



**A U T O M A T I O N**

**ATS AUTOMATION TOOLING SYSTEMS INC.**

**Annual Audited Consolidated Financial Statements**

**For the year ended March 31, 2015**

## MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL REPORTING

The preparation and presentation of the Company's consolidated financial statements is the responsibility of management. The consolidated financial statements have been prepared by management in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board. The consolidated financial statements and other information in Management's Discussion and Analysis and the Annual Report include amounts that are based on estimates and judgments. Management has determined such amounts on a reasonable basis in order to ensure that the consolidated financial statements are presented fairly, in all material respects. Financial information presented elsewhere in Management's Discussion and Analysis and the Annual Report is consistent with that in the consolidated financial statements, except as described further in the "Non-IFRS Measures" section of Management's Discussion and Analysis.

Management maintains appropriate systems of internal accounting and administrative controls which are designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements in accordance with International Financial Reporting Standards as further described in the "Controls and Procedures" section of Management's Discussion and Analysis.

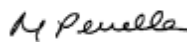
Management's responsibilities for financial reporting are overseen by the Board of Directors (the "Board"), which is ultimately responsible for reviewing and approving the consolidated financial statements. The Board carries out this responsibility principally through its Audit and Finance Committee (the "Committee").

The Committee is appointed by the Board and all of its members are independent directors. The Committee meets periodically with management and the external auditors to discuss internal controls over the financial reporting process, auditing matters and financial reporting issues, to satisfy itself that each party is properly discharging its responsibilities and to review the consolidated financial statements and the external auditors' report. The Committee has reported its findings to the Board which has approved the consolidated financial statements and Management's Discussion and Analysis for issuance to shareholders. The Committee also considers, for review by the Board and approval of shareholders, the engagement or reappointment of the external auditors.

The consolidated financial statements have been audited on behalf of shareholders by Ernst & Young LLP, the external auditors, in accordance with Canadian Auditing Standards. The external auditors have full and free access to management and the Committee.



**Anthony Caputo**  
Chief Executive Officer



**Maria Perrella**  
Chief Financial Officer

## INDEPENDENT AUDITORS' REPORT

### To the Shareholders of ATS Automation Tooling Systems Inc.

We have audited the accompanying consolidated financial statements of ATS Automation Tooling Systems Inc., which comprise the consolidated statements of financial position as at March 31, 2015 and 2014, and the consolidated statements of income, comprehensive income, changes in equity and cash flows for the years then ended, and a summary of significant accounting policies and other explanatory information.

### Management's responsibility for the consolidated financial statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

### Auditors' responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditors consider internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained in our audits is sufficient and appropriate to provide a basis for our audit opinion.

### Opinion

In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of ATS Automation Tooling Systems Inc. as at March 31, 2015 and 2014, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards.

Toronto, Canada,  
May 20, 2015.

The logo for Ernst & Young LLP, featuring the company name in a stylized, cursive script.

Chartered Professional Accountants  
Licensed Public Accountants

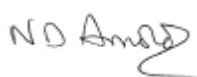
**ATS AUTOMATION TOOLING SYSTEMS INC.**  
**Consolidated Statements of Financial Position**  
(in thousands of Canadian dollars)

As at	Note	March 31 2015	March 31 2014
<b>ASSETS</b>			
<b>Current assets</b>			
Cash and cash equivalents		\$ 106,052	\$ 76,466
Accounts receivable		145,342	117,821
Costs and earnings in excess of billings on contracts in progress	7	192,813	146,231
Inventories	7	42,079	24,186
Deposits, prepaids and other assets	8	14,731	9,630
		<b>501,017</b>	<b>374,334</b>
Assets held for sale	6	4,221	13,265
		<b>505,238</b>	<b>387,599</b>
<b>Non-current assets</b>			
Property, plant and equipment	9	83,901	85,412
Investment property	10	3,880	4,341
Goodwill	11	405,881	151,731
Intangible assets	12	183,610	111,298
Deferred income tax assets	18	5,057	7,838
Investment tax credit receivable	18	33,107	30,165
		<b>715,436</b>	<b>390,785</b>
<b>Total assets</b>		<b>\$ 1,220,674</b>	<b>\$ 778,384</b>
<b>LIABILITIES AND EQUITY</b>			
<b>Current liabilities</b>			
Bank indebtedness	16	\$ 1,731	\$ 913
Accounts payable and accrued liabilities		200,871	138,285
Provisions	14	10,419	10,412
Billings in excess of costs and earnings on contracts in progress	7	76,031	59,363
Current portion of long-term debt	16	3,372	3,815
		<b>292,424</b>	<b>212,788</b>
Liabilities directly associated with assets held for sale	6	5,717	6,774
		<b>298,141</b>	<b>219,562</b>
<b>Non-current liabilities</b>			
Employee benefits	15	24,777	23,213
Long-term debt	16	286,154	1,324
Deferred income tax liabilities	18	40,870	16,747
		<b>351,801</b>	<b>41,284</b>
<b>Total liabilities</b>		<b>\$ 649,942</b>	<b>\$ 260,846</b>
<b>EQUITY</b>			
Share capital	17	\$ 519,118	\$ 510,725
Contributed surplus		14,420	15,025
Accumulated other comprehensive income		33,434	35,970
Retained earnings (deficit)		3,590	(44,311)
Equity attributable to shareholders		<b>570,562</b>	<b>517,409</b>
Non-controlling interests		170	129
<b>Total equity</b>		<b>570,732</b>	<b>517,538</b>
<b>Total liabilities and equity</b>		<b>\$ 1,220,674</b>	<b>\$ 778,384</b>

On behalf of the Board:



David McAusland  
Director



Neil D. Arnold  
Director

See accompanying notes to the consolidated financial statements.

**ATS AUTOMATION TOOLING SYSTEMS INC.**  
**Consolidated Statements of Income**  
(in thousands of Canadian dollars, except per share amounts)

Years ended March 31	Note	2015	2014
<b>Revenues</b>			
Revenues from construction contracts		\$ 651,710	\$ 597,143
Sale of goods		62,997	42,973
Services rendered		221,370	43,245
<b>Total revenues</b>		<b>936,077</b>	683,361
Operating costs and expenses			
Cost of revenues		691,067	501,684
Selling, general and administrative		173,703	113,321
Stock-based compensation	19	4,316	7,323
<b>Earnings from operations</b>		<b>66,991</b>	61,033
Net finance costs	23	11,931	3,016
<b>Income from continuing operations before income taxes</b>		<b>55,060</b>	58,017
Income tax expense	18	16,162	8,600
<b>Income from continuing operations</b>		<b>38,898</b>	49,417
Income from discontinued operations, net of tax	6	16,198	12,802
<b>Net income</b>		<b>\$ 55,096</b>	\$ 62,219
<b>Attributable to</b>			
Shareholders		\$ 54,963	\$ 62,173
Non-controlling interests		133	46
		<b>\$ 55,096</b>	<b>\$ 62,219</b>
<b>Earnings per share attributable to shareholders</b>			
Basic – from continuing operations	24	\$ 0.43	\$ 0.56
Basic – from discontinued operations	6	0.18	0.14
		<b>\$ 0.61</b>	<b>\$ 0.70</b>
<b>Earnings per share attributable to shareholders</b>			
Diluted – from continuing operations	24	\$ 0.42	\$ 0.55
Diluted – from discontinued operations	6	0.18	0.14
		<b>\$ 0.60</b>	<b>\$ 0.69</b>

See accompanying notes to the consolidated financial statements.

**ATS AUTOMATION TOOLING SYSTEMS INC.**  
**Consolidated Statements of Comprehensive Income**  
(in thousands of Canadian dollars)

Years ended March 31	Note	2015	2014
Net income		\$ 55,096	\$ 62,219
Other comprehensive income (loss):			
Items to be reclassified subsequently to net income:			
Currency translation adjustment (net of income taxes of \$nil)		(914)	36,639
Net unrealized gain on available-for-sale financial assets		—	285
Tax impact		—	82
Gain on available-for-sale financial assets transferred to net income		—	(606)
Tax impact		—	—
Net unrealized loss on derivative financial instruments designated as cash flow hedges		(4,584)	(2,478)
Tax impact		1,145	633
Loss transferred to net income for derivatives designated as cash flow hedges		2,417	2,081
Tax impact		(600)	(543)
Items that will not be reclassified subsequently to net income:			
Actuarial gains (losses) on defined benefit pension plans		(4,245)	894
Tax impact		1,198	29
<b>Other comprehensive income (loss)</b>		<b>(5,583)</b>	<b>37,016</b>
<b>Comprehensive income</b>		<b>\$ 49,513</b>	<b>\$ 99,235</b>
<b>Attributable to</b>			
Shareholders		\$ 49,380	\$ 99,189
Non-controlling interests		133	46
		<b>\$ 49,513</b>	<b>\$ 99,235</b>

See accompanying notes to the consolidated financial statements.

**ATS AUTOMATION TOOLING SYSTEMS INC.**  
**Consolidated Statements of Changes in Equity**  
(in thousands of Canadian dollars)

**Year ended March 31, 2015**

	Share capital	Contributed surplus	Retained earnings (deficit)	Currency translation adjustments	Available-for-sale financial assets	Cash flow hedges	Total accumulated other comprehensive income	Non-controlling interests	Total equity
<b>Balance, at March 31, 2014</b>	\$ 510,725	\$ 15,025	\$ (44,311)	\$ 36,616	\$ —	\$ (646)	\$ 35,970	\$ 129	\$ 517,538
Net income	—	—	54,963	—	—	—	—	133	55,096
Other comprehensive income (loss)	—	—	(3,047)	(914)	—	(1,622)	(2,536)	—	(5,583)
Total comprehensive income (loss)	—	—	51,916	(914)	—	(1,622)	(2,536)	133	49,513
Non-controlling interests (note 5)	—	—	(4,015)	—	—	—	—	(92)	(4,107)
Stock-based compensation	—	1,867	—	—	—	—	—	—	1,867
Exercise of stock options	8,393	(2,472)	—	—	—	—	—	—	5,921
<b>Balance, at March 31, 2015</b>	\$ 519,118	\$ 14,420	\$ 3,590	\$ 35,702	\$ —	\$ (2,268)	\$ 33,434	\$ 170	\$ 570,732

**Year ended March 31, 2014**

	Share capital	Contributed surplus	Retained earnings (deficit)	Currency translation adjustments	Available-for-sale financial assets	Cash flow hedges	Total accumulated other comprehensive income	Non-controlling interests	Total equity
Balance, at March 31, 2013	\$ 486,734	\$ 19,317	\$ (107,407)	\$ (23)	\$ 239	\$ (339)	\$ (123)	\$ 83	\$ 398,604
Net income	—	—	62,173	—	—	—	—	46	62,219
Other comprehensive income (loss)	—	—	923	36,639	(239)	(307)	36,093	—	37,016
Total comprehensive income (loss)	—	—	63,096	36,639	(239)	(307)	36,093	46	99,235
Stock-based compensation	—	2,082	—	—	—	—	—	—	2,082
Exercise of stock options	23,991	(6,374)	—	—	—	—	—	—	17,617
Balance, at March 31, 2014	\$ 510,725	\$ 15,025	\$ (44,311)	\$ 36,616	\$ —	\$ (646)	\$ 35,970	\$ 129	\$ 517,538

See accompanying notes to the consolidated financial statements.

**ATS AUTOMATION TOOLING SYSTEMS INC.**  
**Consolidated Statements of Cash Flow**  
(in thousands of Canadian dollars)

Years ended March 31	Note	2015	2014
<b>Operating activities:</b>			
Income from continuing operations		\$ 38,898	\$ 49,417
Items not involving cash			
Depreciation of property, plant and equipment		8,208	7,245
Amortization of intangible assets		32,316	11,210
Deferred income taxes	18	1,002	(2,067)
Other items not involving cash		(5,952)	2,210
Stock-based compensation	19	4,316	7,323
Loss on disposal of property, plant and equipment		(295)	23
Gain on sale of portfolio investment		—	(606)
		\$ 78,493	\$ 74,755
Change in non-cash operating working capital		3,580	(4,862)
Cash flows used in operating activities of discontinued operations	6	(1,556)	(6,966)
<b>Cash flows provided by operating activities</b>		<b>\$ 80,517</b>	<b>\$ 62,927</b>
<b>Investing activities:</b>			
Acquisition of property, plant and equipment	9	\$ (11,154)	\$ (4,260)
Acquisition of intangible assets	12	(6,752)	(6,843)
Business acquisition, net of cash acquired	5	(355,381)	(137,408)
Purchase of non-controlling interest	5	(4,426)	—
Proceeds from disposal of property, plant and equipment		8,942	155
Proceeds on sale of portfolio investments		—	5,247
Cash flows provided by investing activities of discontinued operations	6	22,097	21,846
<b>Cash flows used in investing activities</b>		<b>\$ (346,674)</b>	<b>\$ (121,263)</b>
<b>Financing activities:</b>			
Restricted cash	8	\$ 327	\$ 1,009
Bank indebtedness		645	(29)
Repayment of long-term debt		(82,692)	(40,310)
Proceeds from long-term debt		363,653	43,236
Issuance of common shares		5,921	17,617
<b>Cash flows provided by financing activities</b>		<b>\$ 287,854</b>	<b>\$ 21,523</b>
Effect of exchange rate changes on cash and cash equivalents		6,215	9,557
Increase (decrease) in cash and cash equivalents		27,912	(27,256)
Cash and cash equivalents, beginning of year		78,614	105,870
<b>Cash and cash equivalents, end of year</b>		<b>\$ 106,526</b>	<b>\$ 78,614</b>
<b>Attributable to</b>			
Cash and cash equivalents – continuing operations		\$ 106,052	\$ 76,466
Cash and cash equivalents – held for sale		474	2,148
		\$ 106,526	\$ 78,614
<b>Supplemental information</b>			
Cash income taxes paid by continuing operations		\$ 11,980	\$ 2,874
Cash interest paid by continuing operations		\$ 10,874	\$ 2,141

See accompanying notes to the consolidated financial statements.



