DRAFT RED HERRING PROSPECTUS
Dated February 1, 2016
Please read Section 32 of the Companies Act, 2013
(This Draft Red Herring Prospectus will be updated upon filing with the RoC)
100% Book Built Issue

QUESS CORP LIMITED

Our Company was incorporated as IRIS Human Capital Solutions Private Limited on September 19, 2007 at Bengaluru, Karnataka as a private limited company under the Companies Act, 1956. Pursuant to a special resolution of our Shareholders dated October 12, 2007, our Company's name was changed to IKYA Human Capital Solutions Private Limited and a fresh certificate of incorporation consequent upon the change of name was issued by the Registrar of Companies, Bangalore ("**RoC**") on October 15, 2007. Subsequently, pursuant to a special resolution of our Shareholders dated May 14, 2013, our Company was converted into a public limited company and the name of our Company was changed to IKYA Human Capital Solutions Limited. A fresh certificate of incorporation consequent upon conversion to a public limited company was issued by the RoC on July 2, 2013. Thereafter, pursuant to a special resolution of our Shareholders dated December 4, 2014, our Company's name was changed to Quess Corp Limited. A fresh certificate of incorporation consequent upon the change of name was issued by the RoC on January 2, 2015. For details of change in the name and registered office of our Company, see "History and Certain Corporate Matters" on page 153.

Registered & Corporate Office: 3/3/2, Bellandur Gate, Sarjapur Main Road, Bengaluru 560 103, Karnataka, India
Tel: +91 80 6105 6000; **Fax**: +91 80 6105 6406
Contact Person: NVS Pavan Kumar, Company Secretary and Compliance Officer
Email: investor@quesscorp.com; **Website:** www.quesscorp.com
Corporate Identity Number: U74140KA2007PLC043909

OUR PROMOTERS: AJIT ABRAHAM ISAAC AND THOMAS COOK (INDIA) LIMITED

INITIAL PUBLIC OFFERING CONSISTING OF A FRESH ISSUE OF [●] EQUITY SHARES OF FACE VALUE OF ₹10 EACH ("EQUITY SHARES") OF QUESS CORP LIMITED ("COMPANY" OR "ISSUER") FOR CASH AT A PRICE OF ₹[●] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹[●] PER EQUITY SHARE) ("ISSUE PRICE") AGGREGATING TO ₹4,000.00 MILLION ("ISSUE"). THE ISSUE WILL CONSTITUTE [●]% OF THE FULLY DILUTED POST-ISSUE PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY. OUR COMPANY IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGERS ("BRLMS"), MAY OFFER A DISCOUNT OF UP TO [●]% (EQUIVALENT TO ₹[●]) ON THE ISSUE PRICE TO RETAIL INDIVIDUAL INVESTORS ("RETAIL DISCOUNT").

THE FACE VALUE OF THE EQUITY SHARES IS ₹10 EACH. THE PRICE BAND, RETAIL DISCOUNT AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGERS ("BRLMs") AND WILL BE ADVERTISED IN [●] EDITION OF THE ENGLISH NATIONAL DAILY NEWSPAPER [●], [●] EDITION OF THE HINDI NATIONAL DAILY NEWSPAPER [●], AND [●] EDITION OF THE KANNADA NEWSPAPER [●] (KANNADA BEING THE REGIONAL LANGUAGE OF KARNATAKA, WHERE OUR REGISTERED OFFICE IS LOCATED), EACH WITH WIDE CIRCULATION, AT LEAST FIVE WORKING DAYS PRIOR TO THE BID/ISSUE OPENING DATE WITH THE RELEVANT FINANCIAL RATIOS CALCULATED AT THE FLOOR PRICE AND AT THE CAP PRICE AND SUCH ADVERTISEMENT SHALL BE MADE AVAILABLE TO BSE LIMITED ("BSE") AND NATIONAL STOCK EXCHANGE OF INDIA LIMITED ("NSE") FOR THE PURPOSE OF UPLOADING ON THEIR RESPECTIVE WEBSITES.

In case of any revision in the Price Band, the Bid/Issue Period will be extended by at least three additional Working Days after such revision of the Price Band, subject to the Bid/Issue Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Issue Period, if applicable, will be widely disseminated by notification to the BSE and the NSE, by issuing a press release, and also by indicating the change on the website of the BRLMs and the terminals of the other members of the Syndicate.

The Issue is being made through the Book Building Process, in terms of Rule 19(2)(b)(ii) of the Securities Contracts (Regulation) Rules, 1957, as amended ("**SCRR**") and in compliance with Regulation 26(1) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended ("**SEBI Regulations**"), wherein 50% of the Issue shall be allocated on a proportionate basis to Qualified Institutional Buyers ("**QIBs**") ("**QIB Category**"), provided that our Company may, in consultation with the BRLMs, allocate up to 60% of the QIB Category to Anchor Investors on a discretionary basis in accordance with the SEBI Regulations ("**Anchor Investor Portion**"), of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. Further, 5% of the QIB Category (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the QIB Category shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Issue Price. Further, not less than 15% of the Issue shall be available for allocation on a proportionate basis to Non-Institutional Investors and not less than 35% of the Issue shall be available for allocation to Retail Individual Investors in accordance with the SEBI Regulations, subject to valid Bids being received at or above the Issue Price. All potential Bidders (except Anchor Investors) are required to mandatorily utilise the Application Supported by Blocked Amount ("**ASBA**") process providing details of their respective ASBA accounts in which the corresponding Bid Amounts will be blocked by the SCSBs. Anchor Investors are not permitted to participate in the Issue through the ASBA process. For details, see "Issue Procedure" on page 436. A copy of the Red Herring Prospectus and the Prospectus shall be delivered for registration to the Registrar of Companies, Bangalore ("**RoC**") in accordance with the Companies Act, 2013.

RISKS IN RELATION TO THE FIRST ISSUE

This being the first public issue of our Company, there has been no formal market for the Equity Shares. The face value of the Equity Shares is ₹10 each and the Floor Price is [●] times of the face value and the Cap Price is [●] times of the face value. The Issue Price (determined and justified by our Company in consultation with the BRLMs, as stated in "Basis for Issue Price" on page 109) should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISKS

Investment in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Issue unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue, including the risks involved. The Equity Shares offered in the Issue have not been recommended or approved by the Securities and Exchange Board of India ("**SEBI**"), nor does the SEBI guarantee the accuracy or adequacy of the contents of this Draft Red Herring Prospectus. Specific attention of the investors is invited to "Risk Factors" on page 17.

COMPANY'S ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to our Company and the Issue, which is material in the context of the Issue, that the information contained in this Draft Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

LISTING

The Equity Shares offered through the Red Herring Prospectus are proposed to be listed on the BSE and the NSE. Our Company has received an 'in-principle' approval from each of the BSE and the NSE for the listing of the Equity Shares pursuant to their letters dated [●] and [●], respectively. For the purposes of the Issue, the Designated Stock Exchange shall be the [●].

BOOK RUNNING LEAD MANAGERS TO THE ISSUE				REGISTRAR TO THE ISSUE
Axis Capital Limited 1st Floor, Axis House C-2, Wadia International Centre Pandurang Budhkar Marg, Worli Mumbai 400 025 Maharashtra, India Tel: + 91 22 4325 2183 Fax : +91 22 4325 3000 E-mail: quess.ipo@axiscap.in Website: www.axiscapital.co.in Investor Grievance E-mail: complaints@axiscap.in Contact Person: Lohit Sharma SEBI Registration Number: INM000012029	**ICICI Securities Limited** ICICI Centre H.T. Parekh Marg Churchgate Mumbai 400 020 Maharashtra, India Tel: +91 22 2288 2460 Fax: +91 22 2282 6580 E-mail: quesscorp.ipo@icicisecurities.com Website: www.icicisecurities.com Investor Grievance E-mail: customercare@icicisecurities.com Contact Person: Anurag Byas/ Amit Joshi SEBI Registration Number: INM000011179	**IIFL Holdings Limited**[#] 10th Floor, IIFL Centre Kamala City Senapati Bapat Marg Lower Parel (West) Mumbai 400 013 Maharashtra, India Tel: +91 22 4646 4600 Fax: +91 22 2493 1073 E-mail: quess.ipo@iiflcap.com Investor Grievance E-mail: ig.ib@iiflcap.com Website: www.iiflcap.com Contact Person: Vishal Bangard/ Kunur Bavishi SEBI Registration Number: INM000010940	**YES Securities (India) Limited** YES Bank Tower, IFC 2 19th Floor, Senapati Bapat Marg Elphinstone (W) Mumbai 400 013 Maharashtra, India Telephone: +91 22 3347 9688 Fax: +91 22 2421 4511 E-mail: quess.ipo@yessecuritiesltd.in Investor Grievance E-mail: igc@yessecuritiesltd.in Website: www.yesinvest.in Contact Person: Aditya Vora SEBI Registration Number.: MB/INM000012227	**Link Intime India Private Limited** C-13, Pannalal Silk Mills Compound, L.B.S. Marg Bhandup (West) Mumbai 400 078 Maharashtra, India Tel: +91 22 6171 5400 Fax: +91 22 2596 0329 E-mail: qcl.ipo@linkintime.co.in Investor Grievance E-mail: qcl.ipo@linkintime.co.in Website: www.linkintime.co.in Contact Person: Shanti Gopalkrishnan SEBI Registration Number: INR000004058

BID/ISSUE PROGRAMME

BID/ISSUE OPENS ON: [●][(1)]	BID/ISSUE CLOSES ON (FOR QIBS): [●][(2)]
	BID/ISSUE CLOSES ON (FOR NON-QIBs): [●]

[(1)] Our Company may, in consultation with the BRLMs, consider participation by Anchor Investors in accordance with the SEBI Regulations. The Anchor Investor Bid/Issue Period shall be one Working Day prior to the Bid/Issue Opening Date.

[(2)] Our Company may, in consultation with the BRLMs, consider closing the Bid/Issue Period for QIBs one Working Day prior to the Bid/Issue Closing Date in accordance with the SEBI Regulations

[#] In compliance with the proviso to Regulation 21A(1) of the SEBI Merchant Bankers Regulations, read with the proviso to Regulation 5(3) of the SEBI Regulations, IIFL Holdings Limited will be involved only in marketing of the Issue

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SECTION I: GENERAL

DEFINITIONS AND ABBREVIATIONS

This Draft Red Herring Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies, shall have the meaning as provided below. References to any legislation, act or regulation will be deemed to include all amendments and modifications notified as of the date of this Draft Red Herring Prospectus.

General Terms

Term	Description
"our Company" or "the Company" or "the Issuer" or "Quess Corp"	Quess Corp Limited, a company incorporated under the Companies Act, 1956, and having its Registered & Corporate Office at 3/3/2, Bellandur Gate, Sarjapur Main Road, Bengaluru 560 103, Karnataka, India
"we" or "us" or "our"	Unless the context otherwise indicates or implies, refers to our Company together with our Subsidiaries on a consolidated basis

Company Related Terms

Term	Description
Aravon	Aravon Services Private Limited
Ajit Isaac	Ajit Abraham Isaac
Articles or Articles of Association	The articles of association of our Company, as amended
Audit Committee	The audit committee of our Board of Directors
Auditors or Statutory Auditors	The statutory auditors of our Company, BSR & Associates LLP
Avon	Avon Facility Management Services Limited
Board or Board of Directors	The board of directors of our Company or a duly constituted committee thereof
Brainhunter	Brainhunter Systems Ltd.
Coachieve	Coachieve Solutions Private Limited
CEO	Chief Executive Officer
CFO	Chief Financial Officer
Corporate Social Responsibility Committee or CSR Committee	The corporate social responsibility committee of our Board of Directors
Director(s)	The director(s) of our Company
Equity Shares	The Equity shares of our Company of face value of ₹10 each and fully paid-up
ESOP 2009	Quess Corp Employees' Stock Option 2009
ESOP 2015	Quess Corp Limited Employee Stock Option Scheme 2015
Fiscal 2011/ Fiscal 2012/ Fiscal 2013	12 months ended March 31, 2011/12 months ended March 31, 2012/12 months ended March 31, 2013
Fiscal 2014 (9 months)	nine months ended December 31, 2013
Fiscal 2015 (15 months)	15 months ended March 31, 2015
Group Entities	Companies as covered under the applicable accounting standards and also other companies as considered material by our Board For details of our Group Entities and the policy of materiality adopted by our Board, see "Our Group Entities" on page 192
Half Year Fiscal 2016	Six months ended September 30, 2015
Hofincons	Hofincons Infotech & Industrial Services Private Limited
IPO Committee	The IPO committee of our Board of Directors
Key Management Personnel	Key management personnel of our Company in terms of Regulation 2(1)(s) of the SEBI Regulations and the Companies Act, 2013 disclosed in "Our Management" on page 184
Magna Infotech	Magna Infotech Limited
Memorandum or Memorandum of Association	The memorandum of association of our Company, as amended
MCPS	The mandatorily convertible preference shares of our Company
MFX	MFXchange Holdings Inc.
MFX Infotech	MFX Infotech Private Limited
Net Resources	Net Resources Investments Private Limited
MFX US	MFXchange US, Inc.
Nomination and Remuneration Committee	The nomination and remuneration committee of our Board of Directors
PEHL	Park Equity Holdings Limited

Term	Description
Promoters	Ajit Isaac and TCIL
Promoter Group	The entities and persons constituting the promoter group of our Company in terms of Regulation 2(1)(zb) of the SEBI Regulations
Quess USA	Quess Corp (USA) Inc.
Randstad Lanka	Randstad Lanka (Private) Limited
Registered & Corporate Office	The registered and corporate office of our Company, located at 3/3/2, Bellandur Gate, Sarjapur Main Road, Bengaluru 560 103, Karnataka, India
Registrar of Companies or RoC	The Registrar of Companies, Bangalore located at 'E' Wing, 2nd Floor, Kendriya Sadana, Koramangala, Bangalore 560 034 Karnataka, India
Restated Consolidated Financial Statements	The restated audited consolidated financial information of our Company, along with its subsidiaries, which comprises of the restated audited consolidated balance sheet, the restated audited consolidated profit and loss information and the restated audited consolidated cash flow information, as at and for fiscal 2011, 2012 and 2013 (representing the 12 months ended March 31, 2011, 2012 and 2013, respectively), for fiscal 2014 (representing the nine months ended December 31, 2013), for fiscal 2015 (representing the 15 months ended March 31, 2015) and the six months period ended September 30, 2015, together with the annexures and notes thereto
Restated Financial Statements	Collectively, the Restated Consolidated Financial Statements and the Restated Standalone Financial Statements
Restated Standalone Financial Statements	The restated audited standalone financial information of our Company, which comprises of the restated audited standalone balance sheet, the restated audited standalone profit and loss information and restated audited standalone cash flow information, as at and for fiscal 2011, 2012 and 2013 (representing the 12 months ended March 31, 2011, 2012 and 2013, respectively), for fiscal 2014 (representing the nine months ended December 31, 2013), for fiscal 2015 (representing the 15 months ended March 31, 2015) and the six months period ended September 30, 2015, together with the annexures and notes thereto
Shareholders	The holders of Equity Shares
Stakeholders Relationship Committee	The stakeholders relationship committee of our Board of Directors
Styracorp	Styracorp Management Services
Subsidiaries	The subsidiaries (including step down subsidiaries) of our Company: 1. Aravon Services Private Limited; 2. Brainhunter Companies LLC; 3. Brainhunter Companies Canada Inc.; 4. Brainhunter Systems Ltd.; 5. Coachieve Solutions Private Limited; 6. IKYA Business Services (Private) Limited; 7. MFXchange Holdings Inc.; 8. MFXchange (Ireland) Limited; 9. MFX Infotech Private Limited; 10. MFXchange US, Inc.; 11. Mindwire Systems Ltd.; 12. Quesscorp Holdings Pte. Ltd.; 13. Quessglobal (Malaysia) Sdn. Bhd.; 14. Quess (Philippines) Corp.; and 15. Quess Corp (USA) Inc. For details, see "History and Certain Corporate Matters" on page 164
TCIL	Thomas Cook (India) Limited
TCIL SPA	The share purchase agreement dated February 5, 2013 between TCIL, Fairbridge Capital (Mauritius) Limited, Park Equity Holdings Limited, Hithendra KR, Guruprasad S, Vijay Sivaram, Subrata Kumar Nag, Ajit Isaac, Net Resources and our Company.
TCIL SHA	The shareholders agreement dated February 5, 2013 between our Company, TCIL, Ajit Isaac, Net Resources and other shareholders
TCIL SSA	The share subscription agreement dated February 5, 2013 between TCIL, Fairbridge Capital (Mauritius) Limited, Hithendra KR, Guruprasad S, Vijay Sivaram, Subrata Kumar Nag, Ajit Isaac, Net Resources and our Company
TSQ	Transfield Services (Qatar) WLL

Issue Related Terms

Term	Description
Acknowledgement Slip	The slip or document issued by the Designated Intermediary to a Bidder as proof of

Term	Description
	registration of the Bid cum Application Form
Allot or Allotment or Allotted	The allotment of the Equity Shares pursuant to the Issue to successful Bidders
Allotment Advice	Note or advice or intimation of Allotment sent to the successful Bidders who have been or are to be Allotted the Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange
Allottee	A successful Bidder to whom the Equity Shares are Allotted
Anchor Investor	A Qualified Institutional Buyer, applying under the Anchor Investor Portion, in accordance with the SEBI Regulations and the Red Herring Prospectus
Anchor Investor Allocation Price	The price at which Equity Shares will be allocated to Anchor Investors in terms of the Red Herring Prospectus and the Prospectus which will be decided by our Company, in consultation with the BRLMs
Anchor Investor Application Form	The form used by an Anchor Investor to make a Bid in the Anchor Investor Portion and which will be considered as an application for Allotment in terms of the Red Herring Prospectus and Prospectus
Anchor Investor Bid/Issue Period	The day, one Working Day prior to the Bid/Issue Opening Date, on which Bids by Anchor Investors shall be submitted and allocation to Anchor Investors shall be completed
Anchor Investor Issue Price	The final price at which Equity Shares will be Allotted to Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which price will be equal to or higher than the Issue Price, but not higher than the Cap Price. The Anchor Investor Issue Price will be decided by our Company, in consultation with the BRLMs
Anchor Investor Portion	Up to 60% of the QIB Category or up to [●] Equity Shares, which may be allocated by our Company, in consultation with the BRLMs, to Anchor Investors on a discretionary basis in accordance with the SEBI Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price
Application Supported by Blocked Amount or ASBA	An application, whether physical or electronic, used by ASBA Bidders to make a Bid and authorise an SCSB to block the Bid Amount in the ASBA Account.
ASBA Account	A bank account maintained with an SCSB and specified in the ASBA Form submitted by Bidders for blocking the Bid Amount mentioned in the ASBA Form
ASBA Bidders	All Bidders except Anchor Investors
ASBA Form	An application form, whether physical or electronic, used by ASBA Bidders which will be considered as the application for Allotment in terms of the Red Herring Prospectus and the Prospectus
Axis	Axis Capital Limited
Banker(s) to the Issue or Escrow Collection Bank(s)	The banks which are clearing members and registered with the SEBI as bankers to an issue and with whom the Escrow Account will be opened, in this case being [●]
Basis of Allotment	The basis on which Equity Shares will be Allotted to successful Bidders under the Issue and which is described in "Issue Procedure" on page 436
Bid	An indication to make an offer during the Bid/Issue Period by an ASBA Bidder pursuant to submission of the ASBA Form, or during the Anchor Investor Bid/Issue Period by an Anchor Investor pursuant to submission of the Anchor Investor Application Form, to subscribe to or purchase the Equity Shares of our Company at a price within the Price Band, including all revisions and modifications thereto as permitted under the SEBI Regulations The term "Bidding" shall be construed accordingly
Bid Amount	The highest value of optional Bids indicated in the Bid cum Application Form and payable by the Bidder or blocked in the ASBA Account of the Bidder, as the case may be, upon submission of the Bid
Bid cum Application Form	The Anchor Investor Application Form or the ASBA Form, as the context requires
Bid Lot	[●]
Bid/ Issue Closing Date	Except in relation to any Bids received from the Anchor Investors, the date after which the Designated Intermediaries will not accept any Bids for the Issue, which shall be notified in [●] edition of the English national daily newspaper [●], [●] edition of the Hindi national daily newspaper [●], and [●] edition of the Kannada newspaper [●], each with wide circulation. Our Company may, in consultation with the BRLMs, consider closing the Bid/ Issue Period for QIBs one Working Day prior to the Bid/ Issue Closing Date in accordance with the SEBI Regulations
Bid/ Issue Opening Date	Except in relation to any Bids received from the Anchor Investors, the date on which the Designated Intermediaries will start accepting Bids for the Issue, which shall be notified in [●] edition of the English national daily newspaper [●], [●] edition of the Hindi national daily newspaper [●], and [●] edition of the Kannada newspaper [●], each with wide circulation
Bid/ Issue Period	Except in relation to Anchor Investors, the period between the Bid/ Issue Opening Date

Term	Description
	and the Bid/ Issue Closing Date, inclusive of both days, during which prospective Bidders can submit their Bids, including any revisions thereof
Bidder	Any prospective investor who makes a Bid pursuant to the terms of the Red Herring Prospectus and the Bid cum Application Form and unless otherwise stated or implied, includes an Anchor Investor
Bidding Centres	Centers at which at the Designated Intermediaries shall accept the ASBA Forms, i.e, Designated SCSB Branch for SCSBs, Specified Locations for Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs
Book Building Process or Book Building Method	The book building process, as provided in Schedule XI of the SEBI Regulations, in terms of which the Issue is being made
Book Running Lead Managers or BRLMs	The book running lead managers to the Issue, comprising Axis Capital Limited, ICICI Securities Limited, IIFL Holdings Limited and Yes Securities (India) Limited
Broker Centres	Broker centres notified by the Stock Exchanges where Bidders can submit the ASBA Forms to a Registered Broker. The details of such Broker Centres, along with the names and contact details of the Registered Brokers are available on the respective websites of the Stock Exchanges
CAN or Confirmation of Allocation Note	Notice or intimation of allocation of the Equity Shares to be sent to the Anchor Investors, who will be allocated the Equity Shares, after the Anchor Investor Bid/Issue Period
Cap Price	The higher end of the Price Band, above which the Issue Price and the Anchor Investor Issue Price will not be finalised and above which no Bids will be accepted
Collecting Depository Participant or CDP	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Bids at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Cut-off Price	The Issue Price finalised by our Company, in consultation with the BRLMs, which may be any price within the Price Band. Only Retail Individual Investors (subject to the Bid Amount being upto ₹200,000 net of Retail Discount, if any) are entitled to Bid at the Cut-off Price. No other category of Bidders is entitled to Bid at the Cut-off Price
Demographic Details	Details of the Bidders including the Bidder's address, name of the Bidder's father/husband, investor status, occupation and bank account details
Designated CDP Locations	Such locations of the CDPs where Bidders can submit the ASBA Forms. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com)
Designated Date	The date on which funds are transferred from the Escrow Account and the amounts blocked by the SCSBs are transferred from the ASBA Accounts, as the case may be, to the Public Issue Account or the Refund Account, as appropriate, after filing of the Prospectus with the RoC
Designated Intermediaries	Syndicate, sub-syndicate/agents, SCSBs, Registered Brokers, CDPs and RTAs, who are authorized to collect ASBA Forms from the ASBA Bidders, in relation to the Issue
Designated RTA Locations	Such locations of the RTAs where Bidders can submit the ASBA Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com)
Designated SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Forms, a list of which is available on the website of SEBI at http://www.sebi.gov.in/sebiweb/home/list/5/3 3/0/0/Recognised-Intermediaries or at such other website as may be prescribed by SEBI from time to time
Designated Stock Exchange	[●]
Draft Red Herring Prospectus or DRHP	This draft red herring prospectus dated February 1, 2016 issued in accordance with the SEBI Regulations, which does not contain complete particulars of the price at which the Equity Shares will be Allotted and the number of Equity Shares which will be Allotted
Eligible FPIs	FPIs from such jurisdictions outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom the Red Herring Prospectus constitutes an invitation to subscribe to or purchase the Equity Shares offered thereby
Eligible NRI(s)	NRI(s) from such jurisdictions outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom the Red Herring Prospectus constitutes an invitation to subscribe to or purchase the Equity Shares offered thereby
Escrow Account	Account opened with the Escrow Collection Bank(s) and in whose favour the Anchor Investors will transfer money through direct credit/NEFT/RTGS in respect of the Bid Amount when submitting a Bid
Escrow Agreement	Agreement dated [●] entered into by our Company, the Registrar to the Issue, the

Term	Description
	BRLMs, the Syndicate Members, the Escrow Collection Bank(s) and the Refund Bank(s) for collection of the Bid Amounts from Anchor Investors, transfer of funds to the Public Issue Account and where applicable, refunds of the amounts collected from Bidders, on the terms and conditions thereof
First Bidder	Bidder whose name appears first in the Bid cum Application Form or the Revision Form
Floor Price	The lower end of the Price Band, subject to any revision thereto, at or above which the Issue Price and the Anchor Investor Issue Price will be finalised and below which no Bids will be accepted
F&S	Frost & Sullivan
General Information Document	The General Information Document prepared and issued in accordance with the circular (CIR/CFD/DIL/12/2013) dated October 23, 2013 notified by SEBI, suitably modified and included in "Issue Procedure" on page 444
Issue	Initial public offering consisting of a fresh issue of up to [●] Equity Shares of our Company for cash at a price of ₹[●] each, aggregating to ₹4,000 million
IIFL	IIFL Holdings Limited
I-Sec	ICICI Securities Limited
Issue Agreement	The agreement dated January 31, 2016 among our Company and the BRLMs, pursuant to which certain arrangements are agreed to in relation to the Issue
Issue Price	The final price at which Equity Shares will be Allotted to Bidders other than Anchor Investors. Equity Shares will be Allotted to Anchor Investors at the Anchor Investor Issue Price in terms of the Red Herring Prospectus The Issue Price will be decided by our Company in consultation with the BRLMs on the Pricing Date
Issue Proceeds	The proceeds of the Issue that is available to our Company
Mutual Fund Portion	5% of the QIB Category (excluding the Anchor Investor Portion) or [●] Equity Shares, which shall be available for allocation only to Mutual Funds on a proportionate basis
Net Proceeds	Issue proceeds less the Issue-related expenses. For further details about use of the Net Proceeds and the Issue expenses, see "Objects of the Issue" on page 99
Non-Institutional Category	The portion of the Issue being not less than 15% of the Issue or [●] Equity Shares, which shall be available for allocation on a proportionate basis to Non-Institutional Investors, subject to valid Bids being received at or above the Issue Price
Non-Institutional Investors or NIIs	All Bidders, including Category III Foreign Portfolio Investors, that are not QIBs or Retail Individual Investors and who have Bid for Equity Shares for an amount more than ₹200,000 (but not including NRIs other than Eligible NRIs)
Non Residents	A person resident outside India, as defined under FEMA and includes a non resident Indian, FIIs, FPIs and FVCIs
Price Band	Price band of a minimum price of ₹[●] per Equity Share (Floor Price) and the maximum price of ₹[●] per Equity Share (Cap Price), including any revisions thereof. The Price Band, any Retail Discount and the minimum Bid Lot for the Issue will be decided by our Company, in consultation with the BRLMs and will be advertised in [●] edition of the English national daily newspaper [●], [●] edition of the Hindi national daily newspaper [●], and [●] edition of the Kannada newspaper [●], each with wide circulation, at least five Working Days prior to the Bid/Issue Opening Date, with the relevant financial ratios calculated at the Floor Price and at the Cap Price and such advertisement shall be made available to the Stock Exchanges for the purpose of uploading on their websites
Pricing Date	The date on which our Company, in consultation with the BRLMs will finalise the Issue Price
Prospectus	The prospectus to be filed with the RoC in accordance with Section 26 of the Companies Act, 2013, and the provisions of the SEBI Regulations containing, *inter-alia*, the Issue Price that is determined at the end of the Book Building Process, the size of the Issue and certain other information, including any addenda or corrigenda thereto
Public Issue Account	Bank account opened with under Section 40(3) of the Companies Act, 2013 to receive monies from the Escrow Account and ASBA Accounts on the Designated Date
QIB Category	The portion of the Issue (including the Anchor Investor Portion) being 50% of the Issue consisting of [●] Equity Shares, which shall be allocated on a proportionate basis to QIBs, including the Anchor Investor Portion (in which allocation shall be on a discretionary basis, as determined by our Company, in consultation with the BRLMs), subject to valid Bids being received at or above the Issue Price
Qualified Institutional Buyers, QIBs or QIB Bidders	Qualified institutional buyers as defined under Regulation 2(1)(zd) of the SEBI Regulations
Red Herring Prospectus or RHP	The red herring prospectus to be issued in accordance with Section 32 of the Companies Act, 2013 and the provisions of the SEBI Regulations, which does not have complete particulars of the number of and the price at which the Equity Shares will be offered and

Term	Description
	the number of Equity Shares to be Allotted, including any addenda or corrigenda thereto. The Red Herring Prospectus will be filed with the RoC at least three days before the Bid/Issue Opening Date and will become a Prospectus upon filing with the RoC after the Pricing Date
Refund Account	The account opened with the Refund Bank, from which refunds, if any, of the whole or part of the Bid Amount to the Anchor Investors shall be made
Refund Bank(s)	[●]
Registered Brokers	Stock brokers registered with the stock exchanges having nationwide terminals, other than the BRLMs and the Syndicate Members and eligible to procure Bids in terms of Circular No. CIR/CFD/14/2012 dated October 4, 2012 issued by SEBI
Registrar and Share Transfer Agents or RTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Registrar to the Issue/ Registrar	Registrar to the Issue, being Link Intime India Private Limited
Retail Category	The portion of the Issue being not less than 35% of the Issue consisting of [●] Equity Shares, which shall be available for allocation to Retail Individual Investor(s), in accordance with the SEBI Regulations, subject to valid Bids being received at or above the Issue Price
Retail Discount	Discount of up to [●]% (equivalent to ₹[●]) to the Issue Price that may be offered to Retail Individual Investors (subject to the Bid Amount being upto ₹200,000 net of Retail Discount) by our Company in consultation with the BRLMs at the time of making the Bid
Retail Individual Investor(s) or RIIs	Individual Bidders who have Bid for Equity Shares for an amount not more than ₹200,000 (including HUFs applying through their karta and Eligible NRIs)
Revision Form	Form used by the Bidders to modify the quantity of the Equity Shares or the Bid Amount in any of their ASBA Form(s) or any previous Revision Form(s) QIB Bidders and Non-Institutional Investors are not allowed to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Investors can revise their Bids during the Bid/Issue Period and withdraw their Bids until Bid/Issue Closing Date.
Self Certified Syndicate Bank(s) or SCSB(s)	The banks registered with the SEBI, offering services in relation to ASBA, and a list of which is available on the website of the SEBI at http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries and updated from time to time
Specified Locations	Bidding centres where the Syndicate shall accept ASBA Forms from Bidders
Syndicate Agreement	The agreement to be entered into among the BRLMs, the Syndicate Members, our Company and the Registrar to the Issue in relation to the collection of Bids in the Issue (other than Bids directly submitted to the SCSBs under the ASBA process and Bids submitted to Registered Brokers at the Broker Centres)
Syndicate Members	Intermediaries registered with the SEBI who are permitted to carry out activities as an underwriter, being [●]
Syndicate or Members of the Syndicate	The BRLMs and the Syndicate Members
Underwriters	[●]
Underwriting Agreement	The agreement among the Underwriters and our Company to be entered into on or after the Pricing Date
Working Day(s)	All trading days of Stock Exchanges, excluding Sundays and holidays for commercial banks in Mumbai
Yes Securities	Yes Securities (India) Limited

Technical/Industry Related Terms/Abbreviations

Term	Description
Associate Employees	Personnel employed by us for deployment under client contracts
B2C	Business to consumer
BFSI	Banking, financial services and insurance
BPM	Business process management
BPO	Business process outsourcing
BTA	Business transfer agreement
Core Employees	Full time employees employed in our operations and not for deployment under client contracts
CSO	Central statistics office
CXO	Corporate executives

Term	Description
ERP	Enterprise resource planning
FM	Facility management
GTS	Global technology solutions
HR	Human resource
HRIS	Human resource information system
HVAC	Heating, ventilating, and air conditioning
IAM	Industrial asset management
ICDS	Income computation and disclosure standard
IFM	Integrated facilities management
ISO	International organization for standardization
ISSA	ISSA – The Worldwide Cleaning Industry Association
MSG	Management services group
P&C	Property & casualty insurance
P&S	People & services business
RPO	Recruitment process outsourcing
SAAS	Software-as-a-service
SAP	Structural adjustment program
SLA	Service level agreement
SSAE	Statement on Standards for Attestation Engagements
SOC	Service Organization Control

Conventional Terms/Abbreviations

Term	Description
AGM	Annual general meeting
AICPA	American Institute of Certified Public Accountants
Alternative Investment Funds or AIFs	Alternative Investment Funds as defined and registered under the SEBI AIF Regulations
Apprentices Act	The Apprentices Act, 1961
AS or Accounting Standards	Accounting Standards issued by the Institute of Chartered Accountants of India
BSE	BSE Limited
CAGR	Compounded annual growth rate
CAD	Canadian Dollars
Category II Foreign Portfolio Investors	FPIs who are registered as "Category II foreign portfolio investors" under the SEBI FPI Regulations
Category III Foreign Portfolio Investors	FPIs who are registered as "Category III foreign portfolio investors" under the SEBI FPI Regulations
CDSL	Central Depository Services (India) Limited
CII	Confederation of Indian Industry
CIN	Corporate Identity Number
Client ID	Client identification number of the Bidder's beneficiary account
CLPRA Act	Child Labour (Prohibition and Regulation) Act, 1986
CLRA	The Contract Labour (Regulation and Abolition) Act, 1970
Companies Act	Companies Act, 1956 and / or the Companies Act, 2013 as applicable
Companies Act, 1956	The Companies Act, 1956, and the rules thereunder (without reference to the provisions thereof that have ceased to have effect upon the notification of the Notified Sections)
Companies Act, 2013	The Companies Act, 2013, to the extent in force pursuant to the notification of the Notified Sections, read with the rules, regulations, clarifications and modifications thereunder
Depositories	NSDL and CDSL
Depositories Act	The Depositories Act, 1996
DIN	Director Identification Number
DIPP	Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India
DP or Depository Participant	A depository participant as defined under the Depositories Act
DP ID	Depository Participant's identification number
EBITDA	Earnings before finance cost, tax, depreciation and amortisation
EBITDA Margin	EBITDA as a percentage of total income
E-commerce	Electronic commerce
EPC	Engineering, procurement, construction
EPF Act	The Employees Provident Fund and Miscellaneous Provisions Act, 1952
EGM	Extraordinary General Meeting

Term	Description
EPS	Earnings per share
ER Act	The Equal Remuneration Act, 1976
ESI Act	The Employees' State Insurance Act, 1948
FCNR Account	Foreign Currency Non-Resident Account, and has the meaning ascribed to the term "FCNR(B) account" under the Foreign Exchange Management (Deposit) Regulations, 2000
FCRA	Foreign Contribution Regulation Act, 2010
FDI	Foreign direct investment
FEMA	Foreign Exchange Management Act, 1999 read with the rules and regulations there under
FEMA Regulations	Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended
FIIs	Foreign Institutional Investors as defined under the SEBI FPI Regulations
Financial Year/ Fiscal/ FY	Unless stated otherwise, the period of 12 months ending March 31 of that particular year
FMCG	Fast moving consumer goods
FPIs	Foreign Portfolio Investors as defined under the SEBI FPI Regulations
FSS Act	Food Safety and Standards Act, 2006
FVCI	Foreign venture capital investors as defined in and registered with the SEBI, under the SEBI FVCI Regulations
FYP	Five year plan
GAAR	General anti avoidance rules
GAAP	Generally accepted accounting principles
GBP	British Pound
GDP	Gross domestic product
GoI or Government or Central Government	Government of India
Gratuity Act	The Payment of Gratuity Act, 1972
GST	Goods and service tax
HUF	Hindu Undivided Family
IAMAI	Internet & Mobile Association of India
ICAI	The Institute of Chartered Accountants of India
ICSI	The Institute of Company Secretaries of India
ICWAI	The Institute of Cost Accountants of India
ID Act	The Industrial Disputes Act, 1947
IESO Act	The Industrial Employment (Standing Orders) Act, 1946
IFRS	International Financial Reporting Standards
IPP	Institutional Placement Programme
Income Tax Act / IT Act	The Income Tax Act, 1961
India	Republic of India
Ind AS	IFRS converged Indian Accounting Standards, notified pursuant to the Companies (Accounting Standards) Rules, 2015 issued by the MCA on February 16, 2015, which will come into effect from April 1, 2016
Indian GAAP	Generally Accepted Accounting Principles in India
IPO	Initial Public Offering
IRDA	Insurance Regulatory and Development Authority of India
IST	Indian Standard Time
IT	Information Technology
ITes	Information technology enabled services
KYC	Know Your Customer
LIBOR	London Interbank Offered Rate
Listing Agreement	The agreement to be entered into between our Company and each of the Stock Exchanges in relation to listing of the Equity Shares on such Stock Exchanges
Maternity Benefit Act	The Maternity Benefit Act, 1961
MCA	Ministry of Corporate Affairs, Government of India
MICR	Magnetic Ink Character Recognition (nine digit code as appearing on a cheque leaf)
Minimum Wages Act	Minimum Wages Act, 1948
MNCs	Multi-national companies
MoRD	Ministry of Rural Development
MSDE	Ministry of skill development and entrepreneurship
MSME	Micro, small and medium enterprises
Mutual Fund(s)	Mutual fund(s) registered with the SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996

Term	Description
NACH	National Automated Clearing House
NASSCOM	National association of software and services companies
NECS	National Electronic Clearing Service
NEFT	National Electronic Fund Transfer
NSDA	National skill development agency
NSDC	National skill development corporation
Notified Sections	The sections of the Companies Act, 2013 that have been notified by the MCA and are currently in effect
NR or Non-Resident	A person resident outside India, as defined under the FEMA and includes NRIs, FIIs, FPIs and FVCIs registered with the SEBI
NRE Account	Non-Resident External Account, and has the meaning ascribed to such term in the Foreign Exchange Management (Deposit) Regulations, 2000
NRI	A person resident outside India, who is a citizen of India or a person of Indian origin, and shall have the meaning ascribed to such term in the Foreign Exchange Management (Deposit) Regulations, 2000
NRO Account	Non-Resident Ordinary Account, and has the meaning ascribed to such term in the Foreign Exchange Management (Deposit) Regulations, 2000
NSDL	National Securities Depository Limited
NSE	The National Stock Exchange of India Limited
OCB or Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA. OCBs are not allowed to invest in the Issue
O&M	Operation & maintenance
OEM	Original equipment manufacturer
p.a.	Per annum
PAN	Permanent Account Number allotted under the Income Tax Act
Payment of Bonus Act	The Payment of Bonus Act, 1965
Payment of Wages Act	The Payment of Wages Act, 1936
PHP	Philippine Peso
PMKVY	Pradhan Mantri Kaushal Vikas Yojna
RBI	Reserve Bank of India
RM	Malaysian Ringgit
Rs. / ₹ / Rupees / INR	Indian Rupees
RTGS	Real Time Gross Settlement
SCRA	Securities Contracts (Regulation) Act, 1956
SCRR	Securities Contracts (Regulation) Rules, 1957
SEBI	Securities and Exchange Board of India constituted under the SEBI Act
SEBI Act	Securities and Exchange Board of India Act, 1992
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012
SEBI ESOP Guidelines	Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999
SEBI ESOP Regulations	Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014
SEBI FII Regulations	Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
SEBI Merchant Bankers Regulations	Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992
SEBI Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996
SHWPR Act	The Sexual Harassment at Workplace (Prevention, Prohibition and Redressal) Act, 2013

Term	Description
Securities Act	U.S. Securities Act of 1933, as amended
SICA	Sick Industrial Companies (Special Provisions) Act, 1985
Sq. Ft. or sq. ft.	Square feet
State Government	The government of a state in India
Stock Exchanges	The BSE and the NSE
Supreme Court	The Supreme Court of India
U.S./ USA/ United States	United States of America
US GAAP	Generally Accepted Accounting Principles in the United States of America
USD/ US$	United States Dollars
VAT	Value added tax
VCFs	Venture capital funds as defined in and registered with the SEBI under the SEBI VCF Regulations or the SEBI AIF Regulations, as the case may be

The words and expressions used but not defined herein shall have the same meaning as is assigned to such terms under the SEBI Regulations, the Companies Act, the SCRA, the Depositories Act and the rules and regulations made thereunder.

Notwithstanding the foregoing, terms in "Statement of Tax Benefits", "Regulations and Policies", "History and Certain Corporate Matters", "Financial Statements", "Outstanding Litigation and Material Developments" and "Main Provisions of Articles of Association" on pages 112, 149, 153, 199, 398 and 476, respectively, shall have the meanings given to such terms in these respective sections.

PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA

All references to "India" contained in this Draft Red Herring Prospectus are to the Republic of India and all references to the "U.S.", "USA" or "United States" are to the "United States of America".

Unless stated otherwise, all references to page numbers in this Draft Red Herring Prospectus are to the page numbers of this Draft Red Herring Prospectus.

Financial Data

Unless stated or the context requires otherwise, our financial data included in this Draft Red Herring Prospectus is derived from our Company's Restated Consolidated Financial Statements and the Restated Standalone Financial Statements, as of and for the 12 months ended March 31, 2011, 2012 and 2013, respectively, as of and for the nine months ended December 31, 2013, as of and for the 15 months ended March 31, 2015 and as of and for the six months ended September 30, 2015, prepared in accordance with the Companies Act, Indian GAAP and restated in accordance with the SEBI Regulations. In this Draft Red Herring Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off. All figures in decimals (including percentages) have been rounded off to one or two decimals. Our corporate Promoter, TCIL is listed on the NSE and BSE and accordingly, it declares and will be required to declare its quarterly unaudited consolidated financial results in accordance with Regulation 33 of the SEBI Listing Regulations, which may include limited unaudited financial information about us. As these results would be unaudited, under the SEBI Regulations the same cannot be disclosed and does not form part of this document.

Our Company's financial year commences on April 1 and ends on March 31 of the next year, so all references to a particular financial year, unless stated otherwise, are to the 12 months period ended on March 31 of that year.

There are significant differences between Indian GAAP, US GAAP and IFRS. The reconciliation of the financial information to IFRS or US GAAP financial statements has not been provided. Our Company has not attempted to also explain those differences or quantify their impact on the financial data included in this Draft Red Herring Prospectus, and it is urged that you consult your own advisors regarding such differences and their impact on our Company's financial data. Accordingly, the degree to which the Restated Financial Statements included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting policies and practices, the Companies Act and the SEBI Regulations. Any reliance by persons not familiar with Indian accounting policies and practices, the Companies Act and the SEBI Regulations on the financial disclosures presented in this Draft Red Herring Prospectus should accordingly be limited.

Unless stated or the context requires otherwise, any percentage amounts, as set forth in "Risk Factors", "Our Business" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 17, 132 and 353, respectively, in this Draft Red Herring Prospectus have been calculated on the basis of the Restated Financial Statements of our Company prepared in accordance with the Companies Act, Indian GAAP and the SEBI Regulations.

Important Note Relating to Presentation of Financial Information

Our Company's fiscal year ends on March 31 of each year, except that in 2014 our Company aligned its fiscal year end to that of our Promoter TCIL, December 31. However, our Company subsequently reverted to a March 31 year end in fiscal 2015 to align it to that of our Promoter TCIL. In this Draft Red Herring Prospectus (i) the terms Fiscal 2011, Fiscal 2012 and Fiscal 2013 denote the 12 months ended March 31, 2011, 2012 and 2013, respectively; (ii) Fiscal 2014 (9 months) denotes the nine months ended December 31, 2013; (iii) Fiscal 2015 (15 months) denotes the 15 months ended March 31, 2015; and (iv) and Half Year Fiscal 2016 denotes the six months ended September 30, 2015. Accordingly, our results of operations in Fiscal 2014 (9 months) and Fiscal 2015 (15 months) are not comparable to each other or to the results of operations in other 12-month fiscal periods.

We have completed a number of acquisitions in Fiscal 2011, Fiscal 2014 (9 months), Fiscal 2015 (15 months) and Half Year Fiscal 2016. For further details, see "Management's Discussion and Analysis of Financial Statements – Corporate Restructuring, Acquisitions and Presentation of Financial Information" on page 355. Accordingly, our Restated Consolidated Financial Statements relating to such fiscal periods are not comparable to each other.

With respect to acquisitions made in Fiscal 2015 (15 months) and the Half Year Fiscal 2016, the results of operations of such acquired entities would be reflected in our Restated Consolidated Financial Statements only with effect from the effective date of such respective acquisition and not for the entire relevant financial reporting period. In addition, we have undertaken certain acquisitions subsequent to September 30, 2015. For further details, see "Management's Discussion and Analysis of Financial Statements – Significant Developments after September 30, 2015 that may affect our future results of operations", on page 394.

In this Draft Red Herring Prospectus, we have not included any pro forma profit and loss statement or balance sheet statement, as applicable, prepared in accordance with the laws and regulations of the United States, India or any other jurisdiction, which would have shown the effect of such acquisitions completed in Fiscal 2015 (15 months), Half Year Fiscal 2016 or those completed subsequent to September 30, 2015, on our historical results of operations and financial condition. Although we have included certain limited financial information with respect to the entities acquired by us subsequent to September 30, 2015 in "Management's Discussion and Analysis of Financial Statements – Corporate Restructuring, Acquisitions and Presentation of Financial Information" on page 355, we have not included the historical audited or restated financial statements of such acquired entities in this Draft Red Herring Prospectus.

Pursuant to a scheme of arrangement approved by the High Court of Karnataka, Avon and Magna Infotech were merged into our Company with effect from January 1, 2014, while Hofincons was merged into our Company with effect from July 1, 2014. For further details on such scheme of arrangement, see "History and Certain Corporate Matters" on page 157. Accordingly, our Restated Standalone Financial Statements in Fiscal 2015 (15 months) or subsequent financial periods is not comparable to our Restated Standalone Financial Statements in prior periods.

Potential investors should carefully take into account the disclosures above and our Restated Consolidated Financial Statements included in this Draft Red Herring Prospectus, in evaluating our business and financial performance and in making any investment decision.

Currency and Units of Presentation

All references to:

- "Rupees" or "₹" or "INR" or "Rs." are to Indian Rupee, the official currency of the Republic of India;
- "USD" or "US$" or "$" are to United States Dollar, the official currency of the United States;
- "Euro" or "€" are to Euro, the official currency of the Eurozone (the monetary union of the European Union);
- "RM" are to Malaysian Ringgit, the official currency of Malaysia;
- "SGD" are to Singaporean Dollar, the official currency of Singapore;
- "CAD" are to Canadian Dollars, the official currency of Canada;
- "AED" are to Emirati Dirhams, the official currency of United Arab Emirates;
- "LKR" are to Sri Lankan Rupees, the official currency of Sri Lanka;
- "PHP" or "₱" are to Philippine Peso, the official currency of Philippines; and
- "QAR" are to Qatari Rial, the official currency of State of Qatar.

Our Company has presented all numerical information in this Draft Red Herring Prospectus in "million" units or in whole numbers where the numbers have been too small to represent in millions. One million represents 1,000,000 and one billion represents 1,000,000,000.

Exchange Rates

This Draft Red Herring Prospectus contains conversions of certain other currency amounts into Indian Rupees that have been presented solely to comply with the SEBI Regulations and for the convenience of potential investors. With respect to presentation of such financial information in Indian Rupees, the conversion rates from certain foreign currencies into Indian Rupees have been calculated on the basis of the rates applicable as of the end of the relevant financial period, as specified in the table below. These conversions should not be construed as a representation that these currency amounts could have been, or can be converted into Indian Rupees, at any particular rate or at all.

The following table sets forth, for the dates indicated, information with respect to the exchange rate between the Rupee and the respective foreign currencies:

Currency	March 31, 2011 (₹)	March 31, 2012 (₹)	March 31, 2013 (₹)	December 31, 2013 (₹)	March 31, 2015 (₹)	September 30, 2015 (₹)
1 USD	45.29	51.85	54.36	61.77	62.53	66.13
1 Euro	63.84	69.16	69.66	85.04	67.09	74.35
1 RM	14.95	16.90	17.43	18.75	16.84	14.79
1 SGD	35.88	41.24	43.81	48.69	45.50	46.26
1 CAD	46.57	51.99	53.40	57.75	49.45	49.31
1 AED	12.33	14.11	14.79	16.82	17.02	18.00
1 LKR	0.41	0.40	0.43	0.47	0.46	0.46
1 PHP	1.04	1.20	1.33	1.39	1.39	1.41
1 QAR	12.43	14.23	14.92	16.95	17.14	18.14

Source: www.oanda.com

Industry and Market Data

Unless stated otherwise, industry and market data used in this Draft Red Herring Prospectus have been obtained or derived from publicly available information as well as industry publications and sources.

Industry publications generally state that the information contained in those publications has been obtained from sources believed to be reliable but that their accuracy and completeness are not guaranteed and their reliability cannot be assured. Although we believe that industry and market data used in this Draft Red Herring Prospectus is reliable, it has not been independently verified by either our Company or the BRLMs or any of their respective affiliates or advisors.

Information has been included in this Draft Red Herring Prospectus from the report titled "Assessment of Outsourced Services Market in India, Frost & Sullivan, January 2016" prepared by Frost & Sullivan, which report has been commissioned by the Company for the purposes of confirming its understanding of the industry in connection with the Issue and which includes the following disclaimer:

"The market research process for this study has been undertaken thorough secondary / desktop research as well as primary research, which involves discussing the status of the market with leading participants and experts. The research methodology used is the Expert Opinion Methodology. Quantitative market information was sourced from interviews by way of primary research as well as from trusted portals, and therefore, the information is subject to fluctuations due to possible changes in the business and market climate. Frost & Sullivan's estimates and assumptions are based on varying levels of quantitative and qualitative analyses, including industry journals, company reports and information in the public domain.

Forecasts, estimates, predictions, and other forward-looking statements contained in this report are inherently uncertain because of changes in factors underlying their assumptions, or events or combinations of events that cannot be reasonably foreseen. Actual results and future events could differ materially from such forecasts, estimates, predictions, or such statements.

Frost & Sullivan has prepared this study in an independent and objective manner, and it has taken adequate care to ensure its accuracy and completeness. We believe that this study presents a true and fair view of facilities management, corporate catering, industrial asset management, and human resources solutions industry within the limitations of, among others, secondary statistics and primary research, and it does not purport to be exhaustive. Our research has been conducted with an "overall industry" perspective, and it will not necessarily reflect the performance of individual companies in the industry. Frost & Sullivan shall not be liable for any loss suffered because of reliance on the information contained in this study. This study should also not be considered as a recommendation to buy or not to buy the shares of any company or companies as mentioned in it or otherwise."

In addition, information has been included in this Draft Red Herring Prospectus from the report titled "2015 Insurance Technology – Priorities and Spending" prepared by Strategy Meets Action ("**SMA**"), which includes the following disclaimer:

"The material and observations contained in this publication have been developed from sources believed to be reliable. SMA shall have no liability for omissions or errors and no obligation to revise or update any data or conclusions should new information become available or future events occur. The opinions expressed in this report are subject to change without notice."

The extent to which the market and industry data used in this Draft Red Herring Prospectus is meaningful depends on the reader's familiarity with and understanding of the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which we conduct our business, and methodologies and assumptions may vary widely among different industry sources.

Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those disclosed in "Risk Factors" on page 17.

FORWARD-LOOKING STATEMENTS

This Draft Red Herring Prospectus contains certain "forward-looking statements". These forward-looking statements generally can be identified by words or phrases such as "aim", "anticipate", "believe", "contemplate", "expect", "estimate", "intend", "future", "goal", "likely" "objective", "plan", "project", "seek to", "should", "will", "will continue", "will pursue" or other words or phrases of similar import. Similarly, statements that describe our Company's strategies, objectives, plans or goals are also forward-looking statements. All forward-looking statements are subject to risks, uncertainties and assumptions about our Company that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement.

Actual results may differ materially from those suggested by the forward-looking statements due to risks or uncertainties. Important factors that could cause actual results to differ materially from our Company's expectations include, but are not limited to, the following:

- failure to integrate businesses we have acquired with our existing operations;
- our inability to recruit, train and retain qualified and experienced personnel who meet the business requirements of our clients;
- failure to retain key clients or attract new clients;
- failure to anticipate employee related costs and regulatory risks and any significant disputes with our employees;
- our inability to obtain future financing on favourable terms to fund expected capital expenditure and working capital requirements;
- failure to obtain or retain the various approvals and licenses required to operate our business;
- our ability to effectively compete against current and future competitors;
- risks arising from changes in interest rates, currency fluctuations and inflation;
- failure to maintain sufficient insurance coverage to cover all possible economic losses and liabilities associated with our business;
- our exposure to risks associated with fluctuations in foreign exchange rates; and
- general economic and business conditions in India and other countries.

For further discussion of factors that could cause our actual results to differ from the expectations, see "Risk Factors", "Our Business" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 17, 132 and 353, respectively. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated and are not a guarantee of future performance.

Although we believe that the assumptions on which such statements are based are reasonable, we cannot assure investors that the expectations reflected in these forward looking statements will prove to be correct. Given these uncertainties, investors are cautioned not to place undue reliance on such forward looking statements and not to regard such statements as a guarantee of future performance.

Forward-looking statements reflect the current views of our Company as of the date of this Draft Red Herring Prospectus and are not a guarantee of future performance. These statements are based on our management's beliefs and assumptions, which in turn are based on currently available information. Although we believe the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect. Our corporate Promoter, TCIL is listed on the NSE and BSE and accordingly, it declares and will be required to declare its quarterly unaudited consolidated financial results in accordance with Regulation 33 of the SEBI Listing Regulations, which may include limited unaudited financial information about us. As these results would be unaudited, under the SEBI Regulations the same cannot be disclosed and does not form part of this document.

None of our Company, our Directors, any of the Syndicate or any of their respective affiliates has any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with SEBI requirements, our Company and the BRLMs shall ensure that investors in India are informed of material developments until the time of the grant of listing and trading permission by the Stock Exchanges for this Issue.

Further, in accordance with Regulation 51A of the SEBI Regulations, our Company may be required to undertake an annual updation of the disclosures made in the Draft Red Herring Prospectus and make it publicly available in the manner specified by SEBI.

SECTION II: RISK FACTORS

RISK FACTORS

An investment in the Equity Shares involves a high degree of risk. You should carefully consider all the information disclosed in this Draft Red Herring Prospectus, including the risks and uncertainties described below, before making an investment decision in the Equity Shares. The risks described below are not the only ones relevant to us or the Equity Shares, the industry in which we operate or India. Additional risks and uncertainties, not presently known to us or that we currently deem immaterial may also impair our business, results of operations and financial condition. In order to obtain a complete understanding of our Company, businesses and operations, prospective investors should read this section in conjunction with "Our Business" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 132 and 353, respectively, as well as the other financial and statistical information contained in this Draft Red Herring Prospectus. If anyone or a combination of the risks described below, or other risks that are not currently known or are currently deemed immaterial actually occur, our business, prospects, financial condition and results of operations could be adversely affected, the trading price of the Equity Shares could decline, and investors may lose all or part of the value of their investment. The financial and other related implications of the risk factors, wherever quantifiable, have been disclosed in the risk factors mentioned below. However, there are certain risk factors where the financial impact is not quantifiable and, therefore, cannot be disclosed in such risk factors. You should consult your tax, financial and legal advisors about the particular consequences to you of an investment in this Issue.

This Draft Red Herring Prospectus also contains forward-looking statements that involve risks and uncertainties. Our results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Draft Red Herring Prospectus.

In this section, unless the context otherwise requires, a reference to the "Company" is a reference to Quess Corp Limited on a standalone basis, while any reference to "we", "us" or "our" refers to Quess Corp Limited and its subsidiaries and associate companies, as applicable in the relevant fiscal period, on a consolidated basis.

Important Note Relating to Presentation of Financial Information

Our Company's fiscal year ends on March 31 of each year, except that in 2014 our Company aligned its fiscal year end to that of our corporate Promoter TCIL, December 31. However, our Company subsequently reverted to a March 31 year end in fiscal 2015 to align it to that of our corporate Promoter TCIL. In this Draft Red Herring Prospectus (i) the terms Fiscal 2011, Fiscal 2012 and Fiscal 2013 denote the 12 months ended March 31, 2011, 2012 and 2013, respectively; (ii) Fiscal 2014 (9 months) denotes the nine months ended December 31, 2013; (iii) Fiscal 2015 (15 months) denotes the 15 months ended March 31, 2015; and (iv) and Half Year Fiscal 2016 denotes the six months ended September 30, 2015. Accordingly, our results of operations in Fiscal 2014 (9 months) and Fiscal 2015 (15 months) are not comparable to each other or to the results of operations in other 12-month fiscal periods.

We have completed a number of acquisitions in Fiscal 2011, Fiscal 2014 (9 months), Fiscal 2015 (15 months) and Half Year Fiscal 2016. For further details, see "Management's Discussion and Analysis of Financial Statements – Corporate Restructuring, Acquisitions and Presentation of Financial Information" on page 355. Accordingly, our Restated Consolidated Financial Statements relating to such fiscal periods are not comparable to each other.

With respect to acquisitions made in Fiscal 2015 (15 months) and the Half Year Fiscal 2016, the results of operations of such acquired entities would be reflected in our Restated Consolidated Financial Statements only with effect from the effective date of such respective acquisition and not for the entire relevant financial reporting period. In addition, we have undertaken certain acquisitions subsequent to September 30, 2015. For further details, see "Management's Discussion and Analysis of Financial Statements – Significant Developments after September 30, 2015 that may affect our future results of operations", on page 394.

In this Draft Red Herring Prospectus, we have not included any pro forma profit and loss statement or balance sheet statement, as applicable, prepared in accordance with the laws and regulations of the United States, India or any other jurisdiction, which would have shown the effect of such acquisitions completed in Fiscal 2015 (15

months), Half Year Fiscal 2016 or those completed subsequent to September 30, 2015, on our historical results of operations and financial condition. Although we have included certain limited financial information with respect to the entities acquired by us subsequent to September 30, 2015 in "Management's Discussion and Analysis of Financial Statements – Corporate Restructuring, Acquisitions and Presentation of Financial Information" on page 355, we have not included the historical audited or restated financial statements of such acquired entities in this Draft Red Herring Prospectus. In particular, certain of these acquired entities were at the time of acquisition, and continue to be, loss making, and our Restated Consolidated Financial Statements included in this Draft Red Herring Prospectus do not reflect the pro forma effect of such losses in the relevant fiscal periods.

Pursuant to a scheme of arrangement approved by the High Court of Karnataka, Avon and Magna Infotech were merged into our Company with effect from January 1, 2014, while Hofincons was merged into our Company with effect from July 1, 2014. For further details on such scheme of arrangement, see "History and Certain Corporate Matters" on page 157. Accordingly, our Restated Standalone Financial Statements in Fiscal 2015 (15 months) or subsequent financial periods is not comparable to our Restated Standalone Financial Statements in prior periods.

Potential investors should carefully take into account the disclosures above, our Restated Consolidated Financial Statements included in this Draft Red Herring Prospectus, in evaluating our business and financial performance and in making any investment decision.

The following section should be read in conjunction with our Restated Financial Statements and the respective auditors reports thereon, included in "Financial Statements" on page 199. Unless otherwise stated, the financial information used in this section is derived from our Restated Consolidated Financial Statements.

Internal Risk Factors

1. Our business and operations are subject to various risks relating to our recent acquisitions, including risks relating to the integration of these acquired businesses with our existing operations. We may in the future continue to make strategic acquisitions to grow our business and further diversify service offerings. An inability to identify, complete and successfully integrate such acquisitions could adversely affect our business prospects, results of operations and financial condition.

We have in recent periods completed a number of acquisitions in India and other jurisdictions to grow our business, expand our business segments and service offerings, and diversify our revenue streams. As a result, our business and operations are subject to various risks arising out of these acquisitions. The following table sets forth certain information on the acquisitions completed by us:

Company	Date of Acquisition/ Consolidation	Shareholding Acquired	Total Shareholding as on Date of Acquisition/ Consolidation
Magna Infotech	December 23, 2010	51.00%	51.00%
Avon[1]	May 14, 2013	26.04%	100.00%
Magna Infotech	May 13, 2013	49.00%	100.00%
Hofincons	June 27, 2014	100.00%	100.00%
Brainhunter	October 23, 2014	100.00%	100.00%
MFX	November 3, 2014	49.00%	49.00%
Aravon Services	April 1, 2015	100.00%	100.00%
MFX	January 1, 2016	51.00%	100.00%
TSQ[2]	SPA dated June 1, 2015	100.00%	100.00%
Randstad Lanka[2]	SPA dated October 14, 2015	100.00%	100.00%

1. *73.96% shareholding in Avon was acquired in July 2008.*
2. *The proposed acquisition of TSQ and Randstad Lanka have not been completed and are subject to receipt of requisite regulatory approvals.*

We continue to evaluate inorganic growth opportunities consistent with our business strategy of diversifying our service offerings and providing integrated business services to our clients. Certain proposed acquisitions, such as those of Randstad Lanka and TSQ, are subject to receipt of applicable approvals from RBI and other government authorities and there is no assurance we will be able to obtain such approvals in a reasonable timeframe, or at all. In addition, we have acquired 100.00% beneficial interest in Styracorp and IME Consultancy on December 5, 2015. For further details on our acquisitions, see "Management's Discussion and Analysis of Financial Condition and Results of Operations - Corporate Restructuring, Acquisitions and Presentation of Financial Information" and "History and

Certain Corporate Matters – Acquisition Agreements" on pages 355 and 160 respectively.

There can be no assurance that we will be able to successfully integrate the acquired businesses into our existing operations. Our acquisition strategy involves various risks and challenges, including the diversion of management's attention from our business operations; the potential loss of key employees and customers of the acquired businesses; potential disruption of business relationships with current clients; uncertainties that may impair our ability to attract, retain and motivate key personnel; issues relating to management and integration of operations; potential deficiencies in financial control and statutory compliance at the acquired companies; an increase in our expenses and working capital requirements; a failure to achieve cultural compatibility and other benefits expected from an acquisition; and exposure to unanticipated liabilities of the acquired companies. We also face various operational challenges in relation to our acquisitions. For example, we have limited experience in certain businesses such as industrial asset management, international IT staffing and IT solutions and products. In addition, certain of these entities, in particular Brainhunter and MFX, were loss-making entities when acquired by us and have involved, and will continue to require, significant restructuring and streamlining of their business operations to improve their operating efficiencies and financial performance. An inability to integrate or manage these acquired businesses or entities may result in increased costs and adversely affect our results of operations.

Further, the information relied on by us with respect to these acquired entities may have been incomplete or inaccurate, there may be infirmities or irregularities in the operational and financial reporting procedures or in compliance with regulatory and other requirements by such entities, and we may be subject to unforeseen risks, liabilities and obligations in this regard. In addition, we may not have any recourse against the entities from which we acquired these entities in connection with any loss that may arise out of such acquisitions. We may be adversely impacted by liabilities that we assume from our acquisitions, including known and unknown obligations, intellectual property or other assets, terminated employees, current or former clients, or other third parties, and we may fail to identify or adequately assess the magnitude of certain liabilities, shortcomings or other circumstances prior to acquisition, which could result in unexpected legal or regulatory exposure, unfavourable accounting treatment, unexpected increases in taxes, or other adverse effects on our business.

In addition, we may require additional financial resources for the successful expansion or reorganization of these recently acquired businesses and integrating their operations into our operations. An inability to raise adequate finances in a timely manner and on commercially acceptable terms for the expansion, reorganization or integration of these businesses with our existing operations could materially and adversely affect our business, results of operations and financial condition.

An inability to identify, complete and successfully integrate any acquired businesses into our operations, may affect our growth strategy, market share, profitability, or competitive position.

2. ***Our Restated Standalone Financial Statements and Restated Consolidated Financial Statements for the relevant financial reporting periods are not comparable to each other, do not fully reflect the effect of our recent acquisitions on the relevant financial reporting period and are not representative of our future financial performance.***

Our Company's fiscal year ends on March 31 of each year, except that in 2014 our Company aligned its fiscal year end to that of our corporate Promoter TCIL, to December 31. However, our Company subsequently reverted to a March 31 year end in fiscal 2015 to align it to that of our corporate Promoter TCIL. Accordingly, our results of operations in Fiscal 2014 (9 months) and Fiscal 2015 (15 months) are not comparable to each other or to the results of operations in other 12 month fiscal periods.

We have completed a number of acquisitions in Fiscal 2011, Fiscal 2014 (9 months), Fiscal 2015 (15 months) and Half Year Fiscal 2016. For further details, see "Management's Discussion and Analysis of Financial Statements – Corporate Restructuring, Acquisitions and Presentation of Financial Information" and "History and Certain Corporate Matters – Acquisition Agreements" on page 355 and 160, respectively. Accordingly, our Restated Consolidated Financial Statements relating to such fiscal periods are not comparable to each other.

Pursuant to a scheme of arrangement approved by the High Court of Karnataka, Avon and Magna Infotech were merged into our Company with effect from January 1, 2014, while Hofincons was merged

into our Company with effect from July 1, 2014. For further details on such scheme of arrangement, see "History and Certain Corporate Matters – Acquisition Agreements" on page 160. Accordingly, our Restated Standalone Financial Statements in Fiscal 2015 (15 months) or subsequent financial periods is not comparable to our Restated Standalone Financial Statements in prior periods.

With respect to acquisitions made in Fiscal 2015 (15 months) and the Half Year Fiscal 2016, the results of operations of such acquired entities would be reflected in our Restated Consolidated Financial Statements only with effect from the effective date of such respective acquisition and not for the entire relevant financial reporting period. In addition, we have undertaken certain acquisitions subsequent to September 30, 2015. For further details, see "Management's Discussion and Analysis of Financial Statements – Significant Developments after September 30, 2015 that may affect our future results of operations" and "History and Certain Corporate Matters – Acquisition Agreements" on page 394 and 160, respectively.

In this Draft Red Herring Prospectus, we have not included any pro forma profit and loss statement or balance sheet statement, as applicable, prepared in accordance with the laws and regulations of the United States, India or any other jurisdiction, which would have shown the effect of such acquisitions completed in Fiscal 2015 (15 months), Half Year Fiscal 2016 or those completed subsequent to September 30, 2015, on our historical results of operations and financial condition. Although we have included certain limited financial information with respect to the entity acquired by us subsequent to September 30, 2015, we have not included the historical audited or restated financial statements of such acquired entity in this Draft Red Herring Prospectus. In particular, this entity ("**MFX**"), at the time of acquisition, and continues to be, loss making, and our Restated Consolidated Financial Statements included in this Draft Red Herring Prospectus do not reflect the pro forma effect of such losses in the relevant fiscal periods. Potential investors should carefully take into account the discussions above, our Restated Consolidated Financial Statements, and the discussions in "Management's Discussion and Analysis of Financial Statements – Corporate Restructuring, Acquisitions and Presentation of Financial Information" on page 355, in evaluating our business and financial performance and in making any investment decision.

3. One of our Directors, our corporate Promoter, TCIL and a Group Entity have been named as respondents in certain criminal proceedings.

One of our Directors, Chandran Ratnaswami, our corporate Promoter, TCIL, and a Group Entity have been named as respondents in certain criminal proceedings that are pending at different levels of adjudication before various courts. For further details, see "Outstanding Litigation and Material Development" on page 398. Any conviction, penalties or other action against our Director or corporate Promoter or our Group Entity for the offences alleged by the complainants may potentially cause negative publicity thereby affecting our reputation, business, and financial condition.

4. We are involved in certain legal proceedings, which, if determined adversely, may affect our business and financial condition.

As on the date of filing this Draft Red Herring Prospectus, there are outstanding legal proceedings initiated against and initiated by our Company, Subsidiaries, Promoters, Directors and Group Entities that are pending before various courts, tribunals and other appellate authorities.

A summary of material outstanding legal proceedings involving our Company, Subsidiaries, Promoters, Group Entities and Directors are provided below:

Nature of cases	No. of cases	Total amount involved (in ₹ million)*
Against our Company		
Civil	2	-
Actions taken by statutory/regulatory authorities	1	42.89
Tax	1	6.05
By our Company		
Criminal	1	2.50

Nature of cases	No. of cases	Total amount involved (in ₹ million)*
Civil	2	67.01
Against our Subsidiaries		
Tax	11	45.81
Against our Promoters		
Criminal	1	-
Civil	5	139.78*
Actions taken by statutory/regulatory authorities	6	59.69*
Tax	25	469.20
By our Promoters		
Criminal	31	48.96*
Civil	1	14.81
Against our Directors		
Criminal	5	-
Against our Group Entities		
Criminal	3	-
Civil	9	289.39
Actions taken by statutory/regulatory authorities	1	-
Tax	3	50.97
By our Group Entities		
Criminal	15	1.27
Civil	4	402,466.74*

* *1USD= ₹67.07 and 1GBP= ₹96.72*

The amounts claimed in these proceedings have been disclosed to the extent ascertainable / quantifiable and include amounts claimed jointly and severally. If any new developments arise, such as changes in Indian law or rulings against us by the appellate courts or tribunals, we may need to make provisions in our financial statements that could increase our expenses and current liabilities. For further details on litigation involving our Company, Promoters and Directors, see "Outstanding Litigation and Material Developments" on page 398.

5. ***An inability to recruit, train and retain qualified and experienced personnel who meet the staffing requirements of our clients may adversely affect our reputation, business prospects and future financial performance.***

Our business depends on our ability to attract and retain qualified personnel who possess the skills and experience necessary to meet the requirements of our clients. Our business operations and financial performance may be adversely affected if we are unable to find sufficient personnel for our staffing and other businesses. In addition, we must continually evaluate and upgrade our database of available qualified personnel through recruiting and training programs to keep pace with changing client needs and emerging technologies. Competition for individuals with proven professional skills and experience is intense, and we expect demand for such individuals to remain strong in the foreseeable future. In particular, our IT staffing business involves skilled personnel, and our success depends upon our ability to attract, develop, motivate and retain skilled IT consultants. Qualified personnel may not be available to us in sufficient numbers and on terms of employment acceptable to us. We may not be able to effectively meet the expectations of our clients due to our failure to identify personnel with the requisite skills, experience or other attributes, and our training programs may not succeed in developing effective skills in a timely manner or at all. In addition, our staffing services business consists of the placement of individuals seeking employment. There can be no assurance that candidates for employment will continue to seek employment through us. Candidates generally seek temporary or regular positions through multiple sources, including us and our competitors. Any shortage of candidates could materially and adversely affect our business prospects.

The cost of providing our services and the extent to which we utilize our employees, affects our profitability. The rate at which we utilize our employees is affected by a number of factors, including our

ability to transition employees from completed contracts to new assignments and to hire and assimilate new employees in the jurisdictions where we operate; our ability to manage attrition; our need to devote time and resources to training, business development, professional development and other non-chargeable activities; and our ability to manage our Associate Employee workforce. As a result, our profitability could suffer if we are not able to maintain adequate staffing for our contracts.

6. Our acquisition of Brainhunter Systems Limited may be challenged under Indian law.

Our Company acquired the entire paid up share capital of Brainhunter (then known as Zylog Systems (Canada) Limited) from ICICI Bank pursuant to a purchase and sale agreement dated September 17, 2014 that was governed by Canadian laws. The equity shares of Brainhunter were originally owned by Zylog Systems Limited ("**Zylog**"), a Chennai headquartered company, and had been pledged by Zylog in favour of ICICI Bank as security for certain loans availed by Zylog from ICICI Bank. Such pledge over the equity shares of Brainhunter was exercised by ICICI Bank pursuant to the Personal Property Security Act, R.S.O 1990, subsequent to a default in repayment of loans by Zylog. Zylog is currently under liquidation pursuant to an order of the Madras High Court. Our Company received notice dated November 13, 2014 from the official liquidator appointed in the winding up proceedings of Zylog, alleging that the acquisition by our Company of the equity shares of Brainhunter was not in accordance with law and therefore void ab initio, as such sale and transfer of the equity shares of Brainhunter had taken place subsequent to an order passed by the Madras High Court. Our Company has responded to such notice to the official liquidator on November 28, 2014 denying such allegations and also stated amongst others that under Indian law a secured creditor is legally entitled to enforce the security and assert his right without the leave of the Court. Subsequently, our Company has received letters from the RBI, stating its inability to take on record the transfer of the equity shares of Brainhunter until the winding up proceedings of Zylog have been completed and resolved.

Brainhunter contributed 7.09% and 12.13% of our total revenues from operations in Fiscal 2015 (15 months) and in the Half Year Fiscal 2016, respectively. There can be no assurance that the proceedings in the Madras High Court will not be resolved in a manner that adversely affects our acquisition of the equity shares of Brainhunter. In the event that the acquisition of the equity shares of Brainhunter by our Company is finally determined by the Madras High Court or any other higher court or other competent judicial forum to be void ab initio under applicable laws, our shareholding in Brainhunter will be adversely affected and we may also be subject to applicable penalties if so determined by such judicial forum or regulatory authority. There can also be no assurance that such order will not retrospectively affect our historical financial performance. For further details, see "History and Certain Corporate Matters" and "Outstanding Litigation and Material Developments" on pages 161 and 399, respectively.

7. An inability to manage our rapid growth and business diversification initiatives may disrupt our operations and adversely affect our business and growth strategies and future financial performance.

We have experienced rapid growth in recent years and expect our business to grow significantly as a result of the increase in size of operations, expansion into a diversified range of service offerings, through organic growth as well as acquisitions and other strategic growth opportunities across geographies. We intend to further grow our GTS, IFM and IAM businesses, which are relatively high margin businesses compared to our P&S business. We also intend to focus on managed services offerings in the e-commerce ecosystem. This exposes us to a wide range of risks, including business risks, operational risks, fraud risks and regulatory and legal risks.

These strategic initiatives may require significant capital and other resources, as well as management attention, which could place a burden on our resources and abilities. We are in the initial stages of our diversification strategy and may not be able to properly assess the risks, economic viability and prospects of such opportunities. We may not be successful in developing these businesses and there can be no assurance relating to any revenues from or profitability of such business opportunities we intend to pursue.

We expect such rapid growth to place significant demands on us requiring us to continuously evolve and improve our operational, financial and internal controls. In particular, we may face increased challenges in maintaining high levels of client satisfaction; recruiting, training and retaining sufficient skilled management and recruitment personnel; adhering to service execution standards and key performance indicators specified by our clients; preserving a uniform culture, values and work environment across our

operations; and developing and improving our internal administrative infrastructure, particularly our financial, operational, communications and other internal systems. Our ability to continue to grow consistently will depend on a number of factors beyond our control, including the level of competition for opportunities for inorganic growth and our ability to successfully manage our organic growth. An inability to manage our growth may have an adverse effect on our business prospects and future financial performance.

8. The loss of, or a significant decrease in revenues from, one or more of our key clients or primary markets may adversely affect our revenues, results of operations and financial performance.

Revenues from any particular client may vary between financial reporting periods depending on the nature and term of ongoing contracts with such client. However, historically certain key clients have accounted for a significant proportion of our revenues in the relevant business segments. In Half Year Fiscal 2016, our top 10 clients contributed 28.68%, of our total revenues while our largest client contributed 8.28%, of our total revenues. The loss of any of our key clients could have a material adverse effect on our results of operations or financial condition, even if we generate equivalent revenues from new clients.

Significant dependence on certain clients, particularly in our relatively newer service offerings, may increase the potential volatility of our results of operations, if we do not achieve our expected margins or suffer losses on such contracts. In addition, it may increase our exposure to individual contract risks. Our clients can unilaterally decrease the amount of services we provide or terminate all services due to any reason including those beyond our control, including adverse business and financial conditions, which could have a material adverse effect on our future operating results. Further, we typically do not enter into long term contracts for our services and our service agreements with clients are typically cancellable by either party at relatively short notice.

A significant majority of our revenues are derived from our operations in India and North America. In Fiscal 2015 (15 months) and Half Year Fiscal 2016 revenues from our operations in India represented 90.19% and 86.52%, respectively of our total revenues from operations while revenue from our operations from North America represented 7.09% and 12.13%, respectively, of our total revenue from operations in such periods. The loss of, or a significant decrease in revenues from these key markets due to any economic or other factors beyond our control may adversely affect our revenues, results of operation and profitability.

9. Our staffing business, which accounts for the significant majority of our consolidated revenues, is susceptible to unfavourable socioeconomic perception.

Revenues from our P&S business (a significant majority of which comprises of general staffing) and from our GTS business (a significant majority of which comprises of IT staffing) together represented 83.21% and 82.86%, respectively, of our total revenues in Fiscal 2015 (15 months) and Half Year Fiscal 2016. The staffing industry has come under criticism from trade unions, regulatory agencies and other constituents that claim that labour and employment protection, such as wage and benefits regulations, are subverted when clients use staffing services. Our staffing business in particular is dependent on the continued acceptance of temporary staffing arrangements as a source of flexible labour for our clients. If public perception or business practices alter as a result of pressure from organized labour, political groups or regulatory agencies, it could have a material adverse effect on our business, results of operations and financial condition.

10. Our businesses are subject to various operational risks and any adverse incident or accident involving employees in our businesses may adversely affect our reputation, business, results of operations and financial condition.

As a provider of temporary and permanent staffing solutions and business services, our reputation is dependent upon the performance of our Associate Employees we place with our clients and the services rendered by such Associate Employees. If our clients become dissatisfied with the performance of our Associate Employees, or our account managers or recruitment personnel, or if any such Associate Employees do not perform in accordance with the instructions or standards established by the clients or agreed by us, our business reputation and ability to maintain or expand our client base may be adversely affected.

Our business operations, in particular, our IFM and IAM businesses, are subject to hazards inherent in providing such services, including risk of equipment failure, work accidents, food poisoning, fire or explosion, including hazards that may cause injury and loss of life, severe damage to and destruction of property and equipment, and environmental damage. Further, some of our personnel are deployed at high risk industries such as mining and construction, which pose a high fatality risk. Our success in these businesses are dependent on our reputation for providing quality services, track record of safety and performance, and our relationship with our clients. Adverse publicity resulting from an accident or other hazardous incident could result in a negative perception of our services and the loss of existing or potential clients. Such risks and other unanticipated operational hazards could also lead to additional regulatory scrutiny and potential liability to third party claims, which could have a material adverse effect on our business prospects, results of operations and financial condition.

11. We propose to utilize the Net Proceeds to undertake acquisitions for which targets have not been identified.

We propose to utilize ₹800.00 million from our Net Proceeds towards undertaking acquisitions and deploy the Net Proceeds for such acquisitions by fiscal 2017. However, as the date of filing this Draft Red Herring Prospectus, we have not entered into any definitive agreements towards such acquisitions or strategic initiatives. It is also possible that we may not identify suitable acquisition candidates, or that if we do identify suitable candidates, we may not complete those transactions on terms commercially acceptable to us or at all. The inability to identify suitable acquisition targets or investments or the inability to complete such transactions may adversely affect our competitiveness or our growth prospects.

Our above estimate earmarked towards undertaking acquisitions is based solely on management estimates, considering our discussions and negotiations with potential targets and partners and other relevant considerations. The actual deployment of funds will depend on a number of factors, including the timing, nature, size and number of strategic initiatives undertaken, as well as general factors affecting our results of operation, financial condition and access to capital. In the interim, the Net Proceeds proposed to be utilized towards this object shall be deposited only in the scheduled commercial banks included in the Second Schedule of the Reserve Bank of India Act, 1934. For further details in relation to this object, see "Objects of the Issue" on page 105.

12. Our statutory auditors have made certain comments in Annexure VI E and Annexure VI E of our Restated Standalone Financial Statements and Restated Consolidated Financial Statements in relation to the Company and in relation to certain subsidiaries.

The statutory auditors are required to comment upon matters included in the Companies (Auditor's Report) Order, 2003 ("**CARO Report**") issued by the Central Government of India under sub section (4A) of Section 227 of Companies Act 1956/ Companies (Auditor's Report) Order, 2015 ('the Order') issued by the Central Government of India in terms of sub-section (11) of Section 143 of the 2013 Act. The Restated Standalone Financial Statements and Restated Consolidated Financial Statements include Annexure - VI E, wherein our statutory auditors have drawn attention to certain statements/comments included in CARO Report of the Company and its subsidiaries, which do not require any adjustments in the Restated Standalone Financial Statements and Restated Consolidated Financial Statements.

For further details on all such comments of our statutory auditors, see "Financial Statements" on pages 258 and 335, respectively.

13. Certain companies and entities acquired by us were or continue to be loss making, have negative operating profits, or have a negative net worth, which matters may not be fully reflected in our Restated Consolidated Financial Statements and may not be directly reflected in our consolidated financial statements for relevant future fiscal periods.

Certain companies and entities acquired by us, including Brainhunter, MFX, Coachieve, Styracorp and IME Consultancy were or continue to be loss making or experience negative cash flows from operating activities or have a negative net worth, which may not be fully reflected in our Restated Consolidated Financial Statements.

We acquired Brainhunter in October 23, 2014 and our consolidated results of operations subsequent to

such date reflect the losses incurred by Brainhunter since such acquisition. Brainhunter incurred losses of CAD 731,528 (₹36.07 million) in the six months ended September 30, 2015. In addition, Brainhunter has experienced negative cash flows from operating activities, and had a shareholder's deficiency as at March 31, 2015 and as at September 30, 2015.

In addition, in the period between November 3, 2014 and March 31, 2015 and in the six months ended September 30, 2015, MFX incurred losses after tax of US$4,004,298 (₹250.39 million) and US$1,449,796 (₹95.87 million), respectively, and as of September 30, 2015, MFX had negative net worth of US$7,791,409 (₹515.25 million). We acquired 49.00% of the equity share capital of MFX with effect from November 3, 2014. Accordingly, MFX was treated as an associate with effect from November 3, 2014 accounted for under AS 23 "Accounting for Investments in Associates in Consolidated Financial Statements". We subsequently acquired the remaining 51.00% in MFX with effect from January 1, 2016, and with effect from such date MFX will be accounted for as a wholly owned subsidiary in accordance with AS 21 "Consolidated Financial Statements".

In addition, we have in December 2015 acquired the entire beneficial rights/ interest in the profits and net assets of Styracorp and IME Consultancy from MS Vishwanathan, who had acquired these two entities from our individual promoter, Ajit Isaac. Styracorp had a loss of UAE Dirhams 105,499 (₹1.80 million) in the 12 months ended March 31, 2015. As of March 31, 2015, Styracorp had a negative net worth of UAE Dirhams 1,159,302 (₹19.73 million). IME Consultancy had a loss of UAE Dirhams 112,334 (₹1.91 million) in the 12 months ended March 31, 2015. As of March 31, 2015, IME Consultancy had a net worth of UAE Dirhams 3,342,964 (₹56.90 million).

However, Styracorp and IME Consultancy, continue to operate as sole establishments under the registered ownership of and professional licenses held by Ajit Isaac, our individual Promoter, in accordance with applicable United Arab Emirates laws. Our Company only holds the beneficial rights/ interest in the profits and net assets of such entities, and does not directly or indirectly hold any voting power in these entities. Accordingly, these entities will be accounted for as investments in accordance with AS 13 "Accounting for Investments" and not as subsidiaries of our Company in accordance with AS 21 "Consolidated Financial Statements", and therefore the results of operations of Styracorp and IME Consultancy will not be directly reflected in our consolidated financial statements for relevant periods.

14. We may be exposed to risks and costs associated with protecting the integrity and security of our systems as well as our clients' operational and other confidential information.

We seek to protect our information systems and network infrastructure from physical break-ins as well as security breaches and other disruptive problems. Critical information systems are used in every aspect of our daily operations, most significantly, in the identification and matching of staffing resources to client assignments and in the customer billing and consultant or vendor payment functions. There may be areas in the systems that have not been properly protected from security breaches and other attacks. Cybersecurity attacks are evolving and could lead to disruptions in systems, unauthorized release of confidential or otherwise protected information and corruption of data. We employ security systems, including firewalls and password encryption, designed to minimize the risk of security breaches. However, these measures and technology may not always be adequate to properly prevent security breaches.

Further our business operations, particularly in our GTS business, involve access by our Associate Employees to clients' operational and other confidential information, and our employees are required to securely handle and transmit confidential information about our clients. There can be no assurance that in the future we will not be subjected to claims relating to abuse of confidential information by our employees or proceedings related to intentional or unintentional exposure of our clients' confidential information.

Also, any theft or misuse of information resulting from a security breach could result in, among other things, loss of significant and/or sensitive information, litigation by affected parties, financial obligations resulting from such theft or misuse, higher insurance premiums, governmental investigations, negative reactions from current and potential future clients and poor publicity and any of these could adversely affect our results of operations. In addition, the unavailability of the information systems or the failure of these systems to perform as anticipated for any reason could disrupt our business and could result in decreased performance and increased overhead costs, causing our business and results of operations to

suffer.

15. Our revenues and profitability vary across our business segments, thereby making our future financial results less predictable.

Our revenues and profitability vary across our business segments and sub-verticals within each business segment. Our results of operations may fluctuate in the future depending on a number of factors, including but not limited to:

- our ability to increase and/or maintain the proportion of our high-margin business segments, such as the GTS business, the IFM and the IAM business, compared to the proportion of our relatively thin margin businesses, particularly our P&S business;
- award of new contracts and contract renewals, and the selection process and timing for performing these contracts that are subject to contingencies beyond our control;
- the size, complexity, timing of revenue recognition, pricing terms and profitability of significant contracts;
- changes in our pricing policies or those of our competitors;
- financial condition or business prospects of our clients;
- unanticipated variations in the duration, size and scope of our contracts;
- seasonal changes that may affect the demand for our services, the mix of services or the relative proportion of services revenue from our various business segments within a reporting period; and
- unanticipated cancellations or contract terminations.

In particular, certain of our businesses, such as the fee based income for recruitment and executive search business, can vary significantly from period to period depending on the success of such placements. As a result of these factors, our results of operations and cash flows may fluctuate from financial reporting period to period. A significant proportion of our operating expenses, particularly full time employee expenses, are fixed. As such, unanticipated variations in key contracts may result in variations in our results of operations in any particular financial period.

16. We are subject to certain terms and conditions under the share purchase agreement relating to the acquisition of MFX, that restrict our ability to conduct business in North America and which may result in a loss of business opportunities in the future.

Our Subsidiaries, Quess USA and Quesscorp Holdings Pte. Ltd, acquired MFX (along with its current subsidiary MFXchange US, Inc. and MFXchage (Ireland) Limited, collectively, "**MFX Group**") from Fairfax Financial Holdings Limited ("**FFHL**"), under a share purchase agreement dated November 3, 2014. The acquisition of the MFX Group is subject to an earn-out mechanism under which Quess USA is required to pay an additional consideration of 40% of the net income of the MFX Group to FFHL for each of the financial years beginning on January 1 and ending on December 31, 2015, 2016, 2017, 2018 and 2019 respectively ("**Additional Consideration**"). However, Quess USA may, at its discretion, choose to pay 80% of the Additional Consideration with the remaining portion in cash due at the end of every financial year in the form of preferred shares to be issued by MFX in favour of FFHL. Additionally, under this agreement, we are not allowed, subject to certain exceptions, to provide technology services business as then conducted by the MFX Group in North America (including providing support in technology and business applications to the commercial property and casualty industry and managed IT infrastructure services across all industries) except through MFX Group until the end of such earn out period. We are also not permitted to transfer the MFX business to any other entity until December 31, 2019. These conditions may restrict our ability to conduct business in North America and there can be no assurance that such restriction will not result in a loss of business opportunities in the future.

17. We are engaged in highly competitive businesses and may be unable to compete successfully against existing or new competition.

As an integrated business services company providing a wide range of business services ranging from

staffing solutions to industrial asset and facility management services, we compete with a range of organized and unorganized competitors, depending on the nature and location of services provided. For further details, see "Our Business - Competition" on page 146.

Unlike most of our competitors, we have a portfolio of businesses and must allocate resources across these businesses while competing against players focused on one or more businesses or service lines. As a result, our competitors may have greater financial, technical and marketing resources available to them than our businesses that compete against them. Industry consolidation also may affect competition by creating larger, more homogeneous and potentially stronger competitors in the markets in which we compete. Our competitors also may affect our business by entering into exclusive arrangements with existing or potential clients. There can be no assurance that we will be able to compete successfully against such competitors or that we will not lose our key employees or clients to such competitors. Additionally, we believe that our ability to compete also depends in part on factors outside our control, such as the availability of skilled resources, the price at which our competitors offer comparable services, and the extent of our competitors' responsiveness to their clients' needs.

