**C.N.Srinivasan**	**Dr. R.Palaniappan**	**Prof.P.G.Ranganathan**
Date : 29.06.2004	Chartered Accountant	Chairman	Whole time Director

SCHEDULES

SCHEDULE - A	As at 31-03-2004	As at 31-03-2003
SHARE CAPITAL		
Authorised Capital		
11,000,000(11,000,000) Equity Shares of Rs.10/- each	110,000,000.00	110,000,000.00
Issued ,Subscribed & paid Up Capital		
10,000,000(500700) Equity shares of Rs.10/- each	100,000,000.00	100,000,000.00
Less:Call In Arrears	3,945,750.00	3,945,750.00
	96,054,250.00	**96,054,250.00**
SCHEDULE - B		
RESERVES & SURPLUS		
Share Premium	55,000,000.00	55,000,000.00
Profit & Loss Account	15,498,133.51	14,892,609.35
	70,498,133.51	**69,892,609.35**
SCHEDULE - C		
SECURED LOANS		
ICICI Bank Loan - Car	334,282.00	—
(Car is hypothecated to ICICI Bank Pursawalkam Branch for 48 Months and matures in the month of 1st October of 2007)	**334,282.00**	—

SCHEDULE - D
FIXED ASSETS

PARTICULARS	GROSS BLOCK			DEPRECIATION			NET BLOCK	
	As at 01.4.2003	Addition	As at 31.03.2004	Upto 31.03.2003	For the year	Upto 31.03.2004	As at 31.03.2003	As at 31.03.2004
Building Renovation & Interiors	1,269,487.00	0.00	1,269,487.00	123,775.00	57,285.60	181,060.60	1,206,012.94	1,088,426.40
Computers & Perhipherals, & Software	74,104,585.00	21,400,000.00	95,504,585.00	37,327,770.00	17,435,110.00	54,762,880.00	45,894,691.00	40,741,705.00
Office Equipments	276,155.00	-	276,155.00	98,568.00	24,702.35	123,270.35	201,781.00	152,884.65
Furnitures & Fixtures	245,652.00	-	245,652.00	95,506.00	27,176.43	122,682.43	183,328.00	122,969.57
Electrical Fittings	75,510.00	-	75,510.00	19,700.30	7,763.13	27,463.43	64,827.70	48,046.57
Wagon R Car	-	382,159.00	382,159.00	-	41,360.50	41,360.50		340,798.50
TOTAL	**75,971,389.00**	**21,782,159.00**	**97,753,548.00**	**37,665,319.30**	**17,593,398.00**	**55,258,717.30**	**47,550,640.64**	**42,494,830.70**

SCHEDULES - (Contd.,)	As at	As at
SCHEDULE - E	**31-03-2004**	**31-03-2003**
INVESTMENTS		
Quoted		
349,000 equity shares of Rs.10/- each in Mega Channel Ltd. (Since there is no trade market price is not available)	820,000.00	820,000.00
Unquoted		
200,000 equity shares of Rs.10/- each in IAMP Ltd.,	5,000,000.00	5,000,000.00
974,992 equity shares of Rm.1/- each in Specialist Management Resources Sdn bhd	36,500,000.00	36,500,000.00
	42,320,000.00	**42,320,000.00**
SCHEDULE - F		
SUNDRY DEBTORS		
(Unsecured Considered good)		
Exceeding Six Months	74,985,892.49	70,604,871.49
Others	17,100,000.00	18,202,053.25
	92,085,892.49	**88,806,924.74**
SCHEDULE -G		
CASH AND BANK BALANCES		
Cash in hand	361,091.72	46,191.47
Balance with Bank	315,840.49	483,099.93
	676,932.21	**529,291.40**
SCHEDULE - H		
LOANS & ADVANCES		
(Unsecured Considered good)		
Advances recoverable in cash or in kind for value to be received	11,300,710.00	17,541,313.00
Rental Advance	15,000.00	510,000.00
Deposits	275,000.00	2,306,468.00
Tax Deducted at Source	44,129.75	75,282.75
Interest Receivable	—	20,598.47
	11,634,839.75	**20,453,662.22**
SCHEDULE – I		
CURRENT LIABILITIES & PROVISIONS		
Sundry Creditors	18,035,491.82	27,859,053.46
Creditors for Expenses & Other Liabilities	137,933.25	138,383.25
Provision for Taxation	78,294.00	30,000.00
Provision for Taxation 2001-2002(Net)	503,774.00	500,000.00
	18,755,493.07	**28,527,436.71**