**ATS AUTOMATION TOOLING SYSTEMS INC.**  
Notes to Consolidated Financial Statements  
(in thousands of Canadian dollars, except per share amounts)

## **1. CORPORATE INFORMATION**

ATS Automation Tooling Systems Inc. and its subsidiaries (collectively “ATS” or “the Company”) operate in one segment: Automation Systems. The Automation Systems segment designs and builds custom-engineered turn-key automated manufacturing and test systems and provides pre-automation and post-automation services to its customers. See note 21 to the consolidated financial statements.

In fiscal 2015, the Company completed its divestiture of the Ontario-based Solar business. Ontario Solar is presented as discontinued operations in the consolidated statements of income. See note 6 to the consolidated financial statements.

The Company is listed on the Toronto Stock Exchange and is incorporated and domiciled in Ontario, Canada. The address of its registered office is 730 Fountain Street North, Cambridge, Ontario, Canada.

The consolidated financial statements of the Company for the year ended March 31, 2015 were authorized for issue by the Board of Directors on May 20, 2015.

## **2. BASIS OF PREPARATION**

These consolidated financial statements were prepared on a going concern basis under the historical cost convention, as modified by the revaluation of available-for-sale financial assets, and financial assets and financial liabilities (including derivative instruments) at fair value through profit or loss or other comprehensive income. All consolidated financial information is presented in Canadian dollars and has been rounded to the nearest thousands, except where otherwise stated.

### *Statement of compliance*

These consolidated financial statements are prepared in accordance with International Financial Reporting Standards (“IFRS”), as issued by the International Accounting Standards Board (“IASB”).

### *Basis of consolidation*

These consolidated financial statements include the accounts of the Company and its subsidiaries. Subsidiaries are those entities where the Company directly or indirectly owns the majority of the voting power or can otherwise control the activities. The financial statements of the subsidiaries are prepared for the same reporting period as the parent company, using consistent accounting policies. Non-controlling interests in the equity and results of the Company’s subsidiaries are presented separately in the consolidated statements of income and within equity in the consolidated statements of financial position.

Subsidiaries are fully consolidated from the date of acquisition, being the date on which the Company obtains control, and continue to be consolidated until the date that such control ceases. The Company’s material subsidiaries are: Automation Tooling Systems Enterprises Inc. and ATS Automation Tooling Systems GmbH. The Company has a 100% voting and equity securities interest in each of these corporations. All material intercompany balances, transactions, revenues and expenses and profits or losses, including dividends resulting from intercompany transactions, have been eliminated on consolidation.

## **3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**(a) Business combinations and goodwill:** Business combinations are accounted for using the acquisition method. The cost of the acquisition is measured as the aggregate of the consideration transferred, measured at the acquisition date fair value and the amount of any non-controlling interest in the acquiree. For each business combination, the Company measures the non-controlling interest in the acquiree either at fair value or at the proportionate share of the acquiree’s identifiable net assets. Acquisition costs are expensed as incurred.

**ATS AUTOMATION TOOLING SYSTEMS INC.**  
Notes to Consolidated Financial Statements  
(in thousands of Canadian dollars, except per share amounts)

When the Company acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

Any contingent consideration to be transferred by the acquirer will be recognized at fair value at the acquisition date. Subsequent changes in the fair value of the contingent consideration which is deemed to be an asset or liability will be recognized in accordance with IAS 39 either in profit or loss or as a change to other comprehensive income. If the contingent consideration is classified as equity, it will not be remeasured. Subsequent settlement is accounted for within equity. In instances where the contingent consideration does not fall within the scope of IAS 39, it is measured in accordance with the appropriate IFRS policy.

Goodwill represents the excess of the cost of an acquisition over the fair value of the Company's share of the net identifiable assets of the acquiree at the date of acquisition.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill is allocated to cash-generating units ("CGUs") or groups of CGUs based on the level at which management monitors it. The allocation is made to those CGUs or groups of CGUs that are expected to benefit from the business combination in which the goodwill arose.

Where goodwill forms part of a CGU and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on disposal of the operation. Goodwill disposed of in this circumstance is measured based on the relative fair values of the operation disposed of and the portion of the CGU retained.

**(b) Interest in joint arrangements:** The Company has interests in joint operations, whereby the joint operators have a contractual arrangement that establishes joint control over the economic activities of the individual entity. The Company recognizes its share of the joint operation's assets, liabilities, revenues and expenses in the consolidated financial statements. The financial statements of the joint operations are prepared for the same reporting period as the parent Company.

**(c) Foreign currency:** Functional currency is the currency of the primary economic environment in which the subsidiary operates and is normally the currency in which the subsidiary generates and uses cash. Each subsidiary in the Company determines its own functional currency and items included in the consolidated financial statements of each subsidiary are measured using that functional currency. The Company's functional and presentation currency is the Canadian dollar.

*Transactions*

Foreign currency transactions are initially recorded at the functional currency rate prevailing at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rate at the reporting date. All differences are recorded in the consolidated statements of income. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined.

*Translation*

The assets and liabilities of foreign operations are translated into Canadian dollars at period end exchange rates and their revenue and expense items are translated at exchange rates prevailing at the dates of the transactions. The resulting exchange differences are recognized in other comprehensive income. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognized in the consolidated statements of income.

**ATS AUTOMATION TOOLING SYSTEMS INC.**  
Notes to Consolidated Financial Statements  
(in thousands of Canadian dollars, except per share amounts)

**(d) Revenue recognition:** Revenues are recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenues can be reliably measured. Revenues are measured at the fair value of the consideration received, excluding discounts, rebates and sales taxes or duties. The following specific recognition criteria must be met before revenues are recognized:

*Sale of goods*

Revenues from the sale of goods are recognized when the significant risks and rewards of ownership of the goods have transferred to the buyer, usually on the delivery of goods or transfer of title to the customer.

*Rendering of services*

Revenues from services rendered are recognized when the stage of completion can be measured reliably. Service revenues include maintenance contracts, extended warranty and other services provided. Stage of completion of the contract is determined as follows:

- Revenues from time and material contracts are recognized at the contractual rates as labour hours are delivered and direct expenses are incurred.
- Revenues from long-term service contracts are recognized on a percentage of completion basis over the term of the contracts, unless there is a pattern of recognition that more accurately represents the stage of completion.

*Construction contracts*

Revenues from construction contracts are recognized using the percentage of completion method. The degree of completion is determined based on costs incurred, excluding costs that are not representative of progress to completion, as a percentage of total costs anticipated for each contract. Incentive awards, claims or penalty provisions are recognized when such amounts are likely to occur and can reasonably be estimated. When the outcome of a construction contract cannot be estimated reliably, contract revenues are recognized only to the extent of contract costs incurred that are likely to be recoverable. A complete provision is made for losses on contracts in progress when such losses first become known. Revisions in cost and profit estimates, which can be significant, are reflected in the accounting period in which the relevant facts become known.

**(e) Investment tax credits and government grants:** Investment tax credits are accounted for as a reduction in the cost of the related asset or expense where there is reasonable assurance that such credits will be realized. Government grants are recognized when there is reasonable assurance that the grant will be received and all attached conditions will be met. When the grant relates to an expense item, it is deducted from the cost that it is intended to compensate. When the grant relates to an asset, it is deducted from the cost of the related asset. If a grant becomes repayable, the inception to date impact of the assistance previously recognized in earnings is reversed immediately in the period in which the assistance becomes repayable.

**(f) Taxes:**

*Current income tax*

Current income tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, by the reporting date, in the countries where the Company operates and generates taxable income. Current income tax related to items recognized directly in equity is also recognized in equity and not in the consolidated statements of income. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

**ATS AUTOMATION TOOLING SYSTEMS INC.**  
Notes to Consolidated Financial Statements  
(in thousands of Canadian dollars, except per share amounts)

*Deferred income tax*

Deferred income tax is provided using the liability method on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset will be realized or the liability will be settled, based on tax rates and tax laws that have been enacted or substantively enacted at the reporting date.

Deferred income taxes are recognized for all taxable temporary differences, except:

- When the deferred income tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.
- In respect of taxable temporary differences associated with investments in subsidiaries and interests in joint operations, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

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

- When the deferred income tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.
- In respect of deductible temporary differences associated with investments in subsidiaries and interests in joint operations, deferred income tax assets are recognized only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilized.

The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that all or part of the deferred income tax asset will be utilized. Unrecognized deferred income tax assets are reassessed at each reporting date and are recognized to the extent that it has become probable the benefit will be recovered.

Deferred income tax assets and deferred income tax liabilities are offset if a legally enforceable right exists to offset current income tax assets against current income tax liabilities and the deferred income taxes relate to the same taxable entity and the same taxation authority.

Deferred income tax related to items recognized outside profit or loss is also recognized outside profit or loss. Deferred income tax items are recognized in correlation to the underlying transaction either in other comprehensive income or directly in equity.

Income tax benefits acquired as part of a business combination, but not satisfying the criteria for separate recognition at that date, would be recognized subsequently if new information about facts and circumstances existing at the acquisition date changed. The adjustment would either be treated as a reduction to goodwill (as long as it does not exceed goodwill) if it is incurred during the measurement period or in profit or loss.

Revenues, expenses and assets are recognized net of the amount of sales tax, except where the sales tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case the sales tax is recognized as part of the cost of acquisition of the asset or as part of the expense item as applicable. Receivables and payables are stated with the amount of sales tax included.

**ATS AUTOMATION TOOLING SYSTEMS INC.**  
Notes to Consolidated Financial Statements  
(in thousands of Canadian dollars, except per share amounts)

The net amount of sales tax recoverable from, or payable to, the taxation authority is included as part of accounts receivable or accounts payable in the consolidated statements of financial position.

**(g) Non-current assets classified as assets held for sale:** Non-current assets classified as assets held for sale are measured at the lower of their carrying amount and fair value less costs to sell. Non-current assets are classified as held for sale if their carrying amounts will be derecognized principally through a sale transaction rather than recovered through continuing use. This condition is regarded as being met only when the transaction is highly probable and the assets are available for immediate sale in their present condition. Management must be committed to the sale, which should be expected to qualify for recognition as a completed transaction within one year from the date of classification. In the consolidated statements of income of the reporting period, and of the comparable period, revenues and expenses from discontinued operations are reported separately from revenues and expenses from continuing operations, down to the level of net income after income taxes.

Property, plant and equipment and intangible assets once classified as held for sale are not depreciated or amortized.

**(h) Property, plant and equipment:** Property, plant and equipment are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Such cost includes the cost of replacing component parts of the property, plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of property, plant and equipment are required to be replaced at intervals, ATS derecognizes the replaced part and recognizes the new part with its own associated useful life and depreciation. Likewise, when a major inspection is performed, its cost is recognized in the carrying amount of the property, plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognized in the consolidated statements of income as incurred.

Depreciation is calculated on a straight-line basis over the estimated useful lives of the assets as follows:

Buildings	25 to 40 years
Production equipment	3 to 10 years
Other equipment	3 to 10 years

Leasehold improvements are amortized over the shorter of the term of the related lease or their remaining useful life on a straight-line basis.

An item of property, plant and equipment or any significant part initially recognized is derecognized upon disposal or when no future economic benefits are expected from its use or eventual disposition. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the consolidated statements of income when the asset is derecognized.

The assets' residual values, useful lives and methods of depreciation are reviewed at each financial year end and adjusted prospectively, if appropriate.

**(i) Leases:** The determination of whether an arrangement is, or contains, a lease is based on the substance of the arrangement at the inception date, whether fulfillment of the arrangement is dependent on the use of a specific asset or the arrangement conveys a right to use the asset, even if that right is not explicitly specified in an arrangement.

Finance leases, which transfer to ATS substantially all the risks and benefits incidental to ownership of the leased item, are capitalized at the commencement of the lease at the lower of the fair value of the leased property or the present value of the minimum lease payments. Lease payments are apportioned between finance charges and the reduction of the lease liability to achieve a constant rate of interest on

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the remaining balance of the liability. Finance charges are recognized in the consolidated statements of income.

Leased assets are depreciated over the useful life of the asset. However, if there is no reasonable certainty that ATS will obtain ownership by the end of the lease term, the asset is depreciated over the shorter of the estimated useful life and the lease term.

Leases where ATS does not assume substantially all of the risks and benefits of ownership of the asset are classified as operating leases. Operating lease payments are recognized as an expense in the consolidated statements of income on a straight-line basis over the lease term.

**(j) Borrowing costs:** Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur.

**(k) Investment property:** Investment properties, which are properties held to earn rental income and/or for capital appreciation, are measured at acquisition cost less straight-line depreciation and impairment losses. The depreciation policy for investment property is consistent with the policy for owner-occupied property.

**(l) Intangible assets:** Acquired intangible assets are primarily software, patents, customer relationships, brands, technologies and licenses. Intangible assets acquired separately are initially recorded at fair market value and subsequently at cost less accumulated amortization and impairment losses. The useful lives of intangible assets are assessed as either finite or indefinite.