Our continued success depends on our ability to compete effectively against our existing and future competitors. With the potential influx of new competitors, our ability to retain our existing clients and to attract new clients is critical to our continued success. As a result, there can be no assurance that we will not encounter increased competition in the future. Nor can there be any assurance that we will, in light of competitive pressures, be able to effectively compete with our competition in the various business segments we operate in, whether on the basis of pricing, quality or range of services or otherwise, and we may be unable to retain existing clients or attract new clients, which could have a material adverse effect on our business, results of operations and financial condition.

18. Any errors, defects or disruption in our service or inability to meet expected or agreed service standards may lead to claims, or adversely affect revenues or future business prospects.

Any errors, defects, or disruptions in service or other performance issues, or inability to meet expected or agreed service standards under our SLA linked contracts, may adversely affect our revenues from such contracts, or result in affecting client relationships leading to non-renewal of contracts, or delay or withholding of payments due to us. Further, our clients may bring claims against us, which could lead to provision for doubtful accounts, an increase in collection cycles for accounts receivable or litigation costs. All these factors could adversely affect our business and results of operations.

Although we attempt to contractually limit our liability for damages, including consequential damages, we cannot assure you that the limitations on liability will be enforceable in such cases. Although we maintain general liability insurance, including for errors and omissions relating to services provided, there can be no assurance that such insurance coverage will be adequate. Any such occurrence may also result in damage to our reputation and loss of existing and future clients, which could adversely affect our business prospects, results of operations and financial condition.

19. An inability to accurately anticipate the cost and complexity of performing work on any fixed price or SLA linked contract undertaken by us may adversely affect our results of operations.

We negotiate pricing terms for a particular contract utilizing a range of pricing structures and conditions, including personnel and materials contracts, fixed-price contracts, and contracts with features of a mix of such pricing models. Our pricing is dependent on our internal forecasts, which may be based on limited data and could prove to be inaccurate. If we do not accurately estimate the costs and timing for completing fixed price or SLA linked contracts, such contracts could prove unprofitable for us or yield lower profit margins than anticipated. There is a risk that we will under-price our contracts, fail to accurately estimate the costs of performing the work or fail to accurately assess the risks associated with potential contracts. In particular, any increased or unexpected costs, delays or failures to achieve anticipated cost savings, or unexpected risks we encounter in connection with the performance of such contracts, including those caused by factors outside our control, or any failure to complete our contractual obligations at the committed service levels could adversely affect our revenues and profitability.

20. We face significant employee related regulatory risks and any significant disputes with our employees and/or concerned regulators may adversely affect our business prospects, results of operations and financial condition.

We employ a large workforce of more than 118,000 employees as of November 30, 2015, including over 3,000 Core Employees and over 115,000 Associate Employees. Inherent risks involved in managing such a large workforce includes possible discrimination and harassment claims for physical or sexual abuse, and other acts allegedly committed by our employees or agents, wrongful termination, violation of employment rights and minimum wage requirements, criminal activity or any other claims.

Since our business success depends on our reputation, adverse publicity could impact the demand for our services. Adverse publicity concerning reported incidents or allegations of physical or sexual abuse or other harm, whether or not directly relating to or involving us, could result in termination of existing corporate relationships or inability to attract new corporate relationships, or increased insurance costs, all of which could adversely affect our operations. Our reputation can be severely damaged even by isolated incidents, particularly if the incidents receive considerable adverse publicity or result in substantial litigation.

We face the risk that lawsuits may be filed which could result in damages and other costs that our insurance may be inadequate to cover. In addition to diverting our management resources, such allegations may result in adverse publicity that may materially and adversely affect us and our reputation, regardless of whether such allegations are valid. Any such claim or the adverse publicity resulting from it may have a material adverse effect on our business, reputation, results of operations and financial condition including, without limitation, adverse effects caused by increased cost or decreased availability of insurance and decreased demand for our services from our clients. While we believe that we maintain good relationships with our employees, there can be no assurance that we will not experience future disruptions to our operations due to disputes or other problems with our work force, which may adversely affect our business and results of operations.

21. We have significant employee benefit expenses, such as workers' compensation, staff welfare expenses and contribution to provident and other funds. An increase in employee costs in India may prevent us from maintaining our competitive advantage and may reduce our profitability.

We incur various employee benefit expenses, including workers' compensation, staff welfare expenses and contribution to provident and other funds. Workers' compensation costs may increase in the future if states raise benefit levels and liberalize allowable claims. Our profit margins may get adversely impacted, if we are unable to pass on such costs and cost increases to our clients on a concurrent basis.

Unless we are able to continue to increase the efficiency and productivity of our employees, increase in proportion employees with lower experience, or source talent from other low cost sources, employee costs increases in the long term may reduce our profit margins.

22. Our strategy of servicing the e-commerce ecosystem and capitalizing on its growth opportunities may not be successful.

As part of our business strategy, we seek to capitalize on the growth in the e-commerce system through provision of logistics, staffing and managed services as well as identifying business to consumer ("**B2C**") opportunities. We have commenced providing service level agreements ("**SLA**") based arrangements to certain e-commerce clients, taking over responsibility of their delivery centers and logistics services. In addition, we continue to focus on the B2C segment, and provide home repair services leveraging our IFM business through an exclusive arrangement with Helpr, an online home services marketplace. An inability to effectively pursue our strategy of servicing the e-commerce ecosystem and identify other B2C business opportunities may have adversely affect our business prospects, financial condition and results of operations.

23. If we are required to write down goodwill and other intangible assets, our financial condition and results would be negatively affected.

The excess of cost to the Company of its investment in subsidiaries over its portion of equity in the subsidiaries at the respective dates on which the relevant investment in such subsidiaries were made, has

been recognised in our Restated Consolidated Financial Statements as goodwill. As of Half Year Fiscal 2016, we accounted ₹1,074.00 million for goodwill on consolidation which represented 12.43% of our total assets as of such date. In addition, as of Half Year Fiscal 2016, we owned certain intangible assets, relating primarily to computer software and goodwill on acquisition, of ₹46.18 million, which represented 0.53% of our total assets as of such date.

In accordance with our accounting policies, goodwill arising on consolidation of assets is not amortised but is accounted for impairment. Goodwill arising on acquisition is amortised over its estimated life or five years, whichever is shorter. It is also tested for impairment on a periodic basis. Under our accounting policies, if we determine goodwill or intangible assets are impaired, we will be required to write down these assets. Any such write-down, if significant, could have an adverse effect on our future financial condition.

24. Gross margins in our P&S business are lower, which magnifies the impact of variations in revenue and operating costs on our results of operations in this segment.

As a result of intense price competition in the general staffing business, gross margins in our P&S business are lower, and we expect them to continue to be lower in the future. Price competition arising from unorganized players and industry consolidation may hinder our ability to maintain or improve our gross margins in this segment. Lower gross margins magnify the impact of variations in revenue, operating costs, bad debts and interest expense on our operating results. A portion of our operating expenses is relatively fixed, and planned expenditures are based in part on anticipated orders that are forecasted with limited visibility of future demand. As a result, we may not be able to reduce our operating expenses as a percentage of revenue to mitigate any further reductions in gross margins in the future. Our inability to manage our costs may affect our business, results of operation and financial condition.

25. Certain of our client contracts can be terminated by our clients without cause and with limited or no notice or penalty, which could negatively impact our revenue and profitability.

Our clients typically retain us on a non-exclusive, project-by-project basis. Many of our client contracts can be terminated with or without cause by providing notice and without termination-related penalties. Additionally, most of our contracts with clients are typically limited to discrete projects without any commitment to a specific volume of business or future work. In SLA based contracts, our revenues are conditional upon our meeting predetermined performance levels, service guarantees and service delivery date targets, which if not met by us, enable clients to claim credits against their payments to us and, under certain conditions terminate their agreements. Our inability to meet our service level commitments could adversely affect our revenue and cash flow. While we typically have carve-outs for force majeure events, many events, such as equipment failure and third-party vendors being unable to meet their underlying commitments to us, could impact our ability to meet our service level agreements. Our business is dependent on the decisions and actions of our clients, and there are a number of factors relating to our clients that are outside our control that might result in the termination of a project or the loss of a client, including financial difficulties for a client; change in strategic priorities, resulting in a reduced level of spending on staffing solutions; a demand for price reductions; and a change in strategy by moving more work in-house or to our competitors. Therefore our business may be adversely affected if any of our contracts are terminated by our clients at short notice.

26. We incur substantial costs in developing new services, which may not yield benefits in proportion to such costs incurred by us. Further, if we are unable to derive substantial benefit from our efforts in developing new services, our results of operations may be adversely affected.

We incur substantial costs in developing new services for our clients. We cannot ascertain that our efforts in developing new services have enabled us to achieve tangible benefits in proportion to the costs incurred by us. We may not be able to derive substantial benefit from our efforts in developing new services, or any benefit at all in the future. We cannot assure you that the commercialization of our new services offerings will be profitable. If we are unable to monetize and/ or sustain our efforts in developing new services, our results of operations may be adversely affected.

27. ***Our success is significantly dependent on our senior management and skilled professionals and our ability to attract and retain these personnel. Further, our individual Promoter and senior management team play a key role in our operations and strategic growth plans and we heavily rely on their knowledge and experience in operating our business. Therefore it is critical for our business that our individual Promoter and senior management team remain associated with us.***

Our future success depends, to a significant extent, on our ability to attract, train and retain our senior management, and our technical and marketing personnel. Our core management team oversees the day-to-day operations, implementation of strategy and growth of our business and possesses business and technical capabilities that are difficult to replace. Although our management team has entered into employment agreements containing non-competition, non-disclosure and non-solicitation covenants, these contracts do not guarantee that they will continue their employment with us or that such covenants will be enforceable. If we lose the service of any of the key executives, we may not be able to effectively manage our current operations and meet our ongoing and future business challenges and this may have a material adverse effect on our business, results of operations, financial condition and cash flows.

Further, our individual Promoter currently serves as CEO, Chairman and Managing Director and his experience and vision have played a key role in obtaining our current market position. We cannot assure you that any conflicts of interest will not arise in the future, or that any such conflicts of interest as may arise will be ultimately resolved in our favour, within a reasonable period or at all. Moreover, if our individual Promoter is unable or unwilling for any reason to continue his present association with us, or to devote as much time to our operations as he has in the past, we may not be able to identify and engage a suitable professional and may not be able to replace him easily, or at all. As a result of any such factors, our business, financial condition, results of operations and prospects and, particularly, our brand value, reputation and expansion strategy, may be adversely affected.

We depend on our current senior management for the implementation of our strategy and the operation of our day-to-day activities. Furthermore, relationships of members of senior management are important to the conduct of our business. Competition for experienced management personnel in the business sectors we operate in is intense, the pool of qualified candidates is limited, and we may not be able to retain our senior executives or key personnel or attract and retain skilled senior executives or key personnel in the future. Consequently, there can be no assurance that these individuals will continue to make their services available to us in the future. Any significant loss of senior management or key personnel could materially and adversely affect our business, financial condition, results of operations and prospects. In addition, if any member of our senior management team or any of our other key personnel joins a competitor or forms a competing company, we may consequently lose our proprietary know-how for the benefit of our competitor. Moreover, as on the date of this Draft Red Herring Prospectus, we do not maintain key man insurance policies. As a result, we may incur significant costs in implementing our strategies towards retaining any member of our core management team, and our failure to retain any such member may adversely affect our business, financial condition, results of operations and prospects.

In addition, our ability to train and integrate new employees into our operations may not meet the growing demands of our business. If we are unable to attract, train and retain qualified and skilled personnel, our business may be materially and adversely affected. Competition for skilled personnel in our business segments is intense, and we may or may not be able to attract or retain such personnel unless we offer competitive compensation packages, which will have impact on our profitability. Any increase in our attrition rates, particularly with respect to our senior management and skilled personnel, may adversely affect our growth strategy and significantly impact our resource management.

We may require a long period of time to hire and train replacement personnel when senior management or skilled personnel terminate their employment with us. Therefore the loss of any member of senior management or other senior professionals or specialized employees may also adversely affect our business, results of operations and financial condition.

28. ***If we are unable to collect our receivables from our clients, our results of operations and cash flows could be adversely affected.***

As of September 30, 2015, we had receivables of ₹3,405.69 million, which represented 39.41% of our total assets as of such date. Our business depends on our ability to successfully obtain payment from our customers for services provided. We typically bill and collect on relatively short cycles and maintain

provisions against receivables and unbilled services. Actual losses on client balances could differ from those that we currently anticipate and as a result we might need to adjust our provisions. Macroeconomic conditions could also result in financial difficulties, including insolvency or bankruptcy, for our clients, and as a result could cause clients to delay payments to us, request modifications to their payment arrangements that could increase our receivables balance or working capital requirements, or default on their payment obligations to us.

Recovery of our receivables and timely collection of client balances also depends on our ability to complete our contractual commitments and bill and collect our contracted revenues. If we are unable to meet our contractual requirements, we might experience delays in collection of and/or be unable to collect our client balances, and if this occurs, our results of operations and cash flows could be adversely affected. In addition, if we experience an increase in the time to bill and collect for our services, our cash flows could be adversely affected.

29. We do not have any documents evidencing certain information included in the Director biographies for one of our Directors under the section "Our Management" of this Draft Red Herring Prospectus.

We do not have any documents evidencing certain information included in the Director biographies for one of our Directors, Madhavan Karunakaran Menon, under the section "Our Management – Brief Biographies" on page 174. The information included in the section are based on the details provided by our Director, Madhavan Karunakaran Menon, and are supported by a certificate and an affidavit executed by him certifying the authenticity of the information provided. We cannot assure you that all information relating to our Director included in this section are true and accurate.

30. We may have issued Equity Shares in the last 12 months at a price which may be lower than the Issue Price.

During the last 12 months, we have issued Equity Shares at a price that may be lower than the Issue Price, as set forth below. For further details regarding such allotments, see "Capital Structure" on page 85.

Date of Issue	Name of the Allottee	Face Value (₹)	No. of Equity Shares	Issue Price (₹)
December 22, 2015	Rights issue to allottees as mentioned into note 1 below	10	2,560,000	10
January 5, 2016	Bonus issue to all the existing Shareholders of our Company	10	85,001,292	-

(1) 2,547,356 Equity Shares were allotted to Net Resources, 2,828 Equity Shares were allotted to Guruprasad S, 3,827 Equity Shares were allotted to Amrita Nathani, 665 Equity Shares were allotted to Jaison Jose, 1,996 Equity Shares were allotted to Vijay Sivaram, 1,331 Equity Shares were allotted to Pratibha J and 1,997 Equity Shares were allotted to Venkatesan Jayaraman.

31. We are subject to risks resulting from foreign exchange rate fluctuations, which could adversely affect our results of operations.

Our revenue from international operations in Fiscal 2015 (15 months) and the Half Year Fiscal 2016 as a percentage of total revenue was 9.81% and 13.48%, respectively. Changes in currency exchange rates influence our results of operations. Some of our expenses, particularly operating expenses in connection with our operations outside India, are denominated in currencies other than Indian Rupees, particularly the U.S. Dollar.

In addition, depreciation of the Indian Rupee against the U.S. Dollar and other foreign currencies may adversely affect our results of operations by increasing the cost of financing any debt denominated in foreign currency that we may enter into or proposed capital expenditure, if any, in foreign currencies. Furthermore, the financial reporting currency of our Company and our operations in India is in Indian Rupees, while the financial reporting currency of our international subsidiaries is in the relevant foreign currency. Our foreign currency exchange risks therefore arise from the mismatch between our financial reporting currencies, currency of a substantial majority of our revenue and the currency of a portion of our expenses and our indebtedness, as well as timing differences between receipts and payments which could result in an increase of any such mismatch. Although we may, in the future, enter into hedging

transactions to minimize our currency exchange risks, there can be no assurance that such measures will enable us to avoid the effect of any adverse fluctuations in the value of the Indian Rupee against the relevant foreign currencies.

32. Some of our contracts are with the Government of India or government agencies and we may face certain inherent risks associated with government contracts.

We have entered into certain contracts involving the Government of India (GoI) and certain State governments and government controlled entities, particularly in our skill development and training business. We may be subject to additional regulatory or other scrutiny associated with commercial transactions with government owned or controlled entities. We are also subject to risks arising from any abrupt change in government policy or discontinuation of funding of certain programs. In addition, there may be delays associated with collection of receivables from government owned or controlled entities. Payments from government owned or controlled entities are typically made on achievement of project milestones which are subject to audit by government agencies. Any delay in certification by such government agencies could have an adverse impact on our collections and consequently on our financial condition.

33. Some of the industries we serve are cyclical in nature, and fluctuations in commodity prices could also have a material adverse impact on our results of operations.

Certain of the industries we serve, particularly in our IAM business, such as the oil, gas, power and energy sectors have been, and will likely continue to be, cyclical in nature and vulnerable to general downturns in the domestic and international economies. Under difficult economic conditions, our clients may seek to reduce discretionary spending thereby impacting our revenue levels. Our results of operations have fluctuated in the past and may continue to fluctuate depending on the demand for services from such industries. In particular, fluctuations in commodity prices, such as chemicals or oil and gas, which have experienced significant price declines in the recent past, can have a significant impact on our IAM business, since those prices have a direct effect on our customers' decision to invest in capital projects. Falling commodity prices can negatively impact the financial returns on those projects, which may result in projects being delayed or cancelled, which in turn could have a material adverse impact on our operating results.

34. Our results of operations and ability to grow could be materially affected if we cannot successfully keep pace with technological changes in the development and implementation of our services and solutions.

We use information technology systems to manage our business operations. Our success depends on our ability to keep pace with rapid technological changes in the development and implementation of our services and solutions. Our business is reliant on a variety of technologies, including those which support employee on-boarding, applicant tracking systems, contract management, billing, and client data analytics. There is a risk that we may not sufficiently invest in technology or industry developments, or evolve our business with the right strategic investments, or at sufficient speed and scale, to adapt to changes in our market. Our failure to successfully adopt new technologies in a cost effective and a timely manner could increase our costs and lead to us being less competitive in terms of our prices or quality of services we provide. Further, implementation of new or upgraded technology may not be cost effective, which may adversely affect our business, results of operations, cash flows and financial condition. Similarly, from time to time we make strategic commitments to particular technologies and platforms to recruit, manage or support our workforce or business, and there is a risk that they may be unsuccessful. These and similar risks could have a negative effect on our business operations and financial performance.

35. Any excess payment made to our Associate Employees may result in irrecoverable losses.

We occasionally receive stop pay instructions from our clients at the time of closure of the payroll cycle when certain of these corresponding payments may have been already made to our Associate Employees. Any such excess payments due to any change of instructions, or as a result of system or human errors, may lead to losses if we are unable to recover such losses from clients or from the relevant Associate Employees.

36. If we are unable to attract new clients or our existing clients do not renew their contract, the growth of our business and cash flows will be adversely affected.

To increase our revenue and cash flows, we must regularly add new clients. If we are unable to generate sufficient sales leads through our marketing programs, or if our existing or new clients do not perceive our services to be of sufficiently high value and quality, we may not be able to increase sales and our operating results would be adversely affected. In addition, our existing clients have no obligation to renew their contracts, and renewal rates may decline or fluctuate due to a number of factors, including customers' satisfaction with our services, our prices and the prices of competing service providers. If we fail to sell our services to new customers or if our existing customers do not renew their contracts, our operating results will suffer, and our revenue growth, cash flows and profitability may be materially and adversely affected.

37. We have applied for registration of several trademarks including our logo Quess that are currently pending before the concerned authorities. Registrations of some of our trademarks have been challenged by third parties. Failure to obtain the registration of such trademarks may have adverse effect on our business and goodwill.

We have applied for registration of several trademarks, including our logo Quess, that are currently pending before the concerned authorities. For details of applications for registration of trademarks, see "Government and Other Approvals" on page 413. Our applications for registration of such trademarks may be rejected by the concerned authorities. Further, some of our applications have been challenged by third parties. For details see, "Outstanding Litigation and Material Developments" on page 398. If we are unable to obtain the registration of the trademarks applied for, such rejection may have an adverse effect on our business and our goodwill.

We may also be subject to litigation for infringement of registered trademarks of third parties and for passing off. For instance, IKEA Systems BV filed a petition before the Court of District Judge, Saket, New Delhi alleging passing off and infringement of its registered trademarks and trade name. For details, see "Outstanding Litigation and Material Developments" on page 399. Our name and trademarks are significant to our business and operations. We believe that several of our trade names have significant brand recognition in their respective industries. Any adverse decision by the adjudicating authority may prevent us from registering and using such trademarks.

38. We may be unable to perform background verification procedures on our Associate Employees prior to placing them with our clients.

Our internal policies require us to perform background verification procedures on all our Associate Employees prior to employing them. However, given the high volume of Associate Employees that we employ each month, and the quality of sufficiently reliable information being unavailable in some cases, we may be unable to fully perform background verification procedures on each of our Associate Employees. Our inability to perform these procedures fully could result in insufficient vetting of our Associate Employees, which could in turn result in an adverse effect on our reputation, results of operations and business prospects if such Associate Employees engaged in illegal or fraudulent activities during the course of their employment.

39. India has stringent labour legislations that protect the interests of workers, and if our employees unionize, we may be subject to industrial unrest, slowdowns and increased wage costs.

India has stringent labour legislation that protects the interests of workers, including legislation that sets forth detailed procedures for the establishment of unions, dispute resolution and employee removal and legislation that imposes certain financial obligations on employers upon retrenchment. We are also subject to state and local laws and regulations, governing our relationships with our employees, including those relating to minimum wage, bonus, gratuity, overtime, working conditions, recruitment and termination of employment, non-discrimination, work permits and employee benefits. Although our employees are not currently unionized, there can be no assurance that they will not unionize in the future. If our employees unionize, it may become difficult for us to maintain flexible labour policies, and our business may be adversely affected. Further, if we are unable to negotiate with employees, it could result in work stoppages or increased operating costs as a result of higher than anticipated wages or benefits.

40. One of our subsidiaries, MFX Infotech has recently commenced a line of business similar to that of a Promoter Group entity of ours. Any conflict of interest which may occur between the business of our subsidiary, our Promoters, Promoter Group and us could adversely affect our business, prospects, results of operations and financial condition.

Indium Software India Limited ("**Indium**"), which is a Promoter Group entity, is engaged in providing software testing services. Our individual Promoter is associated with Indium in a non-executive capacity. One of our Subsidiaries, MFX Infotech has recently begun offering testing services and does not have any material contracts or clients as on the date of the Draft Red Herring Prospectus. However, there is a possibility for a potential conflict of interest between Indium and MFX Infotech if MFX Infotech chooses to expand this line of business in the future. We cannot assure you that our individual Promoter will not favor the interests of Indium over interest of our subsidiary MFX Infotech or that we will be able to suitably resolve any such conflict without an adverse effect on our business or operations.

41. We may not be able to qualify for, compete and win contracts, which could adversely affect our business and results of operations.

We obtain some of our contracts through a competitive bidding process. In selection for major contracts, clients generally limit the bid to contractors (or sub-contractors) they have pre-qualified based on several criteria including experience, technical and technological capacity, previous performance, reputation for quality, safety record, the financial strength of the bidder as well as its ability to provide performance guarantees. These requirements vary depending on our various business segments and the nature of the contract. If we are unable to pre-qualify for contracts that we intend to bid on, or successfully compete for and win such contracts, our business, results of operations and financial condition may be adversely affected.

42. Some of our Subsidiaries and Group Entities have incurred losses in the past and may incur losses in the future.

Some of our Subsidiaries have incurred losses in the past, the details of which are as follows:

Name of the Subsidiary/ Associate	**Currency**	**Profit / (Losses) after Tax**			
		Six months ended September 30, 2015	**12 months ended March 31, 2015**	**12 months ended March 31, 2014**	**12 months ended March 31, 2013**
Brainhunter	CAD in million	(0.73)	Not Applicable	N.A.*	N.A.*
	(₹ in million)	(36.07)	Not Applicable	N.A.*	N.A.*
		Six months ended September 30, 2015	**5 Months ended March 31, 2015**	**12 Months ended December 31, 2014**	**12 Months ended December 31, 2013**
MFX	(US$ in million)	(1.45)	(4.00)	N.A.*	N.A.*
	(₹ in million)	(95.87)	(250.39)	N.A.*	N.A.*

** Although Brainhunter and MFX suffered losses in previous fiscal years/ periods, we are unable to present the quantum of such losses as these entities were not required to prepare audited financial statements for such periods.*

Name of the Subsidiary/ Associate	**Currency**	**Profit / (Losses) after Tax**		
		15 Months ended March 31, 2015	**9 Months ended December 31, 2013**	**12 Months ended March 31, 2013**
Coachieve	(₹ in million)	(11.36)	(3.30)	Not Applicable

Further, some of our Group entities have incurred losses in the preceding three fiscals. The details of profit/loss incurred by such Group entities for the preceding three fiscals are as follows:

(₹ in million)

Name of the Group Entity	Currency	Profit / (Losses) after Tax 12 Months ended March 31,		
		2015	2014	2013
Net Resources Investments Private Limited	(₹ in million)	1.11	(0.79)	(0.02)

Name of the Group Entity	Profit / (Losses) after Tax 12 Months ended December 31,					
	2014		2013		2012	
Fairfax Financial Holdings Limited	(₹ in million)	(US$ in million)	(₹ in million)	(US$ in million)	(₹ in million)	(US$ in million)
	103,855.0	1,633.2	(35,421.4)	(573.4)	28,815.6	526.9

We cannot assure you that our Group Entities or Subsidiaries will not incur losses in the future. This may lead to reputational loss or decline in our overall profitability. For further details on the financial information of our Group Entities and Subsidiaries, see "Our Group Entities" and "History and Certain Corporate Matters – Our Subsidiaries" on page 192 and 164, respectively.

43. Our indebtedness and the conditions and restrictions imposed by our financing agreements could restrict our ability to conduct our business and operations in the manner we desire.

As of September 30, 2015, our consolidated gross indebtedness totalled ₹2,587.47 million, comprising of long term borrowings of ₹197.24 million and short term borrowings of ₹2,390.23 million. Our indebtedness could have several important consequences, including but not limited to the following:

- a portion of our cash flow may be used towards repayment of our existing debt, which will reduce the availability of our cash flow to fund working capital, capital expenditures, acquisitions and other general corporate requirements;
- our ability to obtain additional financing in the future at reasonable terms may be restricted;
- fluctuations in market interest rates may affect the cost of our borrowings, as some of our indebtedness are at variable interest rates;
- there could be a material adverse effect on our business, financial condition and results of operations if we are unable to service our indebtedness or otherwise comply with financial and other covenants specified in the financing agreements; and
- we may be limited in our ability to withstand competitive pressures and may have reduced flexibility in responding to changing business, regulatory and economic conditions.

Further, we provide corporate guarantees to secure obligations under the respective contracts for our business. If we are unable to provide sufficient collateral to secure the bank guarantees or performance bonds, our ability to enter into new contracts could be limited. Many of our financing agreements also include various conditions and covenants that require us to obtain lender consents prior to carrying out certain activities or entering into certain transactions. These financing agreements also require us to maintain certain financial ratios like debt equity ratio. Typically, restrictive covenants under our financing documents relate to obtaining prior consent of the lender for, among others, change in the capital structure, amendment of constitutive documents, any merger, reorganization or similar action etc. A failure to observe the restrictive covenants under our financing agreements or to obtain necessary consents required thereunder may lead to the termination of our credit facilities, levy of penal interest, acceleration of all amounts due under such facilities and the enforcement of any security provided. Any acceleration of amounts due under such facilities may also trigger cross default provisions under our other financing agreements. For further details, see "Financial Indebtedness" on page 396.

In addition, we have pledged a portion of the shares we hold in our Subsidiaries in favour of lenders as security for loans obtained by our Subsidiaries. Any invocation of the pledge might lead to a loss of control or a loss of stake in our Subsidiaries. Some of our loan agreements further contain options for the lenders to call for repayments of loans on demand upon their exercise of such options, where a lender has

the right to call for repayment of the entire amount owed at the end of a stated period or at stated intervals after a written notice is issued, or to charge interest payments at a higher rate if the option is not invoked. The corporate guarantees provided by us in relation to certain facility agreements entered into by our Company and Subsidiaries with various lenders stipulate that the lenders may without our concurrence alter or modify the terms and conditions of the facility, and particularly they are permitted to revise the payment terms and also increase the rates of interest. In addition, the lenders may, at their discretion, exercise their rights and powers pursuant to the guarantee against the guarantors jointly or severally.

Any of these circumstances could adversely affect our business, credit rating, prospects, results of operations and financial condition. Moreover, any such action initiated by our lenders could result in the price of the Equity Shares being adversely affected.

44. We may be unable to obtain future financing on favorable terms, or at all, to fund expected capital expenditure and working capital requirements.

Our business requires funding for capital expenditure and working capital requirements. The actual amount and timing of future financing may depend on several factors, among others, new business opportunities, opportunities for inorganic growth, regulatory changes, economic conditions, technological changes and market developments. Our sources of additional funding, if required, may include the incurrence of debt or the issue of equity or debt securities or a combination of both. If we decide to raise additional funds through the incurrence of debt, our interest and debt repayment obligations will increase, and could have a significant effect on our profitability and cash flows and we may be subject to additional covenants, which could limit our ability to access cash flows from operations.

Similarly, our working capital requirements may increase due to various factors including growth in our businesses and longer payment schedules from our clients. In case there are insufficient cash flows to meet our working capital requirement or we are unable to arrange the same from other sources or there is delay in disbursement of arranged funds, or there is any increase in interest rate on our borrowings, it may adversely affect our operations and profitability. These factors may result in an increased amount of short-term borrowings. A disproportionate increase of our working capital requirements may result in increased borrowing costs, which may have an adverse effect on our financial condition and results of operations.

Further our ability to arrange for additional funds on acceptable terms is subject to a variety of uncertainties, including: future results of operations, financial condition and cash flows; economic, political conditions and market demand for our services; costs of financing, liquidity and over all condition of financial and capital markets in India and internationally; receipt of applicable business/government licenses, approvals and other risks associated with our businesses; and limitations on our ability to raise capital in capital markets and conditions of the Indian and other capital markets. Any such inability could have a material adverse effect on our business and results of operations.

45. We may need to change our pricing models to compete successfully.

The intense competition we face in our businesses, and general economic and business conditions can put pressure on us to reduce our prices. If our competitors offer deep discounts on certain services, we may need to lower prices or offer other favourable terms in order to compete successfully. Any such changes may reduce margins and could adversely affect our operating results.

Any broad-based change to our prices and pricing policies could cause our revenues to decline or be delayed as a result of our clients adjusting to the new pricing policies. Some of our competitors may bundle services for promotional purposes or as a long-term pricing strategy and provide best price guarantees. These practices could, over time, significantly constrain the prices that we can charge for certain of our services. If we do not adapt our pricing models to reflect changes in clients' use of our services or changes in customer demand, our revenues could decrease.

46. We require certain approvals or licenses in the ordinary course of business. Any failure to obtain them in a timely manner or at all may adversely affect our operations.

We require certain approvals, licenses, registrations and permissions for conducting our business in India and various foreign jurisdictions, which have currently been obtained for our business. However wherever applicable, if our approvals or licenses are not renewed on expiry or if the new approvals or licenses are not obtained in time, our business may be adversely affected. For further details, see "Government and Other Approvals" on page 411.

47. We are subject to several tax regimes. Any failure to comply with such tax laws and any changes in tax laws and rules applicable to us may adversely affect our results of operations and financial condition.

Taxes and other levies imposed by the GoI or State governments in India that affect our business and operations include income tax, value added tax, service tax and other additional taxes and surcharges introduced on a permanent or temporary basis from time to time. Our operations, while primarily located in India, are also located in several jurisdictions in the Middle East, South Asia and North America. Consequently, we are subject to the jurisdiction of a significant number of tax authorities and regimes. The revenues recorded and income earned in these various jurisdictions are taxed on differing bases, including net income actually earned, net income deemed earned and revenue-based tax withholding. The final determination of our tax liabilities involves the interpretation of local tax laws, tax treaties and related authorities in each jurisdiction as well as the significant use of estimates and assumptions regarding the scope of future operations and results achieved and the timing and nature of income earned and expenditures incurred. These tax liabilities and tax regimes also involve the assessment of transfer pricing arrangements among our Company and its Subsidiaries in different tax jurisdictions. Although we enter into arms-length transactions among our Company and its Subsidiaries, there can be no assurance that regulatory and tax authorities in the various jurisdictions that we operate in will not disagree with our assessment of such transactions. Changes in the operating environment, including changes in tax law and currency/repatriation controls, including on a retroactive basis, could impact the determination of our tax liabilities for any given tax year. Foreign income tax returns of foreign subsidiaries, unconsolidated affiliates and related entities are routinely examined by foreign tax authorities. These tax examinations may result in assessments of additional taxes or penalties or both and have an adverse effect on our results of operations and financial condition.

48. Our insurance coverage may not be adequate and this may have a material adverse effect on our business financial condition and results of operation.

We maintain insurance coverage for key risks relating to our business. While we believe that the amount of our insurance coverage is in line with industry standards, there can be no assurance that any claim under the insurance policies maintained by us will be honoured fully, in part or on time. In addition, not all risks associated with our operations may be insurable, on commercially reasonable terms or at all. Although we believe that we have obtained insurance coverage customary to our business, such insurance may not provide adequate coverage in certain circumstances and is subject to certain deductibles, exclusions and limits on coverage. To the extent that we suffer loss or damage that is not covered by insurance or exceeds our insurance coverage, our results of operations and cash flow may be adversely affected. Natural disasters in the future or occurrence of any other event for which we are not adequately or sufficiently insured may cause significant disruption to our operations that could have a material adverse impact on our business and operations. The occurrence of an event for which we are not adequately or sufficiently insured could have an adverse effect on our business, results of operations, financial condition and cash flows. If we are subject to litigation or claims or our operations are interrupted for a sustained period, we cannot assure you that our insurance policies will be adequate to cover the losses that may be incurred as a result of such interruption.

49. One of our Group Entities, Careworks Foundation, has accepted foreign contributions from us without obtaining the requisite registration under the Foreign Contribution Regulation Act, 2010.

In accordance with the FCRA, acceptance of contribution from a 'foreign source' by certain persons is subject to restrictions, including the requirement to obtain prior registration under the FCRA by such persons. During fiscal 2014, one of our Group Entities, Careworks Foundation ("**Careworks**"), accepted certain contributions from our Company. At the time of contribution, our Company was a "foreign source" in terms of the FCRA, given that more than 50% of our Equity Share capital is held by non-

residents. However, at the time of accepting the subscription amounts, Careworks did not hold a valid registration in terms of the FCRA, or obtain prior permission from the GoI for receiving the contribution. Careworks has filed a letter with the Ministry of Home Affairs, GoI, on January 18, 2016 seeking approval for the above contribution. In case such acceptance of contribution is held to be in violation of the FCRA, it may result in imposition of fines or penalties on Careworks.

50. Our ability to invest in foreign subsidiaries or joint ventures is constrained by applicable restrictions under Indian foreign investment laws as well as laws of the relevant international jurisdiction, which could adversely affect our business prospects and international growth strategy.

Under Indian foreign investment laws, an Indian company is permitted to invest in overseas joint ventures or subsidiaries, up to 400% of the Indian company's net worth as at the date of its last audited balance sheet (subject to certain exceptions). This limitation also applies to any other form of financial commitment by the Indian company, including in terms of any loan, guarantee or counter guarantee issued by such Indian company. However, any financial commitment exceeding US$ 1 billion (or its equivalent) in a financial year would require prior approval of the Reserve Bank of India, even when the total financial commitment of the Indian company is within the eligible limit as mentioned above. Further, there may be limitations stipulated in the host country for foreign investment. Investment or financial commitment not complying with the stipulated requirements is permitted with prior approval of the RBI. In addition, there are certain routine procedural and disclosure requirements in relation to any such overseas direct investment. These limitations on overseas direct investment could constrain our ability to acquire or increase our stake in overseas entities as well as to provide other forms of financial assistance or support to such entities, which may adversely affect our business and financial condition.

51. We are subject to extensive government regulation in the businesses and in jurisdictions where we operate. Our inability to obtain, maintain or renew our statutory and regulatory permits and approvals required in connection with our operations may adversely affect our business and operations.

Our operations are subject to extensive regulation and we are required to obtain, maintain and renew various statutory and regulatory permits, certificates and approvals in connection with our business and operations. Regulatory permits required for our operations may also be subject to periodic renewal and, in certain circumstances, modification or revocation. There can be no assurance that the relevant authorities will issue or renew any such permits or approvals in time or at all. Any failure or delay in obtaining approvals or failure by us to obtain, maintain or renew the requisite permits or approvals within applicable time or at all may result in interruption of our operations. Any such failure or delay in obtaining approvals relating to our operations or non-compliance with any requirements thereunder may result in penal action against us, restraining our operations, imposing fines or penalties or initiating legal proceedings, thereby adversely affecting our business, results of operations and financial condition. These approvals are subject to numerous terms and conditions and we cannot assure you that these would not be suspended or revoked in the event of non-compliance or alleged non-compliance with any terms or conditions thereof, or pursuant to any regulatory action. If there is any failure by us to comply with the applicable regulations or if the regulations governing our business are amended, we may incur increased costs, be subject to penalties, have our approvals and permits revoked or suffer a disruption in our activities, any of which could adversely affect our business.

Changes in laws or government regulations may result in prohibition or restriction of certain types of services we are permitted to offer, or the imposition of new or additional licensing or tax requirements that could adversely affect our financial performance. There can be no assurance that we will be able to increase the fees charged to our clients in a timely manner and by a sufficient amount to cover increased costs as a result of any changes in laws or government regulations. Any future changes in laws or government regulations, including changes in tax laws and rates of taxation, may make it more onerous for us to provide services and could have a material adverse effect on our business, financial condition and results of operations. For further details, see "Regulations and Policies" on page 149.

In particular, a significant portion of our Associate Employee base has wages that are at or slightly above the prescribed minimum wage levels. In the event that regional minimum wage levels are increased by relevant Governmental authorities, there could be short periods of time when we could be technically non-compliant with minimum wage rules and regulations, until our clients absorb the increase in wages.

Apart from the legal proceedings as disclosed above, there are monetary claims against our Company

and/ or our Subsidiaries, by various clients, consumers, contractors, employees and other entities in the form of legal/ demand notices. If such claims translate into potential litigation it may result in financial liabilities against our Company and/ or our Subsidiaries.

We cannot assure that these legal proceedings will be decided in our favour. Any adverse rulings in these proceedings or consequent levy of penalties by statutory authorities may have a significant adverse effect on our cash flows, business, financial condition and results of operations.

52. Our businesses are susceptible to uncertain economic conditions. Further, our operations are subject to political, economic, regulatory and other risks of doing business in India and other jurisdictions.

The demand for our businesses is significantly affected by the general level of economic activity in India and other jurisdictions we provide our services in. Our clients may postpone or cut back on hiring in an effort to cut costs, particularly during economic downturns. Such events may have a material adverse effect on our business prospects and results of operations. Our results of operations are affected by the level of business activity of our clients, which in turn is affected by the macroeconomic conditions in the economy and the industries in which they operate. In recent years, there has been considerable volatility and uncertainty in economic conditions in India and other jurisdictions where we carry on our business activities. If, in the event of unfavorable economic conditions, companies limit their spending on the services which we provide, it may have a material adverse effect on our financial and operating performance. Economic recovery is difficult to predict, and may be short lived, slow or uneven, with certain regions, or countries within a region, continuing to experience declines or weakness in economic activity while others improve. Differing economic conditions and patterns of economic growth or contraction in the geographical regions in which we operate may affect demand for our business services.

In addition, our revenue from international operations in Fiscal 2015 (15 months) and the Half Year Fiscal 2016 represented 9.81% and 13.48%, respectively, of our total revenues in such periods, and we expect that our international operations will continue to account for a significant portion of our revenues. In order to manage our international operations, we must overcome cultural and language barriers and assimilate different business practices. In addition, we are required to create compensation programs, employment policies, codes of conduct and other administrative programs that comply with the laws and customs of different jurisdictions. Further, we need to continue to tailor our services and business model to the unique circumstances of the international markets to succeed, including building new relationships and understanding of the market. As a result of our international operations, we are exposed to many risks and uncertainties, including: difficulty in staffing, managing and supporting operations in multiple countries; tariffs and international trade / service barriers; intellectual property and contract rights in certain countries; different and changing legal and regulatory requirements in the jurisdictions in which we currently operate or may operate in the future; government currency control and restrictions on repatriation of earnings; fluctuations in foreign currency exchange and interest rates; and political and economic changes, hostilities and other disruptions in regions where we currently operate or may operate in the future.

Adapting our practices and business models effectively to new markets could divert management and personnel resources. We cannot assure you that we will be able to efficiently or effectively manage the growth of our operations in these new markets. Negative developments in one or more countries we operate in could result in a reduction in demand for our services, the cancellation or delay of contracts already placed, difficulty in collecting receivables, and a higher cost of doing business, any of which could adversely affect our business, results of operations or financial condition.

53. Our financial condition may be adversely affected if any of our contingent liabilities materialize.

As of September 30, 2015, our contingent liabilities as disclosed in the notes to our consolidated financial statements aggregated to ₹115.39 million. The following table sets forth certain information relating to our contingent liabilities as of September 30, 2015:

Particulars	Amount (₹ in million)
Indirect tax demands	103.29
Direct tax demands (based on assessment orders)	11.86
Guarantees issued in favour of Commercial tax authorities	0.10

Particulars	Amount (₹ in million)
Capital commitments	0.14
Total	**115.39**

For further details, see our Restated Consolidated Financial Statements included in this Draft Red Herring Prospectus. Our financial condition may be adversely affected if any of these contingent liabilities materialize.

54. Certain of our Directors, including our individual Promoter, and certain key management personnel hold Equity Shares in our Company and are therefore interested in the Company's performance in addition to their normal remuneration or benefits and reimbursement of expenses incurred.

Certain of our Directors, our individual Promoter and key management personnel are interested in our Company, in addition to regular remuneration or benefits and reimbursement of expenses, to the extent of their shareholding in our Company including employee stock options held by them under ESOP 2009. In addition, our Company's registered office has been given on lease to us until July 31, 2023 by Net Resources, which is a Group Entity as well as a Promoter Group Entity, owned by our individual Promoter, Ajit Isaac. There can be no assurance that our corporate Promoter and our key management personnel will exercise their rights as shareholders to the benefit and best interest of our Company. For further details, see "Capital Structure", "Our Promoters and Promoter Group" and "Our Management" on pages 82, 187 and 171, respectively.

55. Upon completion of the Issue, our Promoters and Promoter Group will continue to retain control over us, which will allow them to influence the outcome of matters submitted to the shareholders for approval.

Our Promoters and Promoter Group currently own 99.51% of our Equity Shares. Upon completion of the Issue, our Promoters and Promoter Group will continue to hold majority of our outstanding Equity Shares. Consequently, our Promoters and Promoter Group may exercise substantial control over us and may have the power to elect and remove a majority of our Directors and/or determine the outcome of proposals for corporate action requiring approval of our Board of Directors or shareholders, such as lending and investment policies, revenue budgets, capital expenditure, dividend policy and strategic acquisitions. Our Promoters and Promoter Group may be able to influence our major policy decisions, including our overall strategic and investment decisions, by controlling the election of our Directors and, in turn, indirectly controlling the selection of our senior management,, approving our annual budgets, deciding on increases or decreases in our share capital, determining our issuance of new securities, approving mergers, acquisitions and disposals of our assets or businesses, and amending our Articles of Association. Further, our individual Promoter, Ajit Issac, has entered into a promoter escrow agreement dated December 15, 2015 with our Company, our corporate Promoter - TCIL, and J. Sagar Associates, through its office located in Bengaluru, the escrow agent, wherein he has voluntarily agreed to deliver 1,000,000 Equity Shares (which is currently 4,000,000 Equity Shares on account of the allotment of bonus Equity Shares on January 5, 2016) held by him in the Company in an escrow account ("**Escrow Shares**"). In terms of the promoter escrow agreement our individual Promoter, Ajit Issac shall forfeit the Escrow Shares outstanding in the escrow account as of date in accordance with the promoter escrow agreement if he ceases to be a Promoter Director in the Company during a period of eight years from the date of the agreement. For details, see "History and Certain Corporate Matters – Shareholders' Arrangements" on page 162. Therefore, our individual Promoter, Ajit Issac, may continue to be our promoter for the next eight years and may continue to retain control over us. This control could also delay, defer or prevent a change in control of our Company, impede a merger, consolidation, takeover or other business combination involving our Company, or discourage a potential acquirer from obtaining control of our Company. The interests of our Promoters and Promoter Group could conflict with the interests of our other shareholders, including the holders of our Equity Shares to be offered, and our Promoters and Promoter Group could make decisions that materially adversely affect investment in our Equity Shares to be offered. We cannot assure that our Promoters and Promoter Group will act to resolve any conflicts of interest in our Company's favour.

56. We have entered into certain transactions with related parties in the past and may continue to do so in future. These transactions or any future transactions with our related parties could potentially involve conflicts of interest.

We have entered into certain transactions with related parties, including our Promoters, Subsidiaries and Group Entities and may continue to do so in future. The transactions that we have entered into and any future transactions with our related parties could potentially involve conflicts of interest. The total expenses incurred towards the aforementioned related parties amounted to ₹51.19 million or 0.21 % of our total expenses and ₹43.39 million or 0.29 % of our total expenses, in Fiscal 2015 (15 months) and the Half Year Fiscal 2016, respectively. For further details, see "Related Party Transactions" on page 197. It is likely that we will enter into related party transactions in the future as well. Although, going forward, all related party transactions that we may enter into, will be subject to board or shareholder approval, as necessary under the Companies Act, 2013 and the SEBI Listing Regulations, there can be no assurance that such transactions, individually or in the aggregate, will not have an adverse effect on our financial condition and results of operations or that we could not have achieved more favorable terms if such transactions had not been entered into with related parties. In the event that obligations owed to us arising from such related party transactions are not fulfilled, either individually or in the aggregate, our business, financial condition, results of operations and prospects may be adversely affected.

57. If we are unable to establish and maintain an effective system of internal controls and compliances, our business and reputation could be adversely affected.

We manage our internal compliance by monitoring and evaluating internal controls, and ensuring all relevant statutory and regulatory compliances. However, there can be no assurance that deficiencies in our internal controls will not arise, or that we will be able to implement, and continue to maintain, adequate measures to rectify or mitigate any such deficiencies in our internal controls, in a timely manner or at all. For instance, in the past, we have failed to file certain forms with the Registrar of Companies, Bangalore and the RBI in a timely manner and we may have, made inadvertent mistakes in certain e-forms 2 filed with the RoC for allotment of preference shares of our Company and e-form 5 filed for the increase in the authorised share capital of our Company, may have failed to update statutory registers/submit annual reports as required by certain labour laws namely, Sexual Harassment of Women at Workplace Act, Maternity Benefit Act, Contract Labour Act, and other labour laws and the related rules laid down under these acts. Further, we may have also failed to obtain certain registrations under the relevant state's professional tax regulations. In addition, there may have been few errors in the basis for computation of wages under the ESI Act and EPF Act, and contribution towards the provident fund as required under the EPF Act, and certain defaults in relation to the discharge and accounting of service tax on certain services. As we continue to grow, there can be no assurance that there will be no other instances of statutory non-compliance/delays or any unauthorized transactions by our employees.

58. Our management will have flexibility over the use of the Net Proceeds and our funding requirements and proposed deployment of the Net Proceeds of the Issue are based on management estimates and have not been independently appraised.

We intend to use the net proceeds of the Issue for the purposes described in "Objects of the Issue" on page 99. The objects of the Issue are based on management estimates and have not been appraised by any bank or financial institution, and are not subject to any monitoring by any independent agency. These are based on current conditions and are subject to changes in external circumstances or costs, or in other financial condition, business or strategy, as discussed further below. Our management, in accordance with the policies established by our Board of Directors from time to time, will have flexibility in deploying the net proceeds of the Issue. In addition, we have not entered into any definitive agreements to utilize the net proceeds of the Issue. Based on the competitive nature of our industry, we may have to revise our business plan and/ or management estimates from time to time and consequently our funding requirements may also change. Our management estimates may exceed fair market value or the value that would have been determined by third party appraisals, which may require us to reschedule or reallocate our project and capital expenditure and may have an adverse impact on our business, financial condition, results of operations and cash flows. We may make necessary changes to the utilization of net proceeds in such cases in conformity with the provisions of the Companies Act in relation to the change in the objects in a public issue. In the event of any variations in actual utilization of funds earmarked for the above activities, any increased fund deployment for a particular activity may be met from funds earmarked from any other activity and/or from our internal accruals.

Accordingly, prospective investors in the Issue will need to rely upon our management's judgment with respect to the use of proceeds. If we are unable to enter into arrangements for utilization of the Issue proceeds as expected and assumed by us in a timely manner or at all, we may not be able to derive the expected benefits from the proceeds of the Issue and our business and financial results may suffer.

59. Grants of stock options under our employee stock option plan may result in a charge to our profit and loss account and, to that extent, reduce our profits.

As on the date of this Draft Red Herring Prospectus, 2,759,008 stock options have been granted and continue to be in effect but have not been exercised by eligible employees under our ESOP 2009. Further, we have the authority to grant additional stock options under ESOP 2015.

Under Indian GAAP, the grant of employee stock options results in a charge to our Company's profit and loss account equal to the intrinsic value (which will be amortized over the vesting period of these stock options) based on the difference between the intrinsic value of our Equity Shares determined as of the date of the grant of such stock options and the exercise price of such stock options. Our employee stock compensation expense, on a consolidated basis, amounted to ₹39.06 million and ₹21.26 million in Fiscal 2013 and Fiscal 2014 (9 months), respectively. We have not granted any stock options during Fiscal 2015 (15 months) and the Half Year Fiscal 2016. In addition to the impact on the profit and loss account, the exercise of vested stock options may dilute the interest of holders of our Equity Shares (as in the case of any issuance of Equity Shares).

For further details, see "Capital Structure – Employee Stock Option Plans" on page 91.

60. We are subject to risks arising from interest rate fluctuations, which could adversely affect our business, financial condition and results of operations.

Interest rates for borrowings have been volatile in India in recent periods. Our operations are funded to a significant extent by working capital debt facilities and increases in interest rate (and consequent increase in the cost of servicing such debt) may have an adverse effect on our results of operations and financial condition. Our current debt facilities carry interest at variable rates as well as fixed rates. Although we may in the future engage in interest rate hedging transactions from time to time, there can be no assurance that these agreements will protect us adequately against interest rate risks.

61. We had negative cash flows in the past. Any negative cash flows in the future would adversely affect our cash flow requirements.

We have in the past, and may in the future, experience negative cash flows. The following table sets forth certain information relating to our cash flows on a consolidated basis for the periods indicated:

(₹ in million)

Particulars	Fiscal 2011	Fiscal 2012	Fiscal 2013	Nine Months ended December 31, 2013	Fifteen Months ended March 31, 2015	Six Months Ended September 30, 2015
Net cash generated from/(used in) operating activities	88.62	48.55	(161.20)	153.42	24.29	(221.82)
Net cash generated from/(used in) investing activities	(344.92)	(42.66)	(41.39)	(659.80)	(691.94)	(74.29)
Net cash (generated from)/ used in the financing activities	317.13	67.21	148.41	638.43	797.76	296.47
Net increase/(decrease) in cash and cash equivalents	60.83	73.10	(54.18)	132.05	130.11	0.36

We had negative cash flows from operating activities of ₹161.20 million for the Fiscal 2013 and ₹221.82 million for the Half Year Fiscal 2016 primarily due to increase in working capital requirement fuelled by revenue growth of the Company. We also had negative cash flows from investing activities of ₹344.92

million in Fiscal 2011, ₹42.66 million in Fiscal 2012, ₹41.39 million for Fiscal 2013, ₹659.80 million for Fiscal 2014 (9 months), ₹691.94 million for the 15 months ended Fiscal 2015 (15 months) and ₹74.29 million for the Half Year Fiscal 2016, primarily due to acquisitions made and purchase of fixed assets during each such period.

Negative cash flows over extended periods, or significant negative cash flows in the short term, could have a material impact on our business and implement our growth plans. As a result, our cash flows, business, future financial performance and results of operations could be materially and adversely affected. For further details, see "Management's Discussion and Analysis of Financial Condition and Results of Operations" on page 376.

62. We operate our registered office and other offices on a leasehold basis. Our inability to renew the lease agreements or any adverse impact on the title or ownership rights of our landlords in relation to such premises may impede our operations.

Our Company operates the registered office as well as other operational offices, including regional branch office on a leasehold basis. Our lease agreements generally being long term in nature are renewable on mutually acceptable terms and upon payment of such rent escalations as stated in lease agreements.

Our Company's registered office has been given on lease to us until July 31, 2023 by Net Resources, which is a Group Entity as well as a Promoter Group Entity, owned by our individual Promoter, Ajit Isaac. We believe that our Company is currently paying rent at market rates to the lessors for our registered office. Any new rental arrangements with Net Resources will be on an arm's length basis and subject to the review of our Audit Committee in accordance with its terms of reference. There can be no assurance that such transactions, individually or in the aggregate, will not have an adverse effect on our business, prospects, financial condition and results of operations, including because of potential conflicts of interest or otherwise.

If our lease agreements are not renewed or are renewed on terms and conditions that are unfavourable to us or we are unable to find alternate premises on commercially acceptable terms, we may suffer a disruption in our operations which could have a material adverse effect on our business and operations. Further, any adverse impact on the title or ownership rights of the landlords, may force us to vacate such premises and we would be required to make alternative arrangements, which may have an adverse effect on the costs of operation and profitability of our Company.

63. We have not made any dividend payments in the past and our ability to pay dividends in the future will depend upon future earnings, financial condition, cash flows, working capital requirements, capital expenditures and restrictive covenants in our financing arrangements.

In the past, we have not made dividend payments to the shareholders of our Company. The amount of our future dividend payments, if any, will depend upon various factors including our future earnings, financial condition, cash flows and requirement to fund operations and expansion of the business. There can be no assurance that we will be able to declare dividends. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board of Directors and will depend on various factors, including among others, our results of operations, financial condition, cash requirements, business prospects and any other financing arrangements. Additionally, our ability to pay dividends is and may be subject to restrictive covenants contained in the financing related agreements we have entered into and will enter into in the future. Accordingly, realisation of a gain on shareholder investments may depend on the appreciation of the price of the Equity Shares. There is no guarantee that our Equity shares will appreciate in value. For further details, see "Dividend Policy" on page 198.

64. Industry information included in this Draft Red Herring Prospectus has been derived from industry reports commissioned by us for such purpose. There can be no assurance that such third-party statistical, financial and other industry information is either complete or accurate.

We have retained the services of certain independent third party research agencies, including F&S and SMA, to prepare certain industry reports for purposes of inclusion of such information in this Draft Red Herring Prospectus. These reports are subject to various limitations and based upon certain assumptions that are subjective in nature. We have not independently verified data from such industry reports and

other sources. Although we believe that the data may be considered to be reliable, their accuracy, completeness and underlying assumptions are not guaranteed and their dependability cannot be assured. While we have taken reasonable care in the reproduction of the information, the information has not been prepared or independently verified by us, any of the BRLMs or any of our or their respective affiliates or advisors and, therefore, we make no representation or warranty, express or implied, as to the accuracy or completeness of such facts and statistics. Due to possibly flawed or ineffective collection methods or discrepancies between published information and market practice and other problems, the statistics herein may be inaccurate or may not be comparable to statistics produced for other economies and should not be unduly relied upon. Further, there is no assurance that they are stated or compiled on the same basis or with the same degree of accuracy as may be the case elsewhere. Statements from third parties that involve estimates are subject to change, and actual amounts may differ materially from those included in this Draft Red Herring Prospectus.

65. Certain of our Group Entities and our corporate Promoter, have unsecured loans, which may be recalled any time. Any recall of such loans may have an adverse effect on such Entities.

Certain of our Group Entities have unsecured loans. Further, as of November 27, 2015, our corporate Promoters, TCIL, also has unsecured loans amounting to ₹14 million, which may be recalled at any time at the option of the lender. Certain of our secured loans also permit the lenders to recall the loan on demand. If such unsecured or secured loans are recalled at any time the financial condition of our Company may be adversely affected.

External Risk Factors

66. Public companies in India, including our Company, will be required to prepare financial statements in accordance with Ind AS with effect from April 1, 2016. Ind AS differs from Indian GAAP, IFRS and US GAAP in many ways and our financial statements relating to periods commencing April 1, 2016 prepared under Ind AS may not be comparable to our historical financial statements prior to such period prepared under Indian GAAP. The Introduction of Ind AS and other regulatory developments affecting fiscal matters in India may significantly affect preparation and presentation of our financial statements in the future.

Our Restated Standalone Financial Statements and the Restated Consolidated Financial Statements included herein are prepared in accordance with Indian GAAP and restated in accordance with the SEBI Regulations. We have not attempted to quantify the impact of IFRS or U.S. GAAP on the financial information included in this Draft Red Herring Prospectus, nor do we provide a reconciliation of our financial statements to those of IFRS or U.S. GAAP. IFRS and U.S. GAAP may differ in significant respects from Indian GAAP.

The Ministry of Corporate Affairs, GoI, has through a notification dated February 16, 2015, set out the Ind AS and the timelines for implementation of Ind AS. Our Company is required to prepare its financial statements in accordance with Ind AS with effect from April 1, 2016. Given that Ind AS differs in many respects from Indian GAAP, our financial statements relating to any period subsequent to April 1, 2016 may not be comparable to our historical financial statements prepared under Indian GAAP. In this Draft Red Herring Prospectus, we have not made any attempt to quantify or identify the impact of the differences between Ind AS and Indian GAAP as applied to our historical financial statements and there can be no assurance that the adoption of Ind AS will not materially affect the preparation and presentation of our financial statements in the future. In addition, there can be no assurance that if Ind AS were to be applied to our historical financial statements prepared under Indian GAAP, there will not be material differences in applicable accounting policies and standards that will require material adjustments to our historical financial statements prepared under Indian GAAP.

The form of presentation prescribed under applicable SEBI Regulations for inclusion of financial information in prospectuses, as have been applied to the Restated Standalone Financial Statements and the Restated Consolidated Financial Statements included herein, differs in certain respects from both Indian GAAP and Ind AS. Accordingly, any financial statements prepared under Ind AS, including (i) financial statements prepared for inclusion in the Red Herring Prospectus and the Prospectus; and (ii) any financial statements and financial results announced subsequent to the listing of our Equity Shares, may not be comparable to the Restated Standalone Financial Statements and the Restated Consolidated Financial Statements included herein, and could materially vary from the manner of computation and

presentation followed with respect to the Restated Standalone Financial Statements and the Restated Consolidated Financial Statements.

Any failure to successfully adopt Ind AS may have an adverse effect on the trading price of the Equity Shares and/or may lead to regulatory action and other legal consequences. In addition, our management may be required to divert its time and other resources for the successful and timely implementation of Ind AS. Moreover, our transition to Ind AS reporting may be hampered by increasing competition and increased costs for the relatively small number of Ind AS-experienced accounting personnel available as more Indian companies begin to prepare Ind AS financial statements.

67. The Issue Price of the Equity Shares may not be indicative of the market price of the Equity Shares after the Issue. The Equity Shares may experience price and volume fluctuations. Further, financial instability, economic developments and volatility in securities markets in other countries may also cause the price of the Equity Shares to decline.

The Issue Price of the Equity Shares will be determined by the Company in consultation with the BRLMs through the Book Building Process. This price will be based on numerous factors, as described under "Basis for Issue Price" on page 109 and may not be indicative of the market price for the Equity Shares after the Issue. The market price of the Equity Shares could be subject to significant fluctuations after the Issue, and may decline below the Issue Price. We cannot assure you that the investor will be able to resell their Equity Shares at or above the Issue Price.

The market price of the Equity Shares can be volatile as a result of several factors beyond our control, including volatility in the Indian and global securities markets, our results of operations, the performance of our competitors, developments in the Indian general staffing and IT sector, changing perceptions in the market about investments in this sector in India, investor perceptions of our future performance, adverse media reports about us or our sector, changes in the estimates of our performance or recommendations by financial analysts, significant developments in India's economic liberalisation and deregulation policies, and significant developments in India's fiscal regulations. In addition, the Stock Exchanges may experience significant price and volume fluctuations, which may have a material adverse effect on the market price of the Equity Shares.

Further, the Indian market and the Indian economy are influenced by economic and market conditions in other countries, particularly emerging market countries in Asia. Financial turmoil in Europe and elsewhere in the world in recent years has affected the Indian economy. Although economic conditions are different in each country, investors' reactions to developments in one country can have adverse effects on the securities of companies in other countries, including India. Recently, the currencies of a few Asian countries including India suffered depreciation against the US Dollar owing to amongst other, the announcement by the US government that it may consider reducing its quantitative easing measures. A loss of investor confidence in the financial systems of other emerging markets may cause increased volatility in Indian financial markets and, indirectly, in the Indian economy in general. Any worldwide financial instability could also have a negative impact on the Indian economy.

In the event that the current difficult conditions in the global credit markets continue or if there are any significant financial disruption, such conditions could have an adverse effect on our business, future financial performance and the trading price of the Equity Shares.

68. The Equity Shares have never been publicly traded and the Issue may not result in an active or liquid market for the Equity Shares. Further, the price of the Equity Shares may be volatile, and the investors may be unable to resell the Equity Shares at or above the Issue Price, or at all.

Prior to the Issue, there has been no public market for the Equity Shares, and an active trading market on the Indian Stock Exchanges may not develop or be sustained after the Issue. Listing and quotation does not guarantee that a market for the Equity Shares will develop, or if developed, the liquidity of such market for the Equity Shares. The Issue Price of the Equity Shares will be determined by the Company in consultation with the BRLMs through the Book Building Process and may not be indicative of the market price for the Equity Shares after the Issue. The market price of the Equity Shares may be subject to significant fluctuations in response to, among other factors, variations in our operating results, market conditions specific to the industry we operate in, developments relating to India and volatility in the Stock Exchanges and securities markets elsewhere in the world.

69. Under Indian law, foreign investors are subject to investment restrictions that limit our ability to attract foreign investors, which may adversely impact the trading price of the Equity Shares.

Under the foreign exchange regulations currently in force in India, transfers of shares between non-residents and residents are permitted (subject to certain exceptions) if they comply inter-alia with the pricing guidelines and reporting requirements specified by the RBI. If a transfer of shares is not in compliance with such pricing guidelines or reporting requirements or falls under any of the prescribed exceptions, then prior approval of the RBI will be required.

70. Currency exchange rate fluctuations may affect the value of the Equity Shares independent of our financial results.

The Equity Shares are, and will be quoted in Rupees on the Stock Exchanges. Any dividends in respect of the Equity Shares will be paid in Rupees and subsequently converted into other currencies for repatriation. Any adverse movement in exchange rates during the time it takes to undertake such conversion may reduce the net dividend to investors. In addition, any adverse movement in exchange rates during a delay in repatriating the proceeds from a sale of Equity Shares outside India, for example, because of a delay in regulatory approvals that may be required for the sale of Equity Shares, may reduce the net proceeds received by shareholders.

71. Any future issue of Equity Shares may dilute the investor's shareholding and sales of the Equity Shares by our Promoters or other major shareholders in future may adversely affect the trading price of the Equity Shares.

Any future issuance of the Equity Shares by our Company, including in a primary offering or pursuant to a preferential allotment or issuances of stock options under employee stock option plans, could dilute your shareholding in our Company. Any such future issuance of the Equity Shares or future sales of the Equity Shares by any of our significant shareholders in future or our promoters may also adversely affect the trading price of the Equity Shares and impact our ability to raise capital through an offering of our securities. Any perception by investors that such issuances or sales might occur could also affect the trading price of the Equity Shares. After the completion of the Issue, our Promoter and members of our Promoter Group will continue to hold majority of our outstanding Equity Shares. Additionally, the disposal, pledge or encumbrance of the Equity Shares by any of our Company's major shareholders including our promoters, or the perception that such transactions may occur may affect the trading price of the Equity Shares. No assurance may be given that our Company will not issue Equity Shares or that such shareholders will not dispose of, pledge or encumber their Equity Shares in the future. Any such issuance or sale, or any perception by investors that such issuances or sales might occur, may lead to the dilution of investor shareholding in our Company or affect the trading price of the Equity Shares and could affect our ability to raise capital through an offering of our securities.

72. Your ability to acquire and sell our Equity Shares in jurisdictions outside India is restricted by the distribution and transfer restrictions contained herein.

No actions have been taken to permit a public offering of the Equity Shares in any jurisdiction except India. As such, the Equity Shares have not and will not be registered under the Securities Act, any state securities laws or the law of any jurisdiction other than India. Furthermore, the Equity Shares are subject to restrictions on transferability and resale. You are required to inform yourself about and observe these restrictions. We, our representatives and our agents will not be obligated to recognise any acquisition, transfer or resale of the Equity Shares made other than in compliance with the restrictions contained herein. For details, see "Restrictions on Foreign Ownership of Indian Securities" on page 475.

73. We may be affected by competition law in India and any adverse application or interpretation of the Competition Act, 2002 could adversely affect our business and activities.

The Competition Act, 2002, as amended ("**Competition Act**"), regulates practices having or likely to have an appreciable adverse effect on competition in the relevant market in India. Under the Competition Act, any formal or informal arrangement, understanding or action in concert, which causes or is likely to cause an appreciable adverse effect on competition is considered void and results in the imposition of substantial monetary penalties. Further, any agreement among competitors which directly or indirectly involves the determination of purchase or sale prices, limits or controls production, supply, markets,

technical development, investment or provision of services, shares the market or source of production or provision of services by way of allocation of geographical area, type of goods or services or number of customers in the relevant market or directly or indirectly results in bid-rigging or collusive bidding is presumed to have an appreciable adverse effect on competition. The Competition Act also prohibits abuse of a dominant position by any enterprise. On March 4, 2011, the government issued and brought into force the combination regulation (merger control) provisions under the Competition Act with effect from June 1, 2011. These provisions require acquisitions of shares, voting rights, assets or control or mergers or amalgamations that cross the prescribed asset and turnover based thresholds to be mandatorily notified to and pre-approved by the Competition Commission of India ("**CCI**"). Additionally, on May 11, 2011, the CCI issued Competition Commission of India (Procedure in regard to the transaction of business relating to combinations) Regulations, 2011, as amended, which sets out the mechanism for implementation of the merger control regime in India.

The Competition Act aims to, among others, prohibit all agreements and transactions which may have an appreciable adverse effect on competition in India. Further, the CCI has extra-territorial powers and can investigate any agreements, abusive conduct or combination occurring outside India if such agreement, conduct or combination has an appreciable adverse effect on competition in India. The applicability or interpretation of any provision of the Competition Act to any merger, amalgamation or acquisition proposed or undertaken by us, or any enforcement proceedings initiated by the CCI for any alleged violation of provisions of the Competition Act, or any adverse publicity that may be generated due to scrutiny or prosecution by the CCI or if any prohibition or substantial penalties are levied under the Competition Act, may adversely affect our business, results of operations and prospects.

74. Any downgrading of India's debt rating by a domestic or international rating agency could adversely affect our business.

India's sovereign debt rating could be downgraded due to various factors, including changes in tax or fiscal policy or a decline in India's foreign exchange reserves, which are outside our control. Any adverse revisions to India's credit ratings for domestic and international debt by domestic or international rating agencies may adversely impact our ability to raise additional financing, and the interest rates and other commercial terms at which such additional financing is available. This could have an adverse effect on our business and financial performance, ability to obtain financing for capital expenditures and the price of the Equity Shares.

75. Changing laws, rules and regulations and legal uncertainties, including adverse application of corporate and tax laws, may adversely affect our business, results of operations, financial condition and prospects.

The regulatory and policy environment in which we operate is evolving and subject to change. Such changes in law or interpretations of existing, or the promulgation of new laws, rules and regulations in India applicable to us and our business, including the instances mentioned below, may adversely affect our business, results of operations, financial condition and prospects, to the extent that we are unable to suitably respond to and comply with any such changes in applicable law and policy.

The Government of India has recently released safe harbour rules with respect to acceptance by the Indian tax authorities of declared transfer prices for certain types of international transactions (including intra-group loans and corporate guarantees and for the manufacture and export of core and non-core automotive components) between an eligible assesse and its associated enterprises, either or both of which are not Indian residents. The benefit, if any, that we may derive from the application of such rules in the future is unclear.

Until recently, transfer pricing regulations in India covered only cross border transactions. The Finance Act, 2012 extended its scope to cover certain domestic transactions with related parties within India, defined as 'specified domestic transactions'. These domestic transfer pricing provisions became applicable from assessment year 2013-14. Transactions will be regarded as 'specified domestic transactions' only in the event that the aggregate value of all such transactions exceeds ₹200 million.

The GoI has proposed a comprehensive national goods and services tax ("**GST**") regime that will combine taxes and levies by the Central and State Governments into a unified rate structure. While the GoI and other state governments have announced that all committed incentives will be protected

following the implementation of the GST, given the limited availability of information in the public domain concerning the GST, we are unable to provide any assurance as to this or any other aspect of the tax regime following implementation of the GST. The implementation of this rationalized tax structure may be affected by any disagreement between certain state governments, which may create uncertainty. Any such future increases or amendments may affect the overall tax efficiency of companies operating in India and may result in significant additional taxes becoming payable.

Further, the General Anti Avoidance Rules (GAAR) are proposed to be effective from April 1, 2016. The tax consequences of the GAAR provisions being applied to an arrangement could result in denial of tax benefit amongst other consequences. In the absence of any precedents on the subject, the application of these provisions is uncertain. If the GAAR provisions are made applicable to our Company, it may have an adverse tax impact on us.

There can be no assurance that the Central or the State Governments in India may not implement new regulations and policies which will impose onerous requirements and conditions on our operations. Any such changes and the related uncertainties with respect to the implementation of the new regulations may have a material adverse effect on all our business, financial condition and results of operations. In addition, we may have to incur capital expenditures to comply with the requirements of any new regulations, which may also materially harm our results of operations.

We have not determined the impact of these recent and proposed legislations on our business. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy in the jurisdictions in which we operate, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may impact the viability of our current business or restrict our ability to grow our business in the future.

76. Investors may have difficulty enforcing judgments against our Company or our management.

Our company is incorporated under the laws of India and almost all our directors and key managerial personnel reside in India. A majority of our assets, and the assets of our Directors and officers, are also located in India.

As a result, it may be difficult for investors to effect service of process upon, or to enforce judgments obtained against, our Company or such persons outside India. India has reciprocal recognition and enforcement of judgments in civil and commercial matters with only a limited number of jurisdictions, which include the United Kingdom, Singapore and Hong Kong. The United States has not been declared as a reciprocating territory for the purposes of the Code of Civil Procedure, 1908 ("**Civil Code**") and thus a judgement of a court outside India may be enforced in India only by a suit and not by proceedings in execution. In order to be enforceable, a judgement from a jurisdiction with reciprocity must meet certain requirements of the Civil Code. The Civil Code only permits the enforcement of monetary decrees, not being in the nature of any amounts payable in respect of taxes, other charges, fines or penalties and does not include arbitration awards. Judgments or decrees from jurisdictions which do not have reciprocal recognition with India cannot be enforced by proceedings in execution in India. Therefore, a final judgement for the payment of money rendered by any court in a non-reciprocating territory for civil liability, whether or not predicated solely upon the general laws of the non-reciprocating territory, would not be enforceable in India. Even if an investor obtained a judgement in such a jurisdiction against us, our officers or directors, it may be required to institute a new proceeding in India and obtain a decree from an Indian court. However, the party in whose favour such final judgement is rendered, may bring a fresh suit in a competent court in India, based on a final judgement that has been obtained in a non-reciprocating territory, within three years of obtaining such final judgement. It is unlikely that an Indian court would award damages on the same basis, or to the same extent, as was awarded in a final judgement rendered by a court in another jurisdiction, if the Indian court believes that the amount of damages awarded was excessive or inconsistent with public policy in India. In addition, any person seeking to enforce a foreign judgement in India is required to obtain prior approval of the RBI, to repatriate any amount recovered pursuant to the execution of the judgement.

77. The occurrence of natural or man-made disasters could adversely affect our results of operations and financial condition. Hostilities, terrorist attacks, civil unrest and other acts of violence could adversely affect the financial markets and our business.

The occurrence of natural disasters, including cyclones, storms, floods, earthquakes, tornadoes, fires, explosions, pandemic disease and man-made disasters, including acts of terrorism and military actions, could adversely affect our results of operations or financial condition, including in the following respects:

- A natural or man-made disaster, could result in damage to our assets or losses in our projects, or the failure of our counterparties to perform, or cause significant volatility in global financial markets.
- Political tension, civil unrest, riots, acts of violence, situations of war or terrorist activities may result in disruption of services and may potentially lead to an economic recession and/or impact investor confidence.

Terrorist attacks and other acts of violence or war may adversely affect the Indian securities markets. In addition, any deterioration in international relations, especially between India and its neighbouring countries, may result in investor concern regarding regional stability which could adversely affect the price of the Equity Shares. In addition, India has witnessed local civil disturbances in recent years and it is possible that future civil unrest as well as other adverse social, economic or political events in India could have an adverse impact on our business. Such incidents could also create a greater perception that investment in Indian companies involves a higher degree of risk and could have an adverse impact on our business and the market price of the Equity Shares.

78. Investors may be subject to Indian taxes arising out of capital gains on the sale of the Equity Shares.

Under current Indian tax laws, capital gains arising from the sale of equity shares of an Indian company are taxable in India, unless specifically exempted. Any gain realised on the sale of the Equity Shares on a stock exchange held for more than 12 months will not be subject to capital gains tax in India if Securities Transaction Tax ("**STT**"), has been paid on the transaction. STT will be levied on and collected by an Indian stock exchange on which the Equity Shares are sold. Any gain realised on the sale of the Equity Shares held for more than 12 months by an Indian resident, which are sold other than on a recognized stock exchange and as a result of which no STT has been paid, will be subject to long term capital gains tax in India. Further, any gain realised on the sale of the Equity Shares held for a period of 12 months or less will be subject to short term capital gains tax in India. Capital gains arising from the sale of the Equity Shares will be exempt from taxation in India in cases where an exemption is provided under a treaty between India and the country of which the seller is a resident. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdictions on gains arising from a sale of Equity Shares.

79. Sustained increase in Indian price inflation may adversely affect our financial condition.

In recent years, India's wholesale price inflation index has indicated an increasing inflation trend compared to prior periods. An increase in inflation in India could cause a result in an increase in cost of services due to rise in the cost of wages, raw materials or any other expenses. We may be unable to reduce our costs or pass the impact of the increase in costs to our clients adversely affecting our financial condition.

80. Our ability to raise foreign capital may be constrained by Indian law.

As an Indian company, we are subject to exchange controls that regulate borrowing in foreign currencies. Such regulatory restrictions could constrain our ability to obtain financings on competitive terms and refinance existing indebtedness. In addition, we cannot assure you that any required regulatory approvals for borrowing in foreign currencies will be granted to us without onerous conditions, or at all. Limitations on foreign debt may have an adverse effect on our business growth, financial condition and results of operations.

Prominent Notes:

- Our Company was incorporated as IRIS Human Capital Solutions Private Limited on September 19, 2007 at Bengaluru, Karnataka as a private limited company under the Companies Act, 1956. Pursuant to a special resolution of our Shareholders dated October 12, 2007, our Company's name was changed to IKYA Human Capital Solutions Private Limited and a fresh certificate of incorporation consequent upon the change of name was issued by the RoC on October 15, 2007. Subsequently, pursuant to a special resolution of our Shareholders dated May 14, 2013, our Company was converted into a public limited company and the name of our Company was changed to IKYA Human Capital Solutions Limited. A fresh certificate of incorporation consequent upon conversion to public limited company was issued by the RoC on July 2, 2013. Thereafter, pursuant to a special resolution of our Shareholders dated December 4, 2014, our Company's name was changed to Quess Corp Limited. A fresh certificate of incorporation consequent upon the change of name was issued by the RoC on January 2, 2015. For details of change in the name and registered office of our Company, see "History and Certain Corporate Matters" on page 153.

- Public issue of up to [●] Equity Shares for cash at a price of ₹[●] (including a premium of ₹[●]) aggregating to ₹4,000.00 million by our Company. The Issue will constitute at least [●]% of the post-Issue paid-up Equity Share capital of our Company.

- Our net worth was ₹2,872.38 million as on September 30, 2015, as per our Restated Consolidated Financial Statement while it was ₹2,963.27 million as per our Restated Standalone Financial Statement. Further, our net worth was ₹2,524.91 million as on March 31, 2015, as per our Restated Consolidated Financial Statements while it was ₹2,612.49 million as per our Restated Standalone Financial Statement included in this Draft Red Herring Prospectus. For details, see "Financial Statements" on page 199.

- Our net asset value per Equity Share was ₹114.97 as on September 30, 2015, as per our Restated Standalone Financial Statement while it was ₹111.45 as at September 30, 2015, as per our Restated Consolidated Financial Statements. Further, our net asset value per Equity Share was ₹101.36 million as on March 31, 2015, as per our Restated Consolidated Financial Statement while it was ₹97.96 million as per our Restated Standalone Financial Statement.

- The average cost of acquisition of Equity Shares by our individual Promoter and corporate Promoter, is ₹2.74 per Equity Share and ₹32.52 per Equity Share respectively.

- Except as disclosed in the sections "Our Group Entities" and "Related Party Transactions" on pages 192 and 197, respectively, none of our Group Entities have business interests or other interests in our Company.

- The details of related party transactions entered into by our Company with the Group Entities, associate companies and our Subsidiaries during the Fiscal 2015 (15 months) and for Half Fiscal Year 2016 respectively, the nature of transactions and the cumulative value of transactions are as follows:

(₹ in million)

Sr. No.	Particulars	Fiscal 2015 (15 months)	Half Year Fiscal 2016
1.	Revenue from operations	189.38	133.49
2.	Other expenses	51.19	43.39
3.	Unsecured loans received	34.66	256.16
4.	Unsecured loans repaid	0.00	261.23
5.	Short term loans and advances	0.00	2.50
6.	Remuneration paid to KMP	24.89	16.74

- There have been no financing arrangements whereby our Promoter Group, directors of TCIL, Directors and their relatives have financed the purchase by any other person of the Equity Shares other than in the normal course of business during the period of six months immediately preceding the filing of this Draft Red Herring Prospectus.

Investors may contact the BRLMs that have submitted the due diligence certificate to SEBI, for any complaints, information or clarification pertaining to the Issue. For further details regarding grievances in relation to the Issue, see “General Information” on page 74.

SECTION III: INTRODUCTION

SUMMARY OF INDUSTRY

*Unless noted otherwise, the information in this section is derived from "Assessment of Outsourced Services Market in India, Frost & Sullivan, January 2016" ("**F&S Report 2016**") as well as other publications and industry sources. Neither we nor any other person connected with the Issue have independently verified this information. The data may have been re-classified by us for the purposes of presentation. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but that their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured. Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect.*

*F&S Report 2016 has been prepared by Frost & Sullivan (India) Private Limited ("**F&S**") at the specific request of our Company. The market research process for the report has been undertaken thorough secondary / desktop research as well as primary research, which involves discussing the status of the market with leading participants and experts.*

The research methodology used is the Expert Opinion Methodology. Quantitative market information was sourced from interviews by way of primary research as well as from trusted portals, and therefore, the information is subject to fluctuations due to possible changes in the business and market climate. F&S's estimates and assumptions are based on varying levels of quantitative and qualitative analyses, including industry journals, company reports and information in the public domain.

Forecasts, estimates, predictions, and other forward-looking statements contained in this report are inherently uncertain because of changes in factors underlying their assumptions, or events or combinations of events that cannot be reasonably foreseen. Actual results and future events could differ materially from such forecasts, estimates, predictions, or such statements.

F&S has prepared this study in an independent and objective manner, and it has taken adequate care to ensure its accuracy and completeness. F&S believes that this study presents a true and fair view of facilities management, corporate catering, industrial asset management, and human resources solutions industry within the limitations of, among others, secondary statistics and primary research, and it does not purport to be exhaustive. Research has been conducted with an "overall industry" perspective, and it will not necessarily reflect the performance of individual companies in the industry. F&S shall not be liable for any loss suffered because of reliance on the information contained in this study. This study should also not be considered as are commendation to buy or not to buy the shares of any company or companies as mentioned in it or otherwise.

*Furthermore, Strategy Meets Action Report – P&C Insurance Technology Spending Report ("**SMA P&C IT Spending Report**") has been prepared by Strategy Meets Action ("**SMA**") at the specific request of our Company.*

*The material and observations contained in the SMA P&C IT Spending Report and 2015 Insurance Technology – Priorities Spending Report ("**SMA IT Spending Report**") have been developed from sources believed to be reliable. SMA shall have no liability for omissions or errors and no obligation to revise or update any data or conclusions should new information become available or future events occur.*

Indian Economy and Service Sector

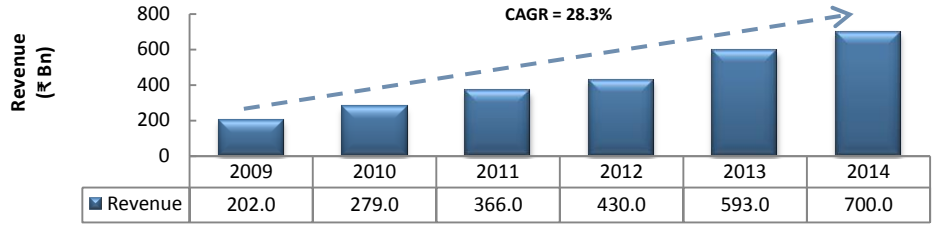
The Indian economy has witnessed steady growth over the last few years. The country's gross domestic product (GDP) grew at 6.9% in fiscal 2014, up from 5.1% in fiscal 2013. According to the World Bank, the Indian economy grew by 7.3% in fiscal 2015 and India is on course to overtake China to become the world's fastest growing major economy in the next two years. India's GDP is expected to expand by 7.5%, 7.8% and 7.9% in fiscal 2016, fiscal 2017, and fiscal 2018, respectively. The growth of the Indian service sector was driven by exports. While the overall service sector grew at a CAGR of 8.7% during 2001 to 2013, Indian service sector exports grew at a CAGR of 20.1% during the same period indicating the rising demand for Indian services across the world. The services sector has been the largest creator of employment opportunities, after agriculture in the Indian economy.

Human Resource Solutions Market

The global staffing market was estimated at ₹20,530.00 billion in 2012. The USA is the world's largest staffing market and accounts for 28.9% of the global staffing market. Japan and the UK are ranked second and third respectively with a combined share of 27.1% of the global market. India accounted for 2.1% of the global market in 2012. However, India is among the least penetrated flexi staffing markets in the world. Despite constraints in the form of a regulatory regime that is struggling to keep pace with the seismic shifts in the economic make-up of the nation, the size of the Indian economy along with the demographic profile of its workforce makes India an attractive flexi-staffing market with long term growth potential.

India is expected to overtake China in terms of the working age group (15-59 years of age) population by year 2050. By 2050, India is expected to have a working age population of 1,098 million and would account for 19% of the world's working age population. With increasing competition, margin pressures and shortage of skilled manpower, more temporary jobs are expected to be created. The need to build in workforce flexibility as part of the business model and ready availability of a large employable workforce are expected to be key drivers for the temporary staffing market in India. As industry becomes familiar with the benefits associated with temporary staffing and regulatory regime is rationalised, more experienced staff may join the temporary staffing segment.

HR Solutions Market – Historic Revenue Trend, India, 2009-2014



	2009	2010	2011	2012	2013	2014
Revenue	202.0	279.0	366.0	430.0	593.0	700.0

*(Source: Ministry of Statistics and Programme Implementation ("**MSPI**") - F&S Report 2016, F&S Research & Analysis)*

Temporary and General Staffing

Temporary general staffing in India is a fairly nascent industry. However, in the last five years the industry has evolved into a strong contributor to the country's economy. After recovering from the economic meltdown in 2008-09, the market has bounced back with more and more companies looking for organized staffing and workforce solutions. The temporary general staffing market in India is estimated at ₹385 billion (₹38,500 Crores) in 2014. In India, there are 1.3 million (13 lakh) temporary workers presently in the organized sector and demand for temporary workers is estimated to swell to 9.0 million (90 lakh) in the next 10 years. Growth of temporary staffing segment will be spurred by growth in retail, telecom, BFSI, healthcare and BPO industries. Organisations and companies may not always have the resources or the ability to manage issues related to labour operational and compliance issues that may require liaising with local authorities. The need to have flexibility in hiring while managing operational and compliance issues is driving clients to increasingly adopt temporary staffing.

Temporary General Staffing Market - Revenue Forecasts, India, 2014-2019

	2014	2015	2016	2017	2018	2019
Revenue	385.0	457.1	542.7	645.6	769.0	917.8
Growth %		19.0%	19.0%	19.2%	19.4%	19.7%

(Source: F&S Research & Analysis)

Permanent Recruitment Market

Permanent recruitment comprises of two main segments, 'search' and 'recruitment'. Search is a niche category focused on hiring of CXO and Board level positions in an organization. Recruitment is mainly attributed to mid- and junior/entry-level hiring. Recruitment process outsourcing ("**RPO**") is a service where the provider/agency acts as company's internal recruitment function for all or part of its recruitment activities. Growing investments in sectors such as IT, Travel and Tourism, Healthcare, Life Sciences, Pharmaceuticals, Oil and Gas and Power segments have increased the hiring activity across all levels in the last two years.

Payroll and Compliance

The market for outsourced payroll processing and compliance has gained ground in the past decade. Indian organizations have historically been reluctant to outsource these functions due to sensitivities involved in terms of confidentiality. Businesses have now started focusing on their core businesses, with an increasing realisation on the part of company managements that payroll and compliance while being critical are better outsourced to specialists who benefits of lower cost and expertise. The increased outsourcing of these key functions has enabled third party service providers to develop scale and offer services linked to SLA and key performance indicators. Strategic focus on core business, expanding manpower and geographical presence, cost pressures, and the quality of outsourced services are the driving factors for the growth of payroll and compliance outsourcing market in India. The market is estimated at ₹10.00 billion in 2014 and has grown at a CAGR of 18.1% between 2009 and 2014.

Payroll and Compliance Market - Revenue Forecasts, India, 2014-2019

	2009	2010	2011	2012	2013	2014
Revenue	4.4	5.1	6.0	7.1	8.4	10.0
Growth %		17.0%	17.9%	18.2%	18.6%	18.9%

(Source: F&S Research & Analysis)

Training and Skill Development

The wide disconnect between the Indian education system and the needs of the existing and emerging industries results in a large pool of unemployable workforce. Vocation education, skilling of school-dropouts and re-skilling of existing labour are some ways of addressing this gap. To this end, the Ministry of Skill Development and Entrepreneurship was created for co-ordination of all skill development efforts across the country, removal of disconnect between demand and supply of skilled manpower, building the vocational and technical training framework, skill up-gradation, building of new skills, and innovative thinking not only for existing jobs but also jobs that are to be created.

The Government of India has set an ambitious target of skilling 500 million people by 2022. However, the results so far are not encouraging. As per data by the National Skill Development Agency (NSDA)—part of the newly created ministry of skill development and entrepreneurship—21 departments and ministries trained 7.6 million people in 2014-15, as against a target of 10.5 million people.

IT and ITES

Information Technology (IT), IT-enables services (ITeS) and IT-related services have contributed majorly to the growth of Indian service sector in fiscal 2015. As per the National Association of Software and Services Companies' (NASSCOM) estimate, the revenue of the IT- Business Process Management (BPM) industry (including e-commerce) is USD 146 billion and grew by 13% in fiscal 2015. As per the Central Statistics Office (CSO), computer and related services contributed to 3.3% to the overall GDP.