SCHEDULES - (Contd.,)	As at 31-03-2004	As at 31-03-2003
SCHEDULE - J		
Preliminary Expenses		
Opening Balance	4,767,367.00	5,830,960.00
Less : Written off during the year	1,063,593.00	1,063,593.00
	3,703,774.00	**4,767,367.00**
SCHEDULE - K	**For the year ended 31.03.04**	**For the year ended 31.03.04**
COST OF SOFTWARE & OPERATION EXPENSES		
Out sourcing development expenses	7,104,782.00	16,487,690.00
Business Promotion Expenses	35,700.00	201,941.00
Seminar & Meetings Expenses	—	273,795.00
Advertisment Expenses	19,000.00	23,000.00
	7,159,482.00	**16,986,426.00**
SCHEDULE - L		
ADMINISTRATIVE EXPENSES		
Directors Travelling Expenses	100,832.00	150,861.00
Rent & Electricity	163,646.00	157,684.00
Postage & Telegram	7,725.00	23,917.00
Printing & Stationery	17,872.00	54,758.00
Consultancy charges	199,950.00	158,057.00
Rates & Taxes	51,000.00	26,010.00
Telephone Charges	158,465.42	142,397.45
Insurances	19,105.00	656.00
Repairs & Maintenace	310,465.00	152,052.00
Travelling & Conveyances	255,571.75	391,324.50
Audit Fees	37,800.00	35,000.00
Loss on sale of Investments	850,000.00	—
Share Transfer Agent Fees	53,115.95	67,516.67
Misc Expns.	141,440.50	134,373.25
	2,366,988.62	**1,494,606.87**
SCHEDULE - M		
EMPLOYEES REMUNERATION & BENEFITS		
Directors Sitting fees	24,500.00	19,000.00
Salaries	2,116,564.00	1,895,047.00
Staff Welfare	41,779.69	29,061.25
	2,182,843.69	**1,943,108.25**
SCHEDULE - N		
FINANCIAL CHARGES		
Interest Paid	263,121.57	39,085.00
Bank Charges	19,413.54	21,292.87
	282,535.11	**60,377.87**

SCHEDULES - (CONTD.,)

SCHEDULE - 14

SIGNIFICANT ACCOUNTING POLICIES & NOTES ON ACCOUNTS

I. **Significant Accounting Policies:**
Financial Statements have been prepared in accordance with the applicable accounting standards. A summary of the significant accounting policies which have been applied is set out below.

a. **Basis For preparation of Financial Statements**:

The Financial Statements are presented on going concern basis under the historical cost convention adopting accrual method of accounting and in accordance with the generally accepted Accounting principles and the Companies Act, 1956,as adopted consistently by the company.

b. **Fixed Assets**:

Fixed Assets are stated at the historical cost less accumulated depreciation.

c. **Licence Fees: - Intangible Assets**

License Fees represent amount paid for acquiring rights for publishing books. It has to be written off over 10 years equally starting from financial year 2001-2002.

d. **Depreciation:**

Depreciation on Fixed Assets is provided on written down value basis at the rates prescribed in schedule XIV to the Companies Act 1956. Assets purchased during the year are depreciated based on the number of days the asset was put to use. The assets purchased after 30th September are depreciated at 50% of the normal eligible depreciation. Asset costing less than Rs.5000/- are fully depreciated.

e. **Preliminary Expenditure**

Preliminary Expenditure represents Company incorporating expenses and other expenses relating towards public issue amounting to Rs.1,119,386/-. to be written off over a period of five years starting from financial year 2001-2002.

f. **Investment:**

Long-term investments are stated at cost and provision if any for decline in value other than temporary are made wherever necessary. Current Investments are stated at lower of cost or market value.

g. **Foreign Currency Transactions**:

Transactions in foreign currencies are recorded at the exchange rate prevailing on the date of the transaction. Current assets and liabilities denominated in foreign currency are translated at the rate of exchange as at the balance sheet date. All resulting gains or losses are recognized in the profit and loss account.

h. **Deferred Tax**

Deferred Tax resulting from timing differences between book and tax profit is accounted for at the current rate of Tax to the extent that the timing differences are expected to crystallize.

i. **Sales**

Sales are made from Branch at Pondicherry and exempt from Sales Tax and income is recognized when bills are raised on the customers.

j. Deferred Revenue Expenditure

This includes deferred interest of Rs.44,957.43 payable on HP Loan, representing unexpired instalments and same will be adjusted to the interest account as and when the instalments are paid in each year.