Intangible assets with finite lives are amortized over their useful economic lives, ranging from 1 to 20 years, on a straight-line basis. Intangible assets with finite lives are assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are accounted for by changing the amortization period or method, as appropriate, and are treated as a change in accounting estimate. The amortization expense on intangible assets with finite lives is recognized in the consolidated statements of income in the expense category consistent with the function of the intangible assets.

Intangible assets with indefinite useful lives, primarily brands, are not amortized. The Company assesses the indefinite life at each reporting date to determine if there is an indication that an intangible asset may be impaired. If any indication exists, or when annual impairment testing for the intangible asset is required, the Company estimates the recoverable amount at the CGU level to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis. An asset is impaired when the recoverable amount is less than their carrying amount. The recoverable amount is the higher of an asset's fair value less cost to sell or its value in use. Impairment losses relating to intangible assets are evaluated for potential reversals when events or changes in circumstances warrant such consideration.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the consolidated statements of income when the asset is derecognized.

*Research and development expenditures*

Research costs are expensed as incurred. Development expenditures on an individual project are recognized as an intangible asset only when the following conditions are demonstrated:

- The technical feasibility of completing the intangible asset so that it will be available for use or sale.

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- The Company's intention to complete and its ability to use or sell the intangible asset.
- How the asset will generate future economic benefits.
- The availability of resources to complete the intangible asset.
- The ability to measure reliably the expenditures during development.

Following initial recognition of the development expenditure as an asset, the cost model is applied requiring the asset to be carried at cost less any accumulated amortization and accumulated impairment losses. Amortization of the asset begins when development is complete and the asset is available for use. It is amortized over the period of expected future benefit. Amortization is recorded in cost of revenues. In the event that a product program for which costs have been deferred is modified or cancelled, the Company will assess the recoverability of the deferred costs and if considered unrecoverable, will expense the costs in the period the assessment is made.

**(m) Financial instruments:**

*Financial assets*

Financial assets within the scope of IAS 39 are classified as financial assets at fair value through profit or loss, loans and receivables, held-to-maturity investments, available-for-sale financial assets, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. ATS determines the classification of its financial assets at initial recognition.

All financial assets other than financial assets at fair value through profit or loss are recognized initially at fair value plus directly attributable transaction costs.

ATS' financial assets include cash and cash equivalents, accounts receivable, investments in equities included in portfolio investments and derivative financial instruments.

The subsequent measurement of financial assets depends on their classification as follows:

*Financial assets at fair value through profit or loss*

Financial assets at fair value through profit or loss include financial assets held for trading and financial assets designated upon initial recognition at fair value through profit or loss. Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term. This category includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships. Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments. Financial assets at fair value through profit or loss are carried in the consolidated statements of financial position at fair value with changes in fair value recognized in selling, general and administrative expenses in the consolidated statements of income.

*Loans and receivables*

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate method, less provisions for doubtful accounts. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate method. The effective interest rate method amortization is included in net finance costs in the consolidated statements of income. The losses arising from impairment are recognized in the consolidated statements of income in net finance costs.

*Available-for-sale financial assets*

Available-for-sale financial assets include equity securities, which are neither classified as held for trading nor designated at fair value through profit or loss.

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After initial measurement, available-for-sale financial assets are subsequently measured at fair value with unrealized gains or losses recognized in other comprehensive income until the investment is derecognized, at which time the cumulative gain or loss is recognized in selling, general and administrative expenses, or determined to be impaired, at which time the cumulative loss is reclassified to the consolidated statements of income and removed from other comprehensive income.

*Derecognition*

A financial asset is derecognized when the rights to receive cash flows from the asset have expired or the Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either the Company has transferred substantially all the risks and rewards of the asset, or ATS has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

*Impairment of financial assets*

The Company assesses at each reporting date whether there is any objective evidence that a financial asset or a group of financial assets is impaired. A financial asset or a group of financial assets is deemed to be impaired if, and only if, there is objective evidence of impairment as a result of one or more events that has occurred after the initial recognition of the asset (an incurred "loss event") and that loss event has an impact on the estimated future cash flows of the financial asset or the group of financial assets that can be reliably estimated. Evidence of impairment may include indications that a debtor or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganization and where observable data indicates that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

For financial assets carried at amortized cost, the Company first assesses whether objective evidence of impairment exists individually for financial assets that are individually significant, or collectively for financial assets that are not individually significant. If the Company determines that no objective evidence of impairment exists for an individually assessed financial asset, whether significant or not, it includes the asset in a group of financial assets with similar credit risk characteristics and collectively assesses them for impairment. Assets that are individually assessed for impairment and for which an impairment loss is, or continues to be, recognized are not included in a collective assessment of impairment.

If there is objective evidence that an impairment loss has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future expected credit losses that have not yet been incurred). The present value of the estimated future cash flows is discounted at the financial asset's original effective interest rate. If a loan has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate.

For available-for-sale financial assets, the Company assesses at each reporting date whether there is objective evidence that an asset or a group of assets is impaired.

In the case of equity investments classified as available-for-sale, objective evidence would include a significant or prolonged decline in the fair value of the investment below its cost. 'Significant' is evaluated against the original cost of the investment and 'prolonged' against the period in which the fair value has been below its original cost. Where there is evidence of impairment, the cumulative loss — measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that investment previously recognized in the consolidated statements of income — is removed from other comprehensive income and recognized in the consolidated statements of income. Impairment losses on equity investments are not reversed through the statements of consolidated income; increases in their fair value after impairments are recognized directly in other comprehensive income.



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*Financial liabilities*

Financial liabilities within the scope of IAS 39 are classified as financial liabilities at fair value through profit or loss, loans and borrowings, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. The Company determines the classification of its financial liabilities at initial recognition.

All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings, carried at amortized cost. This includes directly attributable transaction costs.

The Company's financial liabilities include accounts payable and accrued liabilities, bank indebtedness, long-term debt and derivative financial instruments.

The measurement of financial liabilities depends on their classification as follows:

*Financial liabilities at fair value through profit or loss*

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are acquired for the purpose of selling in the near term. This category includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by IAS 39. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognized in the consolidated statements of income.

*Loans and borrowings*

After initial recognition, interest bearing loans and borrowings are subsequently measured at amortized cost using the effective interest rate method. Gains and losses are recognized in the consolidated statements of income when the liabilities are derecognized as well as through the effective interest rate method amortization process.

*Derecognition*

A financial liability is derecognized when the obligation under the liability is discharged, cancelled or expired.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognized in the consolidated statements of income.

*Fair value of financial instruments*

The Company primarily applies the market approach for recurring fair value measurements. Three levels of inputs may be used to measure fair value:

- Level 1 – unadjusted quoted prices in active markets for identical assets or liabilities
- Level 2 – inputs other than quoted prices included in Level 1 that are observable or can be corroborated by observable market data
- Level 3 – unobservable inputs that are supported by no market activity

**(n) Derivative financial instruments and hedge accounting:** The Company may use derivative financial instruments such as forward foreign exchange contracts and interest rate swaps to hedge its foreign currency risk and interest rate risk, respectively. Derivative financial instruments are initially recognized at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative. Any gains or losses arising from changes in the fair

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value of derivatives are recorded directly in the consolidated statements of income, except for the effective portion of cash flow hedges and hedges of net investments, which are recognized in other comprehensive income.

The Company designates certain derivative financial instruments as either fair value hedges, cash flow hedges, or hedges of net investments in foreign operations. The application of hedge accounting enables the recording of gains, losses, revenues and expenses from hedging items in the same period as those related to the hedged item. At the inception of a hedge relationship, the Company formally designates and documents the hedge relationship to which the Company wishes to apply hedge accounting and the risk management objective and strategy for undertaking the hedge. The documentation includes identification of the hedging instrument, the hedged item or transaction, the nature of the risk being hedged and how the entity will assess and measure the effectiveness of changes in the hedging instrument's fair value in offsetting the exposure to changes in the hedged item's fair value or cash flows attributable to the hedged risk. Such hedges are expected to be highly effective in achieving offsetting changes in fair value or cash flows and are assessed on an ongoing basis to determine whether they have actually been highly effective throughout the financial reporting periods for which they were designated.

Hedges which meet the strict criteria for hedge accounting are accounted for as follows:

*Cash flow hedges*

The effective portion of the gain or loss on the hedging instrument is recognized directly as other comprehensive income, while any ineffective portion is recognized immediately in the consolidated statements of income.

Amounts recognized as other comprehensive income are transferred to the consolidated statements of income when the hedged transaction affects profit or loss, such as when the hedged financial income or financial expense is recognized. Where the hedged item is the cost of a non-financial asset or non-financial liability, the amounts recognized in other comprehensive income are transferred at the initial carrying amount of the non-financial asset or liability.

If the forecasted transaction or firm commitment is no longer expected to occur, the cumulative gain or loss previously recognized in equity is transferred to the consolidated statements of income. If the hedging instrument expires or is sold, terminated or exercised without replacement or rollover, or if its designation as a hedge is revoked, any cumulative gain or loss previously recognized in other comprehensive income remains in other comprehensive income until the forecasted transaction or firm commitment affects profit or loss.

The Company uses forward foreign exchange contracts as hedges of its exposure to foreign currency risk on anticipated revenue or costs. The Company may use interest rate swap contracts with approved financial institutions to reduce its exposure to floating interest rates.

*Hedges of net investments*

Hedges of net investments in a foreign operation, including a hedge of a monetary item that is accounted for as part of the net investment, are accounted for in a way similar to cash flow hedges. Gains or losses on the hedging instrument related to the effective portion of the hedge are recognized as other comprehensive income while any gains or losses related to the ineffective portion are recognized in the consolidated statements of income. On disposal of the foreign operation, the cumulative value of any such gains or losses recorded in equity is transferred to the consolidated statements of income. The Company may use forward foreign exchange contracts as a hedge of its exposure to foreign exchange risk on its investments in foreign subsidiaries.

**(o) Inventories:** Inventories are stated at the lower of cost and net realizable value on a first-in, first-out basis. The cost of raw materials includes purchase cost and costs incurred in bringing each product to its present location and condition. The cost of work in progress and finished goods includes cost of raw

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materials, labour and related manufacturing overhead, excluding borrowing costs, based on normal operating capacity. Cost of inventories includes the transfer from equity of gains and losses on qualifying cash flow hedges in respect of the purchase of raw materials. Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

**(p) Impairment of non-financial assets:** The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or CGU's fair value less costs to sell and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs to sell, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded subsidiaries or other available fair value indicators.

Impairment losses of continuing operations, including impairment on inventories, are recognized in the consolidated statements of income in those expense categories consistent with the function of the impaired asset.

**(q) Provisions:** Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Where the Company expects some or all of a provision to be reimbursed, for example under an insurance contract, the reimbursement is recognized as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the consolidated statements of income net of any reimbursement. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

*Warranty provisions*

Provisions for warranty-related costs are recognized when the product is sold or the service provided. Initial recognition is based on historical experience. The initial estimate of warranty-related costs is reviewed at the end of each reporting period and adjusted to reflect the current best estimate.

*Restructuring provisions*

Restructuring provisions are only recognized when general recognition criteria for provisions are fulfilled. Additionally, the Company needs to have in place a detailed formal plan about the business or part of the business concerned, the location and number of employees affected, a detailed estimate of the associated costs and the appropriate timeline. The people affected have a valid expectation that the restructuring is being carried out or the implementation has been initiated already.

**(r) Employee benefits:** The Company operates pension plans in accordance with the applicable laws and regulations in the respective countries in which the Company conducts business. The pension benefits are provided through defined benefit and defined contribution plans. The cost of providing benefits under the defined benefit plans is determined separately for each plan using the projected unit credit method pro-rated on length of service and management's best estimate assumptions to value its pensions using a measurement date of March 31. Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized in the period in which they occur in other comprehensive income. Net interest is calculated by applying the discount rate to the net defined

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benefit liability or asset and is recognized in the selling, general and administrative expenses in the consolidated statements of income.

The past service costs are recognized immediately in net earnings as an expense.

The defined benefit asset or liability comprises the present value of the defined benefit obligation using the current interest rate at the reporting date on high quality fixed income investments with maturities that match the expected maturities of the obligation, less the fair value of plan assets out of which the obligations are to be settled. Plan assets are assets that are held by a long-term employee benefit fund or qualifying insurance policies. Plan assets are not available to the creditors of the Company, nor can they be paid directly to the Company. Fair value is based on market price information and in the case of quoted securities it is the published bid price. The value of any defined benefit asset recognized is restricted to the sum of any past service costs and actuarial gains and losses not yet recognized and the present value of any economic benefits available in the form of refunds from the plan or reductions in the future contributions to the plan.

**(s) Stock-based payments:** The Company operates both equity-settled and cash-settled share-based compensation plans under which the entity receives services from employees as consideration for equity instruments (options) of the Company or cash payments.

For equity-settled plans, namely the Employee Share Purchase Plan and the Stock Option Plan, the fair value determined at the grant date is expensed on a proportionate basis consistent with the vesting features of each grant and incorporates an estimate of the number of equity instruments that will ultimately vest. The total amount to be expensed is determined by reference to the fair value of the options granted, excluding the impact of any non-market service and performance vesting conditions (for example, profitability, sales growth targets and remaining an employee of the entity over a specified time period).