Professional IT Staffing Market - Revenue Forecasts, India, 2014-2019

(Source: F&S Research & Analysis)

Professional IT staffing market in North America

Information Technology Staffing, alongside office/clerical and industrial staffing is amongst the biggest sub segments of the temporary staffing industry in Canada. With a market size of USD 24.2 billion and CAD 2.1 billion it forms 23.4% and 25% of the overall staffing industry in the US and Canada respectively. *(Source: Staffing Industry Analyst ("**SIA**") US Growth Assessment: Information Technology Staffing, December 2014 ("**SIA - US IT Staffing Growth Assessment**") and SIA - Canadian Staffing Industry Outlook, May 2015 ("**SIA - Canadian Staffing Industry Outlook**"))*

IT staffing in North America is characterized by significant shortage of skilled workers as reflected in the low fill rates (24% compared to 70% for the overall staffing industry in the U.S) and high time-to-fill metrics for the industry (10 days compared to 5 days for the overall staffing industry in the U.S). This skill shortage translates into high gross margins for the IT staffing business of approximately 24.10%. *(Source: SIA - US IT Staffing Growth Assessment).*

It is expected that U.S. temporary IT staffing market will grow 6% in 2016, to reach a record industry size of USD 123.0 billion in 2016. *(Source: SIA – US Staffing Industry Forecast, September 2015)* High demand for skilled IT labour backed by trends of cloud computing, big data, mobile connectivity, social media and data security are the key drivers of this growth. *(Source: SIA - US IT Staffing Growth Assessment)*

IT solutions market outlook for the P&C insurance industry in North America

The Property and Casualty ("**P&C**") Insurance Industry is focused on providing coverage against risk of loss/damage of assets other than life and health. The industry is characterized by a distinct set of business functions, comprising of policy administration, claims processing, re-insurance, underwriting and product development. These functions requires customized IT solutions, thereby creating a niche sub segment in the broader Information Technology Industry, catering to the specific technology needs of P&C insurers. *(Source: SMA IT Spending Report)*

Insurer investments in technology have become increasingly strategic. In earlier phases, the focus of IT was on automation and improving efficiencies. The justification for investment was usually based on headcount reductions or reduced costs for physical supplies and facilities. While these elements are still important, today investments have become more strategic and are centered on driving growth and creating market advantages. *(Source: SMA IT Spending Report)*

Integrated Facilities Management

Integrated Facilities Management (IFM) refers to the providing of integral delivery & management of end-end facility services for maintenance of buildings and properties across residential, commercial and industrial sectors. IFM services are broadly classified as hard services, which includes HVAC (Heating Ventilation and Air Conditioning) maintenance, fire safety systems, and plumbing maintenance and soft services which includes cleaning, housekeeping, catering, landscaping, pest control, and other services such as security services, guest house / service apartment management.

FM Market Revenue Forecast, 2014-19, India, CAGR = 24%

	2014	2015	2016	2017	2018	2019
Revenue	68,200.0	84,147.7	1,03,943.4	1,28,814.2	1,60,081.1	1,99,633.2
Growth %		23.4%	23.5%	23.9%	24.3%	24.7%

(Source: F&S Research & Analysis)

Industrial Asset Management Services

Industrial Asset Management refers to Operation & Maintenance (O&M) services that ensure efficiency, effectiveness and sustainability of the industrial assets across end-user segments. Industrial asset management services include, but is not limited to, operation & maintenance (supply of consumables, spares etc., and provision of requisite manpower), consultancy services, training & advisory services, plant services (includes diagnostic study & testing, performance testing and pre-commissioning services), repair & overhaul, renovation & modernization, retrofits/up gradation, shut down maintenance, condition monitoring and quality audits. Supply of products, engineering services, installation & commissioning, production support services and civil works are the other type of services in the value chain that a turnkey contractor / service providers offer.

The key end-users for O&M services include: Power (Thermal, Hydro, Renewables and Captive); Oil and Gas (Exploration, Pipelines, Refineries and Chemical & Petrochemical); Steel, Cement (Large and Small Plants) and others (Fertilizers, Engineering – Heavy Industries & Machinery, Automobile, Sugar, Electronics, Paper, Textile & Garments, Leather, Food Processing and Pharmaceuticals etc).

Forecast of the Industrial Asset Management Market, India, 2014-19

	2014	2015	2016	2017	2018	2019
Revenue	40.0	43.5	47.7	52.9	59.1	66.8
Growth %		8.7%	9.7%	10.8%	11.9%	12.9%

(Source: F&S Research & Analysis)

SUMMARY OF BUSINESS

Some of the information contained in the following discussion, including information with respect to our plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read "Forward-Looking Statements" on page 15 for a discussion of the risks and uncertainties related to such statements and also "Risk Factors" on page 17 for a discussion of certain factors that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements.

In this section, unless the context otherwise requires, a reference to the "Company" is a reference to Quess Corp Limited on a standalone basis, while any reference to "we", "us" or "our" refers to Quess Corp Limited and its subsidiaries and assocate companies as applicable in the relevant fiscal period, on a consolidated basis.

Important Note Relating to Presentation of Financial Information

Our Company's fiscal year ends on March 31 of each year, except that in 2014 our Company aligned its fiscal year end to that of our corporate Promoter TCIL, December 31. However, our Company subsequently reverted to a March 31 year end in fiscal 2015 to align it to that of our corporate Promoter TCIL. In this Draft Red Herring Prospectus (i) the terms Fiscal 2011, Fiscal 2012 and Fiscal 2013 denote the 12 months ended March 31, 2011, 2012 and 2013, respectively; (ii) Fiscal 2014 (9 months) denotes the nine months ended December 31, 2013; (iii) Fiscal 2015 (15 months) denotes the 15 months ended March 31, 2015; and (iv) and Half Year Fiscal 2016 denotes the six months ended September 30, 2015. Accordingly, our results of operations in Fiscal 2014 (9 months) and Fiscal 2015 (15 months) are not comparable to each other or to the results of operations in other 12-month fiscal periods.

We have completed a number of acquisitions in Fiscal 2011, Fiscal 2014 (9 months), Fiscal 2015 (15 months) and Half Year Fiscal 2016. For further details, see "Management's Discussion and Analysis of Financial Statements – Corporate Restructuring, Acquisitions and Presentation of Financial Information" on page 355. Accordingly, our Restated Consolidated Financial Statements relating to such fiscal periods are not comparable to each other.

With respect to acquisitions made in Fiscal 2015 (15 months) and the Half Year Fiscal 2016, the results of operations of such acquired entities would be reflected in our Restated Consolidated Financial Statements only with effect from the effective date of such respective acquisition and not for the entire relevant financial reporting period. In addition, we have undertaken certain acquisitions subsequent to September 30, 2015. For further details, see "Management's Discussion and Analysis of Financial Statements – Significant Developments after September 30, 2015 that may affect our future results of operations", on page 394.

In this Draft Red Herring Prospectus, we have not included any pro forma profit and loss statement or balance sheet statement, as applicable, prepared in accordance with the laws and regulations of the United States, India or any other jurisdiction, which would have shown the effect of such acquisitions completed in Fiscal 2015 (15 months), Half Year Fiscal 2016 or those completed subsequent to September 30, 2015, on our historical results of operations and financial condition. Although we have included certain limited financial information with respect to the entities acquired by us subsequent to September 30, 2015 in "Management's Discussion and Analysis of Financial Statements – Corporate Restructuring, Acquisitions and Presentation of Financial Information" on page 355, we have not included the historical audited or restated financial statements of such acquired entities in this Draft Red Herring Prospectus.

Pursuant to a scheme of arrangement approved by the High Court of Karnataka, Avon and Magna Infotech were merged into our Company with effect from January 1, 2014, while Hofincons was merged into our Company with effect from July 1, 2014. For further details on such scheme of arrangement, see "History and Certain Corporate Matters" on page 157. Accordingly, our Restated Standalone Financial Statements in Fiscal 2015 (15 months) or subsequent financial periods is not comparable to our Restated Standalone Financial Statements in prior periods.

Potential investors should carefully take into account the disclosures above and our Restated Financial Statements in evaluating our business and financial performance and in making any investment decision.

The following section should be read in conjunction with our Restated Financial Statements and the respective auditors reports thereon, included in "Financial Statements" on page 199. Unless otherwise stated, the financial information used in this section is derived from our Restated Consolidated Financial Statements.

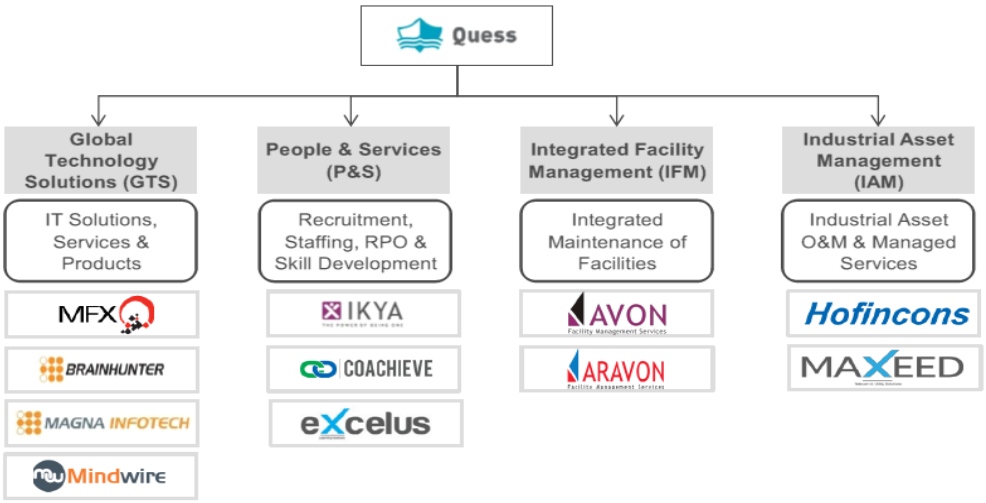
Overview

We are one of India's leading integrated business services providers *(Source: F&S Report 2016)* focused on emerging as the preferred partner for handling end-to-end business functions of our clients. We offer comprehensive solutions including recruitment, temporary staffing, technology staffing, IT products and solutions, skill development, payroll, compliance management, integrated facility management and industrial asset management services. As of November 30, 2015, our clients include some of the world's largest, reputable organizations, including more than 35 companies ranked in the 2015 Fortune Global 500 list.

We are among the industry leaders in each of our key business services:

- The largest IT staff augmentation provider in India based on number of employees *(Source: F&S Report 2016)*;
- The third largest general staffing company in India based on number of employees *(Source: F&S Report 2016)*;
- Among the leading industrial asset management service providers in India *(Source: F&S Report 2016)*;
- Among the largest integrated facility management service providers in India *(Source: F&S Report 2016)*; and
- Among the largest training and skill development partner for the Ministry of Rural Development based on approved project cost *(Source: F&S Report 2016).*

Our service and product offerings include four broad operational segments: Global Technology Solutions ("**GTS**"), People and Services ("**P&S**"), Integrated Facility Management ("**IFM**") and Industrial Asset Management ("**IAM**"), which are offered under various brands as indicated below:



- **Global Technology Solutions.** The GTS segment provides IT staffing, IT product solutions and services in India, North America and South East Asia, under the *Magna Infotech*, *Brainhunter*, *Mindwire* and *MFX* brands. We own and operate offshore delivery and development centers in Chennai and Bengaluru in India with more than 200 full time employees as of November 30, 2015. Our sophisticated datacenters at Ridgefield Park, New Jersey and Roanoke, Virginia are SSAE 16 SOC1 Type II compliant facilities, and are strategically located in different regions in the United States to ensure disaster recovery protection and meet applicable regulatory requirements. Our key clients in the GTS segment include four Fortune 50 companies ranked in the 2015 Fortune 500 list, as well as large international banks and Indian IT consulting companies.

- **People and Services.** The P&S segment provides comprehensive staffing (excluding IT staffing) services and solutions including general staffing, recruitment and executive search, recruitment process outsourcing, as well as payroll, compliance and background verification services under the *IKYA* and *CoAchieve* brands. In addition, we provide training and skill development services through, as of November 30, 2015, 64 centers spread across India under our *Excelus* brand in partnership with the Government of India. Significant clients in this segment include Amazon, Bata, FMC, Hinduja Group, PNB Housing Finance, VF Brands, and several large multinational conglomerates.

- **Integrated Facility Management**. The IFM segment provides integrated facility management solutions to corporates and other organizations such as hospitals and schools across India. We provide the entire range of facility management services including janitorial services, electro-mechanical services, pest control as well as food and hospitality services. These services are provided under our *Avon* and *Aravon* brands. Significant clients in this segment include engineering companies such as Robert Bosch, several large financial institutions in India, Fortune 500 real estate services companies, and private airport management companies.

- **Industrial Asset Management.** The IAM segment provides industrial operations and maintenance ("**O&M**") services and related asset record maintenance services under the *Hofincons* brand across various industries, including power, energy, oil and gas, chemicals and ferrous and non-ferrous metal industries across India and the Middle East. In addition, we also provide technology and consultation services focused on the oil and gas industry. Further, we provide managed services for utilities (meter reading services) and telecom companies (tower maintenance and network deployment services) under the *Maxeed* brand. Significant clients in this segment include L&T Special Steels and Heavy Forgings as well as some of India's leading steel, cement and energy companies.

The following table sets forth certain information relating to our results of operations in our principal operational segments in the periods indicated:

Segment	Fiscal 2011	Fiscal 2012	Fiscal 2013	Fiscal 2014 (9 months)	Fiscal 2015 (15 months)	Half Year Fiscal 2016
	(₹ in million, except percentages, numbers and ratios)					
Global Technology Solutions						
GTS total income	462.05	2,049.46	2,687.15	2,622.62	7,372.41	4,363.97
As % of Total Income	16.72%	32.05%	26.76%	26.01%	28.66%	28.42%
GTS EBITDA	17.83	134.63	180.67	206.48	644.18	267.67
Associate Employees[1]	3,926	5,063	7,328	7,296	8,748	7,994
Core Employees[2]	543	658	574	613	668	709
People and Services						
P&S total income	1,834.51	3,625.59	6,220.46	6,188.01	14,036.06	8,358.65
As % of Total Income	66.40%	56.70%	61.94%	61.38%	54.56%	54.44%
P&S EBITDA	102.81	130.74	287.61	156.65	413.06	292.61
Associate Employees[3]	15,313	31,128	44,146	46,652	63,541	83,243
Core Employees[4]	NA	204	227	276	365	432
Integrated Facility Management						
IFM total income	461.60	713.49	1,123.33	1,257.59	3,021.13	1,766.85
As % of Total Income	16.71%	11.16%	11.18%	12.47%	11.74%	11.51%
IFM EBITDA	18.46	45.52	74.55	162.95	198.68	111.43
Associate Employees	5,237	6,871	9,040	12,312	17,619	19,550
Core Employees	104	132	198	233	241	366
Industrial Asset Management						
IAM total income	-	-	-	-	1,273.77	843.09
As % of Total Income	-	-	-	-	4.95%	5.49%
IAM EBITDA	-	-	-	-	181.79	111.08

1. *Indicates Associate Employees of our IT staffing business in India*
2. *Indicates Core Employees of our IT staffing business in India*
3. *Indicates Associate Employees of our general staffing business*
4. *Indicates Core Employees of our general staffing business*

Headquartered in Bengaluru, we have a pan-India presence with 43 offices across 24 cities, as well as operations in North America, the Middle East and South East Asia. As of November 30, 2015, we employed more than 118,000 employees, including over 3,000 Core Employees and over 115,000 Associate Employees, i.e. employees placed with our clients. As of September 30, 2015, we had more than 1,300 clients, based on ongoing

contracts as of such date.

Recent Developments

On October 14, 2015, we have entered into a definitive agreement to acquire the entire shareholding in Randstad Lanka, a company that offers staffing and human resource solutions in Sri Lanka, which will enable us to further expand our operations in a new geography and expand our service portfolio.

In addition, we have in December 2015 acquired the entire beneficial interest in the profits and net assets of Styracorp and IME Consultancy from MS Vishwanathan, who had acquired these two entities from our individual promoter, Ajit Isaac.

We have also increased our shareholding in MFX from 49.00% to 100.00% with effect from January 1, 2016. For further details, see "Management's Discussion and Analysis of Financial Condition and Results of Operations - Corporate Restructuring, Acquisitions and Presentation of Financial Information" on page 355.

On December 22, 2015, our Company issued 2,560,000 Equity Shares pursuant to a rights issue in the ratio of 0.099 Equity Shares for every one Equity Share and on January 5, 2016, our Company issued 85,001,292 Equity Shares through a bonus issue in the ratio of three Equity Shares for every one Equity Share.

We have, in February 2016, entered into an agreement with CPI Engineering Services SDN BHD to set up a joint venture entity in Malaysia to expand our IAM business. We propose to have a 49.0% shareholding in such entity. The joint venture agreement contemplates certain exclusivity arrangements with respect to the IAM business in Malaysia.

For further details, see "History and Certain Corporate Matters" on page 157 and "Management's Discussion and Analysis of Financial Condition and Results of Operations - Corporate Restructuring, Acquisitions and Presentation of Financial Information" on page 355.

Competitive Strengths

Leading integrated business services provider in diversified business segments, industries and geographies

We are a leading integrated business services provider in India providing comprehensive business solutions to a wide range of industries, including recruitment, temporary staffing, technology staffing, IT products and solutions, skill development, payroll, compliance management, integrated facility management and industrial asset management services. We are the largest IT staff augmentation provider and one of the largest general staffing companies in India. In addition, we are among the leading industrial asset management service providers and among the largest integrated facility management service providers in India *(Source: F&S Report 2016).* We provide a comprehensive range of service offerings across multiple industries, including in the e-commerce, technology, banking and financial services, insurance, real estate, infrastructure facility management, power, energy, oil and gas, chemicals, metals, automotive, engineering, telecom, healthcare, FMCG and retail industries.

As of November 30, 2015, our operations were spread across India with 43 offices across 24 cities in India. We also offer certain of our services in a number of jurisdictions in North America, the Middle East and South East Asia. The following table sets forth information relating to our revenues from domestic and international operations in the periods indicated:

Geography	Fiscal 2011		Fiscal 2012		Fiscal 2013		Fiscal 2014 (9 months)		Fiscal 2015 (15 months)		Half Year Fiscal 2016	
	Revenues from Operations	% of Total Revenue from Operations	Revenues from Operations	% of Total Revenue from Operations	Revenues from Operations	% of Total Revenue from Operations	Revenues from Operations	% of Total Revenue from Operations	Revenues from Operations	% of Total Revenue from Operations	Revenues from Operations	% of Total Revenue from Operations
	(₹ in million, except percentages)											
India	2,721.53	98.99%	6,297.97	98.87%	9,906.02	98.95%	9,973.04	99.13%	23,151.40	90.19%	13,256.08	86.52%
International	27.75	1.01%	72.06	1.13%	105.51	1.05%	87.09	0.87%	2,519.17	9.81%	2,065.04	13.48%
Total	**2,749.28**	**100.00%**	**6,370.03**	**100.00%**	**10,011.53**	**100.00%**	**10,060.13**	**100.00%**	**25,670.57**	**100.00%**	**15,321.12**	**100.00%**

In Half Year Fiscal 2016, our top 10 clients contributed 28.68% of our total revenue while our largest client contributed 8.28% of our total revenues in such period. Our diversified service offerings across various

industries and geographies enable us to ensure diversified revenue streams, stable cash flows and reduce vulnerability to economic cycles and geography-specific risks as well as reduce dependence on any set of significant clients. Our integrated service offerings also provide us with significant operating efficiencies as well as cross-selling opportunities.

Track record of successful inorganic growth with improved financial performance

We have established a track record of successful inorganic growth through strategic acquisitions to supplement our business verticals, diversify our revenue streams, and integrate such acquired businesses to further strengthen our service portfolio. Consistent with our conservative funding philosophy, these acquisitions have been undertaken through internal accruals rather than through any significant acquisition financing. We have historically introduced operating efficiencies, revenue growth and/or increased profitability in our acquired businesses, resulting in increased operating margins. For example, we have significantly grown the business and improved the financial performance of Magna and Avon following their acquisition and subsequent merger with our Company.

The table below sets forth certain information on the financial performance of Magna and Avon following their acquisition:

Acquired Entity	Year of acquisition[1]	Fiscal 2011	Fiscal 2012	Fiscal 2013	Fiscal 2014 (9 months)	Fiscal 2015 (15 months)[2]	Half Year Fiscal 2016[2]
		(₹ in million)					
Avon							
Total Revenues	116.67	462.65	717.49	1,141.78	1,271.58	3,021.13	1,521.78
EBITDA	2.25	21.75	51.76	80.25	81.30	207.36	98.44
Magna							
Total Revenues	1,819.56	1,819.56	2,052.57	2,692.61	2,627.65	5,448.37	2,337.17
EBITDA	99.88	99.88	136.22	184.48	216.19	637.46	265.77

1. *Year of acquisition denotes the year of completion of first tranch of acquisition. Fiscal 2009 and Fiscal 2011 were the years of acquisitions (first tranche) of Avon and Magna, respectively*
2. *Results for Fiscal 2015 (15 months) and Half Year Fiscal 2016 reflect standalone segment results*

Track record of growth and improved operating efficiencies and margins through business cycles

We have established a track record of rapid growth as well as improved operating margins in recent years. We believe that our strong performance through the recent economic downturn in India and internationally reflects the inherent essential nature of the business services we provide, our strong value proposition and our management's focus on financial performance.

	Fiscal 2011	Fiscal 2012	Fiscal 2013	Fiscal 2014 (9 months)	Fiscal 2015 (15 months)	Half Year Fiscal 2016
	(₹ in million)					
Total Revenue	2,762.93	6,394.35	10,043.52	10,081.49	25,727.58	15,354.03
EBITDA	96.23	291.63	454.46	419.03	1,369.19	743.22
Profit after Tax before minority interest	16.54	80.89	162.65	190.53	677.05	348.19

We believe that our business model benefits from certain inherent operational efficiencies. Given the fixed nature of our investment in infrastructure and technology in most of our business segments, there is substantial operating leverage benefit to us as the business scales up and we increase the number of Associate Employees we place. We strive to continuously improve our operating margins through a range of initiatives, including metric-driven improvement in our client service, application of consistent processes, leveraging scale to improve recruitment efficiency. We have also made significant investments in technology infrastructure over the years, including leveraging our domain expertise, implementing SAP across our operations in India, centralizing common administrative functions, developing customized applicant tracking, and automating the Associate Employee life cycle. We also provide certain of our clients with customized dashboards to monitor Associate Employees placed by us. The improving operating efficiencies in our business over the years are reflected in our improving Associate to Core employee ratio over the years as well as significant reduction in days of sales outstanding over the years. Our technology offerings enable us to strengthen client relationships aimed at improved client retention and future business.

Robust recruitment capability, deep domain knowledge and knowledge of labour regulations

We believe that our ability to meet the staffing and other business service requirements of our clients across various jurisdictions and industries in a timely manner provides us a significant competitive advantage. We have over the years developed deep domain knowledge about our client industries as well as knowledge of diverse labour regulations across various states. We have grown a team of industry-specific experienced recruiters and a large proprietary database of staffing candidates. Our management, recruiters and sales force are streamlined to specific business verticals and industry segments, which has enabled us to strengthen client engagement and develop deeper domain knowledge.

Our recruiters have significant experience and expertise that enable us to accurately assess candidates' workplace potential and skills to match them to our clients' requirements, thereby meeting our clients' staffing requirements in a timely, reliable and effective manner. Our recruiters are also able to leverage our large proprietary candidate database. As a result of our expansive operations across India, we are able to rely on our own recruitment team and are not dependent on third party recruitment specialists or referrals, which we believe is a significant competitive advantage, and enables us to maintain consistent quality and delivery standards across locations and clients.

As of November 30, 2015, we employed over 850 full-time specialized recruiters across various business segments and industries. In particular, we have significantly increased our recruitment team for our GTS business segment, which requires specific experience and domain knowledge of the IT and technology solutions industry. We have also significantly focused on increasing our knowledge of laws and regulations applicable to various industries across the different States and Union Territories in India as well as in the other jurisdictions we serve. We believe this enables us to effectively address employment related regulatory issues across our operations and any regulatory issue our clients may face.

Established relationship with clients leading to recurring business

We believe we have over the years developed long-term established relationships with our clients leading to recurrent business. We believe that our client retention levels reflect our ability to deliver complex business processes across various industries, the value-added nature of our business services and solutions, and the quality of our consistent client servicing standards. We strive to clearly understand our clients' business needs and provide solutions that maximize their return on human capital. The placement of skilled and experienced employees requires significant understanding of the relevant industry in order to effectively recruit and evaluate personnel, match them to client needs, and manage the resultant relationships. We believe that optimal placement of employees with appropriate clients enable us to balance the volume, rates, effort and duration of assignments, leading to maximizing the relative interests of our clients, our Associate Employees and our long-term business prospects. We believe this has led to consistent retention rates and long-term client relationships for us, leading to a stable business, which enable us to manage the effect of any adverse economic cycles.

For example, 22 of our top 25 clients have been our customer for over three years, 13 of whom have been our clients for a period exceeding five years. We strive to develop a consultative, long-term partnership model of service delivery rather than a transactional client relationship. We believe that such long-term, established client relationships have enabled us to effectively capitalize on our clients' increasing staffing requirements, increase our market share, reduce the revenue and earnings uncertainty associated with the short term nature of most of our client contracts.

Experienced management team and strong equity sponsorship

We are a professionally managed company with a senior management team with significant experience in the staffing and business services industry. Our Chairman and Managing Director and CEO, Ajit Isaac, has extensive experience in this industry and has contributed to our organic and inorganic growth as well as international expansion. Our senior management has a cumulative experience of more than 150 years, with many of them being associated with us since our early business stages. We have also developed our mid-management team and introduced streamlined operating processes and organization structures. Our compensation structure, including incentive compensation, is linked to key performance metrics and is designed to incentivize our management team to target our long-term success.

TCIL, our majority shareholder and corporate Promoter, is a listed company in India with a history of more than 130 years of operations. Expanding its presence in Sri Lanka, TCIL through its wholly-owned subsidiary,

Thomas Cook Lanka (Private) Ltd recently acquired Luxe Asia Private Ltd, a destination management company based in Sri Lanka. It has also recently acquired 100% shareholding in Kuoni Travel (India) Private Limited and Kuoni Travel (China) Limited.TCIL is in turn majority owned by Fairbridge Capital (Mauritius) Limited which is a part of Fairfax, a private equity and investment firm with a track record of successful investments in the service industry. We believe that our relationship with the Fairfax group has enabled us to streamline our business operations to global best practices of corporate governance, internal controls and evaluation of inorganic growth opportunities, as well as enhanced our access to international business opportunities and global capital.

Business Strategies

Expand our service portfolio and our operations globally through strategic acquisitions

Since Fiscal 2009, we have expanded our service portfolio through a number of acquisitions and successfully integrated these businesses into our operations. We believe that the highly fragmented nature of the industries we operate in will continue to offer consolidation opportunities, and we intend to continue our strategic expansion plans through inorganic growth opportunities in underserved markets and geographies that complement our existing operations. Through strategic acquisitions, we intend to increase our market share, enable access to new clients and enter high-growth geographies in a cost effective manner.

We believe that our experience, track record and conservative approach of identifying and implementing our inorganic growth strategy will enable us to acquire and successfully integrate new businesses. In conjunction to our organic growth strategies, we intend to pursue strategic opportunities in complementary service offerings, among others, in payroll and compliance management services, IT staffing, facility management, asset management, safety and quality audit, financial analysis and planning, and background verification services, to offer a comprehensive range of business and managed service offerings to our clients.

In addition, we intend to further expand our international operations in our current markets in South East Asia, the Middle East and North America, as well as explore strategic high growth potential geographies such as Africa.

Continue to improve operating margins

We continue to improve our operating margins through a gradual shift of our service portfolio towards higher margin businesses and actively investing in developing such businesses. We continue to focus on further growing our higher margin businesses such as IT staffing, IT product solutions and services, facility management and industrial asset management, as compared to the relatively low margin general staffing business. We also continue to invest in businesses, industries and geographies that we believe present opportunities to increase our operating margins. We believe that our comprehensive range of business service offerings will enable us to successfully cross sell our various managed business solutions, thereby increasing operating efficiencies and further improve operating margins.

We believe that our GTS business has significant growth opportunities in India given our market leader position *(Source: F&S Report 2016)* and the low level of IT staffing penetration in India compared to mature IT industry markets such as the United States. We continue to focus on identifying and placing senior level employees and employees with niche IT skills, to increase our per employee realization. We also continue to reduce recruitment costs by establishing recruitment centers in non-metropolitan Tier 2 cities in India such as Tiruchirapalli, that have large pools of qualified engineers. In our GTS business, we have acquired Brainhunter, focused on IT staffing in North America, as well as MFX, focused on IT products and solutions for property & casualty ("**P&C**") insurance industry. These acquired businesses were not profitable at the time of acquisition but provide strong business synergies with our existing operations. We continue to improve the financial performance of our GTS offerings to achieve profitability in these entities.

In our P&S business, we continue to leverage established client relationships to move up the value chain in terms of nature of services provided. We also continue to move away from the "personnel and material" billing contracts to SLA based output-linked managed service offerings with higher margin opportunities. In addition, we leverage our robust technology infrastructure to offer customized mobile application based solutions to monitor the productivity of the Associate Employees we place and track their business process efficiencies.

In our IFM business, we continue to focus on niche high margin markets, and increase our focus on healthcare,

hospitality, corporate guesthouse maintenance and other B2C segments that provide higher margins. In addition, our comprehensive facility management services portfolio enables us to offer lower costs to customers through vendor consolidation. We believe that an increasing proportion of our clients' spend on our IFM services will drive margin expansion in our IFM business. Our IFM business growth strategy to focus on specialized industries and focus on niche high margin markets will require investment in certain capital equipment critical to such operations.

In our IAM business, we intend to shift our existing focus on O&M contracts to contracts that serve the entire industrial asset life cycle of erection, commissioning, maintenance and overhaul. We believe this will involve significant investment in capital equipment such as construction and transportation equipment as we believe that ownership of such equipment is critical to win higher margin contracts. We continue to offer customized value-added SLA linked services to utilities distribution companies and telecommunication service providers, which generate higher margins. We also intend to develop further experience in higher margin service offerings such as shut down maintenance, conditioning and monitoring of equipment and provision of technical training to employees. We also continue to pursue higher margin business opportunities internationally, including in the Middle East and in South East Asia, for our IAM business.

Capitalize on the rapid growth of e-commerce in India and pursue other B2C opportunities

We intend to capitalize on the rapid growth of the e-commerce ecosystem in India. We provide managed services to a number of leading e-commerce players in India including Amazon and Urban Ladder, and as of November 30, 2015, about 15,000 Associate Employees were deployed with e-commerce clients. We continue to move away from "personnel and material" contracts to SLA based contracts, in particular providing last mile delivery services under the *Dependo* brand. As of November 30, 2015, we operate last mile delivery services across five cities.

We also continue to leverage our comprehensive IFM service portfolio, in particular hard services such as electrical repair, carpentry, plumbing, cleaning, electronic appliance repair and HVAC repair, to identify higher margin B2C opportunities in these services. For example, we have entered into an exclusive arrangement with Helpr, an online home services marketplace in September 2015, and provide trained and certified personnel to service orders obtained by Helpr. Given the high demand for, and scarcity of, trained and certified service personnel in these areas, we believe that there are significant growth opportunities in the B2C segment of this nature.

Focus on domain depth and operational excellence

We have in recent years streamlined our sales and client delivery teams according to specific business verticals and industry segments. We believe that our industry specific and business service specific operations will result in increased domain knowledge, higher client focus, and industry specific skillsets for our Associate Employees, client account managers and recruitment personnel. In addition to providing quality services, we continue to pursue a strategy of partnering our clients through strategic integration of our personnel and service offerings to address our clients' operational processes and specific business requirements. We believe this enables our client account managers to effectively engage with our clients to obtain a better understanding of their future business requirements and accordingly develop relevant service offerings.

SUMMARY FINANCIAL INFORMATION

The following tables set forth the summary financial information derived from our Restated Standalone Financial Statements and Restated Consolidated Financial Statements prepared in accordance with the Companies Act, Indian GAAP and the SEBI Regulations. The summary financial information presented below should be read in conjunction with "Financial Statements" and "Management's Discussion and Analysis of Financial Conditions and Operations" on pages 199 and 353, respectively.

Restated Standalone Financial Statements of Assets and Liabilities

(₹ in million)

Particulars	As at					
	September 30, 2015	March 31, 2015	December 31, 2013	March 31, 2013	March 31, 2012	March 31, 2011
EQUITY AND LIABILITIES						
Shareholders' funds						
Share capital	257.74	257.74	961.76	299.89	299.89	299.89
Reserves and surplus	2,705.53	2,354.75	639.09	275.11	194.94	161.40
	2,963.27	**2,612.49**	**1,600.85**	**575.00**	**494.83**	**461.29**
Non-current liabilities						
Long-term borrowings	0.00	0.13	1.94	0.00	0.00	0.00
Other long-term liabilities	0.00	6.67	13.33	0.00	0.00	0.00
Long-term provisions	99.19	85.12	7.29	5.98	3.51	2.51
	99.19	**91.92**	**22.56**	**5.98**	**3.51**	**2.51**
Current liabilities						
Short-term borrowings	2,071.46	1,650.62	303.46	558.04	254.73	118.64
Trade payables	45.96	120.94	4.00	12.30	7.92	6.55
Other current liabilities	2,395.96	1,757.49	935.95	1,057.92	810.30	451.19
Short-term provisions	47.48	61.97	7.03	4.00	2.84	2.75
	4,560.86	**3,591.02**	**1,250.44**	**1,632.26**	**1,075.79**	**579.13**
TOTAL EQUITY AND LIABILITIES	**7,623.32**	**6,295.43**	**2,873.85**	**2,213.24**	**1,574.13**	**1,042.93**
ASSETS						
Non-current assets						
Fixed Assets						
- Tangible assets	146.95	131.90	17.56	9.09	6.95	4.69
- Intangible assets	907.14	937.55	6.98	4.68	1.84	1.38
	1,054.09	**1,069.45**	**24.54**	**13.77**	**8.79**	**6.07**
Non-current investments	56.02	46.02	1,056.03	379.40	379.40	379.40
Deferred tax assets (net)	38.61	33.15	21.77	40.91	60.72	37.03
Long-term loans and advances	716.71	537.59	476.45	193.47	80.37	138.77
Other non-current assets	5.69	3.75	0.00	0.00	0.88	0.00
	817.03	**620.51**	**1,554.25**	**613.78**	**521.37**	**555.20**
Current assets						
Inventories	6.55	4.39	0.00	0.00	0.00	0.00
Trade receivables	2,948.49	2,164.29	450.34	825.52	506.76	195.32
Cash and bank balances	750.92	706.92	212.61	194.34	198.75	133.67
Short-term loans and advances	300.39	430.26	242.70	322.95	162.30	75.11
Other current assets	1,745.85	1,299.61	389.41	242.88	176.16	77.56
	5,752.20	**4,605.47**	**1,295.06**	**1,585.69**	**1,043.97**	**481.66**
TOTAL ASSETS	**7,623.32**	**6,295.43**	**2,873.85**	**2,213.24**	**1,574.13**	**1,042.93**

Restated Standalone Financial Statements of Profits and Losses

(₹ in million)

PARTICULARS	For the period from			For the year ended		
	April 1, 2015 to September 30, 2015	January 1, 2014 to March 31, 2015	April 1, 2013 to December 31, 2013	March 31, 2013	March 31, 2012	March 31, 2011
Income						
Revenue from operations	13,050.69	23,732.82	6,164.28	6,175.55	3,606.49	1,813.29
Other income	26.99	53.95	8.25	18.62	15.04	9.94
Total income	**13,077.68**	**23,786.77**	**6,172.53**	**6,194.17**	**3,621.53**	**1,823.23**
Expenses						
Cost of services	332.81	717.35	0.00	0.00	0.00	0.00
Employee benefits	11,471.85	20,812.89	5,933.98	5,863.97	3,405.81	1,701.43
Finance costs	114.74	209.27	53.10	111.23	57.68	23.63
Depreciation and amortisation	80.91	170.23	8.11	6.63	4.46	5.87
Other expenses	526.54	869.29	118.95	151.42	112.81	68.00
Total expenses	**12,526.85**	**22,779.03**	**6,114.14**	**6,133.25**	**3,580.76**	**1,798.93**
Restated net profit / (loss) before tax for the periods / years	**550.83**	**1,007.74**	**58.39**	**60.92**	**40.77**	**24.30**
Tax expense						
- Current tax/ Minimum alternate tax	(205.51)	(299.47)	(12.43)	(12.92)	(37.08)	(2.50)
- Minimum alternate tax credit entitlement	0.00	0.00	12.43	12.92	0.00	2.50
- Deferred tax credit / (charge)	5.46	(77.10)	(19.14)	(19.81)	23.69	(8.65)
- Fringe benefit tax	0.00	0.00	0.00	0.00	0.00	(0.17)
Total tax expense	**(200.05)**	**(376.57)**	**(19.14)**	**(19.81)**	**(13.39)**	**(8.82)**
Restated net profit after tax for the periods / year	**350.78**	**631.17**	**39.25**	**41.11**	**27.38**	**15.48**

Restated Standalone Financial Statements of Cash Flows

(₹ in million)

PARTICULARS	For the period from			For the year ended		
	April 1, 2015 to September 30, 2015	January 1, 2014 to March 31, 2015	April 1, 2013 to December 31, 2013	March 31, 2013	March 31, 2012	March 31, 2011
A. Cash flow from operating activities						
Profit before tax, as restated	550.83	1,007.74	58.39	60.92	40.77	24.30
Adjustments for:						
- Depreciation and amortisation	80.91	170.23	8.11	6.63	4.46	5.87
- (Profit) / loss on sale of fixed assets	(0.05)	(0.40)	(0.02)	0.01	(0.25)	0.05
- Bad debts written off	0.00	4.52	0.63	0.98	0.00	0.00
- Advances and deposits written off	13.70	1.00	0.00	0.00	0.00	0.00
- Liability no longer requred written back	0.00	(8.42)	0.00	0.00	0.00	0.00
- Provision no longer required wirtten back	0.00	(5.00)	0.00	0.00	0.00	0.00
- Provision for bad and doubtful debts	19.76	18.49	3.75	3.42	0.50	0.00
- Expense on employee stock option scheme	0.00	0.00	21.26	39.06	6.16	1.06
- Interest income on term deposits	(4.29)	(8.42)	(0.37)	(11.60)	(12.12)	(8.04)
- Finance costs	114.74	209.27	53.10	111.23	57.68	23.63
Operating cash flow before working capital changes	**775.60**	**1,389.01**	**144.85**	**210.65**	**97.20**	**46.87**
Changes in						
- Trade receivables	(801.49)	(735.15)	370.79	(323.17)	(311.93)	(104.56)
- Inventories	(2.16)	0.04	0.00	0.00	0.00	0.00
- Long-term loans and advances	(5.01)	(19.23)	(4.19)	7.09	(3.54)	(7.21)
- Short-term loans and advances	(605.51)	(419.47)	(159.90)	(188.60)	(108.82)	(106.21)
- Non-current liabilities and long-term provisions	7.40	(11.67)	14.65	2.47	1.00	1.17
- Current liabilities and short-term provisions	547.52	237.05	(126.62)	282.90	405.89	219.02
Cash (used) / generated from operations	**(83.65)**	**440.58**	**239.58**	**(8.66)**	**79.80**	**49.08**
Adjustments for:						
Income taxes paid, net of refunds	(98.84)	(410.25)	(191.83)	(153.48)	(51.67)	(68.73)
Net cash (used) / provided by operating activities [A]	**(182.49)**	**30.33**	**47.75**	**(162.14)**	**28.13**	**(19.65)**
B. Cash flow from investing activities						
Purchase of fixed assets	(78.83)	(138.76)	(19.08)	(11.84)	(7.56)	(4.69)
Proceeds from sale of fixed assets	0.05	1.41	0.02	0.02	0.82	0.01
Acquisition of subsidiaries	(10.00)	(524.76)	(676.63)	0.00	0.00	0.00
Movement in Bank deposits (having original maturity of less than twelve months)	5.24	(27.00)	106.28	2.71	0.13	(3.88)
Movement in Bank deposits (having maturity of more than twelve months)	0.00	(3.30)	0.00	0.88	(0.88)	0.00
Interest income on term deposits	5.12	8.12	7.03	6.11	11.69	10.57
Purchase of investments	0.00	0.00	0.00	0.00	(76.80)	(248.60)
Net cash (used) in investing activities [B]	**(78.42)**	**(684.29)**	**(582.38)**	**(2.12)**	**(72.60)**	**(246.59)**
C. Cash flow from financing activities						
Proceeds from working capital loan	370.00	540.00	0.00	0.00	0.00	0.00
Repayment of working capital loan	(30.00)	(10.00)	0.00	0.00	0.00	0.00
Proceeds from / (repayment of) borrowings, net	80.84	511.70	145.43	(96.69)	136.09	(1.31)
Proceeds from finance lease	0.00	0.00	4.09	0.00	0.00	0.00
Repayments under finance lease	(0.72)	(1.66)	(0.84)	0.00	0.00	0.00
(Repayment) / receipt of inter-corporate	0.00	0.00	(400.00)	400.00	0.00	0.00

PARTICULARS	For the period from			For the year ended		
	April 1, 2015 to September 30, 2015	January 1, 2014 to March 31, 2015	April 1, 2013 to December 31, 2013	March 31, 2013	March 31, 2012	March 31, 2011
deposits						
Proceeds from issue of shares	0.00	0.00	965.34	0.00	0.00	272.97
Finance costs paid	(108.02)	(208.14)	(54.84)	(140.76)	(26.41)	(23.63)
Net cash provided by financing activities [C]	**312.10**	**831.90**	**659.18**	**162.55**	**109.68**	**248.03**
Net increase / (decrease) in cash and cash equivalents (A+B+C)	**51.19**	**177.94**	**124.55**	**(1.71)**	**65.21**	**(18.21)**
Cash and cash equivalents at the beginning of the periods / years	632.09	206.49	81.94	83.65	18.44	36.65
Cash and cash equivalents acquired on amalgamation	0.00	247.66	0.00	0.00	0.00	0.00
Cash and cash equivalents at the end of the periods / years	**683.28**	**632.09**	**206.49**	**81.94**	**83.65**	**18.44**

Restated Consolidated Financial Statements of Assets and Liabilities

(₹ in million)

Particulars	As at					
	September 30, 2015	March 31, 2015	December 31, 2013	March 31, 2013	March 31, 2012	March 31, 2011
EQUITY AND LIABILITIES						
Shareholders' funds						
Share capital	257.74	257.74	961.76	299.89	299.89	299.89
Reserves and surplus	2,614.64	2,267.17	884.39	382.55	231.13	164.92
	2,872.38	**2,524.91**	**1,846.15**	**682.44**	**531.02**	**464.81**
Minority interest	**0.00**	**0.00**	**0.00**	**163.83**	**113.54**	**92.71**
Non-current liabilities						
Long-term borrowings	197.24	0.13	31.94	0.00	0.02	0.00
Other long term liabilities	0.00	6.67	23.13	3.60	0.00	0.00
Long-term provisions	154.51	85.12	12.48	13.25	6.26	3.85
	351.75	**91.92**	**67.55**	**16.85**	**6.28**	**3.85**
Current liabilities						
Short-term borrowings	2,390.23	2,169.61	608.92	879.38	556.48	362.71
Trade payables	264.00	413.53	47.83	57.11	42.96	44.04
Other current liabilities	2,701.97	1,934.60	1,390.18	1,487.06	1,278.82	901.26
Short-term provisions	61.24	62.05	22.10	22.44	12.89	8.75
	5,417.44	**4,579.79**	**2,069.03**	**2,445.99**	**1,891.15**	**1,316.76**
TOTAL EQUITY AND LIABILITIES	**8,641.57**	**7,196.62**	**3,982.73**	**3,309.11**	**2,541.99**	**1,878.13**
ASSETS						
Non-current assets						
Goodwill on consolidation	1,074.00	1,104.22	729.48	249.78	249.78	249.78
Fixed Assets						
- Tangible assets	177.27	145.88	75.86	65.44	71.04	75.90
- Intangible assets	46.18	42.94	42.22	19.18	3.01	4.63
- Capital work-in-progress	0.51	0.00	4.36	0.00	0.00	0.00
	1,297.96	**1,293.04**	**851.92**	**334.40**	**323.83**	**330.31**
Investment in associates	0.00	0.00	0.00	0.00	0.00	0.00
Deferred tax assets (net)	39.36	34.89	50.44	66.12	75.52	71.94
Long-term loans and advances	759.67	545.08	626.07	293.38	249.63	293.24
Other non-current assets	6.56	4.33	0.45	7.52	0.88	0.00
	805.59	**584.30**	**676.96**	**367.02**	**326.03**	**365.18**
Current assets						
Inventories	10.75	4.39	4.43	3.79	1.30	0.49
Trade receivables	3,405.69	2,754.51	1,246.01	1,580.03	1,177.45	668.07
Cash and bank balances	831.40	818.25	290.84	233.68	290.56	217.59
Short-term loans and advances	283.21	436.97	88.74	255.01	136.05	53.32
Other current assets	2,006.97	1,305.16	823.83	535.18	286.77	243.17
	6,538.02	**5,319.28**	**2,453.85**	**2,607.69**	**1,892.13**	**1,182.64**
TOTAL ASSETS	**8,641.57**	**7,196.62**	**3,982.73**	**3,309.11**	**2,541.99**	**1,878.13**

Restated Consolidated Financial Statements of Profits and Losses

(₹ in million)

Particulars	For the period from			For the year ended		
	April 1, 2015 to September 30, 2015	January 1, 2014 to March 31, 2015	April 1, 2013 to December 31, 2013	March 31, 2013	March 31, 2012	March 31, 2011
Income						
Revenue from operations	15,321.12	25,670.57	10,060.13	10,011.53	6,370.03	2,749.28
Other income	32.91	57.01	21.36	31.99	24.32	13.65
Total income	**15,354.03**	**25,727.58**	**10,081.49**	**10,043.52**	**6,394.35**	**2,762.93**
Expenses						
Cost of services	361.34	717.35	224.90	145.64	46.09	31.80
Employee benefits	13,589.47	22,683.70	9,097.29	9,079.24	5,743.84	2,463.11
Finance costs	127.39	218.29	88.40	176.07	126.10	47.96
Depreciation and amortisation	61.04	101.41	42.36	43.93	36.86	18.45
Other expenses	660.00	957.34	340.27	364.18	312.79	171.79
Total expenses	**14,799.24**	**24,678.09**	**9,793.22**	**9,809.06**	**6,265.68**	**2,733.11**
Restated net profit / (loss) before tax for the periods / years	**554.79**	**1,049.49**	**288.27**	**234.46**	**128.67**	**29.82**
Tax expense						
Current tax / Minimum alternate tax	(211.07)	(299.52)	(94.49)	(64.33)	(59.37)	(11.69)
Minimum alternate tax credit entitlement	0.00	0.00	12.43	1.92	8.50	2.50
Deferred tax credit / (charge)	4.47	(72.92)	(15.68)	(9.40)	3.58	(3.92)
Fringe benefit tax	0.00	0.00	0.00	0.00	(0.49)	(0.17)
Total tax expense	**(206.60)**	**(372.44)**	**(97.74)**	**(71.81)**	**(47.78)**	**(13.28)**
Restated net profit after tax before share of loss from associate and minority interest for the periods / years	**348.19**	**677.05**	**190.53**	**162.65**	**80.89**	**16.54**
Profit attributable to minority shareholders	0.00	0.00	13.10	50.29	20.84	(0.82)
Share of loss from investment in an associate	0.00	0.00	0.00	0.00	0.00	0.00
Restated net profit after tax for the periods / years	**348.19**	**677.05**	**177.43**	**112.36**	**60.05**	**17.36**

Restated Consolidated Financial Statements of Cash Flows

(₹ in million)

PARTICULARS	For the period from			For the year ended		
	April 1, 2015 to September 30, 2015	January 1, 2014 to March 31, 2015	April 1, 2013 to December 31, 2013	March 31, 2013	March 31, 2012	March 31, 2011
A. Cash flow from operating activities						
Profit before tax, as restated	554.79	1,049.49	288.27	234.46	128.67	29.82
Adjustments for:						
- Depreciation and amortisation	61.04	101.41	42.36	43.93	36.86	18.45
- (Profit) / loss on sale of fixed assets	(0.05)	(0.40)	(0.61)	(0.28)	(0.25)	0.03
- Bad debts written off	0.00	3.50	4.85	17.83	14.23	7.57
- Provision for bad and doubtful debts	19.75	27.16	11.35	(6.28)	5.13	5.19
- Advances and deposits written off	13.70	1.00	0.00	0.00	0.00	0.00
- Liability no longer required wirtten back	0.00	(8.42)	0.00	0.00	0.00	0.00
- Provision no longer required written back	(2.84)	(5.00)	0.00	0.00	0.00	0.00
- Share of loss from investment in an associate	0.00	0.00	0.00	0.00	0.00	0.00
- Expense on employee stock option scheme	0.00	0.00	21.26	39.06	6.16	1.06
- Interest income on term deposits	(4.72)	(8.60)	(1.57)	(12.16)	(12.63)	(8.10)
- Finance costs	127.39	218.29	88.40	176.07	126.10	47.96
Operating cash flow before working capital changes	**769.06**	**1,378.43**	**454.31**	**492.63**	**304.27**	**101.98**
Changes in						
- Trade receivables	(583.81)	(646.45)	317.84	(414.14)	(528.73)	(329.30)
- Inventories	(3.44)	0.04	(0.64)	(2.49)	(0.82)	(0.11)
- Long-term loans and advances	(9.53)	(23.05)	2.04	(1.45)	(4.91)	15.43
- Short-term loans and advances	(875.87)	(420.10)	(295.32)	(263.64)	(34.13)	75.50
- Non-current liabilities and long-term provisions	62.73	(33.80)	17.66	10.89	2.40	1.82
- Current liabilities and short-term provisions	524.72	181.33	(93.50)	217.09	402.97	307.16
Cash (used) / generated from operations	**(116.14)**	**436.40**	**402.39**	**38.89**	**141.05**	**172.48**
Adjustments for:						
Income taxes paid (net of refunds)	(105.68)	(412.11)	(248.97)	(200.09)	(92.50)	(83.86)
Net cash (used) / provided by operating activities [A]	**(221.82)**	**24.29**	**153.42**	**(161.20)**	**48.55**	**88.62**
B. Cash flow from investing activities						
Purchase of fixed assets	(84.82)	(146.01)	(93.41)	(44.68)	(54.94)	(21.64)
Proceeds from sale of fixed assets	0.05	1.41	1.22	0.58	0.82	0.11
Purchase of investments	0.00	(524.76)	(656.63)	0.00	0.00	(330.09)
Movement in Bank deposits (having original maturity of less than twelve months)	7.18	(27.00)	69.26	2.71	0.16	(3.88)
Movement in Bank deposits (having maturity of more than twelve months)	(2.23)	(3.88)	7.08	(6.64)	(0.88)	0.00
Interest income on term deposits	5.53	8.30	12.68	6.64	12.18	10.58
Net cash (used) in investing activities [B]	**(74.29)**	**(691.94)**	**(659.80)**	**(41.39)**	**(42.66)**	**(344.92)**
C. Cash flow from financing activities						
Proceeds from working capital loan	370.00	540.00	0.00	0.00	0.00	0.00
Repayment of working capital loan	(30.00)	(10.00)	0.00	0.00	0.00	0.00
Proceeds from / (repayment of) borrowings, net	77.87	486.58	159.53	(77.25)	193.30	92.11
Proceeds from finance lease	0.00	0.00	4.09	0.00	0.00	0.00
Repayments under finance lease	(0.72)	(1.66)	(0.84)	0.00	0.00	0.00
Increase in share capital	0.00	0.00	965.34	0.00	0.00	272.97

PARTICULARS	For the period from			For the year ended		
	April 1, 2015 to September 30, 2015	January 1, 2014 to March 31, 2015	April 1, 2013 to December 31, 2013	March 31, 2013	March 31, 2012	March 31, 2011
(Repayment) / receipt of inter-corporate deposits	0.00	0.00	(400.00)	400.00	0.00	0.00
Finance costs paid	(120.68)	(217.16)	(89.69)	(174.34)	(126.09)	(47.95)
Net cash provided by financing activities [C]	**296.47**	**797.76**	**638.43**	**148.41**	**67.21**	**317.13**
Net increase / (decrease) in cash and cash equivalents (A+B+C)	**0.36**	**130.11**	**132.05**	**(54.18)**	**73.10**	**60.83**
Cash and cash equivalents at the beginning of the periods / years	743.42	253.01	121.28	175.46	102.36	39.22
Cash and cash equivalents acquired on acquisition	19.45	368.96	0.00	0.00	0.00	2.31
Effects of exchange differences on translation of foreign currency cash and cash equivalents	0.53	(8.66)	(0.32)	0.00	0.00	0.00
Cash and cash equivalents at the end of the periods / years	**763.76**	**743.42**	**253.01**	**121.28**	**175.46**	**102.36**

THE ISSUE

Issue of Equity Shares[(1)]	Up to [●] Equity Shares aggregating to ₹4,000 million
Of which:	
A) QIB Category[(2)(3)]	[●] Equity Shares
Of which:	
Anchor Investor Portion	Up to [●] Equity Shares
Balance available for allocation to QIBs other than Anchor Investors (assuming Anchor Investor Portion is fully subscribed)	[●] Equity Shares
Of which:	
Mutual Fund Portion	[●] Equity Shares
Balance for all QIBs including Mutual Funds	[●] Equity Shares
B) Non-Institutional Category[(2)]	Not less than [●] Equity Shares
C) Retail Category[(2) (4)]	Not less than [●] Equity Shares
Pre and post-Issue Equity Shares	
Equity Shares outstanding as of the date of this Draft Red Herring Prospectus	113,335,056 Equity Shares
Equity Shares outstanding after the Issue	[●] Equity Shares
Use of Net Proceeds by our Company	See "Objects of the Issue" on page 99.

Allocation to all categories, except the Retail Category and the Anchor Investor Portion, if any, shall be made on a proportionate basis. For details, see "Issue Structure" on page 434. For details of the terms of the Issue, see "Terms of the Issue" on page 430. For details of the Issue procedure, including the grounds for rejection of Bids, see "Issue Procedure" on page 436.

(1) *The Issue has been authorized by our Board of Directors and our Shareholders, pursuant to their resolutions dated December 22, 2015 and December 23, 2015, respectively*

(2) *Subject to valid Bids being received at or above the Issue Price, under-subscription, if any, in any category except the QIB Category, would be allowed to be met with spill over from any other category or combination of categories at the discretion of our Company in consultation with the BRLMs and the Designated Stock Exchange*

(3) *Our Company may, in consultation with the BRLMs, allocate up to 60% of the QIB Category to Anchor Investors on a discretionary basis in accordance with the SEBI Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In case of under-subscription in the Anchor Investor Portion, the remaining Equity Shares will be added back to the QIB Category. 5% of the QIB Category (excluding Anchor Investor Portion) shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Category shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. However, if the aggregate demand from Mutual Funds is less than [●] Equity Shares, the balance Equity Shares available for allotment in the Mutual Fund Portion will be added to the QIB Category and allocated proportionately to the QIB Bidders (other than Anchor Investors) in proportion to their Bids. For details, see "Issue Procedure" on page 436*

(4) *The Retail Discount, if any, will be offered to Retail Individual Investors at the time of making a Bid. Retail Individual Investors bidding at a price within the Price Band can make payment at the Bid Amount, at the time of making a Bid. Retail Individual Investors bidding at the Cut-Off Price have to ensure payment at the Cap Price, less Retail Discount at the time of making a Bid. Retail Individual Investors must ensure that the Bid Amount does not exceed ₹200,000. Retail Individual Investors should note that while filling the "SCSB/Payment Details" block in the Bid cum Application Form, Retail Individual Investors must mention the Bid Amount*

GENERAL INFORMATION

Our Company was incorporated as IRIS Human Capital Solutions Private Limited on September 19, 2007 at Bengaluru, Karnataka as a private limited company under the Companies Act, 1956. Pursuant to a special resolution of our Shareholders dated October 12, 2007, our Company's name was changed to IKYA Human Capital Solutions Private Limited and a fresh certificate of incorporation consequent upon the change of name was issued by the RoC on October 15, 2007. Subsequently, pursuant to a special resolution of our Shareholders dated May 14, 2013, our Company was converted into a public limited company and the name of our Company was changed to IKYA Human Capital Solutions Limited. A fresh certificate of incorporation consequent upon conversion to a public limited company was issued by the RoC on July 2, 2013. Thereafter, pursuant to a special resolution of our Shareholders dated December 4, 2014, our Company's name was changed to Quess Corp Limited. A fresh certificate of incorporation consequent upon the change of name was issued by the RoC on January 2, 2015. For details of change in the name and registered office of our Company, see "History and Certain Corporate Matters" on page 153.

For details of the business of our Company, see "Our Business" on page 132.

Registered & Corporate Office

Quess Corp Limited
3/3/2, Bellandur Gate
Sarjapur Main Road
Bengaluru 560 103
Karnataka, India
Tel: +91 80 6105 6000
Fax: +91 80 6105 6406
Email: investor@quesscorp.com
Website: www.quesscorp.com
Corporate Identification Number: U74140KA2007PLC043909
Registration Number: 043909

Address of the Registrar of Companies

Our Company is registered with the Registrar of Companies, Bangalore, situated at the following address:

'E' Wing, 2nd Floor
Kendriya Sadana
Koramangala
Bangalore 560 034
Karnataka, India

Board of Directors

The Board of our Company comprises the following:

Name	Designation	DIN	Address
Ajit Isaac	Chairman and Managing Director and CEO	00087168	242, 3rd Main, 4th Cross 1st Block, Koramangala Bengaluru 560 034 Karnataka, India
Chandran Ratnaswami	Non Executive, Additional Director (Nominee)	00109215	177, Mckee Avenue Ontario M2N4C6 Toronto, Canada
Madhavan Karunakaran Menon	Non Executive, Nominee Director	00008542	Flat No. 702, Supreme Pearl 17th Road, Khar (West) Mumbai 400 052 Maharashtra, India
Pratip Chaudhuri	Non Executive, Independent Director	00915201	H-1591, Pocket H CR Park New Delhi 110 019 Delhi, India

Name	Designation	DIN	Address
Pravir Kumar Vohra	Non Executive, Independent Director	00082545	E-602, Oberoi Splendor JV Link Road, Opp Majas Depot Andheri East Mumbai 400 060 Maharashtra, India
Revathy Ashok	Non Executive, Independent Director	00057539	139/6-2, Domlur Layout Sharadamma Layout Bengaluru 560 071 Karnataka, India
Sanjay Anandaram	Non Executive, Independent Director	00579785	709, Pine Block Raheja Residency 3rd Block, 8th C Main, Koramangala Bengaluru 560 034 Karnataka, India
Subrata Kumar Nag	Executive and wholetime Director and Chief Financial Officer (Nominee Director)	02234000	A2, 303 Ganga Block, NGV Koramangala Bengaluru 560 047 Karnataka, India

For further details of our Directors, see "Our Management" on page 171.

Company Secretary and Compliance Officer

NVS Pavan Kumar is the Company Secretary and the Compliance Officer of our Company. His contact details are as follows:

NVS Pavan Kumar
3/3/2, Bellandur Gate
Sarjapur Main Road
Bengaluru 560 103
Karnataka, India
Tel: +91 80 6105 6000
Fax: +91 80 6105 6406
Email: pavan.nvs@quesscorp.com

Chief Financial Officer

Subrata Kumar Nag is the Chief Financial Officer of our Company. His contact details are as follows:

Subrata Kumar Nag
3/3/2, Bellandur Gate
Sarjapur Main Road
Bengaluru 560 103
Karnataka, India
Tel: +91 80 6105 6000
Fax: +91 80 6105 6406
Email: subrata.nag@quesscorp.com

Investor Grievances

Investors can contact the Company Secretary and Compliance Officer, the BRLMs or the Registrar to the Issue in case of any pre-Issue or post-Issue related problems, such as non receipt of letters of Allotment, non credit of Allotted Equity Shares in the respective beneficiary account, non receipt of refund orders and non receipt of funds by electronic mode.

All grievances may be addressed to the Registrar to the Issue with a copy to the relevant Designated Intermediary to whom the Bid cum Application Form was submitted. The Bidder should give full details such as name of the sole or first Bidder, Bid cum Application Form number, Bidder DP ID, Client ID, PAN, date of the submission of Bid cum Application Form, address of the Bidder, number of the Equity Shares applied for and

the name and address of the Designated Intermediary where the Bid cum Application Form was submitted by the Bidder.

Further, the investor shall also enclose a copy of the Acknowledgment Slip received from the Designated Intermediaries in addition to the information mentioned hereinabove.

Book Running Lead Managers

Axis Capital Limited
1st Floor, Axis House
C-2, Wadia International Centre
Pandurang Budhkar Marg, Worli
Mumbai 400 025
Maharashtra, India
Tel: + 91 22 4325 2183
Fax : +91 22 4325 3000
E-mail: quess.ipo@axiscap.in
Website: www.axiscapital.co.in
Investor Grievance E-mail:
complaints@axiscap.in
Contact Person: Lohit Sharma
SEBI Registration Number: INM000012029

ICICI Securities Limited
ICICI Centre
H.T. Parekh Marg
Churchgate
Mumbai 400 020
Maharashtra, India
Tel: +91 22 2288 2460
Fax: +91 22 2282 6580
E-mail: quesscorp.ipo@icicisecurities.com
Website: www.icicisecurities.com
Investor Grievance E-mail:
customercare@icicisecurities.com
Contact Person: Anurag Byas/ Amit Joshi
SEBI Registration Number: INM000011179

IIFL Holdings Limited[#]
10th Floor, IIFL Centre
Kamala City
Senapati Bapat Marg, Lower Parel (West)
Mumbai 400 013
Maharashtra, India
Tel: +91 22 4646 4600
Fax: +91 22 2493 1073
E-mail: quess.ipo@iiflcap.com
Investor Grievance E-mail: ig.ib@iiflcap.com
Website: www.iiflcap.com
Contact Person: Vishal Bangard/ Kunur Bavishi
SEBI Registration Number: INM000010940

YES Securities (India) Limited
YES Bank Tower, IFC 2
19th Floor, Senapati Bapat Marg Elphinstone (W)
Mumbai 400 013
Maharashtra, India
Telephone: +91 22 3347 9688
Fax: +91 22 2421 4511
E-mail: quess.ipo@yessecuritiesltd.in
Investor Grievance E-mail: igc@yessecuritiesltd.in
Website: www.yesinvest.in
Contact Person: Aditya Vora
SEBI Registration Number: MB/INM000012227

 # Chandran Ratnaswami is a director on the board of our Company and IIFL, Further, Fairfax Financial Holdings Limited indirectly holds equity shares of IIFL and our Company. Hence, in compliance with the proviso to Regulation 21A(1) of the SEBI Merchant Bankers Regulations, read with the proviso to Regulation 5(3) of the SEBI Regulations, IIFL Holdings Limited will be involved only in marketing of the Issue

Syndicate Members

[●]

Legal Advisor to our Company as to Indian Law

Cyril Amarchand Mangaldas
201, Midford House
Off M.G. Road
Bengaluru 560 001
Karnataka, India
Tel: +91 80 2558 4870
Fax: +91 80 2558 4266

Legal Advisor to the Underwriters as to Indian Law

J. Sagar Associates
Vakils House
18 Sprott Road
Ballard Estate

Mumbai 400 001
Tel: +91 22 4341 8600
Fax: +91 22 4341 8617

International Legal Advisor to the Underwriters

Squire Patton Boggs Singapore LLP
10 Collyer Quay
#03-01/02 Ocean Financial Centre
Singapore 049315
Tel: +65 6922 8668
Fax: +65 6922 8650

Statutory Auditors of our Company

BSR & Associates LLP
Chartered Accountants
Maruthi Info-Tech Centre
2nd floor, 11-12/1
Inner Ring Road
Koramangala, Bengaluru 560 071
Maharashtra, India
Tel: + 91 80 3980 6000
Fax: +91 80 3980 6999
Email: vineetdhawan@bsraffiliates.com
Firm Registration Number: 116231W/W-100024
Peer Review Number: 006732

Registrar to the Issue

Link Intime India Private Limited
C-13, Pannalal Silk Mills
Compound, L.B.S. Marg
Bhandup (West)
Mumbai 400 078
Tel: +91 22 6171 5400
Fax: +91 22 2596 0329
E-mail: qcl.ipo@linkintime.co.in
Investor Grievance E-mail: qcl.ipo@linkintime.co.in
Website: www.linkintime.co.in
Contact Person: Shanti Gopalkrishnan
SEBI Registration No.: INR000004058

Bankers to the Issue/Escrow Collection Banks

[●]

Refund Banks

[●]

Bankers to our Company

Axis Bank Limited
Corporate Banking Branch
2nd Floor, Indian Express Building
No.1, Queen's Road
Bengaluru 560 001
Karnataka, India
Tel: +91 80 2205 8536

State Bank of India
2nd and 3rd Floors
Plot No. 241/A, Rajala Centre
Road No. 36, Jubilee Hills
Hyderabad 500 033
Tel: +91 40 2314 7508
Fax: +91 40 2314 7502

Fax: +91 80 2205 8567
Email: swaroop.pb@axisbank.com
Website: www.axisbank.com
Contact Person: Swaroop PB

Bank of Nova Scotia
Mittal Tower, 'B' Wing
Ground Floor, Nariman Point
Mumbai 400 021
Tel: +91 22 6636 4251
Fax: +91 22 2287 3125
Email: manish.sehgal@scotiabank.com
Website: www.scotiabank.com
Contact Person: Manish Sehgal

Kotak Mahindra Bank Limited
22, M.G. Road
Bengaluru
Tel: +91 80 2532 5656
Fax: Nil
Email: anbuchelvi.ksl@kotak.com
Website: www.kotak.com
Contact Person: Anbuchelvi

Email: sbi.01921@sbi.co.in
Website: www.sbi.co.in
Contact Person: Jyothi K

Yes Bank Limited
Ground Floor, Prestige Obelisk
Municipal No.3, Kasturba Road
Bengaluru 560 001
Tel: +91 80 3042 9070
Fax: +91 80 3042 9139
Email: Gaurav.Goel1@yesbank.in
Website: www.yesbank.in
Contact Person: Gaurav Goel

Designated Intermediaries

Self Certified Syndicate Banks

The list of banks that have been notified by SEBI to act as the SCSBs for the ASBA process is provided on the website of SEBI at http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries. For list of branches of the SCSBs named by the respective SCSBs to receive the ASBA Forms from the Designated Intermediaries, please refer to the above-mentioned link.

Registered Brokers

The list of the Registered Brokers, including details such as postal address, telephone number and e-mail address, is provided on the websites of the BSE and the NSE at http://www.bseindia.com/Markets/PublicIssues/brokercentres_new.aspx?expandable=3 and http://www.nseindia.com/products/content/equities/ipos/ipo_mem_terminal.htm, respectively, as updated from time to time.

RTAs

The list of the RTAs eligible to accept ASBA Forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, is provided on the websites of Stock Exchanges.

Collecting Depository Participants

The list of the CDPs eligible to accept ASBA Forms at the Designated CDP Locations, including details such as name and contact details, is provided on the websites of Stock Exchanges.

Credit Rating

As the Issue is of Equity Shares, the appointment of a credit rating agency is not required.

Trustees

As the Issue is of Equity Shares, the appointment of trustees is not required.

Monitoring Agency

In terms of Regulation 16 of the SEBI Regulations, we are not required to appoint a monitoring agency since the Issue size is not in excess of ₹5,000 million.

Appraising Agency

The objects of the Issue have not been appraised by any appraising agency.

Experts

Except as stated below, our Company has not obtained any expert opinions:

Our Company has received written consent from the Statutory Auditor, BSR & Associates LLP, Chartered Accountants to include its name as required under Section 26 of the Companies Act, 2013 in this Draft Red Herring Prospectus and as an "Auditor" or "Statutory Auditor" and "expert" in respect of the reports of the Auditors on the Restated Consolidated Financial Statements and Restated Standalone Financial Statements, each dated January 18, 2016, included in this Draft Red Herring Prospectus and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

Inter-se Allocation of Responsibilities among the BRLMs

The following table sets forth the *inter se* allocation of responsibilities for various activities among the BRLMs for the Issue:

Sr. No	Activities	Responsibility	Coordination
1.	Due diligence of our Company's operations/ management/ business plans/ legal. Drafting and design of the Draft Red Herring Prospectus, Red Herring Prospectus and Prospectus. The LMs shall ensure compliance with stipulated requirements and completion of prescribed formalities with the Stock Exchanges, RoC and SEBI including finalisation of Prospectus and RoC filing of the same and drafting and approval of all statutory advertisements	Axis, I-Sec, IIFL, Yes Securities	Axis
2.	Capital structuring with the relative components and formalities such as composition of debt and equity, type of instruments.	Axis, I-Sec, Yes Securities	Axis
3.	Appointment of Banker(s) to the Issue	Axis, I-Sec, Yes Securities	Yes Securities
4.	Appointment of Advertising Agency & Printer	Axis, I-Sec, Yes Securities	Yes Securities
5.	Appointment of Registrar	Axis, I-Sec, Yes Securities	Yes Securities
6.	Drafting and approval of all publicity material other than statutory advertisement as mentioned in (1) above including corporate advertisement, brochure	Axis, I-Sec, Yes Securities	I-Sec
7.	International institutional marketing including; allocation of investors for meetings and finalize roadshow schedules	Axis, I-Sec, IIFL, Yes Securities	I-Sec
8.	Domestic institutional marketing including banks/ mutual funds and allocation of investors for meetings and finalising road show schedules	Axis, I-Sec, IIFL, Yes Securities	Axis

Sr. No	Activities	Responsibility	Coordination
9.	Non-Institutional & Retail Marketing of the Issue, which will cover, inter alia: • Formulating marketing strategies; • Preparation of publicity budget, finalising Media and PR strategy. • Finalising centres for holding conferences for brokers, investors,etc; • Finalising collection centres; and • Follow-up on distribution of publicity and Issue material including application form, prospectus and brochure and deciding on the quantum of the Issue material.	Axis, I-Sec, IIFL, Yes Securities	IIFL
10.	Preparation and finalisation of the road-show presentation	Axis, I-Sec, IIFL, Yes Securities	I-Sec
11.	Coordination with Stock Exchanges for book building process including software, bidding terminals.	Axis, I-Sec, Yes Securities	Yes Securities
12.	Pricing and managing the book	Axis, I-Sec, Yes Securities	Axis
13.	Post-issue activities, which shall involve essential follow-up steps including anchor coordination, follow-up with bankers to the issue and SCSBs to get quick estimates of collection and advising the issuer about the closure of the issue, based on correct figures, finalisation of the basis of allotment or weeding out of multiple applications, listing of instruments, dispatch of certificates or demat credit and refunds and coordination with various agencies connected with the post-issue activity such as registrars to the issue, bankers to the issue, SCSBs including responsibility for underwriting arrangements, as applicable.	Axis, I-Sec, Yes Securities	I-Sec

Book Building Process

Book building, in the context of the Issue, refers to the process of collection of Bids from investors on the basis of the Red Herring Prospectus within the Price Band, which will be decided by our Company in consultation with the BRLMs, and advertised in [●] edition of [●], [●] edition of [●] and [●] edition of [●], which are widely circulated English, Hindi and Kannada newspapers respectively (Kannada being the regional language of Karnataka where our Registered Office is located) at least five Working Days prior to the Bid/Issue Opening Date. The Issue Price shall be determined by our Company in consultation with the BRLMs after the Bid/Issue Closing Date.

All Bidders, except Anchor Investors, can participate in the Issue only through the ASBA process.

In accordance with the SEBI Regulations, QIBs bidding in the QIB Category and Non-Institutional Investors bidding in the Non-Institutional Category are not allowed to withdraw or lower the size of their Bids (in terms of the quantity of the Equity Shares or the Bid Amount) at any stage. Retail Individual Investors can revise their Bids during the Bid/Issue Period and withdraw their Bids until the Bid/Issue Closing Date. Further, Anchor Investors cannot withdraw their Bids after the Anchor Investor Bid/Issue Period. Allocation to the Anchor Investors will be on a discretionary basis.

For details on the method and procedure for Bidding, see "Issue Procedure" on page 436.

Illustration of Book Building Process and Price Discovery Process

For an illustration of the Book Building Process and the price discovery process, see "Issue Procedure – Part B – Basis of Allocation - Illustration of the Book Building Process and Price Discovery Process" on page 464.

Underwriting Agreement

After determination of the Issue Price and allocation of Equity Shares, but prior to the filing of the Prospectus with the RoC, our Company will enter into an Underwriting Agreement with the Underwriters for the Equity Shares proposed to be offered through the Issue. It is proposed that pursuant to the terms of the Underwriting Agreement, the BRLMs will be responsible for bringing in the amount devolved in the event that the Syndicate Members do not fulfil their underwriting obligations. The Underwriting Agreement is dated [●]. Pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriters will be several and will be subject to certain conditions specified therein.

The Underwriters have indicated their intention to underwrite the following number of Equity Shares:

This portion has been intentionally left blank and will be completed before filing the Prospectus with the RoC.

Name, address, telephone number, fax number and e-mail address of the Underwriters	Indicative number of Equity Shares to be underwritten	Amount underwritten (₹ in million)
[●]	[●]	[●]

The above mentioned is indicative underwriting and will be finalised after pricing and actual allocation and subject to the provisions of the SEBI Regulations.

In the opinion of our Board of Directors (based on certificates provided by the Underwriters), resources of the above mentioned Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full. The abovementioned Underwriters are registered with SEBI under Section 12(1) of the SEBI Act or registered as brokers with the Stock Exchange(s). Our Board of Directors/Committee of Directors, at its meeting held on [●], has accepted and entered into the Underwriting Agreement mentioned above on behalf of our Company.

Allocation among the Underwriters may not necessarily be in proportion to their underwriting commitment set forth in the table above.

Notwithstanding the above table, the Underwriters shall be severally responsible for ensuring payment with respect to the Equity Shares allocated to investors procured by them. In the event of any default in payment, the respective Underwriter, in addition to other obligations defined in the Underwriting Agreement, will also be required to procure subscribers for or subscribe to the Equity Shares to the extent of the defaulted amount in accordance with the Underwriting Agreement.

CAPITAL STRUCTURE

Our Company's share capital, as on the date of this Draft Red Herring Prospectus, is set forth below:

(₹ in million, except share data)

		Aggregate Value at Face Value	Aggregate Value at Issue Price
A	**AUTHORIZED SHARE CAPITAL**		
	200,000,000 Equity Shares	2,000.00	
	TOTAL	**2,000.00**	
B	**ISSUED, SUBSCRIBED AND PAID-UP CAPITAL BEFORE THE ISSUE**		
	113,335,056 Equity Shares	1,133.35	
C	**PRESENT ISSUE OF [●] EQUITY SHARES AGGREGATING TO ₹4,000 MILLION IN TERMS OF THIS DRAFT RED HERRING PROSPECTUS**		
	[●] Equity Shares[(1)]	[●]	4,000
D	**ISSUED, SUBSCRIBED AND PAID-UP CAPITAL AFTER THE ISSUE**		
	[●] Equity Shares	[●]	
E	**SECURITIES PREMIUM ACCOUNT**		
	Before the Issue	408.33	
	After the Issue		[●]

(1) The Issue has been authorized by our Board of Directors and our Shareholders, pursuant to their resolutions dated December 22, 2015 and December 23, 2015, respectively.

Notes to Capital Structure

1. Share Capital History of our Company

(a) Equity Share Capital

The following is the history of the Equity Share capital of our Company:

Date of Allotment	Number of Equity Shares Allotted	Face Value per Equity Share (₹)	Issue Price per Equity Share (₹)	Nature of Consideration	Reason for/Nature of Allotment	Cumulative Number of Equity Shares	Cumulative Paid-up Equity Capital (₹in million)
September 19, 2007	10,000	10	10.00	Cash	Initial subscribers to the Memorandum of Association[(1)]	10,000	0.10
January 17, 2008	645,000	10	10.00	Cash	Preferential allotment[(2)]	655,000	6.55
September 9, 2009	4,356,250	10	10.00	Cash	Preferential allotment[(3)]	5,011,250	50.11
January 25, 2010	1,666,667	10	15.00	Cash	Preferential allotment[(4)]	6,677,917	66.78
March 31, 2010	500,000	10	10.00	Cash	Preferential allotment[(5)]	7,177,917	71.78
December 21, 2010	4,587,591	10	56.68	Cash	Preferential allotment[(6)]	11,765,508	117.66
December 21, 2010	294,100	10	10.00	Cash	Preferential allotment[(7)]	12,059,608	120.60
May 7, 2013	429,000	10	10.00	Cash	Preferential allotment[(8)]	12,488,608	124.89
May 7, 2013	105,194	10	10.00	Cash	Preferential allotment upon conversion of warrants[(9)]	12,593,802	125.94
May 7, 2013	1,000,000	10	10.00	Cash*	Conversion of MCPS into Equity Shares [(10)]	13,593,802	135.94

Date of Allotment	Number of Equity Shares Allotted	Face Value per Equity Share (₹)	Issue Price per Equity Share (₹)	Nature of Consideration	Reason for/Nature of Allotment	Cumulative Number of Equity Shares	Cumulative Paid-up Equity Capital (₹in million)
October 18, 2013	3,529,672	10	10.00	Cash*	Conversion of MCPS into Equity Shares(11)	17,123,474	171.23
October 18, 2013	1,873,333	10	10.00	Cash*	Conversion of MCPS into Equity Shares(12)	18,996,807	189.97
November 10, 2014	6,776,957	10	10.00	Cash*	Conversion of compulsorily and fully convertible preference shares into Equity Shares(13)	25,773,764	257.74
December 22, 2015	2,560,000	10	10.00	Cash	Rights issue in the ratio of 0.099 Equity Shares for every one Equity Share(14)	28,333,764	283.34
January 5, 2016	85,001,292	10	-	Other than cash	Bonus issue in the ratio of three Equity Shares for every one Equity Share (15)	113,335,056	1,133.35

* *Cash was paid at the time of allotment of the MCPS and the compulsorily and fully convertible preference shares (as the case maybe)*

(1) 5,000 Equity Shares were allotted to Krishnan N and 5,000 Equity Shares were allotted to Hithendra KR

(2) 100,000 Equity Shares were allotted to Ramesh Hande, 42,500 Equity Shares were allotted to Guruprasad S, 37,500 Equity Shares were allotted to Sayan Jyoti Gupta, 52,500 Equity Shares were allotted to Hithendra KR, 57,500 Equity Shares were allotted to Amrita Nathani, 10,000 Equity Shares were allotted to Jaison Jose, 25,000 Equity Shares were allotted to Joji John, 50,000 Equity Shares were allotted to Nilakshi Bhattacharya, 25,000 Equity Shares were allotted to Muralimohan, 30,000 Equity Shares were allotted to Vijay Sivaram, 40,000 Equity Shares were allotted to Shantaram RS, 20,000 Equity Shares were allotted to Richa Rudra, 50,000 Equity Shares were allotted to Aruna Sharma, 50,000 Equity Shares were allotted to T Srinivas, 20,000 Equity Shares were allotted to Pratibha J, 30,000 Equity Shares were allotted to Venkatesan Jayaraman and 5,000 Equity Shares were allotted to Krishnan N

(3) 4,356,250 Equity Shares were allotted to Ajit Isaac

(4) 1,666,667 Equity Shares were allotted to Park Equity Holdings Limited

(5) 500,000 Equity Shares were allotted to Mallinson International Limited

(6) 4,587,591 Equity Shares were allotted to Park Equity Holdings Limited

(7) 294,100 Equity Shares were allotted to Net Resources

(8) 429,000 Equity Shares were allotted to 92 eligible employees under ESOP 2009

(9) 105,194 Equity Shares were allotted to Ravindra Bahl

(10) Conversion of 0% 100,000 MCPS of face value of ₹100 each held by Net Resources into 1,000,000 Equity Shares

(11) Conversion of tranche I 0.005% 3,529,672 MCPS of face value of ₹40 each held by TCIL into 3,529,672 Equity Shares (at a premium of ₹30 per Equity Share)

(12) Conversion of tranche II 0.005% 1,873,333 MCPS of face value of ₹15 each held by TCIL into 1,873,333 Equity Shares (at a premium of ₹5 per Equity Share)

(13) Conversion of 7,717,912 0.001% compulsorily and fully convertible preference shares of face value of ₹100 each held by TCIL into 6,776,957 Equity Shares (at premium of ₹131.66 per Equity Share)

(14) 2,547,356 Equity Shares were allotted to Net Resources (which is member of our Promoter Group), 2,828 Equity Shares were allotted to Guruprasad S, 3,827 Equity Shares were allotted to Amrita Nathani, 665 Equity Shares were allotted to Jaison Jose, 1,996 Equity Shares were allotted to Vijay Sivaram, 1,331 Equity Shares were allotted to Pratibha J and 1,997 Equity Shares were allotted to Venkatesan Jayaraman. Ajit Isaac and TCIL pursuant to letter and shareholders' resolution through post ballot dated December 21, 2015 and December 18, 2015, respectively, renounced their right to acquire 461,516 Equity Shares and 1,957,302 Equity Shares respectively in favour of Net Resources

(15) 85,001,292 Equity Shares were allotted to the existing Shareholders of our Company

(b) ***Preference Share Capital***

The following is the history of the preference share capital of our Company:

Date of Allotment	Number of Preference Shares Allotted	Face Value per Preference Share (₹)	Issue Price per Preference Share (₹)	Nature of Consideration	Reason for/ Nature of Allotment	Cumulative Number of Preference Shares	Cumulative Paid-up Preference Share capital (₹)
January 31, 2008	3,529,672	40	45.33	Cash	Preferential allotment[(1)]	3,529,672	141,186,880
March 4, 2009	1,873,333	15	15	Cash	Preferential allotment[(2)]	5,403,005	169,286,875
December 21, 2010	100,000	100	100	Cash	Preferential allotment[(3)]	5,503,005	179,286,875
May 14, 2013	7,717,912	100	124.39	Cash	Preferential allotment[(4)]	13,220,917	951,078,075

(1) 3,529,672 0.005% MCPS were allotted to Park Equity Holdings Limited
(2) 1,873,333 0.005% MCPS were allotted to Park Equity Holdings Limited
(3) 100,000 0% MCPS were allotted to Net Resources
(4) 7,717,912 0.001% compulsorily and fully convertible preference shares were allotted to TCIL

Pursuant to Board resolution dated May 7, 2013, our Board approved conversion and allotment of 100,000, 0% MCPS having face value of ₹100 into 1,000,000 Equity Shares to Net Resources.

Pursuant to Board resolution dated October 18, 2013, our Board approved conversion and allotment of (a) 3,529,672 tranche I 0.005% MCPS having face value of ₹40 each into 3,529,672 Equity Shares; and (b) 1,873,333 tranche II 0.005% MCPS having face value of ₹15 each into 1,873,333 Equity Shares to TCIL which were acquired by TCIL from PEHL pursuant to share purchase and share subscription agreements, both dated February 5, 2013. For details, see "History and Certain Coprorate Matters – Shareholders Arrangements" on page 162.

Pursuant to Board resolution dated November 10, 2014, our Board approved conversion and allotment of 7,717,912 0.001% compulsorily and fully convertible preference shares having face value of ₹100 each to 6,776,957 Equity Shares having face value of ₹10 each to TCIL.

Accordingly, as on the date of this Draft Red Herring Prospectus, our Company has no outstanding preference shares.

Also refer to "Risk Factors - If we are unable to establish and maintain an effective system of internal controls and compliances, our business and reputation could be adversely affected." on page 41.

2. Issue of Equity Shares for Consideration other than Cash

Except as stated below, no Equity Shares have been issued by our Company for consideration other than cash on the date of this Draft Red Herring Prospectus.

Date of allotment	Number of Equity Shares Allotted	Face Value (₹)	Issue price per Equity Share (₹)	Reason for allotment	Benefits accrued to our Company	Source out of which Equity Shares were issued
January 5, 2016	85,001,292	10	-	Bonus issue in the ratio of three Equity Shares for every one Equity Share.	-	The bonus Equity Shares have been issued from the free reserves and securities premium account of our Company

3. Except as stated below, our Company has not made an issue of Equity Shares during the preceding one year at a price which may be lower than the Issue Price:

Date of Allotment	Number of Equity Shares Allotted	Face Value per Equity Share (₹)	Issue Price per Equity Share (₹)	Nature of Consideration	Reason for/Nature of Allotment
December 22, 2015	2,560,000	10	10.00	Cash	Rights issue in the ratio of 0.099 Equity Shares for every one Equity Share[(1)]
January 5, 2016	85,001,292	10	-	Other than cash	Bonus issue in the ratio of three Equity Shares for every one Equity Share [(2)]

(1) 2,547,356 Equity Shares were allotted to Net Resources (which is member of our Promoter Group), 2,828 Equity Shares were allotted to Guruprasad S, 3,827 Equity Shares were allotted to Amrita Nathani, 665 Equity Shares were allotted to Jaison Jose, 1,996 Equity Shares were allotted to Vijay Sivaram, 1,331 Equity Shares were allotted to Pratibha J and 1,997 Equity Shares were allotted to Venkatesan Jayaraman

(2) 85,001,292 Equity Shares were allotted to the existing Shareholders of our Company (including Net Resources, which is a member of the Promoter Group)

4. History of the Equity Share Capital held by our Promoters

As on the date of this Draft Red Herring Prospectus, our Promoters hold 97,409,456 Equity Shares, constituting 85.95% of the issued, subscribed and paid-up Equity Share capital of our Company.

(a) Capital build-up of our Promoters' equity shareholding in our Company:

Date of allotment/ transfer	Number of Equity Shares	Face Value per Equity Share (₹)	Issue/ Transfer price per Equity Share (₹)	Nature of Consideration	Nature of Acquisition /Allotment/ Transfer Transaction	Percentage (%) of Pre-Issue Equity Share Capital	Percentage (%) of Post-Issue Equity Share Capital
Ajit Isaac							
September 9, 2009	4,356,250	10	10.00	Cash	Preferential allotment of Equity Shares	3.84	[●]
September 9 2009	407,500	10	10.00	Cash	Transfer of 10,000 Equity shares from Krishnan N, 203,750 Equity Shares from Hithendra KR, 25,000 Equity Shares from Joji John, 8,750 Equity Shares from Nilakshi Bhattacharya, 40,000 Equity Shares from Shantaram RS, 20,000 Equity Shares from Richa Rudra, 50,000 Equity Shares from Aruna Sharma and 50,000 Equity Shares from T Srinivas	0.36	[●]
May 14, 2013	(155,785)	10	124.00	Cash	Transfer to TCIL	(0.14)	[●]

Date of allotment/ transfer	Number of Equity Shares	Face Value per Equity Share (₹)	Issue/ Transfer price per Equity Share (₹)	Nature of Consideration	Nature of Acquisition /Allotment/ Transfer Transaction	Percentage (%) of Pre-Issue Equity Share Capital	Percentage (%) of Post-Issue Equity Share Capital
September 12, 2014	38,525	10	124.00	Cash	Transfer by Hithendra Ramachandran	0.03	[●]
January 5, 2016	13,939,470	10	-	Other than cash	Bonus issue in the ratio of three Equity Shares for every one Equity Share	12.30	[●]
Sub Total (A)	**18,585,960**					**16.40**	
Thomas Cook (India) Limited							
May 14, 2013	7,525,912	10	124.00	Cash	Transfer of 6,254,258 Equity Shares by Park Equity Holdings Limited, 500,000 Equity Shares by Mallinson International Limited and 771,654 Equity Shares by 94 individual shareholders our Company pursuant to the TCIL SPA	6.64	[●]
October 18, 2013	5,403,005	10	10*	Cash*	Conversion of tranche I and tranche II 0.005% MCPS into Equity Shares	4.77	[●]
November 10, 2014	6,776,957	10	10*	Cash*	Conversion of 0.001% fully and compulsorily convertible preference shares into Equity Shares	5.98	[●]
January 5, 2016	59,117,622	10	-	Other than cash	Bonus issue in the ratio of three Equity Shares for every one Equity Share	52.16	**[●]**
Sub – Total (B)	**78,823,496**					**69.55**	**[●]**
Total (A+ B)	**97,409,456**					**85.95**	**[●]**

** Cash was paid at the time of allotment of the MCPS and the compulsorily and fully convertible preference shares (as the case maybe)*

All the Equity Shares held by our Promoters were fully paid-up on the respective dates of acquisition of such Equity Shares. None of the Equity Shares held by our Promoters are pledged.

(b) Details of Promoter's contribution locked in for three years:

Pursuant to Regulations 32 and 36 of the SEBI Regulations, at least an aggregate of 20% of the fully diluted post-Issue equity share capital of our Company held by our Promoters shall be locked-in for a period of three years from the date of Allotment and our Promoters' shareholding in excess of 20% shall be locked in for a period of one year from date of Allotment.

The Equity Shares that are being locked-in are not ineligible for computation of minimum Promoter's contribution under Regulation 33 of the SEBI Regulations. In this regard, our Company confirms that the Equity Shares being locked-in do not consist of:

(i) Equity Shares acquired during the preceding three years (a) for consideration other than cash and revaluation of assets or capitalization of intangible assets; or (b) result from a bonus issue by utilization of revaluation reserves or unrealized profits of our Company or from a bonus issue against Equity Shares which are ineligible for computation of Promoter's contribution; and

(ii) Equity Shares acquired by our Promoters during the one year preceding the date of this Draft Red Herring Prospectus, at a price lower than the price at which Equity Shares are being offered to the public in the Issue.