NOTES TO ACCOUNTS:

a. The company is engaged in development of software, which as per Accounting Standard-17 is considered the only one reportable segment

b.

AUDIT FEES: (including service tax)	2003-04	2002-03
Statutory Audit Fees	37800/-	Rs.37800/-

c. In compliance with the Accounting Standard –AS 22 relating to 'Accounting for Taxes on income ' issued by the Institute of Chartered Accountants of India , the company has adjusted the deferred tax liability arising out of timing differences for the period up to 31st March 2004 of Rs.73.19 lakhs against Reserves and deferred tax liability accruing during the year aggregating to Rs. 2.10 lakhs has been recognized in the Profit and Loss Account.

The Components of Deferred Tax Liability/ Asset as on 31.03.2003 is as under

	2002-03	2001-02
	(Rupees in lakhs)	
Deferred Tax Liability		
Depreciation	73.19	71.09
Deferred Tax Asset	Nil	Nil
Net Deferred Tax Liability	73.19	71.09

d. Related party transactions:

As per Accounting Standard 18 issued by the ICAI, the company's related parties are given below:

a. Key Management Personnel:

Dr.R.Palaniappan
Mr. K.N.Kumaresan
Mr. S.Deenadayalan
Mr. Ajay Arya
Mr. A.X.N. Prabhu
Mr. Mubeenur Rahaman
Mr. S.Moorthy

b. Enterprise over which the above persons exercise significant influence & with which transaction has been effected during the year:

Company has no transactions with the above-related parties

	2003-04	2002-03
e. Earning in foreign exchange: on export of goods(F.O.B Basis)	Nil	9.00
Expenditure in Foreign Currency	Nil	Nil
f. Directors Remuneration: -		
Salary	Rs.72,000/-	Rs.72,000/-
Perks	Nil	Nil

g. There are no dues of more than 30 days and amount exceeding Rupees One lakh to Small Scale Industries.

h. Earnings Per Share

	2003- 2004	2002-2003
Profit after Taxation	Rs.6.06 Lakhs	Rs. 2.05 lakhs
No of Shares	1,00,00,000	1,00,00,000
Earning Per Share	Rs.0.06	Rs.0.02

i. Expenditure in Foreign Currency Nil Nil

j. Contingent Liability Nil Nil

k. Previous year figures have been regrouped wherever necessary to make them comparable.

l. Balance from Sundry Debtors, Sundry Creditors, Loans &Advances etc are subject to confirmation, adjustments and reconciliation if any.

m. Information pursuant to the provisions of paragraph 3&4 of part II of SCHEDULE VI of the Companies act 1956 are not applicable.

n. Deferred Revenue Expenditure

This includes deferred interest of Rs.44,957.43 payable on HP Loan, representing unexpired instalments interest and same will be adjusted to the interest account as and when the instalments are paid in each year.

o. Sundry Debtors

Sundry Debtors more than six months includes the amount Rs.54,661,357.00 due on exports outstanding for more than two years. The company could collect only Rs.1,705,938.00 during the whole year. Company has obtained extension of time from RBI till 31st March 2004. The Company had made request for extension of time from RBI upto 31st March 2005.

As per our report of Even date

For and on behalf of the board

Place:Chennai
Date : 29.06.2004

C.N.Srinivasan
Chartered Accountant

Dr. R.Palaniappan
Chairman

Prof.P.G.Ranganathan
Whole time Director

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2004

	2003-2004	2002-2003
	(Amount in Rs.)	
A CASH FLOW FROM OPERATING ACTIVITIES:		
Net Profit/Loss Before Tax And Extra Ordinary Items	893,867.16	370,653.54
Adjustment for:		
-Depreciation	17,593,398.00	24,649,071.00
-Miscellaneous expenses written off	1,063,593.00	1,063,593.00
-Loss on sale of Investments	850,000.00	—
Operating Profit before Working Capital Changes	20,400,858.16	26,083,317.54
Adjustment for:		
-Trade Receivables & other assets	5,539,854.74	(2,727,488.00)
-Current Liabilities & Provisions	(9,820,237.64)	(21,997,402.84)
-Income Tax	(30,000.00)	(1,150,000.00)
-Dividend	—	(2,174,361.00)
Net Cash From Operating Activities	**16,090,475.26**	**(1,965,934.30)**
B CASH FLOW FROM INVESTING ACTIVITIES:		
- Purchase of Fixed Assets	(15,382,159.00)	(21,804,500.00)
- Purchase of Investments	(850,000.00)	(5,700,000.00)
Net Cash used in Investing Activites	**(16,232,159.00)**	**(27,504,500.00)**
C CASH FLOW FROM FINANCING ACTIVITIES:		
-Proceed From Issue Of Share Capital	—	29,801,250.00
-Proceed From Long Term Borrowings	289,324.57	—
Net Cash From Financing Activies	**289,324.57**	**29,801,250.00**
D NET INCREASE IN CASH AND CASH EQUIVALENTS	**147,640.88**	**330815.33**
E Cash & Cash equivalents at the beginning of the year	529,291.40	198,476.07
F Cash and Cash Equivalents at the end of the year	676,932.28	529,291.40