At the end of each reporting period, the Company revises its estimate of the number of equity instruments expected to vest based on the non-market vesting conditions. The impact of the revision of the original estimates, if any, is recognized in the consolidated statements of income with a corresponding adjustment to equity. The proceeds received are credited to share capital and share premiums when the options are exercised.

For cash-settled plans, namely the Deferred Stock Unit Plan, the Share Appreciation Rights and the Restricted Share Units, the expense is determined based on the fair value of the liability incurred at each award date and at each subsequent statement of financial position date until the award is settled. The fair value of the liability is measured by applying quoted market prices. Changes in fair value are recognized in the consolidated statements of income in stock-based compensation expense.

**(t) Standards adopted in fiscal 2015:** Certain new standards and amendments to standards that were adopted on April 1, 2014 are noted below.

(i) Effective April 1, 2014, the Company applied IFRIC 21 for the first time. IFRIC 21 provides guidance on when to recognize a liability to pay a levy imposed by government that is accounted for in accordance with IAS 37 – *Provisions, Contingent Liabilities and Contingent Assets*. The adoption of IFRIC 21 had no impact on the consolidated financial statements of the Company.

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**(u) The following standards have been amended to reflect Annual Improvements 2010-2012 Cycle, issued by the IASB in May 2012:**

(i) IFRS 2 – *Share-based Payments*

The IASB amended this standard to clarify the definition of a vesting condition and separately defines “performance condition” and “service condition.” The amendment is effective for share-based payment transactions for which the grant date is on or after July 1, 2014.

(ii) IFRS 3 – *Business Combinations*

The IASB amended this standard to clarify contingent consideration in a business combination. The amendment is effective for business combinations where the acquisition date is on or after July 1, 2014.

(iii) IFRS 8 – *Operating Segments*

Effective for interim and annual financial statements relating to fiscal years beginning on or after July 1, 2014, the IASB amended this standard to require disclosure of the judgements made by management in aggregating operating segments along with the requirement to include a reconciliation of segment assets to the entity’s assets when segment assets are reported. The Company does not anticipate a significant impact to the financial statements related to these amendments.

**(v) Standards issued but not yet effective:** A number of new standards and amendments to standards have been issued but are not yet effective for the financial year ended March 31, 2015, and accordingly, have not been applied in preparing these consolidated financial statements.

(i) IFRS 15 – *Revenue from Contracts with Customers*

In May 2014, the IASB issued IFRS 15 – *Revenue from Contracts with Customers* which establishes a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers. Under IFRS 15, revenue is recognized to depict the transfer of promised goods or services to customers at an amount that reflects the consideration to which an entity expects to be entitled in exchange for those goods or services. The principles in IFRS 15 provide a more structured approach to measuring and recognizing revenue. The new revenue standard will supersede all current revenue recognition requirements under IFRS.

The standard currently requires a full or modified retrospective application for annual periods beginning on or after January 1, 2017. In April 2015, the IASB proposed deferring the effective date of the standard to January 1, 2018. The IASB is expected to issue an exposure draft in May 2015 in relation to the proposed effective date deferral. The Company is in the process of reviewing the standard to determine the impact on its consolidated financial statements.

(ii) IFRS 9 – *Financial Instruments*

In July 2014, the IASB issued the final version of IFRS 9 – *Financial Instruments* which replaces all phases of the financial instruments project, IAS 39 – *Financial Instruments: Recognition and Measurement*, and all previous versions of IFRS 9. The standard introduces new requirements for classification and measurement, impairment, and hedge accounting.

The new standard is effective for annual periods beginning on or after January 1, 2018, with early adoption permitted. The Company is in the process of reviewing the standard to determine the impact on its consolidated financial statements.

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(iii) IAS 19 – *Employee Benefits*

The amendments to IAS 19 – *Employee Benefits* require an entity to consider contributions from employees or third parties when accounting for defined benefit plans. When the contributions are linked to service, they should be attributed to periods of service as a negative benefit. These amendments clarify that, if the amount of the contributions is independent of the number of years of service, an entity is permitted to recognize such contributions as a reduction in the service cost in the period in which the service is rendered, instead of allocating the contributions to the periods of service.

These amendments are effective for annual periods beginning on or after July 1, 2014. The Company is currently assessing the impact of adopting these amendments on its consolidated financial statements and does not expect any significant impact.

#### **4. CRITICAL ACCOUNTING ESTIMATES AND ASSUMPTIONS**

The preparation of the Company's consolidated financial statements requires management to make estimates, judgments and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses, and the disclosure of contingent assets and liabilities at the end of the reporting period. However, uncertainty about these estimates, judgments and assumptions could result in outcomes that require a material adjustment to the carrying amount of the asset or liability affected in future periods. The Company based its estimates, judgments and assumptions on parameters available when the consolidated financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising beyond the control of the Company. Such changes are reflected in the estimates when they occur.

The following are the critical judgments, estimates and assumptions that have been made in applying the Company's accounting policies and that have the most significant effect on the amounts in the consolidated financial statements:

##### **ESTIMATES**

**(a) Revenue recognition and contracts in progress:** Revenues from construction contracts are recognized on a percentage of completion basis as outlined in note 3(d) "Construction contracts." In applying the accounting policy on construction contracts, judgment is required in determining the expected profitability of the contract and the estimated costs to complete a contract. These factors are reviewed at each reporting period and by their nature may give rise to income volatility.

**(b) Income taxes:** Deferred income tax assets, disclosed in note 18, are recognized to the extent that it is probable that taxable income will be available against which the losses can be utilized. Significant management judgment is required to determine the amount of deferred tax assets that can be recognized based upon the likely timing and level of future taxable income together with future tax planning strategies.

If the assessment of the Company's ability to utilize the deferred tax asset changes, the Company would be required to recognize more or fewer of the deferred tax assets which would increase or decrease income tax expense in the period in which this is determined. The Company establishes provisions based on reasonable estimates for possible consequences of audits by the tax authorities of the respective countries in which it operates. The amount of such provisions is based on various factors, such as experience of previous taxation audits and differing interpretations of tax regulations by the taxable entity and the respective tax authority. These provisions for uncertain tax positions are made using the best estimate of the amount expected to be paid based on a qualitative assessment of all the relevant factors. The Company reviews the adequacy of these provisions at each quarter. However, it is possible that at some future date an additional liability could result from audits by the taxation authorities.

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Where the final tax outcome of these matters is different from the amount initially recorded, such differences will affect the tax provisions in the period in which such determination is made.

**(c) Stock-based payment transactions:** The Company measures the cost of transactions with employees by reference to the fair value of the equity instruments. Estimating fair value for stock-based payment transactions requires the determination of the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determining the most appropriate inputs to the valuation model including the future forfeiture rate, the expected life of the share option, weighted average risk-free interest rate, volatility and dividend yield and making assumptions about them. The assumptions and models used for estimating fair value for stock-based payment transactions are disclosed in note 19 to the consolidated financial statements.

**(d) Impairment of non-financial assets:** Impairment exists when the carrying value of an asset or CGU exceeds its recoverable amount, which is the higher of its fair value less costs to sell and its value in use. As disclosed in notes 11 and 12 to the consolidated financial statements, the calculations involve significant estimates and assumptions. Items estimated include cash flows, discount rates and assumptions on revenue growth rates. These estimates could affect the Company's future results if the current estimates of future performance and fair values change.

**(e) Employee benefits:** The cost of defined benefit pension plans and the present value of the pension obligations are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, mortality rates and future pension increases. Due to the complexity of the valuation, the underlying assumptions and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

In determining the appropriate discount rate, management considers the interest rates of corporate bonds in the respective currency, with extrapolated maturities corresponding to the expected duration of the defined benefit obligation. The mortality rate is based on publicly available mortality tables for the specific country. Future salary increases and pension increases are based on expected future inflation rates for the respective country.

Further details about the assumptions used are provided in note 15.

**(f) Fair value measurement:** Acquisitions that meet the definition of a business combination require the Company to recognize the assets acquired and liabilities assumed at their fair value on the date of the acquisition. The calculation of fair value of the assets and liabilities may require the use of estimates and assumptions, based on discounted cash flows, market information and using independent valuations and management's best estimates.

## 5. ACQUISITION

On September 1, 2014, the Company completed its acquisition of 100% of the shares of M+W Process Automation GmbH and ProFocus LLC (collectively Process Automation Solutions or "PA"). PA is a global provider of engineering-based automation services and solutions focused on the control, performance monitoring and measurement of critical production processes. It has been integrated with the Company's existing Automation Systems segment. The acquisition is aligned with the Company's stated strategy of scaling its position in the global automation market by adding to its services and life-cycle management capabilities across several core elements of the customer value chain.

The total cash consideration paid for PA was \$367,210 (253,139 Euro). At the close of the transaction, \$364,626 (251,241 Euro) was paid, with the balance paid in May 2015. In addition, the Company incurred \$9,224 of transaction costs related to the acquisition which were recognized in selling, general and administrative expenses.

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Cash used in investing activities is determined as follows:

Cash consideration	\$	367,210
Less cash acquired		(11,829)
	\$	355,381

The purchase cost was allocated to the underlying assets acquired and liabilities assumed based upon the estimated fair values at the date of acquisition. The Company determined the fair values based on discounted cash flows, market information, and using independent valuations and management's best estimates. Final valuations of intangible assets and certain assets are not yet complete due to the inherent complexity associated with valuations. Therefore, the purchase price allocation is preliminary and is subject to adjustment upon completion of the valuation process and analysis of resulting tax effects.

The preliminary allocation of the purchase price at fair value is as follows:

Purchase price allocation		
Cash	\$	11,829
Current assets		67,273
Property, plant and equipment		3,233
Intangible assets with a definite life		
Technology		290
Customer relationships		100,140
Other		12,564
Current liabilities		(55,831)
Deferred income tax liability		(31,689)
Other long-term liabilities		(1,833)
Net identifiable assets		105,976
Residual purchase price allocated to goodwill		261,234
	\$	367,210

Non-cash working capital includes accounts receivable of \$21,924, representing gross contractual amounts receivable of \$22,210 less management's best estimate of the contractual cash flows not expected to be collected of \$286.

The primary factors that contributed to a residual purchase price that resulted in the recognition of goodwill are: the existing PA business; the acquired workforce; access to growth opportunities in new markets and with existing customers; and the combined strategic value to the Company's growth plan. Approximately \$52,200 and \$22,600 of the amounts assigned to goodwill and intangible assets respectively are expected to be deductible for tax purposes.

During the three-month period ended March 31, 2015, changes to the purchase price allocation resulted in a decrease in working capital of \$2,684, a decrease in intangible assets of \$290, a decrease in deferred income tax liability of \$263 and an increase in goodwill of \$5,295.

Included in the PA acquisition was the acquisition of a majority interest in a PA subsidiary, M+W Advanced Applications GmbH. On January 15, 2015, the Company increased its ownership from 74% to 100% of the subsidiary. The total cash consideration to be paid in respect of this increased ownership is expected to be \$4,426 (3,199 Euro), which includes expected future payments of \$1,327 (959 Euro) which are payable and subject to upward and downward adjustment of up to 50% of the expected future payments based on the achievement of certain operating performance targets over the next two years.



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This acquisition was accounted for as a business combination with the Company as the acquirer of PA. The purchase method of accounting was used and the earnings have been consolidated from the acquisition date, September 1, 2014. PA has contributed approximately \$151,448 in revenue and \$949 in net income to fiscal 2015 results to date. If PA had been acquired at the beginning of ATS' fiscal year (April 1, 2014), the Company estimates that revenues from continuing operations and net income from continuing operations of the combined PA and ATS entity for the year ended March 31, 2015 would have been approximately \$1,036,000 and \$50,000 respectively.

**6. DISCONTINUED OPERATIONS AND ASSETS HELD FOR SALE**

**(a) Solar:** During the year ended March 31, 2015, the Company completed its divestiture of the Ontario-based Solar business.

During the year ended March 31, 2014, the Company's 50% owned joint operation, Ontario Solar PV Fields ("OSPV"), sold four ground-mount solar projects. OSPV retained 25% ownership of the projects until the projects reached commercial operation in October 2014. Net proceeds to the Company were \$21,400, of which the Company received net proceeds of \$7,500 during the year ended March 31, 2015 and \$13,900 during the years ended March 31, 2014 and March 31, 2013. During the year ended March 31, 2015, the Company recognized a gain of \$7,000 on the sale of the projects.

During the year ended March 31, 2015, the Company sold the three remaining ground-mount solar projects. Net proceeds to the Company were \$14,600, and the Company recognized a gain of \$9,700 on the sale of the projects.

Years ended	March 31 2015	March 31 2014
Revenues	\$ —	\$ 1,079
Gain on sale	16,693	13,815
Operating costs and expenses	(502)	(2,088)
<b>Income from discontinued operations</b>	<b>16,191</b>	<b>12,806</b>
Net finance costs	1	4
Income from discontinued operations before income taxes	16,190	12,802
Income tax recovery	8	—
<b>Income from discontinued operations, net of tax</b>	<b>\$ 16,198</b>	<b>\$ 12,802</b>
<b>Income per share</b>		
Basic and diluted - from discontinued operations	\$ 0.18	\$ 0.14

Included in the year ended March 31, 2014 was a non-cash recovery of \$3,000 related to the reversal of a warranty provision which was no longer required.