The details of the Equity Shares held by our Promoters' and locked-in as minimum Promoter's contribution are given below:

Name of the Promoter	No. of Equity Shares	Date of allotment/transfer of Equity Shares and when made fully paid-up	Nature of Transaction	Face Value per Equity Share (₹)	Issue/ Acquisition Price per Equity Share (₹)	Percentage (%) to Pre-Issue Paid-up Capital	Percentage (%) to Post-Issue Paid-up Capital
Ajit Isaac*	[●]	[●]	[●]	[●]	[●]	[●]	[●]
TCIL**	[●]	[●]	[●]	[●]	[●]	[●]	[●]
TOTAL							

* *As confirmed by Ajit Isaac, the Equity Shares acquired by him, which will be locked-in as Promoter's contribution, have been financed from his personal funds*

** *As confirmed by TCIL, the Equity Shares acquired by it, which will be locked-in as Promoter's contribution, have been financed from internal accruals and proceeds of the IPP raised by TCIL pursuant to an offer document dated May 4, 2013*

Our Promoters have confirmed to our Company and the BRLMs no loans or financial assistance from any bank or financial institution has been availed for acquiring Equity Shares which form part of the Promoter's contribution.

The Promoters' contribution has been brought in to the extent of not less than the specified minimum lot and has been contributed by the person defined as a promoter under the SEBI Regulations.

(c) Details of share capital locked-in for one year:

In terms of the Regulation 37 of the SEBI Regulations, in addition to the Equity Shares proposed to be locked-in as part of our Promoter's contribution as stated above, the entire pre-Issue equity share capital of our Company will be locked-in for a period of one year from the date of Allotment of Equity Shares in the Issue except any Equity Shares held by the employees of our Company (who continue to be the employees of our Company as on the date of Allotment) which may be allotted to them under the ESOP 2009 or ESOP 2015 prior to the Issue. Further, as required, our Company has made full disclosures with respect to these scheme in accordance with SEBI Regulations.

***(d) Other requirements in respect of lock-in*:**

Pursuant to Regulation 39 of the SEBI Regulations, the locked-in Equity Shares held by our Promoters can be pledged with any scheduled commercial bank or public financial institution

as collateral security for loans granted by such scheduled commercial bank or public financial institution, provided that (i) the pledge of shares is one of the terms of sanction of the loan; and (ii) if the shares are locked-in as Promoter's contribution for three years under Regulation 36(a) of the SEBI Regulations, then in addition to the requirement in (i) above, such shares may be pledged only if the loan has been granted by the scheduled commercial bank or public financial institution for the purpose of financing one or more of the objects of the Issue.

Pursuant to Regulation 40 of the SEBI Regulations, Equity Shares held by our Promoters, which are locked-in in accordance with Regulation 36 of the SEBI Regulations, may be transferred to and among our Promoters and any member of the Promoter Group, or to a new promoter or persons in control of our Company subject to continuation of the lock-in in the hands of the transferee for the remaining period and compliance with the Takeover Regulations, as applicable and such transferee shall not be eligible to transfer them till the lock-in period stipulated in SEBI Regulations has expired.

Further, pursuant to Regulation 40 of the SEBI Regulations, Equity Shares held by shareholders other than our Promoters which are locked-in in accordance with Regulation 37 of the SEBI Regulations, may be transferred to any other person holding shares which are locked-in, subject to continuation of the lock-in in the hands of the transferee for the remaining period and compliance with the Takeover Regulations, as applicable and such transferee shall not be eligible to transfer them till the lock-in period stipulated in SEBI Regulations has expired.

(e) Lock-in of Equity Shares Allotted to Anchor Investors:

Any Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked-in for a period of 30 days from the date of Allotment.

5. Shareholding Pattern of our Company

The table below presents the equity shareholding of our Company as on the date of this Draft Red Herring Prospectus:

Category (I)	*Category of shareholder (II)*	*Nos. of shareholders (III)*	*No. of fully paid up equity shares held (IV)*	*No. of Partly paid-up equity shares held (V)*	*No. of shares underlying Depository Receipts (VI)*	*Total nos. shares held (VII) = (IV)+(V)+ (VI)*	*Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)*	*Number of Voting Rights held in each class of securities (IX)*		*No. of Shares underlying outstanding convertible securities (including Warrants) (X)*	*Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)= (VII)+(X) As a % of (A+B+C2)*	*Number of locked in shares (XII)*		*Number of Shares pledged or otherwise encumbered (XIII)*		*Number of equity shares held in dematerialized form (XIV)*
								No of Voting Rights				*No. (a)*	*As a % of total Shares held (b)*	*No. (a)*	*As a % of total Shares held (b)*	
								Class – Equity Shares	*Total as a % of (A+B+C)*							
(A)	Promoter & Promoter Group	3	112,775,280	-	-	112,775,280	99.51	112,775,280	99.51	-	97.14	-		-		112,775,280
(B)	Public	6	559,776	-	-	559,776	0.49	559,776	0.49	-	0.48	-		-		469,549
(C)	Non Promoter-Non Public	-	-	-	-	-	-	-	-	-	-	-		-		-
(C1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-		-		-
(C2)	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-		-		-
(C3)	Shares underlying ESOP's	-	-	-	-	-	-	-	-	2,759,008	2.38	-		-		
	Total	**9**	**113,335,056**	**-**	**-**	**113,335,056**	**100.00**	**113,335,056**	**100.00**	**2,759,008**	**100.00**	**-**		**-**		**113,244,829**

6. Details of the shareholding of our Promoters and the members of our Promoter Group as on the date of filing of this Draft Red Herring Prospectus are set forth below:

Name of the Shareholder	Total Equity Shares	Percentage (%) of Pre-Issue Capital
Promoters		
TCIL*	78,823,496	69.55
Ajit Isaac	18,585,960	16.40
Total Holding of the Promoters (A)	**97,409,456**	**85.95**
Promoter Group		
Net Resources	15,365,824	13.56
Total Holding of the Promoter Group (other than Promoters) (B)	**15,365,824**	**13.56**
Total Holding of Promoters and Promoter Group (A+B)	**112,775,280**	**99.51**

* *None of the directors of TCIL hold any Equity Shares in our Company*

7. There are no public shareholders holding more than 1% of the pre-Issue paid-up capital of our Company as on the date of this Draft Red Herring Prospectus.

8. Except as disclosed above, there are no securities of our Company that have been purchased or sold by our Promoters, the Promoter Group, TCIL's directors and/or our Directors and/or the immediate relatives of our Directors within the last six months preceding the date of filing the Draft Red Herring Prospectus with the SEBI.

9. Equity Shares held by the top 10 Shareholders:

(a) As of the date of this Draft Red Herring Prospectus:

Sr. No.	Name of the Shareholder	Number of Equity Shares Held	Percentage (%) of Pre-Issue Capital	Number of employee stock options outstanding under ESOP 2009*
1.	TCIL	78,823,496	69.55	Not Applicable
2.	Ajit Isaac	18,585,960	16.40	Not Applicable
3.	Net Resources	15,365,824	13.56	Not Applicable
4.	Amrita Nathani	169,408	0.15	140,700
5.	Guruprasad S	125,212	0.11	187,600
6.	Vijay Sivaram	88,384	0.08	154,100
7.	Venkatesan Jayaraman	88,388	0.08	36,180
8.	Pratibha J	58,924	0.05	48,240
9.	Jaison Jose	29,460	0.03	80,348
	Total	**113,335,056**	**100.00**	**647,168**

* *Each option granted under ESOP 2009 is convertible into one Equity Share*

(b) As of 10 days prior to the date of this Draft Red Herring Prospectus:

Sr. No.	Name of the Shareholder	Number of Equity Shares Held	Percentage (%) of Pre-Issue Capital	Number of employee stock options outstanding under ESOP 2009*
1.	TCIL	78,823,496	69.55	Not Applicable
2.	Ajit Isaac	18,585,960	16.40	Not Applicable
3.	Net Resources	15,365,824	13.56	Not Applicable
4.	Amrita Nathani	169,408	0.15	140,700
5.	Guruprasad S	125,212	0.11	187,600
6.	Vijay Sivaram	88,384	0.08	154,100

Sr. No.	Name of the Shareholder	Number of Equity Shares Held	Percentage (%) of Pre-Issue Capital	Number of employee stock options outstanding under ESOP 2009*
7.	Venkatesan Jayaraman	88,388	0.08	36,180
8.	Pratibha J	58,924	0.05	48,240
9.	Jaison Jose	29,460	0.03	80,348
	Total	**113,335,056**	**100.00**	**647,168**

* *Each option granted under ESOP 2009 is convertible into one Equity Share*

(c) As of two years prior to the date of this Draft Red Herring Prospectus:

Sr. No.	Name of the Shareholder	Number of Equity Shares Held	Percentage (%) of Pre-Issue Capital	Number of employee stock options outstanding under ESOP 2009*
1.	TCIL	12,928,917	68.06	Not Applicable
2.	Ajit Isaac	4,607,965	24.26	Not Applicable
3.	Net Resources	1,294,100	6.81	Not Applicable
4.	Amrita Nathani	38,525	0.20	35,175
5.	Hithendra KR	38,525	0.20	32,650
6.	Guruprasad S	28,475	0.15	46,900
7.	Venkatesan Jayaraman	20,100	0.11	9,045
8.	Vijay Sivaram	20,100	0.11	38,525
9.	Pratibha J	13,400	0.07	12,060
10.	Jaison Jose	6,700	0.04	20,087
	Total	**18,996,807**	**100**	**194,442**

* *Each option granted under ESOP 2009 is convertible into one Equity Share*

10. Employee Stock Option Plans

ESOP 2009

Our Company, pursuant to the resolution passed by our Board dated November 19, 2009, adopted ESOP 2009. Pursuant to ESOP 2009, options to acquire Equity Shares may be granted to eligible employees (as defined in ESOP 2009). The aggregate number of Equity Shares, which may be issued under ESOP 2009, shall not exceed 2,759,008 Equity Shares. The ESOP 2009 was brought in line with the SEBI ESOP Regulations pursuant to resolutions passed by our Board and Shareholders dated December 22, 2015 and December 23, 2015 respectively. The details of ESOP 2009, as certified by Mukunda Shiva & Associates, Chartered Accountants, through a certificate dated January 29, 2016, are as follows:

Particulars	Details
Options granted	The total number of options granted is 3,369,256. The total number of options granted was 1,300,000. ESOP 2009 provides that the said options shall automatically get adjusted on account of corporate actions including issue of bonus shares, split or rights issue. However, no adjustments have been made for the rights issue of December 22, 2015. Accordingly, on December 23, 2015, the shareholders approved bonus issue of three Equity Shares for every one Equity Share held, consequent to which options granted and in force gets adjusted after considering the forfeiture and stock options exercised prior to bonus issue which cumulates to 3,369,256 options. No adjustment is made in the exercise price as the exercise price is equal to face value of the share. The year wise details of options granted prior to adjustment for bonus issue is as under:

<table>
<tr><th>Particulars</th><th>Details</th></tr>
<tr><td></td><td>
<table>
<tr><th>Year/ Period</th><th>No. of Options granted</th></tr>
<tr><td>Financial Year 2010</td><td>180,000</td></tr>
<tr><td>Financial Year 2011</td><td>237,680</td></tr>
<tr><td>Financial Year 2012</td><td>321,250</td></tr>
<tr><td>Financial Year 2013</td><td>561,070</td></tr>
<tr><td>April 1, 2013 to December 31, 2013</td><td>Nil</td></tr>
<tr><td>January 1, 2014 to March 31, 2015</td><td>Nil</td></tr>
<tr><td>April 1, 2015 to September 30, 2015</td><td>Nil</td></tr>
<tr><td>Total</td><td>1,300,000</td></tr>
</table>

72,470 options forfeited during Financial Year 2012 and Financial Year 2013 were reissued during Financial Year 2013.
</td></tr>
<tr><td>Pricing formula</td><td>Each option entitles the holder to purchase one Equity Share at a price of ₹10.00 per Equity Share.</td></tr>
<tr><td>Vesting period</td><td>Period of 1 (one) year from the date of grant of the option to the optionee in a graded manner over a three year period.</td></tr>
<tr><td>Options vested and not exercised</td><td>
<table>
<tr><th>As at the end of Year / Period</th><th>No. of Options vested and not exercised</th></tr>
<tr><td>Financial Year 2013</td><td>1,300,000</td></tr>
<tr><td>April 1, 2013 to December 31, 2013</td><td>871,000</td></tr>
<tr><td>January 1, 2014 to March 31, 2015</td><td>871,000</td></tr>
<tr><td>April 1, 2015 to September 30, 2015</td><td>871,000</td></tr>
</table>

2,940,256 (including adjustment made for the bonus issue in the ratio of three Equity Shares for every one Equity Share approved by the Shareholders on December 23, 2015 and 181,248 options forfeited). Prior to such adjustment, the options vested and not exercised was 871,000.
</td></tr>
<tr><td>Options exercised</td><td>429,000 exercised during nine months ended December 31, 2013. (The Equity Shares arising as a result of the options were exercised prior to bonus issue approved by the Shareholders on December 23, 2015).</td></tr>
<tr><td>The total number of Equity Shares arising as a result of exercise of options</td><td>429,000 Equity Shares allotted during April – June quarter during nine months ended December 31, 2013. (The Equity Shares arising as a result of the options exercised prior to bonus issue approved by the Shareholders on December 23, 2015)</td></tr>
<tr><td>Options forfeited / lapsed</td><td>181,248

Apart from this 72,470 options were forfeited (45,470 options during Financial Year 2012 and 27,000 options in Financial Year 2013) due to employees leaving the Company.

However 72,470 options were reissued during Financial Year 2013

(The number of options forfeited / lapsed was prior to the bonus issue approved by the Shareholders on December 23, 2015).</td></tr>
<tr><td>Variation of terms of options</td><td>The Nomination and Remuneration Committee and the Board of Directors of Company modified the exercise period on December 22, 2015 over a period of five years commencing from the date of an initial public offering by the Company (or one of its subsidiaries) or other transaction or series of transactions in which Company's shareholders prior to such transaction or transactions will not retain a majority of the Equity Shares or the voting power of the surviving entity, whichever is earlier.

In the event that the option holder leaves the Company upon resignation or termination, the exercise period shall be calculated after expiry of two year cooling period from the date of cessation of services with the Company.

This was approved by the Shareholders on December 23, 2015.</td></tr>
<tr><td>Money realized by exercise of options</td><td>₹4,290,000</td></tr>
<tr><td>Total number of options in force</td><td>2,759,008 (including adjustment made for the bonus issue approved by the Shareholders on December 23, 2015). Prior to such adjustment, the options in force is 689,752</td></tr>
</table>

<table>
<tr><th>Particulars</th><th>Details</th></tr>
<tr><td></td><td>
<table>
<tr><th>Year/period</th><th>No. of Options outstanding (prior to bonu adjustment)</th></tr>
<tr><td>Financial Year 2013</td><td>13,00,000</td></tr>
<tr><td>April 1, 2013 to December 31, 2013</td><td>8,71,000</td></tr>
<tr><td>January 1, 2014 to March 31, 2015</td><td>871,000</td></tr>
<tr><td>April 1, 2015 to September 30, 2015</td><td>871,000</td></tr>
</table>
(181,248 options were forfeited on December 22, 2015)
</td></tr>
<tr><td>Employee-wise detail of options granted to</td><td></td></tr>
<tr><td>i. Senior managerial personnel</td><td>
<table>
<tr><th rowspan="2">Senior Managerial Personnel Name$</th><th colspan="3">No of Options granted#</th></tr>
<tr><th>Granted</th><th>Exercised</th><th>Outstanding</th></tr>
<tr><td>Subrata Nag</td><td>372,998</td><td>40,894</td><td>332,104</td></tr>
<tr><td>Vivek Arora</td><td>201,670</td><td>22,110</td><td>179,560</td></tr>
<tr><td>Guruprasad S</td><td>201,700</td><td>23,100</td><td>187,600</td></tr>
</table>
$ Senior Managerial Personnel as identified by the Company
# Includes adjusted options in line with bonus issue approved by the Shareholders on December 23, 2015.
</td></tr>
<tr><td>ii. Any other employee who received a grant in any one year of options amounting to 5% or more of the options granted during the year</td><td>
Options granted for Financial Year 2013
<table>
<tr><th>Employee Name</th><th>No of Options granted#</th></tr>
<tr><td>Hithendra KR*</td><td>32,650</td></tr>
</table>
*with effect from June 10, 2014, he is no longer employee of Company and all options unexercised by him were forfeited.
The number of options are prior to bonus issue approved by the Shareholders on December 23, 2015.

Options granted for the period April 1, 2013 to December 31, 2013 – Nil.
Options granted for the period January 1, 2014 to March 31, 2015 – Nil.
Options granted for the period April 1, 2015 to September 30, 2015 – Nil.

Note: The above table excludes the options granted to Senior Managerial Personnel who have been granted options amounting to 5% or more of the options granted during the year.
</td></tr>
<tr><td>iii. Identified employees who were granted options during any one year equal to exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant</td><td>Nil</td></tr>
<tr><td>Fully diluted Earnings per Equity Share – (face value ₹10 per Equity Share) pursuant to issue of Equity Shares on exercise of options calculated in accordance with relevant accounting standards</td><td>
As per Audited Restated Standalone Financial Statements:

April 1, 2012 - March 31, 2013 ₹0.39
April 1, 2013 – December 31, 2013 ₹0.35
January 1, 2014 – March 31, 2015 ₹5.56
April 1, 2015 -September 30, 2015 ₹3.08

As per Audited Restated Consolidated Financial Statements:

April 1, 2012- March 31, 2013 ₹1.06
April 1, 2013 – December 31, 2013 ₹1.58
</td></tr>
</table>

<table>
<tr><th>Particulars</th><th>Details</th></tr>
<tr><td></td><td>January 1, 2014 – March 31, 2015 ₹5.96
April 1, 2015 - September 30, 2015 ₹3.05</td></tr>
<tr><td>Lock-in</td><td>Nil</td></tr>
<tr><td>Impact on profit and Earnings per Equity Share – (face value ₹10 per Equity Share) of the last three years if the accounting policies prescribed in the SEBI ESOP Regulations had been followed</td><td>Refer to Note below*</td></tr>
<tr><td>Difference, if any, between employee compensation cost calculated using the intrinsic value of stock options and the employee compensation cost calculated on the basis of fair value of stock options and its impact on profits and on the Earnings per Equity Share – (face value ₹10 per Equity Share)</td><td>Refer to Note below*</td></tr>
<tr><td>Weighted average exercise price and the weighted average fair value of options whose exercise price either equals or exceeds or is less than the market price of the stock</td><td>The weighted average exercise price, fair value and intrinsic value for the options outstanding are as follows:
<table>
<tr><th></th><th>Weighted average Intrinsic Value as on date of grant</th><th>Weighted average Exercise Price as on date of grant</th><th>Weighted average Fair Value as on date of grant</th></tr>
<tr><td>Apr 2011- Mar 2012</td><td>₹49.93</td><td>₹10.00</td><td>₹53.39</td></tr>
<tr><td>Apr 2012- Mar 2013</td><td>₹69.00</td><td>₹10.00</td><td>₹72.38</td></tr>
<tr><td>Apr 2013 – Dec 2013</td><td colspan="3" rowspan="3">Not Applicable as no grants were made during the period.</td></tr>
<tr><td>Jan, 2014 – Mar, 2015</td></tr>
<tr><td>Apr 2015 -Sept 2015</td></tr>
</table></td></tr>
<tr><td>Description of the method and significant assumptions used during the year to estimate the fair values of options, including weighted-average information, namely, risk-free interest rate, expected life, expected volatility, expected dividends and the price of the underlying share in market at the time of grant of the option</td><td>The Company follows the intrinsic value method for employee stock option accounting. For estimating the fair value of the options the Company has adopted the Black Scholes method with the following assumptions:
<table>
<tr><th>Assumptions</th><th>Apr 2011- Mar 2012</th><th>Apr 2012- Mar 2013</th><th>Apr 2013 – Dec 2013</th><th>Jan, 2014 – Mar, 2015</th><th>Apr 2015 -Sept 2015</th></tr>
<tr><td>Risk Free Interest Rate</td><td>8.50%</td><td>8.25%</td><td colspan="3" rowspan="5">Not Applicable</td></tr>
<tr><td>Expected Life</td><td>5 years</td><td>5 years</td></tr>
<tr><td>Expected Volatility</td><td>Nil</td><td>Nil</td></tr>
<tr><td>Dividend yield (%)</td><td>--</td><td>--</td></tr>
<tr><td>Price of underlying share in the market at the time of grant of option</td><td>Not Applicable</td><td>Not Applicable</td></tr>
<tr><td>Fair value of share</td><td>₹53.39</td><td>₹72.38</td><td colspan="3">No grants were made during this period</td></tr>
</table></td></tr>
<tr><td>Intention of the holders of Equity Shares</td><td>Except for 32 employees who intend to sell an aggregate of 182,963 Equity Shares arising out of conversion of 182,963 options, there is no intention of the holders of</td></tr>
</table>

Particulars	Details
allotted on exercise of options to sell their shares within three months after the listing of Equity Shares pursuant to the Issue	Equity Shares allotted on exercise of options to sell their shares within three months after the listing of Equity Shares pursuant to the Issue.
Intention to sell Equity Shares arising out of the ESOP 2009 within three months after the listing of Equity Shares by directors, senior managerial personnel and employees having Equity Shares arising out of ESOP 2009 amounting to more than 1% of the issued capital (excluding outstanding warrants and conversions), which inter alia shall include name, designation and quantum of the equity shares issued under the ESOP 2009 and the quantum they intend to sell within 3 months.	There is no intention to sell Equity Shares arising out of the ESOP 2009 within three months after the listing of Equity Shares by directors, senior managerial personnel and employees having Equity Shares arising out of ESOP 2009 amounting to more than 1% of the issued capital (excluding outstanding warrants and conversions).

***Note**

The details of the impact for the previous three years and six months ended September 30, 2015 on profits and earnings per share on account of accounting policies, had the Company followed fair value accounting method, specified in the SEBI ESOP Regulations are as follows:

Particulars	April 1, 2012 to March 31, 2013	April 1, 2013 to December 31, 2013	January 1, 2014 to March 31, 2015	April 1, 2015 to September 30, 2015
Impact on profits of the Company (₹ in million)	(6.88)	6.49	Nil	Nil
Impact on Basic EPS	(0.07)	0.06	Nil	Nil
Impact on Diluted EPS	(0.07)	0.06	Nil	Nil

ESOP 2015

Our Company, pursuant to resolutions passed by our Board and our Shareholders resolutions dated December 22, 2015 and December 23, 2015, respectively, adopted ESOP 2015. Pursuant to ESOP 2015, options to acquire Equity Shares may be granted to eligible employees (as defined in ESOP 2015). The aggregate number of Equity Shares, which may be issued under ESOP 2015, shall not exceed 1,900,000 Equity Shares. The ESOP 2015 is in compliance with SEBI ESOP Regulations. The details of ESOP 2015, as certified by Mukunda Shiva & Associates, Chartered Accountants, through a certificate dated January 29, 2016, are as follows:

Particulars	Details
Options granted	Nil
Pricing formula	The option exercise price would be determined by the Nomination and Remuneration Committee, provided that the exercise price per option shall not be less than the face value of the Equity Shares of the Company as on the date of grant of options

Particulars	Details
Vesting period	The Options Granted under the ESOP 2015 shall Vest in the manner set forth below: • 34% of Options Granted ("**Tranche 1 Options**") shall Vest at the end of one year from the Grant Date ("**First Vesting Date**") • 33% of Options Granted ("**Tranche 2 Options**") shall Vest at the end of two years from the Grant Date ("**Second Vesting Date**") • 33% of Options Granted ("**Tranche 3 Options**") shall Vest at the end of three years from the Grant Date ("**Third Vesting Date**")
Options vested and not exercised	-
Options exercised	-
The total number of Equity Shares arising as a result of exercise of options	-
Options forfeited / lapsed	-
Variation of terms of options	Nil
Money realized by exercise of options	-
Total number of options in force	-
Employee-wise detail of options granted to	
i. Senior managerial personnel	Nil
ii. Any other employee who received a grant in any one year of options amounting to 5% or more of the options granted during the year	Nil
iii. Identified employees who were granted options during any one year equal to exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant	Nil
Fully diluted Earnings per Equity Share – (face value ₹10 per Equity Share) pursuant to issue of Equity Shares on exercise of options calculated in accordance with relevant accounting standards	Not Applicable
Lock-in	Nil
Impact on profit and Earnings per Equity Share – (face value ₹10 per Equity Share) of the last three years if the accounting policies prescribed in the SEBI ESOP Regulations had been followed	Not Applicable
Difference, if any, between employee compensation cost calculated using the intrinsic value of stock options and the employee compensation cost calculated on the basis of fair value of stock options and its impact on profits and on the Earnings per Equity Share – (face value ₹10 per Equity Share)	Not Applicable
Weighted average exercise price and the weighted average fair value of options whose exercise price either equals or exceeds or is less than the market price of the stock	Not Applicable
Description of the method and significant assumptions used during	Not Applicable

Particulars	Details
the year to estimate the fair values of options, including weighted-average information, namely, risk-free interest rate, expected life, expected volatility, expected dividends and the price of the underlying share in market at the time of grant of the option	
Intention of the holders of Equity Shares allotted on exercise of options to sell their shares within three months after the listing of Equity Shares pursuant to the Issue	Not Applicable
Intention to sell Equity Shares arising out of the ESOP 2015 within three months after the listing of Equity Shares by directors, senior managerial personnel and employees having Equity Shares arising out of ESOP 2015 amounting to more than 1% of the issued capital (excluding outstanding warrants and conversions), which inter alia shall include name, designation and quantum of the equity shares issued under the ESOP 2015 and the quantum they intend to sell within 3 months.	Not Applicable

11. No financing arrangements have been entered into by the members of our Promoter Group, TCIL's directors, our Directors or their relatives for the purchase by any other person of the securities of our Company other than in the normal course of business of the financing entity during a period of six months preceding the date of filing of this Draft Red Herring Prospectus with the SEBI.

12. Our individual Promoter, Ajit Isaac has entered into promoter escrow agreement with our Promoter, TCIL, our Company and J. Sagar Associates, through its office located in Bengaluru, the escrow agent. Our Promoters are in the process of effecting the terms of the promoter escrow agreement. For details see "History and Certain Corporate Matters – Shareholders'Arrangements" on page 162.

13. Our Company has not allotted any Equity Shares pursuant to any scheme approved under Sections 391-394 of the Companies Act, 1956.

14. Our Company has not issued any Equity Shares out of revaluation reserves since incorporation.

15. None of the BRLMs or their respective associates (determined as per the definition of associate company under Section 2(6) of the Companies Act, 2013) hold any Equity Shares in our Company.

16. All Equity Shares will be fully paid-up at the time of Allotment failing which no Allotment shall be made.

17. There are 2,759,008 options that have vested but have not been exercised under ESOP 2009 which are convertible into 2,759,008 Equity Shares.

18. Except for any issuance of Equity Shares pursuant to the vesting and/or exercise of the options granted or to be granted pursuant to the ESOP 2009 and ESOP 2015 and their consequent conversion into Equity Shares, there will not be any further issue of Equity Shares, whether by way of issue of bonus Equity Shares, preferential allotment, rights issue or in any other manner during the period commencing from submission of this Draft Red Herring Prospectus with the SEBI until the Equity Shares have been listed on the Stock Exchanges. Further, except as stated above, our Company presently does not have any proposal, intention, negotiation or consideration to alter the capital structure within a period of six months from the Bid/Issue Opening Date, by way of split or consolidation of the denomination of Equity Shares or further issue of Equity Shares whether on a

preferential basis or issue of bonus or rights or further public issue of Equity Shares or qualified institutions placement.

19. Other than the outstanding options issued under the ESOP 2009 and outstanding options to be issued under ESOP 2015, there are no outstanding warrants, options or rights to convert debentures, loans or other instruments convertible into the Equity Shares.

20. Neither our Company nor our Directors have entered into any buy-back and/or standby arrangements for purchase of Equity Shares from any person. Further, the BRLMs have not made any buy-back and/or standby arrangements for purchase of Equity Shares from any person.

21. No person connected with the Issue, including, but not limited to, the BRLMs, the members of the Syndicate, our Company, the Directors, the Promoters, members of our Promoter Group and Group Entities, shall offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any Bidder for making a Bid.

22. The Issue is being made through the Book Building Process wherein 50% of the Issue shall be allocated on a proportionate basis to QIBs, provided that our Company may allocate up to 60% of the QIB Category to Anchor Investors on a discretionary basis. 5% of the QIB Category (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the QIB Category shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Issue Price. Further, not less than 15% of the Issue shall be available for allocation on a proportionate basis to Non-Institutional Investors and not less than 35% of the Issue will be available for allocation to Retail Individual Investors in accordance with the SEBI Regulations, subject to valid Bids being received at or above the Issue Price. Under-subscription, if any, in any category (other than the QIB Category), would be allowed to be met with spill over from any other category or a combination of categories at the discretion of our Company, in consultation with the BRLMs and the Designated Stock Exchange. All potential investors, other than Anchor Investors, are mandatorily required to utilise the ASBA process by providing details of their respective bank accounts which will be blocked by the SCSBs, to participate in this Issue. For details, see "Issue Procedure" on page 436.

23. Oversubscription to the extent of 10% of the net proceeds of the Issue can be retained for the purposes of rounding off to the nearer multiple of minimum allotment lot.

24. There shall be only one denomination of the Equity Shares, unless otherwise permitted by law. Our Company shall comply with such disclosure and accounting norms as may be specified by the SEBI from time to time.

25. As of the date of the filing of this Draft Red Herring Prospectus, the total number of holders of our Equity Shares is nine.

26. Our Promoters and Promoter Group will not participate in the Issue.

27. Our Company shall ensure that transactions in Equity Shares by the Promoters and the Promoter Group during the period between the date of registering the Red Herring Prospectus with the RoC and the date of closure of the Issue shall be reported to the Stock Exchanges within 24 hours of the transaction.

OBJECTS OF THE ISSUE

The objects of the Issue are:

1. Repayment of debt availed by our Company;

2. Funding capital expenditure requirements of our Company and our Subsidiary, MFX US;

3. Funding incremental working capital requirement of our Company;

4. Acquisitions and other strategic initiatives; and

5. General corporate purposes

(collectively, referred to herein as "**Objects**").

In addition, our Company expects to achieve the benefits of listing of the Equity Shares on the Stock Exchanges which we believe will result in enhancement of our Company's brand and creation of a public market for our Equity Shares in India.

The main objects and the objects ancilliary to the main objects clause as set out in the Memorandum of Association enable our Company to undertake existing activities and the activities for which funds are being raised by our Company through the Issue. Further, the loan availed by our Company, which is proposed to be repaid from the Net Proceeds of the Issue, is for activities carried out as enabled by the objects clause of Memorandum of Association.

Requirement of Funds

The details of the proceeds of the Issue are summarised in the table as stated below:

Particulars	Amount (₹ in million) [(1)]
Gross Proceeds of the Issue	4,000
(Less) Issue related expenses[(1)]	[●]
Net Proceeds	**[●]**

[(1)] *To be finalised upon determination of the Issue Price*

Means of Finance

We intend to completely finance our Objects from Net Proceeds. Accordingly, we confirm that we are in compliance with the requirement to make firm arrangements of finance under Regulation 4(2)(g) of the SEBI Regulations through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised through the Issue.

Given the dynamic nature of our business, we may have to revise our funding requirements and deployment on account of a variety of factors such as our financial condition, business and strategy and external factors such as market conditions, competitive environment and interest or exchange rate fluctuations, which may not be within the control of our management. This may entail rescheduling or revising the planned expenditure and funding requirements, including the expenditure for a particular purpose at the discretion of our management. If the actual utilisation towards any of the Objects is lower than the proposed deployment such balance will be used for general corporate purposes to the extent that the total amount to be utilized towards general corporate purposes will not exceed 25% of the proceeds from the Issue in accordance with Regulation 4(4) of the SEBI Regulations. In case of a shortfall in raising requisite capital from the Net Proceeds or an increase in the total estimated costs of the Objects of the Issue, we may explore a range of options including utilising our internal accruals and seeking additional debt from existing and future lenders. We believe that such alternate arrangements would be available to fund any such shortfalls. Further, in case of variations in the actual utilization of funds earmarked for the purposes set forth above, increased fund requirements for a particular purpose may be financed by surplus funds, if any, available in respect of the other purposes for which funds are being raised in this Issue.

The above fund requirements are based on internal management estimates and quotations received from vendors and suppliers, which are subject to change in the future, and have not been appraised by any bank or financial institution. These are based on current conditions and are subject to revisions in light of changes in external

circumstances or costs, or our financial condition, business or strategy. For details of factors that may affect these estimates, see "Risk Factors" on page 17.

Utilization of Net Proceeds

The proposed utilisation of the Net Proceeds is set forth in the table as stated below:

Particulars	Amount (₹ in million)
Repayment of debt availed by our Company	500.00
Funding capital expenditure requirements of our Company and our Subsidiary, MFX US	706.81
Funding incremental working capital requirement of our Company	1,579.01
Acquisitions and other strategic initiatives	800.00
General corporate purposes[(1)]	[●]
Total Net Proceeds	[●]

(1) To be finalised upon determination of the Issue Price

Schedule of Implementation and Deployment of Net Proceeds

The Net Proceeds are currently expected to be deployed in accordance with the schedule as stated below:

(₹ in million)

Particulars	Total estimated costs	Amount to be funded from the Net Proceeds	Estimated Utilisation of Net Proceeds	
			Fiscal 2017	Fiscal 2018
Repayment of debt availed by our Company	500.00	500.00	500.00	-
Funding capital expenditure requirement of our Company and our Subsidiary, MFX US	706.81	706.81	353.41	353.40
Funding incremental working capital requirement of our Company	1,579.01	1,579.01	951.77	627.24
Acquisitions and other strategic initiatives	800.00	800.00	800.00	-
General corporate purposes[(1)]	[●]	[●]	[●]	[●]
Total	[●]	[●]	[●]	[●]

(1) To be finalized upon determination of the Issue Price

Details of the Objects of the Issue

1. Repayment of debt availed by our Company

Our Company has entered into certain financing arrangements in the form of working capital facility with banks. Our Company proposes to utilise an estimated amount of ₹500.00 million from the Net Proceeds towards repayment in full of the loan facility availed by our Company from the Bank of Nova Scotia.

The selection of borrowing proposed to be repaid from our Company facilities is based on various commercial considerations including, among others, the interest rate on the loan facility, the amount of the loan outstanding and the remaining tenor of the loan. We believe that such repayment will help in reducing the outstanding indebtedness and debt servicing costs and enable utilization of the internal accruals for further investment in the business growth and expansion. In addition, we believe that this would improve the ability to raise further resources in the future to fund the potential business development opportunities.

*Working capital facility availed from Bank of Nova Scotia ("**BNS**")*

Our Company has availed working capital facility from BNS aggregating to a total of ₹500.00 million pursuant to a facility letter dated February 23, 2015. The relevant terms of the facility are stated below:

Particulars	Details
Amount Sanctioned	₹500.00 million
Purpose	Towards financing our working capital requirements, export inventories and export receivables
Rate of interest	Mutually agreed rates to be fixed at the time of each draw down based on tenor
Repayment Schedule	Repayable on demand. However, until such demand is made our Company shall repay at the maturity of each drawdown
Prepayment penalty	In the event of untimely repayment, penal interest rate shall be charged at the

Particulars	Details
	discretion of BNS. The penal interest shall be based on the higher of BNS' cost of funding the overdues in the Interbank Call Money Market plus 4% p.a. or BNS' base rate plus 4% p.a.
Security	• First pari passu charge on the entire current assets of our Company, both present and future; • First pari pasu charge on the entire movable fixed assets of our Company, both present and future; and • Assignment of insurance over stocks in favour of BNS together with other working capital lenders
Amount Outstanding as of December 31, 2015	₹500.00 million

Mukunda Shiva & Associates, Chartered Accountants, have certified through a certificate dated January 29, 2016 that our Company had utilized the aforementioned facility for the purpose for which they were raised.

We intend to repay the loan facility on the maturity in accordance with the repayment schedule.

2. Funding capital expenditure requirements of our Company and our Subsidiary, MFX US

We intend to utilise ₹507.04 million for the funding of capital expenditure proposed to be incurred by our Company, for the purchase of construction and material handling machinery, computers and cleaning equipments and ₹199.77 million for the funding of capital expenditure proposed to be incurred by our Subsidiary, MFX US, for the purchase of network equipments, servers, storage and backup equipments, in Fiscals 2017 and 2018. Our Company has not deployed any amount towards their purchase.

a) Purchase of construction and material handling machinery

Our Company intends to purchase construction and material handling machinery to further strengthen our business in the Industrial Asset Management segment. The Industrial Asset Management segment provides managed services, industrial operations and maintenance services and technology and consultation services across various industries. Our Company estimates to incur capital expenditure for the purpose of such machinery of approximately ₹356.38 million. An indicative list of the machinery that we intend to purchase and a break-up of the estimated costs are stated below:

(₹ in million)

Description of the equipment	Purchase quantity	Unit cost*	Total amount
Palfinger truck mounted crane	1	1.77	1.77
ACE hydraulic mobile crane 14 Ton (3 part boom - 11 meters)	1	1.69	1.69
ACE hydraulic mobile cranes 14 Ton (4 part boom – 15.30 meters)	1	1.79	1.80
ACE hydraulic cranes 15 Ton (3 part boom – 11 meters)	1	1.85	1.85
ACE hydraulic mobile cranes 15 Ton (4 part boom – 15.30 meters)	1	1.98	1.98
Forklift 5 ton	1	1.62	1.62
Forklift Truck 3 ton	1	1.05	1.05
Crane 25 ton	4	11.34	45.36
Crane 55 ton	5	18.93	94.64
Crane 110 ton	2	49.70	99.40
Crane 200 ton	1	105.20	105.20
		Total	**356.38**

* *inclusive of applicable taxes, exchange rate as applicable at the rate of 1USD = ₹66.14 and 1Euro= ₹71.97*

b) Purchase of computer equipments

Our Company intends to purchase computer equipments, i.e., desktops and laptops for use across our Company and specifically in the Global Technology Solutions segment. Our Global Technology Solutions segment provides IT staffing and technology solutions and products. Our Company estimates to incur capital expenditure for the purpose of such equipments of approximately ₹101.62 million. An indicative list of the equipments that we intend to purchase and a break-up of the estimated costs are stated below:

(₹ in million)

Description of the equipment	Purchase quantity	Unit cost*	Total amount
Desktop computers	2,033	0.03	68.63
Laptops (model 1)	702	0.04	28.14
Laptops (model 2)	102	0.05	4.84
		Total	**101.62**

* *inclusive of applicable taxes, exchange rate as applicable at the rate of 1USD = ₹66.14 and 1 Euro = ₹71.97*

c) Purchase of cleaning equipments

Our Company intends to purchase cleaning equipments which will be utilized by us in carrying out business in the Integrated Facility Management segment. Our Integrated Facility Management segment provides facility management services including janitorial services, electro-mechanical services, pest control as well as food and hospitality services. Our Company estimates to incur capital expenditure for the purpose of such equipments of approximately ₹49.04 million. An indicative list of the equipments that we intend to purchase and a break-up of the estimated costs are stated below:

(₹ in million)

Description of the equipment	Purchase quantity	Unit cost*	Total amount
Dry Vacuum Cleaner Z Power	10	0.02	0.24
Wet & Dry Vacuum Cleaner	20	0.02	0.47
Carpet Injection / Extraction	10	0.14	1.41
P25 Injection Extraction	10	0.04	0.38
Back Pack Vacuum Cleaner	15	0.03	0.50
Upright Vacuum Cleaner	15	0.05	0.71
Steam Cleaner	15	0.06	0.89
Single Disc Scrubber – 500	25	0.08	2.10
Single Disc Scrubber – 430	30	0.07	2.21
Burnisher	10	0.16	1.63
Auto Scrubber – Compact	10	0.14	1.39
Auto Scrubber Dryer	15	0.18	2.75
Walk Behind Auto Scrubber	10	0.28	2.84
FP Autoscrubber Dryer	5	0.34	1.68
Ride Onn Auto Scrubber	10	0.42	4.21
Ride Onn Scrubber Dryer	10	0.76	7.60
Walk Behind Sweeper	15	0.02	0.35
Walk Behind Sweeper	10	0.22	2.22
Ride on Sweeper w/ Battery	15	0.84	12.67
High Pressure Jet Cleaner 1600	10	0.04	0.42
High Pressure Jet Cleaner 3200	15	0.07	1.09
High Pressure Jet Cleaner 160M	10	0.09	0.93
TVS XL Heavyduty	10	0.03	0.34
		Total	**49.04**

* *inclusive of applicable taxes, exchange rate as applicable at the rate of 1USD = ₹66.14 and 1Euro = ₹71.97*

d) Purchase of network equipments, servers, storage and backup equipments

Our Subsidiary, MFX US intends to purchase network equipments, servers, storage and backup equipments. Our Company estimates to incur capital expenditure for the purpose of such equipments of approximately ₹199.77 million. An indicative list of the equipments that we intend to purchase and a break-up of the estimated costs are stated below:

(₹ in million)

Description of the equipment	Purchase quantity	Unit cost*	Total amount
Cisco network equipment	1	103.11	103.11
Hard disk, servers and associated equipment	1	35.95	35.95
Heat exchangers and other support equipment for data-centre network equipment	1	6.68	6.68
Server racks, cables, installation and maintenance components	1	54.03	54.03
		Total	**199.77**

* *Exchange rate as applicable at the rate of 1USD = ₹66.14 and 1Euro= ₹71.97*

In order to conduct its operations, MFX US requires various approvals and/ or authorizations under the laws of USA. MFX US possesses all applicable government approvals and other authorizations required to conduct its business. In consequence of the merger of MFX Roanoke, Inc into MFX US, application has been filed before the Secretary of State, Virginia for the foreign corporation business registration certificate in the name of MFX US and is currently pending. Except as stated above, no further approvals are required by it to undertake its operations.

Our Company has not deployed any amount to MFX US for the purchase of the equipments specified above. Our Company intends to invest ₹199.77 million from the Net Proceeds in MFX US in the form of debt, equity or in any other manner as may be mutually decided for the purchase of such equipments in Fiscals 2017 and 2018. Our Company undertakes to make all post-facto filings under applicable laws pursuant to such investment. Such investment will help strengthen our international operations in the GTS business segment. See also, "Our Business – Strategies – Continue to improve operating margins" on page 138.

The quotations obtained from the vendors for the purchase of the equipments specified above are valid as on the date of this Draft Red Herring Prospectus. However, we have not entered into any definitive agreements with the vendors and there can be no assurance that the same vendors would be engaged to eventually supply the equipments at the same costs. The quantity of the equipments to be purchased is based on the estimates of our management. Further, the specific number and nature of equipments to be purchased by our Company and MFX US will depend on our business requirements, which are dynamic and may evolve with the passage of time.

Our Promoters, Directors, Key Management Personnel or Group Entities have no interest in the proposed procurements, as stated above.

Our Company and MFX US shall have the flexibility to deploy the equipments at our existing and future offices, according to the business requirements of such offices and based on the estimates of our management.

3. Funding incremental working capital requirement of our Company

We fund the majority of our working capital requirements in the ordinary course of our business from our internal accruals, financing from various banks and financial institutions and capital raising through issue of Equity Shares. As on September 30, 2015, March 31, 2015 and December 31, 2013, the amount outstanding on our Company's working capital facility was ₹2,071.46 million, ₹1,650.62 million and ₹303.46 million respectively, as per our Restated Standalone Financial Statements. Our Restated Standalone Financial Statements and Restated Consolidated Financial Statements as on September 30, 2015, March 31, 2015 and December 31, 2013 are not comparable to each other due to change in financial year end. See, "Risk Factors – Our Restated Standalone Financial Statements and Restated Consolidated Financial Statements for the relevant financial reporting periods are not comparable to each other, do not fully reflect the effect of our recent acquisitions on the relevant financial reporting period and are not representative of our future financial performance" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 19 and 353, respectively.

Our Company's existing working capital requirement and funding on the basis of our Restated Standalone Financial Statements as of September 30, 2015, March 31, 2015 and December 31, 2013 are stated below:

(₹ in million)

Particulars	As on and for nine months period ending December 31, 2013	As on and for the 15 months period ending March 31, 2015	As on and for the six months period ending September 30, 2015
Current Assets			
Inventories	-	4.39	6.55
Trade receivables	450.34	2,164.29	2,948.49
Short-term loans and advances	242.70	430.26	300.39
Other current assets	389.41	1,299.61	1,745.85
Total Current Assets	**1,082.45**	**3,898.55**	**5,001.28**
Non-Current Assets			
Long term loans & advances	476.45	537.59	716.71
Total Assets (A)	**1,558.90**	**4,436.14**	**5,717.99**
Current Liabilities			
Other current liabilities excluding overdraft	939.95	1,878.43	2,441.92
Short-term provisions	7.03	61.97	47.48
Total Current Liabilities	**946.98**	**1,940.40**	**2,489.40**
Non-Current Liabilities			
Long-term provisions	7.29	85.12	99.19
Total Liabilities (B)	**954.27**	**2,025.52**	**2,588.59**
Total Working Capital Requirements (A)-(B)	**604.63**	**2,410.62**	**3,129.40**
Funding Pattern			
Working Capital funding from banks	303.46	1,650.62	2,071.46
Internal Accruals	301.17	760.00	1,057.94
Total	**604.63**	**2,410.62**	**3,129.40**

On the basis of our existing working capital requirements and the incremental working capital requirements, our Board pursuant to their resolution dated January 18, 2016 has approved the business plan for the five year period for Fiscals 2017, 2018, 2019, 2020 and 2021 and the projected working capital requirements for Fiscals 2016, 2017 and 2018 as stated below:

(₹ in million)

Particulars	Fiscal 2016	Fiscal 2017	Fiscal 2018
Current Assets			
Inventories	5.93	6.28	7.25
Trade receivables	3,433.11	4,330.21	5,421.16
Short-term loans and advances	766.96	1,055.98	865.47
Other current assets	1,946.51	2,457.10	3,059.77
Total Current Assets	**6,152.51**	**7,849.57**	**9,353.65**
Non-Current Assets			
Long term loans & advances	372.44	365.52	364.63
Total Assets (A)	**6,524.95**	**8,215.09**	**9,718.28**
Current Liabilities			
Other current liabilities excluding overdraft	2,637.68	3,320.70	4,134.87
Short-term provisions	79.52	98.84	120.97
Total Current Liabilities	**2,717.20**	**3,419.54**	**4,255.84**
Non-Current Liabilities			
Long-Term Provisions	175.04	211.07	250.72
Total Liabilities (B)	**2,892.24**	**3,630.61**	**4,506.56**
Total Working Capital Requirements (A)-(B)	**3,632.71**	**4,584.48**	**5,211.72**
Proposed Funding Pattern			
Net Proceeds of the Issue	00.00	951.77	1,579.01
Working Capital funding from banks	2,142.20	1,600.00	1,600.00

Particulars	Fiscal 2016	Fiscal 2017	Fiscal 2018
Internal Accruals	1,490.51	2,032.71	2,032.71
Total	**3,632.71**	**4,584.48**	**5,211.72**

Key Assumptions and Justifications

Particulars	Assumptions made and Justifications
Inventories	Our inventories are not significant and are expected to grow in line with the growth in our business
Trade receivables	Our debtors' turnover ratio based on the Restated Standalone Financial Statements (calculated as trade receivables divided by annualised income from operations over 360 days), was 41 days for six months ended September 30, 2015, 41 days for 15 months ended March 31, 2015, 20 days for nine months ended December 31, 2013. Our general credit terms vary across businesses and clients and normally provide for payment within 30 to 90 days. We have assumed a debtor's turnover ratio of 42 days for Fiscal 2017 and 41 days for Fiscal 2018.
Loans and advances (short-term and long-term)	Loans and advances comprises of security deposits, advance income tax (net of provision for tax), MAT credit entitlement, balance with government authorities, prepaid expenses, advance to suppliers, advances to employees for travel and other, loans and advances to related party and other advances. We expect the growth in loans and advancers to be in line with the expected growth in business. We have assumed 14 days of revenue from operations for Fiscal 2017 and 9 days of revenue from operations for Fiscal 2018
Other current assets	Other current assets primarily comprises of accrued revenue and interest accrued but not due. Service income from time-and-material contracts across businesses is recognised as and when the related services are performed. Revenue from the end of the last billing to the balance sheet date is recognised as accrued revenue, to the extent not billed. We expect the growth in Other current assets to be in line with the expected business growth. Going forward, we have assumed 24 days of revenue from operations for Fiscal 2017 and 23 days of revenue from operations for Fiscal 2018
Other current liabilities excluding overdraft	Other current liabilities primarily include trade payables, accrued salaries and benefits, provision for expenses, income received in advance, advance received from customers, rent escalations, statutory liabilities and other liabilities. We expect other current liabilities to increase due to increase in accrued salaries and other employee benefits in line with the expected growth in business. We have assumed 35 days of employee benefits expenses for Fiscal 2017 and 34 days of employee benefits expenses for Fiscal 2018
Provisions (short-term and long-term)	Provisions primarily comprises of provision for employee benefits such as gratuity, compensated expenses and provision for warranty. We have assumed 3 day of employee benefit expenses for Fiscal 2017 and Fiscal 2018

Our Company proposes to utilise our existing cash credit and demand loan facilities and internal accruals in Fiscal 2016, towards working capital requirements. Our Company proposes to utilise ₹951.77 million and ₹627.24 million of the Net Proceeds in Fiscals 2017 and 2018 respectively, towards our working capital requirements to reduce dependence on bank based working capital funding and to support continued growth in business.

Pursuant to the certificate dated January 29, 2016, Mukunda Shiva & Associates, Chartered Accountants, have compiled the working capital estimates from the Restated Standalone Financial Statements and the working capital projections as approved by the Board by the resolution dated January 18, 2016. For details, see "Material Contracts and Documents for Inspection" on page 556.

4. Acquisitions and other strategic initiatives

In pursuit of our strategy of inorganic growth through strategic acquisitions, we continue to selectively evaluate targets or partners for strategic acquisitions and investments in order to strengthen our range of service offerings and customer portfolio, and acquire new product platforms in order to strengthen our position as an integrated business services provider. Our strategy is to seek to acquire synergistic businesses with potential of high growth and margin, and to integrate and grow their businesses through our management know-how and experience. In particular, we intend to explore opportunities in payroll, compliance and international IT staffing services to expand our existing service portfolio. We may also seek to expand our domestic and international operations, based on demand and workforce logistics in various geographies, to fuel our growth, going forward.

We believe that we have benefited significantly from the acquisitions undertaken by us in the past. The table below summarises the acquisitions that we have undertaken:

Name of company / entity acquired	% of share capital	Country of incorporation	Year of acquisition	Transaction rationale
Randstad Lanka (Private) Limited	100	Sri Lanka	2015*	Expansion of People and Services segment in Asia Pacific and entry into Sri Lanka
Transfield Services (Qatar) WLL	49#	Qatar	2015*	Acquisition of local entity in Qatar for our Industrial Asset Management segment
Styracorp Management Services & IME Consultancy	100**	UAE	2015	Expansion of People and Services segment into the Middle East
Aravon Services Private Limited (earlier known as Aramark India Private Limited)	100	India	2015	Acquisition of niche capabilities in facility management and augmented presence of Integrated Facility Management segment in western India
Hofincons Infotech & Industrial Services Private Limited	100	India	2014	Entry into industrial operational and management services under Industrial Asset Management segment
Zylog Systems (Canada) Limited (now know as BSL)	100	Canada	2014	Entry into IT staffing service under Global Technology Solutions segment in North America
MFXchange Holdings Inc	100	USA	2014	Entry into IT products and services under Global Technology Solutions segment with focus on property and casualty insurance
Avon Facility Management Services Private Limited	100	India	2013^	Entry into Integrated Facility Management segment
Magna Infotech Limited	100	India	2010	Entry into IT staffing service under Global Technology Solutions segment
Coachieve Solutions Limited	100	India	2009	Acquisition of capabilities in compliance and background verification under People and Services segment

* *Completion of the acquisition is subject to the concerned parties obtaining necessary government approvals*

\# *Our Company entered into an agreement to acquire beneficial interest in the remaining 51% of the total equity shares of Transfield Services (Qatar) WLL from Middle East Business Development Company WLL*

** *Our Company acquired the entire beneficial interest in the profits and net assets of Styracorp and IME Consultancy*

^ *Our Company entered into an agreement dated July 14, 2008 with Avon, RVS Rao and certain sellers to acquire 73.96% of the shareholding of Avon. Thereafter our Company entered into four other share purchase agreements with Avon and certain sellers to acquire the entire shareholding of Avon*

The fund requirements for the above mentioned acquisitions were met from our Company's internal accruals and the consideration for each of the above acquisition was paid in cash. For details in relation to our acquisitions, see "History and Certain Corporate Matters – Acquisition Agreements" on page 160. For details in relation to our business services, see "Our Business" on page 132.

Pursuant to our Board's discussion in the Board meeting dated January 18, 2016, we intend to utilise ₹800.00 million from the Net Proceeds towards such potential acquisitions and strategic initiatives. As on the date of this Draft Red Herring Prospectus, we have not entered into any definitive agreements towards any such potential acquisitions or strategic initiatives. This amount is based on our management's current estimates of the amounts to be utilised towards this Object, considering our discussions and negotiations with potential targets and partners and other relevant considerations. The actual deployment of funds will depend on a number of factors, including the timing, nature, size and number of strategic initiatives undertaken, as well as general factors affecting our results of operation, financial condition and access to capital. These factors will also determine the form of investment for these potential strategic initiatives, i.e., whether they will involve equity, debt or any other instrument or combination thereof. The portion of the Net Proceeds allocated towards this Object may not be the total value or cost of any such strategic initiatives, but is expected to provide us with sufficient

financial leverage to enter into binding agreements. In the event that there is a shortfall of funds required for such strategic initiatives, such shortfall shall be met out of the portion of the Net Proceeds allocated for general corporate purposes and/or through our internal accruals or bridge financing or any combination thereof.

5. General Corporate Purposes

The Net Proceeds will be first utilised towards the Objects mentioned above. We, in accordance with the policies set up by our Board, will have flexibility in utilizing the balance Net Proceeds, if any, for general corporate purposes, subject to such utilisation not exceeding 25% of the Gross Proceeds from the Issue in accordance with Regulation 4(4) of the SEBI Regulations, including but not restricted towards strategic initiatives and acquisitions, funding initial stages of equity contribution towards our projects, working capital requirements, investments into our Subsidiaries, part or full debt repayment/pre-payment of our Company or any of its Subsidiaries (excluding LLPs), strengthening of our marketing capabilities and towards repayment and prepayment penalty or premium on loans as may be applicable.

In case of variations in the actual utilization of funds designated for the purposes set forth above, increased fund requirements for a particular purpose may be financed by surplus funds, if any, which are not applied to the other purposes, set out above.

In addition to the above, our Company may utilise the Net Proceeds towards other expenditure (in the ordinary course of business) considered expedient and approved periodically by the Board and in compliance with applicable laws. Our management, in response to the competitive and dynamic nature of the industry, will have the discretion to revise its business plan from time to time and consequently our funding requirement and deployment of funds may also change. This may also include rescheduling the proposed utilization of Net Proceeds and increasing or decreasing expenditure for a particular object, i.e., the utilization of Net Proceeds. In case of a shortfall in Net Proceeds, our management may explore a range of options including utilizing our internal accruals or seeking debt from future lenders. Our management expects that such alternate arrangements would be available to fund any such shortfall. In the event that we are unable to utilize the entire amount that we have currently estimated for use out of Net Proceeds in a fiscal, we will utilize such unutilized amount in the next fiscal.

Interim use of Net Proceeds

Pending utilization of the Net Proceeds for the purposes described above, in accordance with the SEBI Regulations, our Company shall deposit the funds only in one or more Scheduled Commercial Banks included in the Second Schedule of Reserve Bank of India Act, 1934.

In accordance with Section 27 of the Companies Act, 2013, our Company confirms that it shall not use the Net Proceeds for buying, trading or otherwise dealing in shares of any other listed company or for any investment in the equity markets.

Bridge Financing Facilities

Our Company has not raised any bridge loans from any bank or financial institution as on the date of this Draft Red Herring Prospectus, which are proposed to be repaid from the Net Proceeds.

Issue Expenses

The total Issue related expenses are estimated to be approximately ₹[●] million. The Issue related expenses consist of fees payable to the BRLMs, listing fees, underwriting fees, selling commission, fees payable to the BRLMs, legal counsel, Registrar to the Issue, Bankers to the Issue including processing fee to the SCSBs for processing ASBA Forms submitted by ASBA Bidders procured by the Syndicate, RTAs and CDPs and submitted to SCSBs, brokerage and selling commission payable to Registered Brokers, RTAs and CDPs, printing and stationary expenses, advertising and marketing expenses and all other incidental expenses for listing the Equity Shares on the Stock Exchanges. All expenses in relation to the Issue shall be borne by the Company. The break-up for the estimated Issue expenses are as follows:

Activity	Amount [1] (₹ in million)	As a % of total estimated Issue related expenses[1]	As a % of Issue size[1]
Fees payable to BRLMs	[●]	[●]	[●]
Selling commission and processing fees for SCSBs[2] [4]	[●]	[●]	[●]
Selling commission and bidding charges for Members of Syndicate, Registered Brokers, RTAs and CDPs[3][4]	[●]	[●]	[●]
Fees payable to Registrar to the Issue	[●]	[●]	[●]
Printing and stationary expenses	[●]	[●]	[●]
Advertising and marketing expenses	[●]	[●]	[●]
Others: i. Listing fees; ii. SEBI, BSE and NSE processing fees; iii. Fees payable to Legal Counsels; and iv. Miscellaneous.	[●]	[●]	[●]
Total estimated Issue expenses	[●]	[●]	[●]

(1) *Will be completed after finalisation of the Issue Price.*

(2) *SCSBs will be entitled to a processing fee of ₹[●] (plus applicable service tax) per valid ASBA Form for processing the ASBA Forms procured by Members of the Syndicate, Registered Brokers, RTAs or CDPs from Retail Individual Bidders and Non-Institutional Bidders and submitted to the SCSBs*

(3) *Members of Syndicate, Registered Brokers, the RTAs and the CDPs will be entitled to bidding charges of ₹[●] (plus applicable service tax) per valid ASBA Form submitted to them and uploaded on the electronic bidding system of the Stock Exchanges. The terminal from which the bid has been uploaded will be taken into account in order to determine the total bidding charges payable to the relevant Member of Syndicate/ Registered Brokers / RTA / CDP.*

(4) *Selling commission payable to Registered Brokers, SCSBs, RTAs, CDPs on the portion directly procured from Eligible Employees, Retail Individual Bidders and Non-Institutional Bidders, would be ₹[●]*

Monitoring Utilization of Funds

As this is an Issue for less than ₹5,000 million, we are not required to appoint a monitoring agency for the purpose of the Issue in terms of Regulation 16 of the SEBI Regulations. Our Board will monitor the utilization of Net Proceeds through its Audit Committee.

Pursuant to Regulation 32 of the SEBI Listing Regulations, our Company shall on a quarterly basis disclose to the Audit Committee the uses and application of the Net Proceeds. The Audit Committee shall make recommendations to our Board for further action, if appropriate. Our Company shall, on an annual basis, prepare a statement of funds utilised for purposes other than those stated in this Draft Red Herring Prospectus and place it before the Audit Committee. Such disclosure shall be made only till such time that all the Net Proceeds have been utilised in full. The statement shall be certified by the statutory auditors of our Company. Furthermore, in accordance with Regulation 32 of the SEBI Listing Regulations, our Company shall furnish to the Stock Exchanges on a quarterly basis, a statement including material deviations, if any, in the utilization of the Net Proceeds of the Issue from the objects of the Issue as stated above. The information will also be published in newspapers simultaneously with the interim or annual financial results, after placing the same before the Audit Committee. We will disclose the utilization of the Net Proceeds under a separate head along with details in our balance sheet(s) until such time as the Net Proceeds remain unutilized clearly specifying the purpose for which such Net Proceeds have been utilized.

Variation in Objects

In accordance with Sections 13(8) and 27 of the Companies Act, 2013, our Company shall not vary the objects of the Issue without our Company being authorised to do so by the Shareholders by way of a special resolution through a postal ballot. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution ("**Postal Ballot Notice**") shall specify the prescribed details as required under the Companies Act. The Postal Ballot Notice shall simultaneously be published in the newspapers, one in English and one in Kannada, the vernacular language of the jurisdiction where our Registered and Corporate Office is situated. Our Promoters will be required to provide an exit opportunity to such shareholders who do not agree to the above stated proposal, at such price and in such manner as may be prescribed by SEBI, in this regard.

Other Confirmations

No part of the Net Proceeds will be paid by our Company as consideration to our Promoters, our Directors, our Key Management Personnel or Group Entities.

BASIS FOR ISSUE PRICE

The Issue Price will be determined by our Company in consultation with the BRLMs' on the basis of an assessment of market demand for the Equity Shares through the Book Building Process and on the basis of the following qualitative and quantitative factors. The face value of the Equity Shares of our Company is ₹10 each and the Issue Price is [●] times of the face value at the lower end of the Price Band and [●] times the face value at the higher end of the Price Band.

Qualitative Factors

Some of the qualitative factors which form the basis for the Issue Price are:

A. Leading integrated business services provider in diversified business segments, industries and geographies;

B. Track record of successful inorganic growth with improved financial performance;

C. Robust recruitment capability, deep domain knowledge, knowledge of labour regulations and expansive operations;

D. Established relationship with clients leading to recurring business; and

E. Experienced management team and strong equity sponsorship.

For further details, see "Our Business" and "Risk Factors" on pages 132 and 17, respectively.

Quantitative Factors

The information presented below relating to our Company is based on the Restated Consolidated Financial Statements and Restated Standalone Financial Statements prepared in accordance with Indian GAAP, the Companies Act, 1956 and the Companies Act, 2013 and restated in accordance with the SEBI Regulations.

For details, see section "Financial Statements" on page 199.

1. Basic and Diluted Earnings/Loss per Share ("EPS"), as adjusted for changes in capital

As per our Restated Standalone Financial Statements:

Year/Period ended	Basic EPS (₹)	Weight*	Diluted EPS (₹)	Weight*
March 31, 2015 (15 months)	5.84	3.75	5.56	3.75
December 31, 2013 (9 months)	0.39	1.50	0.35	1.50
March 31, 2013 (12 months)	0.42	1.00	0.39	1.00
Weighted Average	**3.66**		**3.48**	
For the period ended September 30, 2015**	3.10		3.08	

* *Weights are on pro rata basis*
** *Not annualised*

As per our Restated Consolidated Financial Statements:

Year/Period ended	Basic EPS (₹)	Weight*	Diluted EPS (₹)	Weight*
March 31, 2015(15 months)	6.26	3.75	5.96	3.75
December 31, 2013(9 months)	1.75	1.50	1.58	1.50
March 31, 2013(12 months)	1.14	1.00	1.06	1.00
Weighted Average	**4.36**		**4.12**	
For the period ended September 30, 2015**	3.08		3.05	

* *Weights are on pro rata basis*
** *Not annualised*

Notes:

- *Earnings per share calculations are in accordance with AS 20 "Earnings per Share" notified under the Companies (Accounting Standards) Rules, 2006, as amended.*
- *The face value of each Equity Share is ₹10.*
- *Basic Earnings per share = Net profit after tax, as restated attributable to shareholders / Weighted average*

number of shares outstanding during the period or year

- *Diluted Earnings per share = Net profit after tax, as restated / Weighted average number of diluted equity shares outstanding during the period or year*
- *Weighted average number of equity shares is the number of equity shares outstanding at the beginning of the period / year adjusted by the number of equity shares issued during the period / year multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the period / year.*

2. Price Earning Ratio (P/E) in relation to the Issue price of ₹[●] per Equity Share of the face value of ₹10 each

Particulars	Based on Standalone Restated Financials	Based on Consolidated Restated Financials
P/E ratio based on Basic EPS for the financial year ended March 31, 2015 (15 months) at the Floor Price:	[●]	[●]
P/E ratio based on Diluted EPS for the financial year ended March 31, 2015 (15 months) at the Floor Price:	[●]	[●]
P/E ratio based on Basic EPS for the financial year ended March 31, 2015 (15 months) at the Cap Price:	[●]	[●]
P/E ratio based on Diluted EPS for the financial year ended March 31, 2015 (15 months) at the Cap Price:	[●]	[●]

Industry P/E ratio

Not applicable. There are no listed entities similar to our line of business and comparable to our scale of operations.

3. Return on Net Worth (RoNW)

Return on net worth as per Restated Standalone Financial Statements:

Period/Year ended	RONW (%)	Weight*
March 31, 2015 (15 months)	24.16	3.75
Dec 31, 2013 (9 months)	2.45	1.50
March 31, 2013 (12 months)	7.15	1.00
Weighted Average	**16.23**	
For the period ended September 30, 2015**	11.84	

* *Weights are on pro rata basis*

** *Not annualised*

Return on net worth as per Restated Consolidated Financial Statements:

Period/Year ended	RONW (%)	Weight*
March 31, 2015(15 months)	26.81	3.75
Dec 31, 2013(9 months)	9.61	1.50
March 31, 2013(12 months)	16.46	1.00
Weighted Average	**21.03**	
For the period ended September 30, 2015**	12.12	

* *Weights are on pro rata basis*

** *Not annualised*

$$\text{RoNW (\%)} = \frac{\text{Net profit/(loss) after extraordinary items, as restated}}{\text{Net worth as restated at the end of the period}}$$

4. Minimum Return on Total Net Worth after the Issue needed to maintain pre-Issue EPS for the financial year ended March 31, 2015 (15 months)

a) For Basic EPS

Particulars	Standalone (%)	Consolidated (%)
At the Floor Price	[●]	[●]
At the Cap Price	[●]	[●]

b) For Diluted EPS

Particulars	Standalone (%)	Consolidated (%)
At the Floor Price	[●]	[●]
At the Cap Price	[●]	[●]

5. Net Asset Value ("NAV") per Equity Share

NAV	Standalone (₹)	Consolidated (₹)
As on March 31, 2015	101.36	97.96
As on September 30, 2015	114.97	111.45
After the Issue	[●]	[●]
Issue Price	[●]	

Notes:

- *Issue Price per Equity Share will be determined on conclusion of the Book Building Process.*
- *Net Asset Value per Equity Share represents net worth as restated /number of Equity Shares as at period or year end.*
- *Number of Equity Shares outstanding at the end of the period / year is inclusive of the dilution on conversion of convertible preference shares into Equity Shares. The rights and bonus shares allotted subsequent to September 30, 2015 have not been considered for the calculation.*

6. Comparison with listed industry peers

There are no listed entities whose business portfolio is comparable with that of our business and comparable to our scale of operations.

The Issue Price of ₹[●] has been determined by our Company in consultation with the BRLMs on the basis of assessment of the market demand from investors for the Equity Shares by way of book-building. Our Company and the BRLMs believe that the Issue Price of ₹[●] is justified in view of the above qualitative and quantitative parameters. Investors should read the above mentioned information along with "Risk Factors", "Our Business" and "Financial Statements" on pages 17, 132 and 199, respectively, to have a more informed view. The trading price of the Equity Shares of our Company could decline due to the factors mentioned in "Risk Factors" and you may lose all or part of your investments.

STATEMENT OF TAX BENEFITS

STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY AND ITS SHAREHOLDERS UNDER THE APPLICABLE TAX LAWS IN INDIA

The Board of Directors
Quess Corp Limited
(formerly IKYA Human Capital Solutions Limited)
3/3/2, Bellandur Gate
Sarjapur Main Road
Bangalore – 560103
Karnataka, INDIA

Dear Sirs

Sub: Statement of possible Special tax benefit ('the Statement') available to Quess Corp Limited *(formerly known as formerly IKYA Human Capital Solutions Limited)* **and its shareholders prepared in accordance with the requirements under Schedule VIII – Clause (VII) (L) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended (the 'Regulations')**

We hereby report that the enclosed Annexure prepared by Quess Corp Limited *(formerly known as IKYA Human Capital Solutions Limited)* (the 'Company'), states the possible special tax benefits available to the Company under the Income-tax Act, 1961 presently in force in India and to the shareholders of the Company under the Income-tax Act, 1961. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the statute. Hence, the ability of the Company or its shareholders to derive the special tax benefits is dependent upon fulfilling such conditions, which is based on business imperatives the Company may face in the future and accordingly, the Company may or may not choose to fulfill.

The benefits discussed in the enclosed Annexure cover only special tax benefits available to the Company and do not cover any general tax benefits available to the Company. Further, the preparation of the enclosed statement and its contents is the responsibility of the Management of the Company. We were informed that, this statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the issue.

We do not express any opinion or provide any assurance as to whether:

- The Company or its shareholders will continue to obtain these benefits in future; or
- The conditions prescribed for availing the benefits have been / would be met with.

The contents of the enclosed statement are based on information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company.

Our views expressed herein are based on the facts and assumptions indicated to us. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes. We shall not be liable to the Company for any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We will not be liable to any other person in respect of this statement.

The enclosed annexure is intended solely for your information and for inclusion in the Draft Red Herring Prospectus/ Red Herring Prospectus/ Prospectus or any other issue related material in connection with the proposed issue of equity shares and is not to be used, referred to or distributed for any other purpose without our prior written consent.

for **B S R & Associates LLP.**
Chartered Accountants
ICAI firm registration number: 116231W/W-100024

Vineet Dhawan
Partner
Membership No.: 092084
Bangalore
Date: 19 January 2016

ANNEXURE TO THE STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY AND ITS SHAREHOLDERS UNDER THE APPLICABLE TAX LAWS IN INDIA

Outlined below are the possible Special tax benefits available to the Company and its shareholders under the direct tax laws in force in India. These benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant tax laws. Hence, the ability of the Company or its shareholders to derive the special tax benefits is dependent upon fulfilling such conditions, which based on business imperatives it faces in the future, it may not choose to fulfill.

1 Special tax benefits available to the Company

There are no Special tax benefits available to the Company.

2 Special tax benefits available to the shareholders of the Company

There are no Special tax benefits available to the shareholders of the Company.

Notes:

All the above benefits are as per the current tax laws and any change or amendment in the laws/regulation, which when implemented would impact the same.

SECTION IV: ABOUT OUR COMPANY

INDUSTRY

*Unless noted otherwise, the information in this section is derived from "Assessment of Outsourced Services Market in India, Frost & Sullivan, January 2016" ("**F&S Report 2016**") as well as other publications and industry sources. Neither we nor any other person connected with the Issue have independently verified this information. The data may have been re-classified by us for the purposes of presentation. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but that their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured. Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect.*

*F&S Report 2016 has been prepared by Frost & Sullivan (India) Private Limited ("**F&S**") at the specific request of our Company. The market research process for the report has been undertaken thorough secondary / desktop research as well as primary research, which involves discussing the status of the market with leading participants and experts.*

The research methodology used is the Expert Opinion Methodology. Quantitative market information was sourced from interviews by way of primary research as well as from trusted portals, and therefore, the information is subject to fluctuations due to possible changes in the business and market climate. F&S's estimates and assumptions are based on varying levels of quantitative and qualitative analyses, including industry journals, company reports and information in the public domain.

Forecasts, estimates, predictions, and other forward-looking statements contained in this report are inherently uncertain because of changes in factors underlying their assumptions, or events or combinations of events that cannot be reasonably foreseen. Actual results and future events could differ materially from such forecasts, estimates, predictions, or such statements.

F&S has prepared this study in an independent and objective manner, and it has taken adequate care to ensure its accuracy and completeness. F&S believes that this study presents a true and fair view of facilities management, corporate catering, industrial asset management, and human resources solutions industry within the limitations of, among others, secondary statistics and primary research, and it does not purport to be exhaustive. Research has been conducted with an "overall industry" perspective, and it will not necessarily reflect the performance of individual companies in the industry. F&S shall not be liable for any loss suffered because of reliance on the information contained in this study. This study should also not be considered as are commendation to buy or not to buy the shares of any company or companies as mentioned in it or otherwise.

*Furthermore, Strategy Meets Action Report – P&C Insurance Technology Spending Report ("**SMA P&C IT Spending Report**") has been prepared by Strategy Meets Action ("**SMA**") at the specific request of our Company.*

*The material and observations contained in the SMA P&C IT Spending Report and 2015 Insurance Technology – Priorities Spending Report ("**SMA IT Spending Report**") have been developed from sources believed to be reliable. SMA shall have no liability for omissions or errors and no obligation to revise or update any data or conclusions should new information become available or future events occur.*

Indian Economy and Service Sector

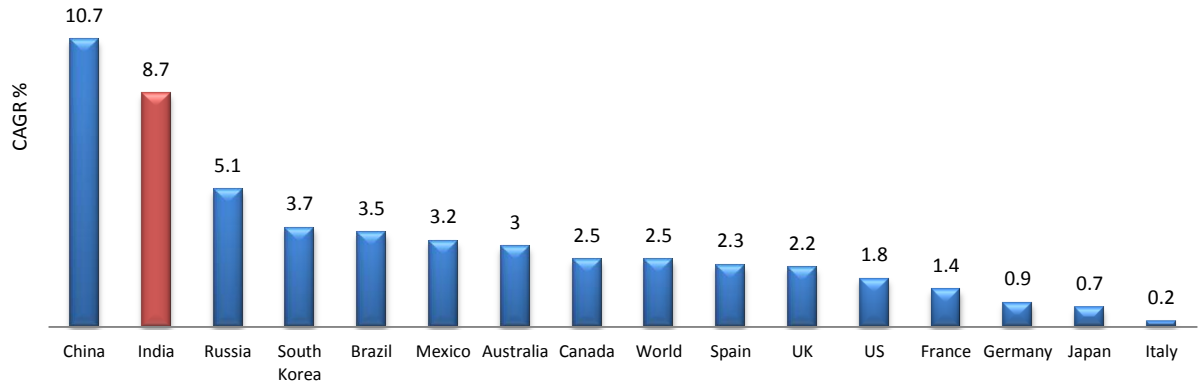
The Indian economy has witnessed steady growth over the last few years. The country's gross domestic product (GDP) grew at 6.9% in fiscal 2014, up from 5.1% in fiscal 2013. According to the World Bank India Development Update 2015, the Indian economy grew by 7.3% in fiscal 2015 and India is on course to overtake China to become the world's fastest growing major economy in the next two years. India's GDP is expected to expand by 7.5%, 7.8% and 7.9% in fiscal 2016, fiscal 2017, and fiscal 2018, respectively.

Services are the largest contributor to India's GDP growth. The service sector grew at an average of 9% during 2005-2015, higher than the average industry growth of 7.2% and the average agriculture growth of 3.6% during the same period. Given the strong backward and forward linkages in the services sector, it is expected to grow at

an average of 10.5% during the next few years to fiscal 2018. The Indian services sector GDP grew at a CAGR of 8.7% from the year 2001 to 2013, as compared to the world average of 2.5% over the same period.

Further, an easing of various policy and legislative restrictions will drive growth in services in the future. The raising of foreign investment cap in multi-brand retail and insurance is one example. Additionally, the implementation of the Goods and Services Tax (GST) will be a significant game-changer. The GST will provide better tax credit across services sector which will prevent cascading of taxes resulting in significant efficiencies across the economy.

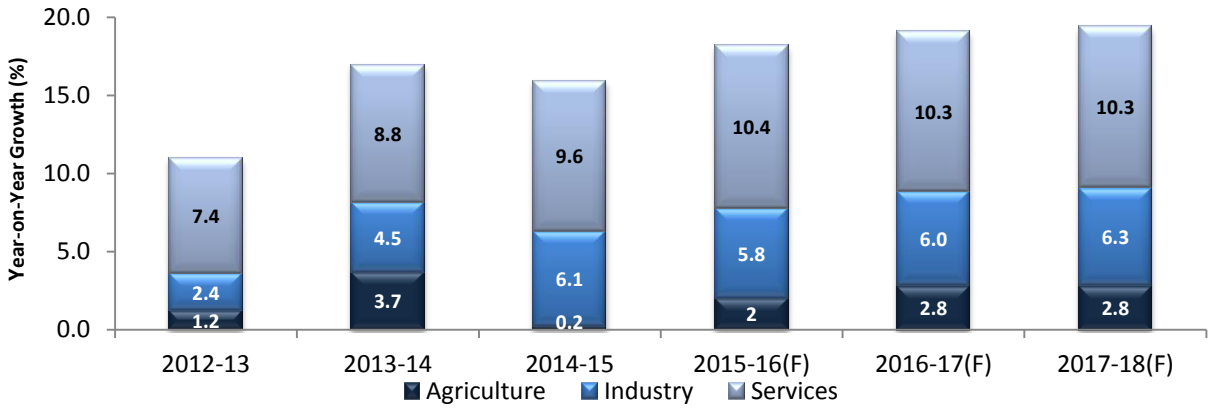
Service Sector Growth, Global, 2001-13



(Source: Economic Survey 2014-15 - F&S Report 2016)

Notably, the growth of the Indian service sector was driven by exports. While the service sector grew at a CAGR of 8.7% during 2001 to 2013, Indian service sector exports grew at a CAGR of 20.1% during the same period indicating the rising demand for Indian services across the world. India is emerging as the services hub of the world with the world's 11th largest services sector in 2013. The services sector has been the largest creator of employment opportunities, after agriculture in the Indian economy. One of the key sectors that have been driving the growth of the service sector in the Indian economy is IT and ITeS, which was also the largest contributor to the service sector growth in India. In 2011 as per the National Sample Survey, the service sector employed 25.6% of total employable population in economy, up from 24.7% fiscal 2005. In 2012, the services sector had the largest share of total income at 56.9%.

GDP Growth by Sector, India, 2012-13 – 2017-18



*(Source: Ministry of Statistics and Programme Implementation ("**MSPI**"), World Bank - F&S Report 2016)*

According to the Twelfth Five Year Plan (FYP) estimates (2012-17), the share of the service sector in total employment opportunities is expected to rise from 25.6% as in fiscal 2012 to 26.4% by fiscal 2017. Amongst services, the highest growth in employment is expected to be in the sub-sectors of finance, banking, and real estate with its cumulative share of employment rising from 2.3% in fiscal 2012 to 3.1% in fiscal 2017. The focus of the government is to promote skill based employment to enable the country's workforce to shift from agriculture to manufacturing and service sectors. The proportion of agricultural employment is thereby expected

to fall from 51% in fiscal 2012 to 45% in fiscal 2017, releasing workforce to be absorbed into industry and services. Trade, transport, and hotels, which employed 71.2 million in fiscal 2012, (highest in total services with 15.1% share), will witness an addition of 7 million jobs by 2016-17. Community, personal and social services is expected to witness an addition of 1.3 million jobs by fiscal 2017.

Demographics Dividend

India's population, at 1.21 billion in 2012, is expected to grow at a CAGR of 1.1% to 1.33 billion in 2020 becoming the most populous country in the world, replacing China. In terms of its demographic profile, birth rates have significantly fallen from 23.2 (per 1,000) during 2001 to 2005 to 19.6 (per 1,000) during 2011 to 2015, and is further expected to fall to 18 per 1,000 during 2016 to 2020, as per the Census of India estimates. The expected decline in death rates from 7.2 per 1,000 during 2011 to 2015 to 7.1 per 1,000 and improvement in overall life expectancy is expected to provide a larger pool of workforce in the near future.

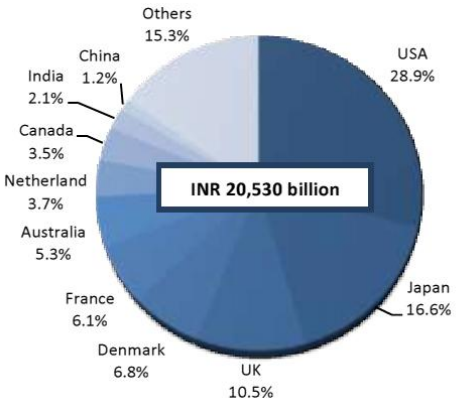
India's ratio of working age population to the dependent or non-working age population is set to increase in the coming years, enabling India to enjoy a demographic dividend. Demographic dividend is defined by The Ministry of Skill Development & Entrepreneurship as the benefits derived from a rise in ratio of working age population (usually 15 to 59 years) to the dependent or non-working population (below 15 years and above 60 years). Over the next 20 years, India's labor force is estimated to increase by 32% (*Source: Ministry of Skill Development and Entrepreneurship, Government of India)*. India is expected to continue to enjoy a demographic dividend till 2040 (*Source: World Bank, 2012*). A combination of one of the world's youngest population and a large pool of English-speaking people is working in India's favour. By 2022, the average age of Indians will be 29, much lower than 37 for China and the United States of America (USA), and 45 for Western Europe. Thus, India can not only fulfil its own manpower needs but is also well positioned to fill the workforce deficit across the world. Labour Force Participation Rate is expected to increase by 24.5 million in 15 years and above age group, from 477.9 million in 2011 to 502.4 million by the end of 2017. With the focus of policy makers on raising the gross enrolment ratio in secondary and higher education and skilling the employable population, the number of people entering the labour force is expected to rise substantially.

Human Resource Solutions Market

In order to focus on core business processes, companies across the board outsource activities that are non-core to their business function. HR departments of the companies have taken to outsourcing many of their functions, choosing to focus on value addition to the business. Functions outsourced include Recruitment, Payroll, Benefits Management, HR Compliance, Time and Attendance etc. This has resulted in companies gradually increasing their share of temporary staff in their total workforce by turning to temporary staffing companies.

The global staffing market was estimated at ₹20,530.00 billion in 2012. The USA is the world's largest staffing market and accounts for 28.9% of the global staffing market. Japan and the UK are ranked second and third respectively with a combined share of 27.1% of the global market. India accounted for 2.1% of the global market in 2012. However, India is among the least penetrated flexi staffing markets in the world. Economic uncertainty, growing complexity of regulatory policies and laws, shortage of skilled labour, and growth of technology are defining trends of the global staffing market. Despite constraints in the form of a regulatory regime that is struggling to keep pace with the seismic shifts in the economic make-up of the nation, the size of the Indian economy along with the demographic profile of its workforce makes India an attractive flexi-staffing market with long term growth potential.

Country Break-down of Staffing Market, World, 2012



(Source: F&S Research & Analysis)

Least Penetrated Markets, World, 2013

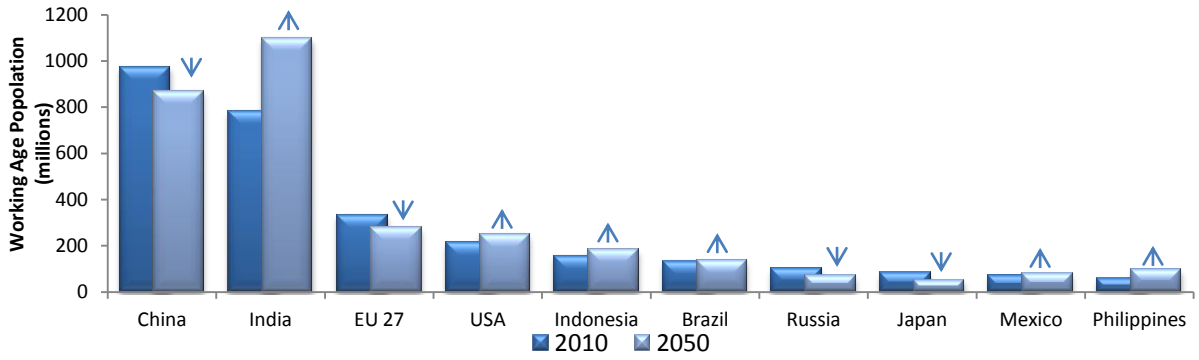
Rank	Country	Penetration Rate
1	Latvia	0.03%
2	India	0.1%
3	Russia	0.1%
4	Turkey	0.1%
5	Greece	0.2%
6	Lithuania	0.2%
7	Romania	0.2%
8	Bulgaria	0.3%
9	Mexico	0.3%
10	New Zealand	0.4%

(Source: F&S Research & Analysis)

Indian HR Solutions Market Outlook

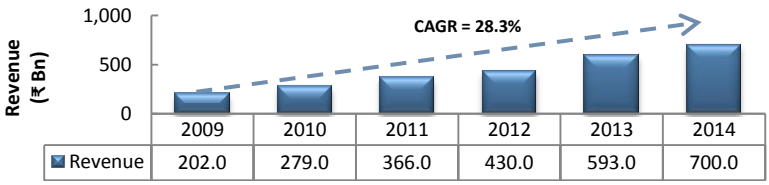
India is expected to overtake China in terms of the working age group (15-59 years of age) population by year 2050. By 2050, India is expected to have a working age population of 1,098 million and would account for 19% of the world's working age population. With increasing competition, margin pressures and shortage of skilled manpower, more temporary jobs are expected to be created. The need to build in workforce flexibility as part of the business model and ready availability of a large employable workforce are expected to be key drivers for the temporary staffing market in India. As industry becomes familiar with the benefits associated with temporary staffing and regulatory regime is rationalised, more experienced staff may join the temporary staffing segment.

Change in Working Age Population, Select Countries, 2010-2050



(Source: United Nations - F&S Report 2016)

HR Solutions Market – Historic Revenue Trend, India, 2009-2014



(Source: MSPI - F&S Report 2016, F&S Research & Analysis)

As temporary staffing in India is in its nascent stage, the current labour laws do not adequately recognize temporary agency work as a separate entity with unique features. This creates challenges for a legal system that was designed for a bipartite direct employer-employee relationship. Given the low regulatory supervision, there is ample scope for small contractors to provide temporary staffing services without having to adhere to the statutory compliance norms. The legal framework for staffing industry, particularly the temporary staffing, has to evolve to accommodate tripartite relationship between employer, user companies, and temporary staffing agencies. Some state governments like Rajasthan, Madhya Pradesh and Haryana, have taken the initiative of introducing changes in labour laws to attract business investment.

HR Solutions Industry Structure, India, 2014

(Source: F&S Research & Analysis)

Temporary and General Staffing

Temporary general staffing in India is a fairly nascent industry. However, in the last five years the industry has evolved into a strong contributor to the country's economy. After recovering from the economic meltdown in 2008-09, the market has bounced back with more and more companies looking for organized staffing and workforce solutions. The temporary general staffing market in India is estimated at ₹385 billion (₹38,500 Crores) in 2014. In India, there are 1.3 million (13 lakh) temporary workers presently in the organized sector and demand for temporary workers is estimated to swell to 9.0 million (90 lakh) in the next 10 years. Growth of temporary staffing segment will be spurred by growth in retail, telecom, BFSI, healthcare and BPO industries. Organisations and companies may not always have the resources or the ability to manage issues related to labour operational and compliance issues that may require liaising with local authorities. The need to have flexibility in hiring while managing operational and compliance issues is driving clients to increasingly adopt temporary staffing.

Market Forecast

Demand for skilled labour in the market and the inclination of companies to work with intermediaries will be driving the temporary staffing market in the next five years. This growth will be triggered by demand for temporary workers in telecom, e-commerce, retail, FMCG, healthcare and BFSI industries.

The telecom industry in India has grown at an average of 35.0% per year for past two decades and is a strong employment provider. Industry estimates suggest that the telecom sector is likely to create 4.0 million (40 lakh) direct and indirect jobs over the next 5 years. The demand is expected in domain areas such as sales, marketing, human resources, skilled technicians, and engineers.

E-commerce segment in India is driven by the large base of young population (in the age of below 35), growing middle-income group and increasing internet penetration through smartphones. The Internet & Mobile Association of India (IAMAI) estimates the E-commerce segment in India to be at ₹829.78 billion (USD 13.6 billion) in 2014 and is expected to reach ₹1,024.32 billion (USD 16.0 billion) by end of 2015, registering a growth of 17.6%. The high growth in online retailing is expected to create more jobs in 2015. The sector is expected to hire more fresh graduates in the areas of technology, sales and marketing. E-commerce sector relies extensively on temporary staffing with almost 100,000 jobs being added between October and December 2014, as against 30,000 jobs during the same period in 2013. Temporary staffs are preferred for delivery, warehouse, online marketing and customer service.

Retail is one of the pillars of the Indian economy and accounts for 14 to 15% of GDP. The Indian retail market is one of the five fastest growing retail markets in the world and is estimated to be approximately ₹33,000

billion by economic value. At present, the demand from retail industry is for candidates trained in supply chain management, finance management, marketing information, electronic retailing, marketing and business communication, customer relationship etc. Retail has been a strong user of temporary staffing solutions and this trend is expected to continue over the next five years. There is a growing trend towards Managed Service Solutions from staffing companies wherein staffing companies not only provide workforce but also manage certain business deliverables for the deployed workforce.

According to a recent report published by the National Skill Development Corporation ("**NSDC**"), about 1.4 million people are likely to be employed in the banking industry by 2022. With a renewed focus on 'financial inclusion' and new banks on the anvil, the talent need for the sector is expected to grow further. The World Bank estimates that only 35% of Indian population have accounts with financial institutions. With a fresh push, to increase penetration of financial institutions, initiatives like payment banks and small finance banks will gain ground. Banking industry is expected to increase focus on sales and marketing and use of technology in banking services given their expansion plans. The BFSI industry in India is expected to provide a plethora of employment opportunities in diverse knowledge/skills and dispersed geographies.