For And on behalf of board

Place:Chennai
Date : 29.06.2004

Dr. R.Palaniappan
Chairman

Prof.P.G.Ranganathan
Whole time Director

AUDITORS CERTIFICATE

I have examined the above cash flow statement of 2004 of Asia HR Technologies Ltd (formerly known as SMR UNIVERSAL SOFTECH LIMITED) (the company) for the year ended 31st March 2004. The statement has been prepared by the company in accordance with the requirements of Listing Agreement and is based on and in agreement with the corresponding Profit and Loss Account and Balance Sheet of the company covered by my report of even date to the members of the company.

C.N.Srinivasan
Chartered Accountant
Membership No: 18216

Place: Chennai
Date : 29.6.2004

INFORMATION AS REQUIRED UNDER PART IV OF THE SCHEDULE VI OF THE COMPANIES ACT, 1956

I. Registration Details

Registration No. 44664 State Code 18

Balance Sheet Date 31.03.04

II. Capital raised during the year (Amount in Rs.Thousands)

Public Issue NIL Rights Issue NIL

Bonus Issue NIL Private Placement NIL

III. Position of mobilisation and deployment of funds (Amount in Rs.Thousands)

Total Liabilities 174205 Total Assets 174205

Sources of Funds

Paid-up Capital 96054 Reserves & Surplus 70498

Secured Loans 334 Unsecured Loans NIL

Deferred Tax Liab. 7319

IV. Application of Funds

Net Fixed Assets 42495 Investments 42320

Net Current Assets 85642 Misc. Expenditure 3748

Accumulated Losses NIL

V. Performance of Company (Amount in Rs.Thousands)

Turnover & Other Income 31543 Total Expenditure 30649

Profit/(Loss) Before Tax (+) 894 Profit/Loss After Tax (+) 606

(+) / (-) (+) / (-)

Earning per share in Rs. .06 Dividend Rate % NIL

Generic Name of three principal products / services of company (as per Monetary Terms)

Item Code NO. (ITC Code) 8471 99

Product Description DEVELOPMENT OF SOFTWARE

For and on behalf of the board

Place:Chennai
Date : 29.06.2004

Dr. R.Palaniappan
Chairman

Prof.P.G.Ranganathan
Whole time Director

ASIA HR TECHNOLOGIES LIMITED

Regd. office : 5, Damodaran Street,
Kellys, Chennai - 600 010.

PROXY FORM

I/We.....

of.....

a member/members of Asia HR Technologies Limited hereby appoint.....

..... of .....

or failing him/her ..... of .....

as my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of the Company to be held on Wednesday, the 15th September, 2004 at 10.00 a.m. at the Registered office and any adjourment thereof.

signed this .....day of .....2004.

15 paise Revenue Stamp

Signature

Member's Folio .....

* DP ID : ..... * Client ID .....

No. of shares held .....

NOTE : The proxy form must be deposited at the Registered office of the Company not less than 48 hours before the time for holding of the meeting.

ASIA HR TECHNOLOGIES LIMITED

Regd. office : 5, Damodaran Street,
Kellys, Chennai - 600 010.

ATTENDANCE SLIP

(To be handed over at the entrance of the meeting place)

I hereby record my presence at the Annual General Meeting of the Company to be held at the Registered Office of the Company on Wednesday, the 15th September, 2004 at 10.00 a.m.

Name of the attending member (in block letters) .....

Name of the proxy (in block letters) .....

Member's Folio.....

* DP ID : ..... * Client ID .....

No. of shares held .....

Member's /Proxy's signature
(To be signed at the time of handing over this slip)

* Applicable to investors holding shares in electronic form.

Book post

If undelivered, please return to :

ASIA HR TECHNOLOGIES LIMITED
5, DAMODHARAN STREET,
KELLYS, CHENNAI - 600 010
PHONE : 044-5215 2302, 5215 2301