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The major classes of assets and liabilities of Solar classified as associated with discontinued operations are as follows:

As at	March 31 2015	March 31 2014
<b>Assets</b>		
Cash and cash equivalents	\$ —	\$ 2,148
Accounts receivable	—	31
Inventories	—	677
Deposits and prepaid assets	—	4,239
Other assets <sup>(i)</sup>	—	6,170
<b>Assets held for sale</b>	<b>\$ —</b>	<b>\$ 13,265</b>
<b>Liabilities</b>		
Accounts payable and accrued liabilities	\$ —	\$ 6,738
Provisions	—	36
Liabilities directly associated with assets held for sale	\$ —	\$ 6,774
<b>Net assets directly associated with disposal group</b>	<b>\$ —</b>	<b>\$ 6,491</b>

(i) Other assets primarily consisted of the remaining investment in the ground-mount solar projects.

**(b) ATS Wickel-und Montagetechnik AG:** On March 26, 2015, the Company signed an agreement to sell its Swiss-based subsidiary, ATS Wickel-und Montagetechnik AG, for net proceeds of \$2,235 (1,715 CHF), pending post-closing adjustments. The sale is expected to close in the first quarter of fiscal 2016.

The major classes of assets and liabilities of ATS Wickel-und Montagetechnik AG classified as held for sale are as follows:

As at	March 31 2015
<b>Assets</b>	
Cash and cash equivalents	\$ 474
Accounts receivable	1,483
Inventories	238
Costs and earnings in excess of billings on contracts in progress	1,582
Deposits, prepaids and other assets	98
Property, plant and equipment	219
Intangible assets	127
<b>Assets held for sale</b>	<b>\$ 4,221</b>
<b>Liabilities</b>	
Accounts payable and accrued liabilities	\$ 1,632
Billings in excess of costs and earnings on contracts in progress	240
Provisions	130
Employee benefits	3,715
Liabilities directly associated with assets held for sale	\$ 5,717
<b>Net liabilities held for sale</b>	<b>\$ (1,496)</b>

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**7. CONSTRUCTION CONTRACTS AND INVENTORIES**

As at	March 31 2015	March 31 2014
Contracts in progress:		
Costs incurred	\$ 1,187,283	\$ 870,970
Estimated earnings	370,309	258,694
	<b>1,557,592</b>	1,129,664
Progress billings	<b>(1,440,810)</b>	(1,042,796)
	<b>\$ 116,782</b>	\$ 86,868
Disclosed as:		
Costs and earnings in excess of billings on contracts in progress	\$ 192,813	\$ 146,231
Billings in excess of costs and earnings on contracts in progress	<b>(76,031)</b>	(59,363)
	<b>\$ 116,782</b>	\$ 86,868

As at	March 31 2015	March 31 2014
Inventories are summarized as follows:		
Raw materials	\$ 11,708	\$ 12,832
Work in progress	28,984	10,358
Finished goods	1,387	996
	<b>\$ 42,079</b>	\$ 24,186

The amount charged to net income and included in cost of revenues for the write-down of inventories for valuation issues during the year ended March 31, 2015 was \$906 (March 31, 2014 - \$390). The amount of inventories carried at net realizable value as at March 31, 2015 was \$1,778 (March 31, 2014 - \$2,158).

**8. DEPOSITS, PREPAIDS AND OTHER ASSETS**

As at	March 31 2015	March 31 2014
Prepaid assets	\$ 6,937	\$ 5,071
Restricted cash <sup>(i)</sup>	409	813
Supplier deposits	5,537	2,941
Forward foreign exchange contracts	1,785	796
Other assets	63	9
	<b>\$ 14,731</b>	\$ 9,630

(i) Restricted cash primarily consists of cash collateralized to secure letters of credit.

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**9. PROPERTY, PLANT AND EQUIPMENT**

		<b>Buildings and Land</b>	<b>Production leaseholds</b>	<b>Production equipment</b>	<b>Other equipment</b>	<b>Total</b>
<b>Cost:</b>						
Balance, at March 31, 2013	\$	20,038	\$ 90,431	\$ 13,211	\$ 25,041	\$ 148,721
Additions		—	576	696	2,988	4,260
Acquisition of a subsidiary		—	1,714	62	1,395	3,171
Disposals		—	(1)	(353)	(1,614)	(1,968)
Exchange and other adjustments		1,813	7,226	1,811	1,745	12,595
Balance, at March 31, 2014	\$	21,851	\$ 99,946	\$ 15,427	\$ 29,555	\$ 166,779
Additions		—	2,529	1,321	7,304	11,154
Acquisition of a subsidiary		—	944	123	2,166	3,233
Disposals		(1,228)	(19,598)	(993)	(2,363)	(24,182)
Exchange and other adjustments		50	1,637	(914)	(942)	(169)
<b>Balance, at March 31, 2015</b>	<b>\$</b>	<b>20,673</b>	<b>\$ 85,458</b>	<b>\$ 14,964</b>	<b>\$ 35,720</b>	<b>\$ 156,815</b>

		<b>Buildings and Land</b>	<b>Production leaseholds</b>	<b>Production equipment</b>	<b>Other equipment</b>	<b>Total</b>
<b>Depreciation:</b>						
Balance, at March 31, 2013	\$	—	\$ (43,374)	\$ (10,535)	\$ (15,543)	\$ (69,452)
Depreciation expense		—	(3,477)	(825)	(2,943)	(7,245)
Disposals		—	—	302	1,491	1,793
Exchange and other adjustments		—	(3,794)	(1,439)	(1,230)	(6,463)
Balance, at March 31, 2014	\$	—	\$ (50,645)	\$ (12,497)	\$ (18,225)	\$ (81,367)
Depreciation expense		—	(3,138)	(767)	(4,303)	(8,208)
Disposals		—	12,440	952	2,167	15,559
Exchange and other adjustments		—	(434)	922	614	1,102
<b>Balance, at March 31, 2015</b>	<b>\$</b>	<b>—</b>	<b>\$ (41,777)</b>	<b>\$ (11,390)</b>	<b>\$ (19,747)</b>	<b>\$ (72,914)</b>

**Net book value:**

<b>At March 31, 2015</b>	<b>\$</b>	<b>20,673</b>	<b>\$ 43,681</b>	<b>\$ 3,574</b>	<b>\$ 15,973</b>	<b>\$ 83,901</b>
At March 31, 2014	\$	21,851	\$ 49,301	\$ 2,930	\$ 11,330	\$ 85,412

Included in other equipment as at March 31, 2015 is \$1,341 (March 31, 2014 - \$70) of assets which are under construction and have not been depreciated.

**10. INVESTMENT PROPERTY**

	<b>2015</b>	<b>2014</b>
Opening	\$ 4,341	\$ 3,712
Foreign exchange adjustment	(461)	629
Balance, at March 31	\$ 3,880	\$ 4,341

The estimated fair value of the Company's investment property at March 31, 2015 and March 31, 2014 approximates its carrying value, based on comparable market data for similar properties. The investment property is a plot of vacant land which does not earn any rental income nor incur any direct operating expenses, including repairs and maintenance.

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**11. GOODWILL**

The carrying amount of goodwill acquired through business combinations has been allocated to a group of CGUs which combine to form a single operating segment being Automation Systems Group, as follows:

As at	<b>March 31 2015</b>	March 31 2014
Automation Systems Group	<b>\$ 405,881</b>	\$ 151,731
	<b>2015</b>	2014
Balance at April 1	<b>\$ 151,731</b>	\$ 58,542
Acquisition – IWK	—	79,404
Acquisition – PA	<b>261,234</b>	—
Foreign exchange	<b>(7,084)</b>	13,785
Balance at March 31	<b>\$ 405,881</b>	\$ 151,731

The Company performed its annual impairment test of goodwill as at March 31, 2015. The recoverable amount of the group of CGUs is determined based on fair value less costs to sell using a capitalized EBITDA approach. This approach requires management to estimate maintainable future EBITDA and capitalize this amount by rates of return which incorporate the specific risks and opportunities facing the business. EBITDA includes net income from continuing operations less income taxes, net finance charges, depreciation and amortization.

In determining a maintainable future EBITDA, the historical operating results for the five years ended March 31, 2015 were compared to the budgeted results for the year ending March 31, 2016, as presented to and approved by the Board of Directors. Non-recurring and unusual items have been adjusted in order to normalize past EBITDA. Management selected capitalization rates in the range of 6.7% to 10.0% for the calculation of the reasonable range of capitalized EBITDA. As a result of the analysis, management did not identify impairment for this group of CGUs.

Management believes that any reasonable possible change in the key assumptions on which the recoverable amount is based would not cause the aggregate carrying amount to exceed the aggregate recoverable amount of the group of CGUs.

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**12. INTANGIBLE ASSETS**

	Development projects	Computer software, licenses and other	Technology	Customer relationships	Brands	Total
<b>Cost:</b>						
Balance, at March 31, 2013	\$ 3,795	\$ 17,712	\$ 9,670	\$ 14,944	\$ 4,413	\$ 50,534
Additions	3,260	3,583	—	—	—	6,843
Acquisition of a subsidiary	—	2,827	11,107	56,091	7,775	77,800
Disposals	—	(186)	—	—	—	(186)
Exchange and other adjustments	63	1,511	2,585	7,666	1,504	13,329
Balance, at March 31, 2014	\$ 7,118	\$ 25,447	\$ 23,362	\$ 78,701	\$ 13,692	\$ 148,320
Additions	3,529	3,223	—	—	—	6,752
Acquisition of a subsidiary	174	12,390	290	100,140	—	112,994
Disposals	—	(273)	—	—	—	(273)
Exchange and other adjustments	(402)	(4,092)	(2,047)	(12,753)	(1,454)	(20,748)
<b>Balance, at March 31, 2015</b>	<b>\$ 10,419</b>	<b>\$ 36,695</b>	<b>\$ 21,605</b>	<b>\$ 166,088</b>	<b>\$ 12,238</b>	<b>\$ 247,045</b>

	Development projects	Computer software, licenses and other	Technology	Customer relationships	Brands	Total
<b>Amortization:</b>						
Balance, at March 31, 2013	\$ (3,134)	\$ (9,662)	\$ (3,040)	\$ (7,083)	\$ —	\$ (22,919)
Amortization	(249)	(2,963)	(1,839)	(6,159)	—	(11,210)
Disposals	—	180	—	—	—	180
Exchange and other adjustments	(15)	(1,077)	(590)	(1,391)	—	(3,073)
Balance, at March 31, 2014	\$ (3,398)	\$ (13,522)	\$ (5,469)	\$ (14,633)	\$ —	\$ (37,022)
Amortization	(758)	(13,828)	(2,661)	(15,069)	—	(32,316)
Disposals	—	249	—	—	—	249
Exchange and other adjustments	32	3,620	474	1,528	—	5,654
<b>Balance, at March 31, 2015</b>	<b>\$ (4,124)</b>	<b>\$ (23,481)</b>	<b>\$ (7,656)</b>	<b>\$ (28,174)</b>	<b>\$ —</b>	<b>\$ (63,435)</b>

**Net book value:**

<b>At March 31, 2015</b>	<b>\$ 6,295</b>	<b>\$ 13,214</b>	<b>\$ 13,949</b>	<b>\$ 137,914</b>	<b>\$ 12,238</b>	<b>\$ 183,610</b>
At March 31, 2014	\$ 3,720	\$ 11,925	\$ 17,893	\$ 64,068	\$ 13,692	\$ 111,298

Included in computer software, licenses and other intangibles as at March 31, 2015 is \$150 of intangible assets which are in development and have not been depreciated (March 31, 2014 - \$1,719 in development projects and \$4,663 in computer software, licenses and other intangibles). Research and development costs that are not eligible for capitalization have been expensed and are recognized in cost of revenues.

The Company performed its annual impairment test of indefinite-lived intangible assets as at March 31, 2015. The intangible assets acquired during the year ended March 31, 2015 related to PA were recorded at fair value based on discounted cash flows, market information, and using independent valuations and management's best estimates. The recoverable amount of the previously acquired intangible assets was estimated based on a value in use calculation using the present value of the future cash flows expected to be derived by the related subsidiaries. This approach requires management to estimate cash flows which include EBIT from continuing operations less income taxes, depreciation and amortization and capital expenditures.

In determining future cash flows, the budgeted results for the year ending March 31, 2016, as presented to and approved by the Board of Directors were extrapolated for a five-year period. Management used pre-tax discount rates in the range of 15% to 20% to determine the present value of the future cash flows.

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As a result of the analysis, management did not identify an impairment of the intangible assets and any reasonable change in assumptions would not result in impairment.

**13. FINANCIAL INSTRUMENTS**

**(i) Categories of financial assets and liabilities:**

The carrying values of the Company's financial instruments are classified into the following categories:

As at	March 31, 2015				
	Fair value through profit or loss	Cash flow hedges	Loans, borrowings, and receivables	Other liabilities	Total carrying value
Cash and cash equivalents	\$ —	\$ —	\$ 106,052	\$ —	\$ 106,052
Trade accounts receivable	—	—	138,476	—	138,476
Bank indebtedness	—	—	(1,731)	—	(1,731)
Trade accounts payable and accrued liabilities	—	—	—	(172,115)	(172,115)
Long-term debt	—	—	—	(289,526)	(289,526)
Derivatives classified as held for trading – loss <sup>(i)</sup>	(259)	—	—	—	(259)
Derivatives designated as cash flow hedges – loss <sup>(i)</sup>	—	(3,029)	—	—	(3,029)

As at	March 31, 2014				
	Fair value through profit or loss	Cash flow hedges	Loans, borrowings and receivables	Other liabilities	Total carrying value
Cash and cash equivalents	\$ —	\$ —	\$ 76,466	\$ —	\$ 76,466
Trade accounts receivable	—	—	104,678	—	104,678
Bank indebtedness	—	—	(913)	—	(913)
Trade accounts payable and accrued liabilities	—	—	—	(121,306)	(121,306)
Long-term debt	—	—	—	(5,139)	(5,139)
Derivatives classified as held for trading – gain <sup>(i)</sup>	535	—	—	—	535
Derivatives designated as cash flow hedges – loss <sup>(i)</sup>	—	(862)	—	—	(862)

(i) Derivative financial instruments in a gain position are included in deposits, prepaids and other assets and derivative financial instruments in a loss position are included in accounts payable and accrued liabilities on the consolidated statements of financial position.