The healthcare sector in India is one of the largest sector, both in terms of revenue and employment. Healthcare has emerged as one of the largest service sectors offering employment to around 4 million people. According to Investment Commission of India, the sector has witnessed an expansion in the last 4 years growing at over 12% per annum. Despite the growth and evolution of healthcare in India, the industry still struggles with certain issues and gaps. India faces a severe shortage of both hard infrastructure and talent. Healthcare industry has witnessed most post-recession recruitment; the trend is likely to grow with substantial demand for employment coming from healthcare sector.

Temporary General Staffing Market - Revenue Forecasts, India, 2014-2019

	2014	2015	2016	2017	2018	2019
Revenue	385.0	457.1	542.7	645.6	769.0	917.8
Growth %		19.0%	19.0%	19.2%	19.4%	19.7%

(Source: F&S Research & Analysis)

Market Players

Major market players for temporary staffing market include TeamLease Services Limited, Adecco India Private Ltd., Ikya Human Capital, Randstad Holding, Genius Consultants, Manpower Group, Global Innovsource Solutions etc.

Permanent Recruitment Market

Permanent recruitment comprises of two main segments, 'search' and 'recruitment'. Search is a niche category focused on hiring of CXO and Board level positions in an organization. Recruitment is mainly attributed to mid- and junior/entry-level hiring. Recruitment process outsourcing ("**RPO**") is a service where the provider/agency acts as company's internal recruitment function for all or part of its recruitment activities.

Permanent Recruitment Market - Breakdown by Type of Recruitment, India, 2014

(Source: F&S Research & Analysis)

The revenue model for permanent recruitment and search is largely commission based. Clients pay a fixed percentage of salary (commission) based on the cost-to-company salary of the employee once the candidate joins the organisation. For mid-level recruitment, industry averages suggest clients pay 12-16% (of the annual cost-to-company salary) once candidate joins the organisation. For junior level recruitment, given the volume nature of the segment, fees for consultant may be lower in the range of 7-12% (of the annual cost-to-company salary) per recruitment.

Search and Recruitment

Recruitment forms a substantial part of the permanent recruitment segment catering to the junior and mid-level positions. The market for permanent recruitment is estimated at ₹75.00 billion in 2014. The demand for executive search has largely come from global MNCs based in India. The search market is currently a niche market focusing on CXO, board and top level hiring.

RPO

Globally, companies have recognized and incorporated RPO as an integral part of their HR function and have derived significant cost synergies even while achieving significant HR management span widening. RPO is however still at a nascent stage in India with organisations evaluating the pros and cons of incorporating RPOs as part of their HR strategy. RPO services are mainly needed for junior- and mid-level employees due to the high volume of recruitments that happen at this level. RPO is a key growth segment in India. Industry estimates suggest that the RPO industry is expected to grow at a rate of 25.0-35.0% over a year. With many IT and ITeS companies expected to ramp up their hiring activities, a large part of their recruitment work is expected to be outsourced. Other industries that are expected to go for RPO services are BFSI and e-commerce.

Market Trends

Growing investments in sectors such as IT, Travel and Tourism, Healthcare, Life Sciences, Pharmaceuticals, Oil and Gas and Power segments have increased the hiring activity across all levels in the last two years. With the retail sector opened up to FDI, more demand for executives with operational and merchandising skills is expected to grow. Project management skills in project intense industries such as manufacturing, BFSI, oil and gas, construction and utilities are another sought after skill set in India. Project management involves striking a balance between time, budget and quality. As many projects in India are plagued by cost and time overruns, the demand for project management jobs is expected to touch 8.8 million by 2020.

Another sought-after skill in India today is the data analytics talent. With competitive business environment, organisations want to gather and analyze business data to keep abreast with their competitors and seize growth opportunities. As India is a major outsourcing hub, the demand for data analytics professionals is expected to go up in the next 2-3 years.

Optimistic economic outlook and globalisation are expected to drive the demand for mid-level executives in finance and accounting and sales and marketing are expected to increase.

Payroll and Compliance

Payroll processing is a multifaceted process which involves processing of the compensation of employees including salaries, advances, reimbursements, computation of taxable deductions and withholding of tax and other statutory dues. Some companies create a separate department for payroll, others make it part of the human resources department, while increasingly more companies have started outsourcing their payroll processing function to a third-party payroll processing service provider. The third-party payroll processing option fits small businesses that may not have the proficiency or time to administer payroll and larger businesses that see outsourcing as a cost-saving technique. Benefits of outsourcing payroll include increased efficiency, accuracy, transparency and confidentiality, with decreased liabilities and costs. Further, third party payroll processing firms deploy latest technology, increasing efficiency for both themselves and their customers. Focus on payroll processing by third party service providers helps them keep abreast of regulatory and compliance changes and result in reducing risk of non-compliance.

The market for outsourced payroll processing and compliance has gained ground in the past decade. Indian organizations have historically been reluctant to outsource these functions due to sensitivities involved in terms of confidentiality. Businesses have now started focusing on their core businesses, with an increasing realisation on the part of company managements that payroll and compliance while being critical are better outsourced to specialists who benefits of lower cost and expertise. The increased outsourcing of these key functions has enabled third party service providers to develop scale and offer services linked to SLA and key performance indicators. Strategic focus on core business, expanding manpower and geographical presence, cost pressures, and the quality of outsourced services are the driving factors for the growth of payroll and compliance outsourcing market in India. The market is estimated at ₹10.00 billion in 2014 and has grown at a CAGR of 18.1% between 2009 and 2014.

Payroll and Compliance Market - Historic Revenue Trend, India, 2009-2014

	2009	2010	2011	2012	2013	2014
Revenue	4.4	5.1	6.0	7.1	8.4	10.0
Growth %		17.0%	17.9%	18.2%	18.6%	18.9%

(Source: F&S Research & Analysis)

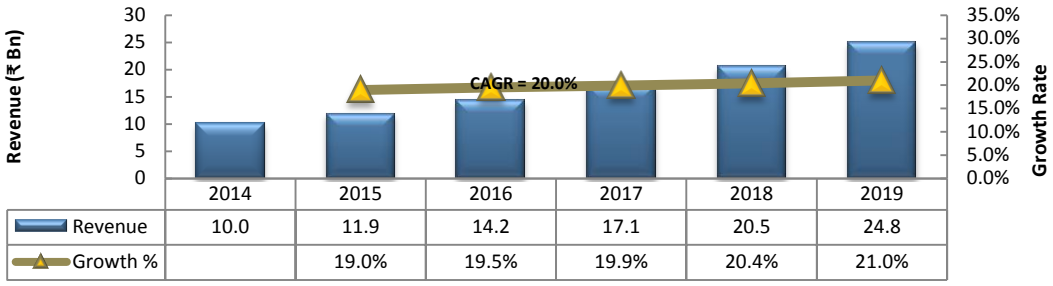
Market Forecast

Payroll and Compliance market has been witness to significant technological changes facilitating end-users to increasingly outsource such activities. Movement from manual processing to technology enabled computations has allowed third party service providers to leverage economies of scale to improve service while reducing costs. The emergence of cloud based solutions making available payroll solutions on Software-as-a-service ("**SAAS**") basis has allowed third party service providers to rapidly scale up capacities keeping pace with the growth requirements of clients. The range of services offered has also expanded to include value-added services such as mobility, analytics, time and attendance and expatriate payroll.

The market, which is currently inclined towards large sized businesses and multi-national companies in India, is expected to penetrate faster into the small and mid-sized businesses in the next five years. Small and mid-sized businesses are waking up to the cost savings potential of outsourcing their payroll and compliance functions. The emergence of cloud based solutions has made these services even more affordable and customisable to their needs. The increased adoption of outsourced payroll and compliance solutions by these enterprises will be a crucial growth driver, given that there a total 48.8 million MSME units as of year 2014. The MSME sector accounts for 17% of the Indian GDP and the growth of this sector is crucial for economic growth. Therefore in order to overcome the funding issues of the sector, the government has announced a corpus fund of ₹200.00 billion to set up Micro Units Development Refinance Agency (Mudra) Bank for the MSME sector and boost growth of small business and manufacturing units. This is expected to lead to expansion of existing units, which in turn would create jobs and enhance the business potential for payroll and compliance service providers.

Indian companies are increasingly outsourcing their Payroll and Compliance functions to focus on core operational areas. The pace of outsourcing will gain further momentum with MSMEs recognizing the need for professionally managed payroll and compliance functions. Globally, payroll and compliance outsourcing is an established HR outsourcing segment. In India, the demand for multi-country payroll services is expected to continue, along with managed payroll and compliance services.

Payroll and Compliance Market - Revenue Forecasts, India, 2014-2019



	2014	2015	2016	2017	2018	2019
Revenue	10.0	11.9	14.2	17.1	20.5	24.8
Growth %		19.0%	19.5%	19.9%	20.4%	21.0%

(Source: F&S Research & Analysis)

Market Players

The top companies in the payroll and compliance market include ADP India Pvt. Ltd, Excelity Global (Formerly the payroll business of Aon Hewitt), Allsec Technologies Ltd and Aparajitha Corporate Services (P) Ltd. Further, there is a large unorganised segment comprising of "mom and pop" outfits and accountancy firms that offer customised payroll and compliance outsourcing services to their clients.

Training and Skill Development

To effectively address the need for labour force skilling, The Ministry of Skill Development and Entrepreneurship (MSDE) was set up for co-ordination of all skill development efforts across the country. Through various schemes, MSDE aims to connect demand and supply of skilled manpower, develop a vocational and technical training framework, and foster innovative thinking for jobs of tomorrow.

The wide disconnect between the Indian education system and the needs of the existing and emerging industries results in a large pool of unemployable workforce. Vocation education, skilling of school-dropouts and re-skilling of existing labour are some ways of addressing this gap. To this end, the Ministry of Skill Development and Entrepreneurship was created for co-ordination of all skill development efforts across the country, removal of disconnect between demand and supply of skilled manpower, building the vocational and technical training framework, skill up-gradation, building of new skills, and innovative thinking not only for existing jobs but also jobs that are to be created.

The Government of India has set an ambitious target of skilling 500 million people by 2022. However, the results so far are not encouraging. As per data by the National Skill Development Agency (NSDA)—part of the newly created ministry of skill development and entrepreneurship—21 departments and ministries trained 7.6 million people in 2014-15, as against a target of 10.5 million people.

Major Skill Development Programs and Top Players, India, 2015

Sr. No	Program/ Ministry	Top Players
1	Pradhan Mantri Kaushal Vikas Yojna (PMKVY)	Top players by target allocation - IL&FS, LabourNet, Rooman Technologies, REEP Trust, MG Career Park, Empower, Shritechnologies Ltd, Safe Educate, laDegain Solutions Ltd, Globsyn and Datapro Computers Pvt. Ltd.
2	Ministry of Rural Development (MoRD)	Top players by proposed project cost – IL&FS, Quess Corp Ltd (previously known as IKYA Human Capital Solutions Ltd)., Centum Work Skills India Ltd., ICA Infotech Pvt. Ltd., CAP Foundation, Technopak Advisors Pvt. Ltd., AROH Foundation, C L Edutech Ltd.,

Sr. No	Program/ Ministry	Top Players
		IndiaCan Education Pvt. Ltd. and APITCO Ltd.
3	National Skill Development Corporation (NSDC)	Top players by proposed project cost – NIIT YuvaJyoti (proposed subsidiary of NIIT Limited), IL&FS, Sahaj e-Village Limited, Kalyani Skills Private Limited, Don BoscoTech Society, IIJT Computer Education Private Limited (a subsidiary of TeamLease), GRAS Hospitality Services Ltd., Emerge Learning Services Pvt Ltd, Future Human Development Limited (FHDL), Datapro Computers Pvt. Ltd.

(Source: F&S Report 2016)

IT and ITES

Information Technology (IT), IT-enables services (ITeS) and IT-related services have contributed majorly to the growth of Indian service sector in fiscal 2015. As per the National Association of Software and Services Companies' (NASSCOM) estimate, the revenue of the IT- Business Process Management (BPM) industry (including e-commerce) is USD 146 billion and grew by 13% in fiscal 2015. India has emerged as the pre-eminent destination for offshore services, with excellence in IT, Business Process Outsourcing (BPO) and voice services. As per the Central Statistics Office (CSO), computer and related services contributed to 3.3% to the overall GDP. As per NASSCOM estimates, the IT-BPM industry export market grew by 12.3% to USD 98 billion in fiscal 2015 on a year-on-year basis. NASSCOM states that there are more than 825 captive centers in India generating revenue of ₹945.7 billion in 2013-14 and account for 17.0% of the total IT exports.

India became the fourth largest start-up hub in the world with 3,100 start-ups in the country in fiscal 2015, mainly due to hyper growth witnessed in technology start-up and software product landscape. According to NASSCOM, the total number of technology product/digital start-ups is projected to be 11,500 by 2020, employing over 250,000 (2.5 lakh) people from just 65,000-75,000 in 2014. As these start-ups grow to hit a critical mass they are expected to start engaging with HR firms for recruitment.

Professional IT-staffing involves providing skilled IT workers, on contract, by staffing intermediaries to end-user companies for a defined duration. Based on a contractual agreement, staffing agencies screen, hire and deploy IT professionals to the customer's site. The contracts are either time-based or project-based where the salaries and other benefits of professional flexi-staff are met by the staffing company. In professional staffing market, companies follow a "pay-and-collect" model. The staffing companies either take a percentage of the salary paid to the professional staff as their fee or receive a fixed fee for every hired staff. The profit margins vary depending upon the job description and experience. Temporary staff with high skill set and wide experience yield more gross margins in the range of 20 to 30% of the salaries paid by the end-user. Average industry gross margins are in the range of 15 to 20%. The professional IT staffing market in India for the year 2014 is estimated to be ₹125.0 billion, and has grown with a CAGR of 19.02% since 2009.

Professional IT Staffing Market – Historic Revenue Trend, India, 2009 – 2014

(Source: F&S Research & Analysis)

According to NASSCOM, IT industry added 2.3 lakh jobs in fiscal 2015 with aggressive hiring seen in some of the large marquee IT companies. The percentage of temporary manpower in the total manpower ranges between 10 to 15% in leading Indian IT companies. As investments continue to grow in the IT industry, manpower requirement is expected to increase. We expect IT companies to channel an increasing proportion of new hires through temporary staffing by IT staffing companies. In the next five years, the temporary staffs are expected to account for 40 to 45% of the total head count across IT companies.

Professional IT Staffing Market - Spending on Temporary Staff by IT Companies, India, 2014

Sr. No.	Company Name	Annual Spending, 2014
1	IBM	USD 120 - 150 million
2	Accenture, Microsoft, Cisco	USD 60 - 80 million
3	Cognizant, HCL Technologies, Oracle	USD 50 – 80 million
4	MacAfee, Tech Mahindra, Wipro, Goldman Sachs, Intel, Motorola, Google, Tata Consultancy Services	USD 30 – 50 million
5	Infosys, Cap G, JP Morgan, iGate	USD 10 - 30 million

**USD = INR 61.00, Average 2014*

(Source: F&S Research & Analysis)

The Indian IT industry has been a pioneer in driving the growth of the temporary staffing market. Because of the cyclical growth witnessed in past and to keep the costs under check, the IT industry has modified its hiring policies in favour of temporary staffing. Currently, temporary staff account for only 5% of the overall workforce in an IT company, which is very low as compared to 20% in developed nations. Moving forward, with increasing competition, more companies are expected to hire temporary staff in order to overcome margin pressures and maintain lean benches. This is expected to increase the staffing penetration from the present 5% of overall workforce to 20% of overall working in the next five years.

Professional IT Staffing Market - Revenue Forecasts, India, 2014-2019

(Source: F&S Research & Analysis)

A growing demand for domain expertise and niche skill sets should provide a boost to staffing firms who have access to a deeper resource pool of candidates. Profit margins of IT staffing companies are expected to increase by 3 to 5% in the next five years. Further, captive centers in India are moving up the value chain to manage complicated high-end processes rather than limited back-end work and call center operations. This is creating hiring demand for experienced IT professionals. With shift in captive centers' focus, staffing companies are expected to play an increased role in manpower management of Indian IT industry.

Market Players in the IT Staffing Market

The IT Staffing landscape in India is dominated by International and strong national players with local companies. Major players in this segment include Magna Infotech, Manpower, Collabera, Artech, SourceOne, and Datamatics.

Professional IT staffing market in North America

Information Technology Staffing, alongside office/clerical and industrial staffing is amongst the biggest sub segments of the temporary staffing industry in Canada. With a market size of USD 24.2 billion and CAD 2.1 billion it forms 23.4% and 25% of the overall staffing industry in the US and Canada respectively. *(Source: Staffing Industry Analyst ("**SIA**") US Growth Assessment: Information Technology Staffing, December 2014 ("**SIA - US IT Staffing Growth Assessment**") and SIA - Canadian Staffing Industry Outlook, May 2015 ("**SIA - Canadian Staffing Industry Outlook**"))*

IT staffing in North America is characterized by significant shortage of skilled workers as reflected in the low fill rates (24% compared to 70% for the overall staffing industry in the U.S) and high time-to-fill metrics for the industry (10 days compared to 5 days for the overall staffing industry in the U.S). This skill shortage translates

into high gross margins for the IT staffing business of approximately 24.10%. *(Source: SIA - US IT Staffing Growth Assessment).*

Rank	Company	2014 U.S. IT Temporary Staffing Revenue (USD, million)	Market Share
1	TEKsystems (Allegis Group).	3,078	12%
2	Software Developers, systems software.	1,388	5%
3	Software Developers, applications.	1,221	5%
4	Computer systems analysts.	1,104	4%
5	Database administrators.	925	4%

(*Source: SIA – 2015 Largest IT Staffing Firms in the United States)*

Professionals in the IT domain are highly paid. The table below illustrates the median hourly wages for broad categories of IT professionals. It is to be noted that these are significantly higher than the average wages paid to all wage and salary workers in the U.S, which is an approximate USD 16.87 per hour *(Source: SIA - US IT Staffing Growth Assessment)*.

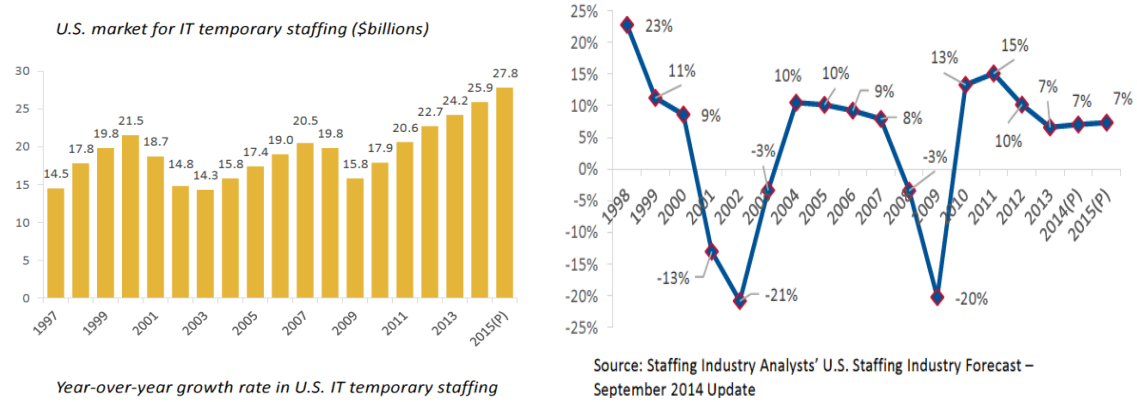
Category	Median Hourly Wage	Penetration Rate
Computer and information scientists.	51.10	0.18% - 0.63%
Software Developers, systems software.	48.75	1.33% - 2.10%
Software Developers, applications.	44.55	1.41% - 2.23%
Computer systems analysts.	39.03	1.80% - 2.79%
Database administrators.	37.75	1.63% - 2.56%
Computer programmers.	36.60	2.38% - 4.24%
Network and computer systems administrators.	35.58	2.36% - 3.72%
Computer support specialists.	23.64	2.87% - 4.37%

(*Source: SIA - US IT Staffing Growth Assessment*)

Geographically, the IT staffing market in the US is largely concentrated in California, Texas, New York (together forming 30% of the total US IT staffing market), area while 96% of the Canadian employment services market is concentrated in Ontario, Alberta, Quebec, and British Columbia *(Source: SIA - US IT Staffing Growth Assessment* and *SIA - Canadian Staffing Industry Outlook*)

It is expected that U.S. temporary IT staffing market will grow 6% in 2016, to reach a record industry size of USD 123.0 billion in 2016. *(Source: SIA – US Staffing Industry Forecast, September 2015)* High demand for skilled IT labour backed by trends of cloud computing, big data, mobile connectivity, social media and data security are the key drivers of this growth. *(Source: SIA - US IT Staffing Growth Assessment)*

Market Size and growth of the US IT temporary staffing industry



(Source: SIA - US IT Staffing Growth Assessment)

Further, over the last 14 years, IT employment in the US has increased more than 41%, compared to just 5.5% growth in overall employment. The Segment is expected to continue to outperform through 2022, growing 18.0% versus 10.8% for total employment *(Source: SIA - US IT Staffing Growth Assessment).*

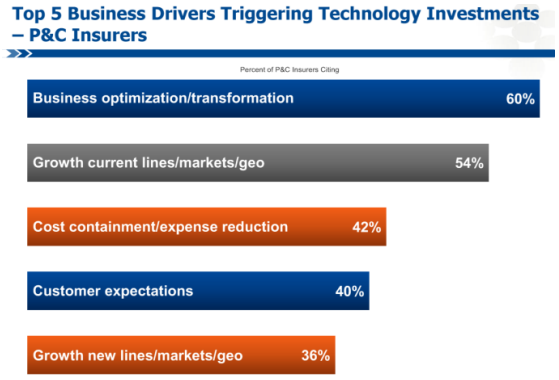
IT solutions market outlook for the P&C insurance industry in North America

The Property and Casualty ("**P&C**") Insurance Industry is focused on providing coverage against risk of loss/damage of assets other than life and health. The industry is characterized by a distinct set of business functions, comprising of policy administration, claims processing, re-insurance, underwriting and product development. These functions requires customized IT solutions, thereby creating a niche sub segment in the broader Information Technology Industry, catering to the specific technology needs of P&C insurers. *(Source: SMA IT Spending Report)*

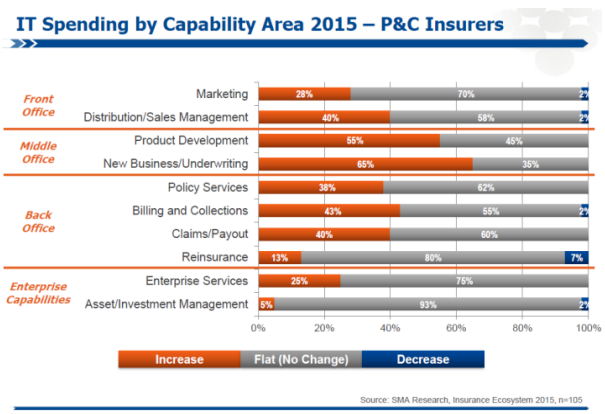
Insurer investments in technology have become increasingly strategic. In earlier phases, the focus of IT was on automation and improving efficiencies. The justification for investment was usually based on headcount reductions or reduced costs for physical supplies and facilities. While these elements are still important today investments have become more strategic and are centered on driving growth and creating market advantages. *(Source: SMA IT Spending Report)*

Key Business Drivers for Investments

IT spending continues to trend upwards for North American insurers. Almost 62% of the insurers in the US are growing and transforming, making significant investments in technology. For insurers of all sizes, business optimization and transformation is the number one factor that is leading to investments in technology. Elevation of customers and agent expectations are other key business drivers. *(Source: SMA IT Spending Report)*

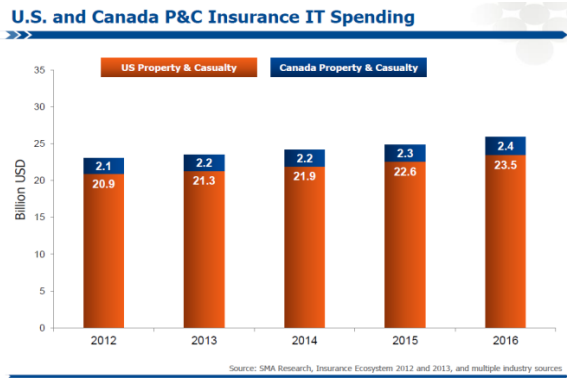


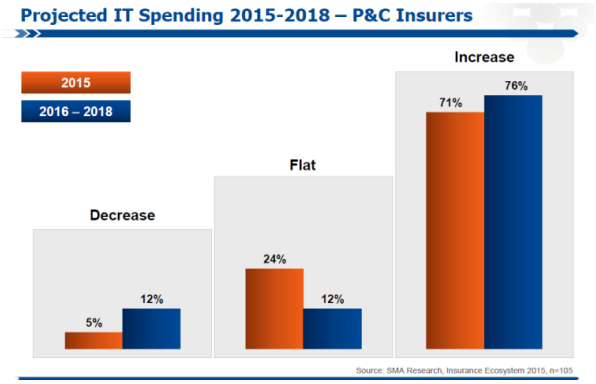
(Source: SMA P&C IT Spending Report)



(Source: SMA IT Spending Report)

Improving economic conditions provide opportunities for premium growth for North American insurers, although the outlook is mixed by sector, and profitability still may be challenged due to the investment environment. On the property and casualty side, more stringent underwriting and lower than normal catastrophe payouts have yielded sub-100 combined ratios for US insurers in the past years. *(Source: SMA IT Spending Report)*





(Source: SMA P&C IT Spending Report)

Integrated Facilities Management

Integrated Facilities Management (IFM) refers to the providing of integral delivery & management of end to end facility services for maintenance of buildings and properties across residential, commercial and industrial sectors. FM services are broadly classified as hard services, which includes HVAC (Heating Ventilation and Air Conditioning) maintenance, fire safety systems, and plumbing maintenance and soft services which includes cleaning, housekeeping, catering, landscaping, pest control, and other services such as security services, guest house / service apartment management.

The concept of FM is well accepted in the commercial sector and the rate of outsourcing is high compared to the residential sector. FM in residential sector is slowly gaining popularity, particularly among gated residential communities in the urban areas of the country. The market is now shifting from single service contract model with multiple vendors to an integrated model with a single vendor. Increase in consumables, manpower and management cost have impacted the cost of FM services, forcing customers to replace long-term contracts and providing momentum for Integrated Facilities Management (IFM) contracts in India. Indian FM Market was estimated to be ₹68,200.0 million in 2014. The market has grown at the rate of 24% between 2010 and 2014.

Year on Year Growth Forecast for Hard and Soft Service Market Revenues in India, 2010 – 2014

	2010	2011	2012	2013	2014
Hard Services	10,729.4	13,438.3	16,808.8	21,829.6	27,143.6
Soft Sevices	18,269.0	21,925.6	26,850.4	33,435.1	41,056.4
Growth %		21.9%	23.4%	26.5%	23.4%

(Source: F&S Research & Analysis)

Growing awareness levels, increasing acceptance of outsourcing non-core activities, and burgeoning demand from the retail, offices, and industrial sectors have together contributed to the growing demand for FM services in India. The commercial office sector will continue to remain a key contributor to the market mainly with the help of the growth in IT/ITeS, banking, and finance sector. The Government is expected to spend more on the maintenance of public infrastructure, such as municipal parks and government-run schools. Increasing impetus provided to cleanliness in these facilities in the form of government initiatives like 'Swach Bharat Abhiyan' are driving the need to outsource these services to professional organizations. FM market for residential segment accounted for 5% of the overall FM market in India. Residential segment contributed to ₹3,410.0 million in

2014 in comparison to ₹64,790.0 million from the commercial segment. Office space contributed to more than 30% of the commercial segment.

FM Market Revenue Forecast, 2014-19, India, CAGR = 24%

(Source: F&S Research & Analysis)

Indication of Range of Profit Margins in Select Industries, India, 2014

Industry	Gross Margin
Healthcare / Hospitals	15-30%
Government owned properties and parks	4-8%
High profile govt. offices, assembly houses, ministers' house etc.	15-25%
Infrastructure (Airports)	5-10%
Industrial	18-20%
Commercial (Multi-tenanted/Individual Office Complexes)	10-35%

(Source: F&S Research & Analysis)

The FM market in India is estimated to grow with a CAGR of 24% between 2015 and 2019. Majority of the growth is expected to be driven by the consistent growth in demand from the commercial sector. In addition, the increasing preference for professional FM in the residential sector coupled with increased incidence of high rise residences that require unique FM solutions is expected to further drive growth.

Market Players

Major players in FM in India include Sodexo India On-site Service Solutions Pvt. Ltd, ISS Integrated Services Pvt. Ltd, Compass Group India Support Services Pvt. Ltd, Avon Facility Management, BVG India Limited, and Updater Services India Limited.

Industrial Asset Management Services

Industrial Asset Management refers to Operation & Maintenance (O&M) services to heavy industries that ensure efficiency, effectiveness and sustainability of the industrial assets across end-user segments. Industrial asset management services include, but is not limited to, consultancy services, training & advisory services, plant services (includes diagnostic study & testing, performance testing and pre-commissioning services), operation & maintenance services (supply of consumables, spares etc., and provision of requisite manpower), repair & overhaul, renovation & modernization, retrofits/up gradation, shut down maintenance, condition monitoring and quality audits. Supply of products, engineering services, installation & commissioning, production support services and civil works are the other type of services in the value chain that turnkey contractors / service providers offer. In-house maintenance team comprising of engineers & technicians are capable of handling routine maintenance of plant & machinery on their own. However, their involvement is restricted to supervisory jobs during breakdown maintenance due to paucity of time and need to avoid a large in-house team for routine and shut-down maintenance, also to minimize the plant down time by deploying a larger team for conducting the shut-down maintenance. O&M services are undertaken by Original Equipment Manufacturer (OEM) and third party service providers. OEM service providers have the advantage of supplying the equipment to the client. They are involved in both routine and shutdown maintenance, but are limited to only

supervisory jobs and for providing technical guidance. In most cases, they outsource dismantling, refurbishing and reassembling work to the third party service providers.

The key end-user for O&M services include: Power (Thermal, Hydro, Renewables and Captive); Oil and Gas (Exploration, Pipelines, Refineries and Chemical & Petrochemical); Steel, Cement (Large and Small Plants) and Others (Fertilizers, Engineering – Heavy Industries & Machinery, Automobile, Sugar, Electronics, Paper, Textile & Garments, Leather, Food Processing and Pharmaceuticals etc).

Market Players in Industrial Asset Management

The industrial asset management market is highly fragmented with strong price linked competition resulting in margin pressures. The ability of clients to pass down cost increases adds to the margin pressures. Established players have sought to buck the trend by introducing value added services such as conditioning & monitoring services, critical spare provision, IT support (remote monitoring of facilities) and training. This is expected to result in a positive impact on margin levels and is expected to generate more revenues for organized players. Some of the key players in this market including Power Mech Projects Limited, Hofincons Infotech & Industrial Services, Energo Construction Limited, McNally Bharat Engineering Company Limited in India while Transfield is a prominent global player. Their competitiveness depends on various factors including:

- Local Market Knowledge;
- Association with Local/EPC/OEM Companies;
- Ability to respond and quick turnaround time;
- Ability to retain skilled manpower;
- Consistent track record;
- Ability to adopt to various equipment/technology/brand etc;
- Inclusion of IT based support services etc.

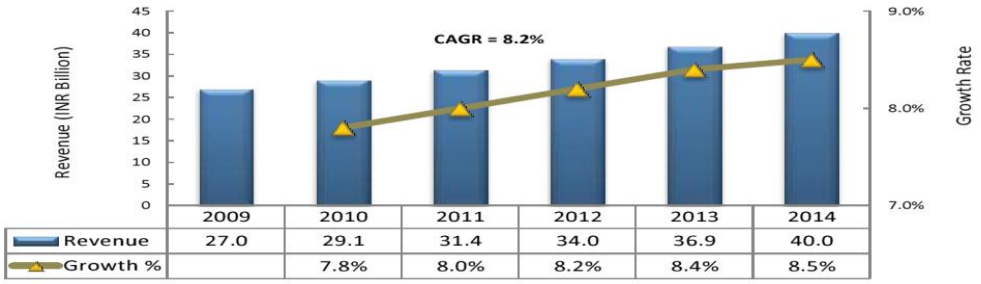
Break-up of the Market by End-user Segment, India, 2014

(Source: F&S Research & Analysis)

Just like their counterparts in the service industry, clients in the manufacturing and infrastructure space have been actively looking at outsourcing non-core areas of their operations in order to reduce costs and increase profitability. This is especially true in case of sectors like Power, Refineries (Oil & Gas), Steel and Engineering that have been facing a fair deal of macro-economic headwinds over the past few years. Clients prefer service providers with industry specific experience and proven track record of safety. Most of the prominent O&M service providers are ISO (9001, 14001 and 18001) certified in order to match the Quality, Environment and Health & Safety standards of the end-user industries. This in turn is helping the end-users achieve high levels of safety and security standards.

Large industrial conglomerates including Reliance, Tata Group, Adani Power, Vedanta Group are the major revenue generators for the industrial asset management service providers due to their rapid growth, willingness to outsource critical functions, financial strength and future investment plans. The overall market for O&M services in India was estimated to be ₹40.0 billion in 2014. The market had grown at 8.2% CAGR over the last 5 years. It is expected that the market will grow at a CAGR of 10.8% to reach revenue of ₹66.75 billion by 2019.

Historic Assessment of the Industrial Asset Management Market, India, 2009-14



	2009	2010	2011	2012	2013	2014
Revenue	27.0	29.1	31.4	34.0	36.9	40.0
Growth %		7.8%	8.0%	8.2%	8.4%	8.5%

(Source: F&S Research & Analysis)

The growth of the industrial asset management services market is directly related to the growth in the industrial sector. Increasing O&M cost and openness to outsource the non-core business activity in order to improve the productivity are the factors driving the growth of this market in India. Power and Oil & Gas account for 70% of the market; the top 4 segment (Power, Oil & Gas, Steel and Engineering) account for 90% of the market and the rest 10% is from others segment. In addition to the expected economic recovery in manufacturing and infrastructure, the inflationary trends seen in labour cost (8% per annum) and consumables prices (3 to 5% per annum) are expected to drive clients towards outsourcing their O&M functions to specialists. Opportunities for operations and maintenance are expected to unveil in the refining sector in view of the capacity expansion plans and challenges. Apart from using new process technologies and modernization of configuration, there are host of areas with renewed focus such as energy efficiency improvement, power optimization, advanced environmental pollution control technologies, online monitoring and real time process control optimization, project management, supply of spares for major process equipment, and advanced shutdown management systems.

Forecast of the Industrial Asset Management Market, India, 2014-19

	2014	2015	2016	2017	2018	2019
Revenue	40.0	43.5	47.7	52.9	59.1	66.8
Growth %		8.7%	9.7%	10.8%	11.9%	12.9%

(Source: F&S Research & Analysis)

Overall competitive landscape

The overall competitive landscape across business services segments covered above is represented in the table below. These services comprise the profit & loss line items of most companies that are generally outsourced to third party vendors.

P&L Cost Items		Quess	Competition	Global Peers Offering Integrated Business Services
Staffing	*Direct Labor*	✓	• Randstad • Adecco • Teamlease	• Interserve • ISS World • Sodexo • Compass Group • Serco
	Marketing Services	✓	• Adecco • Teamlease	
	IT Services and Maintenance	✓	• Manpower • SourceOne	
	Training & Skill Development	✓	• ILFS Skills • Datapro Computers	
Payroll and Compliance	*Salaries*	✓	• ADP	
	Compliance	✓	• Aparajitha	
	Employee welfare	✓	• Sodexo • ISS	
Operations and Maintenance		✓	• Energo • McNally Bharat • Power Mech Projects	
Facilities Management		✓	• Dusters Total Solutions Services (DTSS) • BVG India Ltd	

(Source: F&S Report 2016)

OUR BUSINESS

Some of the information contained in the following discussion, including information with respect to our plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read "Forward-Looking Statements" on page 15 for a discussion of the risks and uncertainties related to such statements and also "Risk Factors" on page 17 for a discussion of certain factors that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements.

In this section, unless the context otherwise requires, a reference to the "Company" is a reference to Quess Corp Limited on a standalone basis, while any reference to "we", "us" or "our" refers to Quess Corp Limited and its subsidiaries and assocate companies as applicable in the relevant fiscal period, on a consolidated basis.

Important Note Relating to Presentation of Financial Information

Our Company's fiscal year ends on March 31 of each year, except that in 2014 our Company aligned its fiscal year end to that of our corporate Promoter TCIL, December 31. However, our Company subsequently reverted to a March 31 year end in fiscal 2015 to align it to that of our corporate Promoter TCIL. In this Draft Red Herring Prospectus (i) the terms Fiscal 2011, Fiscal 2012 and Fiscal 2013 denote the 12 months ended March 31, 2011, 2012 and 2013, respectively; (ii) Fiscal 2014 (9 months) denotes the nine months ended December 31, 2013; (iii) Fiscal 2015 (15 months) denotes the 15 months ended March 31, 2015; and (iv) and Half Year Fiscal 2016 denotes the six months ended September 30, 2015. Accordingly, our results of operations in Fiscal 2014 (9 months) and Fiscal 2015 (15 months) are not comparable to each other or to the results of operations in other 12-month fiscal periods.

We have completed a number of acquisitions in Fiscal 2011, Fiscal 2014 (9 months), Fiscal 2015 (15 months) and Half Year Fiscal 2016. For further details, see "Management's Discussion and Analysis of Financial Statements – Corporate Restructuring, Acquisitions and Presentation of Financial Information" on page 355. Accordingly, our Restated Consolidated Financial Statements relating to such fiscal periods are not comparable to each other.

With respect to acquisitions made in Fiscal 2015 (15 months) and the Half Year Fiscal 2016, the results of operations of such acquired entities would be reflected in our Restated Consolidated Financial Statements only with effect from the effective date of such respective acquisition and not for the entire relevant financial reporting period. In addition, we have undertaken certain acquisitions subsequent to September 30, 2015. For further details, see "Management's Discussion and Analysis of Financial Statements – Significant Developments after September 30, 2015 that may affect our future results of operations", on page 394.

In this Draft Red Herring Prospectus, we have not included any pro forma profit and loss statement or balance sheet statement, as applicable, prepared in accordance with the laws and regulations of the United States, India or any other jurisdiction, which would have shown the effect of such acquisitions completed in Fiscal 2015 (15 months), Half Year Fiscal 2016 or those completed subsequent to September 30, 2015, on our historical results of operations and financial condition. Although we have included certain limited financial information with respect to the entities acquired by us subsequent to September 30, 2015 in "Management's Discussion and Analysis of Financial Statements – Corporate Restructuring, Acquisitions and Presentation of Financial Information" on page 355, we have not included the historical audited or restated financial statements of such acquired entities in this Draft Red Herring Prospectus.

Pursuant to a scheme of arrangement approved by the High Court of Karnataka, Avon and Magna Infotech were merged into our Company with effect from January 1, 2014, while Hofincons was merged into our Company with effect from July 1, 2014. For further details on such scheme of arrangement, see "History and Certain Corporate Matters" on page 157. Accordingly, our Restated Standalone Financial Statements in Fiscal 2015 (15 months) or subsequent financial periods is not comparable to our Restated Standalone Financial Statements in prior periods.

Potential investors should carefully take into account the disclosures above and our Restated Financial Statements in evaluating our business and financial performance and in making any investment decision.

The following section should be read in conjunction with our Restated Financial Statements and the respective auditors reports thereon, included in "Financial Statements" on page 199. Unless otherwise stated, the financial information used in this section is derived from our Restated Consolidated Financial Statements.

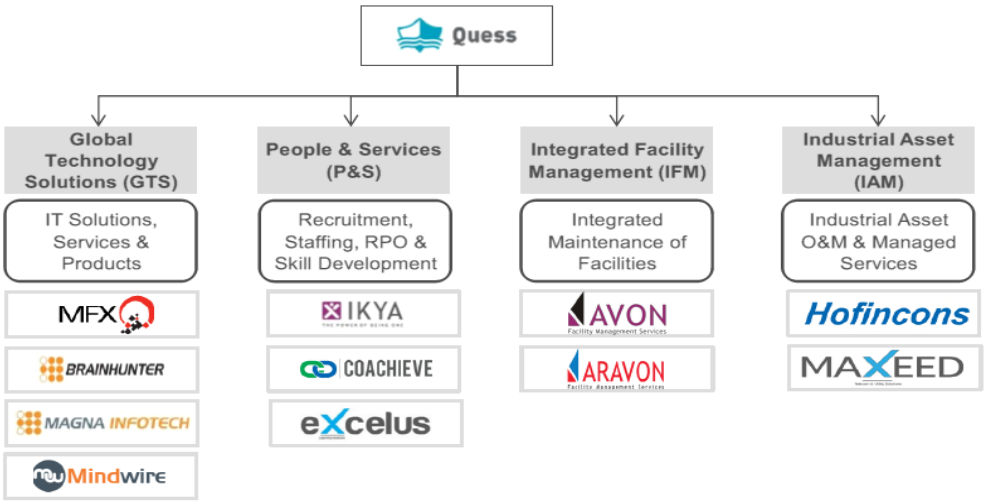
Overview

We are one of India's leading integrated business services providers *(Source: F&S Report 2016)* focused on emerging as the preferred partner for handling end-to-end business functions of our clients. We offer comprehensive solutions including recruitment, temporary staffing, technology staffing, IT products and solutions, skill development, payroll, compliance management, integrated facility management and industrial asset management services. As of November 30, 2015, our clients include some of the world's largest, reputable organizations, including more than 35 companies ranked in the 2015 Fortune Global 500 list.

We are among the industry leaders in each of our key business services:

- The largest IT staff augmentation provider in India based on number of employees *(Source: F&S Report 2016)*;
- The third largest general staffing company in India based on number of employees *(Source: F&S Report 2016)*;
- Among the leading industrial asset management service providers in India *(Source: F&S Report 2016)*;
- Among the largest integrated facility management service providers in India *(Source: F&S Report 2016)*; and
- Among the largest training and skill development partner for the Ministry of Rural Development based on approved project cost *(Source: F&S Report 2016).*

Our service and product offerings include four broad operational segments: Global Technology Solutions ("**GTS**"), People and Services ("**P&S**"), Integrated Facility Management ("**IFM**") and Industrial Asset Management ("**IAM**"), which are offered under various brands as indicated below:



- **Global Technology Solutions.** The GTS segment provides IT staffing, IT product solutions and services in India, North America and South East Asia, under the *Magna Infotech*, *Brainhunter*, *Mindwire* and *MFX* brands. We own and operate offshore delivery and development centers in Chennai and Bengaluru in India with more than 200 full time employees as of November 30, 2015. Our sophisticated datacenters at Ridgefield Park, New Jersey and Roanoke, Virginia are SSAE 16 SOC1 Type II compliant facilities, and are strategically located in different regions in the United States to ensure disaster recovery protection and meet applicable regulatory requirements. Our key clients in the GTS segment include four Fortune 50 companies ranked in the 2015 Fortune 500 list, as well as large international banks and Indian IT consulting companies.

- **People and Services.** The P&S segment provides comprehensive staffing (excluding IT staffing) services and solutions including general staffing, recruitment and executive search, recruitment process outsourcing, as well as payroll, compliance and background verification services under the *IKYA* and *CoAchieve* brands. In addition, we provide training and skill development services through, as of November 30, 2015, 64 centers spread across India under our *Excelus* brand in partnership with the Government of India. Significant clients in this segment include Amazon, Bata, FMC, Hinduja Group, PNB Housing Finance, VF Brands, and several large multinational conglomerates.

- **Integrated Facility Management**. The IFM segment provides integrated facility management solutions to corporates and other organizations such as hospitals and schools across India. We provide the entire range of facility management services including janitorial services, electro-mechanical services, pest control as well as food and hospitality services. These services are provided under our *Avon* and *Aravon* brands. Significant clients in this segment include engineering companies such as Robert Bosch, several large financial institutions in India, Fortune 500 real estate services companies, and private airport management companies.

- **Industrial Asset Management.** The IAM segment provides industrial operations and maintenance ("**O&M**") services and related asset record maintenance services under the *Hofincons* brand across various industries, including power, energy, oil and gas, chemicals and ferrous and non-ferrous metal industries across India and the Middle East. In addition, we also provide technology and consultation services focused on the oil and gas industry. Further, we provide managed services for utilities (meter reading services) and telecom companies (tower maintenance and network deployment services) under the *Maxeed* brand. Significant clients in this segment include L&T Special Steels and Heavy Forgings as well as some of India's leading steel, cement and energy companies.

The following table sets forth certain information relating to our results of operations in our principal operational segments in the periods indicated:

Segment	Fiscal 2011	Fiscal 2012	Fiscal 2013	Fiscal 2014 (9 months)	Fiscal 2015 (15 months)	Half Year Fiscal 2016
	(₹ in million, except percentages, numbers and ratios)					
Global Technology Solutions						
GTS total income	462.05	2,049.46	2,687.15	2,622.62	7,372.41	4,363.97
As % of Total Income	16.72%	32.05%	26.76%	26.01%	28.66%	28.42%
GTS EBITDA	17.83	134.63	180.67	206.48	644.18	267.67
Associate Employees[1]	3,926	5,063	7,328	7,296	8,748	7,994
Core Employees[2]	543	658	574	613	668	709
People and Services						
P&S total income	1,834.51	3,625.59	6,220.46	6,188.01	14,036.06	8,358.65
As % of Total Income	66.40%	56.70%	61.94%	61.38%	54.56%	54.44%
P&S EBITDA	102.81	130.74	287.61	156.65	413.06	292.61
Associate Employees[3]	15,313	31,128	44,146	46,652	63,541	83,243
Core Employees[4]	NA	204	227	276	365	432
Integrated Facility Management						
IFM total income	461.60	713.49	1,123.33	1,257.59	3,021.13	1,766.85
As % of Total Income	16.71%	11.16%	11.18%	12.47%	11.74%	11.51%
IFM EBITDA	18.46	45.52	74.55	162.95	198.68	111.43
Associate Employees	5,237	6,871	9,040	12,312	17,619	19,550
Core Employees	104	132	198	233	241	366
Industrial Asset Management						
IAM total income	-	-	-	-	1,273.77	843.09
As % of Total Income	-	-	-	-	4.95%	5.49%
IAM EBITDA	-	-	-	-	181.79	111.08

1. *Indicates Associate Employees of our IT staffing business in India*
2. *Indicates Core Employees of our IT staffing business in India*
3. *Indicates Associate Employees of our general staffing business*
4. *Indicates Core Employees of our general staffing business*

Headquartered in Bengaluru, we have a pan-India presence with 43 offices across 24 cities, as well as operations in North America, the Middle East and South East Asia. As of November 30, 2015, we employed more than 118,000 employees, including over 3,000 Core Employees and over 115,000 Associate Employees, i.e. employees placed with our clients. As of September 30, 2015, we had more than 1,300 clients, based on ongoing

contracts as of such date.

Recent Developments

On October 14, 2015, we have entered into a definitive agreement to acquire the entire shareholding in Randstad Lanka, a company that offers staffing and human resource solutions in Sri Lanka, which will enable us to further expand our operations in a new geography and expand our service portfolio.

In addition, we have in December 2015 acquired the entire beneficial interest in the profits and net assets of Styracorp and IME Consultancy from MS Vishwanathan, who had acquired these two entities from our individual promoter, Ajit Isaac.

We have also increased our shareholding in MFX from 49.00% to 100.00% with effect from January 1, 2016. For further details, see "Management's Discussion and Analysis of Financial Condition and Results of Operations - Corporate Restructuring, Acquisitions and Presentation of Financial Information" on page 355.

On December 22, 2015, our Company issued 2,560,000 Equity Shares pursuant to a rights issue in the ratio of 0.099 Equity Shares for every one Equity Share and on January 5, 2016, our Company issued 85,001,292 Equity Shares through a bonus issue in the ratio of three Equity Shares for every one Equity Share.

We have, in February 2016, entered into an agreement with CPI Engineering Services SDN BHD to set up a joint venture entity in Malaysia to expand our IAM business. We propose to have a 49.0% shareholding in such entity. The joint venture agreement contemplates certain exclusivity arrangements with respect to the IAM business in Malaysia.

For further details, see "History and Certain Corporate Matters" on page 160 and "Management's Discussion and Analysis of Financial Condition and Results of Operations - Corporate Restructuring, Acquisitions and Presentation of Financial Information" on page 355.

Competitive Strengths

Leading integrated business services provider in diversified business segments, industries and geographies

We are a leading integrated business services provider in India providing comprehensive business solutions to a wide range of industries, including recruitment, temporary staffing, technology staffing, IT products and solutions, skill development, payroll, compliance management, integrated facility management and industrial asset management services. We are the largest IT staff augmentation provider and one of the largest general staffing companies in India. In addition, we are among the leading industrial asset management service providers and among the largest integrated facility management service providers in India *(Source: F&S Report 2016).* We provide a comprehensive range of service offerings across multiple industries, including in the e-commerce, technology, banking and financial services, insurance, real estate, infrastructure facility management, power, energy, oil and gas, chemicals, metals, automotive, engineering, telecom, healthcare, FMCG and retail industries.

As of November 30, 2015, our operations were spread across India with 43 offices across 24 cities in India. We also offer certain of our services in a number of jurisdictions in North America, the Middle East and South East Asia. The following table sets forth information relating to our revenues from domestic and international operations in the periods indicated:

Geography	Fiscal 2011		Fiscal 2012		Fiscal 2013		Fiscal 2014 (9 months)		Fiscal 2015 (15 months)		Half Year Fiscal 2016	
	Revenues from Operations	% of Total Revenue from Operations	Revenues from Operations	% of Total Revenue from Operations	Revenues from Operations	% of Total Revenue from Operations	Revenues from Operations	% of Total Revenue from Operations	Revenues from Operations	% of Total Revenue from Operations	Revenues from Operations	% of Total Revenue from Operations
	(₹ in million, except percentages)											
India	2,721.53	98.99%	6,297.97	98.87%	9,906.02	98.95%	9,973.04	99.13%	23,151.40	90.19%	13,256.08	86.52%
International	27.75	1.01%	72.06	1.13%	105.51	1.05%	87.09	0.87%	2,519.17	9.81%	2,065.04	13.48%
Total	**2,749.28**	**100.00%**	**6,370.03**	**100.00%**	**10,011.53**	**100.00%**	**10,060.13**	**100.00%**	**25,670.57**	**100.00%**	**15,321.12**	**100.00%**

In Half Year Fiscal 2016, our top 10 clients contributed 28.68% of our total revenue while our largest client contributed 8.28% of our total revenues in such period. Our diversified service offerings across various

industries and geographies enable us to ensure diversified revenue streams, stable cash flows and reduce vulnerability to economic cycles and geography-specific risks as well as reduce dependence on any set of significant clients. Our integrated service offerings also provide us with significant operating efficiencies as well as cross-selling opportunities.

Track record of successful inorganic growth with improved financial performance

We have established a track record of successful inorganic growth through strategic acquisitions to supplement our business verticals, diversify our revenue streams, and integrate such acquired businesses to further strengthen our service portfolio. Consistent with our conservative funding philosophy, these acquisitions have been undertaken through internal accruals rather than through any significant acquisition financing. We have historically introduced operating efficiencies, revenue growth and/or increased profitability our acquired businesses, resulting in increased operating margins. For example, we have significantly grown the business and improved the financial performance of Magna and Avon following their acquisition and subsequent merger with our Company.

The table below sets forth certain information on the financial performance of Magna and Avon following their acquisition:

Acquired Entity	Year of acquisition[1]	Fiscal 2011	Fiscal 2012	Fiscal 2013	Fiscal 2014 (9 months)	Fiscal 2015 (15 months)[2]	Half Year Fiscal 2016[2]
		(₹ in million)					
Avon							
Total Revenues	116.67	462.65	717.49	1,141.78	1,271.58	3,021.13	1,521.78
EBITDA	2.25	21.75	51.76	80.25	81.30	207.36	98.44
Magna							
Total Revenues	1,819.56	1,819.56	2,052.57	2,692.61	2,627.65	5,448.37	2,337.17
EBITDA	99.88	99.88	136.22	184.48	216.19	637.46	265.77

1. *Year of acquisition denotes the year of completion of first tranch of acquisition. Fiscal 2009 and Fiscal 2011 were the years of acquisitions (first tranche) of Avon and Magna, respectively*
2. *Results for Fiscal 2015 (15 months) and Half Year Fiscal 2016 reflect standalone segment results*

Track record of growth and improved operating efficiencies and margins through business cycles

We have established a track record of rapid growth as well as improved operating margins in recent years. We believe that our strong performance through the recent economic downturn in India and internationally reflects the inherent essential nature of the business services we provide, our strong value proposition and our management's focus on financial performance.

	Fiscal 2011	Fiscal 2012	Fiscal 2013	Fiscal 2014 (9 months)	Fiscal 2015 (15 months)	Half Year Fiscal 2016
	(₹ in million)					
Total Revenue	2,762.93	6,394.35	10,043.52	10,081.49	25,727.58	15,354.03
EBITDA	96.23	291.63	454.46	419.03	1,369.19	743.22
Profit after Tax before minority interest	16.54	80.89	162.65	190.53	677.05	348.19

We believe that our business model benefits from certain inherent operational efficiencies. Given the fixed nature of our investment in infrastructure and technology in most of our business segments, there is substantial operating leverage benefit to us as the business scales up and we increase the number of Associate Employees we place. We strive to continuously improve our operating margins through a range of initiatives, including metric-driven improvement in our client service, application of consistent processes, leveraging scale to improve recruitment efficiency. We have also made significant investments in technology infrastructure over the years, including leveraging our domain expertise, implementing SAP across our operations in India, centralizing common administrative functions, developing customized applicant tracking, and automating the Associate Employee life cycle. We also provide certain of our clients with customized dashboards to monitor Associate Employees placed by us. The improving operating efficiencies in our business over the years are reflected in our improving Associate to Core employee ratio over the years as well as significant reduction in days of sales outstanding over the years. Our technology offerings enable us to strengthen client relationships aimed at improved client retention and future business.

Robust recruitment capability, deep domain knowledge and knowledge of labour regulations

We believe that our ability to meet the staffing and other business service requirements of our clients across various jurisdictions and industries in a timely manner provides us a significant competitive advantage. We have over the years developed deep domain knowledge about our client industries as well as knowledge of diverse labour regulations across various states. We have grown a team of industry-specific experienced recruiters and a large proprietary database of staffing candidates. Our management, recruiters and sales force are streamlined to specific business verticals and industry segments, which has enabled us to strengthen client engagement and develop deeper domain knowledge.

Our recruiters have significant experience and expertise that enable us to accurately assess candidates' workplace potential and skills to match them to our clients' requirements, thereby meeting our clients' staffing requirements in a timely, reliable and effective manner. Our recruiters are also able to leverage our large proprietary candidate database. As a result of our expansive operations across India, we are able to rely on our own recruitment team and are not dependent on third party recruitment specialists or referrals, which we believe is a significant competitive advantage, and enables us to maintain consistent quality and delivery standards across locations and clients.

As of November 30, 2015, we employed over 850 full-time specialized recruiters across various business segments and industries. In particular, we have significantly increased our recruitment team for our GTS business segment, which requires specific experience and domain knowledge of the IT and technology solutions industry. We have also significantly focused on increasing our knowledge of laws and regulations applicable to various industries across the different States and Union Territories in India as well as in the other jurisdictions we serve. We believe this enables us to effectively address employment related regulatory issues across our operations and any regulatory issue our clients may face.

Established relationship with clients leading to recurring business

We believe we have over the years developed long-term established relationships with our clients leading to recurrent business. We believe that our client retention levels reflect our ability to deliver complex business processes across various industries, the value-added nature of our business services and solutions, and the quality of our consistent client servicing standards. We strive to clearly understand our clients' business needs and provide solutions that maximize their return on human capital. The placement of skilled and experienced employees requires significant understanding of the relevant industry in order to effectively recruit and evaluate personnel, match them to client needs, and manage the resultant relationships. We believe that optimal placement of employees with appropriate clients enable us to balance the volume, rates, effort and duration of assignments, leading to maximizing the relative interests of our clients, our Associate Employees and our long-term business prospects. We believe this has led to consistent retention rates and long-term client relationships for us, leading to a stable business, which enable us to manage the effect of any adverse economic cycles.

For example, 22 of our top 25 clients have been our customer for over three years, 13 of whom have been our client for a period exceeding five years. We strive to develop a consultative, long-term partnership model of service delivery rather than a transactional client relationship. We believe that such long-term, established client relationships have enabled us to effectively capitalize on our clients' increasing staffing requirements, increase our market share, reduce the revenue and earnings uncertainty associated with the short term nature of most of our client contracts.

Experienced management team and strong equity sponsorship

We are a professionally managed company with a senior management team with significant experience in the staffing and business services industry. Our Chairman and Managing Director and CEO, Ajit Isaac, has extensive experience in this industry and has contributed to our organic and inorganic growth as well as international expansion. Our senior management has a cumulative experience of more than 150 years, with many of them being associated with us since our early business stages. We have also developed our mid-management team and introduced streamlined operating processes and organization structures. Our compensation structure, including incentive compensation, is linked to key performance metrics and is designed to incentivize our management team to target our long-term success.

TCIL, our majority shareholder and corporate Promoter, is a listed company in India with a history of more than 130 years of operations. Expanding its presence in Sri Lanka, TCIL through its wholly-owned subsidiary,

Thomas Cook Lanka (Private) Ltd recently acquired Luxe Asia Private Ltd, a destination management company based in Sri Lanka. It has also recently acquired 100% shareholding in Kuoni Travel (India) Private Limited and Kuoni Travel (China) Limited.TCIL is in turn majority owned by Fairbridge Capital (Mauritius) Limited which is a part of Fairfax, a private equity and investment firm with a track record of successful investments in the service industry. We believe that our relationship with the Fairfax group has enabled us to streamline our business operations to global best practices of corporate governance, internal controls and evaluation of inorganic growth opportunities, as well as enhanced our access to international business opportunities and global capital.

Business Strategies

Expand our service portfolio and our operations globally through strategic acquisitions

Since Fiscal 2009, we have expanded our service portfolio through a number of acquisitions and successfully integrated these businesses into our operations. We believe that the highly fragmented nature of the industries we operate in will continue to offer consolidation opportunities, and we intend to continue our strategic expansion plans through inorganic growth opportunities in underserved markets and geographies that complement our existing operations. Through strategic acquisitions, we intend to increase our market share, enable access to new clients and enter high-growth geographies in a cost effective manner.

We believe that our experience, track record and conservative approach of identifying and implementing our inorganic growth strategy will enable us to acquire and successfully integrate new businesses. In conjunction to our organic growth strategies, we intend to pursue strategic opportunities in complementary service offerings, among others, in payroll and compliance management services, IT staffing, facility management, asset management, safety and quality audit, financial analysis and planning, and background verification services, to offer a comprehensive range of business and managed service offerings to our clients.

In addition, we intend to further expand our international operations in our current markets in South East Asia, the Middle East and North America, as well as explore strategic high growth potential geographies such as Africa.

Continue to improve operating margins

We continue to improve our operating margins through a gradual shift of our service portfolio towards higher margin businesses and actively investing in developing such businesses. We continue to focus on further growing our higher margin businesses such as IT staffing, IT product solutions and services, facility management and industrial asset management, as compared to the relatively low margin general staffing business. We also continue to invest in businesses, industries and geographies that we believe present opportunities to increase our operating margins. We believe that our comprehensive range of business service offerings will enable us to successfully cross sell our various managed business solutions, thereby increasing operating efficiencies and further improve operating margins.

We believe that our GTS business has significant growth opportunities in India given our market leader position *(Source: F&S Report 2016)* and the low level of IT staffing penetration in India compared to mature IT industry markets such as the United States. We continue to focus on identifying and placing senior level employees and employees with niche IT skills, to increase our per employee realization. We also continue to reduce recruitment costs by establishing recruitment centers in non-metropolitan Tier 2 cities in India such as Tiruchirapalli, that have large pools of qualified engineers. In our GTS business, we have acquired Brainhunter, focused on IT staffing in North America, as well as MFX, focused on IT products and solutions for property & casualty ("**P&C**") insurance industry. These acquired businesses were not profitable at the time of acquisition but provide strong business synergies with our existing operations. We continue to improve the financial performance of our GTS offerings to achieve profitability in these entities.

In our P&S business, we continue to leverage established client relationships to move up the value chain in terms of nature of services provided. We also continue to move away from the "personnel and material" billing contracts to SLA based output-linked managed service offerings with higher margin opportunities. In addition, we leverage our robust technology infrastructure to offer customized mobile application based solutions to monitor the productivity of the Associate Employees we place and track their business process efficiencies.

In our IFM business, we continue to focus on niche high margin markets, and increase our focus on healthcare,

hospitality, corporate guesthouse maintenance and other B2C segments that provide higher margins. In addition, our comprehensive facility management services portfolio enables us to offer lower costs to customers through vendor consolidation. We believe that an increasing proportion of our clients' spend on our IFM services will drive margin expansion in our IFM business. Our IFM business growth strategy to focus on specialized industries and focus on niche high margin markets will require investment in certain capital equipment critical to such operations.

In our IAM business, we intend to shift our existing focus on O&M contracts to contracts that serve the entire industrial asset life cycle of erection, commissioning, maintenance and overhaul. We believe this will involve significant investment in capital equipment such as construction and transportation equipment as we believe that ownership of such equipment is critical to win higher margin contracts. We continue to offer customized value-added SLA linked services to utilities distribution companies and telecommunication service providers, which generate higher margins. We also intend to develop further experience in higher margin service offerings such as shut down maintenance, conditioning and monitoring of equipment and provision of technical training to employees. We also continue to pursue higher margin business opportunities internationally, including in the Middle East and in South East Asia, for our IAM business.

Capitalize on the rapid growth of e-commerce in India and pursue other B2C opportunities

We intend to capitalize on the rapid growth of the e-commerce ecosystem in India. We provide managed services to a number of leading e-commerce players in India including Amazon and Urban Ladder, and as of November 30, 2015, about 15,000 Associate Employees were deployed with e-commerce clients. We continue to move away from "personnel and material" contracts to SLA based contracts, in particular providing last mile delivery services under the *Dependo* brand. As of November 30, 2015, we operate last mile delivery services across five cities.

We also continue to leverage our comprehensive IFM service portfolio, in particular hard services such as electrical repair, carpentry, plumbing, cleaning, electronic appliance repair and HVAC repair, to identify higher margin B2C opportunities in these services. For example, we have entered into an exclusive arrangement with Helpr, an online home services marketplace in September 2015, and provide trained and certified personnel to service orders obtained by Helpr. Given the high demand for, and scarcity of, trained and certified service personnel in these areas, we believe that there are significant growth opportunities in the B2C segment of this nature.

Focus on domain depth and operational excellence

We have in recent years streamlined our sales and client delivery teams according to specific business verticals and industry segments. We believe that our industry specific and business service specific operations will result in increased domain knowledge, higher client focus, and industry specific skillsets for our Associate Employees, client account managers and recruitment personnel. In addition to providing quality services, we continue to pursue a strategy of partnering our clients through strategic integration of our personnel and service offerings to address our clients' operational processes and specific business requirements. We believe this enables our client account managers to effectively engage with our clients to obtain a better understanding of their future business requirements and accordingly develop relevant service offerings.

Business Operations

Our operations include four broad business segments: Global Technology Solutions, People and Services, Integrated Facility Management and Industrial Asset Management.

Global Technology Solutions Business

The GTS segment provides IT staffing and technology solutions and products under the *Magna Infotech*, *Brainhunter*, *Mindwire* and *MFX* brands. We provide a comprehensive range of IT and ITeS related staff augmentation and consulting services in India, South East Asia and North America. Our sophisticated datacenters at Ridgefield Park, New Jersey and Roanoke, Virginia are SSAE 16 SOC1 Type II compliant facilities, and are strategically located in different regions in the United States to ensure disaster recovery protection and meet applicable regulatory requirements. We own and operate offshore delivery and development centers in Chennai and Bengaluru in India.

As of November 30, 2015, our GTS business included over 1,000 Core Employees and 8,500 Associate Employees, and served over 180 clients. Our key clients in the GTS segment include four Fortune 50 clients ranked in the Fortune 500, 2015 list, large internationals banks as well as large Indian IT consulting and systems integrator companies.

In our GTS business, we focus on the following:

- **IT Staffing (India)**

  We are the largest IT staff augmentation provider in India based on number of employees *(Source: F&S Report 2016).* We provide temporary staffing solutions to our IT and ITeS clients in India through our team of over 400 experienced recruiters as of November 30, 2015. We provide the entire range of staff augmentation services across various industries including banking and financial services, automotive and engineering, telecom, healthcare, FMCG and retail. Our IT staffing offerings in India through Magna has an industry presence of over two decades and as of September 30, 2015 had over 180 clients. As of November 30, 2015, there were more than 7,900 Associate Employees in our IT staffing (India) business. The following table sets forth certain information relating to our IT staffing (India) segment in the periods indicated:

	Fiscal 2011	Fiscal 2012	Fiscal 2013	Fiscal 2014 (9 months)	Fiscal 2015 (15 months)	Half Year Fiscal 2016
IT staffing (India)	(₹ in million, except percentages, employee numbers and ratios)					
Income	462.05	2,049.46	2,687.15	2,622.62	5,448.37	2,337.17
As % of Total Income	16.72%	32.05%	26.76%	26.01%	21.18%	15.22%
EBITDA	17.83	134.63	180.67	206.48	637.46	265.77
EBITDA Margin	3.86%	6.57%	6.72%	7.87%	11.70%	11.37%
Associate Employees	3,926	5,063	7,328	7,296	8,748	7,994
Core Employees	543	658	574	613	668	709
Associate to Core Employee Ratio	7.23	7.69	12.77	11.90	13.10	11.30

- **IT Staffing (North America)**

  We provide IT staffing services in the largest IT and ITeS market globally, i.e. North America, through our wholly owned subsidiaries, Brainhunter and Mindwire, which we acquired in Fiscal 2015 (15 months). Brainhunter provides recruitment and staffing services through a comprehensive range of custom developed human resource information system ("**HRIS**") software, which is also licensed for client use. Brainhunter also provides software solutions that enable its clients to leverage technology for recruiting, to manage job postings and candidate submission processes from multiple staffing vendors in a confidential manner. Headquartered in Ottawa, Canada, Mindwire focuses on providing Canadian government departments and agencies with IT services and solutions.

  In Fiscal 2015 (15 months) and Half Year Fiscal 2016 revenues from our IT staffing operations in North America represented 7.09% and 12.13%, respectively, or our total revenues from operations in such periods.

- **IT Staffing (South East Asia)**

  In addition, we offer IT staff augmentation services in South East Asia, particularly in Philippines and Malaysia. As of November 30, 2015, our IT staffing business in South East Asia involved more than 150 Associate Employees.

- **IT Solutions and Products**

  Our IT Solutions and Products offerings are provided through MFXchange Holdings Inc. ("**MFX**"). We acquired a 49.00% shareholding in MFX in Fiscal 2015 (15 months) and acquired the remaining 51.00% shareholding in MFX in Half Year Fiscal 2016. MFX has a track record of around 15 years in developing IT solutions, particularly focused on the P&C insurance industry. A global insurance systems integrator with a focus on P&C insurance, MFX has specialized experience in integrating processing applications, enterprise networks and datacenters. It offers a comprehensive range of IT services in the specialized

P&C insurance industry. MFX is a SOC 1 Report certified IT solutions provider and provides customized data–center and infrastructure services, including private cloud services, to various industries. Its data centers are located in Virginia and in New Jersey in the United States. In addition, we own and operate offshore delivery centers in Chennai and Bengaluru in India to support these data centers.

People and Services Business

The P&S segment provides comprehensive staffing (excluding IT staffing) services and solutions including general staffing, recruitment and executive search, recruitment process outsourcing, as well as payroll, compliance and background verification services under the *IKYA* and *CoAchieve* brands. In addition, we provide training and skill development services through, as of November 30, 2015, 64 centers spread across India under our *Excelus* brand in partnership with the Government of India.

As of November 30, 2015, our P&S business included over 1,600 Core Employees and over 84,000 Associate Employees, and served over 200 clients. Significant clients in this segment include Amazon, Bata, FMC, Hinduja Group, PNB Housing Finance, VF Brands, as well as other multinational electronics manufacturing companies.

The following table sets forth certain information relating to our P&S segment in the periods indicated:

	Fiscal 2011	Fiscal 2012	Fiscal 2013	Fiscal 2014 (9 months)	Fiscal 2015 (15 months)	Half Year Fiscal 2016
P&S Business	(₹ in million, except percentages, employee numbers and ratios)					
Income	1,834.51	3,625.59	6,220.46	6,188.01	14,036.06	8,358.65
As % of Total Income	66.40%	56.70%	61.94%	61.38%	54.56%	54.44%
EBITDA	102.81	130.74	287.61	156.65	413.06	292.61
EBITDA Margin	5.60%	3.61%	4.62%	2.53%	2.94%	3.50%
Associate Employees[1]	15,313	31,128	44,146	46,652	63,141	83,243
Core Employees[2]	N.A.	204	227	276	365	432
Associate to Core Employee Ratio	N.A.	152.59	194.48	169.03	172.99	192.69

1. *Indicates Associate Employees of our general staffing business*
2. *Indicates Core Employees of our general staffing business*

Our P&S business includes the following:

- **General Staffing**

  We provide temporary staffing solutions across industries, including FMCG, retail and ecommerce, consumer durables, healthcare, BFSI, logistics, media and entertainment, and manufacturing industries. We provide timely and customized temporary staffing solutions to our clients enabling them to optimally manage their workforce requirements. Our pan-India operations, ability to ensure rapid ramp-up, provide value-added services and strong recruitment team (which included over 110 recruiters as of November 30, 2015) provide us with a competitive advantage. In addition, we manage the transition, transformation and delivery of on-site, off-site and combination outsourced processes. In particular, we have developed significant expertise in providing staffing support to the retail and e-commerce industry, with a focus on sales personnel, logistics management and last mile delivery. In addition to identifying, assessing, recruiting, training and deploying suitable general staffing candidates in accordance with their relative strengths and fit, our staffing solutions involve various innovative initiatives that enable effective management and optimal utilization of our staffing resources such as geo-tagged attendance and real-time productivity records.

- **Recruitment and Executive Search**

  We provide a range of permanent recruitment and executive search services to our clients across management levels, leveraging our expertise, knowledge and network across industries including IT and ITeS, BFSI, industrial, engineering, resources, consumer services, retail, telecom, pharmaceutical and healthcare industries. Our search business is domain-focused, with industry specialized recruiters focusing on specific verticals. In relation to our search operations, we partner with clients in identifying,

screening, assessing and recruiting qualified individuals for board level, senior management and CXO level positions. Our recruitment and executive search business provides customized solutions in talent acquisition, turnkey projects, project based recruitment, outplacements and outsourcing of recruitment processes. As of November 30, 2015, we had a recruitment and executive search team of more than 330 recruiters and search consultants.

- **Retail Solutions**

  Our retail solutions business provides strategic support to leading consumer durable brands in supporting their sales and retail strategies. In addition to providing staffing solutions, we also provide visual merchandising, retail audit, and sales enhancement support to our clients. Our retail solutions offering are backed by integrated software applications that enable our clients to track daily sales, sales force attendance and sales performance. We believe that such extensive engagement with the sales and marketing teams of our clients strengthens our relationships with our retail clients and enables us to emerge as the preferred retail solutions partner over a period of time.

- **Payroll and Compliance Management**

  Our pan-India operations enable us to provide a comprehensive and cost effective range of payroll outsourcing services, statutory compliance management solutions and a range of background verification services. We have experienced teams with significant regulatory and industry specific domain knowledge for such engagements and we believe that we are engaged by our clients across industries due to our ability and focus on ensuring compliance with relevant regulations. The compliance team focuses on employment, labor and corporate secretarial compliance issues. As of November 30, 2015, we had a compliance team of over 70 employees.

- **Training and Skill Development**

  Our experience in providing staffing solutions across various industries provides us with an understanding of skill sets valued by employers. Accordingly, in collaboration with GoI and State governments and agencies, we provide skill development programs to bridge the skill gap and enhance employability of candidates from underprivileged sections of society. We are amongst the largest training and skill development partner for the Ministry of Rural Development based on approved project cost. *(Source: F&S Report 2016).* We have been authorized to deliver 21 programs by the Sectoral Skills Council, and had 64 operational centers across India as of November 30, 2015.

Integrated Facility Management Business

The IFM segment provides integrated facility management solutions to corporates and other organizations such as hospitals and schools across India. We provide the entire range of facility management services including janitorial services, electro-mechanical services, pest control as well as food and hospitality services. These services are provided under our *Avon* and *Aravon* brands. We believe our ability to deliver cost savings to our clients along with our ability to support multiple facility maintenance service requirements has distinguished us from our competitors. Significant clients in this segment include engineering companies such as Robert Bosch, several large financial institutions in India, Fortune 500 real estate services companies, as well as airport management companies.

Our IFM business has received global process quality certifications (ISO 9001:2008 and ISO 22000:2005) and is also a member of ISSA, the global cleaning industry association. As of year 2014 we managed approximately 150 million square feet of space *(Source: F&S Report 2016)* spread across India. As of November 30, 2015 we were spread across more than 550 locations in India, across a range of industries, including healthcare, BFSI, retail and telecom. As of November 30, 2015, our IFM business included over 350 Core Employees and over19,000 Associate Employees, and served over 850 clients.

The following table sets forth certain information relating to our IFM segmnt in the periods indicated:

	Fiscal 2011	Fiscal 2012	Fiscal 2013	Fiscal 2014 (9 months)	Fiscal 2015 (15 months)	Half Year Fiscal 2016
IFM Business	(₹ in million, except percentages, employee numbers and ratios)					
Income	461.60	713.49	1,123.33	1,257.59	3,021.13	1,766.85
As % of Total Income	16.71%	11.16%	11.18%	12.47%	11.74%	11.51%
EBITDA	18.46	45.52	74.55	162.95	198.68	111.43
EBITDA Margin	4.00%	6.38%	6.64%	12.96%	6.58%	6.31%
Associate Employees	5,237	6,871	9,040	12,312	17,619	19,550
Core Employees	104	132	198	233	241	366
Associate to Core Employee Ratio	50.36	52.05	45.66	52.84	73.11	53.42

In our IFM business, we focus on the following sub-verticals:

- **Facility Management – Soft, Hard and Pest Control Services**

  Soft Services

  Our soft services business, operated under the Avon brand, has a track record of more than 21 years. We provide customized soft services including housekeeping, janitorial services, mailroom management, lawn and garden care, facade cleaning and pantry management. In addition, we also focus on specialized maintenance of healthcare, guesthouses and hospitality facilities under our Aravon brand. We acquired Aravon Services Private Limited (previously known as Aramark Services Private Limited) in April 2015. As of November 30, 2015 we had 150 clients for our soft services facility management business.

  Hard Services

  We provide a range of hard services including electro-mechanical services, including electrical maintenance, diesel generator set operations, plumbing, water supply management, carpentry, painting, HVAC and handyman services. As of November 30, 2015 we had over 90 clients for our hard services facility management business.

  Pest Control Services

  We provide a range of pest control services, including bird control and termite treatment services. As of November 30, 2015 we had over 700 clients for our pest control services business.

  In addition, we have entered the B2C segment through an exclusive arrangement with Helpr, an online home services marketplace in September 2015. Under such arrangement, we provide trained and certified personnel to service IFM orders aggregated by Helpr including pest control, cleaning, electrical repair, plumbing, appliance repair and carpentry. Pursuant to such arrangement, we have agreed not to provide household services (pest control, cleaning, repairs etc.) to any customer either through our own software application or through software application of any competitor of Helpr during the term of the agreement.

- **Food and Hospitality Services**

  Our food and hospitality services are operated under the Aravon brand. Our food and hospitality services is ISO 22000:2005 certified, and own and operate central kitchens in Bengaluru and Mumbai with an aggregate capacity to serve over 850,000 meals per month. We provide onsite and offsite catering and hospitality solutions to corporate clients. We have received a certificate of commendation from the CII for our strong commitment to excel in food safety in 2014. As of November 30, 2015 we had 16 clients for our food and hospitality services business.

Industrial Asset Management

The IAM segment provides industrial operations and maintenance services and related asset record maintenance services under the *Hofincons* brand across various industries, including power, energy, oil and gas, chemicals and ferrous and non-ferrous metal industries across India and the Middle East. In addition, we also provide technology and consultation services to industrial clients. Further, we provide managed services for utilities (meter reading services) and telecom companies (tower maintenance and network deployment services) under

the *Maxeed* brand. Significant clients in this segment include L&T Special Steels and Heavy Forgings and other large energy and resources companies.

We have received the ISO 9001:2008, ISO 14001:2004 and OHSAS 18001:2007 certifications for our IAM business.

The following table sets forth certain information relating to our IAM segment in the periods indicated:

	Fiscal 2011	Fiscal 2012	Fiscal 2013	Fiscal 2014 (9 months)	Fiscal 2015 (15 months)	Half Year Fiscal 2016
IAM Business	(₹ in million, except percentages)					
Income	-	-	-	-	1,273.77	843.09
As % of Total Income	-	-	-	-	4.95%	5.49%
EBITDA	-	-	-	-	181.79	111.08
EBITDA Margin (%)	-	-	-	-	14.27%	13.18%

Our IAM business includes the following service offerings:

- **Industrial Operations and Maintenance Services**

  We provide solution-driven maintenance services in the areas of preventive maintenance, condition maintenance, shut down services, break down repair and asset life extension services. These services are aimed at reducing operational and maintenance costs, increasing operational efficiencies and optimizing plant availability by reducing downtime. We intend to expand our operations in South East Asia to provide these services and have entered into arrangements with CPI Engineering Services to commence operations in Malaysia.

- **Technology and Consulting Services**

  We provide clients with integrated asset management services, providing comprehensive ERP data solutions and EPC support services for our industrial clients. We specialize in managing asset master data and providing improved information management and asset performance.

- **Managed Services**

  We offer a comprehensive range of value added services currently focused primarily on the telecom and utilities sectors. Our managed services are SLA driven arrangements, reducing clients' management efforts. We currently provide our managed services under the *Maxeed* brand. In particular, we are specialized in network deployment, and enable our telecom clients to provide an omni-channel experience to customers by providing integrated offerings. We have also assisted a telecom service provider in the roll-out of its 4G services across India. In the utilities segment, we are involved in providing solutions for metering and billing activities of power distribution companies ("**PDCs**"). We provide effective electronic data transfer systems for meter readings to a centralized bill processing unit, thereby minimizing revenue leakage for such utilities provider.

Human Resources

As of November 30, 2015, we employed more than 118,000 employees across our operations, including over 3, 000 full time Core Employees and over 115,000 Associate Employees who are placed with our clients. The following table sets forth certain information on approximate numbers of our Core Employees and Associate Employees across our various business segments as of November 30, 2015:

Segment	Core Employees	Associate Employees	Total
GTS	1,000	8,500	9,500
P&S	1,600	84,000	85,600
IFM	355	19,550	19,905
IAM	150	4,200	4,350

Our employees are from various backgrounds with diverse skill sets as we are required to meet client requirements across a wide range of industries. We have implemented group level policies introducing good

governance, including whistleblower policies and anti-sexual harassment policies. In addition, each business segment has implemented specific operational policies to meet the specific requirements of the relevant business segments. We are focused on developing strong leadership across each business segment. In our Management Services Group ("**MSG**") program, we hire experienced management graduates from premier business schools who work directly with our business heads and provide them growth opportunities. As part of our group management programs, we employ fresh management graduates at functional management roles, who undergo a business rotation program for a year. In addition, we hire fresh graduates based on the requirements of each business segment through campus placements.

We do not have any trade unions or collective bargaining agreements with our employees. Given our pan-India operations and the fact that our Associate Employees typically work at client locations, we provide phone lines to address employee issues, and our human resource teams visit employees onsite resolve any issues. Our employee assistance programs include support on personal and work related issues such as workplace conflict, substance abuse and addictions, depression, stress, health issues and medical support for employees and their family members.

We provide extensive learning and development training for both our full time Core Employees as well as our Associate Employees. We provide both on-boarding training and refresher courses either internally on in association with professional training agencies. We also provide skill enhancing courses for our Associate Employees based on our client or contract requirements. Our training programs are designed keeping in mind specific employee requirements. In addition, training requirements are assessed as part of the appraisal process.

Since our recruitment team plays a critical role in our business, we also conduct extensive training and refresher programs for our recruiters across business segments and industries. Our focus on developing specialized domain knowledge for various industries and verticalisation of our recruitment team across business segments and industries enable our recruiters to better anticipate and meet client requirements. In addition, we have developed an effective recruitment process including significant market intelligence, job description clarity calls, validation of recruitment assumptions and coordinated walk-in events. The recruitment process is supported by our proprietary application tracking system. We intend to further enhance our delivery capabilities through innovative use of technology platforms to integrate social media and crowd sourcing process with our extensive candidate database.

Sales and Marketing

Our focus on understanding our clients' business requirements, combined with our delivery capabilities, is critical for ensuring continued client engagement and satisfaction. We believe that our process driven sales and account management structure, with a focus on increasing engagement with existing clients and acquiring new clients through our sales teams, is important to our business success. Our account origination team has a dedicated delivery channel to focus on relationship with new clients and nurture it to a critical level before transitioning to the respective business segment teams. Our sales and marketing teams are supported by an effective IT infrastructure including client relationship management tools customized to our operations across various industries.

As of November 30, 2015, we had over 50 sales and marketing personnel located across India, including in Bengaluru, NCR, Mumbai, Pune and Hyderabad. We also have sales and marketing teams in certain international jurisdictions including Manila (Philippines), Kuala Lumpur (Malaysia), Dubai (UAE), New Jersey (USA) and Toronto and Calgary (Canada). We encourage our sales personnel to market our integrated offerings across our various business segments, and intend to further expand our reach and portfolio of service offerings by increasing our sales and marketing team and developing dedicated sales team to focus on cross selling opportunities.

Service and Contract Management

The nature of service contracts we enter into vary depending on the business segment and sub-vertical, the specific requirements of the client, as well relevant industry practice. Our service contracts include variations of cost plus contracts, fixed price contracts and/or SLA linked contracts.

Cost-plus contracts are contracts where the price is variable based upon our actual costs incurred for personnel and materials, if applicable. Any margin on cost plus contracts may be a fixed amount or a percentage mark-up applied to costs incurred or a combination of both. Fixed price contracts often include cost escalation terms that

enable increase in price should certain events occur or conditions change. Change orders on fixed priced contracts are routinely approved as work scope changes resulting in adjustments to our fixed price.

We have over the years strategically moved away from "personnel and materials" contracts to SLA linked contracts, i.e. contracts where specific aspects of the service including scope, service quality and responsibilities are agreed between us and our clients. The price charged is linked to the satisfactory delivery of agreed upon service levels. Although such contracts involve relatively higher risk than "personnel and materials" contracts due to the service delivery linked pricing, margins associated with such SLA linked contracts are generally higher as clients typically factor in a premium for ensuring certain agreed upon service quality and service delivery levels.

Fixed price contracts and SLA linked contracts require effective cost estimation models, and we prefer to commence operations with a particular client or in a new industry or business vertical on the basis of cost plus "personnel and materials" contracts and move to fixed price or SLA linked contracts only after gaining significant service experience with the relevant client or in the relevant industry.

Risk Management

Our business involves placing our Associate Employees at client locations. Our Associate Employees are subject to all regulatory requirements applicable to the relevant industry or client they are placed in. We seek to maintain a safe, healthy and environmentally friendly workplace for all of our Associate Employees and Core Employees. Certain of our business services are provided in high risk locations and, as a result we may incur substantial costs to maintain the safety and security of our Associate Employees.

We have also established background verification processes to reduce risk of misconduct by our Associate Employees at the client site. We seek to limit such risk through effective Associate Employee training and avoid high-risk assignments. Risk management is an integral part of our project management approach and our project execution process, and we have implemented stringent quality assurance/control, risk management, workplace safety and related processes.

We ensure information security in our operations through stringent information security procedures that enable planned implementation and controls to prevent unauthorized users from accessing internal systems. These controls include information security policies and procedures, security monitoring software, encryption policies, access policies, password policies, physical access limitations, and fraud detection efforts. In addition to third party security audits, we have implemented regular internal audits to proactively identify and manage potential operational, reputational and compliance risk issues.

We maintain insurance cover for professional liability and claims involving personal injury and damage to property. These policies provide coverage subject to their terms, conditions, limits of liability, and deductibles, for certain liabilities that may arise from our operations. We believe our current limits of coverage, deductibles, and reserves are consistent with industry standards and adequate in view of the nature of our business.

Competition

As an integrated business services company providing a wide range of business services ranging from staffing solutions to asset and facility management services, we compete with a range of organized and unorganized competitors depending on the nature, location of services provided and the relevant industry. We believe that our ability to offer a comprehensive managed business services portfolio provides a competitive advantage by increasing operating efficiencies and providing cross-sell opportunities. However, unlike many of our competitors, we have a portfolio of businesses and must allocate resources across these businesses while competing against players focused on one or more of these businesses or service lines. As a result, our competitors may have greater financial, technical and marketing resources available to them than our businesses that compete against them. Industry consolidation also may affect competition by creating larger, more homogeneous and potentially stronger competitors in the markets in which we compete.

In our GTS business, competition is based primarily on the ability to source and recruit relevant IT talent within the specified period and price. Competitors in this business include general IT services firms, temporary staffing and personnel placement companies, and specialized IT staffing solution providers. We believe that our ability to provide comprehensive technology solutions is a competitive advantage. Manpower, Collabera, Artech, SourceOne, and Datamatics are some of our major competitors in the GTS business.

In our P&S business, we operate in highly competitive and fragmented markets with limited barriers to entry. Some of our competitors smaller than us may have an advantage in specific geographic markets because of their stronger local presence. Other competitors may enjoy greater marketing and financial resources than us. Price competition in the staffing industry is significant. We expect the level of competition to remain high in the future, and competitive pricing pressures may have an adverse effect on our operating margins. Competitors for our P&S business include TeamLease Services Limited, Adecco Personnel Pte. Ltd., Randstand Holding, Genius Consultants, Manpower Group, Global Innovsource Solutions, etc. Some of the players engaged in skill development include IL&FS, DataPro computers Private Limited, IIJT, etc. In particular, we believe that our compliance business provides us with a competitive advantage in this business.

In our IFM business, competition is based primarily on price and service quality. The low cost of entry in the IFM business results in an extremely competitive market. We experience competition from a large number of mostly regional and local competitors, which may have better understanding of local markets and access to lower cost personnel and lower administrative costs, thereby providing them with a competitive advantage. Our major competitors in the IFM business are Sodexo India On-site Service Solutions Private Limited, ISS Integrated Services Private Limited, Compass Group India Support Services Private Limited, BVG India Limited and Updater Services India Limited. We believe that our comprehensive IFM service portfolio including both hard services and soft services, provides a competitive advantage as clients move towards cost efficiencies and vendor consolidation.

The IAM business is highly competitive and requires substantial resources and highly skilled and experienced technical personnel. Most contracts in the IAM business are decided on the basis of competitive bids; however, an invitation to bid is often conditioned upon prior experience, industry expertise and financial strength. In the IAM business, we also face competition from established OEMs who offer O&M services as a package along with the primary asset. We believe that our strong brand and extensive track record over three decades in the IAM business enable us to compete effectively. As part of our managed services business, we offer a comprehensive range of value added services focused primarily on the telecom and utilities sectors. In the managed services vertical, we compete with local unorganized players as well as large IT companies including HCL. There are a large number of companies engaged in this market including Power Mech Projects Limited, Energo Construction Limited and McNally Bharat Engineering Company Limited in India.

Our continued success depends on our ability to compete effectively against our existing and future competitors. With the potential influx of new competitors, our ability to retain our existing clients and to attract new clients is critical to our continued success. As a result, there can be no assurance that we will not encounter increased competition in the future. Nor can there be any assurance that we will, in light of competitive pressures, be able to effectively compete with our competition in the various business segments we operate in, whether on the basis of pricing, quality or range of services or otherwise, and we may be unable to retain existing clients or attract new clients, which could have a material adverse effect on our business, results of operations and financial condition.