**(ii) Fair value measurements:**

The following table presents information about the Company's assets and liabilities measured at fair value on a recurring basis as at March 31, 2015 and March 31, 2014 and indicates the fair value hierarchy of the valuation techniques used to determine such fair value:

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As at	Carrying Value	Level 1	Level 2	Level 3	March 31 2015 Fair Value Total
Measured at fair value:					
Derivatives classified as held for trading	\$ (259)	\$ —	\$ (259)	\$ —	\$ (259)
Derivatives designated as cash flow hedges	(3,029)	—	(3,029)	—	(3,029)
Disclosed at fair value:					
Investment property	3,880	—	—	3,880	3,880
Bank indebtedness	(1,731)	—	(1,731)	—	(1,731)
Long-term debt	(289,526)	—	(289,526)	—	(289,526)

As at	Carrying Value	Level 1	Level 2	Level 3	March 31 2014 Fair Value Total
Measured at fair value:					
Derivatives classified as held for trading	\$ 535	\$ —	\$ 535	\$ —	\$ 535
Derivatives designated as cash flow hedges	(862)	—	(862)	—	(862)
Disclosed at fair value:					
Investment property	4,341	—	—	4,341	4,341
Bank indebtedness	(913)	—	(913)	—	(913)
Long-term debt	(5,139)	—	(5,139)	—	(5,139)

The estimated fair values of cash and cash equivalents, accounts receivable, bank indebtedness, accounts payable and accrued liabilities approximate their respective carrying values due to the short period to maturity. The estimated fair value of long-term debt approximates the carrying value due to interest rates approximating current market values. Derivative financial instruments are carried at fair value determined by reference to quoted bid or asking prices, as appropriate, in active markets at period-end dates. The derivative contract counterparties are highly rated multinational financial institutions.

During the years ended March 31, 2015 and March 31, 2014, there were no transfers between Level 1 and Level 2 fair value measurements, and no transfers into or out of Level 3 fair value measurements.

#### Derivative financial instruments

The Company uses forward foreign exchange contracts to manage foreign currency exposure. Forward foreign exchange contracts that are not designated in hedging relationships are classified as held-for-trading, with changes in fair value recognized in selling, general and administrative expenses in the consolidated statements of income. During the year ended March 31, 2015, the fair value of derivative financial assets classified as held-for-trading and included in deposits, prepaids and other assets increased by \$8 (increased by \$564 during the year ended March 31, 2014) and the fair value of derivative financial liabilities classified as held-for-trading and included in accounts payable and accrued liabilities decreased by \$800 during the year ended March 31, 2015 (decreased by \$325 during the year ended March 31, 2014).

#### Cash flow hedges

During the years ended March 31, 2015 and March 31, 2014 there were no unrealized gains or losses recognized in selling, general and administrative expenses for the ineffective portion of cash flow hedges. After-tax unrealized gains of \$2,268 and after-tax unrealized losses of \$nil are included in accumulated other comprehensive income at March 31, 2015 and are expected to be reclassified to net income over the next 12 months when the revenue and purchases are recorded (unrealized gains of \$646 and unrealized losses on \$nil at March 31, 2014).

The following table summarizes the Company's commitments to buy and sell foreign currencies under forward foreign exchange contracts as at March 31, 2015:



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<b>Currency sold</b>	<b>Currency bought</b>	<b>Notional amount sold</b>	<b>Weighted average rate</b>
U.S. dollars	Canadian dollars	47,875	1.1830
U.S. dollars	Euros	2,641	0.8925
U.S. dollars	Malaysian ringgits	7,076	0.2887
Swiss francs	Canadian dollars	1,256	1.3801
Singapore dollars	U.S. dollars	955	1.0000
Chinese renminbi	Euros	10,865	0.1515
Chinese renminbi	U.S. dollars	15,900	0.1607
Euros	Canadian dollars	26,785	1.3529
Euros	Swiss francs	798	1.2021
Euros	U.S. dollars	2,271	1.2229
Canadian dollars	Euros	14,132	0.7164
Canadian dollars	Great British pounds	1,465	0.5462
Canadian dollars	Singapore dollars	444	1.0902
Canadian dollars	Swiss francs	960	0.8418
Canadian dollars	U.S. dollars	16,507	0.8300

**(iii) Risks arising from financial instruments and risk management**

The Company is exposed to financial risks that may potentially impact its operating results including market risks (foreign exchange rate, interest rate and other market price risks), credit risk and liquidity risk. The Company's overall risk management program focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on the Company's financial performance. The Company uses derivative financial instruments to mitigate exposure to fluctuations in foreign exchange rates. The Company does not enter into derivative financial agreements for speculative purposes.

Currency risk

The Company transacts business in multiple currencies, the most significant of which are the Canadian dollar, the U.S. dollar and the Euro. As a result, the Company has foreign currency exposure with respect to items denominated in foreign currencies. The types of foreign exchange risk can be categorized as follows:

*Translation exposure*

Assets and liabilities are translated into Canadian dollars using the exchange rates in effect at the statement of financial position dates. Unrealized translation gains and losses are deferred and included in accumulated other comprehensive income. The cumulative currency translation adjustments are recognized in income when there has been a reduction in the net investment in the foreign operations.

Foreign currency based earnings are translated into Canadian dollars each period at prevailing rates. As a result, fluctuations in the value of the Canadian dollar relative to these other currencies will impact reported net income. Foreign currency risks arising from the translation of assets and liabilities of foreign operations into the Company's functional currency are generally not hedged; however, the Company may decide to hedge this risk under certain circumstances. The Company has assessed the net foreign currency exposure of operations relative to their own functional currency. A fluctuation of +/- 5% in the Euro and U.S. dollar, provided as an indicative range in a volatile currency environment, would, everything else being equal, have an effect on accumulated other comprehensive income for the year ended March 31, 2015 of approximately +/- \$23,733 and \$16,242 respectively (2014 +/- \$12,046 and \$9,914) and on income from continuing operations before income taxes for the year ended March 31, 2015 of approximately +/- \$138 and \$677 respectively (2014 +/- \$28 and \$1,030).

*Transaction exposure*

The Company generates significant revenues in foreign currencies, primarily U.S. dollars, which exceed the natural hedge provided by purchases of goods and services in those currencies. In order to manage this net foreign currency exposure in subsidiaries which do not have the U.S. dollar as the functional

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currency, the Company enters into forward foreign exchange contracts. The timing and amount of these forward foreign exchange contracts are estimated based on existing customer contracts on hand or anticipated, current conditions in the Company's markets and the Company's past experience. As such, there is not a material transaction exposure.

Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. Financial instruments that potentially subject the Company to credit risk consist of accounts receivable and derivative financial instruments. The carrying values of these assets represent management's assessment of the associated maximum exposure to such credit risk. Substantially all of the Company's trade accounts receivable are due from customers in a variety of industries and, as such, are subject to normal credit risks from their respective industries. The Company regularly monitors customers for changes in credit risk. The Company does not believe that any single industry or geographic region represents significant credit risk. Credit risk concentration with respect to trade receivables is mitigated by the Company's client base being primarily large, multinational customers and through insurance purchased by the Company.

	<b>March 31 2015</b>	March 31 2014
Trade receivables – aged by due date as at		
Current	<b>\$ 115,298</b>	\$ 80,729
1 – 30 days	<b>12,104</b>	9,894
31 – 60 days	<b>2,949</b>	3,954
61 – 90 days	<b>2,613</b>	1,293
Over 90 days	<b>7,801</b>	12,593
<b>Total</b>	<b>\$ 140,765</b>	\$ 108,463

The movement in the Company's allowance for doubtful accounts for the years ended March 31 was as follows:

	<b>2015</b>	2014
Balance at April 1	<b>\$ 3,785</b>	\$ 3,405
Provisions and revisions	<b>(1,487)</b>	512
Foreign exchange	<b>(9)</b>	(132)
<b>Balance at March 31</b>	<b>\$ 2,289</b>	\$ 3,785

The Company minimizes credit risk associated with derivative financial instruments by only entering into derivative transactions with highly rated multinational financial institutions, in order to reduce the risk of counterparty default.

Liquidity risk

Liquidity risk is the risk that the Company may encounter difficulties in meeting obligations associated with financial liabilities. As at March 31, 2015, the Company was holding cash and cash equivalents of \$106,052 (March 31, 2014 - \$76,466) and had unutilized lines of credit of \$376,873 (March 31, 2014 - \$179,253). During the year ended March 31, 2015, the Company amended its senior secured credit facility (the "Credit Facility") as described in note 16 to the consolidated financial statements. The Company expects that continued cash flows from operations in fiscal 2016, together with cash and cash equivalents on hand and available credit facilities, will be more than sufficient to fund its requirements for investments in working capital, property, plant and equipment and strategic investments including some potential acquisitions, and that the Company's credit ratings provide reasonable access to capital markets to facilitate future debt issuance.

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The Company's accounts payable primarily have contractual maturities of less than 90 days and the contractual cash flows equal their carrying value. The Company's long-term debt obligations and scheduled interest payments are presented in note 16 to the consolidated financial statements.

Interest rate risk

In relation to its debt financing, the Company is exposed to changes in interest rates, which may impact the Company's borrowing costs. Floating rate debt exposes the Company to fluctuations in short-term interest rates. As at March 31, 2015, \$287,722 or 99% (March 31, 2014 – \$3,592 or 70%) of the Company's total debt is subject to movements in floating interest rates. A +/- 1% change in interest rates in effect for the fiscal year would, all things being equal, have an impact of +/- \$2,877 on income from continuing operations before income taxes for the year ended March 31, 2015 (March 31, 2014 – \$36).

**14. PROVISIONS**

	<b>Warranty</b>	<b>Restructuring</b>	<b>Other</b>	<b>Total</b>
Balance, at March 31, 2013	\$ 8,152	\$ 117	\$ 827	\$ 9,096
Provisions made	5,080	6,118	7,070	18,268
Acquisition of a subsidiary	1,297	106	—	1,403
Provisions reversed	(5,170)	—	—	(5,170)
Provisions used	(3,106)	(4,652)	(6,099)	(13,857)
Exchange adjustments	579	46	47	672
Balance, at March 31, 2014	\$ 6,832	\$ 1,735	\$ 1,845	\$ 10,412
Provisions made	5,093	1,684	5,635	12,412
Acquisition of a subsidiary	254	—	—	254
Provisions reversed	(1,534)	—	(502)	(2,036)
Provisions used	(2,879)	(2,025)	(5,774)	(10,678)
Exchange adjustments	(64)	25	94	55
<b>Balance, at March 31, 2015</b>	<b>\$ 7,702</b>	<b>\$ 1,419</b>	<b>\$ 1,298</b>	<b>\$ 10,419</b>

**Warranty provisions**

Warranty provisions are related to sales of products and are based on experience reflecting statistical trends of warranty costs.

**Restructuring**

Restructuring charges are recognized in the period incurred and when the criteria for provisions are fulfilled. Termination benefits are recognized as a liability and an expense when the Company is demonstrably committed through a formal restructuring plan.

**15. EMPLOYEE BENEFITS**

The Company operates pension plans for certain of its employees through defined contribution plans and defined benefit plans. The costs associated with defined contribution plans are expensed as incurred. The most recent actuarial valuations of the defined benefit plans were completed as at March 31, 2015. The next valuations are scheduled to be as at March 31, 2016. The changes in the fair value of assets, the employee benefit obligation, and the funded status were:

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As at	March 31 2015	March 31 2014
<b>Accrued benefit obligations:</b>		
Opening balance	\$ 33,371	\$ 21,116
Acquisition of a subsidiary	1,313	11,110
Interest cost	1,058	760
Service cost	2,081	1,008
Assumption changes	4,095	(618)
Contributions	387	336
Transfers and benefits paid	(970)	(3,623)
Insurance premiums	(207)	(208)
Foreign exchange	(1,393)	3,490
Accrued benefit obligations associated with assets held for sale	(12,867)	—
<b>Accrued benefit obligations, ending balance</b>	<b>\$ 26,868</b>	<b>\$ 33,371</b>
<b>Plan assets:</b>		
Opening balance	\$ 10,158	\$ 10,535
Interest income included in net interest expense	328	256
Net actuarial loss	—	276
Company contributions	564	664
Employee contributions	387	336
Transfers and benefits paid	(213)	(3,246)
Insurance premiums	(207)	(208)
Foreign exchange	226	1,545
Plan assets associated with assets held for sale	(9,152)	—
<b>Plan assets, ending balance</b>	<b>\$ 2,091</b>	<b>\$ 10,158</b>
<b>Employee benefits liability</b>	<b>\$ 24,777</b>	<b>\$ 23,213</b>

Amounts recognized in the consolidated statements of comprehensive income (before tax) were:

As at	2015	2014
Total actuarial gains (losses) recognized in OCI	\$ (4,245)	\$ 894

The significant weighted average annual actuarial assumptions used in measuring the accrued benefit obligation were:

	March 31 2015	March 31 2014
Discount rate	1.7%	3.4%
Rate of compensation increase	2.1%	2.5%

**Sensitivity analysis**

Significant actuarial assumptions for the determination of the defined obligation are the discount rate and life expectancy. The sensitivity analyses have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

As at March 31, 2015, the following quantitative analysis shows changes to the significant actuarial assumptions and the corresponding impact to the accrued benefit obligations:

	Discount rate		Life expectancy	
	1% increase	1% decrease	Increase by 1 year	Decrease by 1 year
Accrued benefit obligations	\$ (3,532)	\$ 4,430	\$ 936	\$ (922)

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The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

The weighted average allocations of plan assets were:

	<b>March 31 2015</b>	March 31 2014
Equity securities	<b>10.9%</b>	11.0%
Debt securities	<b>40.9%</b>	41.2%
Real estate	<b>22.8%</b>	22.9%
Other	<b>25.4%</b>	24.9%

The fair values of equity securities and debt securities plan assets are determined based on generally quoted market prices in active markets. The fair value of real estate plan assets is valued based on appraisals performed by a qualified external real estate appraiser.

No plan assets were directly invested in the Company's securities.

The net employee benefits expense included the following components:

Years ended	<b>March 31 2015</b>	March 31 2014
<b>Defined benefit plans</b>		
Service cost	<b>\$ 1,949</b>	\$ 1,008
Interest cost	<b>873</b>	589
	<b>2,822</b>	1,597
Defined contribution plans	<b>2,600</b>	2,302
<b>Net employee benefits expense</b>	<b>\$ 5,422</b>	\$ 3,899

The Company expects to contribute \$273 to its defined benefit plans during the year ended March 31, 2015.

The cumulative actuarial losses, net of income taxes, recognized as other comprehensive income as at March 31, 2015 was \$1,410 (March 31, 2014 - \$4,457).

## **16. BANK INDEBTEDNESS AND LONG-TERM DEBT**

During the year ended March 31, 2015 the Company amended its senior secured credit facility (the "Credit Facility"). The Credit Facility provides a four-year committed revolving credit facility of \$750,000 and matures on August 29, 2018. The Credit Facility is secured by (i) the Company's assets, excluding real estate; (ii) assets, excluding real estate, of certain of the Company's North American subsidiaries; and (iii) a pledge of shares of certain of the Company's non-North American subsidiaries. Certain of the Company's subsidiaries also provide guarantees under the Credit Facility. At March 31, 2015, the Company had utilized \$375,018 under the Credit Facility, of which \$290,000 was classified as long-term debt (March 31, 2014 - \$nil) and \$85,018 by way of letters of credit (March 31, 2014 - \$72,633).

The Credit Facility is available in Canadian dollars by way of prime rate advances and/or bankers' acceptances, in U.S. dollars by way of base rate advances and/or LIBOR advances, in Swiss francs, Euros and British pounds sterling by way of LIBOR advances and by way of letters of credit for certain purposes in Canadian dollars, U.S. dollars and Euros. The interest rates applicable to the Credit Facility are determined based on a debt to EBITDA ratio. For prime rate advances and base rate advances, the interest rate is equal to the bank's prime rate or the bank's U.S. dollar base rate in Canada, respectively, plus a margin ranging from 0.45% to 2.00%. For bankers' acceptances and LIBOR advances, the

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interest rate is equal to the bankers' acceptance fee or the LIBOR, respectively, plus a margin that varies from 1.45% to 3.00%. The Company pays a fee for usage of financial letters of credit which ranges from 1.45% to 3.00% and a fee for usage of non-financial letters of credit which ranges from 0.97% to 2.00%. The Company pays a standby fee on the unadvanced portions of the amounts available for advance or draw-down under the Credit Facility at rates ranging from 0.29% to 0.68%.

The Credit Facility is subject to a debt to EBITDA test and an interest coverage test. Under the terms of the Credit Facility, the Company is restricted from encumbering any assets with certain permitted exceptions. The Credit Facility also limits advances to subsidiaries and partially restricts the Company from repurchasing its common shares and paying dividends.

The Company has additional credit facilities available of \$9,075 (1,741 Euro, 200,000 Indian Rupees, 500 Swiss Francs, 50,000 Thai Baht and 438 Czech Koruna). The total amount outstanding on these facilities was \$6,639, of which \$1,731 was classified as bank indebtedness (March 31, 2014 - \$913) and \$4,908 was classified as long-term debt (March 31, 2014 - \$5,774). The interest rates applicable to the credit facilities range from 1.85% to 10.25% per annum. A portion of the long-term debt is secured by certain assets of the Company. The 500 Swiss Francs and 200,000 Indian Rupees credit facilities are secured by letters of credit under the Credit Facility.

**(i) Bank indebtedness**

	<b>March 31</b>	March 31
As at	<b>2015</b>	2014
Other facilities	<b>\$ 1,731</b>	\$ 913

**(ii) Long-term debt**

	<b>March 31</b>	March 31
As at	<b>2015</b>	2014
Senior secured credit facility	<b>\$ 290,000</b>	\$ —
Other facilities	<b>4,908</b>	5,774
Issuance costs	<b>(5,382)</b>	(635)
	<b>289,526</b>	5,139
Less: current portion	<b>3,372</b>	3,815
	<b>\$ 286,154</b>	\$ 1,324

Scheduled principal repayments and interest payments on long-term debt from continuing operations as at March 31, 2015 are as follows:

	<b>Principal</b>	<b>Interest</b>
Less than one year	\$ 3,372	\$ 6,813
One - two years	339	5,177
Two - three years	268	3,374
Three - four years	284,900	1,230
Four - five years	249	47
Thereafter	398	43
	<b>\$ 289,526</b>	<b>\$ 16,684</b>

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**17. SHARE CAPITAL**

Authorized share capital of the Company consists of an unlimited number of common shares, without par value, for unlimited consideration. The changes in the common shares issued and outstanding during the period presented were as follows:

	Number of common shares	Share capital
Balance, at March 31, 2013	87,851,293	\$ 486,734
Exercise of stock options	2,942,254	23,991
Balance, at March 31, 2014	90,793,547	\$ 510,725
Exercise of stock options	836,118	8,393
<b>Balance, at March 31, 2015</b>	<b>91,629,665</b>	<b>\$ 519,118</b>

**18. TAXATION**

**Reconciliation of income taxes:** Income tax expense differs from the amounts which would be obtained by applying the combined Canadian basic federal and provincial income tax rate to income before income taxes. These differences result from the following items:

Years ended	March 31 2015	March 31 2014
Income from continuing operations before income taxes and non-controlling interest	\$ 55,060	\$ 58,017
Combined Canadian basic federal and provincial income tax rate	26.50%	26.50%
Income tax expense based on combined Canadian basic federal and provincial income tax rate	\$ 14,591	\$ 15,375
Increase (decrease) in income taxes resulting from:		
Adjustments in respect to current income tax of previous periods	862	(444)
Non-taxable income net of non-deductible expenses	1,695	795
Recognition/use of previously unrecognized assets	(1,797)	(8,767)
Income taxed at different rates and statutory rate changes	1,368	2,033
Manufacturing and processing allowance and all other items	(557)	(392)
<b>At the effective income tax rate of 29.4% (2014 – 14.8%)</b>	<b>\$ 16,162</b>	<b>\$ 8,600</b>
Income tax expense reported in the consolidated statements of income:		
Current tax expense	\$ 15,160	\$ 10,667
Deferred tax expense	1,002	(2,067)
	<b>\$ 16,162</b>	<b>\$ 8,600</b>
Deferred tax related to items charged or credited directly to equity:		
Net gain on revaluation of cash flow hedges	\$ 545	\$ 90
Other items recognized through equity	5,032	111
<b>Income tax charged directly to equity</b>	<b>\$ 5,577</b>	<b>\$ 201</b>

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**(ii) Components of deferred income tax assets and liabilities:** Deferred income taxes are provided for the differences between accounting and tax bases of assets and liabilities. Deferred income tax assets and liabilities are comprised of the following:

As at	March 31 2015	March 31 2014
Accounting income not currently taxable	\$ (32,895)	\$ (25,799)
Intangibles	(37,301)	(19,738)
Investment tax credits taxable in future years when utilized	(8,250)	(7,074)
Loss available for offset against future taxable income	5,258	9,360
Property, plant and equipment	2,549	2,758
Scientific research and experimental development expenditures available for offset against future taxable income	26,809	22,902
Other	8,017	8,682
<b>Net deferred income tax liability</b>	<b>\$ (35,813)</b>	<b>\$ (8,909)</b>

Presented as:	March 31 2015	March 31 2014
Deferred income tax asset	\$ 5,057	\$ 7,838
Deferred income tax liability	(40,870)	(16,747)
<b>Net deferred income tax liability</b>	<b>\$ (35,813)</b>	<b>\$ (8,909)</b>

**(iii) Unrecognized deferred income tax assets:** Deferred tax assets have not been recognized in respect of the following items (gross amount):

As at	March 31 2015	March 31 2014
Deductible temporary differences	\$ 1,732	\$ 1,360
Loss available for offset against future taxable income	53,903	56,477
	<b>\$ 55,635</b>	<b>\$ 57,837</b>

**Loss carryforwards:** As at March 31, 2015, the Company has the following net operating loss carryforwards which are scheduled to expire in the following years:

Year of expiry	Non-Canadian	Canadian
2017 - 2019	\$ 2,375	\$ —
2020 - 2024	10,080	—
2025 - 2029	669	6,272
2030 - 2035	—	43,713
No expiry	16,427	—
	<b>\$ 29,551</b>	<b>\$ 49,985</b>

In addition, the Company has USA Federal and State capital loss carryforwards of US\$13,456 (March 31, 2014 – US\$13,456) and Canadian capital loss carryforwards of \$243,375 (March 31, 2014 – \$268,345) which do not expire.



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**Investment Tax Credits:** As at March 31, 2015, the Company has investment tax credits (“ITC”) available to be applied against future taxes payable in Canada of approximately \$45,585 and in foreign jurisdictions of approximately \$194. The investment tax credits are scheduled to expire as follows:

Year of expiry	<b>Gross ITC balance</b>
2025 - 2029	\$ 24,637
2030 - 2034	21,142
	<b>\$ 45,779</b>

The benefit of \$33,107 (March 31, 2014 – \$30,165) of these investment tax credits have been recognized in the consolidated financial statements. Unrecognized investment tax credits are scheduled to expire between 2028 and 2030.

(iv) The Company has determined that as of the reporting date, undistributed profits of its subsidiaries will not be distributed in the foreseeable future.

(v) There are temporary differences of \$61,104 associated with investments in subsidiaries for which no deferred tax liability has been recognized.

(vi) There are no income tax consequences attached to the payment of dividends in either 2015 or 2014 by the Company to its shareholders.

## 19. STOCK-BASED COMPENSATION

**Employee Share Purchase Plan:** Under the terms of the Company’s Employee Share Purchase Plan, qualifying employees of the Company may set aside funds through payroll deductions for an amount up to a maximum of 10% of their base salary or \$10,000 in any one calendar year. Subject to the member not making withdrawals from the plan, the Company makes contributions to the plan equal to 20% of a member’s contribution to the plan during the year, up to a maximum of 1% of the member’s salary or \$2,000. Shares for the plan may be issued from treasury or purchased in the market as determined by the Company’s Board of Directors. During the years ended March 31, 2015 and March 31, 2014, no shares were issued from treasury related to the plan.

**Deferred Stock Unit Plan:** The Company offers a Deferred Stock Unit Plan (“DSU Plan”) for members of the Board of Directors. Under the DSU Plan, each non-employee director may elect to receive his or her annual compensation in the form of notional common shares of the Company called deferred stock units (“DSUs”). The issue and redemption prices of each DSU are based on a five-day volume weighted average trading price of the Company’s common shares for the five trading days prior to issuance or redemption. Under the terms of the DSU Plan, directors are not entitled to convert DSUs into cash until retirement from the Board of Directors. The value of each DSU, when converted to cash, will be equal to the market value of a common share of the Company at the time the conversion takes place. As at March 31, 2015, the value of the outstanding liability related to the DSUs was \$4,632 (2014 – \$5,425). The DSU liability is revalued at each reporting date based on the change in the Company’s stock price. The change in the value of the DSU liability is included in the consolidated statements of income in the period of the change.

**Stock Option Plan:** The Company uses a stock option plan to attract and retain key employees, officers and directors. Under the Company’s 1995 Stock Option plan (the “1995 Plan”), the shareholders have approved a maximum of 5,991,839 common shares for issuance, with the maximum reserved for issuance to any one person at 5% of the common shares outstanding at the time of the grant. Time vested stock options vest over four year periods. Performance-based stock options vest based on the Company’s stock trading at or above a threshold for a specified number of minimum trading days in a fiscal quarter. For time vested stock options, the exercise price is the price of the Company’s common shares on the Toronto Stock Exchange at closing for the day prior to the date of the grant. For performance-based stock

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options the exercise price is either the price of the Company's common shares on the Toronto Stock Exchange at closing for the day prior to the date of the grant or the five-day volume weighted average price of the Company's common shares on the Toronto Stock Exchange prior to the date of the grant. Stock options granted under the 1995 Plan may be exercised during periods not exceeding seven years from the date of grant, subject to earlier termination upon the option holder ceasing to be a director, officer or employee of the Company. Stock options issued under the 1995 Plan are non-transferable. Any stock option granted which is cancelled or terminated for any reason prior to exercise is returned to the pool and becomes available for future stock option grants. In the event that the stock option would otherwise expire during a restricted trading period, the expiry date of the stock option is extended to the 10<sup>th</sup> business day following the date of expiry of such period. In addition, the 1995 Plan restricts the grant of stock options to insiders that may be under the 1995 Plan.