Intellectual Property

We have developed or otherwise have the right to license leading technologies, including technologies held under license from third parties. Our Company has registered HOFINCONS and logos in relation to the services provided by our Company. Further, our Subsidiaries have registered the trademarks "ClaimsAssure", "Corporate Shield", "GlobalAssist", "ManagedSolutions", "MFX", "Moving At The Speed Of Opportunity", "ProcessSure", "RISKVAULT", "SecureSource", "RecordStore", "ServiceAssist", "Brainhunter", "vital images" BRAINHUNTER , "Brainhunter.com", Talentflow TALENTFLOW , TALENTFLOW , HireFlow "Trekspace" and TrekSpace in relation to services provided by the Subsidiaries. We believe that several of these trade names have significant brand recognition in their respective industries and have contributed to our business growth.

Our Company has also applied for registration of certain logos and trademarks, including our logo Quess and term "Quess", DEPENDO , Hofincons , etc under various classes for software programs, staffing services, recruitment services, executive search services, management of retail outlets, compliance services, property management of retail outlets, facility management services, pest control and extermination services, repair and

installation services, education and training services, security services and provision for food outlets. For further details, see "Government and Other Approvals" on page 411.

Corporate Social Initiatives

As part of our corporate social responsibility initiatives, we are engaged in various education programs, organizing health camps, supporting people with disabilities and granting aid to various NGOs. We work closely with Careworks Foundation, a non-profit initiative which aims to actively contribute to the community and create a positive impact in the lives of people, especially in the areas of health and education. Careworks Foundation has adopted several government schools and supported their development in terms of infrastructure and teaching media, to enhance quality of education and provide a safe and hygienic environment for students.

Property

We are headquartered in Bengaluru, with our operations spread across 43 offices across India as well as operations in South East Asia, Middle East and North America. We believe in an asset light model of operation with deployment of capital towards growth. Hence, almost all premises used for our corporate, administrative and other operations, including corporate and registered offices, are leased.

REGULATIONS AND POLICIES

The following description is a summary of certain key regulations and policies prescribed by the government which are applicable to our Company and our Subsidiaries in and outside India. The information detailed in this section has been obtained from publications available in the public domain.

The information detailed in this chapter has been obtained from publications available in the public domain. The description of the applicable regulations set out below is not exhaustive, and is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional legal advice. The statements below are based on the current provisions of Indian law, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions. The regulations set out below may not be exhaustive, and are only intended to provide general information to the investors and are neither designed nor intended to substitute for professional legal advice.

For details of approvals obtained by our Company and our Subsidiaries, see "Government and Other Approvals" on page 411.

Labour related laws

India has extensive labour related legislation. Preliminary information on some of the labour laws that may be applicable has been provided below. This list is not exhaustive and does not cover all provisions of the law specified nor covers other applicable labour laws.

Child Labour (Prohibition and Regulation) Act, 1986

The Child Labour (Prohibition and Regulation) Act, 1986, ("**CLPRA Act**") provides for prohibiting engagement of children below 14 years in factories, mines and hazardous employments and regulates the conditions of their employment in certain other employments. The CLPRA Act aims to regulate the number of hours, period of work and holidays to be given to child labourers. It specifies that the employer has to mandatorily furnish certain information regarding employment of child labour to the inspector and maintain a register which would contain details regarding the child labourers. The CLPRA Act also provides for health and safety measures to be complied with by the employer.

Inter State Migrant Workmen (Regulation of Employment & Conditions of Service) Act, 1979 ("ISMW Act")

The ISMW Act regulates the employment of inter-state migrant workmen and provides for their conditions of services and for matter connected therewith. Under the provisions of the ISMW Act, every principal employer of an establishment which employs five or more inter-state migrant workmen (whether or not in addition to other workmen) on any day of the preceding 12 months has to register his establishment under ISMW Act. The ISMW Act also requires the principal employers and contractors to maintain registers with such details of the migrant workmen as may be prescribed. Any violation of the provisions of the ISMW Act and Rules prescribed thereunder is imprisonment which may extend to two years or with fine which may extend to ₹2,000 or with both.

Shops and Commercial Establishment legislations

The provisions of various shops and establishments legislations, applicable in the states in which the establishments are set up, regulate the work and employment of the workers employed in shops and establishments, including commercial establishments, and provide for fixation of working hours, rest intervals, overtime, holidays, leave, termination of service, maintenance of shops and establishments, rules for employment of children and other rights and obligations of the employers and employees.

Sexual Harassment at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Sexual Harassment at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("**SHWPPR Act**") aims to provide women protection against sexual harassment at the workplace and prevention and redressal of complaints of sexual harassment. The SHWPPR Act defines 'sexual harassment' to include any unwelcome acts or a sexually determined behaviour (*inter alia* whether directly or by implication). Workplace under the SHWPPR Act has been defined widely to include government bodies, private and public sector organisations, non-governmental organisations, organisations carrying on commercial, vocational, educational, entertainment, industrial, financial activities, hospitals and nursing homes, educational institutes, sports institutions and stadiums used for training individuals. The SHWPPR Act requires an employer to set up an 'internal complaints

committee' at each office or branch, of an organization employing at least 10 employees. The district officer in turn is required to set up a 'local complaint committee' at the district level to investigate complaints regarding sexual harassment from establishments where the ICC has not been constituted. The SHWPPR Act provides for inquiry into complaints by the committee. Factors like mental trauma, medical expenses, loss in the career opportunity and income shall be taken into account while determining compensation. The duties of the employer and the district officer are provided in the SHWPPR Act.

The Apprentices Act, 1961

The Apprentices Act, 1961, as amended regulates and controls the programme of training of apprentices and matters connected therewith. The term 'apprentice' means a person who is undergoing apprenticeship training in pursuance of a contract of apprenticeship. 'Apprenticeship training' means a course of training in any industry or establishment undergone in pursuance of a contract of apprenticeship and under prescribed terms and conditions which may be different for different categories of apprentices. Every person engaging as an apprentice is required to enter into a contract of apprenticeship with the employer which is reviewed and registered by the apprenticeship advisor within 30 days from the date of the receipt of such contract by the employer.

The Contract Labour (Regulation and Abolition) Act, 1970

The Contract Labour (Regulation and Abolition) Act, 1970 ("**CLRA Act**") requires companies employing 20 or more contract labourers to be registered and prescribes certain obligations with respect to welfare and health of contract labourers. The CLRA Act shall not apply to such establishments in which work is only of an intermittent or casual nature. Both the establishment and the contractor are to be registered with the registering officer. The CLRA Act imposes certain obligations on the contractor in relation to establishment of canteens, rest rooms, drinking water, washing facilities, first aid and other facilities and payment of wages. However, in the event the contractor fails to provide these amenities, the principal employer is under an obligation to provide these facilities within such time as maybe prescribed.

The Employees' Provident Fund and Miscellaneous Provisions Act, 1952

The Employees' Provident Funds and Miscellaneous Provisions Act, 1952 ("**EPF Act**") applies to factories employing 20 or more employees and such other establishments and industrial undertakings as notified by the government from time to time. The EPF Act requires all such establishments to be registered with the Regional Provident Fund Commissioner and requires the employers and their employees to contribute in equal proportion to the employees' provident fund, the prescribed percentage of basic wages and dearness and other allowances payable to employees. The EPF Act also requires the employer to maintain registers and submit a monthly return to the State Provident Fund Commissioner.

The Employees' State Insurance Act, 1948

The Employees' State Insurance Act, 1948 ("**ESI Act**") provides for certain benefits to employees in case of sickness, maternity and employment injury and certain other matters in relation thereto. All employees in establishments covered by the ESI Act are required to be insured, with an obligation imposed on the employer to make certain contributions in relation thereto. In addition, the employer is required to register such factory or establishment under the ESI Act and maintain prescribed records and registers. Every employee (including casual and temporary employees), whether employed directly or through a contractor, who is in receipt of wages up to ₹15,000 per month is entitled to be insured under the ESI Act.

The Employees Compensation Act, 1923

The Employees Compensation Act, 1923 ("**EC Act**"), provides for payment of compensation to injured employees or workmen by certain classes of employers for personal injuries caused due to an accident arising out of and during the course of employment. Under the EC Act, the amount of compensation to be paid depends on the nature and severity of the injury. There are separate methods of calculation or estimation of compensation for injury sustained by the employee. The employer is required to submit to the Commissioner for Employees' Compensation a report regarding any fatal or serious bodily injury suffered by an employee within seven days of receiving a notice.

The Equal Remuneration Act, 1976

The Equal Remuneration Act, 1976, as amended ("**ER Act**") provides for the payment of equal remuneration to men and women workers for same or similar nature of work and prevention of discrimination, on the ground of sex, against women in the matter of employment and for matters connected therewith or incidental thereto. Under the ER Act, no discrimination is permissible in recruitment and service conditions, except where employment of women is prohibited or restricted by law. It also provides that every employer should maintain such registers and other documents in relation to the workers employed by him/ her in the prescribed manner.

The Industrial Disputes Act, 1947

The Industrial Disputes Act, 1947, as amended ("**ID Act**") provides for investigation and settlement of all industrial disputes and for certain other purposes. The ID Act enumerates the contingencies when a strike or lock-out can be lawfully resorted to, when they can be declared illegal or unlawful, conditions for laying off, retrenching, discharging or dismissing a workman, circumstances under which an industrial unit can be closed down and other matters related to industrial employees and employers. According to the ID Act, the term 'industrial dispute' means 'any dispute or difference between employers and employers, or between employers and workmen, or between workmen and workmen, which is connected with the employment or non-employment, or the terms of employment or with the conditions of labour, of any person'. The ID Act is only applicable to a person qualifying as workmen under this statute. A 'workman' is defined as 'any person (including an apprentice) employed in any industry to do any manual, unskilled, skilled, technical, operational, clerical or supervisory work for hire or reward, whether the terms of employment be express or implied, and for the purposes of any proceeding under the ID Act in relation to an industrial dispute, includes any such person who has been dismissed, discharged or retrenched in connection with, or as a consequence of, that dispute, or whose dismissal, discharge or retrenchment has led to that dispute'.

The Industrial Employment (Standing Orders) Act, 1946

The Industrial Employment (Standing Orders) Act, 1946, as amended ("**IESO Act**") makes it obligatory for employers of an industrial establishment where 100 or more workers are employed to clearly define the conditions of employment, by way of standing orders/services rules and to make them known to the workmen employed. The employer is required to prepare draft standing order, which he proposes to adopt and submit the same to the certifying officers for certification. The employer is required to act in conformity with the certified standing orders in dealing with the daily affairs of the workmen. Certified standing orders have the force of the law like any other enactment. The IESO Act provides that in case the employer fails to submit the draft standing orders, a fine upto ₹5,000 can be imposed and in case of continuance of the offence, further fine upto ₹200 for each such day can be imposed.

The Maternity Benefit Act, 1961

The Maternity Benefit Act, 1961, as amended ("**Maternity Benefit Act**") regulates the employment of pregnant women and ensures that they get paid leave for a specified period during and after their pregnancy. The Maternity Benefit Act is applicable to establishments in which 10 or more employees are employed, or were employed on any day of the preceding 12 months. Under the Maternity Benefit Act, a mandatory period of leave and benefits should be granted to female employees who have worked in the establishment for a minimum period of 80 days in the preceding 12 months from the date of her expected delivery. Such benefits essentially include payment of average daily wage for the period of actual absence of the female employee. The maximum period for which any woman shall be entitled to maternity benefit shall be 12 weeks, of which not more than six weeks shall precede the date of her expected delivery. Entitlement of six weeks of paid leave is also applicable in case of miscarriage or medical termination of pregnancy.

The Minimum Wages Act, 1948

Under the Minimum Wages Act, 1948 ("**Minimum Wages Act**") every employer is mandated to pay not less than the minimum wages to all employees engaged to do any work whether skilled, unskilled, manual or clerical (including out-workers) in any employment listed in the schedule to the Minimum Wages Act, in respect of which minimum rates of wages have been fixed or revised under the Minimum Wages Act.

The Payment of Bonus Act, 1965

The Payment of Bonus Act, 1965, as amended provides for payment of bonus on the basis of profit or on the basis of production or productivity to persons employed in factories or in establishments employing 20 or more

persons on any day during an accounting year. It ensures that a minimum bonus is payable to every employee regardless of whether the employer has any allocable surplus in the accounting year in which the bonus is payable. The employer is bound to pay to every employee, in respect of the accounting year, a minimum bonus which is 8.33% of the salary or wage earned by the employee during the accounting year or ₹100, whichever is higher, provided that an employee has worked in the establishment for not less than 30 working days in that year.

The Payment of Gratuity Act, 1972

The Payment of Gratuity Act, 1972 as amended ("**Gratuity Act**") provides for payment of gratuity to an employee at the time of termination of services. The Gratuity Act establishes a scheme for the payment of gratuity to employees engaged in establishments in which 10 or more persons are employed or were employed on any day of the preceding 12 months; and as the Central Government may, by notification, specify. Gratuity under the Gratuity Act, is payable to an employee after he has rendered his continuous service for a period not less than five years: (a) on his/her superannuation; (b) on his/her retirement or resignation; or (c) on his/her death or disablement due to accident or disease (in this case the minimum requirement of five years does not apply). Under the Gratuity Act, the maximum gratuity payable may not exceed ₹1,000,000.

The Payment of Wages Act, 1936

The Payment of Wages Act, 1936 as amended ("**Payment of Wages Act**") has been enacted to regulate the payment of wages in a particular form at regular intervals without unauthorised deductions and to ensure a speedy and effective remedy to employees against illegal deductions and/or unjustified delay caused in paying wages. It applies to the persons employed in a factory, industrial or other establishment, whether directly or indirectly, through a sub-contractor and provides for the imposition of fines and deductions and lays down wage periods. The Payment of Wages Act is applicable to factories and industrial or other establishments where the monthly wages payable are less than ₹6,500 per month or such other higher sum as the Central Government may by notification specify.

Tax related legislations

The tax related laws that are relevant include the Value Added Tax Act, 2005, the Income Tax Act, 1961, the Customs Act, 1961, the Central Sales Tax Act, 1956 and various service tax notifications.

The Profession Tax Act

We are subject to the provisions of state specific legislations in relation to tax on professions, trades, callings and employments is regulated and the rules prescribed under such legislations ("**Profession Tax Acts**"). The Profession Tax Acts provide for the levy and collection of a tax on professions, trades, callings and employment for the benefit of the particular state. Such regulations provide for the employers liability to deduct and pay taxes on behalf of their employees, meeting employers registration and enrolment requirement, filing of returns, payment of advance taxes and other matter regarding payment of tax or in case of non-payment.

Others

The Food Safety and Standards Act, 2006

The Food Safety and Standards Act, 2006 ("**FSS Act**") provides for the establishment of the "Food Safety and Standards Authority of India", which establishes food safety standards for the manufacture, storage, distribution, sale and import of food and for ensuring safe and wholesome food for human consumption and for matters connected therewith or incidental thereto. It is also required to provide scientific advice and technical support to the Government of India and Indian state governments in framing the policy and rules relating to food safety and nutrition. The FSS Act also sets forth requirements relating to the license and registration of food businesses, general principles for food safety, responsibilities of food business operators and liability of manufacturers and sellers, and provides for adjudication of such issues by the Food Safety Appellate Tribunal.

Laws applicable for operations outside India

Our Company operates in various jurisdictions, including United States of America, Canada, Malaysia and Philippines through our Subsidiaries. The relevant laws in these jurisdictions are applicable to our Subsidiaries, which relate to incorporation or registration, as applicable, labour, immigration, intellectual property, data protection, taxation, and other business related laws.

HISTORY AND CERTAIN CORPORATE MATTERS

Brief history of our Company

Our Company was incorporated as IRIS Human Capital Solutions Private Limited on September 19, 2007 at Bengaluru, Karnataka as a private limited company under the Companies Act, 1956. Pursuant to a special resolution of our Shareholders dated October 12, 2007, our Company's name was changed to IKYA Human Capital Solutions Private Limited and a fresh certificate of incorporation consequent upon the change of name was issued by the RoC on October 15, 2007. Subsequently, pursuant to a special resolution of our Shareholders dated May 14, 2013, our Company was converted into a public limited company and the name of our Company was changed to IKYA Human Capital Solutions Limited. A fresh certificate of incorporation consequent upon conversion to a public limited company was issued by the RoC on July 2, 2013. Thereafter, pursuant to a special resolution of our Shareholders dated December 4, 2014, our Company's name was changed to Quess Corp Limited. A fresh certificate of incorporation consequent upon the change of name was issued by the RoC on January 2, 2015.

Our Company has nine Shareholders, as on the date of filing of this Draft Red Herring Prospectus. For details, see "Capital Structure" on page 82.

Changes in Registered Office

The details of changes in our registered office are as follows:

Serial No	Date of resolution	Address of the registered office prior to the change	Address of the registered office after the change	Reason for the change
1.	November 12, 2007	118/2K, 14th Cross Rajajinagar I Block Bengaluru 560 010 Karnataka, India	3rd Floor, Kristal Prestige No. 75/3, 17th Main Road 5th Block, Koramangala Industrial Layout Bengaluru 560 095 Karnataka, India	Administrative convenience
2.	June 10, 2008	3rd Floor, Kristal Prestige No. 75/3, 17th Main Road 5th Block, Koramangala Industrial Layout Bengaluru 560 095 Karnataka, India	27, 4th Floor SV Towers, 80 Feet Road 6th Block, Koramangala Bengaluru 560 095 Karnataka, India	Administrative convenience
3.	October 14, 2014	27, 4th Floor SV Towers, 80 Feet Road 6th Block, Koramangala Bengaluru 560 095 Karnataka, India	3/3/2, Bellandur Gate Sarjapur Main Road Bengaluru 560 103 Karnataka, India	Administrative convenience

Main Objects of our Company

The main objects of our Company contained in our Memorandum of Association are as follows:

"1. To carry on the business of human resource consultants, human resource recruitment and executive search service providers, contingency and temporary staff providers, human resource process outsources, pay roll management service providers, host for web based job boards, establish and run training and development centres/institutes, conduct performance assessments and tests for staff of customers including companies, central and state government departments, local authorities, education and research institutions and other organisations.

2. To carry on or undertake to recruit, arrange for training personnel in hardware and software platforms and to second the personnel for all kinds of business houses, offices, companies, firms and to do data preparation, processing, conversions centre for technical and business data and to undertake to any of the following activities relating to Computer Software, namely system study and software feasibility analysis including analysis of existing stems, business analysis, project definition, conceptual design and prototyping and designing, developing and implementing customized software including collection and analyzation of client requirements, design of desired system, development and implementation of the system to the client's satisfaction and design, setup and administration of data base including understanding client data and procedures, designing of labels using structured methodology like entity

relationship diagrams, installation, performance tuning and database administration, Computer Hardware namely assembly of computer hardware components, sale and distribution of computer Hardware, maintenance of computer hardware systems including servicing and any other activity relating to computer hardware and development of internet and internet solutions including selection and implementation of the right solutions, development of static, dynamic content and CGI from concept to installation and development of specialized quality assurance methodology including development of the optimum testing procedures for all levels of testing including module and regression testing, automation of test procedures based on client requirements and setup and management of help desks deriving innovative help desk solutions for all support related work.

3. *To carry on the business of all types of facility management services such as housekeeping, man power supply, civil, carpentry, repair, electrical, plumbing, painting, landscaping and gardening, water supply, event management services, food preparation, food supply services, kitchen maintenance services, cafeteria and catering services, pest control services, staffing services, mail management and distribution services, document management and retrieval services, computer hardware and software installation and maintenance services, employee and goods transportation services, vehicle and fleet management services, guest house and residence maintenance and upkeep services, stationery procurement, distribution and maintenance services, daily coffee/tea distribution services, cash and valuables guarding and transportation services, employee welfare, communication (fixed mobile and landline) facilities, installation and maintenance services, air conditioning and clean room services, carpet cleaning and floor management and for this purpose running professional training organization in the areas of electrical, plumbing, carpentry, painting, gardening, maintenance works, event management and facility management services.*

4. *To carry on the business of Industrial Asset Management, electrical engineers, electro mechanical engineers, and to provide Integrated Property Management Services to all kinds of Residential and commercial establishments including Landscaping, Fire, Safety & Security Auditing, E. H. S Audit, Vehicle fleet management, Engineering services, Air- conditioning System cleaning, Air & water purification solution, Captive Power Generation plant, DG sets, Fire detection & fire fighting systems, Telephones and Intercoms, Data and voice communication, Structured cabling, Water management, Drainage system maintenance, Civil Services, Elevator maintenance, oil & gas plant maintenance services, West management, Secretarial Services, Canteen & Pantry Services and other operational maintenance, and to establish, maintain, run and operate workshops and engineering units for manufacturing and/ or repairing and refurbishing industrial machineries, equipments, engineering goods and materials, tools and appliances and to design and manufacture spares and components and to establish run industrial laboratories including condition monitoring laboratories to facilitate diagnostic and preventive maintenance, to buy, sell, import, export and deal with all kinds of Railway Passenger information Systems, their accessories spares and components and to sell space and time for advertising in display devices or systems.*

5. *To undertake activities for Education, training, skill development, to establish, maintain, run and operate workshops and engineering units, to train personnel in industries, companies, offices and business and to set up and run colleges, educational institutions, consultancy courses in management, business process outsourcing, domestic and or cross border/global business practices, corporate governance, leadership skills, special skills based team development programme, career development and orientation programmers and to act as franchisers or franchisees and to act as management consultants, technical, Commercial, Industrial, Advisors, Market Investigators, Sales Promoters, Industrial Engineers, business houses, export houses for finance, technical, production, administration, planning, administrative, marketing, labour, software, hardware and such other area required for the purpose of carrying on business."*

The main objects as contained in our Memorandum of Association enable our Company to carry on the business presently being carried out as well as to carry on the activities for which funds are being raised in the Issue.

Amendments to the Memorandum of Association

Date of Shareholders' Resolution	Nature of Amendment
October 12, 2007	Clause I of the Memorandum of Association was amended to reflect the change in name of our Company from IRIS Human Capital Solutions Private Limited to IKYA Human Capital Solutions Private Limited. The name of our Company was changed for building the brand

Date of Shareholders' Resolution	Nature of Amendment
	"IKYA" and incorporating the brand in the name of our Company
December 31, 2007	Clause V of the Memorandum of Association was amended to reflect the increase in authorised share capital of our Company from ₹1,000,000 divided into 100,000 Equity Shares of ₹10 each to ₹42,000,000 divided into 700,000 Equity Shares of ₹10 each and 3,500,000 mandatorily convertible preference shares of ₹10 each
January 17, 2008	Clause V of the Memorandum of Association was amended to reflect the increase in authorised share capital of our Company from ₹42,000,000 divided into 700,000 Equity Shares of ₹10 each and 3,500,000 mandatorily convertible preference shares of ₹10 each to ₹148,187,000 divided into 700,000 Equity Shares of ₹10 each and 3,529,675 mandatorily convertible preference shares of ₹40 each
February 27, 2009	Clause V of the Memorandum of Association was amended to reflect the reclassification and increase in the authorised share capital of our Company from ₹148,187,000 divided into 700,000 Equity Shares of ₹10 each and 3,529,675 mandatorily convertible preference shares of ₹40 each to ₹222,000,000 divided into (a) 5,271,296 Equity Shares of ₹10 each; (b) 3,529,675 tranche I mandatorily convertible preference shares of ₹40 each; and (c) 1,873,336 tranche II mandatorily convertible preference shares of ₹15 each
December 19, 2009	Clause V of the Memorandum of Association was amended to reflect the increase in authorised share capital of our Company from ₹222,000,000 divided into (a) 5,271,296 Equity Shares of ₹10 each; (b) 3,529,675 tranche I mandatorily convertible preference shares of ₹40 each; and (c) 1,873,336 tranche II mandatorily convertible preference shares of ₹15 each to ₹244,287,040 divided into (a) 7,500,000 Equity Shares of ₹10 each; (b) 3,529,675 tranche I mandatorily convertible preference shares of ₹40 each; and (c) 1,873,336 tranche II mandatorily convertible preference shares of ₹15 each
November 25, 2010	Clause V of the Memorandum of Association was amended to reflect the increase in authorised share capital of our Company from ₹244,287,040 divided into (a) 7,500,000 Equity Shares of ₹10 each; (b) 3,529,675 tranche I mandatorily convertible preference shares of ₹40 each; and (c) 1,873,336 tranche II mandatorily convertible preference shares of ₹15 each to ₹319,287,040 divided into (a) 15,000,000 Equity Shares of ₹10 each; (b) 3,529,675 tranche I mandatorily convertible preference shares of ₹40 each; and (c)1,873,336 tranche II mandatorily convertible preference shares of ₹15 each
December 10, 2010	Clause V of the Memorandum of Association was amended to reflect the reclassification in the authorised share capital of our Company from ₹319,287,040 divided into (a) 15,000,000 Equity Shares of ₹10 each; (b) 3,529,675 tranche I 0.005% mandatorily convertible preference shares of ₹40 each; and (c) 1,873,336 tranche II 0.005% mandatorily convertible preference shares of ₹15 each to ₹319,287,040 divided into (a) 14,000,000 Equity Shares of ₹10 each; (b) 3,529,675 tranche I 0.005% mandatorily convertible preference shares of ₹40 each; (c) 1,873,336 tranche II 0.005% mandatorily convertible preference shares of ₹15 each; and (d) 100,000 0% mandatorily convertible preference shares of ₹100 each
April 12, 2013	Clause V of the Memorandum of Association was amended to reflect the increase in authorised share capital of our Company from ₹319,287,040 divided into (a) 14,000,000 Equity Shares of ₹10 each; (b) 3,529,675 tranche I mandatorily convertible preference shares of ₹40 each; (c) 1,873,336 tranche II mandatorily convertible preference shares of ₹15 each; and (d) 100,000 mandatorily convertible preference shares of ₹100 each to ₹1,101,078,240 divided into (a) 15,000,000 Equity Shares of ₹10 each; (b) 3,529,675 tranche I, 0.005% mandatorily convertible preference shares of ₹40 each; (c) 1,873,336 tranche II, 0.005% mandatorily convertible preference shares of ₹15 each; (d) 100,000 0% mandatorily convertible preference shares of ₹100 each; and (e) 7,717,912, 0.001% compulsorily and fully convertible preference shares of ₹100 each
May 14, 2013	Clause I of the Memorandum of Association was amended to reflect the change in name of our Company from IKYA Human Capital Solutions Private Limited to IKYA Human Capital Solutions Limited consequent upon conversion to a public limited company
September 4, 2013	Clause V of the Memorandum of Association was amended to reflect the reclassification in the authorised share capital of our Company from ₹1,101,078,240 divided into (a) 15,000,000 Equity Shares of ₹10 each; (b) 3,529,675 tranche I, 0.005% mandatorily convertible preference shares of ₹40 each; (c) 1,873,336 tranche II, 0.005% mandatorily convertible preference shares of ₹15 each; (d) 100,000 0% mandatorily convertible preference shares of ₹100 each; and (e) 7,717,912, 0.001% compulsorily and fully convertible preference shares of ₹100 each to ₹1,101,078,240 divided into (a) 16,000,000 Equity Shares of ₹10 each; (b) 3,529,675 tranche I, 0.005% mandatorily convertible preference shares of ₹40 each; (c) 1,873,336, tranche II, 0.005% mandatorily convertible preference shares of ₹15 each; and (d) 7,717,912, 0.001% compulsorily and fully convertible preference shares of ₹100 each
September 4, 2013	Clause V of the Memorandum of Association was amended to reflect the increase in authorised share capital of our Company from ₹1,101,078,240 divided into (a) 16,000,000 Equity Shares of ₹10 each; (b) 3,529,675 tranche I 0.005% mandatorily convertible preference shares of ₹40 each;

Date of Shareholders' Resolution	Nature of Amendment
	(c) 1,873,336 tranche II 0.005% mandatorily convertible preference shares of ₹15 each; and (d) 7,717,912 0.001% compulsorily and fully convertible preference shares of ₹100 each to ₹1,131,046,310 divided into (a) 18,996,807 Equity Shares of ₹10 each; (b) 3,529,675 tranche I 0.005% mandatorily convertible preference shares of ₹40 each; (c) 1,873,336 tranche II 0.005% mandatorily convertible preference shares of ₹15 each; and (d) 7,717,912 0.001% compulsorily and fully convertible preference shares of ₹100 each
October 14, 2014	Clause V of the Memorandum of Association was amended to reflect the reclassification in the authorised share capital of our Company from ₹1,131,046,310 divided into (a) 18,996,807 Equity Shares of ₹10 each; (b) 3,529,675 tranche I, 0.005% mandatorily convertible preference shares of ₹40 each; (c) 1,873,336 tranche II, 0.005% mandatorily convertible preference shares of ₹15 each; (d) 7,717,912, 0.001% compulsorily and fully convertible preference shares of ₹100 each to ₹1,131,046,310 divided into (a) 35,925,511 Equity Shares of ₹10 each; and (b) 7,717,912 0.001% compulsorily and fully convertible preference shares of ₹100 each
December 4, 2014	Clause V of the Memorandum of Association was amended to reflect the reclassification in the authorised share capital of our Company from ₹1,131,046,310 divided into 35,925,511 Equity Shares of ₹10 each and 7,717,912, 0.001% compulsorily and fully convertible preference shares of ₹100 each to ₹1,131,046,310 divided into 113,104,631 Equity Shares of ₹10 each
December 4, 2014	Clause I of the Memorandum of Association was amended to reflect the change in name of our Company from IKYA Human Capital Solutions Limited to Quess Corp Limited. The name of our Company was changed due to rebranding of our Company
March 26, 2015	Clause III of the Memorandum of Association was amended to delete clauses 2 and 3 and substitute the same with the following clauses 2, 3, 4 and 5: 2. *To carry on or undertake to recruit, arrange for training personnel in hardware and software platforms and to second the personnel for all kinds of business houses, offices, companies, firms and to do data preparation, processing, conversions centre for technical and business data and to undertake to any of the following activities relating to Computer Software, namely system study and software feasibility analysis including analysis of existing stems, business analysis, project definition, conceptual design and prototyping and designing, developing and implementing customized software including collection and analyzation of client requirements, design of desired system, development and implementation of the system to the client's satisfaction and design, setup and administration of data base including understanding client data and procedures, designing of labels using structured methodology like entity relationship diagrams, installation, performance tuning and database administration, Computer Hardware namely assembly of computer hardware components, sale and distribution of computer Hardware, maintenance of computer hardware systems including servicing and any other activity relating to computer hardware and development of internet and internet solutions including selection and implementation of the right solutions, development of static, dynamic content and CGI from concept to installation and development of specialized quality assurance methodology including development of the optimum testing procedures for all levels of testing including module and regression testing, automation of test procedures based on client requirements and setup and management of help desks deriving innovative help desk solutions for all support related work.* 3. *To carry on the business of all types of facility management services such as housekeeping, man power supply, civil, carpentry, repair, electrical, plumbing, painting, landscaping and gardening, water supply, event management services, food preparation, food supply services, kitchen maintenance services, cafeteria and catering services, pest control services, staffing services, mail management and distribution services, document management and retrieval services, computer hardware and software installation and maintenance services, employee and goods transportation services, vehicle and fleet management services, guest house and residence maintenance and upkeep services, stationery procurement, distribution and maintenance services, daily coffee/tea distribution services, cash and valuables guarding and transportation services, employee welfare, communication (fixed mobile and landline) facilities, installation and maintenance services, air conditioning and clean room services, carpet cleaning and floor management and for this purpose running professional training organization in the areas of electrical, plumbing, carpentry, painting, gardening, maintenance works, event management and facility management services.* 4. *To carry on the business of Industrial Asset Management, electrical engineers, electro mechanical engineers, and to provide Integrated Property Management Services to all kinds of Residential and commercial establishments including Landscaping, Fire, Safety &*

Date of Shareholders' Resolution	Nature of Amendment
	Security Auditing, E. H. S Audit, Vehicle fleet management, Engineering services, Air-conditioning System cleaning, Air & water purification solution, Captive Power Generation plant, DG sets, Fire detection & fire fighting systems, Telephones and Intercoms, Data and voice communication, Structured cabling, Water management, Drainage system maintenance, Civil Services, Elevator maintenance, oil & gas plant maintenance services, West management, Secretarial Services, Canteen & Pantry Services and other operational maintenance, and to establish, maintain, run and operate workshops and engineering units for manufacturing and/ or repairing and refurbishing industrial machineries, equipments, engineering goods and materials, tools and appliances and to design and manufacture spares and components and to establish run industrial laboratories including condition monitoring laboratories to facilitate diagnostic and preventive maintenance, to buy, sell, import, export and deal with all kinds of Railway Passenger information Systems, their accessories spares and components and to sell space and time for advertising in display devices or systems. 5. *To undertake activities for Education, training, skill development, to establish, maintain, run and operate workshops and engineering units, to train personnel in industries, companies, offices and business and to set up and run colleges, educational institutions, consultancy courses in management, business process outsourcing, domestic and or cross border/global business practices, corporate governance, leadership skills, special skills based team development programme, career development and orientation programmers and to act as franchisers or franchisees and to act as management consultants, technical, Commercial, Industrial, Advisors, Market Investigators, Sales Promoters, Industrial Engineers, business houses, export houses for finance, technical, production, administration, planning, administrative, marketing, labour, software, hardware and such other area required for the purpose of carrying on business.*
August 10, 2015	Clause V of the Memorandum of Association was amended to reflect the increase in authorised share capital of our Company from ₹1,131,046,310 divided into 113,104,631 Equity Shares of ₹10 each to ₹2,000,000,000 divided into 200,000,000 Equity Shares of ₹10 each

Major events and milestones of our Company

The table below sets forth some of the key events in the history of our Company:

Calendar Year	Event
2016	• Acquired the balance 51% stake in MFX
2015	• Acquired beneficial rights/ interest in the profits and net assets of Styracorp and IME Consultancy, both human resource consultancy entities • Signed a share purchase agreement to acquire Randstad Lanka • Signed a share purchase agreement to acquire TSQ • Court approval of the scheme of amalgamation of Avon, Magna Infotech and Hofincons with our Company and filing with the RoC • Acquired Aravon, an integrated facilities management company
2014	• Acquired Hofincons, a consulting and asset management services company • Acquired Brainhunter, an IT solutions company • Acquired 49% stake in MFX, an IT infrastructure company
2013	TCIL acquired a majority stake in our Company
2011	Selected by the Ministry of Rural Development, Government of India to train 8,000 individuals
2010	• Acquired Coachieve, a human resources solutions company • Acquired Magna Infotech, an IT staffing company
2009	Acquired Avon, a facility management company
2008	Investment by Park Equity Holdings Limited in our Company

Details regarding mergers, amalgamation and revaluation of assets, if any

Except as disclosed below, our Company has not undertaken any merger or amalgamation. Further our Company has not revalued its assets since incorporation.

*Scheme of amalgamation of Avon Facility Management Services Management Limited ("**Avon**"), Magna Infotech Limited ("**Magna**") and Hofincons Infotech & Industrial Services Private Limited ("**Hofincons**") (collectively,"**Erstwhile Subsidiaries**") with our Company*

Our Erstwhile Subsidiaries and our Company filed a scheme of amalgamation under sections 391 to 394 of the Companies Act, 1956 before the High Court of Karnataka ("**Scheme**"). The Scheme was approved by our Board and by the board of directors of the Erstwhile Subsidiaries on November 3, 2014. The rationale for the amalgamation of the Erstwhile Subsidiaries with our Company was to streamline our Company's business operations in India in order to (a) achieve greater integration and financial strength and flexibility, to maximise overall shareholder value; (b) achieve cost savings from focused operational effort, rationalisation, standardisation and simplification of business and administrative processes; (c) achieve economy of scales, reduction in overheads, operational rationalisation, organisational efficiency and optimal utilisation of resources; (d) reduce significantly the multiplicity of legal and regulatory compliances; and (e) increase the asset base of our Company which would be in the interest of all creditors and banks including those of the Erstwhile Subsidiaries.

The Scheme was sanctioned by the High Court of Karnataka through an order dated April 22, 2015 and a certified true copy of the order was filed with the RoC on May 6, 2015. The appointed date for the purposes of the Scheme was January 1, 2014 for Avon and Magna and July 1, 2014 for Hofincons. With the successful implementation of the Scheme, the entire undertaking of the Erstwhile Subsidiaries comprising of all its assets, liabilities, rights, duties, and obligations were transferred to our Company as a going concern. The Erstwhile Subsidiaries were the wholly owned subsidiaries of our Company. Pursuant to the Scheme, no Equity Shares were issued or allotted by our Company in respect of the shareholding of our Company in the Erstwhile Subsidiaries. Upon the Scheme becoming effective, the entire equity share capital of each of the Erstwhile Subsidiaries held by our Company along with the nominee shareholders was cancelled and each of the Erstwhile Subsidiaries was dissolved without being wound up.

Corporate Profile of our Company

For details of our Company's corporate profile, business, marketing, the description of our activities, services, products, market of each segment, the growth of our Company, exports and profits due to foreign operations and country-wise analysis, standing of our Company in relation to prominent competitors with reference to our products and services, environmental issues, technology, major suppliers, major customers, geographical segment and management, see "Our Business" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 132 and 353, respectively.

For details of the management of our Company and its managerial competence, see "Our Management" on page 171.

Capital raising activities through equity or debt

For details regarding our capital raising activities through equity and debt, see "Capital Structure" and "Financial Indebtedness" on pages 82 and 396, respectively.

Injunctions or restraining order against our Company

There are no injunctions or restraining orders against our Company.

Financial and Strategic Partners

Our Company does not have any financial and strategic partners as of the date of filing of this Draft Red Herring Prospectus.

Changes in the activities of our Company during the last five years

Our Company was incorporated with focus on staffing businesses for fee based services and annuity revenue streams. Between Financial Years 2010 and 2015, our Company also entered into the businesses of facility management, global technology solutions and industrial asset management. Except as stated above, there have been no changes in the activities of our Company during the last five years which may have had a material effect on the profits and loss account of our Company, including discontinuance of lines of business, loss of agencies or markets and similar factors. For details, see "Our Business" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 132 and 353, respectively.

Partnership Firms

Our Company is not a partner in any partnership firm.

Defaults or rescheduling of borrowings from financial institutions/ banks and conversion of loans into equity

We have not defaulted or rescheduled any of our borrowings from financial institutions / banks. For details of our financing arrangements, see "Financial Indebtedness" on page 396. Further, none of our loans have been converted into Equity Shares.

Lock outs and strikes

There have been no lock-outs or strikes at any of the units of our Company or the Subsidiaries.

Time and cost overruns

Our Company has not implemented any projects and has not, therefore, experienced any time or cost overrun in relation thereto.

Awards, Certifications and Recognitions

We have received the following awards, certifications and recognitions:

Calendar Year	Award/Certification/Recognition
2015	• Commendation certificate in recognition of outstanding contribution and certificate of merit in "Best Private Organisation – Training Programme" by ASSOCHAM India • ISO 22000:2005 – receiving, storage of raw materials, pre-prepapration, preparation & transportation of food items for indoor & outdoor catering services (Category G)
2014	• Commendation certificate for strong commitment to excel in food safety by CII • Our erstwhile subsidiary, Hofincons, was awarded a certificate of appreciation as the "Best Associate Partner" by Sesa Sterlite Limited • Our erstwhile subsidiary, Hofincons, was awarded a certificate of appreciation as the "Best Safety Contractor (2013-14)" by Essar Steel India Limited • Our erstwhile subsidiary, Hofincons, was awarded a certificate of appreciation for securing first position in following "Best Safety Practices at Work Place" by Chettinad Cement Corporation Limited • Our erstwhile subsidiary, Hofincons, was awarded the "Best Safety Performance" for 2013 from Reliance Industries Limited (Kakinada) • AS/NZS ISO 14001:2004 – provision of operations and maintenance services, shut down, erection and commissioning support, consultancy services on asset data, maintenance and material optimisation, ERP data support and support and facilities management services to clients across India and abroad. Industries serviced include oil and gas, petrochemical, iron and steel, non-ferrous, power, process, IT and BPO • AS/NZS ISO 9001:2008 – provision of operations and maintenance services, shut down, erection and commissioning support, consultancy services on asset data, maintenance and material optimisation, ERP data support and support and facilities management services to clients across India and abroad. Industries serviced include oil and gas, petrochemical, iron and steel, non ferrous, power, process, IT and BPO • OHSAS 18001:2007 – provision of operations and maintenance services, shut down, erection and commissioning support, consultancy services on asset data, maintenance and material optimisation, ERP data support and support and facilities management services to clients across India and abroad. Industries serviced include oil and gas, petrochemical, iron and steel, non ferrous, power, process, IT and BPO
2013	• ISO 9001:2008 for providing human resource services including contingent recruitment, contract staffing and executive search • ISO 9001:2008 for providing facility management services like housekeeping, maintenance, electrical, pest control and pantry services at the client locations

Summary of Material Agreements and details regarding acquisition of business / undertakings

In this section, unless otherwise defined or the context requires otherwise, defined terms used in the descriptions below have the meanings given to such terms under the respective agreements.

Acquisition Agreements

*Business transfer agreement dated December 5, 2015 between Murugesan Srinivasa Viswanathan ("**Transferor**") and Quesscorp Holdings Pte. Ltd. ("**QCHPL**") ("**BTA**")*

Our Subsidiary QCHPL, entered into the BTA, pursuant to which the Transferor transferred the entire beneficial rights/ interest in the profits and net assets of IME Consultancy and Styracorp Management Services to QCHPL for a consideration of ₹20.0 million. The Transferor also agreed to a non compete obligation for a period of five years from the completion date in the Gulf Cooperation Council and the Middle East and North Africa region.

*Share purchase agreement dated October 14, 2015 between QCHPL, Randstad India Private Limited ("**Randstad India**") and Randstad Lanka (Private) Limited ("**Randstad Lanka**") ("**Randstad SPA**")*

Our Subsidiary QCHPL, entered into the Randstad SPA, pursuant to which QCHPL agreed to purchase 1,216,284 equity shares constituting the entire issued and paid up share capital of Randstad Lanka ("**Sale Shares**") from Randstad India for a consideration of LKR 84.60 million. Under the Randstad SPA unless otherwise provided, Randstad India or its affiliates cannot compete with business of Randstad Lanka in Sri Lanka for a period of 36 months. As of the date of the Draft Red Herring Prospectus, since QCHPL is awaiting the approval of the RBI, no Sale Shares have been transferred to QCHPL and hence Randstad Lanka is not classified as a subsidiary of our Company.

*Share purchase agreement dated June 1, 2015 between Transfield Services (International) PTY. LTD. ("**Transfield**"), Middle East Business Development Company WLL ("**MEBD**") and our Company ("**Transfield SPA**")*

Our Company entered into the Transfield SPA, whereby our Company agreed to acquire 98 shares (constituting 49% of the shares) of Transfield Services (Qatar) WLL ("**Transfield Qatar**") from Transfield. MEBD which holds the balance 51% of the shares of Transfield Qatar agreed to transfer the beneficial interest in such shares in favour of our Company for a consideration of US$ 1. As of the date of the Draft Red Herring Prospectus, since our Company is awaiting the approval of the Government of Qatar for the transfer, no shares have been acquired by us in this transaction and hence Transfield Qatar is not classified as a subsidiary of our Company.

*Stock purchase agreement dated February 12, 2015 between Aramark India Private Limited ("**AIPL**"), Aramark India Holdings LLC ("**AIH**"), Aramark Senior Notes Company ("**ASN**") and our Company ("**AIPL SPA**").*

Our Company entered into the AIPL SPA, whereby our Company agreed to purchase 39,154,057 equity shares constituting the entire issued, subscribed and paid up capital of AIPL (now known as Aravon Services Private Limited) from AIH and ASN for a consideration of ₹100.0. As per the terms of the AIPL SPA, our Company or AIPL shall not use the word 'Aramark' or a similar word or mark. AIH and ASN have covenanted that, unless otherwise permitted, they shall not and shall procure that no Aramark company carries on or engages in any business which competes with the business of AIPL for a period of one year from the closing date as per the AIPL SPA. However, ASN, AIH or any affiliate company may make an acquisition, investment, merger, consolidation, amalgamation or other business combination of or with an international company that has a business presence in India, provided that, the business of such international company from India does not constitute five percent of the total revenue of such international company.

*Share Purchase Agreement dated November 3, 2014 and amendment to share purchase agreement dated December 31, 2015 between Fairfax Financial Holdings Limited ("**FFHL**"), Magna Infotech Inc. ("**MIC**") and our Company ("**MFXchange SPA**")*

Our Company entered into the MFXchange SPA, whereby MIC (now known as Quess Corp (USA) Inc.) agreed to purchase 1,095 common shares constituting the entire issued, subscribed and paid up capital of MFXchange Holdings Inc. ("**MFX**") from FFHL for de minimus consideration. The consideration was funded out of our Company's internal accruals. As per the terms of the MFXchange SPA, Quess Corp (USA) Inc. acquired 49% of the common shares on the first closing date, November 3, 2014. The remaining 51% of the common shares, which was to be acquired by 11.59 pm (Toronto time) on the second closing date, December 31, 2015, was

acquired by Quesscorp Holdings Pte. Ltd, as permitted by the MFXchange SPA. Under the MFXchange SPA, Quess Corp (USA) Inc. is required to pay an additional consideration of 40% of the net income of the MFX Group (which comprised of MFX, MFXchange (Ireland) Limited, MFX Roanoke, Inc. and MFX US) to FFHL for each of the financial years beginning on January 1 and ending on December 31, 2015, 2016, 2017, 2018 and 2019 respectively ("**Additional Consideration**"). However, Quess Corp (USA) Inc. may at its discretion choose to pay 80% of the Additional Consideration with the remaining portion in cash due at the end of every financial year in the form of preferred shares to be issued by MFX in favour of FFHL.

Further, subject to certain exceptions, neither Quess Corp (USA) Inc. or our Company nor their respective subsidiaries or FFHL or its subsidiaries are permitted to conduct any business in North America, from the period beginning following the first closing to December 31, 2019 except through the MFX Group. Prior to January 1, 2016, MFX US had a wholly owned subsidiary, MFX Roanoke, Inc. Effective at 9:00 pm Eastern Standard Time on December 31, 2015, MFX Roanoke, Inc. merged with and into MFX US, with MFX US as the surviving corporation. As a result MFX along with its subsidiaries, MFXchange (Ireland) Limited and MFX US have been classified as Subsidiaries of our Company. Further, as certified by the Statutory Auditors by a certificate dated January 19, 2016, the acquired entity is not material to the financial statements of the Company in terms of Schedule VIII, Part A(2)(IX)(B)(23)(1)(b) of the SEBI Regulations.

*Purchase and sale agreement dated September 17, 2014 between ICICI Bank Limited ("**ICICI**") and our Company ("**Brainhunter SPA**").*

Our Company entered into the Brainhunter SPA, wherein our Company agreed to purchase 7,000,100 shares of common stock constituting the entire, subscribed and paid up share capital of Zylog Systems (Canada) Limited (now known as Brainhunter Systems Ltd.) ("**BSL Shares**") for a consideration of CAD 100,000. The BSL Shares were pledged by Zylog Systems Limited ("**Zylog**") in consideration of a loan provided by ICICI Bank. ICICI Bank had invoked the pledge of BSL Shares upon commissioning of various defaults by Zylog under the facility agreement and pledge agreement evidencing the loan and enforced its rights to dispose off the BSL Shares by way of a private sale in favour of our Company. For details, see "Risk Factors - Our acquisition of Brainhunter Systems Ltd. may be challenged under Indian law" on page 22 and "Outstanding Litigation and Material Developments – Litigation involving our Company – Civil litigation – Against our Company" on page 399.

*Share purchase agreement dated June 5, 2014 between Hofincons Infotech & Industrial Services Private Limited ("**HIIS**"), Transfield Services Limited ("**TSL**"), Transfield Services (India) PTY Limited ("**TSIL**") and our Company ("**HIIS SPA**").*

Our Company entered into the HIIS SPA, whereby our Company agreed to purchase 5,539,110 equity shares constituting the entire issued, subscribed and paid up capital of HIIS from TSIL and its nominee for a consideration of ₹503 million. TSL and TSIL have agreed that for a period of three years from June 27, 2014, neither TSIL nor TSL shall, either directly or acting through its affiliates or through any other person, engage in any business or activity in India which is the same as, similar to or competitive with the business of HIIS.

*Share purchase agreements each dated July 14, 2008 between Avon Facility Management Services Private Limited ("**Avon**"), our Company, RVS Rao ("**Co-Investor**") and certain sellers*

Our Company and the Co-Investor entered into a share purchase agreement dated July 14, 2008, wherein our Company and the Co-Investor agreed to subscribe to 2,250,399 and 514,601 equity shares of Avon, representing 81.09% and 18.54% of the voting rights of the of Avon, for a consideration of ₹47.0 million and ₹6.50 million respectively. In terms of the agreement, the sellers were entitled to certain number of equity shares of Avon upon procurement of the contracts enlisted in the schedules to the said agreement.

*Share purchase agreement dated May 9, 2013 between Avon Facility Management Services Private Limited ("**Avon**"), our Company and certain sellers*

Our Company entered into four share purchase agreements, all dated May 9, 2013, wherein our Company agreed to purchase (a) 43,859 equity shares of Avon from Ashok Biradar for a consideration of ₹3.67 million; (b) 193,584 equity shares of Avon from Ramachandran Balan for a consideration of ₹16.14 million; (c) 514,601 equity shares of Avon from RVS Rao for a consideration of ₹42.94 million; and (d) 43,859 equity shares of Avon from Vinod Parmeswaran for a consideration of ₹3.67 million. Each of the sellers agreed to a non compete obligation for a period of three years from the date of cessation of their respective employments.

*Share purchase agreement dated October 30, 2009 between Coachieve Solutions Private Limited ("**Coachieve**"), our Company and certain sellers ("**Coachieve SPA**")*

Our Company entered into the Coachieve SPA, whereby our Company agreed to purchase 31,10,000 equity shares constituting the entire issued, subscribed and paid up capital of Coachieve for an initial consideration of ₹12.0 million. Pursuant to the terms of the Coachieve SPA, one of the sellers was also issued warrants entitling him to receive, on March 31, 2011, 1,05,194 Equity Shares, representing 1% of the issued, subscribed and paid up capital of our Company as on the said date. The warrants were converted into 105,194 Equity Shares on May 7, 2013. For details, see "Capital Structure" on page 83.

*Share purchase cum shareholders agreement dated November 1, 2010, supplemental agreement to the share purchase cum shareholders agreement dated December 15, 2010 and share purchase agreement dated May 10, 2013 between Magna Infotech Private Limited ("**MIPL**"), our Company and certain sellers ("**MIPL Share Purchase Agreements**")*

Our Company entered into the MIPL Share Purchase Agreements, whereby our Company agreed to purchase entire shareholding of MIPL in two tranches, comprising of 2,499,000 equity shares for a consideration of ₹326.40 million and 2,564,268 equity shares for a consideration of ₹440.0 million representing, 51% and 49% of the then issued, subscribed and paid up capital of MIPL respectively. Each of the sellers have agreed to a non-compete obligation for a period of three years from the date of cessation of their respective employments.

Shareholders Arrangements

Our Company entered into a share subscription agreement and a shareholders agreement both dated January 17, 2008, as amended and restated by agreements dated February 27, 2009 (together, "**PEHL SHA**") with Park Equity Holdings Limited (in its capacity as a financial investor) ("**PEHL**") and other parties, wherein Guruprasad S, Hithendra KR, Amrita Nathani, Vijay Sivaram, Jaison Jose, Pratibha J, Venkatesan Jayaraman were named as promoters. Pursuant to the PEHL SHA, PEHL invested in our Company.

Our Company entered into an amended and restated share subscription agreement dated March 2, 2009 ("**AI SSA**") with Ajit Isaac (in his capacity as strategic investor) and other parties, where solely for purposes of the contract Guruprasad S, Hithendra KR, Amrita Nathani, Jaison Jose, Vijay Sivaram, Pratibha J and Venkat J (collectively, "**Shareholders of 2009**") were named as promoters. Pursuant to the AI SSA, Ajit Issac subscribed to Equity Shares of our Company. Subsequently, Ajit Issac, PEHL and the Shareholders of 2009, entered into a shareholders agreement dated January 22, 2010. Our Company then entered into a share subscription agreement dated January 23, 2010, as amended and restated on December 18, 2010, with PEHL, Ajit Isaac and the Shareholders of 2009, pursuant to which PEHL and Ajit Issac subscribed to additional securities of our Company.

Share purchase agreement and share subscription agreement, both dated February 5, 2013

Our Company entered into a share purchase agreement dated February 5, 2013 with TCIL, Fairbridge Capital (Mauritius) Limited, Ajit Isaac, Net Resources, PEHL and Hithendra KR, Guruprasad S, Vijay Sivaram, Subrata Kumar Nag ("**TCIL SPA**"), where solely for the purposes of the contract and as required commercially, Ajit Isaac, Net Resources, Hithendra KR, Guruprasad S, Vijay Sivaram and Subrata Kumar Nag were identified as promoters of the Company ("**Shareholders of 2013**", other Shareholders of 2009 were not named here as promoters of the Company) and TCIL as an investor of the Company. Pursuant to the TCIL SPA, TCIL acquired control of our Company by way of purchase of (i) 6,254,258 Equity Shares held by PEHL, 500,000 Equity Shares held by Mallinson International Limited and 771,654 Equity Shares held by certain individual shareholders of our Company for a consideration of ₹933.21 million; and (ii) 5,403,005 MCPS from Park Equity Holdings Limited for a consideration of ₹669.97 million. Further, the parties to the TCIL SPA, entered into a share subscription agreement dated February 5, 2013 ("**TCIL SSA**") pursuant to which TCIL agreed to subscribe to 7,717,912 compulsorily and fully convertible preference shares of face value ₹100 each of our Company for a consideration of ₹960.0 million.

As a result, TCIL acquired 74.85% of the Equity Share capital of our Company on a fully diluted basis at that point of time.

Shareholders' agreement dated February 5, 2013

All parties to the TCIL SSA entered into a shareholders agreement dated February 5, 2013, pursuant to which TCIL has the right to nominate two nominee Directors on our Board. The Shareholders of 2013 have the right to nominate two nominee Directors on our Board provided that one of the nominee directors shall at all times be Ajit Isaac. The second nominee Director shall be an individual nominated by Ajit Isaac. Other Shareholders of 2013 neither have a right to be nominated as a nominee Director nor to nominate a Director. The chairman and managing director of our Company and our Subsidiaries shall be Ajit Isaac or such other person as nominated by him who is approved in writing by TCIL and/or its affiliates. Our Company cannot, amongst others, (a) raise any capital or make any issuance where the other promoters and key employees are not offered pre-emptive rights; (b) undertake a merger, demerger, spin off, acquisition, joint venture, creation of legal entities, partnerships or divestments, reorganisation, restructuring or reconstruction of our Company or a subsidiary; (c) commence any new line of business or discontinue or change the scope of any line of business; (d) approve, amend or modify the terms and conditions of any stock option plan; and (e) make any amendments the memorandum and articles of association of our Company or our subsidiaries that prejudicially effect the rights of the promoters or the key employees without the affirmative vote of (i) a nominee director appointed by Ajit Isaac and other parties to the TCIL SHA (except for our Company and TCIL), in case of a meeting of our Board; (ii) Ajit Isaac, in case of a meeting of the shareholders; or (iii) Ajit Isaac, in any other case.

Under the TCIL SHA, in the event of a transfer of Equity Shares by any of the shareholders other than TCIL, TCIL shall have a right of first refusal in relation to such Equity Shares. In case of a transfer of Equity Shares by any of the shareholders, the other shareholders (including TCIL) shall have a tag along right in relation to such Equity Shares. Our Company is not permitted to issue any securities of any type or class to any person unless our Company offers TCIL and the key employees the right to purchase such securities on a pro rata basis. This restriction is however not applicable in case of an initial public offering of equity shares of our Company ("**IPO**"). In the event our Company conducts the IPO, then the terms of the IPO, including size, terms, valuation of our Company shall be approved by TCIL and Ajit Isaac.

As per the terms of the TCIL SHA, the Shareholders of 2013 and key employees are restricted from competing, directly or indirectly, against our Company for a period 12 months from the date of cessation of their employment. Further, the Shareholders of 2013 and the key employees shall compensate, indemnify and hold harmless TCIL in relation to, inter alia, any breach of representation and warranties, covenants and obligations under the TCIL SHA.

Ajit Isaac (along with the Promoter Group Entity, Net Resources) and TCIL currently hold 99.51% of the existing issued, subscribed and paid-up Equity Share capital of our Company. Other Shareholders of 2013 hold less than 1% of the Equity Share capital of our Company. Since, Ajit Isaac and TCIL qualify as promoters of our Company under applicable regulations including Companies Act and the SEBI Regulations, they were named as promoters in the TCIL Termination Agreement (details below) which was entered into amongst all the parties to the TCIL SHA and in this Draft Red Herring Prospectus.

Amendment and termination agreement dated December 24, 2015

The parties to the TCIL SHA entered into an amendment and termination agreement dated December 24, 2015 ("**TCIL Termination Agreement**"), wherein Ajit Isaac was named as an individual Promoter, TCIL was named as a corporate Promoter, and excluding Net Resources and our Company, all the other parties (Hithendra KR, Guruprasad S, Vijay Sivaram and Subrata Kumar Nag) were collectively referred to as Other Shareholders and not as promoters of the Company. All the parties consented to undertake the IPO by way of (i) issuance of fresh Equity Shares; (ii) preparation, finalisation, execution or filing of the necessary forms, deeds, agreements and documents including the draft red herring prospectus, red herring prospectus and the prospectus; (iii) amendments to the articles of association of our Company; (iv) change in the capital structure and shareholding pattern of our Company; (v) reconstitution of our Board and committees; and (vi) any other activities and execution of any documents for the purpose of the IPO. The parties to the TCIL Termination Agreement also agreed that on and from the date on which the Equity Shares are listed for trading on the NSE and BSE, other than the provisions of clause 11 of the TCIL SHA in relation to non compete wherein the individual Promoter and other identified employees are refrained from, amongst others, directly or indirectly carrying out any competing business, the TCIL SHA along with Part II of the Articles of Association shall stand automatically terminated without any further act or deed required on the part of any party. Accordingly, revised Articles of Association were adopted pursuant to resolutions of the Board and Shareholders dated December 22, 2015 and December 23, 2015, receptively. For details, see "Main Provisions of Articles of Association" on page 476. The

TCIL Termination Agreement shall, stand terminated if the listing of the Equity Shares is not completed on or before June 30, 2016 or such other date as maybe mutually agreed in writing between the parties.

Subsequently, our Board, through a circular resolution dated February 1, 2016, clarified and identified Ajit Issac and TCIL as the Promoters of the Company and Net Resources as the Promoter Group. The Board noted that the Shareholders of 2009 and the Shareholders of 2013 were shareholders of the Company at the time of investments, but for commercial reasons, to provide comfort to investors investing into the Company at various points of time and for ease of drafting representations and warranties and restrictive covenants were called promoters only in the various shareholder agreements. The Board also noted that some of the Shareholders of 2013 are employees of our Company and in compliance with applicable law at that point of time have been granted employee stock options under ESOP 2009 which together with their Equity Shareholding will be less than 0.5% of the Equity Share capital on a fully diluted basis. Additionally, as specified in Regulation 31A of the SEBI Listing Regulations, the Shareholders of 2009 and the Shareholders of 2013 do not hold more than 10% of the paid-up Equity Shares capital of the Company, or have any special rights in our Company through formal or informal arrangements. The Shareholders of 2009 and the Shareholders of 2013 do not directly or indirectly exercise control over the affairs of the entity. On this basis, it is clarified that only Ajit Isaac and TCIL shall be considered as promoters of the Company.

*Promoter escrow agreement dated December 15, 2015 between Ajit Isaac, TCIL, J. Sagar Associates, through its office located in Bengaluru, ("**Escrow Agent**") and our Company ("**Promoter Escrow Agreement**")*

Our Company entered into the Promoter Escrow Agreement wherein Ajit Isaac voluntarily agreed to deliver 1,000,000 Equity Shares (which is currently 4,000,000 Equity Shares on account of the allotment of bonus Equity Shares on January 5, 2016) ("**Escrow Shares**") in an escrow account, for a period of eight years from the date of the Promoter Escrow Agreement, in order to demonstrate his binding commitment towards the business and management of our Company. Under the Promoter Escrow Agreement, if Ajit Isaac (i) ceases to be a promoter director of our Company; or (ii) commits a breach of any obligations towards TCIL or our Company (each a "**Disqualifying Event**"), Ajit Isaac shall cease to be the beneficiary of the Escrow Shares. Upon the occurrence of a Disqualifying Event, the Escrow Agent shall, based on the written instructions from TCIL either (a) facilitate the transfer of the Escrow Shares to TCIL by way of a gift for nil consideration; (b) in the event the transfer under (a) is not permissible under applicable law, facilitate the sale of the Escrow Shares on the floor of the Stock Exchanges at a price not less than the fair market value of the Escrow Shares and remit the sale consideration to TCIL net of all applicable taxes; (c) facilitate the sale of the Escrow Shares to any person identified by TCIL at a price of ₹10 per Escrow Share; (d) facilitate the sale of the Escrow Shares on the Stock Exchanges at a price not less than the fair market value of the Escrow Shares and remit the sale consideration to a trust constituted by our Company for the benefit of our employees; and (e) facilitate any other transfer permitted under applicable law as instructed by TCIL. Upon the occurrence of each anniversary from the date of the Promoter Escrow Agreement, in the absence of any Disqualifying Event, a certain number of Escrow Shares shall be released by the Escrow Agent to Ajit Isaac in accordance with the Promoter Escrow Agreement.

Our Holding Company

Our Holding Company is TCIL. For details of our holding company, see "Our Promoters and Promoter Group" on page 187.

Our Subsidiaries

Our Company (including step down subsidiaries) has the following subsidiaries:

1. Aravon Services Private Limited;
2. Brainhunter Companies LLC;
3. Brainhunter Companies Canada Inc.;
4. Brainhunter Systems Ltd.;
5. Coachieve Solutions Private Limited;
6. IKYA Business Services (Private) Limited;
7. MFXchange Holdings Inc.;
8. MFXchange (Ireland) Limited;
9. MFX Infotech Private Limited;
10. MFXchange US, Inc.;
11. Mindwire Systems Ltd.;
12. Quesscorp Holdings Pte. Ltd.;

13. Quessglobal (Malaysia) Sdn. Bhd.;
14. Quess (Philippines) Corp.; and
15. Quess Corp (USA) Inc.

None of the Subsidiaries (i) are listed on any stock exchange in India or abroad; (ii) have become a sick company under the meaning of SICA; or (iii) are under winding up. There are no accumulated profits or losses of the Subsidiaries not accounted for by our Company.

Unless otherwise stated, the information below is as of the date of this Draft Red Herring Prospectus.

1. Aravon Services Private Limited

Corporate Information:

Aravon Services Private Limited ("**ASPL**") was originally incorporated as Aramark Patman Services Private Limited under the Companies Act, 1956 on July 19, 2007 with corporate identification number U93000MH2007FTC172493 and received its certificate for commencement of business on August 8, 2007. Subsequently, the name of the company was changed to Aramark India Private Limited and a fresh certificate of incorporation pursuant to change of name was issued by the Registrar of Companies, Mumbai on February 24, 2011. Thereafter, the name of the company was changed to ASPL and a fresh certificate of incorporation pursuant to change of name was issued by the Registrar of Companies, Mumbai on May 26, 2015.

ASPL is primarily engaged in the business of catering, upkeep and facility management services, property management services and housekeeping services.

Capital Structure:

The issued, subscribed and paid-up share capital of ASPL is ₹394,115,570 divided into 39,411,557 equity shares of face value of ₹10 each.

Shareholding Pattern:

Name of Shareholder	Number of equity shares	% of issued, subscribed and paid up capital
Quess Corp Limited*	39,411,557	100
Total	**39,411,557**	**100**

* *Includes 10 equity shares held by the nominee shareholder of our Company, Ajit Isaac*

2. Brainhunter Companies LLC

Corporate Information:

Brainhunter Companies LLC ("**Brainhunter LLC**") was formed as a limited liability company in accordance with New Jersey State law on December 19, 2012 with corporate identification number 0400536871.

Brainhunter LLC is authorised to conduct any lawful business and is engaged in the business of providing information technology staffing and related services.

Capital Structure:

Brainhunter LLC currently has Brainhunter Systems Limited as its sole member.

3. Brainhunter Companies Canada Inc.

Corporate Information:

Brainhunter Companies Canada Inc. ("**BCCI**") was incorporated as a corporation under the laws of province of Ontario, Canada on August 16, 2013 with corporate identification number 002384695.

BCCI is authorised to conduct any lawful business and is engaged in the business of information technology staffing and related services.

Capital Structure:

The issued, subscribed and paid-up share capital of BCCI is $10 divided into 100 common shares with a subscription price of $0.10 each.

Shareholding Pattern:

Name of Shareholder	Number of common shares	% of issued, subscribed and paid up capital
Brainhunter Systems Ltd.	100	100
Total	**100**	**100**

4. Brainhunter Systems Ltd.

Corporate Information:

Brainhunter Systems Ltd. ("**BSL**") was originally incorporated as Zylog Systems Limited under the laws of the province of Ontario, Canada on October 2, 2009 with Ontario corporation number 00219707. Thereafter the name was changed to BSL on October 24, 2014.

BSL is engaged in the business of information technology staffing services (and related services) to its clients.

Capital Structure:

The issued and outstanding shares in the capital of BSL is US$4,514,502 divided into 14,300,100 common shares.

Shareholding Pattern:

Name of Shareholder	Number of common shares	% of issued and Outstanding Shares
Quess Corp Limited	7,000,100	48.95
Quess Corp (USA) Inc.	7,300,000	51.05
Total	**14,300,100**	**100.00**

5. Coachieve Solutions Private Limited

Corporate Information:

Coachieve Solutions Private Limited ("**CSPL**") was incorporated as a private company under the Companies Act, 1956 on August 8, 2007 with corporate identification number U72300DL2007PTC166789.

CSPL is primarily engaged in the business of management consulting, background verification, administration and processing of payrolls and compliance in India and abroad.

Capital Structure:

The issued, subscribed and paid-up share capital of CSPL is ₹31,100,000 divided into 3,110,000 equity shares of face value of ₹10 each.

Shareholding Pattern:

Name of Shareholder	Number of equity shares	% of issued, subscribed and paid up capital
Quess Corp Limited*	3,110,000	100
Total	**3,110,000**	**100**

* *Includes 5,000 equity shares held by the nominee shareholder of our Company, Ajit Isaac*

6. IKYA Business Services (Private) Limited

Corporate Information:

IKYA Business Services (Private) Limited ("**IKYA Business**") was incorporated as a private company under the laws of Sri Lanka on June 17, 2014 with corporate identification number PV 99076.

IKYA Business is primarily engaged in the business of providing all types of services related to staffing and recruitment of human resources and executive search including human resource management and facility management.

Capital Structure:

As on the date of this Draft Red Herring Prospectus, IKYA Business has not issued any shares. IKYA Business has been classified as our Subsidiary of our Company on account of the ability of our Company to exert significant influence on the board of IKYA Business.

7. MFXchange Holdings Inc.

Corporate Information:

MFXchange Holdings Inc. ("**MFX Holdings**") was incorporated under the federal laws of Canada on December 14, 2001 with corporation number 398443-5.

MFX Holdings is primarily engaged in the business of information technology consulting services to its clients.

Capital Structure:

The issued and outstanding shares in the capital of MFX Holdings is 1,095 common shares.

Shareholding Pattern:

Name of Shareholder	Number of common shares	% of issued and outstanding Shares
Quesscorp Holdings Pte. Ltd.	558.4	51.00
Quess Corp (USA) Inc.	536.6	49.00
Total	**1,095.0**	**100**

8. MFXchange (Ireland) Limited

Corporate Information:

MFXchange (Ireland) Limited ("**MFX Ireland**") was incorporated in Dublin under the Companies Act 1963 to 2001 on May 10, 2002 with company number 356722.

MFX Ireland is primarily engaged in the business of information technology consulting services. MFX Ireland is currently under voluntary liquidation.

Capital Structure:

The issued and outstanding shares of MFX Ireland is 100,000 common shares.

Shareholding Pattern:

Name of Shareholder	Number of common shares	% of issued and outstanding share capital
MFXchange Holdings Inc.	100,000	100
Total	**100,000**	**100**

9. MFX Infotech Private Limited

Corporate Information:

MFX Infotech Private Limited ("**MFX Infotech**") was incorporated under the Companies Act, 2013 on June 20, 2014 with corporate identification number U72200KA2014PTC074949.

MFX Infotech is primarily engaged in the business of designing, developing, marketing, importing, exporting all kinds of computer software and information technology enabled services.

Capital Structure:

The issued, subscribed and paid-up share capital of MFX Infotech is ₹10,000,000 divided into 1,000,000 equity shares of face value of ₹10 each.

Shareholding Pattern:

Name of Shareholder	Number of equity shares	% of Issued Capital
Quess Corp Limited*	1,000,000	100
Total	**1,000,000**	**100**

* *Includes 1 equity share held by the nominee shareholder of our Company, Ajit Isaac*

10. MFXchange US, Inc.

Corporate Information:

MFXchange US, Inc. ("**MFX US**") was incorporated under the laws of the state of Delaware on October 17, 2002 with federal identification number 01-0748234.

MFX US is primarily engaged in the business of providing information technology consulting services (and related services) to its clients.

Capital Structure:

The issued and outstanding share capital of MFX US is 1,000 common shares, no par value and 100 preferred shares.

Shareholding Pattern:

Name of Shareholder	Number of common shares	% of Issued and Outstanding Capital
MFXchange Holdings Inc.	1,000	100
Total	**1,000**	**100**

In addition to the above MFX Ireland currently holds 100 preferred shares of MFX US.

11. Mindwire Systems Ltd.

Corporate Information:

Mindwire Systems Ltd. ("**MSL**") was originally incorporated as Zylog Systems (Ottawa) Limited under the laws of the province of Ontario, Canada on January 7, 2010 with Ontario corporation number 1823144. The name was changed to its current name on October 24, 2014.

MSL is primarily engaged in the business of information technology staffing services (and related services) to its clients.

Capital Structure:

The issued and outstanding share capital of MSL is one common share.

Shareholding Pattern:

Name of Shareholder	Number of common shares	% of issued and outstanding share capital
Brainhunter Systems Ltd.	1	100
Total	1	**100**

12. Quesscorp Holdings Pte. Ltd.

Corporate Information:

Quesscorp Holdings Pte. Ltd. ("**QCHPL**") was incorporated under the laws of Singapore on June 16, 2015 with registration number 201526129N.

QCHPL is primarily engaged in the business of investment, acquisition and related activities and rendering of information technology and non-information technology business services including global technology.

Capital Structure:

The issued, subscribed and paid-up share capital of QCHPL is SG$1,277,921 divided into 1,277,921 common shares of face value of SG$1 each.

Shareholding Pattern:

Name of Shareholder	Number of common shares	% of issued, subscribed and paid up capital
Quess Corp Limited	1,277,921	100
Total	**1,277,921**	**100**

13. Quessglobal (Malaysia) Sdn. Bhd.

Corporate Information:

Quessglobal (Malaysia) Sdn. Bhd. ("**Quess Malaysia**") was originally incorporated as Brainhunter Sdn. Bhd. under the laws of Malaysia on January 14, 2015 with registration number 1127063 A. The name of the company was subsequently changed to Quess Malaysia on October 28, 2015.

Quess Malaysia is primarily engaged in the business of providing information technology solutions and services.

Capital Structure:

The issued, subscribed and paid-up share capital of Quess Malaysia is RM 500,000 divided into 500,000 ordinary shares of face value of RM 1 each.significant

Shareholding Pattern:

Name of Shareholder	Number of ordinary shares	% of issued, subscribed and paid up capital
QCHPL	500,000	100
Total	**500,000**	**100**

14. Quess (Philippines) Corp.

Corporate Information:

Quess (Philippines) Corp. ("**Quess Philippines**") was originally incorporated as Magna Ikya Infotech Inc. under the laws of Philippines on March 13, 2013 with registration number CS201305088. The name of Magna Ikya Infotech Inc was subsequently changed to Quess Philippines on October 21, 2015.

Quess Philippines is primarily engaged in the business relating to computer software, system study, software feasibility analysis and developing and implementing customised software.

Capital Structure:

The subscribed share capital of Quess Philippines is ₱34,400,000 divided into 344,000 common shares of face value of ₱100 each. The paid-up share capital of Quess Philippines is ₱8,600,000.

Shareholding Pattern:

Name of Shareholder	Number of common shares	% of subscribed share capital
Quess Corp Limited	343,995	100.00
Ajit Isaac	1	0.00*
Subrata Kumar Nag	1	0.00*
Randall C Tabayoyong	1	0.00*
Frances Liaa C Mendiola	1	0.00*
Jeffrey B Constantino	1	0.00*
Total	**344,000**	**100.00**

** Negligible*

15. Quess Corp (USA) Inc.

Corporate Information:

Quess Corp (USA) Inc. ("**QCI**") was originally incorporated as Magna Infotech Inc. under the General Corporation law of Delaware, USA on November 19, 2013 with registration number 5435112.

QCI is authorised to carry out any business under the applicable law. Currently QCI serves as the investment holding company for all the North American assets of our Company.

Capital Structure:

The issued and paid-up capital of QCI is US$ 100,000 divided into 1 share of US$ 100,000.

Shareholding Pattern:

Name of Shareholder	Number of shares	% of Issued Capital
Quess Corp Limited	1	100.00
Total	1	**100.00**

Significant Sale/Purchase between our Subsidiaries/associates and our Company

None of our Subsidiaries is involved in any sales or purchase with our Company where such sales or purchases exceed in value in the aggregate of 10% of the total sales or purchases of our Company.

Common Pursuits

Certain of our Subsidiaries are engaged in lines of business that are similar and/or synergistic to our Company.

Business Interest between our Company and our Subsidiaries

Except as disclosed in "Our Business" and "Related Party Transactions" on pages 132 and 197 respectively, none of our Subsidiaries have any business interest in our Company.

OUR MANAGEMENT

Board of Directors

In terms of our existing Articles of Association, our Company is required to have eight Directors. Upon listing, when Part A of our Articles of Association is applicable to our Company, our Company is required to have not less than three and not more than 15 Directors. As on the date of this Draft Red Herring Prospectus, our Board comprises of eight Directors.

The following table sets forth details regarding our Board as on the date of this Draft Red Herring Prospectus:

Name, Designation, Term, DIN, Occupation, Nationality and Address	Age (in years)	Other Directorships
Ajit Isaac ***Designation***: Chairman and Managing Director and CEO ***Term***: May 14, 2013 to May 13, 2018 ***DIN***: 00087168 ***Occupation***: Business ***Nationality***: Indian ***Address***: 242, 3rd Main, 4th Cross 1st Block, Koramangala Bengaluru 560 034 Karnataka, India	48	*Indian Companies* • Indium Software (India) Limited • IRIS Capital Ventures Private Limited • IRIS Realty Private Limited • NanoBi Data and Analytics Private Limited • Net Resources *Foreign Companies* • Brainhunter • IKYA Business Services (Private) Limited • Quesscorp Holdings Pte. Ltd. • Quess (Philippines) Corp.
Chandran Ratnaswami ***Designation***: Non Executive, Additional Director (Nominee) ***Term***: Until the conclusion of the next AGM ***DIN***: 00109215 ***Occupation***: Service ***Nationality***: Canadian ***Address***: 177, Mckee Avenue Ontario M2N4C6 Toronto, Canada	66	*Indian Companies* • Cheran Enterprises Private Limited • ICICI Lombard General Insurance Company Limited • Fairbridge Capital Private Limited • IIFL Holdings Limited • National Collateral Management Services Limited • TCIL *Foreign Companies* • Fairfax Asia Ltd. Corp • Fairfax India Holdings Corporation • FAL Corporation • First Capital Insurance Limited • HWIC Asia Limited • ORE Holdings Limited • Primary Real Estate Investment • Thai Reinsurance Public Company Limited • Zoomer Media Limited
Madhavan Karunakaran Menon ***Designation***: Non Executive, Nominee Director ***Term***: Liable to retire by rotation	60	*Indian Companies* • Cedar Management Consulting Private Limited • Kuoni Travel (India) Private Limited • Sterling Holiday Resorts Limited • TCIL

Name, Designation, Term, DIN, Occupation, Nationality and Address	Age (in years)	Other Directorships
DIN: 00008542 ***Occupation***: Service ***Nationality***: Indian ***Address***: Flat No. 702, Supreme Pearl 17th Road, Khar (West) Mumbai 400 052 Maharashtra, India		• Travel Corporation (India) Limited *Foreign Companies* • Horizon Travel Holdings (Hong Kong) Private Limited • Horizon Travel Holdings (Singapore) Private Limited • Kuoni Travel (China) Limited • Luxe Asia (Private) Limited • Thomas Cook (Mauritius) Holding Company Limited • Thomas Cook (Mauritius) Travel Limited • Thomas Cook Lanka (Private) Limited
Pratip Chaudhuri ***Designation***: Non Executive, Independent Director ***Term***: Five (5) consecutive years upto the conclusion of AGM to be held in 2020 ***DIN***: 00915201 ***Occupation***: Professional ***Nationality***: Indian ***Address***: H-1591, Pocket H CR Park New Delhi 110 019 Delhi, India	62	*Indian Companies* • Alchemist Asset Reconstruction Company Limited • CESC Infrastructure Limited • CESC Limited • Cosmo Films Limited • Dynamic Drilling & Services Private Limited • IFFCO Kisan Sanchar Limited • Jindal India Powertech Limited • Sundaram Asset Management Company Limited • Visa Steel Limited
Pravir Kumar Vohra ***Designation***: Non Executive, Independent Director ***Term***: Five (5) consecutive years upto the conclusion of AGM to be held in 2020 ***DIN***: 00082545 ***Occupation***: Professional ***Nationality***: Indian ***Address***: E-602, Oberoi Splendor JV Link Road, Opp Majas Depot Andheri East Mumbai 400 060 Maharashtra, India	61	*Indian Companies* • Goldman Sachs Asset Management (India) Private Limited • Technology Artists Private Limited • TCIL *Foreign Companies* • Ingenium Advisory Pte Limited
Revathy Ashok ***Designation***: Non Executive,	57	*Indian Companies* • ADC India Communications Limited

Name, Designation, Term, DIN, Occupation, Nationality and Address	Age (in years)	Other Directorships
Independent Director ***Term***: Five (5) consecutive years upto the conclusion of AGM to be held in 2020 ***DIN***: 00057539 ***Occupation***: Professional ***Nationality***: Indian ***Address***: 139/6-2, Domlur Layout Sharadamma Layout Bengaluru 560 071 Karnataka, India		• Campus Diaries Media and Communications Private Limited • Khemeia Technologies Private Limited • L&T Construction Equipment Limited • L&T Kobelco Machinery Private Limited • Shell MRPL Aviation Fuels and Services Limited • Welspun Corp Limited • Welspun Global Brands Limited (previously known as Welspun Retail Limited)
Sanjay Anandaram ***Designation***: Non Executive, Independent Director ***Term***: Five (5) consecutive years upto the conclusion of AGM to be held in 2020 ***DIN***: 00579785 ***Occupation***: Professional ***Nationality***: Indian ***Address***: 709, Pine Block Raheja Residency 3rd Block, 8th C Main, Koramangala Bengaluru 560 034 Karnataka, India	52	*Indian Companies* • Resolve Business Services (India) Private Limited • Syzygy Consultants Private Limited *Foreign Companies* • Ojas Venture Fund Pte. Ltd.
Subrata Kumar Nag ***Designation***: Executive and wholetime Director and Chief Financial Officer (Nominee Director) ***Term***: July 29, 2013 to July 29, 2018 ***DIN***: 02234000 ***Occupation***: Service ***Nationality***: Indian ***Address***: A2, 303 Ganga Block, NGV Koramangala Bengaluru 560 047 Karnataka, India	53	*Indian Companies* • Aravon • Coachieve • MFX Infotech Private Limited • Net Resources *Foreign Companies* • Brainhunter • IKYA Business Services (Private) Limited • MFX • Quesscorp Holdings Pte. Ltd. • Quess (Philippines) Corp. • Quess Corp (USA) Inc.

Relationship between our Directors

None of our Directors are related to each other.

Brief Biographies

Ajit Isaac is the Chairman and Managing Director and CEO of our Company. He holds a masters degree in Arts in Social Work from the University of Madras and has completed the Managers for Leadership Course from the University of Leeds, United Kingdom. He is responsible for the daily operations and takes strategic decisions for our Company. He was nominated for the India Forbes Leadership Awards, 2011 under the category of "Outstanding Startup" and for the CII Regional Emerging Entrepreneur Awards, 2011. He has 25 years of experience in the field of human resources and corporate management. Prior to joining our Company, he was the country manager for India and Middle East of Adecco Peopleone India Limited. He has been a director of our Company since April 2009 and Chairman and Managing Director since May 2013.

Chandran Ratnaswami is a non executive Director of our Company. He is also the nominee Director of TCIL. He holds a masters degree in Business Administration from Rotman School of Management, University of Toronto, Canada. He has 23 years of experience in the field of investment management. He has been a director of our Company since January 2016.

Madhavan Karunakaran Menon is a non executive Director of our Company. He is also the nominee Director of TCIL. He holds a bachelors and a masters degree in business administration from George Washington University, USA. He is the chairman and managing director of TCIL. He has over 34 years of experience in the fields of banking, finance and foreign exchange management. He has been a director of our Company since May 2013.

Pratip Chaudhuri is a non executive and independent Director of our Company. He holds a bachelors degree in science from the University of Delhi, a masters degree in business administration from the Punjab University and is a member of the Indian Institute of Bankers. He has over 40 years of experience in the field of banking. He was the chairman of State Bank of India. He has also served as the chairman of SBI Global Factors Limited, State Bank of Mysore, State Bank of Bikaner & Jaipur, State Bank of Patialia, State Bank of Travancore and State Bank of Hyderabad. He has also served as the managing director of the State Bank of Saurashtra. He has been a director of our Company since July 2015.

Pravir Kumar Vohra is a non executive and independent Director of our Company. He holds a masters degree in Arts (Economics) from University of Delhi and is a certified associate of the Indian Institute of Bankers. He has over 38 years of experience in the field of banking and information technology. He was previously the group chief technical officer at ICICI Bank Limited. He has held various positions with State Bank of India, both in India and abroad. He has been a director of our Company since July 2015.

Revathy Ashok is a non executive and independent Director of our Company. She holds a bachelors degree in science from the Bangalore University and a post graduate diploma in management from the Indian Institute of Management, Bangalore. She has also been awarded the faculty medal from the Indian Institute of Management, Bangalore. She has over 30 years of experience in the field of finance. She was previously the director – finance and administration of TSI Ventures and the chief financial officer of Syntel Limited. She was nominated as one of the women achievers by the CII for southern India in 2011. She has been a director of our Company since July 2015.

Sanjay Anandaram is a non executive and independent Director of our Company. He holds a bachelors degree in electrical engineering from Jadavpur University, Kolkata and a post graduate diploma in management from the Indian Institute of Management, Bangalore. He has over 25 years of experience as an investor and corporate executive. He has been a director of our Company since December 2015.

Subrata Kumar Nag is the executive and wholetime Director and Chief Financial Officer (Nominee Director) of our Company. He holds a masters degree in Business Management from the University of Calcutta. He is also a member of the ICWAI, ICSI and the AICPA. He is responsible for the overall finance and accounts functions of our Company. He has 27 years of experience in the field of finance. Prior to joining our Company, he was the vice president – finance and company secretary of Ilantus Technologies Private Limited. He has been a director of our Company since July 2013.

Confirmations

None of our Directors is or was a director of any listed company during the last five years preceding the date of filing of this Draft Red Herring Prospectus, whose shares have been or were suspended from being traded on the BSE or the NSE.

Except as disclosed below, none of our Directors is or was a director of any listed company that has been or was delisted from any recognised stock exchange in India:

Particulars	Details
Name of the Director	Revathy Ashok
Name of the company	Welspun Global Brands Limited
Stock Exchange that it was listed on	BSE
Type of delisting	Compulsory delisting
Date of delisting	February 8, 2013
Reason for delisting	Amalgamation with Welspun India Limited
Whether relisted or not	No
Term of the Director in the company	April 1, 2011 to February 8, 2013

No relative of any of our Directors has been appointed to any office or place of profit in our Company or its Subsidiaries.

No consideration in cash or shares or otherwise has been paid or agreed to be paid to any of our Directors or to the firms of companies in which they are interested, by any person either to induce him to become, or to help him qualify as a Director, or otherwise for services rendered by him or by the firm or company in which he is interested, in connection with the promotion or formation of our Company.

Terms of Appointment of the Executive Directors

Ajit Isaac

Ajit Isaac was appointed as an additonal Director pursuant to a resolution of the Board of Directors dated April 6, 2009. He was subsequently redesignated as the Managing Director pursuant to a resolution of the Board of Directors dated April 14, 2009. He was appointed as Chairman and Managing Director of our Company with effect from May 14, 2013 for a period of five years pursuant to a resolution passed by our Shareholders on May 14, 2013. He was redesignated as the Chairman and Managing Director and CEO of our Company pursuant to a resolution of the Board of Directors dated December 22, 2015.

Ajit Isaac's remuneration was last revised pursuant to a resolution of the Board of Directors dated July 24, 2015. The following are some of the principal terms of remuneration of Ajit Isaac as specified in the employment agreement dated May 14, 2013 as amended by way of an addendum dated July 24, 2015 between our Company and Ajit Isaac:

Particulars	Remuneration
Fixed Annual Remuneration	₹10.13 million on a total cost to company basis
Annual Performance Linked Bonus	50% of the revised fixed annual remuneration subject to maximum payable in a financial year in which adequate profits are earned
Other Allowance and Benefits	Entitled to Company maintained car and other benefits

In addition to the above, the Board of Directors and the Shareholders of our Company pursuant to resolutions dated December 22, 2015 and December 23, 2015 respectively have amended Ajit Isaac's terms of remuneration to the extent that he shall not be eligible for employee stock options of our Company.

Subrata Kumar Nag

Subrata Kumar Nag was appointed as an additional Director with effect from July 29, 2013. He was appointed as a wholetime and nominee Director of our Company effect from July 29, 2013 for a period of five years pursuant to a resolution passed by our Shareholders on September 4, 2013. He was appointed as the Chief Financial Officer of our Company pursuant to the TCIL SHA. For the purpose of compliance with the Companies Act, 2013, he was redesginated as the wholetime Director and Chief Financial Officer of our Company pursuant to a resolution of the Board of Directors dated December 22, 2015.

Subrata Kumar Nag's remuneration was last revised pursuant to a resolution of the Board of Directors dated July 24, 2015. The following are some of the principal terms of remuneration of Subrata Kumar Nag as specified in the employment agreement dated July 29, 2013 as amended by way of an addendum dated July 24, 2015 between our Company and Subrata Kumar Nag:

Particulars	Remuneration
Fixed Annual Remuneration	₹6.33 million on a total cost to company basis
Annual Performance Linked Bonus	50% of the revised fixed annual remuneration subject to maximum payable in a financial year in which adequate profits are earned

Payment or Benefit to Directors

Except as disclosed above, no amount or benefit has been paid or given within the two preceding years or is intended to be paid or given to any of our executive Directors except the normal remuneration for services rendered as a Director of our Company.

The details of remuneration paid to our Directors for Financial Year 2015 are as follows:

1. Remuneration to Executive Directors:

Sr. No.	Name of the Director	Amount paid (₹ in million)
1.	Ajit Isaac	14.90
2.	Subrata Kumar Nag	8.90

2. Remuneration to Non-Executive Directors:

Each Director, other than Ajit Isaac, our Chairman and Managing Director and CEO and Subrata Kumar Nag, our wholetime Director and Chief Financial Officer (Nominee Director) and nominee directors of TCIL, is entitled to receive sitting fees pursuant to a resolution of the Board of Directors dated April 28, 2014 for attending meetings of our Board or any of its committees within the limits prescribed under the Companies Act, 2013 and the rules made thereunder. Further, pursuant to a resolution of the Board of Directors and the Shareholders dated December 22, 2015 and December 23, 2015 respectively, the Independent Directors are entitled to receive profit related commission limited to 1% of the net profits of our Company subject to a maximum of ₹0.5 million per annum for each Independent Director in accordance with the terms of their respective appointment letters and the Companies Act, 2013. The details of the sitting fees and other payments paid to the non-executive Directors during Financial Year 2015 are as follows:

Sr. No.	Name of Director	Sitting fees paid (₹ in million)
1.	Marcel Raymond Parker*	0.11
2.	Mahendra Kumar Sharma*	0.06
3.	Revathy Ashok**	-
4.	Pratip Chaudhuri**	-
5.	Pravir Kumar Vohra**	-
6.	Sanjay Anandaram***	-

* *Mahendra Kumar Sharma and Marcel Raymond Parker resigned as directors with effect from June 30, 2015 and November 30, 2015 respectively*

** *Appointed with effect from July 24, 2015*

*** *Appointed with effect from December 22, 2015*

No remuneration has been paid, or is payable, to our Directors by the Subsidiaries.