Under the Company's 2006 Stock Option plan (the "2006 Plan"), the shareholders have approved a maximum of 5,159,000 common shares for issuance. The terms of the 2006 Plan are identical to those of the 1995 plan, except that the maximum number of common shares to be issued pursuant to the issue of options under the 2006 Plan is 5,159,000 common shares.

As at March 31, 2015, there are a total of 3,491,949 common shares remaining for future stock option grants under both plans (March 31, 2014 – 877,474).

Years ended March 31	2015		2014	
	Number of stock options	Weighted average exercise price	Number of stock options	Weighted average exercise price
Stock options outstanding, beginning of period	4,421,876	\$ 8.81	7,011,842	\$ 7.39
Granted	684,700	14.68	596,000	11.50
Exercised <sup>(i)</sup>	(836,118)	7.08	(2,942,254)	5.99
Forfeited/cancelled	(49,175)	9.30	(243,712)	8.61
Stock options outstanding, end of period	4,221,283	\$ 10.10	4,421,876	\$ 8.81
Stock options exercisable, end of period, time vested options	1,149,000	\$ 7.62	1,145,210	\$ 6.88
Stock options exercisable, end of period, performance based options	1,685,333	\$ 9.89	1,964,416	\$ 9.49

(i) For the year ended March 31, 2015, the weighted average share price at the date of exercise was \$14.63 (March 31, 2014 – \$13.41).

As at March 31, 2015		Stock options outstanding		Stock options exercisable	
Range of Exercise prices	Number outstanding	Weighted average remaining contractual life	Weighted average exercise price	Number exercisable	Weighted average exercise price
\$3.49 to 7.60	891,500	2.55 years	\$ 6.67	842,250	\$ 6.66
\$7.61 to 10.00	1,175,084	4.11 years	8.81	927,584	8.74
\$10.01 to 12.68	1,153,333	5.18 years	10.62	857,833	10.56
\$12.69 to 15.23	1,001,366	6.31 years	14.19	206,666	12.87
\$3.49 to 15.23	4,221,283	4.60 years	\$ 10.10	2,834,333	\$ 8.97

The expense associated with the Company's performance-based stock options is recognized in income over the estimated assumed vesting period at the time the stock options are granted. Upon the Company's stock price trading at or above a stock price performance threshold for a specified minimum

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number of trading days, the options vest. When the performance-based stock options vest, the Company is required to recognize all previously unrecognized expenses associated with the vested stock options in the period in which they vest.

The fair values of the Company's stock options issued during the periods presented were estimated at the date of grant using the Black-Scholes option pricing model with the following weighted average assumptions. Expected stock price volatility was determined at the time of the grant by considering historical share price volatility. Expected stock option grant life was determined at the time of the grant by considering the average of the grant vesting period and the grant exercise period.

Years ended March 31	2015	2014
Weighted average risk-free interest rate	1.49%	1.51%
Dividend yield	0%	0%
Weighted average expected volatility	31%	42%
Weighted average expected life	4.75 years	4.75 years
Number of stock options granted:		
Time vested	684,700	596,000
Weighted average exercise price per option	\$ 14.68	\$ 11.50
Weighted average value per option:		
Time vested	\$ 4.22	\$ 4.33

#### Share Appreciation Rights

During the year ended March 31, 2015 the Company did not grant any share appreciation rights ("SARs") (500,000 in the year ended March 31, 2014). The SARs gave the employee the right to receive a cash payment equal to the excess of the market value of a common share of the Company at the time of exercise over the exercise price of the rights. The SARs granted during the year ended March 31, 2014 vested over 18 months. The SARs vest upon successful achievement of certain non-market performance criteria and expire 21 months from the date of issue. The Company's vested SARs are measured at each reporting date at their fair value.

The fair values of the Company's unvested SARs are measured at each reporting date using the Black-Scholes option pricing model with the following weighted average assumptions. Expected stock price volatility was determined by considering historical share price volatility. The expected SARs grant life was determined by considering the average of the estimated grant vesting period and the grant expected life.

Year ended March 31	2015	2014
Weighted average risk-free interest rate	0.53%	1.08%
Dividend yield	0%	0%
Weighted average expected volatility	28%	27%
Weighted average expected life	3.28 years	1.37 years
Weighted average exercise price per SAR	\$ 8.87	\$ 9.93
Weighted average value per SAR	\$ 5.41	\$ 4.76

The Company has recorded a liability of \$302 as at March 31, 2015 (March 31, 2014 - \$1,763) based on the SARs fair value. The market value of a common share of the Company as at March 31, 2015 was \$13.58 (March 31, 2014 - \$14.35). During the year ended March 31, 2015, 539,375 SARs vested (43,125 in the year ended March 31, 2014).

#### Restricted Share Unit Plan

During the year ended March 31, 2015 the Company granted 82,140 time vesting restricted share units ("RSUs") (138,448 in the year ended March 31, 2014). The RSUs give the employee the right to receive a cash payment equal to the market value of a common share of the Company. During the year ended March 31, 2015 the Company granted 85,677 performance-based RSUs (86,000 in the year ended March

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31, 2014). The performance-based RSUs vest upon successful achievement of certain operational and share price targets. The performance-based RSUs give the employee the right to receive a cash payment based on the market value of a common share of the Company. The weighted average remaining vesting period for the time vesting RSUs and performance-based RSUs is 1.2 years. The RSUs liability is recognized quarterly based on the expired portion of the vesting period and the change in the Company's stock price. At March 31, 2015, the value of the outstanding liability related to the RSU plan was \$2,223 (March 31, 2014 - \$1,148).

**20. COMMITMENTS AND CONTINGENCIES**

The minimum operating lease payments, related primarily to facilities and equipment, and purchase obligations are as follows:

	<b>Operating leases</b>	<b>Purchase obligations</b>
Less than one year	\$ 9,672	\$ 54,529
One – two years	8,284	410
Two – three years	5,336	—
Three – four years	3,855	—
Four – five years	3,280	—
Due in over five years	4,019	—
	<b>\$ 34,446</b>	<b>\$ 54,939</b>

The Company's off-balance sheet arrangements consist of purchase obligations and various operating lease financing arrangements related primarily to facilities and equipment which have been entered into in the normal course of business.

The Company's purchase obligations consist primarily of materials purchase commitments.

In accordance with industry practice, the Company is liable to customers for obligations relating to contract completion and timely delivery. In the normal conduct of its operations, the Company may provide bank guarantees as security for advances received from customers pending delivery and contract performance. In addition, the Company provides bank guarantees for post-retirement obligations and may provide bank guarantees as security on equipment under lease and on order. As at March 31, 2015, the total value of outstanding bank guarantees was approximately \$117,989 under credit facilities from continuing operations (March 31, 2014 - \$95,250 from continuing operations and \$2,125 from discontinued operations).

In the normal course of operations, the Company is party to a number of lawsuits, claims and contingencies. Although it is possible that liabilities may be incurred in instances for which no accruals have been made, the Company does not believe that the ultimate outcome of these matters will have a material impact on its consolidated financial position.

**21. SEGMENTED DISCLOSURE**

Solar is classified as discontinued operations in the consolidated statements of income. As a result, the Company's continuing operations are reported as one operating segment, Automation Systems, which plans, allocates resources, builds capabilities and implements best practices on a global basis.

Geographic segmentation of revenues is determined based on the customer's installation site. Non-current assets represent property, plant and equipment and intangible assets that are attributable to individual geographic segments, based on location of the respective operations.

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As at	March 31, 2015	
	Property, plant and equipment	Intangible assets
Canada	\$ 23,551	\$ 9,893
United States	26,350	5,766
Germany	23,346	167,474
China	1,212	53
Other Europe	6,752	100
Asia-Pacific and other	2,690	324
<b>Total Company</b>	<b>\$ 83,901</b>	<b>\$ 183,610</b>

As at	March 31, 2014	
	Property, plant and equipment	Intangible assets
Canada	\$ 31,016	\$ 9,774
United States	21,483	6,140
Germany	22,863	94,899
China	913	33
Other Europe	6,380	119
Asia-Pacific and other	2,757	333
<b>Total Company</b>	<b>\$ 85,412</b>	<b>\$ 111,298</b>

Revenues from external customers for the year ended	2015	2014
Canada	\$ 58,414	\$ 34,753
United States and Mexico	392,039	293,650
Germany	164,966	106,034
China	85,557	55,839
Other Europe	165,091	86,364
Asia-Pacific and other	70,010	106,721
<b>Total Company</b>	<b>\$ 936,077</b>	<b>\$ 683,361</b>

For the years ended March 31, 2015 and March 31, 2014, the Company did not have revenues from any single customer which amounted to 10% or more of total consolidated revenues.

## 22. INTEREST IN JOINT OPERATIONS

During the year ended March 31, 2010, Ontario Solar entered into an agreement to establish Ontario Solar PV Fields Inc., a joint operation. Ontario Solar PV Fields Inc. is a joint arrangement with both parties involved having joint control with rights to the assets and obligations for the liabilities relating to the arrangement and, accordingly, the Company recognizes its 50% share of assets, liabilities, revenues and expenses in the consolidated financial statements. Ontario Solar PV Fields Inc. is currently presented as discontinued operations in the consolidated statements of income.

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The following is a summary of the Company's share of the joint operation:

As at	<b>March 31 2015</b>	March 31 2014
Current assets	\$ 221	\$ 7,394
Current liabilities	(3)	(6,479)
<b>Net assets</b>	<b>\$ 218</b>	<b>\$ 915</b>
<hr/>		
Years ended March 31	<b>2015</b>	2014
Net income	\$ 16,598	\$ 9,874

**23. NET FINANCE COSTS**

Years ended	<b>March 31 2015</b>	March 31 2014
Interest expense	\$ 12,080	\$ 3,248
Interest income	(149)	(232)
	<b>\$ 11,931</b>	<b>\$ 3,016</b>

**24. EARNINGS PER SHARE**

Years ended	<b>March 31 2015</b>	March 31 2014
Weighted average number of common shares outstanding	<b>91,164,938</b>	88,932,165
Dilutive effect of stock option conversion	<b>1,145,338</b>	1,151,962
<b>Diluted weighted average number of common shares outstanding</b>	<b>92,310,276</b>	<b>90,084,127</b>

For the year ended March 31, 2015, stock options to purchase 834,700 common shares are excluded from the weighted average number of common shares in the calculation of diluted earnings per share as they are anti-dilutive (670,000 common shares were excluded for the year ended March 31, 2014).

**25. CAPITAL MANAGEMENT:**

The Company's capital management framework is designed to ensure the Company has adequate liquidity, financial resources and borrowing capacity to allow financial flexibility and to provide an adequate return to shareholders. The Company defines capital as the aggregate of equity (excluding accumulated other comprehensive income), bank indebtedness, long-term debt and cash and cash equivalents.

The Company monitors capital using the ratio of total debt to equity. Total debt includes bank indebtedness, and long-term debt as shown on the consolidated statements of financial position. Net debt consists of cash and cash equivalents less total debt. Equity includes all components of equity, less accumulated other comprehensive income. This is unchanged from the previous year. The Company also monitors an externally imposed covenant of debt to EBITDA of not greater than 3 to 1. EBITDA includes net income from continuing operations less income taxes, net finance charges, depreciation and amortization. For the years ended March 31, 2015 and March 31, 2014, the Company operated with a ratio below the externally imposed covenant. The Company is prepared to increase the total debt to equity ratio and net debt to EBITDA ratio if appropriate opportunities arise.

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The capital management criteria can be illustrated as follows:

As at	<b>March 31 2015</b>	March 31 2014
Equity excluding accumulated other comprehensive income	<b>\$ 537,298</b>	\$ 481,568
Long-term debt	<b>289,526</b>	5,139
Bank indebtedness	<b>1,731</b>	913
Cash and cash equivalents	<b>(106,052)</b>	(76,466)
Capital under management	<b>\$ 722,503</b>	\$ 411,154
Debt to equity ratio	<b>0.54:1</b>	0.01:1

## 26. RELATED PARTY DISCLOSURE

Transactions between each subsidiary and the subsidiaries and parent are eliminated on consolidation.

On April 1, 2014, the Company entered into an agreement with a shareholder, Mason Capital Management, LLC ("Mason Capital"), pursuant to which Mason Capital agreed to provide ATS with ongoing strategic and capital markets advisory services for an annual fee of \$500 U.S. As part of the agreement, members of the Company's board of directors who are associated with Mason Capital have waived any fees to which they may have otherwise been entitled for serving as members of the board of directors or as members of any committee of the board of directors.

The remuneration of the Board of Directors (the "Board") and key management personnel is determined by the Board on recommendation from the Human Resources Committee of the Board:

As at	<b>March 31 2015</b>	March 31 2014
Salaries and benefits	<b>\$ 2,599</b>	\$ 2,435
Other non-equity incentive compensation	<b>4,098</b>	2,111
Fees	<b>414</b>	—
Stock-based compensation	<b>1,918</b>	4,592
Post-retirement benefits	<b>986</b>	945
Total remuneration	<b>\$ 10,015</b>	\$ 10,083

Stock-based compensation represents the remuneration of the Board and key management personnel as reported in the consolidated statements of income stock-based compensation expense.