Arrangement or Understanding with Major Shareholders

Ajit Isaac has been appointed as the Chairman and Managing Director of our Company pursuant to the TCIL SHA. Ajit Isaac has nominated Subrata Kumar Nag as a nominee Director under the TCIL SHA.

Pursuant to the TCIL SHA, TCIL has the right to nominate two Directors on our Board. Madhavan Karunakaran Menon and Chandran Ratnaswami have been appointed as nominee Directors by TCIL under the TCIL SHA.

Except for clause 11 of the TCIL SHA in relation to non compete, the TCIL SHA will terminate upon the commencement of listing and trading of the Equity Shares on the BSE and NSE pursuant to the Issue. For details, see "History and Certain Corporate Matters – Shareholders' Arrangements" on page 162.

Except as stated above, none of our Directors have been appointed pursuant to any arrangement or understanding with major Shareholders, customers, suppliers or others.

Loans to Directors

There are no loans that have been availed by our Directors from our Company that are outstanding as on the date of this Draft Red Herring Prospectus.

Service Contracts entered into with our Directors

Our Company has not entered into any service contracts, pursuant to which, our Directors are entitled to benefits upon termination of employment.

Bonus or Profit-Sharing Plan with our Directors

Except as disclosed above, none of our Directors are a party to any bonus or profit sharing plan by our Company.

Shareholding of our Directors

The Articles of Association do not require our Directors to hold any qualification Equity Shares in our Company. The following are the details of the shareholding of our Directors as of the date of this Draft Red Herring Prospectus:

Sr. No.	Name of the Director	No. of Equity Shares Held	% of Pre-Issue Share Capital
1.	Ajit Isaac	18,585,960	16.40
	Total	**18,585,960**	**16.40**

Except for Subrata Kumar Nag, none of our Directors have been granted employee stock options under ESOP 2009.

For details of shareholding of our Directors in our Subsidiaries, see "History and Certain Corporate Matters – Our Subsidiaries" on page 164.

Borrowing Powers of our Board

In accordance with the Articles of Association, our Board may, from time to time, at its discretion, borrow, raise or secure the payment of any sum of money and provide corporate guarantees for the purpose of business of our Company, in such manner and upon such terms and conditions, as it may deem fit, by issue of debentures or bonds or by creating mortgage or charge upon all or any of the properties of our Company, both present and future, including the uncalled capital for the time being.

For details on our borrowing powers, see "Financial Indebtedness" on page 396.

Corporate Governance

The provisions of the SEBI Listing Regulations with respect to corporate governance will be applicable to our Company immediately upon the listing of the Equity Shares on the Stock Exchanges. Our Company is in compliance with the requirements of the SEBI Listing Regulations, the Companies Act and the SEBI Regulations, in respect of corporate governance. Our Board has been constituted in compliance with the Companies Act and the SEBI Listing Regulations. Our corporate governance framework is based on an effective independent Board, separation of our Board's supervisory role from the executive management team and constitution of our Board Committees, as required under law.

Our Board functions either as a full board or through various committees constituted to oversee specific operational areas. Our Company's executive management provides our Board with detailed reports on its performance periodically.

Currently our Board has eight Directors, of which Ajit Isaac, the Chairman and Managing Director and CEO is an executive Director. Subrata Kumar Nag, our wholetime Director and Chief Financial Officer is also an executive Director of our Company. In compliance with the requirements of Regulation 17 of the SEBI Listing Regulations, we have two executive Directors and six non-executive Directors, including four independent Directors and one woman Director, on our Board.

Committees of our Board

The Committees of our Board include the following committees constituted in accordance with the SEBI Listing Regulations and the Companies Act, 2013:

1. *Audit Committee*

The members of the Audit Committee are:

a) Pratip Chaudhuri; *Chairman*

b) Chandran Ratnaswami;

c) Revathy Ashok; and

d) Pravir Kumar Vohra

The Audit Committee was constituted by our Board at its meeting held on July 29, 2013. The Audit Committee was last reconstituted by our Board at its meeting held on January 18, 2016. The scope and function of the Audit Committee are in accordance with Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI Listing Regulations and its terms of reference include the following:

a) Overseeing our Company's financial reporting process and disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;

b) Recommending to the Board, the appointment, re-appointment, and replacement, remuneration and terms of appointment of the statutory auditor and the fixation of audit fee;

c) Review and monitor the auditor's independence and performance and effectiveness of audit process;

d) Approval of payments to the statutory auditors for any other services rendered by statutory auditors;

e) Reviewing with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:

   i) Matters required to be stated in the Director's responsibility statement to be included in the Board's report in terms of Section 134(3)(c) of the Companies Act, 2013;

   ii) Changes, if any, in accounting policies and practices and reasons for the same;

   iii) Major accounting entries involving estimates based on the exercise of judgment by management;

   iv) Significant adjustments made in the financial statements arising out of audit findings;

   v) Compliance with listing and other legal requirements relating to financial statements;

   vi) Disclosure of any related party transactions; and

   vii) Qualifications and modified opinions in the draft audit report.

f) Reviewing with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval;

g) Scrutiny of inter-corporate loans and investments;

h) Valuation of undertakings or assets of our Company, wherever it is necessary;

i) Evaluation of internal financial controls and risk management systems;

j) Approval or any subsequent modification of transactions of our Company with related parties;

k) Reviewing with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency

monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;

l) Approving or subsequently modifying transactions of the Company with related parties;

m) Scrutinising inter-corporate loans and investments;

n) Evaluating undertakings or assets of the Company, wherever necessary;

o) Establishing a vigil mechanism for directors and employees to report their genuine concerns or grievances;

p) Reviewing, with the management, the performance of statutory and internal auditors and adequacy of the internal control systems;

q) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;

r) Discussion with internal auditors on any significant findings and follow up thereon;

s) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;

t) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

u) Looking into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;

v) Approval of appointment of the chief financial officer (i.e., the whole-time finance Director or any other person heading the finance function or discharging the function) after assessing the qualifications, experience and background, etc. of the candidate;

w) Reviewing the functioning of the whistle blower mechanism, in case the same is existing;

x) Carrying out any other functions as is mentioned in the terms of reference of the Audit Committee; and

y) To formulate, review and make recommendations to the Board to amend the Audit Committee charter from time to time.

The powers of the Audit Committee include the following:

a) To investigate activity within its terms of reference;

b) To seek information from any employees;

c) To obtain outside legal or other professional advice; and

d) To secure attendance of outsiders with relevant expertise, if it considers necessary.

The Audit Committee shall mandatorily review the following information:

a) Management discussion and analysis of financial condition and result of operations;

b) Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;

c) Management letters/letters of internal control weaknesses issued by the statutory auditors;

d) Internal audit reports relating to internal control weaknesses

e) The appointment, removal and terms of remuneration of the chief internal auditor; and

f) Statement of deviations:

(i) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; and

(ii) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

The Audit Committee is required to meet at least four times in a year under Regulation 18 of the SEBI Listing Regulations.

2. *Nomination and Remuneration Committee*

The members of the Nomination and Remuneration Committee are:

a) Pravir Kumar Vohra; *Chairman*

b) Chandran Ratnaswami; and

c) Pratip Chaudhuri

The Nomination and Remuneration Committee was constituted by our Board at its meeting held on April 28, 2014. The Nomination and Remuneration Committee was last reconstituted by our Board at its meeting held on January 18, 2016. The scope and function of the Nomination and Remuneration Committee are in accordance with Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI Listing Regulations and its terms of reference include the following:

a) Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;

b) Formulation of criteria for evaluation of Independent Directors and the Board;

c) Devising a policy on Board diversity;

d) Identify persons who qualify to become directors or who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance. The company shall disclose the remuneration policy and the evaluation criteria in its annual report;

e) Analysing, monitoring and reviewing various human resource and compensation matters;

f) Determining our Company's policy on specific remuneration packages for executive directors including pension rights and any compensation payment, and determining remuneration packages of such directors;

g) Determine compensation levels payable to the senior management personnel and other staff (as deemed necessary), which shall be market-related, usually consisting of a fixed and variable component;

h) Reviewing and approving compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;

i) Perform such functions as are required to be performed by the compensation committee under the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;

j) Framing suitable policies and systems to ensure that there is no violation, by an employee of any applicable laws in India or overseas, including:

(i) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as and when the same come into force; or

(ii) The Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003;

k) whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors; and

l) Perform such other activities as may be delegated by the Board of Directors and/or are statutorily prescribed under any law to be attended to by such committee.

3. *Stakeholders Relationship Committee*

The members of the Stakeholders Relationship Committee are:

a) Madhavan Karunakaran Menon, *Chairman*;

b) Ajit Isaac; and

c) Revathy Ashok

The Stakeholders Relationship Committee was constituted by our Board at its meeting held on December 22, 2015. The scope and function of the Stakeholders' Relationship Committee are in accordance with Section 178 of the Companies Act, 2013 and Regulation 20 of the SEBI Listing Regulations and its terms of reference include the following:

a) Redressal of shareholders'/investors' grievances;

b) Allotment of shares, approval of transfer or transmission of shares, debentures or any other securities;

c) Issue of duplicate certificates and new certificates on split/consolidation/renewal;

d) Non-receipt of declared dividends, balance sheets of the Company or any other documents or information to be sent by our Company to its shareholders; and

e) Carrying out any other function as prescribed under the Listing Agreement.

4. *Corporate Social Responsibility Committee*

The members of the Corporate Social Responsibility Committee are:

a) Revathy Ashok; *Chairman*

b) Ajit Isaac; and

c) Pravir Kumar Vohra

The Corporate Social Responsibility Committee was constituted by our Board at its meeting held on April 28, 2014. The Corporate Social Responsibility Committee was last reconstituted by our Board at its meeting held on December 22, 2015. The scope and function of the Corporate Social Responsibility Committee are in accordance with Section 135 of the Companies Act, 2013 and its terms of reference include the following:

(i) The activities to be undertaken by the company as specified in Schedule VII of the Companies Act, 2013;

(ii) Recommend the amount of expenditure to be incurred on the aforesaid activities; and

(iii) Monitor the Corporate Social Responsibility Policy of the company from time to time.

The committee shall prepare a transparent monitoring mechanism for ensuring implementation of the projects / programme/ activities proposed to be undertaken by our Company.

The roles and responsibilities of the Board with regards to the CSR policy shall be as per the provisions of the Companies Act which are stated hereunder:

(a) Formulate and recommend to the Board, a corporate social responsibility policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013;

(b) Recommend the amount of expenditure to be incurred on the activities referred to in (a) above; and

(c) Monitor the corporate social responsibility policy of the Company from time to time.

5. *IPO Committee*

The members of the IPO Committee are:

(i) Ajit Isaac; *Chairman*

(ii) Subrata Kumar Nag;

(iii) Pratip Chaudhuri;

(iv) Madhavan Karunakaran Menon; and

(v) Revathy Ashok

The IPO Committee was constituted by our Board at its meeting held on December 22, 2015. The IPO Committe is *inter alia* authorized to approve and decide upon all activities in connection with the Issue, including, but not limited to, to approve the Draft Red Herring Prospectus, the Red Herring Prospectus and the Prospectus, to decide the terms and conditions of the Issue, including the Price Band and the Issue Price, to appoint various intermediaries, negotiating and executing Issue related agreements and to submit applications and documents to relevant statutory and other authorities from time to time.

6. *Administration Committee*

The members of the Administration Committee are:

(i) Ajit Isaac; and

(ii) Subrata Kumar Nag

The Administration Committee was constituted by our Board at its meeting held on July 29, 2013. The Administration Committee is authorised to establish, operate and close bank accounts, including, without limitation, general deposit accounts, payroll accounts, investment accounts, custodian accounts and other accounts of our Company, Subsidiaries and affiliates.

Interest of Directors

All Directors may be deemed to be interested to the extent of fees, if any, payable to them for attending meetings of our Board or a Committee thereof as well as to the extent of other remuneration, reimbursement of expenses payable to them.

All our Directors may also be deemed to be interested to the extent of Equity Shares, if any, already held by them or their relatives in our Company, or that may be subscribed for and allotted to them, out of the present Issue in terms of the Red Herring Prospectus and also to the extent of any dividend payable to them and other distributions in respect of such Equity Shares.

Our Company's registered office has been given on lease to us until July 31, 2023 by Net Resources, which is Group Entity as well as a Promoter Group Entity. Our Chairman and Managing Director and CEO, Ajit Isaac is a director of Net Resources and holds 1,259,900 equity shares of face value ₹10 each constituting 99.99% of the issued and paid up equity share capital of Net Resources.

Except as stated above, our Directors have no interest in any property acquired by our Company within two years from the date of this Draft Red Herring Prospectus or proposed to be acquired by our Company as of the date of this Draft Red Herring Prospectus.

One of our Directors, Ajit Isaac is also a Promoter of our Company. Except as stated in "Our Promoters and Promoter Group", none of our Directors have any interest in the promotion of our Company, other than in the ordinary course of business.

Except as stated in "Related Party Transactions" on page 197 and described herein, our Directors do not have any other interest in our business.

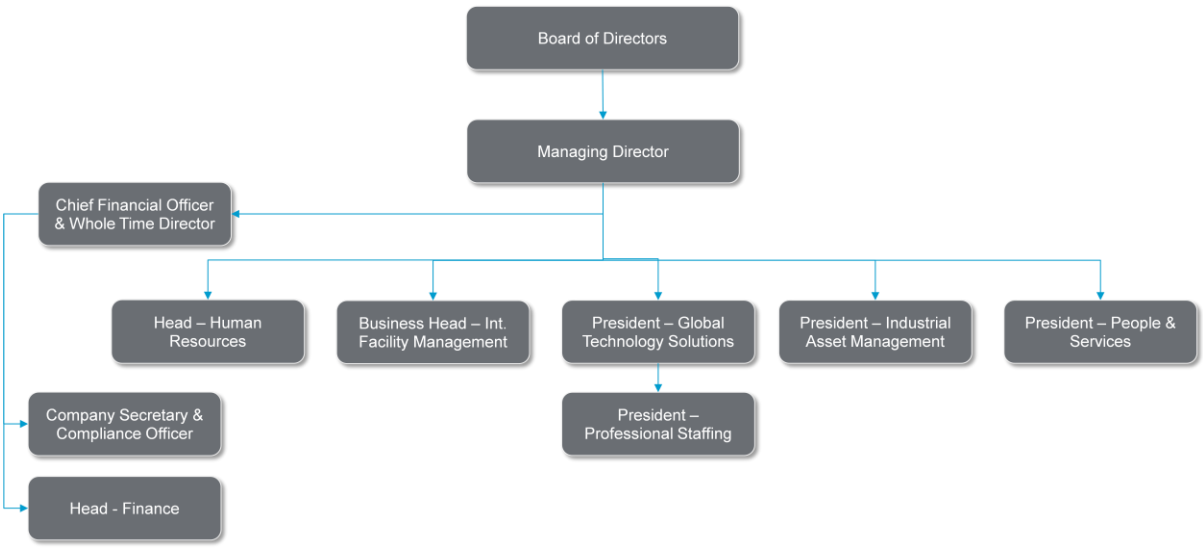
No amount or benefit has been paid or given within the two preceding years or is intended to be paid or given to any of our Directors, except the normal remuneration for services rendered as Directors.

No loans have been availed by our Directors from our Company.

Changes in our Board during the last three years

Name	Date of Appointment/Cessation	Reason
Chandran Ratnaswami	January 18, 2016	Appointment as additional Director
Harsha Raghavan	January 8, 2016	Resignation as Director
Sanjay Anandaram	December 23, 2015	Change in designation from additional Director to Independent Director
Revathy Ashok	December 23, 2015	Change in designation from additional Director to Independent Director
Pratip Chaudhuri	December 23, 2015	Change in designation from additional Director to Independent Director
Pravir Kumar Vohra	December 23, 2015	Change in designation from additional Director to Independent Director
Sanjay Anandaram	December 22, 2015	Appointment as additional Director
Marcel Raymond Parker	November 30, 2015	Resignation as Director
Revathy Ashok	July 24, 2015	Appointment as additional Director
Pratip Chaudhuri	July 24, 2015	Appointment as additional Director
Pravir Kumar Vohra	July 24, 2015	Appointment as additional Director
Mahendra Kumar Sharma	June 30, 2015	Resignation as Director
Harsha Raghavan	May 26, 2014	Re-appointment as Director
Subrata Kumar Nag	May 26, 2014	Re-appointment as Director
Madhavan Karunakaran Menon	September 4, 2013	Re-appointment as Director
Marcel Raymond Parker	September 4, 2013	Re-appointment as Director
Mahendra Kumar Sharma	September 4, 2013	Change in designation from additional Director to Director
Subrata Kumar Nag	September 4, 2013	Change in designation from additional Director to wholetime Director
Marcel Raymond Parker	July 29, 2013	Change in designation from Director to independent Director
Mahendra Kumar Sharma	July 29, 2013	Appointment as additional Director
Subrata Kumar Nag	July 29, 2013	Appointment as additional Director
Hithendra KR	July 18, 2013	Resignation as Director
Ajit Isaac	May 14, 2013	Appointment as Managing Director
Madhavan Karunakaran Menon	May 14, 2013	Change in designation from additional Director to Director
Harsha Raghavan	May 14, 2013	Change in designation from additional Director to Director
Madhavan Karunakaran Menon	May 13, 2013	Appointment as additional Director
Harsha Raghavan	May 13, 2013	Appointment as additional Director

Management Organisation Structure



Key Management Personnel

The details of the Key Management Personnel, in addition to Ajit Isaac, our Chairman and Managing Director and CEO and Subrata Kumar Nag, our executive and wholetime Director and Chief Financial Officer (Nominee Director), as of the date of this Draft Red Herring Prospectus are as follows:

Guruprasad S is the President – People and Services of our Company and has been associated with us since October 27, 2007. He holds a bachelors degree in Commerce from Bangalore University and a masters degree in Business Administration from the Karnataka State Open University. He has completed the Stanford Ignite certificate program from Stanford University Graduate School of Business. He has over 18 years of experience in healthcare and services industry. He heads our People and Services business. Prior to joining our Company, he worked with Adecco India as GM – Payroll & Services. During Financial Year 2015, he was paid a gross compensation of ₹5.36 million.

Vikram Gulati is the President – Global Technology Solutions of our Company and has been associated with us since November 1, 2014. He holds a bachelors degree in Electrical Engineering and a masters degree in Business Administration from University of Bombay. Prior to joining our Company, he was the chief executive officer and co-founder of Happiest Minds, prior to that he was the chief executive officer for Intelligroup and has had multiple roles at Wipro. He has over 25 years of experience in the IT services industry and heads our global technology solutions business. During Financial Year 2015, he was paid a gross compensation of ₹7.22 million from our Subsidiary MFX US.

A Rajeswara Rao is the President – Industrial Asset Management of our Company and has been associated with us since June 30, 2014. He holds a bachelors degree in Science (Physics) from the University of Madras and a masters degree of Arts in Personnel Management and Labour Welfare from the Tata Institute of Social Sciences. He has over 40 years of experience in the field of commercial, manufacturing and business operation segments and heads our industrial asset management group. Prior to joining our Company, he has held positions at TVS Srichakra Limited, Sundaram Industries Limited, Tube Investments of India Limited and Parry & Company Limited. During Financial Year 2015, he was paid a gross compensation of ₹3.47 million.

TS Krishna Kumar is the President – Professional Staffing of our Company and has been associated with our Company since February 24, 2014. He holds a bachelors degree of Engineering in Industrial and Production Engineering from Bangalore University and a masters degree in Technology in Foundry - Forge Technology from National Institute of Foundry and Forge Technology. He has also completed the Stanford Advanced Project Management Program from Stanford University. He has over 23 years of experience in the field of IT and heads our India IT staffing business. Prior to joining our Company, he worked with Wipro Infotech and Wipro Power Fluid (both divisions of Wipro Limited) and Wipro Limited. During Financial Year 2015, he was paid a gross compensation of ₹4.89 million.

Vivek Arora is the Business Head – Integrated Facility Management Services of our Company and has been associated with our Company since January 27, 2009. He holds a bachelors degree in Technology (Computer Science) from the University of Allahabad. He has over 16 years of experience in the service industry ranging from IT, human resources and facility management services and heads our integrated facility management business. Prior to joining our Company, he worked in a management role with Strategic Manpower Solutions Limited. During Financial Year 2015, he was paid a gross compensation of ₹5.22 million.

NVS Pavan Kumar is the Company Secretary of our Company. He holds a bachelors degree in commerce and law from Nagarjuna University, Vijayawada. He also holds a masters degree in business administration from Dr. BR Ambedkar Open University. He is an associate member of the ICSI. He has over 11 years of experience in the field of corporate compliance and is responsible for all company secretarial, compliance and legal matters. Prior to joining our Company, he worked with Tejassarnika Hydro Energies Private Limited as Company Secretary. He also has prior experience with NCC Limited, Dr. Reddy's Laboratories Limited and Delhi International Airport Private Limited. He was appointed on March 26, 2015 and was not paid any compensation for Financial Year 2015. A gross compensation of ₹0.03 million was accrued and due to him in Financial Year 2015 which was paid in April 2015.

All our Key Management Personnel are permanent employees of our Company.

None of the above mentioned Key Management Personnel are related to each other and neither are they related to our Promoters or Directors. There are no arrangements or understanding with major shareholders, customers, suppliers or others, pursuant to which any of the Key Management Personnel were selected as members of our senior management.

Shareholding of Key Management Personnel

Except for Ajit Isaac and Guruprasad S, none of the Key Management Personnel hold any Equity Shares as on date of this Draft Red Herring Prospectus.

Certain of the Key Management Personnel have also been granted employee stock options under ESOP 2009.

For details, see "Capital Structure – Notes to Capital Structure - Employee Stock Option Plans" on page 91.

Loans to Key Management Personnel

No loans have been availed by the Key Management Personnel from our Company.

Bonus or Profit-Sharing Plan of the Key Management Personnel

There is no profit sharing plan for the Key Management Personnel. Our Company makes bonus payments to the Key Management Personnel at the end of every financial year, as per the terms of their appointment. Certain key management personnel are also paid a performance linked incentive at the end of each financial year.

Interests of Key Management Personnel

The Key Management Personnel of our Company do not have any interest in our Company other than to the extent of the remuneration or benefits to which they are entitled as per their terms of appointment, reimbursement of expenses incurred by them during the ordinary course of business and the employee stock options or Equity Shares held, if any. The Key Management Personnel may also be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of such Equity Shares, if any.

Except as disclosed, none of the Key Management Personnel has been paid any consideration of any nature from our Company, other than their remuneration.

Other than as disclosed in "Related Party Transactions" on page 197, none of the beneficiaries of loans and advances and sundry debtors are related to our Directors.

Changes in the Key Management Personnel

The changes in the Key Management Personnel in the last three years are as follows:

Name	Designation	Date of Change	Reason for Change
NVS Pavan Kumar	Company Secretary	March 26, 2015	Appointment
Rashmi Gupta	Company Secretary	March 24, 2015	Resignation
Vikram Gulati	President – Global Technology Services	November 1, 2014	Appointment
A Rajeswara Rao	President – Industrial Asset Mangement	June 30, 2014	Appointment
TS Krishna Kumar	President – Professional Staffing	February 24, 2014	Appointment

Employee Stock Option Plans

For details of our Company's employee stock option plans, see "Capital Structure – Notes to Capital Structure – Employee Stock Option Plans" on page 91.

Payment or Benefit to Officers of our Company

Except as stated otherwise in this Draft Red Herring Prospectus and any statutory payments made by our Company, no non-salary amount or benefit has been paid, in two preceding years, or given or is intended to be paid or given to any of our Company's officers except remuneration for services rendered as Directors, officers or employees of our Company.

OUR PROMOTERS AND PROMOTER GROUP

Ajit Isaac and TCIL are the Promoters of our Company. Our Promoters collectively hold 97,409,456 Equity Shares, equivalent to 85.95% of the pre-Issue issued, subscribed and paid-up equity share capital of our Company and will continue to hold a majority of the post-Issue paid-up share capital of our Company.

The details of our Promoters are provided below:

Ajit Isaac

Ajit Isaac, aged 48 years, is the Chairman and Managing Director and CEO of our Company. For further details, see "Our Management – Brief Biographies" on page 174.

The driving license number of Ajit Isaac is MH-01-99-47391 and his voter identification number is XUL4135422.

Our Company confirms that the PAN, bank account number and passport number of Ajit Isaac shall be submitted to the Stock Exchanges, at the time of filing of this Draft Red Herring Prospectus.

Thomas Cook (India) Limited ("TCIL")

Corporate Information

TCIL was incorporated as a private limited company pursuant to a certificate of incorporation dated October 21, 1978 at Mumbai, Maharashtra under the Companies Act, 1956. Thereafter, TCIL was converted into a public limited company and the name was changed to Thomas Cook (India) Limited. A certificate of change of name consequent upon conversion to a public limited company was issued on March 12, 1979. The registered office of TCIL is Thomas Cook Building, Dr. DN Road, Fort, Mumbai 400 001, Maharashtra, India.

TCIL is primarily engaged in the business of carrying on the business of general travel passenger, tourist and transport agents and contractors and organisers of travel by land, water or air and foreign exchange related services.

TCIL's equity shares have been listed on the BSE and the NSE since February 1983 and June 2000, respectively.

Fairbridge Capital (Mauritius) Limited is the promoter of TCIL, which is a part of the Fairfax group. The natural person who is the ultimate beneficial owner of TCIL is V Prem Watsa.

Board of directors

The board of directors of TCIL as on the date of this Draft Red Herring Prospectus are as under:

Sr. No.	Name	Designation
1.	Madhavan Karunakaran Menon	Chairman and managing director
2.	Harsha Raghavan	Non-executive director
3.	Chandran Ratnaswami	Non-executive director
4.	Kishori Jayendra Udeshi	Non-executive, independent director
5.	Pravir Kumar Vohra	Non-executive, independent director
6.	Sunil Behari Mathur	Additional non-executive director (independent)
7.	Nilesh Shivji Vikamsey	Additional non-executive director (independent)

Changes in the management or control

There has been no change in the management or control of TCIL in the three years preceding the date of this Draft Red Herring Prospectus.

Shareholding pattern

As of December 31, 2015, the authorised capital of TCIL is ₹3,835,000,000 divided into 1,335,000,000 equity shares of the face value of ₹1 each and 250,000,000 preference shares of ₹10 each. As of December 31, 2015 the issued, subscribed and paid-up equity share capital of TCIL is ₹365,833,429 divided into 365,833,429 equity shares of the face value of ₹1 each.

The equity shareholding pattern of TCIL as on December 31, 2015 is as follows:

Category code	Category of Shareholder	Number of Shareholders	No. of fully paid up equity shares held	Total number of shares	Shareholding as a % of total number of shares (A + B + C2) (calculated as per SCRR)	Number of locked in shares		Number of equity shares held in dematerialized form
						Number of shares	As a % of total shares held	
(A)	Promoter and Promoter Group	3	248,153,725	248,153,725	67.83	248,153,725	100	248,153,725
(B)	Public shareholding	49,390	117,679,704	117,679,704	32.17	-	-	114,324,096
(C1)	Shares underlying Depository Receipts	-	-	-	-	-	-	-
(C2)	Shares held by Employee Trust	-	-	-	-	-	-	-
(C)	Non Promoter – Non Public (C1+C2)	-	-	-	-	-	-	-
	GRAND TOTAL (A+B+C)	**49,393**	**365,833,429**	**365,833,429**	**100.00**	**248,153,725**	**100**	**36,24,77,821**

Our Company confirms that the PAN, bank account number, the company registration number and address of the RoC where TCIL is registered shall be submitted to the Stock Exchanges at the time of filing of this Draft Red Herring Prospectus.

Change in the management and control of our Company

Our individual Promoter and our corporate Promoter are not the original Promoters of our Company. Ajit Issac, our individual Promoter, acquired 4,763,750 shares in our Company in September 9, 2009. TCIL acquired the control of our Company pursuant to the TCIL SPA and the TCIL SSA. Subsequently in light of the proposed Issue, the Company, Ajit Isaac, TCIL, Net Resources, Hitendra KR, Guruprasad S, Vijay Sivaram and Subrata Kumar Nag entered into an amendment and termination agreement dated December 24, 2015 amending some of the key terms of the TCIL SHA, where Ajit Isaac and TCIL have been named as Promoters of our Company. For details regarding the acquisition of our Company by our individual Promoter and corporate Promoter, see "Capital Structure - Share Capital History of our Company" and "History and Certain Corporate Matters - Summary of Certain Agreements - Shareholders' Arrangements" on pages 82 and 162, respectively.

Interests of Promoters

Our Promoters are interested in our Company to the extent that they have promoted our Company and to the extent of their shareholding and the dividend payable, if any and other distributions in respect of the Equity Shares held by them. For details on shareholding of our Promoters in our Company, see "Capital Structure" on page 90.

Our Promoters may also be deemed to be interested in our Company to the extent of their shareholding in our Subsidiaries and the Group Entities with which our Company transacts during the course of its operations.

Our individual Promoter is the non-executive director in the board of Indium Software India Limited which is involved in activities similar to those conducted by our Subsidiary, MFX Infotech Private Limited. Our Company will adopt the necessary procedures and practices as permitted by law to address any conflict of interest as and when it may arise.

Further, our individual Promoter is a Director of our Company and may be deemed to be interested to the extent of any remuneration or reimbursement of expenses payable to him for attending meetings of our Board or a Committee thereof. For details, see "Our Management" on page 175.

Our Promoters have no interest in any property acquired or proposed to be acquired by our Company within the two years from the date of this Draft Red Herring Prospectus, or in any transaction by our Company for acquisition of land, construction of building or supply of machinery. None of our Promoters, Directors and Group Entities are interested in any transaction in acquisition of land, construction of building and supply of machinery.

For details of related party transactions entered into by our Company during the last financial year with our Promoters, Subsidiaries and Group Entities, the nature of transactions and the cumulative value of transactions, see "Related Party Transactions" on page 197.

Our Promoters are also interested to the extent of rights available to them under the TCIL SHA. For details, see "History and Certain Corporate Matters – Shareholders Arrangements" on page 162.

Payment of benefits to our Promoter or Promoter Group

Except as stated in this section and "Related Party Transactions" and "Our Management" on pages 197 and 171 respectively, there has been no payment of benefits to our Promoters or Promoter Group during the two years preceding the filing of this Draft Red Herring Prospectus nor is there any intention to pay or give any benefit to our Promoters or Promoter Group.

Litigation involving our Promoter

For details of legal and regulatory proceedings involving our Promoters, see "Outstanding Litigation and Material Developments" on page 399.

Confirmations

Our Company, our individual Promoter and his relatives (as defined under the Companies Act, 2013) and our corporate Promoter have not been declared as wilful defaulters by the RBI or any other government authority and there are no violations of securities laws committed by our Promoter in the past and no proceedings for violation of securities laws are pending against him.

Our Promoters are not interested as a member of a firm or company, and no sum has been paid or agreed to be paid to our Promoters or to such firm or company in cash or otherwise by any person for services rendered by our Promoters or by such firm or company in connection with the promotion or formation of our Company.

Our Promoters and members of the Promoter Group have not been prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

Our Promoters are not and have never been a promoter, director or person in control of any other company which is prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

Our Promoters have not taken any unsecured loans from our Company which may be recalled by the lenders at any time.

Except as diclosed in "Related Party Transactions" on page 197, our Promoters are not related to any of the sundry debtors of our Company.

Companies or firms with which our Promoters have disassociated in the last three years

Except as disclosed below, our Promoters have not disassociated themselves from any company or firms during the three years preceding the date of this Draft Red Herring Prospectus**:**

Sr. No.	Name of the Promoter	Name of the entities	Reason for disassociation	Date of disassociation	Consideration
1.	Ajit Isaac	Styracorp Management	Transfer of entire beneficial rights/ interest in the profits and net assets of	April 14, 2015	₹19.0 million

Sr. No.	Name of the Promoter	Name of the entities	Reason for disassociation	Date of disassociation	Consideration
		Services and IME Consultancy	Styracorp and IME Consultancy to Murugesan Srinivasa Viswanathan in order to devote attention towards the operations of our Company. For details, see, "Risk Factors - Certain companies and entities acquired by us were or continue to be loss making, have negative operating profits, or have a negative net worth, which matters may not be fully reflected in our Restated Consolidated Financial Statements and may not be directly reflected in our consolidated financial statements for relevant future fiscal periods." on pages 24		

Promoter Group

A. Natural persons who are part of the Promoter Group

- Ambat Abraham Ithapiri;
- Thankamma Ithapiri;
- Sherin Mathews;
- Tanya Isaac;
- Sarah Isaac; and
- George Kovoor.

B. Entities forming part of the Promoter Group

- Asia Global Travel Limited;
- Borderless Travel Services Limited;
- Distant Frontiers Tours Private Limited;
- Fairbridge Capital (Mauritius) Limited;
- Global Travel Asia (Pvt) Limited;
- Horizon Travel Holdings (Hong Kong) Private Limited;
- Horizon Travel Holdings (Singapore) Private Limited;
- Indian Horizon Marketing Services Limited;
- Indium Software India Limited;
- IRIS Capital Ventures Private Limited;
- IRIS Realty Private Limited;
- Jardin Travel Solutions Limited;
- KAT Management Consulting (Shanghai) Co. Ltd, China;
- Kuoni Travel (China) Limited;
- Kuoni Travel (India) Private Limited;
- Luxe Asia (Private) Limited;
- Net Resources Investments Private Limited;
- Sita Beach Resorts Private Limited;
- Sita Destination Management Private Limited;
- Sita Holidays (India) Private Limited;
- Sita Holidays Resorts Private Limited;
- Sita Incoming (India) Private Limited;
- Sita Travels and Tours Private Limited;
- Sita Travels Private Limited;
- SITA World Travel (Nepal) Pvt. Ltd;
- Sita World Travel Lanka (Pvt) Ltd;
- Sterling Holiday Resorts Limited;
- Sterling Holidays (Kodaikannal) Limited;
- Sterling Holidays (Ooty) Limited;

- TC Visa Services (India) Limited;
- Thomas Cook (Mauritius) Holding Company Limited;
- Thomas Cook (Mauritius) Holidays Limited;
- Thomas Cook (Mauritius) Operations Company Limited;
- Thomas Cook (Mauritius) Travel Limited;
- Thomas Cook Lanka (Private) Limited;
- Thomas Cook Tours Limited; and
- Travel Corporation (India) Limited.

OUR GROUP ENTITIES

Unless otherwise specifically stated, none of the Group Entities described below (i) are listed on any stock exchange; (ii) have completed any public or rights issue since the date of its incorporation; (iii) have become a sick company within the meaning of the Sick Industrial Companies (Special Provisions) Act, 1995; (iv) are under winding-up; (v) have become defunct during the last five years preceding the date of the Draft Red Herring Prospectus; (vi) have made an application to the relevant registrar of companies in whose jurisdiction such Group Entity is registered, for striking off its name during the last five years preceding the date of the Draft Red Herring Prospectus; or (vii) had negative net worth as of the date of their last audited financial statements.

In terms of the SEBI Regulations, and in terms of the policy of materiality defined by the Board pursuant to its resolution dated January 18, 2016, our Group Entities include (a) those companies (excluding Subsidiaries) disclosed as related parties in accordance with Accounting Standard (AS) 18 issued by the Institute of Chartered Accountants of India, in the Restated Consolidated Financial Statements of the Company for the last five financial years and for the six months period ended September 30, 2015; and (b) all companies forming part of the Promoter Group (as defined under the SEBI Regulations), with whom our Company has entered into one or more transactions during any of the last five fiscals and the six months period ended September 30, 2015, such that the cumulative transaction value with our Company in any of the aforementioned fiscals/period exceeds 5% of the total standalone revenue of our Company for such fiscal/period or are involved in philanthropic activities in which our Company is interested. Further, companies which have been disclosed as related parties in the Restated Consolidated Financial Statements of our Company for the last five financial years and for the six months period ended September 30, 2015 and which are no longer associated with our Company or are Subsidiaries of our Company have not be disclosed as Group Entities. Based on this, the following are the Group Entities of the Company:

1. Careworks Foundation;
2. Fairfax Financial Holdings Limited;
3. National Collateral Management Services Limited; and
4. Net Resources Investments Private Limited.

1. Careworks Foundation

Information

Careworks Foundation, a charitable trust, was set up pursuant to the deed of trust dated January 25, 2014. The object of the trust is, *inter alia*, to support poor and needy people so that they can reach affordable health services and education facility.

Interest of our Promoters

Ajit Isaac is the founder of the trust and the managing trustee of the trust.

Financial Information

(₹ in million, except per share data)

Particulars	For the Financial Year ended March 31, 2015
Equity Capital (Corpus fund)	2.50
Reserves (excluding revaluation reserves) and Surplus	0.04
Revenue from Operations and Other Income	1.51
Profit/ (Loss) after Tax	Not Applicable
Basic EPS (in ₹)	Not Applicable
Diluted EPS (in ₹)	Not Applicable
Net asset value per share (in ₹)	Not Applicable

2. Fairfax Financial Holdings Limited ("Fairfax")

Corporate Information

Fairfax was incorporated on March 13, 1951 under the Canada Corporations Act and continued under the Canada Business Corporations Act in 1976.

Fairfax is a holding company which, through its subsidiaries, is engaged in property and casualty insurance and reinsurance and investment management.

Interest of our Promoter

Our Promoters do not have any interest in Fairfax. Fairfax is the ultimate holding company of our Promoter, TCIL with an indirect shareholding of 67.83% shareholding in TCIL as on December 31, 2015.

Financial Information

(in US$ million, except per share data)

Particulars	For the Financial Year ended December 31		
	2014	2013	2012
Common Shareholders' equity*	8,361.0	7,186.7	7,654.7
Sales and Other Income	10,017.9	5,944.9	8,022.8
Profit/ (Loss) after Tax	1,633.2	(573.4)	526.9
EPS (in US$)	74.43	(31.15)	22.95
Diluted EPS (in US$)	73.01	(31.15)	22.68
Net asset value per share (in US$)**	-	-	-

** Includes subordinate voting shares and preference shares*
** * The net asset value per share is not available as Fairfax has different classes of shares*

Share Price Information

Fairfax's subordinate voting shares are currently listed on the Toronto Stock Exchange. The highest and the lowest market price of the subordinate voting shares during the preceding six months from the date of the Draft Red Herring Prospectus as follows:

- Highest market price of Fairfax's subordinate voting shares: CAD 721.31
- Lowest market price of Fairfax's subordinate voting shares: CAD 568.12

Performance vis-á-vis objects

On March 3, 2015, Fairfax completed bought deal financings for subordinate voting shares, Series M preferred shares and senior notes due 2025. As part of these offerings, Fairfax issued the following (a) 1,150,000 subordinate voting shares at a price of CAD 650.00 per subordinate voting share for gross proceeds of CAD 747,500,000; (b) 9,200,000 Series M preferred shares at a price of CAD 25.00 per Series M preferred shares for gross proceeds of CAD 230,000,000; and (c) an aggregate principal amount of CAD 350,000,000 senior notes due 2025. The total gross proceeds of the foregoing offerings were used to partially fund Fairfax's acquisition of all of the issued and outstanding shares of Brit plc. The objects mentioned in the offerings were all achieved.

Public/rights issue in the last three years

Fairfax has made the following public issues of subordinate voting shares in the preceeding three years:

Date	No. of shares	Type of security	Type of issue	Issue size (in CAD)	Issue price (CAD)	Current Market Price*	Rate of dividend paid
November 15, 2013^	1,000,000	Subordinate voting shares	follow-on offer	431,000,000	431.00	694.36	CAD 10 per share declared on January 3, 2014 and January 5, 2015
March 3, 2015^	1,150,000	Subordinate voting shares	follow-on offer	747,500,000	650.00	694.36	US$ 10 per share declared on January 5, 2016
March 3, 2015^	9,200,000	Series M preferred shares	follow-on offer	230,000,000	25.00	18.90	• CAD 0.38716 per share

Date	No. of shares	Type of security	Type of issue	Issue size (in CAD)	Issue price (CAD)	Current Market Price*	Rate of dividend paid
							declared on June 2, 2015; • CAD 0.296875 per share declared on September 2, 2015; and • CAD 0.296875 per share declared on December 3, 2015

**As on January 18, 2016*

^No cost and implementation table was specified in the offer document. All objects mentioned in the offering document were achieved. Further, no changes were made in the capital structure since the date of issue, except by way of certain amendments implemented to the terms of the Fairfax Multiple Voting Shares on August 31, 2015. Also indicates the date of closure of the issue

Except as disclosed above, Fairfax has not undertaken any public/rights issue in the past three years from the date of the Draft Red Herring Prospectus.

3. National Collateral Management Services Limited ("National Collateral")

Corporate Information

National Collateral was incorporated on September 28, 2004 under the Companies Act, 1956 as a public limited company.

National Collateral is engaged in the business of providing collateral management services for securing, managing and controlling securities and commodities.

Interest of our Promoter

FIH Mauritius Investments Limited holds 88.07% of the paid up capital of National Collateral. FIH Mauritius Investments Limited is a subsidiary of Fairfax India Holdings Corporation which in turn is a subsidiary of Fairfax. Fairfax is the ultimate holding company of our corporate Promoter, TCIL.

Financial Information

(₹ in million, except per share data)

Particulars	For the Financial Year ended March 31		
	2015	2014	2013
Equity Capital	1,049.72	1,049.72	799.45
Reserves (excluding revaluation reserves) and Surplus	1,759.46	1,495.20	1,067.32
Sales and Other Income	4,011.54	3,400.13	4,152.91
Profit/ (Loss) after Tax	260.51	155.66	147.65
EPS (in ₹)	2.48	1.62	1.85
Diluted EPS (in ₹)	2.47	1.62	1.85
Net asset value per share (in ₹)	26.76	24.24	23.35

4. Net Resources Investments Private Limited ("Net Resources")

Corporate Information

Net Resources was incorporated on December 4, 2000 under the Companies Act, 1956 as a private limited company.

Net Resources is engaged *inter alia* in the business of designing, selling, providing of services and consulting in the field of computerisation and systems development; and buying, leasing or otherwise acquiring lands, buildings and other immoveable property.

Interest of our Promoter

Ajit Isaac holds 1,259,900 equity shares of face value ₹10 each constituting 99.99% of the issued and paid up equity share capital of Net Resources.

Financial Information

(₹ in million, except per share data)

Particulars	For the Financial Year ended March 31		
	2015	2014	2013
Equity Capital	12.60	12.60	0.01
Preference share capital	2.97	2.97	-
Reserves (excluding revaluation reserves) and Surplus	65.11	63.99	0.56
Revenue from Operations and Other Income	21.26	0.94	-
Profit/ (Loss) after Tax	1.11	(0.79)	(0.04)
Basic EPS (in ₹)	0.88	(0.62)	(2.00)
Diluted EPS (in ₹)	0.71	(0.51)	(2.00)
Net asset value per equity share (in ₹)	61.67	60.79	65.67

Significant notes of auditors for the last three Financial Years

Financial Year 2014

- In respect of the loans taken by the company from the directors, no repayment schedule had been defined and the same was interest free, and in their opinion not prejudicial to the interest of the company. Since the repayment schedule was not provided, the auditor was unable to comment on the amount overdue as on March 31, 2014.
- In the absence of updated secretarial records being furnished during the course of their audit, they were unable to comment on transactions, if any, in pursuance of Section 301 of the Companies Act, 1956
- The company does not have a formal internal audit system.

Except as disclosed above, there are no significant notes of the auditors in relation to the aforementioned financial statements.

A. Nature and Extent of Interest of Group Entities

1. *In the promotion of our Company*

Except for Net Resources which holds Equity Shares in our Company, and Fairfax, which is the ultimate holding company of our Promoter, TCIL, none of our Group Entities have any interest in the promotion or any business interest or other interests in our Company. For details regarding nature and extent of the interest of Net Resources in our Company, see "Capital Structure" on page 90.

2. *In the properties acquired or proposed to be acquired by our Company in the past two years before filing the Draft Red Herring Prospectus with SEBI*

Our Company's registered office has been given on lease to us until July 31, 2023 by Net Resources. Except as disclosed above, none of our Group Entities is interested in the properties acquired or proposed to be acquired by our Company in the two years preceding the filing of the Draft Red Herring Prospectus or proposed to be acquired by it.

3. *In transactions for acquisition of land, construction of building and supply of machinery*

None of our Group Entities is interested in any transactions for the acquisition of land, construction of building or supply of machinery.

B. Common Pursuits among the Group Entities with our Company

As on the date of the Draft Red Herring Prospectus there are no common pursuits between the Group Entities and our Company.

C. Related Business Transactions within the Group Entities and significance on the financial performance of our Company

For details, see "Related Party Transactions" on page 197.

D. Significant Sale/Purchase between Group Entities and our Company

None of our Group Entities is involved in any sales or purchase with our Company where such sales or purchases exceed in value in the aggregate of 10% of the total sales or purchases of our Company.

E. Business Interest of Group Entities

Other than as stated above, none of our Group Entities have any business interest in our Company.

F. Other Confirmations

Except for Fairfax, none of the securities of our Group Entities are listed on any stock exchange and none of our Group Entities have made any public or rights issue of securities in the preceding three years.

None of our Group Entities have incurred a loss in the immediately preceding Financial Year.

None of our Group Entities have been debarred from accessing the capital market for any reasons by the SEBI or any other authorities.

None of our Group Entities have been identified as wilful defaulters by the RBI or other authorities

G. Litigation involving our Group Entities

For details of legal and regulatory proceedings involving our Group Entities, see "Outstanding Litigation and Material Developments" on page 405.

RELATED PARTY TRANSACTIONS

For details of the related party transactions as at and for the fiscal 2011, 2012 and 2013 (representing the 12 months ended March 31, 2011, 2012 and 2013, respectively), for fiscal 2014 (representing the nine months ended December 31, 2014), for fiscal 2015 (representing the 15 months ended March 31, 2015) and the six months period ended September 30, 2015, as per the requirements under Accounting Standard 18 '*Related Party Disclosures*' issued by the ICAI and as reported in the Restated Financial Statements of our Company, see "Financial Statements" on pages 245 and 318.

DIVIDEND POLICY

The declaration and payment of dividends on our Equity Shares, if any, will be recommended by our Board and approved by our Shareholders, at their discretion, subject to the provisions of the Articles of Association and the Companies Act. The dividend, if any, will depend on a number of factors, including but not limited to our Company's profits, capital requirements, overall financial condition, contractual restrictions and other factors considered relevant by our Board.

No dividend on Equity Shares, MCPS and compulsorily and fully convertible preference shares of face value ₹100 each has been declared by our Company during the last five financial years preceding the date of this Draft Red Herring Prospectus.

SECTION V: FINANCIAL INFORMATION

FINANCIAL STATEMENTS

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EXAMINATION REPORT ON RESTATED CONSOLIDATED FINANCIAL INFORMATION

The Board of Directors
Quess Corp Limited,
(formerly known as IKYA HUMAN CAPITAL SOLUTIONS LIMITED)
3/3/2, Bellandur Gate,
Sarjapur Main Road,
Bengaluru - 560 103

Dear Sirs

1) We, B S R & Associates LLP, have examined the attached Restated Consolidated Financial Information of Quess Corp Limited (the 'Company') *(formerly known as IKYA HUMAN CAPITAL SOLUTIONS LIMITED)*, along with its subsidiaries and an associate (collectively referred to as the 'Group') as set out in clause 3(vi) of Annexure IV of the Restated Consolidated Financial Information as at and for the years ended 31 March 2011, 31 March 2012, 31 March 2013, nine months ended 31 December 2013, fifteen months ended 31 March 2015 and six months ended 30 September 2015, together with the annexures and notes thereto, as approved by the Board of Directors of the Company, prepared in terms of the requirements of Section 26 of the Companies Act, 2013 (the 'Act') read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 to the extent applicable, and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time (the 'SEBI Regulations'), the Guidance note on "Reports in Company's Prospectus (Revised)" issued by the Institute of Chartered Accountants of India ('ICAI'), to the extent applicable ('Guidance Note') and in terms of our engagement agreed upon with you in accordance with our engagement letter dated 18 June 2015 along with related addendum dated 1 October 2015 in connection with the proposed initial public offering of equity shares of the Company.

2) The above Restated Consolidated Financial Information has been extracted by the Management from:

   a. The audited consolidated financial statements of the Company as at and for the years ended 31 March 2011, 31 March 2012, 31 March 2013, nine months ended 31 December 2013, fifteen months ended 31 March 2015 which are prepared in accordance with Generally Accepted Accounting Principles (GAAP) in India (Indian GAAP) under the historical cost convention on the accrual basis of accounting and comply with the mandatory accounting standards prescribed under the Companies (Accounting Standards) Rules, 2006 which continue to apply under Section 133 of the Act [which has superseded section 211 (3C) of the Companies Act, 1956, w.e.f. 12 September 2013].

   b. The interim audited consolidated financial statements of the Company as at and for the six months ended 30 September 2015 are prepared in accordance with Indian GAAP under the historical cost convention on the accrual basis of accounting and comply with the provisions of Accounting Standard 25, Interim Financial Reporting and other accounting standards prescribed under Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014.

3) The audit of the Company's consolidated financial statements for the years ended 31 March 2011 and 31 March 2012 was conducted by B S R and Co. The audit of the Company's consolidated financial statements for the year ended 31 March 2013 and for the nine months ended 31 December 2013 were conducted by B S R and Associates. The audit of the Company's consolidated financial statements for the fifteen month ended 31 March 2015 and six months ended 30 September 2015 was conducted by us, B S R & Associates LLP.

   B S R & Associates LLP, B S R and Associates and B S R and Co. are member firms of B S R & Affiliates, a network of firms, registered with ICAI.

4) The financial statements of certain subsidiaries and an associate (as applicable) included in the Company's consolidated audited financial statements as at and for the years ended 31 March 2011, 31 March 2012, 31 March 2013, nine months ended on 31 December 2013, fifteen months ended 31 March 2015 and six months ended 30 September 2015 were audited by other firm of Chartered Accountants as set out in appendix I to this examination report, whose reports have been furnished to us and accordingly relied upon by us.

5) In accordance with the requirements of Section 26 of the Act read with The Companies (Prospectus and Allotment of Securities) Rules, 2014, to the extent applicable, the SEBI Regulations, the Guidance Note and the terms of our engagement agreed with you, we further report that:

a) The restated consolidated summary statement of assets and liabilities of the Group as at 31 March 2011, 31 March 2012, 31 March 2013, 31 December 2013, 31 March 2015 and 30 September 2015 examined by us, as set out in Annexure I to this report read with the significant accounting policies in Annexure IV and notes to accounts in Annexure V are after making adjustments and regroupings as in our opinion were appropriate and more fully described in Statement of adjustments to consolidated audited financial statements under Indian GAAP enclosed as Annexure VI to this examination report; and

b) The restated consolidated summary statement of profit and loss of the Group, and the restated consolidated summary statement of cash flows of the Group for the years ended 31 March 2011, 31 March 2012, 31 March 2013, nine months ended on 31 December 2013, fifteen months ended 31 March 2015 and six months period ended 30 September 2015, as set out in Annexure II and III, respectively, to this report read with the significant accounting policies in Annexure IV and notes to accounts in Annexure V are after making adjustments and regroupings as in our opinion were appropriate and more fully described in the Statement of adjustments to consolidated audited financial statements enclosed as Annexure VI to this examination report.

6) Based on the above, we are of the opinion that the Restated Consolidated Financial Information:

i. have been made after incorporating adjustments for the changes in accounting policies retrospectively in respective financial years to reflect the same accounting treatment as per the changed accounting policy for all the reporting years / periods based on the policies adopted by the Group as at 30 September 2015;

ii. have been made after incorporating adjustments for prior period and other material amounts in the respective financial years / periods to which they relate; and

iii. do not contain any extra-ordinary items that need to be disclosed separately in the accounts and do not contain any qualifications requiring adjustments.

iv. contain other remarks / comments in the Auditor's report and Annexure to the Auditor's report on the financial statements of the Company and its subsidiaries and associates as at and for the years ended 31 March 2011, 31 March 2012, 31 March 2013, nine months ended 31 December 2013, fifteen months ended 31 March 2015 and six months ended 30 September 2015 which do not require any corrective adjustment in the restated consolidated financial information are mentioned in Clause D: Non-adjusting items under Annexure VI. For this purpose, we have placed reliance on the audited standalone financial statements of the entities in the Group and the audit reports thereon by the respective auditors as listed in paragraph 4.

7) We have also examined the following other financial information of the Group set out in Annexures prepared by the Management and approved by the Board of Directors of the Company as at and for the years ended 31 March 2011, 31 March 2012, 31 March 2013, nine months ended 31 December 2013, fifteen months ended 31 March 2015 and six months ended 30 September 2015:

i) Statement of adjustments to consolidated audited financial statements, included in Annexure VI

ii) Restated consolidated statement of secured long-term borrowings, included in Annexure VII A

iii) Restated consolidated statement of secured and unsecured short-term borrowings, included in Annexure VII B

iv) Restated consolidated statement of principal terms of secured borrowings outstanding as at 30 September 2015, included in Annexure VII C

v) Restated consolidated statement of investment in associates, included in Annexure VIII

vi) Restated consolidated statement of long-term loans and advances, included in Annexure IX A

vii) Restated consolidated statement of short-term loans and advances and other current assets, included in Annexure IX B

viii) Restated consolidated statement of trade receivables, included in Annexure X

ix) Restated consolidated statement of other income, included in Annexure XI

x) Restated consolidated statement of dividend, included in Annexure XII

xi) Restated consolidated statement of contingent liabilities, included in Annexure XIII

xii) Restated consolidated statement of accounting ratios, included in Annexure XIV

xiii) Restated consolidated capitalisation statement, included in Annexure XV

8) In our opinion, the above financial information contained in Annexures I to XV accompanying this report read along with the basis of preparation and significant accounting policies (Refer Annexure IV) and Statement of adjustments to consolidated audited financial statements (Refer Annexure VI) are prepared after making adjustments and regroupings as considered appropriate and have been prepared in accordance with Section 26 of the Act read with The Companies (Prospectus and Allotment of Securities) Rules, 2014, to the extent applicable, the SEBI Regulations, the Guidance Note issued in this regard by ICAI, as amended from time to time; and in terms of our engagement agreed with you.

9) This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us or by other firm of Chartered Accountants, nor should this report be construed as an opinion on any of the consolidated financial statements referred to herein.

10) We have no responsibility to update our report for events and circumstances occurring after the date of the report.

11) Our report is intended solely for use of the Management for inclusion in the Offer Document in connection with the proposed issue of equity shares of the Company. Our report should not be used, referred to or distributed for any other purpose except with our prior consent in writing.

for **B S R & Associates LLP**

Chartered Accountants
Firm registration number: 116231W/W-100024

Vineet Dhawan

Partner

Membership No.: 092084

Bengaluru
Date: 18 January 2016

Annexure I: The Restated Consolidated Financial Information, have been prepared by the Company's Management from the audited financial statements of the Company along with its subsidiaries and an associate as at and for the financial years ended 31 March 2011, 31 March 2012, 31 March 2013, nine months period ended 31 December 2013, fifteen month period ended 31 March 2015 and six months period ended 30 September 2015 which were audited by the other firm of Chartered Accountants as set out below:

Name of the Subsidiary /Associate	Year ended / Period ended (YE / PE)	Total Gross assets as included in consolidated financial information (INR millions)	Net movement in cash and cash equivalents included in consolidated financial information (INR millions)	Total revenue from operations (excluding other income) as included in consolidated financial information (INR millions)	Name of the auditors
SUBSIDIARIES					
Co-Achieve Solutions Private Limited	YE 31 March 2011	10.00	0.37	13.00	Vipin Jain & Associates
	YE 31 March 2012	13.42	0.59	6.70	Vipin Jain & Associates
	YE 31 March 2013	16.36	(0.48)	17.39	Vipin Jain & Associates
	PE 31 December 2013	12.08	5.79	10.99	Mohan & Chandrasekhar
	PE 31 March 2015	11.01	(7.20)	17.72	Mohan & Chandrasekhar
	PE 30 September 2015	10.19	0.03	6.12	Vasan & Sampath
Brainhunter Systems Limited [formerly known as Zylog System (Canada) Limited] (Consolidated)**	PE 31 March 2015	663.29	(61.72)	1,820.41	KPMG LLP, Canada
	PE 30 September 2015	590.58	(60.86)	1,858.23	KPMG LLP, Canada
Quesscorp Holdings Pte. Ltd.	PE 30 September 2015	9.87	0.43	-	M/s. S J & Co.
Quess Corp (USA) Inc. [formerly known as Magna Infotech Inc.]	PE 31 March 2015	6.34	0.32	-	LIGGETT, VOGT & WEBB P.A.**
	PE 30 September 2015	18.52	1.98	28.21	M/s. S J & Co.
MFX Infotech Private Limited	PE 31 March 2015	49.44	19.36	58.97	Mohan & Chandrasekhar
	PE 30 September 2015	107.36	4.18	83.64	Vasan & Sampath
Quess (Phillipines) Corp. [formerly known as Magna Ikya Infotech Inc.]**	PE 31 March 2015	26.28	3.72	43.75	R.S. Bernaldo & Associates
	PE 30 September 2015	32.75	3.73	48.80	R.S. Bernaldo & Associates
Avon Facility Management Services Limited [formerly know as Avon Facility Services Private Limited] (Note 2)	YE 31 March 2011	208.47	4.45	462.64	B S R and Company*
	YE 31 March 2012	300.21	9.83	715.68	B S R and Company*
	YE 31 March 2013	468.54	17.77	1,137.98	B S R and Associates*
	PE 31 December 2013	712.73	(6.80)	1,268.16	B S R and Associates*
Magna Infotech Limited[formerly known as Magna Infotech Private Limited] (Note 2)	YE 31 March 2011	790.23	58.37	1,815.84	B S R R & Co.*
	YE 31 March 2012	849.88	(4.16)	2,043.84	B S R R & Co.*
	YE 31 March 2013	912.91	(70.85)	2,686.01	B S R R & Co.*
	PE 31 December 2013	1,043.35	0.63	2,616.71	B S R R & Co.*
Quessglobal (Malaysia) Sdn. Bhd. [formerly known as Brainhunter SDN. BHD.]**	PE 30 September 2015	10.88	8.18	3.17	HALS & Associates
Ikya Business Services (Private) Limited	PE 31 March 2015	-	-	-	M/s. S J & Co.
	PE 30 September 2015	-	-	-	M/s. S J & Co.
ASSOCIATE					
MFXchange Holdings Inc. [Consolidated]**/***	PE 31 March 2015	-	-	-	LIGGETT, VOGT & WEBB P.A.
	PE 30 September 2015	-	-	-	M/s. S J & Co.

* B S R and Company, B S R R & Co, B S R & Co. LLP, B S R and Associates and B S R & Associates, LLP are member entities of B S R & Affiliates, a network, registered with the Institute of Chartered Accountants of India.

** Subsidiaries and Associate incorporated outside India are audited in accordance with the generally accepted accounting principles of the respective countries ('the local GAAP') by other auditors duly qualified to act as auditors in those countries.

*** The Company follows equity method of accounting for investment in associate and accounts for share of net assets of the investee in accordance with Accounting Standard Accounting AS -23 Investment in Associates. For the PE 31 March 2015 and 30 September 2015, the Company has accounted for net loss from investment in associate amounting to INR 3,064 and INR Nil respectively and the net investment in associate as at 31 March 2015 and 30 September 2015 is Nil.

Note 1: The amounts considered above are before intercompany eliminations.

Note 2: These two entities got merged with the Company effective 1 January 2014.

Quess Corp Limited ***(formerly known as IKYA HUMAN CAPITAL SOLUTIONS LIMITED)***

ANNEXURE - I

RESTATED CONSOLIDATED SUMMARY STATEMENT OF ASSETS AND LIABILITIES

(INR in Million, unless otherwise stated)

Particulars	Annexure reference	Note reference	As at					
			30 September 2015	31 March 2015	31 December 2013	31 March 2013	31 March 2012	31 March 2011
EQUITY AND LIABILITIES								
Shareholders' funds								
Share capital	V	1	257.74	257.74	961.76	299.89	299.89	299.89
Reserves and surplus	V	2	2,614.64	2,267.17	884.39	382.55	231.13	164.92
			2,872.38	**2,524.91**	**1,846.15**	**682.44**	**531.02**	**464.81**
Minority interest			**-**	**-**	**-**	**163.83**	**113.54**	**92.71**
Non-current liabilities								
Long-term borrowings	VII	A	197.24	0.13	31.94	-	0.02	-
Other long term liabilities	V	3	-	6.67	23.13	3.60	-	-
Long-term provisions	V	4	154.51	85.12	12.48	13.25	6.26	3.85
			351.75	**91.92**	**67.55**	**16.85**	**6.28**	**3.85**
Current liabilities								
Short-term borrowings	VII	B	2,390.23	2,169.61	608.92	879.38	556.48	362.71
Trade payables	V	5	264.00	413.53	47.83	57.11	42.96	44.04
Other current liabilities	V	6	2,701.97	1,934.60	1,390.18	1,487.06	1,278.82	901.26
Short-term provisions	V	7	61.24	62.05	22.10	22.44	12.89	8.75
			5,417.44	**4,579.79**	**2,069.03**	**2,445.99**	**1,891.15**	**1,316.76**
TOTAL			**8,641.57**	**7,196.62**	**3,982.73**	**3,309.11**	**2,541.99**	**1,878.13**
ASSETS								
Non-current assets								
Goodwill on consolidation	V	8a	1,074.00	1,104.22	729.48	249.78	249.78	249.78
Fixed Assets								
- Tangible assets	V	8b	177.27	145.88	75.86	65.44	71.04	75.90
- Intangible assets	V	8b	46.18	42.94	42.22	19.18	3.01	4.63
- Capital work-in-progress	V	8c	0.51	-	4.36	-	-	-
			1,297.96	**1,293.04**	**851.92**	**334.40**	**323.83**	**330.31**
Investment in associates	VIII		-	-	-	-	-	-
Deferred tax assets (net)	V	9	39.36	34.89	50.44	66.12	75.52	71.94
Long-term loans and advances	IX	A	759.67	545.08	626.07	293.38	249.63	293.24
Other non-current assets	V	10	6.56	4.33	0.45	7.52	0.88	-
			805.59	**584.30**	**676.96**	**367.02**	**326.03**	**365.18**
Current assets								
Inventories	V	11	10.75	4.39	4.43	3.79	1.30	0.49
Trade receivables	X		3,405.69	2,754.51	1,246.01	1,580.03	1,177.45	668.07
Cash and bank balances	V	12	831.40	818.25	290.84	233.68	290.56	217.59
Short-term loans and advances	IX	B	283.21	436.97	88.74	255.01	136.05	53.32
Other current assets	IX	B	2,006.97	1,305.16	823.83	535.18	286.77	243.17
			6,538.02	**5,319.28**	**2,453.85**	**2,607.69**	**1,892.13**	**1,182.64**
TOTAL			**8,641.57**	**7,196.62**	**3,982.73**	**3,309.11**	**2,541.99**	**1,878.13**

Notes:

The above statement should necessarily be read with the basis of preparation and significant accounting policies appearing in Annexure IV, Notes to the Restated Consolidated Financial Information appearing in Annexure V to Annexure XI.

Quess Corp Limited ***(formerly known as IKYA HUMAN CAPITAL SOLUTIONS LIMITED)***

ANNEXURE - II

RESTATED CONSOLIDATED SUMMARY STATEMENT OF PROFIT AND LOSS

(INR in Million, unless otherwise stated)

Particulars	Annexure reference	Note reference	For the period from			For the year ended		
			1 April 2015 to 30 September 2015	1 January 2014 to 31 March 2015	1 April 2013 to 31 December 2013	31 March 2013	31 March 2012	31 March 2011
INCOME								
Revenue from operations	V	13	15,321.12	25,670.57	10,060.13	10,011.53	6,370.03	2,749.28
Other income	XI		32.91	57.01	21.36	31.99	24.32	13.65
Total income			**15,354.03**	**25,727.58**	**10,081.49**	**10,043.52**	**6,394.35**	**2,762.93**
EXPENSES								
Cost of services	V	14	361.34	717.35	224.90	145.64	46.09	31.80
Employee benefits	V	15	13,589.47	22,683.70	9,097.29	9,079.24	5,743.84	2,463.11
Finance costs	V	16	127.39	218.29	88.40	176.07	126.10	47.96
Depreciation and amortisation	V	8b	61.04	101.41	42.36	43.93	36.86	18.45
Other expenses	V	17	660.00	957.34	340.27	364.18	312.79	171.79
Total expenses			**14,799.24**	**24,678.09**	**9,793.22**	**9,809.06**	**6,265.68**	**2,733.11**
Restated net profit before tax			**554.79**	**1,049.49**	**288.27**	**234.46**	**128.67**	**29.82**
Tax expense	V	18						
Current tax / Minimum alternate tax			(211.07)	(299.52)	(94.49)	(64.33)	(59.37)	(11.69)
Minimum alternate tax credit entitlement			-	-	12.43	1.92	8.50	2.50
Deferred tax credit / (charge)			4.47	(72.92)	(15.68)	(9.40)	3.58	(3.92)
Fringe benefit tax			-	-	-	-	(0.49)	(0.17)
Total tax expense			**(206.60)**	**(372.44)**	**(97.74)**	**(71.81)**	**(47.78)**	**(13.28)**
Restated net profit after tax before share of loss from associate and minority interest for the periods / years			**348.19**	**677.05**	**190.53**	**162.65**	**80.89**	**16.54**
Less: Profit attributable to minority shareholders			-	-	13.10	50.29	20.84	(0.82)
Less: Share of loss from investment in an associate			-	-	-	-	-	-
Profit after tax, as restated			**348.19**	**677.05**	**177.43**	**112.36**	**60.05**	**17.36**

Note:

The above statement should necessarily be read with the basis of preparation and significant accounting policies appearing in Annexure IV, Notes to the Restated Consolidated Financial Information appearing in Annexure V to Annexure XI.

Quess Corp Limited ***(formerly known as IKYA HUMAN CAPITAL SOLUTIONS LIMITED)***

ANNEXURE - III

RESTATED CONSOLIDATED SUMMARY STATEMENT OF CASH FLOWS

(INR in Million, unless otherwise stated)

PARTICULARS	For the period from			For the year ended		
	1 April 2015 to 30 September 2015	1 January 2014 to 31 March 2015	1 April 2013 to 31 December 2013	31 March 2013	31 March 2012	31 March 2011
Cash flow from operating activities						
Profit before tax, as restated	554.79	1,049.49	288.27	234.46	128.67	29.82
Adjustments:						
Depreciation and amortisation	61.04	101.41	42.36	43.93	36.86	18.45
(Profit) / loss on sale of fixed assets	(0.05)	(0.40)	(0.61)	(0.28)	(0.25)	0.03
Bad debts written off	-	3.50	4.85	17.83	14.23	7.57
Provision for bad and doubtful debts	19.75	27.16	11.35	(6.28)	5.13	5.19
Advances and deposits written off	13.70	1.00	-	-	-	-
Liability no longer required written back	-	(8.42)	-	-	-	-
Provision no longer required written back	(2.84)	(5.00)	-	-	-	-
Share of loss from investment in an associate	-	-	-	-	-	-
Expense on employee stock option scheme	-	-	21.26	39.06	6.16	1.06
Interest income on term deposits	(4.72)	(8.60)	(1.57)	(12.16)	(12.63)	(8.10)
Finance costs	127.39	218.29	88.40	176.07	126.10	47.96
Operating cash flow before working capital changes	**769.06**	**1,378.43**	**454.31**	**492.63**	**304.27**	**101.98**
Changes in						
Trade receivables	(583.81)	(646.45)	317.84	(414.14)	(528.73)	(329.30)
Inventories	(3.44)	0.04	(0.64)	(2.49)	(0.82)	(0.11)
Long-term loans and advances	(9.53)	(23.05)	2.04	(1.45)	(4.91)	15.43
Short-term loans and advances	(875.87)	(420.10)	(295.32)	(263.64)	(34.13)	75.50
Non-current liabilities and long-term provisions	62.73	(33.80)	17.66	10.89	2.40	1.82
Current liabilities and short-term provisions	524.72	181.33	(93.50)	217.09	402.97	307.16
Cash (used) / generated from operations	**(116.14)**	**436.40**	**402.39**	**38.89**	**141.05**	**172.48**
Adjustments for:						
Income taxes paid, net of refunds	(105.68)	(412.11)	(248.97)	(200.09)	(92.50)	(83.86)
Net cash (used) / provided by operating activities	**(221.82)**	**24.29**	**153.42**	**(161.20)**	**48.55**	**88.62**
Cash flow from investing activities						
Purchase of fixed assets	(84.82)	(146.01)	(93.41)	(44.68)	(54.94)	(21.64)
Proceeds from sale of fixed assets	0.05	1.41	1.22	0.58	0.82	0.11
Purchase of investments	-	(524.76)	(656.63)	-	-	(330.09)
Movement in Bank deposits (having original maturity of less than twelve months)	7.18	(27.00)	69.26	2.71	0.16	(3.88)
Movement in Bank deposits (having maturity of more than twelve months)	(2.23)	(3.88)	7.08	(6.64)	(0.88)	-
Interest income on term deposits	5.53	8.30	12.68	6.64	12.18	10.58
Net cash (used) in investing activities	**(74.29)**	**(691.94)**	**(659.80)**	**(41.39)**	**(42.66)**	**(344.92)**
Cash flow from financing activities						
Proceeds from working capital loan	370.00	540.00	-	-	-	-
Repayment of working capital loan	(30.00)	(10.00)	-	-	-	-
Proceeds from / (repayment of) other borrowings, net *	77.87	486.58	159.53	(77.25)	193.30	92.11
Proceeds from finance lease	-	-	4.09	-	-	-
Repayments under finance lease	(0.72)	(1.66)	(0.84)	-	-	-
Increase in share capital	-	-	965.34	-	-	272.97
(Repayment) / receipt of inter-corporate deposits	-	-	(400.00)	400.00	-	-
Finance costs paid	(120.68)	(217.16)	(89.69)	(174.34)	(126.09)	(47.95)
Net cash provided by financing activities	**296.47**	**797.76**	**638.43**	**148.41**	**67.21**	**317.13**
Net increase / (decrease) in cash and cash equivalents	0.36	130.11	132.05	(54.18)	73.10	60.83
Cash and cash equivalents at the beginning of the period / year	743.42	253.01	121.28	175.46	102.36	39.22
Cash and cash equivalents acquired on acquisition	19.45	368.96	-	-	-	2.31
Effects of exchange differences on translation of foreign currency cash and cash equivalents	0.53	(8.66)	(0.32)	-	-	-
Cash and cash equivalents at the end of the period / year	**763.76**	**743.42**	**253.01**	**121.28**	**175.46**	**102.36**

*Relates to cash credit, bill discounting facility and other borrowings, due to voluminous nature of transactions, proceeds net of repayments is disclosed.

Notes:

1. The above Restated Cash Flow Statement has been prepared in accordance with the requirements of Accounting Standard (AS) - 3 on Cash Flow Statements as prescribed under the Companies (Accounting Standards) Rules, 2006.

2. The above statement should necessarily be read with the basis of preparation and significant accounting policies appearing in Annexure IV, Notes to the Restated Consolidated Financial Information appearing in Annexure V to Annexure XI.

Quess Corp Limited *(formerly known as IKYA HUMAN CAPITAL SOLUTIONS LIMITED)*

ANNEXURE - IV

BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

1. Background : Quess Corp Limited (formerly known as IKYA HUMAN CAPITAL SOLUTIONS LIMITED) ('the Company or 'the holding company') together with its subsidiaries and an associate (collectively referred to as 'Quess Group' or 'the Group') is an integrated business services provider engaged in the business of recruitment, temporary staffing, technology staffing, IT products and solutions, skill development, payroll, compliance management, integrated facility management and industrial asset management services. Quess Corp Limited, the flagship Company of the Group, was incorporated under the provisions of the Companies Act, 1956 ('the Act') on 19 September 2007 originally as a 'Private Limited Company' and subsequently converted into a 'Limited Company' on 2 July 2013. The Company has its registered office in Bengaluru, India. The Company changed its name to Quess Corp Limited effective from 2 January 2015. With effect from 14 May 2013 Thomas Cook (India) Limited ('TCIL') has become the holding company and Fairfax Financial Holdings Limited has become the ultimate holding company of the Company. During the period ended 31 March 2015, the Company amalgamated Magna Infotech Limited ('Magna') and Avon Facility Management Services Limited ('Avon') with effect from 1 January 2014 and Hofincons Infotech & Industrial Services Private Limited ('Hofincons') with effect from 1 July 2014 with Quess Corp Limited.

The Restated Consolidated Summary Information relates to the Group and have been specifically prepared for inclusion in the document to be filed by the Company with the Securities and Exchange Board of India ("SEBI") in connection with the proposed Initial Public Offering ('IPO') of equity shares of the Company (referred to as the "Issue"). The Restated Consolidated Summary Information consist of the Restated Consolidated Summary Statement of assets and liabilitiesof the Group as at 30 September 2015, 31 March 2015, 31 December 2013, 31 March 2013, 31 March 2012 and 31 March 2011, the Restated Consolidated Summary Statement of profit and loss for the periods / years ended 30 September 2015, 31 March 2015, 31 December 2013, 31 March 2013, 31 March 2012 and 31 March 2011 and the Restated Consolidated Summary Statement of cash flow for each of the periods / years ended 30 September 2015, 31 March 2015, 31 December 2013, 31 March 2013, 31 March 2012 and 31 March 2011 and the annexures thereto (hereinafter collectively referred to as "the Restated Consolidated Summary Information").

The Restated Consolidated Summary Information have been prepared to comply in all material respects with the requirements of Section 26 read with applicable provisions within Rules 4 to 6 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 to the Companies Act, 2013 ('the 2013 Act'); and the SEBI (Issue of Capital and Disclosure Requirements) Regulations 2009 notified by SEBI on August 26, 2009, as amended from time to time ("the SEBI Regulations"). The 2013 Act and the SEBI Regulations require the information in respect of the assets and liabilities and profits and losses of the Group for each of the five years immediately preceding the issue of the Prospectus.

These Restated Consolidated Summary Information were approved by the Board of Directors of the Company in their meeting held on 18 January 2016.

2. Basis of preparation of Restated Consolidated Financial Information : The Restated Consolidated Financial Information of the Group have been prepared in accordance with Generally Accepted Accounting Principles (GAAP) in India and presented under the historical cost convention on the accrual basis of accounting and comply with the Accounting Standards issued under the Companies (Accounting Standards) Rules, 2006 which continue to apply under Section 133 of the Companies Act, 2013 [which has superseded Section 211(3C) of the Companies Act, 1956 w.e.f. 12 September 2013], other pronouncements of the Institute of Chartered Accountants of India ('ICAI'), the provisions of the Companies Act, 2013 to the extent notified and applicable.

The interim financial statements as at and for the six months period ended 30 September 2015 have been prepared in accordance with Generally Accepted Accounting Principles in India ("GAAP") under the historical cost convention and on the accrual basis of accounting. These interim consolidated financial information comply with the recognition, measurement and disclosure provisions of Accounting Standard 25 (AS 25), Interim Financial Reporting and other accounting standards prescribed under Section 133 of the Companies Act, 2013 ("the 2013 Act") read with Rule 7 of the Companies (Accounts) Rules, 2014, other pronouncements of the Institute of Chartered Accountants of India ('ICAI'), and the provisions of the Act to the extent notified and applicable.

The Restated Consolidated Summary Information are prepared by applying uniform accounting policies for similar transactions and other events in similar circumstances across the Group. The accounting policies have been consistently applied by the Group. The Restated Consolidated Summary Information are presented in INR millions unless otherwise stated.

These Restated Consolidated Financial Information have been prepared so as to contain information / disclosures and incorporating adjustments set out below in accordance with the SEBI Regulations:
(i) Adjustments for audit qualification requiring corrective adjustment in the financial statements, if any;
(ii) Adjustments for the material amounts in respective periods / years to which they relate, if any;
(iii) Adjustments for previous years identified and adjusted in arriving at the profits of the years to which they relate irrespective of the year in which the event triggering the profit or loss occurred, if any;
(iv) Adjustment to the profits or losses of the earlier years and of the year in which the change in the accounting policy has taken place is recomputed to reflect what the profits or losses of those years would have been if a uniform accounting policy was followed in each of these years, if any;
(v) Adjustments for reclassification of the corresponding items of income, expenses, assets and liabilities, in order to bring them in line with the groupings as per the audited consolidated financial statements of the Group for the period from 1 April 2015 to 30 September 2015 and requirement of the SEBI Regulations, if any;
(vi) The resultant impact of tax due to the aforesaid adjustments, if any.

All assets and liabilitieshave been classified as current or non-current as per the normal operating cycle of entities within the Group and other criteria as set out in the Schedule III to the Companies Act, 2013.

3. Principles of consolidation: The Restated Consolidated Financial Information has been prepared based on the consolidated financial statements which have been prepared on the following basis:
(i) The financial statements of the parent company and the subsidiaries have been combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses after eliminating intra-group balances / transactions and resulting unrealised profits in full in accordance with Accounting Standard (AS) 21 - "Consolidated Financial Statements" ('AS 21'). Unrealised losses/gains resulting from intra-group transactions have also been eliminated in full. The amounts shown in respect of reserves comprise the amount of the relevant reserves as per the balance sheet of the parent company and its share in the post-acquisition increase in the relevant reserves of the subsidiaries.
(ii). The consolidated financial statements include the share of profit / loss of the associate which has been accounted using equity method as per AS 23 'Accounting for Investments in Associates in consolidated financial statements'. Accordingly, the share of profit/ loss of the associate (the loss being restricted to the cost of investment) has been added to / deducted from the cost of investments.
(iii) The excess of cost to the Company of its investment in subsidiaries over its portion of equity in the subsidiaries at the respective dates on which investment in subsidiaries was made is recognised in the consolidated financial statements as goodwill. When the cost to the Company of its investment in subsidiaries is less than its portion of equity of the subsidiaries, at the date on which investment in the subsidiaries was made, the difference is treated as a capital reserve in the consolidated financial statements. The Company's portion of equity in the subsidiaries is determin on the basis of the value of assets and liabilities as per the financial statements of the subsidiaries as on the date of investment.
(iv) The consolidated financial statements are prepared by applying uniform accounting policies for similar transactions and other events in similar circumstances across the Group.
(v) Exchange difference resulting from the difference due to translation of foreign currency assets and liabilities in non-integral foreign subsidiaries is disclosed as foreign currency translation reserve.
(vi) The subsidiaries and an associate consolidated under the Group comprise the entities listed below:

Quess Corp Limited *(formerly known as IKYA HUMAN CAPITAL SOLUTIONS LIMITED)*

ANNEXURE - IV

BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

3. Principles of consolidation (continued)

Sl No	Name of Entity	Country of Incorporation	Effective Shareholding %					
			As At					
			30 September 2015	31 March 2015	31 December 2013	31 March 2013	31 March 2012	31 March 2011
A	**DIRECT SUBSIDIARIES**							
1	Avon Facility Management Services Limited [*formerly known as Avon Facility Services Private Limited*]	India	-*	-*	99.99%	73.96%	73.96%	73.96%
2	Magna Infotech Limited [*formerly known as Magna Infotech Private Limited*]	India	-*	-*	100%	51%	51%	51%
3	Hofincons Infotech & Industrial Services Private Limited	India	-**	-**	-	-	-	-
4	Co-Achieve Solutions Private Limited	India	100%	100%	100%	100%	100%	100%
5	Brainhunter Systems Ltd. (BHS)	Canada	100%	100%	-	-	-	-
6	MFX Infotech Private Limited	India	100%	100%	-	-	-	-
7	Magna Ikya Infotech, Inc. [w.e.f. 21 October 2015 known as QUESS (PHILLIPINES) CORP]	Philippines	100%	100%	100%***	-	-	-
8	Quess Corp Inc.	United Sates of America	100%	100%	-	-	-	-
9	Quess Corp Holding Pte Ltd	Singapore	100%	-	-	-	-	-
10	Brainhunter SDN. BHD [w.e.f. 28 October 2015 known as QUESSGLOBAL (MALAYSIA) SDN. BHD.]	Malaysia	100%	-	-	-	-	-
11	Aravon Services Private Limited (*formerly known as ARAMARK India Private Limited*)	India	100%	-	-	-	-	-
B	**STEP-DOWN SUBSIDIARIES**							
1	Mindwire Systems Limited [*Formerly known as ZYLOG SYSTEMS (OTTAWA) LIMITED]*	Canada	100%	100%	-	-	-	-
2	Brainhunter Companies Canada Inc.	Canada	100%	100%	-	-	-	-
3	Brainhunter Companies LLC	United Sates of America	100%	100%	-	-	-	-
C	**Subsidiary - CONTROL BY VIRTUE OF SIGNIFICANT INFLUENCE ON THE BOARD**							
1	Ikya Business Services Private Limited	Sri Lanka	-	-	-	-	-	-
D	**ASSOCIATES**							
1	MFXchange Holdings Inc.	Canada	49%	49%	-	-	-	-

**amalgamated* with Quess Corp Limited effective 1 January 2014
***amalgamated* with Quess Corp Limited effective 1 July 2014
***Originally a subsidiary of Magna Infotech Limited.

The Company has taken the view that the amalgamation with in the Group (between the Company and its subsidiaries) does not have any economic substance and therefore amalgamation has to be ignored while preparing the consolidated financial statements.

4. Significant accounting policies : The accounting policies set out below have been applied consistently to the periods presented in these Restated Consolidated Financial Information.

a) Use of estimates : The preparation of Restated Consolidated Financial Information is in accordance with Generally Accepted Accounting Principles in India requires Management to make judgments, estimates and assumptions that affects the application of accounting policies and reported amounts of assets, liabilities, income and expenses and the disclosure of contingent liabilitiesas at the date of the consolidated financial statements. The estimates and assumption used in the accompanying consolidated Restated Consolidated Financial Information are based upon Management's evaluation of the relevant facts and circumstances as on the date of the consolidated financial statements. Actual results could differ from those estimates and underlying assumptions are reviewed on an ongoing basis. Any revision to accounting estimates is recognised prospectively in current and future periods.

b) Fixed assets, depreciation and amortisation

i) Tangible fixed assets : Tangible fixed assets are stated at the cost of acquisition or construction less accumulated depreciation up to the date of the balance sheet. The cost of an item of tangible asset comprises its purchasing price, including import duties and other non-refundable taxes or levies and any directly attributable cost of bringing the asset to its working condition for its intended use; any trade discounts and rebates are deducted in arriving at the purchase price.
Borrowing costs directly attributable to acquisition or construction of those fixed assets which necessarily take a substantial period of time to get ready for their intended use are capitalised.
Cost of the fixed assets not ready for their intended use before such date, are disclosed as capital work-in-progress.

ii) Intangible fixed assets : Acquired intangible assets are measured initially at cost. After initial recognition, an intangible asset is carried at its cost less any accumulated amortisation and any accumulated impairment loss. Subsequent expenditure is capitalised only when it increases the future economic benefits from the specific asset to which it relates.
Goodwill on acquisition has been recorded to the extent the cost of acquisition of the business, comprising purchase consideration and transaction costs, exceeds the value of net assets acquired.
Goodwill arising on acquisition is amortised over its estimated life or five years whichever is shorter. It is tested for impairment on a periodic basis and written-down, if found impaired.
Goodwill arising on consolidation / acquisition of assets is not amortised but is tested for impairment.
Intangible assets are amortised in the statement of profit or loss over their estimated useful lives, from the date they are available for use based on the expected pattern of consumption of economic benefits of the asset.
The carrying value of these intangible assets is reviewed at least annually for impairment and adjusted to the recoverable amount if required.

Quess Corp Limited *(formerly known as IKYA HUMAN CAPITAL SOLUTIONS LIMITED)*

ANNEXURE - IV

BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

4. Significant accounting policies (continued)

c) Depreciation: Depreciation on fixed assets is provided using straight-line method over the useful lives of the asset, estimated by the management based on internal technical assessment. The management believes that the useful lives given below represent the period over which management expects to use the assets based on such assessment and hence may differ from the lives prescribed under Part C of Schedule II of the Companies Act, 2013.

Assets description	Useful Life
Computer Equipment	3-4 years
Furniture and fixtures	4-5 years
Vehicles	3 years
Office equipment	4-5 years
Plant and Machinery	3 years

Depreciation is provided on a proportionate basis for all assets purchased and sold during the period. Individual assets costing INR 5,000 or less are depreciated at the rate of 100%. Leasehold improvements are amortised over the lease term or estimated useful life, whichever is lower. Assets acquired on finance leases are depreciated over the lease term or the useful life, whichever is shorter.

d) Amortization: Amortisation is provided at rates calculated to write off the cost less estimated residual value of each asset on a straight-line basis over its estimated useful life.

The amortisation rates are as follows:

Assets description	Useful Life
Goodwill	5 years or estimated useful life whichever is lower.
Computer Software	3 years

Amortisation rate and useful lives are estimated at each reporting date.

e) Inventories: Inventories which comprise of food consumables, operating supplies and cleaning consumables are valued at the lower of cost and net realisable value. Cost of inventories comprises purchase price, costs of conversion and other costs incurred in bringing the inventories to their present location and condition. In determining the cost weighted average cost method is used. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs necessary to make the sale.

The comparison of cost and net realisable value is made on an item-by-item basis.

Inventories are stated net of write down or allowances on account of obsolete, damaged or slow moving items.

f) Revenue Recognition

Nature of Revenue	Revenue recognition
People and Services	Revenue related to temporary staffing services are negotiated and invoiced on a monthly basis. Salary and incidental expenses of temporary associates along with service charges are billed in accordance with the agreed terms. Temporary staffing service revenue are recognised as the related services are performed. Revenue related to recruitment services are recognised at the time the candidate begins full time employment. Revenue related to executive search and trainings are recognised upon rendering of the service. Revenue from skill development and training services is recognised as income over the period of instruction as and when the obligation associated with the sanction is performed and right to receive money is established.
Global Technology Solutions	Revenue related to staffing services are negotiated and invoiced on a monthly basis. Salary and incidental expenses of employees of Software solutions, Information Technology / Information Technology Enabled Services along with service charges are billed in accordance with the agreed terms. Staffing service revenues are recognised as the related services are performed and are reported net of taxes.
Integrated Facility Management	Revenue for housekeeping services, material reimbursement, training fee, food services and machinery rentals are negotiated and invoiced on a monthly basis to the customers. Revenues from the above services are recognised as services are performed as per the terms of the arrangement with the customer.
Industrial Asset Management	Revenue is recognised to the extent it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured. Arrangements with customers for operation and maintenance are predominantly based on time, material and fixed-price contracts. Revenue from technical and consultancy services comprise of time and fixed-price contracts. Service income from time-and-material contracts are recognised as the related services are performed and revenue from the end of the last billing to the balance sheet date is recognised as unbilled revenue. Revenue from fixed price contracts, where there is no uncertainty as to the measurement or collectability of the consideration is recognised as per the proportionate completion method. Where there is uncertainty as to measurement or ultimate collectability, revenue recognition is postponed until such uncertainty is resolved.
Interest income	Interest income is recognised using the time-proportion method, based on underlying interest rates.

'Unbilled revenue' includes value of services rendered in excess of amounts billed to the customers as at the balance sheet date.
'Unearned revenue' includes the amounts billed to the customers in excess of value of services rendered as at the balance sheet date.

g) Foreign exchange transactions and translations: Foreign exchange transactions are recorded using the exchange rates prevailing on the dates of the respective transactions. Exchange differences arising from foreign exchange transactions settled during the year are recognized in the statement of profit and loss for the year.

Monetary assets and liabilities denominated in foreign currencies as at the balance sheet date are translated at the closing exchange rates on that date; the resultant exchange differences are recognized in the statement of profit and loss. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction.

All the subsidiaries of the Group have been identified as non-integral operations in accordance with the requirements of AS- 11 (The Effects of changes in Foreign Exchange Rates). The financial statements of such non-integral foreign operations are translated into Indian Rupees as follows:

• All assets and liabilities, both monetary and non- monetary are translated using the closing rate.
• Revenue items are translated at the respective monthly average rates.
• The resulting net exchange difference is presented as "foreign currency translation reserve" under Reserves and surplus.
• Contingent liabilities are translated at the closing rate.

ANNEXURE - IV

BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

4. Significant accounting policies (continued)

h) Employee Benefits:

(i) Defined benefit plans:

Gratuity

The Group's gratuity benefit scheme are defined benefit plans. The Group's net obligation in respect of a defined benefit plan is calculated by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value. Any unrecognised past service costs and the fair value of any plan assets are deducted. The calculation of the Group's obligation is performed annually by an independent actuary using the projected unit credit method as at the reporting date.

The gratuity scheme is partially funded and it is managed by the SBI Life Insurance and Life Insurance Corporation of India.

The Company recognises all actuarial gains and losses arising from defined benefit plans immediately in the Statement of Profit and Loss. All expenses related to defined benefit plans are recognised in employee benefits expense in the Statement of Profit and Loss. The Company recognises gains and losses on the curtailment or settlement of a defined benefit plan when the curtailment or settlement occurs.

(ii) Compensated absences: The employees can carry-forward a portion of the unutilised accrued compensated absences and utilise it in future service periods. The Group records an obligation for such compensated absences in the period in which the employee renders the services that increase this entitlement. The obligation is measured on the basis of an independent actuarial valuation using the projected unit credit method as at the reporting date.

(iii) Defined contribution plan: A defined contribution plan is a post-employment benefit plan under which an entity pays specified contributions to a separate entity and has no obligation to pay any further amounts. The Group makes specified monthly contributions towards employee provident fund and employee state insurance to Government administered provident fund scheme which is a defined contribution plan. The Group's contribution is recognised as an expense in the statement of profit and loss during the period in which the employee renders the related service.

i) Taxation: The Income-tax expense comprises current tax (i.e. amount of tax for the year determined in accordance with the income-tax law) and deferred tax charge or credit (reflecting the tax effects of timing differences between accounting income and taxable income for the year).

The current income tax charge is determined in accordance with the relevant tax regulations applicable to respective entities within the Group.

Deferred tax charge or credit are recognised for the future tax consequences attributable to timing difference that result between the profit offered for income taxes and the profit as per the financial statements. The deferred tax charge or credit and the corresponding deferred tax liabilitiesor assets are recognised using the tax rates that have been enacted or substantively enacted by the balance sheet date. Deferred tax assets are recognised only to the extent there is reasonable certainty that the assets can be realised in future; however, when there is a brought forward loss or unabsorbed depreciation under taxation laws, deferred tax assets are recognised only if there is virtual certainty of realisation or such assets. Deferred tax assets are reviewed as at each balance sheet date and written down or written-up to reflect the amount that is reasonably / virtually certain as the case may be to be realised.

Minimum Alternate Tax ("MAT") paid in accordance with the Indian Income Tax laws, which gives rise to future economic benefits in the form of tax credit against future income tax liability, is recognised as an asset in the balance sheet if there is convincing evidence that the Group will pay normal tax in subsequent years and the resultant assets can be measured reliably. MAT credit entitlement can be carried forward and utilised for a period of ten years from the year in which the same is availed. Accordingly, it is recognised as an asset in the consolidated balance sheet when it is probable that the future economic benefit associated with it will flow to the Group and the asset can be measured reliably.

The entities within the Group offset, on a year on year basis, the current tax assets and liabilities, where it has a legally enforceable right and where it intends to settle such assets and liabilitieson a net basis.

j) Leases: Leases under which the Group assumes substantially all the risks and rewards of ownership are classified as finance leases. Assets acquired under finance lease are capitalised at the fair value of the asset or present value of the minimum lease payments at the inception of the lease, whichever is lower. Lease payments are apportioned between finance charges and outstanding liability. The finance charge is allocated to periods during the lease term at a constant periodic rate of interest on the remaining balance of the liability.

Leases under which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Lease payments are charged to the statement of profit and loss on a straight line basis over the lease term.

k) Employees' stock option scheme: The Group accounts for stock based compensation based on intrinsic value method as required by the Guidance Note on "Accounting for Employee Share-based Payments" issued by Institute of Chartered Accountants of India ('ICAI'). Accordingly, intrinsic value of each option on the grant date is amortised over the vesting period. As the employee stock options are issued by the Group, the stock based compensation cost has been recognised with a corresponding credit to capital reserves, in accordance with the said Guidance Note. In accordance with the said Guidance Note, the necessary disclosures including pro-forma disclosures for fair value of stock options have been made for grants made on or after 1 April 2005, being th date from which the guidance note is effective.

l) Impairment of assets: The Group at each balance sheet date assesses whether there is any indication that an asset or a group of assets (including goodwill arising on consolidation) comprising a cash-generating unit may be impaired. If any such indication exists, the Group estimates the recoverable amount of the asset. For an asset or group of assets that does not generate largely independent cash inflows, the recoverable amount is determined for the cash-generating unit to which the asset belongs. If such recoverable amount of the asset or the recoverable amount of the cash-generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognised in the statement of profit and loss. If at the balance sheet date there is an indication that if a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciable historical cost. An impairment loss is reversed only to the extent that the carrying amount of asset does not exceed the net book value that would have been determined; if no impairment loss had been recognised.

m) Investments: The Group has accounted for Investment in Associates enterprise using Equity accounting method as per Accounting Standard 23 (Accounting for Investment in Associates in Consolidated Financial Statements). Equity method of accounting requires the carrying amount of the investment is adjusted thereafter for the post acquisition change in the investor's share of net assets of the investee. The consolidated statement of profit and loss reflects the investor's share of the results of operations of the investee. As permitted by AS 23 the Group has accounted for its share of losses arising from the associate enterprises to the extent of its investments.

Quess Corp Limited *(formerly known as IKYA HUMAN CAPITAL SOLUTIONS LIMITED)*

ANNEXURE - IV

BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

4. Significant accounting policies (continued)

n) Provisions and contingent liabilities and contingent assets: A provision is recognised if, as a result of a past event, the Group has a present obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are recognised at the best estimate of the expenditure required to settle the present obligation at the balance sheet date. The provisions are measured on an undiscounted basis.

A contingent liability exists when there is a possible but not probable obligation, or a present obligation that may, but probably will not, require an outflow of resources, or a present obligation whose amount cannot be estimated reliably. Contingent liabilities do not warrant provisions, but are disclosed unless the possibility of outflow of resources is remote.

Contingent assets are neither recognised nor disclosed in the consolidated financial statements. However, contingent assets are assessed continually and if it is virtually certain that an inflow of economic benefits will arise, the asset and related income are recognised in the period in which the change occurs.

Warranties

Warranty costs are estimated on the basis of a technical evaluation and past experience. Provision is made for estimated liability in respect of warranty costs in the year of rendering of services.

Retrenchment cost represents provision created to settle any unexpected employee liabilities arising out of a sudden termination of any of its operation and maintenance (O & M) contract of the Group based on the nature of such contracts.

Onerous contracts

A contract is considered as onerous when the expected economic benefits to be derived by the Group from the contract are lower than the unavoidable cost of meeting its obligations under the contract. The provision for an onerous contract is measured at the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract.

o) Cash and cash equivalents: Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

p) Cash flow statement: Cash flow statement is reported using indirect method, whereby net profits before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows arising from operating, investing and financing activities of the Group are segregated.

q) Earnings per share: The basic earnings/(loss) per share is computed by dividing the restated consolidated net profit/loss attributable to equity shareholders for the year/period by the weighted average number of equityshares outstanding during the year/period.

Diluted earnings/(loss) per share is computed by dividing the restated net profit/ (loss) attributable to equity shareholders for the year/period relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share or increase the net loss per share from continuing ordinary operations.

Quess Corp Limited *(formerly known as IKYA HUMAN CAPITAL SOLUTIONS LIMITED)*

ANNEXURE - V

NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

1. SHARE CAPITAL

(INR in Million, unless otherwise stated)

Particulars	As at					
	30 September 2015	31 March 2015	31 December 2013	31 March 2013	31 March 2012	31 March 2011
Authorised						
200,000,000 (31 March 2015: 113,104,631; 31 December 2013: 18,996,807; 31 March 2013: 14,000,000; 31 March 2012: 14,000,000; 31 March 2011: 14,000,000) equity shares of par value of INR 10 each	2,000.00	1,131.05	189.97	140.00	140.00	140.00
Nil (31 March 2015: Nil; 31 December 2013: 3,529,675; 31 March 2013: 3,529,675; 31 March 2012: 3,529,675; 31 March 2011: 3,529,675) 0.005% compulsorily convertible preference shares of par value of INR 40 each*	-	-	141.19	141.19	141.19	141.19
Nil (31 March 2015: Nil; December 2013: 1,873,336; March 2013: 1,873,336; March 2012: 1,873,336; March 2011: 1,873,336) 0.005% compulsorily convertible preference shares of par value of INR 15 each*	-	-	28.10	28.10	28.10	28.10
Nil (31 March 2015: Nil; 31 December 2013: Nil; 31 March 2013: 100,000; 31 March 2012: 100,000; 31 March 2011: 100,000) 0% compulsorily convertible preference shares of par value of INR 100 each	-	-	-	10.00	10.00	10.00
Nil (31 March 2015: Nil; 31 December 2013: 7,717,912; 31 March 2013: Nil; 31 March 2012: Nil; 31 March 2011: Nil) 0.001% compulsorily convertible preference shares of par value of INR 100 each**	-	-	771.79	-	-	-
	2,000.00	**1,131.05**	**1,131.05**	**319.29**	**319.29**	**319.29**
Issued, subscribed and fully paid-up						
25,773,764 (31 March 201: 25,773,764; 31 December 2013: 18,996,807; 31 March 2013: 12,059,608; 31 March 2012: 12,059,608; 31 March 2011: 12,059,608) equity shares of par value of INR 10 each	257.74	257.74	189.97	120.60	120.60	120.60
Nil (31 March 2015: Nil; December 2013: Nil; March 2013: 3,529,672; 31 March 2012: 3,529,672; 31 March 2011: 3,529,672) 0.005% compulsorily convertible preference shares of par value of INR 40 each	-	-	-	141.19	141.19	141.19
Nil (31 March 2015: Nil; 31 December 2013: Nil; 31 March 2013: 1,873,333; 31 March 2012: 1,873,333; 31 March 2011: 1,873,333) 0.005% compulsorily convertible preference shares of par value of INR 15 each	-	-	-	28.10	28.10	28.10
Nil (31 March 2015: Nil; 31 December 2013: Nil; 31 March 2013: 100,000; 31 March 2012: 100,000; 31 March 2011: 100,000) 0% compulsorily convertible preference shares of par value of INR 100 each	-	-	-	10.00	10.00	10.00
Nil (31 March 2015: Nil; 31 December 2013: 7,717,912; 31 March 2013: Nil; 31 March 2012: Nil; 31 March 2011: Nil) 0.001% compulsorily convertible preference shares of par value of INR 100 each	-	-	771.79	-	-	-
	257.74	**257.74**	**961.76**	**299.89**	**299.89**	**299.89**

*During the period ended 31 March 2015, the Company had obtained approval of the Board of Directors vide its meeting dated 14 October 2014 and Shareholders vide EGM dated 14 October 2014 to reclassify authorised share capital of convertible preference shares to ordinary equity shares.

**During the period ended 31 March 2015, the Company had obtained approval of the Board of Directors vide its meeting dated 14 October 2014 and Shareholders vide EGM dated 4 December 2014 to reclassify authorised share capital of convertible preference shares to ordinary equity shares.

Quess Corp Limited *(formerly known as IKYA HUMAN CAPITAL SOLUTIONS LIMITED)*

ANNEXURE - V (CONTINUED)

NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

1. SHARE CAPITAL (CONTINUED)

(a) Reconciliation of the number of equity and preference shares outstanding at the beginning and at the end of the reporting periods / years is as given below:

(i) Equity shares of INR 10 each:

INR in Million (except per share data)

Particulars	As at 30 September 2015		As at 31 March 2015		As at 31 December 2013		As at 31 March 2013		As at 31 March 2012		As at 31 March 2011	
	No. of shares	Amount	No. of shares	Amount	No. of shares	Amount	No. of shares	Amount	No. of shares	Amount	No. of shares	Amount
At the commencement of the periods / years	25,773,764	257.74	18,996,807	189.97	12,059,608	120.60	12,059,608	120.60	12,059,608	120.60	7,177,917	71.78
Add: Shares issued on exercise of employee stock options	-	-	-	-	429,000	4.29	-	-	-	-	-	-
Add: Shares issued on conversion of CCPS	-	-	6,776,957	67.77	6,403,005	64.03	-	-	-	-	-	-
Add: Shares issued during the periods / years	-	-	-	-	105,194	1.05	-	-	-	-	4,881,691	48.82
At the end of the periods / years	**25,773,764**	**257.74**	**25,773,764**	**257.74**	**18,996,807**	**189.97**	**12,059,608**	**120.60**	**12,059,608**	**120.60**	**12,059,608**	**120.60**

Note:

(a)(i) Year 1 April 2010 to 31 March 2011: During the year ended 31 March 2011, the Company issued 294,100 equity shares of par value INR 10 at a premium of INR Nil to Net Resources Investments Private Limited and 4,587,591 equity shares of par value INR 10 at a premium of INR 46.68 per share to Park Equity Holdings Limited.

(a)(ii) Period ended 31 December 2013: During the period ended 31 December 2013, the Company has converted 429,000 number of employee stock options to 429,000 equity shares of par value INR 10 at a premium of 26.59 each. Further, the Company has issued 105,194 equity shares of INR 10 each pursuant to the Share Subscription Agreement.

(ii) Preference shares:

(iia) 0.005% Compulsorily convertible preference shares of INR 40 each*

INR in Million (except per share data)

Particulars	As at 30 September 2015		As at 31 March 2015		As at 31 December 2013		As at 31 March 2013		As at 31 March 2012		As at 31 March 2011	
	No. of shares	Amount	No. of shares	Amount	No. of shares	Amount	No. of shares	Amount	No. of shares	Amount	No. of shares	Amount
At the commencement of the periods / years	-	-	-	-	3,529,672	141.19	3,529,672	141.19	3,529,672	141.19	3,529,672	141.19
Less: Shares converted to equity shares	-	-	-	-	(3,529,672)	(141.19)	-	-	-	-	-	-
At the end of the periods / years	**-**	**-**	**-**	**-**	**-**	**-**	**3,529,672**	**141.19**	**3,529,672**	**141.19**	**3,529,672**	**141.19**

(iib) 0.005% Compulsorily convertible preference shares of INR 15 each**

INR in Million (except per share data)

Particulars	As at 30 September 2015		As at 31 March 2015		As at 31 December 2013		As at 31 March 2013		As at 31 March 2012		As at 31 March 2011	
	No. of shares	Amount	No. of shares	Amount	No. of shares	Amount	No. of shares	Amount	No. of shares	Amount	No. of shares	Amount
At the commencement of the periods / years	-	-	-	-	1,873,333	28.10	1,873,333	28.10	1,873,333	28.10	1,873,333	28.10
Less: Shares converted to equity shares	-	-	-	-	(1,873,333)	(28.10)	-	-	-	-	-	-
At the end of the periods / years	**-**	**-**	**-**	**-**	**-**	**-**	**1,873,333**	**28.10**	**1,873,333**	**28.10**	**1,873,333**	**28.10**

(iic) 0% Compulsorily convertible preference shares INR 100 each*

INR in Million (except per share data)

Particulars	As at 30 September 2015		As at 31 March 2015		As at 31 December 2013		As at 31 March 2013		As at 31 March 2012		As at 31 March 2011	
	No. of shares	Amount	No. of shares	Amount	No. of shares	Amount	No. of shares	Amount	No. of shares	Amount	No. of shares	Amount
At the commencement of the periods / years	-	-	-	-	100,000	10.00	100,000	10.00	100,000	10.00	-	-
Add: Shares issued during the periods / years	-	-	-	-	-	-	-	-	-	-	100,000	10.00
Less: Shares converted to equity shares	-	-	-	-	(100,000)	(10.00)	-	-	-	-	-	-
At the end of the periods / years	**-**	**-**	**-**	**-**	**-**	**-**	**100,000**	**10.00**	**100,000**	**10.00**	**100,000**	**10.00**

(iid) 0.001% Compulsorily convertible preference shares of INR 100 each**

INR in Million (except per share data)

Particulars	As at 30 September 2015		As at 31 March 2015		As at 31 December 2013		As at 31 March 2013		As at 31 March 2012		As at 31 March 2011	
	No. of shares	Amount	No. of shares	Amount	No. of shares	Amount	No. of shares	Amount	No. of shares	Amount	No. of shares	Amount
At the commencement of the periods / years	-	-	7,717,912	771.79	-	-	-	-	-	-	-	-
Add: Shares issued during the periods / years	-	-	-	-	7,717,912	771.79	-	-	-	-	-	-
Less: Shares converted to equity shares	-	-	(7,717,912)	(771.79)	-	-	-	-	-	-	-	-
At the end of the periods / years	**-**	**-**	**-**	**-**	**7,717,912**	**771.79**	**-**	**-**	**-**	**-**	**-**	**-**

Quess Corp Limited *(formerly known as IKYA HUMAN CAPITAL SOLUTIONS LIMITED)*

ANNEXURE - V

NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

1. SHARE CAPITAL (CONTINUED)

* Based on the Share Purchase Agreement, 3,529,672 number of CCPS shares under this class has been converted to 3,529,672 number of equity shares at INR 45.33 each (including a premium of Rs 35.33 per share) during the period ended 31 December 2013.

** Based on the Share Purchase Agreement, 1,873,333 number of CCPS shares under this class has been converted to 1,873,333 number of equity shares at INR 15 each (including a premium of Rs 5 per share) during the period ended 31 December 2013.

*** 100,000 number of CCPS shares under this class has been converted to 1,000,000 number of equity shares at face value of INR 10 each during the period ended 31 December 2013.

**** Based on the Share Subscription Agreement, 7,717,912 number of CCPS shares under this class has been converted to 6,776,957 number of equity shares at INR 141.66 each (including a premium of INR 131.66 per share) during the period ended 31 March 2015.

(b) The rights, preferences and restrictions attaching to each class of shares including restrictions on the distribution of dividends and the repayment of capital:

(i) Equity shares of INR 10 each:
The Company has a single class of equity shares. Accordingly, all equity shares rank equally with regard to dividends and share in the Company's residual assets. The equity shares are entitled to receive dividend as declared from time to time. The voting rights of an equity shareholder are on the basis of a poll (not on show of hands) and are in proportion to its share of the paid-up equity capital of the Company. On winding up of the Company, the holders of the equity shares will be entitled to receive the residual assets of the Company, after distribution of all preferential amounts in proportion to the number of equity shares held.

(iia) 0.005% Compulsorily convertible preference shares of INR 40 each
Compulsorily convertible preference shares ('CCPS') of par value INR 40 each were issued at a premium of INR 5.33 per share and shareholders shall have the right to convert the CCPS into equity shares of the Company, before or upon a liquidation event or 19 years from the first closing date / date of allotment, whichever is earlier. CCPS of this class was carrying a preferential right as to dividend over equity shareholders. Where dividend on this CCPS was not declared for a financial year, the entitlement thereto was carried forward. This CCPS was entitled to one vote per share at meetings of the Company on any resolutions of the Company directly affecting their rights and holders of CCPS shall be entitled to an annual per share dividend equal to 0.005% in the years of profit. No dividend is entitled to preference shareholders in the year of losses. Further, the holders of this CCPS also had a liquidation preference, whereby they will be entitled to receive in preference to holders of CCPS of INR 100 each issued to Net Resources Investments Private Limited and the equity shareholders, an amount equal to 100% of the subscription price plus any accrued and unpaid dividends or such percentage.
As per the Share Purchase Agreement, CCPS shall be converted at a price which is lower of INR 45.33 per equity share and such internal rate of return per equity share that would provide a 20% IRR on the consideration paid by the investor.CCPS of this class has been converted to same number of equity shares during the period ended 31 December 2013.

(iib) 0.005% Compulsorily convertible preference shares of INR 15 each
CCPS of par value INR 15 each were issued at par and shareholders shall have the right to convert the CCPS into equity shares of the Company, before or upon a liquidation event or 19 years from the first closing date / date of allotment, whichever is earlier. CCPS of this class was carrying a preferential right as to dividend over equity shareholders. Where dividend on this CCPS was not declared for a financial year, the entitlement thereto was carried forward. The holders of CCPS shall be entitled to an annual per share dividend equal to 0.005% in the years of profit. No dividend is entitled to preference shareholders in the year of losses. This CCPS was entitled to one vote per share at meetings of the Company on any resolutions of the Company directly affecting their rights. Further, the holders of this CCPS also had a liquidation preference, whereby they will be entitled to receive in preference to holders of CCPS of INR 100 each issued to Net Resources Investments Private Limited and the equity shareholders, an amount equal to 100% of the subscription price plus any accrued and unpaid dividends or such percentage.
As per the Share Purchase Agreement, CCPS shall be converted at a price which is lower of INR 15 per equity share and such internal rate of return per equity share that would provide a 20% IRR on the consideration paid by the investor. CCPS of this class has been converted to same number of equity shares during the period 31 December 2013.

(iic) 0% Compulsorily convertible preference shares INR 100 each
CCPS of par value INR 100 each were issued at par and the shareholders shall have the right to convert the CCPS into specified number of equity shares on achievement of incentive target specified for 3 years in the share subscription agreement with Net Resources Investments Private Limited. The holders of CCPS shall be entitled to an annual per share dividend equal to 0% in the years of profit. No dividend is entitled to preference shareholders in the year of losses. CCPS of this class was carrying a preferential right as to dividend over equity shareholders. Where dividend on this CCPS was not declared for a financial year, the entitlement thereto was carried forward. This CCPS were entitled to one vote per share at meetings of the Company on any resolutions of the Company directly affecting their rights. Further, the holders of these CCPS had a liquidation preference, whereby they will be entitled to receive in preference to the equity shareholders, an amount equal to 100% of the subscription price plus any accrued and unpaid dividends or such percentage but subordinate to the CCPS of INR 40 and INR 15 each issued to Park Equity Holdings Limited with regard to payment of dividends and at the time of winding up. CCPS of this class has been converted to 1,000,000 number of equity shares during the period ended 31 December 2013.

(iid) 0.001% Compulsorily convertible preference shares of INR 100 each
CCPS of par value INR 100 each were issued at a premium of INR 24.39 and to Thomas Cook (India) Limited vide Share Subscription Agreement dated 5 February 2013. CCPS of this class carry a preferential right as to dividend over equity shareholders. Where dividend on this CCPS is not declared for a financial year, the entitlement thereto is carried forward. This CCPS are entitled to one vote per share at meetings of the Company on any resolutions of the Company directly affecting their rights. The holders of CCPS shall be entitled to an annual per share dividend equal to 0.001% in the years of profit. No dividend is entitled to preference shareholders in the year of losses. Further, the holders of these CCPS have a liquidation preference, whereby they will be entitled to receive in preference to the equity shareholders, an amount equal to 100% of the subscription price plus any accrued and unpaid dividends. As per clause 4(a) of the Schedule 4 of the agreement, the shareholders may, at any time issue a notice to the Company for conversion of CCPS into equity shares and the Company shall be under an obligation to convert such CCPS into equity shares at a price provided in this clause.
As per the Share Subscription Agreement, the terms of conversion shall be equity shares of INR 142.00 each, if the Company achieves specified targets, else INR 124.00 each as specified in the agreement.

Quess Corp Limited *(formerly known as IKYA HUMAN CAPITAL SOLUTIONS LIMITED)*

ANNEXURE - V

NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

1. SHARE CAPITAL (CONTINUED)

(c) Equity and preference shareholders holding more than 5% of equity and preference shares along with the number of equity and preference shares held at the beginning and at the end of the periods / years is as given below:

(INR in Million, unless otherwise stated)

Particulars	As at 30 September 2015		As at 31 March 2015		As at 31 December 2013		As at 31 March 2013		As at 31 March 2012		As at 31 March 2011	
	% of holding	No. of shares	% of holding	No. of shares	% of holding	No. of shares	% of holding	No. of shares	% of holding	No. of shares	% of holding	No. of shares
(i) Equity shares of INR 10 each:												
Thomas Cook (India) Limited	76.46%	19,705,874	76.46%	19,705,874	68.06%	12,928,917	-	-	-	-	-	-
Ajit Isaac	18.03%	4,646,490	18.03%	4,646,490	24.26%	4,607,965	39.50%	4,763,750	39.50%	4,763,750	39.50%	4,763,750
Net Resources Investments Private Limited	5.02%	1,294,100	5.02%	1,294,100	6.81%	1,294,100	2.44%	294,100	2.44%	294,100	2.44%	294,100
Park Equity Holdings Limited	-	-	-	-	-	-	51.86%	6,254,258	51.86%	6,254,258	51.86%	6,254,258
(ii) Preference shares												
(iia) 0.005% Compulsorily convertible preference shares of INR 40 each												
Park Equity Holdings Limited	-	-	-	-	-	-	100.00%	3,529,672	100.00%	3,529,672	100.00%	3,529,672
(iib) 0.005% Compulsorily convertible preference shares of INR 15 each												
Park Equity Holdings Limited	-	-	-	-	-	-	100.00%	1,873,333	100.00%	1,873,333	100.00%	1,873,333
(iic) 0% Compulsorily convertible preference shares INR 100 each												
Net Resources Investments Private Limited	-	-	-	-	-	-	100.00%	100,000	100.00%	100,000	100.00%	100,000
(iid) 0.001% Compulsorily convertible preference shares of INR 100 each												
Thomas Cook (India) Limited	-	-	-	-	100.00%	7,717,912	-	-	-	-	-	-

*On 14 May 2013, Thomas Cook (India) Limited purchased shares of the Company held by Park Equity Holdings Limited (holding company till 13 May 2013) and has become the holding company.

(d) Shares held by holding company

(INR in Million, unless otherwise stated)

Particulars	As at 30 September 2015		As at 31 March 2015		As at 31 December 2013		As at 31 March 2013		As at 31 March 2012		As at 31 March 2011	
	No. of shares	Amount	No. of shares	Amount	No. of shares	Amount	No. of shares	Amount	No. of shares	Amount	No. of shares	Amount
(i) Equity shares												
Thomas Cook (India) Limited	19,705,874	197.06	19,705,874	197.06	12,928,917	129.29	-	-	-	-	-	-
Park Equity Holdings Limited	-	-	-	-	-	-	6,254,258	62.54	6,254,258	62.54	6,254,258	62.54
(ii) Preference shares												
CCPS of par value INR 100 each												
Thomas Cook (India) Limited	-	-	-	-	7,717,912	771.79	-	-	-	-	-	-
CCPS of par value INR 40 each												
Park Equity Holdings Limited	-	-	-	-	-	-	3,529,672	141.19	3,529,672	141.19	3,529,672	141.19
CCPS of par value INR 15 each												
Park Equity Holdings Limited	-	-	-	-	-	-	1,873,333	28.10	1,873,333	28.10	1,873,333	28.10

(e) The Company has not allotted any bonus shares nor has bought back any class of equity shares during the period of five years immediately preceding the balance sheet date i.e. 30 September 2015 nor has issued shares for consideration other than cash.

Notes:

1. The figures disclosed above are based on the Restated Consolidated Summary Statement of assets and liabilities of the Company.

2. The above statement should necessarily be read with the basis of preparation and significant accounting policies appearing in Annexure IV, Notes to the Restated Consolidated Financial Information appearing in Annexure V to Annexure XI.

Quess Corp Limited *(formerly known as IKYA HUMAN CAPITAL SOLUTIONS LIMITED)*

ANNEXURE - V

NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

2. RESERVES AND SURPLUS

(INR in Million, unless otherwise stated)

Particulars	As at					
	30 September 2015	31 March 2015	31 December 2013	31 March 2013	31 March 2012	31 March 2011
A. Securities premium account						
At the commencement of the periods / years	1,258.34	554.32	239.44	239.44	239.44	25.29
Add: Premium received on issue of preference shares	-	-	188.21	-	-	-
Add: Premium received on issue of equity shares	-	-	-	-	-	214.15
Add: Premium on employee stock options	-	-	11.41	-	-	-
Add: Premium on conversion of preference shares to equity shares	-	704.02	115.26	-	-	-
At the end of the periods / years	**1,258.34**	**1,258.34**	**554.32**	**239.44**	**239.44**	**239.44**
B. Share options outstanding account						
At the commencement of the periods / years	56.13	56.13	46.28	7.22	1.06	-
Add: Employee compensation expense for the periods / years (Refer note 19 of Annexure V)	-	-	21.26	39.06	6.16	1.06
Less: Transferred to securities premium account on exercise of employee stock options	-	-	(11.41)	-	-	-
At the end of the periods / years	**56.13**	**56.13**	**56.13**	**46.28**	**7.22**	**1.06**
C. Foreign currency translation reserve	**0.67**	**1.39**	**(0.32)**	**-**	**-**	**-**
D. Surplus / (Deficit) balance in the statement of profit and loss as restated						
At the commencement of the periods / years	951.31	274.26	96.83	(15.53)	(75.58)	(92.94)
Add: Restated profit for the periods / years	348.19	677.05	177.43	112.36	60.05	17.36
Net surplus/ (deficit) in the statement of profit and loss as restated	**1,299.50**	**951.31**	**274.26**	**96.83**	**(15.53)**	**(75.58)**
Total reserves and surplus (A+B+C+D)	**2,614.64**	**2,267.17**	**884.39**	**382.55**	**231.13**	**164.92**

Notes:

1. The figures disclosed above are based on the Restated Consolidated Summary Statement of assets and liabilities of the Company.

2. The above statement should necessarily be read with the basis of preparation and significant accounting policies appearing in Annexure IV, Notes to the Restated Consolidated Financial Information appearing in Annexure V to Annexure XI.

Quess Corp Limited ***(formerly known as IKYA HUMAN CAPITAL SOLUTIONS LIMITED)***

ANNEXURE - V

NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

3. OTHER LONG TERM LIABILITIES

(INR in Million, unless otherwise stated)

Particulars	As at					
	30 September 2015	31 March 2015	31 December 2013	31 March 2013	31 March 2012	31 March 2011
Payable to the erstwhile minority shareholders (Refer note below)	-	6.67	13.33	-	-	-
Others	-	-	9.80	3.60	-	-
Total other long term liabilities	**-**	**6.67**	**23.13**	**3.60**	**-**	**-**

Notes:

The Company acquired the remaining shares from all the minority shareholders of Magna Infotech Limited and Avon Facility Management Services Limited (the subsidiaries) on 13 May 2013 and 14 May 2013 respectively. During the period ended 31 December 2013, based on the terms and conditions of the 'Share Purchase Agreement' (SPA), an unconditional bonus of INR 29.20 million and INR 105.00 million is payable to the employees of Avon Facility Management Services Limited and Magna Infotech Limited respectively and INR 16.00 million is payable to one of the minority shareholders of Magna Infotech Limited as part of the purchase consideration. As per the SPA, the bonus will be paid by the Company through the subsidiaries. Out of the above mentioned amounts, an amount of INR 13.33 million is payable to the employees of Avon Facility Management Services Limited after twelve months from reporting date. Accordingly, as on 31 December 2013, the Company has recorded INR 13.33 million as 'Amount payable to related parties' under 'Non-current liabilities', remaining INR 136.87 million as 'Amount payable to related parties' under 'Other current liabilities' and accordingly total of INR 150.20 million as 'Non-current investments'.

During the period ended 30 September 2015 and 31 March 2015, the Company made payment of the purchase consideration as per the terms of SPA and disclosed outstanding balances under Noncurrent liabilities of INR 6.67 million and INR Nil and under Other current liabilities of INR 6.67 million and INR 6.67 million respectively.

1. The figures disclosed above are based on the Restated Consolidated Summary Statement of assets and liabilities of the Company.

2. The above statement should necessarily be read with the basis of preparation and significant accounting policies appearing in Annexure IV, Notes to the Restated Consolidated Financial Information appearing in Annexure V to Annexure XI.

Quess Corp Limited ***(formerly known as IKYA HUMAN CAPITAL SOLUTIONS LIMITED)***

ANNEXURE - V

NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

4. LONG-TERM PROVISIONS

(INR in Million, unless otherwise stated)

Particulars	As at					
	30 September 2015	31 March 2015	31 December 2013	31 March 2013	31 March 2012	31 March 2011
Provision for employee benefits						
Provision for gratuity [refer note 24 of Annexure V]	75.10	61.40	10.64	11.05	3.70	2.73
Others						
Provision for disputed claims [refer note 26.B of Annexure V]	75.84	22.63	-	-	-	-
Rent equalisation reserve	3.57	1.09	1.84	2.20	2.56	1.12
Total long-term provisions	**154.51**	**85.12**	**12.48**	**13.25**	**6.26**	**3.85**

Notes:

1. The figures disclosed above are based on the Restated Consolidated Summary Statement of assets and liabilities of the Company.

2. The above statement should necessarily be read with the basis of preparation and significant accounting policies appearing in Annexure IV, Notes to the Restated Consolidated Financial Information appearing in Annexure V to Annexure XI.

Quess Corp Limited *(formerly known as IKYA HUMAN CAPITAL SOLUTIONS LIMITED)*

ANNEXURE - V

NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

5. TRADE PAYABLES

(INR in Million, unless otherwise stated)

Particulars	As at					
	30 September 2015	31 March 2015	31 December 2013	31 March 2013	31 March 2012	31 March 2011
Dues to other creditors (Refer note 23(c) of Annexure V)	263.93	413.53	47.83	57.11	42.96	44.04
Dues to micro and small enterprises [Refer note 26.C of Annexure V]	0.07	-	-	-	-	-
Total trade payables	**264.00**	**413.53**	**47.83**	**57.11**	**42.96**	**44.04**

Notes:

1. The figures disclosed above are based on the Restated Consolidated Summary Statement of assets and liabilities of the Company.

2. The above statement should necessarily be read with the basis of preparation and significant accounting policies appearing in Annexure IV, Notes to the Restated Consolidated Financial Information appearing in Annexure V to Annexure XI.

Quess Corp Limited *(formerly known as IKYA HUMAN CAPITAL SOLUTIONS LIMITED)*

ANNEXURE - V

NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

6. OTHER CURRENT LIABILITIES

(INR in Million, unless otherwise stated)

Particulars	As at					
	30 September 2015	31 March 2015	31 December 2013	31 March 2013	31 March 2012	31 March 2011
Current maturities of long term borrowings [refer note (a)]	30.00	30.00	-	-	-	-
Current maturities of finance lease obligations [refer note (b)]	0.88	1.47	1.31	-	0.15	0.63
Interest accrued and not due	8.29	1.58	0.45	1.74	-	-
Other payables						
Income received in advance	158.05	305.14	33.02	-	27.39	-
Advance received from customers [Refer note 23(c) of Annexure V]	177.04	117.98	2.82	-	-	-
Book overdraft	29.45	60.85	182.61	22.75	49.78	23.72
Payable to the erstwhile minority shareholder (includes payable to related party) [Refer note 23(c) of Annexure V]	6.66	6.67	74.27	-	-	76.80
Capital creditors	-	3.75	-	9.80	0.40	23.69
Accrued salaries and benefits	1,320.52	955.52	737.79	769.29	434.83	295.85
Accrued expenses	127.31	71.59	23.52	26.54	18.22	2.64
Rent equalisation reserve	1.17	0.89	1.14	0.84	-	-
Statutory liabilities	799.61	336.55	319.34	647.89	744.61	474.88
Others liabilities	13.40	7.95	13.91	8.21	3.44	3.05
Amount payable to related party [Refer note (c)]	29.59	34.66	-	-	-	-
Total other current liabilities	**2,701.97**	**1,934.60**	**1,390.18**	**1,487.06**	**1,278.82**	**901.26**

Payable to the erstwhile minority shareholders:

Period ended 31 March 2011: In November 2010, the Company entered into a share purchase agreement with Magna Infotech Private Limited ("Magna") to acquire 51% of the paid up equity share capital of Magna. As per the agreement, the Company has acquired 2,668,932 equity shares of par value of INR 10 each at premium of INR 110 per share from the promoters and other shareholders of Magna. As of 31 March 2011, the Company has paid INR 243.60 million and balance consideration of INR 76.80 million is payable to the promoters and other shareholders within next twelve months. Accordingly, the Company has recorded INR 76.80 million as 'Payable to the erstwhile minority shareholders' under 'Other current liabilities'.

Notes:

(a) This includes term loan from National Skill Development Centre ('NSDC') of INR 30 million (31 March 2015 : INR 30 million) which is secured against hypothecation of project assets. The loan is taken at 6% p.a. simple interest. The principal amount was repayable in equal quarterly installments over a period of 10 years beginning January 2016. As the specific project for which the loan was sanctioned could not be implemented and the entire loan became due for repayment, this has been clasified as other current liabilities.

(b) The finance lease is taken from HDFC Bank which carries interest rate of 9.03% p.a. It is repayable in 36 equal monthly instalments of INR 0.13 million (including interest) commencing from 5 May 2013. The finance lease is secured by way of hypothecation of vehicles purchased using the loan facility.

(c) Amount payable to related parties represents INR 29.59 million (CAD 0.6 million) [31 March 2015 : INR 34.66 million (CAD 0.7 million)] payable to Fairfax Financial Holdings Limited. The balance payable represents funds received to support the operations of Brainhunter Systems Limited, a subsidiary of Quess Corp Limited. [Refer note 23(c) of Annexure V].

1. The figures disclosed above are based on the Restated Consolidated Summary Statement of assets and liabilities of the Company.

2. The above statement should necessarily be read with the basis of preparation and significant accounting policies appearing in Annexure IV, Notes to the Restated Consolidated Financial Information appearing in Annexure V to Annexure XI.

Quess Corp Limited ***(formerly known as IKYA HUMAN CAPITAL SOLUTIONS LIMITED)***

ANNEXURE - V

NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

7. SHORT-TERM PROVISIONS

(INR in Million, unless otherwise stated)

Particulars	As at					
	30 September 2015	31 March 2015	31 December 2013	31 March 2013	31 March 2012	31 March 2011
Provision for employee benefits						
Gratuity [refer note 24 of Annexure V]	5.27	0.88	1.09	0.80	3.62	2.51
Compensated absences	45.96	48.09	13.19	10.72	7.86	6.24
Others						
Provision for service tax	-	-	5.00	6.00	-	-
Provision for warranty [refer note 26.B of Annexure V]	10.01	12.00	-	-	-	-
Provision for tax (net of advance tax)	-	-	2.82	4.92	1.41	-
Provision for loss on onerous contracts [refer note 26.B of Annexure V]	-	1.08	-	-	-	-
Total short-term provisions	**61.24**	**62.05**	**22.10**	**22.44**	**12.89**	**8.75**

Notes:

1. The figures disclosed above are based on the Restated Consolidated Summary Statement of assets and liabilities of the Company.

2. The above statement should necessarily be read with the basis of preparation and significant accounting policies appearing in Annexure IV, Notes to the Restated Consolidated Financial Information appearing in Annexure V to Annexure XI.

Quess Corp Limited ***(formerly known as IKYA HUMAN CAPITAL SOLUTIONS LIMITED)***

ANNEXURE - V

NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

8a. GOODWILL ON CONSOLIDATION

Goodwill on consolidation represents the excess of purchase consideration over net asset value of acquired subsidiaries on the date of such acquisition. Such goodwill is tested for impairment annually or more frequently, if there are indications for impairment. The movement in goodwill is summarised as under:

(INR in Million, unless otherwise stated)

Particulars	For the period ended			For the year ended		
	30 September 2015	31 March 2015	31 December 2013	31 March 2013	31 March 2012	31 March 2011
At the commencement of the periods / years	**1,104.22**	**729.48**	**249.78**	**249.78**	**249.78**	**7.14**
Goodwill on acquisition of Hofincons Infotech & Industrial Services Private Limited	-	101.05	-	-	-	-
Goodwill/(Capital Reserve) on acquisition of Brainhunter Systems Limited (net of adjustment against FCTR)	-	273.69	-	-	-	-
FCTR adjustment of goodwill on acquisition of Brainhunter Systems Limited	(1.16)	-	-	-	-	-
Goodwill on acquisition of Avon Facility Management Services Limited	-	-	65.30	-	-	-
Goodwill on acquisition of Magna Infotech Private Limited	-	-	414.40	-	-	242.64
Capital Reserve on acquisition of Aravon Services Private Limited	(29.06)					
At the end of the periods / years	**1,074.00**	**1,104.22**	**729.48**	**249.78**	**249.78**	**249.78**

Notes:

During the period ended 31 March 2015 the Honorable High Court of Karnataka approved the Scheme of Amalgamation ('the Scheme') between the Company and Avon Facility Management Services Limited, Magna Infotech Limited and Hofincons Infotech & Industrial Services Private Limited ('collectively referred as Transferor Companies') under Sections 391 to 394 of the Companies Act, 1956. The appointed date of the Scheme is 1 January 2014 for Magna Infotech Limited and Avon Facility Management Services Limited and 1 July 2014 for Hofincons Infotech & Industrial Services Private Limited.

As per the Scheme, the assets and liabilities of the Transferor Companies shall be incorporated in the books of the Company at their values and shall also include intangible assets (including brand, business and commercial rights etc), which were not recognised previously in the books of the Transferor Companies. The Company assessed the fair values of all the assets and liabilities and further identified Brand. The Company based on external valuation assessed the value of the Brand for the three transferor companies at INR 968.20 million and has recognised the Brand in the standalone financial statements for the period ended 31 March 2015. The Company has amortised an amount of INR 32.12 million and INR 73.59 million towards brand during the period from 1 April 2015 to 30 Septmeber 2015 and from 1 January 2014 to 31 March 2015 respectively in the standalone financial statements. While giving effect to the Scheme in the standalone financial statements, the Company recognised a Capital Reserve of INR 380.47 million. The Company has taken the view that the amalgamation within the group (between the Company and its subsidiaries) does not have any economic substance and therefore amalgamation has to be ignored while preparing the consolidated financial statements. Thereby the opening balance of goodwill arising on consolidation/acquisition of Transferor Companies shall continue to be disclosed at their original amounts. The Brand which was recognised in the standalone financial statements of the Company, the amortisation of the Brand and the capital reserve created on amalgamation have been reversed.

1. The figures disclosed above are based on the Restated Consolidated Summary Statement of profit and loss of the Company.

2. The above statement should necessarily be read with the basis of preparation and significant accounting policies appearing in Annexure IV, Notes to the Restated Consolidated Financial Information appearing in Annexure V to Annexure XI.

Quess Corp Limited *(formerly known as IKYA HUMAN CAPITAL SOLUTIONS LIMITED)*

ANNEXURE - V

NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

8b. FIXED ASSETS - TANGIBLE ASSETS & INTANGIBLE ASSETS

(INR in Million, unless otherwise stated)

	Tangible Assets								Intangible Assets			
Particulars	**Leasehold improvements**	**Furniture and fixtures**	**Vehicles - Owned**	**Vehicles - Finance lease**	**Office equipment**	**Plant and machinery**	**Computer equipment**	**Total (A)**	**Goodwill**	**Computer software**	**Total (B)**	**Grand Total (A+B)**
Gross block												
Cost or Valuation												
As at April 1, 2010	**4.26**	**1.04**	**0.38**	**-**	**2.41**	**11.95**	**8.06**	**28.10**	**6.82**	**5.59**	**12.41**	**40.51**
Additions on acquisition	13.69	19.76	5.00	-	11.95	-	26.04	76.44	-	7.70	7.70	84.14
Additions during the year	21.14	6.42	1.07	-	1.55	9.21	2.44	41.83	0.56	0.91	1.47	43.30
Disposals during the year	-	0.03	3.37	-	0.16	-	1.75	5.31	-	-	-	5.31
As at March 31, 2011	**39.09**	**27.19**	**3.08**	**-**	**15.75**	**21.16**	**34.79**	**141.06**	**7.38**	**14.20**	**21.58**	**162.64**
Additions during the year	9.10	0.29	-	-	1.58	10.17	7.35	28.49	-	2.46	2.46	30.95
Disposals during the year	1.65	0.01	0.75	-	0.11	-	0.12	2.64	-	-	-	2.64
As at March 31, 2012	**46.54**	**27.47**	**2.33**	**-**	**17.22**	**31.33**	**42.02**	**166.91**	**7.38**	**16.66**	**24.04**	**190.95**
Additions during the year	9.75	0.96	2.25	-	1.11	12.00	7.41	33.48	15.19	6.13	21.32	54.80
Disposals during the year	-	-	1.94	-	-	-	0.04	1.98	-	-	-	1.98
As at March 31, 2013	**56.29**	**28.43**	**2.64**	**-**	**18.33**	**43.33**	**49.39**	**198.41**	**22.57**	**22.79**	**45.36**	**243.77**
Additions during the period	4.09	1.45	0.21	5.58	2.46	21.67	5.92	41.38	28.72	6.33	35.05	76.43
Disposals during the period	-	-	-	-	0.02	1.46	-	1.48	-	-	-	1.48
As at December 31, 2013	**60.38**	**29.88**	**2.85**	**5.58**	**20.77**	**63.54**	**55.31**	**238.31**	**51.29**	**29.12**	**80.41**	**318.72**
Additions on Aquisition	21.01	25.02	0.41	-	-	12.08	62.38	120.90	15.27	6.09	21.36	142.26
Transfer from Capital work in progress	3.25	-	-	-	-	0.35	-	3.60	-	0.76	0.76	4.36
Additions during the period	4.03	21.81	-	-	41.17	16.82	34.95	118.78	-	30.73	30.73	149.51
Disposals during the period	7.84	0.90	-	-	-	1.36	1.04	11.14	-	-	-	11.14
As at March 31, 2015	**80.83**	**75.81**	**3.26**	**5.58**	**61.94**	**91.43**	**151.60**	**470.45**	**66.56**	**66.70**	**133.26**	**603.71**
Additions on Aquisition	13.86	3.12	2.32	-	3.64	24.88	6.42	54.24	-	2.36	2.36	56.60
Additions during the period	5.50	8.24	-	-	12.32	6.76	26.94	59.76	-	16.34	16.34	76.10
Disposals during the period	13.86	2.72	1.93	-	1.72	3.00	-	23.23	-	-	-	23.23
Exchange differences*	(1.23)	(2.12)	-	-	-	-	(5.05)	(8.40)	-	-	-	(8.40)
As at September 30, 2015	**85.10**	**82.33**	**3.65**	**5.58**	**76.18**	**120.07**	**179.91**	**552.82**	**66.56**	**85.40**	**151.96**	**704.78**
Accumulated Depreciation												
As at April 1, 2010	**2.91**	**0.49**	**0.16**	**-**	**1.05**	**4.79**	**5.55**	**14.95**	**4.54**	**2.69**	**7.23**	**22.18**
Additions on acquisition	0.91	15.55	3.97	-	6.76	-	14.25	41.44	-	5.21	5.21	46.65
Charge for the year	2.15	1.01	0.41	-	1.07	5.94	3.36	13.94	2.27	2.24	4.51	18.45
Disposals during the year	-	0.03	3.30	-	0.09	-	1.75	5.17	-	-	-	5.17
As at March 31, 2011	**5.97**	**17.02**	**1.24**	**-**	**8.79**	**10.73**	**21.41**	**65.16**	**6.81**	**10.14**	**16.95**	**82.11**
Charge for the year	10.70	3.82	0.86	-	3.49	7.74	6.17	32.78	0.19	3.89	4.08	36.86
Disposals during the year	1.55	0.01	0.28	-	0.11	-	0.12	2.07	-	-	-	2.07
As at March 31, 2012	**15.12**	**20.83**	**1.82**	**-**	**12.17**	**18.47**	**27.46**	**95.87**	**7.00**	**14.03**	**21.03**	**116.90**
Charge for the year	13.03	3.17	0.74	-	2.49	9.51	9.84	38.78	2.68	2.47	5.15	43.93
Disposals during the year	-	-	1.67	-	-	-	0.01	1.68	-	-	-	1.68
As at March 31, 2013	**28.15**	**24.00**	**0.89**	**-**	**14.66**	**27.98**	**37.29**	**132.97**	**9.68**	**16.50**	**26.18**	**159.15**
Charge for the period	10.63	1.81	0.56	1.25	1.56	9.06	5.48	30.35	8.75	3.26	12.01	42.36
Disposals during the period	-	-	-	-	0.02	0.85	-	0.87	-	-	-	0.87
As at December 31, 2013	**38.78**	**25.81**	**1.45**	**1.25**	**16.20**	**36.19**	**42.77**	**162.45**	**18.43**	**19.76**	**38.19**	**200.64**
Additions on Amalgamation	17.35	21.62	0.36	-	-	6.28	56.00	101.61	15.27	6.09	21.36	122.97
Charge for the period	19.30	5.90	0.89	3.04	4.89	20.53	16.09	70.64	18.28	12.49	30.77	101.41
Disposals during the period	7.84	0.90	-	-	-	1.34	0.05	10.13	-	-	-	10.13
As at March 31, 2015	**67.59**	**52.43**	**2.70**	**4.29**	**21.09**	**61.66**	**114.81**	**324.57**	**51.98**	**38.34**	**90.32**	**414.89**
Additions on Amalgamation	13.02	2.72	0.84	-	2.33	11.50	3.61	34.02	-	0.42	0.42	34.44
Charge for the period	6.81	3.12	1.00	0.21	8.71	13.46	12.69	46.00	6.34	8.70	15.04	61.04
Disposals during the period	13.86	2.72	1.24	-	1.72	2.08	-	21.62	-	-	-	21.62
Exchange differences*	(0.95)	(1.95)	-	-	-	-	(4.52)	(7.42)	-	-	-	(7.42)
As at September 30, 2015	**72.61**	**53.60**	**3.30**	**4.50**	**30.41**	**84.54**	**126.59**	**375.55**	**58.32**	**47.46**	**105.78**	**481.33**
Net Block :												
As at March 31, 2011	**33.12**	**10.17**	**1.84**	**-**	**6.96**	**10.43**	**13.38**	**75.90**	**0.57**	**4.06**	**4.63**	**80.53**
As at March 31, 2012	**31.42**	**6.64**	**0.51**	**-**	**5.05**	**12.86**	**14.56**	**71.04**	**0.38**	**2.63**	**3.01**	**74.05**
As at March 31, 2013	**28.14**	**4.43**	**1.75**	**-**	**3.67**	**15.35**	**12.10**	**65.44**	**12.89**	**6.29**	**19.18**	**84.62**
As at December 31, 2013	**21.60**	**4.07**	**1.40**	**4.33**	**4.57**	**27.35**	**12.54**	**75.86**	**32.86**	**9.36**	**42.22**	**118.08**
As at March 31, 2015	**13.24**	**23.38**	**0.56**	**1.29**	**40.85**	**29.77**	**36.79**	**145.88**	**14.58**	**28.36**	**42.94**	**188.82**
As at September 30, 2015	**12.49**	**28.73**	**0.35**	**1.08**	**45.77**	**35.53**	**53.32**	**177.27**	**8.24**	**37.94**	**46.18**	**223.45**

* Represents translation of tangible assets of non integral operations into Indian Rupees.

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NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

8c. CAPITAL WORK IN PROGRESS AND INTANGIBLE ASSETS UNDER DEVELOPMENT

(INR in Million, unless otherwise stated)

	Tangible Assets								Intangible Assets			
Particulars	**Leasehold improvements**	**Furniture and fixtures**	**Vehicles - Owned**	**Vehicles - Finance lease**	Office equipment	**Plant and machinery**	**Computer equipment**	**Total (A)**	**Goodwill**	**Computer software**	**Total (B)**	**Grand Total (A+B)**
As at April 1, 2010	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
Additions during the year	-	-	-	-	-	-	-	-	-	-	-	-
Capitalised during the year	-	-	-	-	-	-	-	-	-	-	-	-
As at March 31, 2011	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
Additions during the year	-	-	-	-	-	-	-	-	-	-	-	-
Capitalised during the year	-	-	-	-	-	-	-	-	-	-	-	-
As at March 31, 2012	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
Additions during the year	-	-	-	-	-	-	-	-	-	-	-	-
Capitalised during the year	-	-	-	-	-	-	-	-	-	-	-	-
As at March 31, 2013	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
Additions during the period	3.25	-	-	-	-	0.35	-	3.60	-	0.76	0.76	4.36
Capitalised during the period	-	-	-	-	-	-	-	-	-	-	-	-
As at December 31, 2013	**3.25**	**-**	**-**	**-**	**-**	**0.35**	**-**	**3.60**	**-**	**0.76**	**0.76**	**4.36**
Additions during the period	-	-	-	-	-	-	-	-	-	-	-	-
Capitalised during the period	3.25	-	-	-	-	0.35	-	3.60	-	0.76	0.76	4.36
As at March 31, 2015	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
Additions during the period	-	-	-	-	-	-	-	-	-	0.51	0.51	0.51
Capitalised during the period	-	-	-	-	-	-	-	-	-	-	-	-
As at September 30, 2015	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**0.51**	**0.51**	**0.51**

Notes:

1. The figures disclosed above are based on the Restated Consolidated Summary Statement of assets and liabilities of the Company.

2. The above statement should necessarily be read with the basis of preparation and significant accounting policies appearing in Annexure IV, Notes to the Restated Consolidated Financial Information appearing in Annexure V to Annexure XI.

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NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

9. DEFERRED TAX ASSETS, NET

(INR in Million, unless otherwise stated)

Particulars	As at					
	30 September 2015	31 March 2015*	31 December 2013	31 March 2013	31 March 2012	31 March 2011
Deferred tax liability						
Fixed assets	(69.93)	(49.68)	-	-	-	-
Deferred tax assets						
Gratuity and compensated absences	38.31	37.49	7.85	7.51	4.92	3.76
Fixed assets	-	-	19.94	15.17	9.81	5.51
Provision for doubtful debts	31.35	23.90	5.38	1.34	2.14	1.93
Provision for disputed claims	7.83	7.69	-	-	-	-
Provision for rent escalation	1.55	0.67	1.01	1.03	-	-
Preliminary expenses under Section 35D of the Income-tax Act,1961	-	-	-	-	0.05	0.05
Expenditure covered by Section 43B of the Income-tax Act,1961	27.83	10.84	1.71	26.52	57.38	55.42
Others	2.42	3.98	14.55	14.55	1.22	5.27
Deferred tax assets, net	**39.36**	**34.89**	**50.44**	**66.12**	**75.52**	**71.94**

*As a part of acquisition of Hofincons, the Company acquired Deferred tax assets amounting to INR 57.37 million [Refer note 25 (D) of Annexure V]

Notes:

1. The figures disclosed above are based on the Restated Consolidated Summary Statement of assets and liabilities of the Company.

2. The above statement should necessarily be read with the basis of preparation and significant accounting policies appearing in Annexure IV, Notes to the Restated Consolidated Financial Information appearing in Annexure V to Annexure XI.

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NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

10. OTHER NON-CURRENT ASSETS

(INR in Million, unless otherwise stated)

Particulars	As at					
	30 September 2015	31 March 2015	31 December 2013	31 March 2013	31 March 2012	31 March 2011
Bank deposits (due to mature after 12 months from the reporting date)	6.56	4.33	0.45	7.52	0.88	-
Total other non-current assets	**6.56**	**4.33**	**0.45**	**7.52**	**0.88**	**-**

Notes:

1. The figures disclosed above are based on the Restated Consolidated Summary Statement of assets and liabilities of the Company.

2. The above statement should necessarily be read with the basis of preparation and significant accounting policies appearing in Annexure IV, Notes to the Restated Consolidated Financial Information appearing in Annexure V to Annexure XI.

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NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

11. INVENTORIES

(At lower of cost or net realisable value) *(INR in Million, unless otherwise stated)*

Particulars	As at					
	30 September 2015	31 March 2015	31 December 2013	31 March 2013	31 March 2012	31 March 2011
Consumables and other supplies	10.75	4.39	4.43	3.79	1.30	0.49
Total inventories	**10.75**	**4.39**	**4.43**	**3.79**	**1.30**	**0.49**

Notes:

1. The figures disclosed above are based on the Restated Consolidated Summary Statement of assets and liabilities of the Company.

2. The above statement should necessarily be read with the basis of preparation and significant accounting policies appearing in Annexure IV, Notes to the Restated Consolidated Financial Information appearing in Annexure V to Annexure XI.

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NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

12. CASH AND BANK BALANCES

(INR in Million, unless otherwise stated)

Particulars	As at					
	30 September 2015	31 March 2015	31 December 2013	31 March 2013	31 March 2012	31 March 2011
Cash and cash equivalents						
Cash on hand	4.86	1.20	3.10	1.77	2.14	0.40
Balances with banks						
In current accounts	758.03	742.22	239.30	116.12	170.81	101.28
In EEFC accounts		-	10.61	-	-	-
In deposit accounts	0.87	-	-	3.39	2.51	0.68
	763.76	743.42	253.01	121.28	175.46	102.36
Other bank balances						
In deposit accounts (due to mature within 12 months of reporting date)*	67.64	74.83	37.83	112.40	115.10	115.23
Total cash and bank balances	**831.40**	**818.25**	**290.84**	**233.68**	**290.56**	**217.59**

Notes:

Details of bank deposits:

Particulars	As at					
	30 September 2015	31 March 2015	31 December 2013	31 March 2013	31 March 2012	31 March 2011
Bank balances available on demand/deposits with original maturity of 3 months or less included under 'Cash and cash equivalents'	0.87	-	-	3.39	2.51	0.68
Bank deposits due to mature within 12 months of the reporting date included under 'Other bank balances'	67.64	74.83	37.83	112.40	115.10	115.23
Bank deposits due to mature after 12 months of the reporting date included under 'Other non-current assets'	6.56	4.33	0.45	7.52	0.88	-
	75.07	**79.16**	**38.28**	**123.31**	**118.49**	**115.91**
*Includes held against bank guarantee	31.29	26.14	37.83	2.23	107.20	107.20

Brainhunter Systems Limited, a subsidiary of the Company has availed working capital credit facility of CAD 10 million from ICICI Bank, Canada. As per the terms of the agreement the Company is required to restrict an amount of cash to cover interest payment under the facilities.

1. The figures disclosed above are based on the Restated Consolidated Summary Statement of assets and liabilities of the Company.

2. The above statement should necessarily be read with the basis of preparation and significant accounting policies appearing in Annexure IV, Notes to the Restated Consolidated Financial Information appearing in Annexure V to Annexure XI.

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NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

13. REVENUE FROM OPERATIONS

(INR in Million, unless otherwise stated)

Particulars	For the period from			For the year ended		
	1 April 2015 to 30 September 2015	1 January 2014 to 31 March 2015	1 April 2013 to 31 December 2013	31 March 2013	31 March 2012	31 March 2011
Staffing and recruitment services	12,546.29	21,464.75	8,774.77	8,829.98	5,601.82	2,287.69
Training services	302.33	201.20	29.56	68.03	55.20	-
Facility management and food services	1,762.39	3,008.57	1,255.80	1,113.52	713.01	461.59
Operation and maintenance	554.44	874.91	-	-	-	-
Software and solution business	155.67	121.14	-	-	-	-
Total revenue from operations	**15,321.12**	**25,670.57**	**10,060.13**	**10,011.53**	**6,370.03**	**2,749.28**

Notes:

1. The figures disclosed above are based on the Restated Consolidated Summary Statement of profit and loss of the Company.

2. The above statement should necessarily be read with the basis of preparation and significant accounting policies appearing in Annexure IV, Notes to the Restated Consolidated Financial Information appearing in Annexure V to Annexure XI.

3. During the period ended 31 March 2015, the Company, pursuant to court order, Hofincons Infotech & Industrial Services Private Limited amalgamated in to the Company, which are in to facility management and asset management services, resulting into cost of services being disclosed.

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NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

14. COST OF SERVICES

(INR in Million, unless otherwise stated)

Particulars	For the period from			For the year ended		
	1 April 2015 to 30 September 2015	1 January 2014 to 31 March 2015	1 April 2013 to 31 December 2013	31 March 2013	31 March 2012	31 March 2011
Cost of materials consumed and others	361.34	717.35	224.90	145.64	46.09	31.80
Total cost of services	**361.34**	**717.35**	**224.90**	**145.64**	**46.09**	**31.80**

Notes:

1. The figures disclosed above are based on the Restated Consolidated Summary Statement of profit and loss of the Company.

2. The above statement should necessarily be read with the basis of preparation and significant accounting policies appearing in Annexure IV, Notes to the Restated Consolidated Financial Information appearing in Annexure V to Annexure XI.

3. Effective 1 January 2014 and 1 July 2014 the Company, pursuant to court order, had Hofincons Infotech & Industrial Services Private Limited amalgamated in to the Company, which is in to asset management services, resulting in the increase of cost of services.

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NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

15. EMPLOYEE BENEFITS EXPENSE

(INR in Million, unless otherwise stated)

Particulars	For the period from			For the year ended		
	1 April 2015 to 30 September 2015	1 January 2014 to 31 March 2015	1 April 2013 to 31 December 2013	31 March 2013	31 March 2012	31 March 2011
Salaries and wages	12,488.62	20,893.39	8,481.93	8,419.46	5,356.09	2,276.25
Contribution to provident and other funds	884.68	1,534.85	579.58	603.13	363.96	177.84
Expense on employee stock option scheme (Refer note 19 of Annexure V)	-	-	21.26	39.06	6.16	1.06
Staff welfare expense	216.17	255.46	14.52	17.59	17.63	7.96
Total employee benefits expense	**13,589.47**	**22,683.70**	**9,097.29**	**9,079.24**	**5,743.84**	**2,463.11**

Notes:

1. The figures disclosed above are based on the Restated Consolidated Summary Statement of profit and loss of the Company.

2. The above statement should necessarily be read with the basis of preparation and significant accounting policies appearing in Annexure IV, Notes to the Restated Consolidated Financial Information appearing in Annexure V to Annexure XI.

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16. FINANCE COSTS

(INR in Million, unless otherwise stated)

Particulars	For the period from			For the year ended		
	1 April 2015 to 30 September 2015	1 January 2014 to 31 March 2015	1 April 2013 to 31 December 2013	31 March 2013	31 March 2012	31 March 2011
Interest expense	124.94	205.84	85.90	170.43	121.48	47.79
Other borrowing costs	2.45	12.45	2.50	5.64	4.62	0.17
Total finance costs	**127.39**	**218.29**	**88.40**	**176.07**	**126.10**	**47.96**

Notes:

1. The figures disclosed above are based on the Restated Consolidated Summary Statement of profit and loss of the Company.

2. The above statement should necessarily be read with the basis of preparation and significant accounting policies appearing in Annexure IV, Notes to the Restated Consolidated Financial Information appearing in Annexure V to Annexure XI.

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NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

17. OTHER EXPENSES

(INR in Million, unless otherwise stated)

Particulars	For the period from			For the year ended		
	1 April 2015 to 30 September 2015	1 January 2014 to 31 March 2015	1 April 2013 to 31 December 2013	31 March 2013	31 March 2012	31 March 2011
Sub-contractor charges	114.04	193.83	57.25	60.49	53.03	14.04
Power and fuel	20.20	27.82	14.02	15.35	11.96	5.94
Repairs and maintenance						
- buildings	15.28	24.39	7.13	8.97	8.98	6.87
- plant and machinery	3.53	1.57	1.02	2.01	1.95	0.81
- others	11.54	20.72	10.96	11.74	6.41	6.74
Travelling and conveyance	56.08	111.14	37.13	42.85	29.63	32.28
Rent	115.46	190.61	66.97	74.42	62.10	35.71
Rates and taxes	6.54	11.35	10.29	3.38	4.29	2.81
Legal and professional fees	57.42	66.01	25.27	31.99	27.84	18.34
Loss on sale of fixed assets, net	-	-	-	-	-	0.03
Services reimbursement expenses	17.31	47.80	24.84	7.23	8.62	7.92
Communication expenses	30.59	53.74	23.84	31.82	27.44	13.67
Insurance	7.16	10.27	1.75	0.52	0.41	0.21
Recruitment and training expenses	81.98	60.13	13.88	18.64	20.46	0.05
Bad debts written off, net	-	3.50	4.85	17.83	14.23	7.57
Provision for doubtful debts, net	19.75	27.16	11.35	-	5.13	5.19
Equipment hire charges	7.73	11.55	0.65	1.45	1.18	1.43
Stores and tools consumed	14.55	10.01	-	-	-	-
Printing and stationery	23.96	35.15	14.54	16.03	10.24	4.05
Database access charges	8.49	16.03	7.24	11.83	9.17	2.71
Business promotion and advertisement	8.50	7.48	0.98	0.82	1.17	0.53
Advances and deposits written off, net	13.70	1.00	-	-	-	-
Bank charges	6.29	8.69	3.40	2.17	2.31	2.88
Support service charges	10.46	6.57	-	-	-	-
Corporate social responsibility and donations	0.50	5.44	-	0.21	-	0.03
Exchange fluctuation loss, net	-	-	-	-	-	0.13
Miscellaneous	8.94	5.38	2.91	4.43	6.24	1.85
Total other expenses	**660.00**	**957.34**	**340.27**	**364.18**	**312.79**	**171.79**

Notes:

1. The figures disclosed above are based on the Restated Consolidated Summary Statement of profit and loss of the Company.

2. The above statement should necessarily be read with the basis of preparation and significant accounting policies appearing in Annexure IV, Notes to the Restated Consolidated Financial Information appearing in Annexure V to Annexure XI.

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18. TAXES

(INR in Million, unless otherwise stated)

Particulars	For the period from			For the year ended		
	1 April 2015 to 30 September 2015	1 January 2014 to 31 March 2015*	1 April 2013 to 31 December 2013	31 March 2013	31 March 2012	31 March 2011
Tax Expense						
- Current tax / minimum alternate tax	(211.07)	(299.52)	(94.49)	(64.33)	(59.37)	(11.69)
- Minimum alternate tax credit utilization	-	-	12.43	1.92	8.50	2.50
- Deferred tax credit / (charge) for the periods / years	4.47	(72.92)	(15.68)	(9.40)	3.58	(3.92)
- Fringe benefit tax	-	-	-	-	(0.49)	(0.17)
Total tax expense	**(206.60)**	**(372.44)**	**(97.74)**	**(71.81)**	**(47.78)**	**(13.28)**

*As a part of acquisition of Hofincons, the Company acquired Deferred tax assets amounting to INR 57.37 million [Refer note 25 (D) of Annexure V]

Notes:

1. The figures disclosed above are based on the Restated Consolidated Summary Statement of profit and loss of the Company.

2. The above statement should necessarily be read with the basis of preparation and significant accounting policies appearing in Annexure IV, Notes to the Restated Consolidated Financial Information appearing in Annexure V to Annexure XI.

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19 EMPLOYEE STOCK OPTION PLAN

Details of the plan:

The Company introduced the 'IKYA Employee Stock Option Scheme 2009' ('the Option Scheme 2009') to reward employees for their past performance and association with the Company, as well as to retain, reward and motivate employees to contribute to the growth and profitability of the Company. The scheme was approved by the Board of Directors in its meeting held on 19 November 2009. The Option Scheme 2009 provides for the creation and issue of 1,300,000 options that would eventually convert into equity shares of INR 10 each in the hands of the employees.

The options are to be granted to employees and directors of the Company. The options generally vest annually in a graded manner over a three year period and are exercisable only upon the occurrence of the liquidity event. During the previous year, the Company has granted 633,540 options at an exercise price of INR 10 per share. The scheme defines 'first liquidity event' as an initial public offering by the Company (or one of its subsidiaries) or dilution of voting right below majority of the existing shareholders. As per the 'grant agreement', on the occurrence of a liquidity event, all options granted shall become vested. The Quess Corp Limited Employees' Stock Option 2009 (ESOP 2009) was brought in line with the Securities and Exchange Board of India (Share Based Employee Benifits) Regulations, 2014 (SEBI ESOP Regulations) pursuant to resolutions passed by the Company's Board and Shareholders dated 22 December 2015 and 23 December 2015 respectively.

The Company, pursuant to resolutions passed by the Board and its Shareholders resolutions dated 22 December 2015 and 23 December 2015, respectively, adopted Quess Corp Limited Employee Stock Option Scheme 2015 ("ESOP 2015"). Pursuant to ESOP 2015, options to acquire Equity Shares may be granted to eligible employees (as defined in ESOP 2015). The aggregate number of Equity Shares, which may be issued under ESOP 2015, shall not exceed 1,900,000 Equity Shares. Following ESOP disclosure is excluding the impact of bonus issue made on 5 January 2016.

Option activity during the period / year and weighted average exercise price of stock options under the plan is given as below:

Particulars	For the period from						For the year ended					
	1 April 2015 to 30 September 2015		1 January 2014 to March 2015		1 April 2013 to December 2013		31 March 2013		31 March 2012		31 March 2011	
	Shares arising out of options	Weighted average exercise price	Shares arising out of options	Weighted average exercise price	Shares arising out of options	Weighted average exercise price	Shares arising out of options	Weighted average exercise price	Shares arising out of options	Weighted average exercise price	Shares arising out of options	Weighted average exercise price
Outstanding at the beginning of the periods / years	871,000	10	871,000	10	1,300,000	10	693,460	10	417,680	10	180,000	10
Granted during the periods / years	-	10	-	10	-	10	633,540	10	321,250	10	237,680	10
Forfeitures during the periods / years	-	10	-	10	-	10	27,000	10	45,470	10	-	10
Exercised during the periods / years	-	10	-	10	429,000	10	-	10	-	10	-	10
Outstanding at the end of the periods / years	**871,000**		**871,000**		**871,000**		**1,300,000**		**693,460**		**417,680**	
Exercisable at the end of the periods / years	**871,000**		**871,000**		**871,000**		**1,054,961**		**357,032**		**151,781**	

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19 EMPLOYEE STOCK OPTION PLAN

Had compensation cost for the stock options been determined in a manner consistent with the fair value approach described in the guidance note, the Company's net profit/ (loss) and basic earnings/ (loss) per share as reported would have reduced to the proforma amounts indicated below.

(INR in Million, unless otherwise stated)

Particulars	For the period from			For the year ended		
	1 April 2015 to 30 September 2015	1 January 2014 to 31 March 2015	1 April 2013 to 31 December 2013	31 March 2013	31 March 2012	31 March 2011
Net profit as reported	348.19	677.05	177.43	112.36	60.05	17.36
Add: Stock based employee compensation expense determined under the intrinsic value method	-	-	21.26	39.06	6.16	1.06
Less: Stock based employee compensation expense determined under the fair value method	-	-	(14.77)	(45.94)	(6.49)	(1.33)
Pro-forma net profit for pro-forma basic and diluted EPS	**348.19**	**677.05**	**183.92**	**105.48**	**59.72**	**17.09**

(INR in Million, unless otherwise stated)

Particulars	For the period from			For the year ended		
	1 April 2015 to 30 September 2015	1 January 2014 to 31 March 2015	1 April 2013 to 31 December 2013	31 March 2013	31 March 2012	31 March 2011
Profit per share: Basic and Dilute						
Basic						
As reported	3.08	6.26	1.75	1.14	0.61	0.18
Pro-forma	3.08	6.26	1.82	1.07	0.61	0.18
Diluted						
As reported	3.05	5.96	1.58	1.06	0.57	0.17
Pro-forma	3.05	5.96	1.63	1.00	0.57	0.17

Note:

1) The above statement should necessarily be read with the basis of preparation and significant accounting policies appearing in Annexure IV, Notes to the Restated Consolidated Financial Information appearing in Annexure V to Annexure XI.

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NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

20. RESTATED CONSOLIDATED STATEMENT OF SEGMENT INFORMATION

Segments are identified in line with AS-17 "Segment Reporting". The Company is an integrated business services provider engaged in the business of recruitment, temporary staffing, technology staffing, IT products and solutions, skill development, payroll, compliance management, integrated facility management and industrial asset management services.

Business segments are defined as the distinguishable component of an enterprise that is engaged in providing a group of related products or services that is subject to differing risks and returns and about which separate financial information is available. The information is renewed and evaluated regularly by management in deciding how to allocate resources and in assessing the performance.

The Group is organized by business segment. For management purposes, the Group is primarily organized into four business segments based on services offered to customers. Accordingly, revenues represented along industry segments comprise the primary basis of segmental information set out in the financial statements. Industry segments catered to by the Group's services are as follows:

a) People and services - includes temporary staffing services, recruitment services, executive search and trainings and skill development and training services.
b) Global technology solutions - includes staffing services and Information Technology / Information Technology Enabled Services.
c) Integrated facility management - includes housekeeping services, material reimbursement, food services and machinery rentals.
d) Industrial asset management - includes operation and maintenance of industrial assets, material and fixed-price contracts, technical and consultancy services, and time-and-material contracts.

The accounting principles consistently used in the preparation of the financial statements are also consistently applied to record income and expenditure in individual segments. These are set out in the note on significant accounting policies.

Income and direct expenses in relation to segments are categorised based on items that are individually identifiable to that segment, while the remainder of costs are apportioned on an appropriate basis. Certain expenses are not specifically allocable to individual segments as the underlying services are used interchangeably. The Group therefore believes that it is not practical to provide segment disclosures relating to such expenses and accordingly such expenses are separately disclosed as "Unallocable expenses" and directly charged against total income.

Assets and liabilities in relation to segments are categorized based on items that are individually identifiable to that segment. Certain assets and liabilities are not specifically allocable to individual segments as these are used interchangeably. The Group therefore believes that it is not practicable to provide segment disclosures relating to such assets and liabilities and accordingly these are separately disclosed as 'unallocated'.

Business Segment

(INR in Million, unless otherwise stated)

Particulars	For the period from 1 April 2015 to 30 Septmeber 2015					
	People and services	**Global technology solutions**	**Integrated facility management**	**Industrial asset management**	**Unallocated**	**Total**
Segment revenue	8,357.11	4,360.33	1,762.39	841.29	-	15,321.12
Direct cost	(7,757.29)	(3,781.45)	(1,514.74)	(644.87)	-	(13,698.35)
Operating expenses, net	(308.75)	(314.85)	(140.68)	(87.14)	(61.04)	(912.46)
Segment result	**291.07**	**264.03**	**106.97**	**109.28**	**(61.04)**	**710.31**
Other income	1.54	3.64	4.46	1.80	21.47	32.91
Finance charges	-	-	-	-	(127.39)	(127.39)
Depreciation	(19.96)	(8.69)	(24.10)	(8.29)	-	(61.04)
Profit before taxation	**272.65**	**258.98**	**87.33**	**102.79**	**(166.96)**	**554.79**
Taxation	-	-	-	-	(206.60)	(206.60)
Profit after taxation and before minority interest	**272.65**	**258.98**	**87.33**	**102.79**	**(373.56)**	**348.19**
Segment asset	2,332.53	3,001.12	1,651.46	954.09	702.37	8,641.57
	2,332.53	**3,001.12**	**1,651.46**	**954.09**	**702.37**	**8,641.57**
Segment liabilities excluding minority interest	1,405.98	961.73	517.37	257.47	2,626.64	5,769.19
	1,405.98	**961.73**	**517.37**	**257.47**	**2,626.64**	**5,769.19**
Capital expenditure	**57.95**	**7.79**	**7.45**	**3.42**	**-**	**76.61**

Quess Corp Limited *(formerly known as IKYA HUMAN CAPITAL SOLUTIONS LIMITED)*

ANNEXURE - V

NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

20. RESTATED CONSOLIDATED STATEMENT OF SEGMENT INFORMATION (CONTINUED)

Business Segment

(INR in Million, unless otherwise stated)

Particulars	For the period from 1 January 2014 to 31 March 2015					
	People and services	**Global technology solutions**	**Integrated facility management**	**Industrial asset management**	**Unallocated**	**Total**
Segment revenue	14,035.43	7,355.98	3,008.57	1,270.59	-	25,670.57
Direct cost	(13,031.87)	(6,018.04)	(2,586.37)	(950.84)	-	(22,587.12)
Operating expenses, net	(591.13)	(710.19)	(236.08)	(141.14)	(92.73)	(1,771.27)
Segment result	**412.43**	**627.75**	**186.12**	**178.61**	**(92.73)**	**1,312.18**
Other income	0.63	16.43	12.56	3.18	24.21	57.01
Finance charges	-	-	-	-	(218.29)	(218.29)
Depreciation	(27.67)	(25.71)	(45.08)	(2.95)	-	(101.41)
Profit before taxation	**385.39**	**618.47**	**153.60**	**178.84**	**(286.81)**	**1,049.49**
Taxation	-	-	-	-	(372.44)	(372.44)
Profit after taxation and before minority interest	**385.39**	**618.47**	**153.60**	**178.84**	**(659.25)**	**677.05**
Segment asset	2,081.09	2,755.58	735.62	860.63	763.70	7,196.62
	2,081.09	**2,755.58**	**735.62**	**860.63**	**763.70**	**7,196.62**
Segment liabilities excluding minority interest	933.06	963.56	294.05	278.25	2,202.79	4,671.71
	933.06	**963.56**	**294.05**	**278.25**	**2,202.79**	**4,671.71**
Capital expenditure	**103.21**	**14.88**	**17.90**	**13.52**	**-**	**149.51**

Quess Corp Limited *(formerly known as IKYA HUMAN CAPITAL SOLUTIONS LIMITED)*

ANNEXURE - V

NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

20. RESTATED CONSOLIDATED STATEMENT OF SEGMENT INFORMATION (CONTINUED)

Business Segment

(INR in Million, unless otherwise stated)

Particulars	For the period from 1 April 2013 to December 2013					
	People and services	**Global technology solutions**	**Integrated facility management**	**Industrial asset management**	**Unallocated**	**Total**
Segment revenue	6,187.62	2,616.71	1,255.80	-	-	10,060.13
Direct cost	(5,790.78)	(2,152.19)	(1,084.22)	-	-	(9,027.19)
Operating expenses, net	(240.58)	(263.95)	(10.42)	-	(120.32)	(635.27)
Segment result	**156.26**	**200.57**	**161.16**	**-**	**(120.32)**	**397.67**
Other income	0.39	5.91	1.79	-	13.27	21.36
Finance charges	-	-	-	-	(88.40)	(88.40)
Depreciation	(8.12)	(13.93)	(20.31)	-	-	(42.36)
Profit before taxation	**148.53**	**192.55**	**142.64**	**-**	**(195.45)**	**288.27**
Taxation	-	-	-	-	(97.74)	(97.74)
Profit after taxation and before minority interest	**148.53**	**192.55**	**142.64**	**-**	**(293.19)**	**190.53**
Segment asset	1,136.80	1,429.90	745.89	-	670.14	3,982.73
	1,136.80	**1,429.90**	**745.89**	**-**	**670.14**	**3,982.73**
Segment liabilities excluding minority interest	847.89	445.72	200.35	-	642.62	2,136.58
	847.89	**445.72**	**200.35**	**-**	**642.62**	**2,136.58**
Capital expenditure	**18.88**	**2.41**	**59.50**	**-**	**-**	**80.79**

Quess Corp Limited *(formerly known as IKYA HUMAN CAPITAL SOLUTIONS LIMITED)*

ANNEXURE - V

NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

20. RESTATED CONSOLIDATED STATEMENT OF SEGMENT INFORMATION (CONTINUED)

Business Segment

(INR in Million, unless otherwise stated)

Particulars	For the period from 1 April 2012 to March 2013					
	People and services	**Global technology solutions**	**Integrated facility management**	**Industrial asset management**	**Unallocated**	**Total**
Segment revenue	6,212.00	2,686.01	1,113.52	-	-	10,011.53
Direct cost	(5,711.04)	(2,189.65)	(877.24)	-	-	(8,777.93)
Operating expenses, net	(221.81)	(316.83)	(171.54)	-	(100.95)	(811.13)
Segment result	**279.15**	**179.53**	**64.74**	**-**	**(100.95)**	**422.47**
Other income	8.46	1.14	9.81	-	12.58	31.99
Finance charges	-	-	-	-	(176.07)	(176.07)
Depreciation	(6.61)	(23.22)	(14.10)	-	-	(43.93)
Profit before taxation	**281.00**	**157.45**	**60.45**	**-**	**(264.44)**	**234.46**
Taxation	-	-	-	-	(71.81)	(71.81)
Profit after taxation and before minority interest	**281.00**	**157.45**	**60.45**	**-**	**(336.25)**	**162.65**
Segment asset	1,343.65	983.23	461.22	-	521.01	3,309.11
	1,343.65	**983.23**	**461.22**	**-**	**521.01**	**3,309.11**
Segment liabilities excluding minority interest	1,081.23	348.74	151.75	-	881.12	2,462.84
	1,081.23	**348.74**	**151.75**	**-**	**881.12**	**2,462.84**
Capital expenditure	**11.65**	**8.54**	**34.61**	**-**	**-**	**54.80**

Quess Corp Limited *(formerly known as IKYA HUMAN CAPITAL SOLUTIONS LIMITED)*

ANNEXURE - V

NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

20. RESTATED CONSOLIDATED STATEMENT OF SEGMENT INFORMATION (CONTINUED)

Business Segment

(INR in Million, unless otherwise stated)

Particulars	For the period from 1 April 2011 to March 2012					
	People and services	**Global technology solutions**	**Integrated facility management**	**Industrial asset management**	**Unallocated**	**Total**
Segment revenue	3,613.18	2,043.84	713.01	-	-	6,370.03
Direct cost	(3,246.40)	(1,609.38)	(576.50)	-	-	(5,432.28)
Operating expenses, net	(248.45)	(305.45)	(91.47)	-	(25.07)	(670.44)
Segment result	**118.33**	**129.01**	**45.04**	**-**	**(25.07)**	**267.31**
Other income	12.41	5.62	0.48	-	5.81	24.32
Finance charges	-	-	-	-	(126.10)	(126.10)
Depreciation	(4.48)	(23.78)	(8.60)	-	-	(36.86)
Profit before taxation	**126.26**	**110.85**	**36.92**	**-**	**(145.36)**	**128.67**
Taxation	-	-	-	-	(47.78)	(47.78)
Profit after taxation and before minority interest	**126.26**	**110.85**	**36.92**	**-**	**(193.14)**	**80.89**
Segment asset	948.89	913.33	290.55	-	389.22	2,541.99
	948.89	**913.33**	**290.55**	**-**	**389.22**	**2,541.99**
Segment liabilities excluding minority interest	826.16	340.13	174.49	-	556.65	1,897.43
	826.16	**340.13**	**174.49**	**-**	**556.65**	**1,897.43**
Capital expenditure	**7.74**	**12.37**	**10.84**	**-**	**-**	**30.95**

Quess Corp Limited ***(formerly known as IKYA HUMAN CAPITAL SOLUTIONS LIMITED)***

ANNEXURE - V

NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

20.f.SEGMENT REPORTING 1 APRIL 2010 TO 31 MARCH 2011

Business Segment

(INR in Million, unless otherwise stated)

Particulars	For the period from 1 April 2010 to 31 March 2011					
	People and services	Global technology solutions	Integrated facility management	Industrial asset management	Unallocated	Total
Segment revenue	1,826.29	461.40	461.59	-	-	2,749.28
Direct cost	(1,580.01)	(348.42)	(388.22)	-	-	(2,316.65)
Operating expenses, net	(151.69)	(95.80)	(54.92)	-	(47.64)	(350.05)
Segment result	**94.59**	**17.18**	**18.45**	**-**	**(47.64)**	**82.58**
Other income	8.22	0.65	0.01	-	4.77	13.65
Finance charges	-	-	-	-	(47.96)	(47.96)
Depreciation	(6.45)	(3.14)	(8.86)	-	-	(18.45)
Profit before taxation	**96.36**	**14.69**	**9.60**	**-**	**(90.83)**	**29.82**
Taxation	-	-	-	-	(13.28)	(13.28)
Profit after taxation and before minority interest	**96.36**	**14.69**	**9.60**	**-**	**(104.11)**	**16.54**
Segment asset	511.03	821.70	202.32	-	343.08	1,878.13
	511.03	**821.70**	**202.32**	**-**	**343.08**	**1,878.13**
Segment liabilities excluding minority interest	463.74	412.56	80.97	-	363.34	1,320.61
	463.74	**412.56**	**80.97**	**-**	**363.34**	**1,320.61**
Capital expenditure	**4.62**	**27.87**	**10.81**	**-**	**-**	**43.30**

The following geographic segments individually contribute 10 percent or more of the Group's revenue or segment assets:

-

Geographical Segments	Segment revenue					
	For the period ended			For the year ended		
	30 September 2015	31 March 2015	31 December 2013	31 March 2013	31 March 2012	31 March 2011
- In India (Domestic)	13,256.08	23,151.40	9,973.04	9,906.02	6,297.97	2,721.53
- Outside India (Export)	2,065.04	2,519.17	87.09	105.51	72.06	27.75
Total	**15,321.12**	**25,670.57**	**10,060.13**	**10,011.53**	**6,370.03**	**2,749.28**

-

Geographical Segments	Segment assets					
	As at					
	30 September 2015	31 March 2015	31 December 2013	31 March 2013	31 March 2012	31 March 2011
- In India (Domestic)	7,670.13	5,659.44	3,978.63	3,288.59	2,541.99	1,878.13
- Outside India (Export)	971.44	1,537.18	4.10	20.52	-	-
Total	**8,641.57**	**7,196.62**	**3,982.73**	**3,309.11**	**2,541.99**	**1,878.13**

Note:

1) The above statement should necessarily be read with the basis of preparation and significant accounting policies appearing in Annexure IV, Notes to the Restated Consolidated Financial Information appearing in Annexure V and Statement of adjustments to audited financial statements appearing in Annexure VI.

Quess Corp Limited *(formerly known as IKYA HUMAN CAPITAL SOLUTIONS LIMITED)*

ANNEXURE - V

NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

21. LEASES

Operating lease

a) Non cancellable

The Group is obligated under non-cancellable lease for office premises and guest houses, which are renewable at the option of lessor and lessee. Total rental expense under these leases are as follows:

(INR in Million, unless otherwise stated)

Particulars	For the period from			For the year ended		
	1 April 2015 to 30 September 2015	1 January 2014 to 31 March 2015	1 April 2013 to 31 December 2013	31 March 2013	31 March 2012	31 March 2011
Lease rental expense	69.80	35.56	12.06	14.03	13.96	11.70

Future minimum lease payments under operating lease are as follows:

(INR in Million, unless otherwise stated)

Particulars	As at					
	30 September 2015	31 March 2015	31 December 2013	31 March 2013	31 March 2012	31 March 2011
Not later than one year	150.28	109.86	16.25	16.25	16.25	16.25
Later than one year and not later than five years	238.20	208.01	45.91	58.09	73.43	78.73
Later than five years	28.50	50.07	-	-	0.91	11.86
Total	**416.98**	**367.94**	**62.16**	**74.34**	**90.59**	**106.84**

b) Cancellable

The Company is obligated under cancellable lease for office premises and guest houses, which are renewable at the option of lessor and lessee. Total rental expense under these leases are as follows:

(INR in Million, unless otherwise stated)

Particulars	For the period from			For the year ended		
	1 April 2015 to 30 September 2015	1 January 2014 to 31 March 2015	1 April 2013 to 31 December 2013	31 March 2013	31 March 2012	31 March 2011
Lease rental expense	45.67	155.05	54.91	60.39	48.13	24.01

Finance lease

a) Assets taken on finance lease

The Company has purchased vehicles under finance lease. Future minimum lease payments under finance lease obligations are as follows:

(INR in Million, unless otherwise stated)

Particulars	As at					
	30 September 2015	31 March 2015	31 December 2013	31 March 2013	31 March 2012	31 March 2011
Not later than one year	0.88	1.47	1.31	-	0.15	0.63
Later than one year and not later than five years	-	0.13	1.94	-	0.02	-
Later than five years	-	-	-	-	-	-
Total	**0.88**	**1.60**	**3.25**	**-**	**0.17**	**0.63**

Note:

1) The above statement should necessarily be read with the basis of preparation and significant accounting policies appearing in Annexure IV, Notes to the Restated Consolidated Financial Information appearing in Annexure V to Annexure XI.

Quess Corp Limited ***(formerly known as IKYA HUMAN CAPITAL SOLUTIONS LIMITED)***

ANNEXURE - V

NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

22. UNHEDGED FOREIGN CURRENCY EXPOSURE

Foreign currency exposures on account of trade receivables not hedged by derivative instruments are as follows:

INR, USD, QAR & EUR in Million

Particulars	Currency	As at											
		30 September 2015		31 March 2015		31 December 2013		31 March 2013		31 March 2012		31 March 2011	
		Foreign Currency	INR	Foreign Currency	INR	Foreign Currency	INR	Foreign Currency	INR	Foreign Currency	INR	Foreign Currency	INR
Trade receivables	USD	0.75	49.02	0.55	33.65	0.07	4.10	0.38	20.52	-	-	-	-
	QAR	0.54	9.75	-	-	-	-	-	-	-	-	-	-
	EUR	0.03	1.89	-	-	-	-	-	-	-	-	-	-
Total			**60.66**		**33.65**		**4.10**		**20.52**		**-**		**-**

Note:

1) The above statement should necessarily be read with the basis of preparation and significant accounting policies appearing in Annexure IV, Notes to the Restated Consolidated Financial Information appearing in Annexure V to Annexure XI.

Quess Corp Limited *(formerly known as IKYA HUMAN CAPITAL SOLUTIONS LIMITED)*

ANNEXURE - V

NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

23 RESTATED CONSOLIDATED STATEMENT OF RELATED PARTY TRANSCATIONS -AS PER ACCOUNTING STANDARD 18 RELATED PARTY DISCLOSURES

a. Details of the list of related parties and nature of relationships

Particulars	For the period from			For the year ended		
	1 April 2015 to 30 September 2015	1 January 2014 to 31 March 2015	1 April 2013 to 31 December 2013	31 March 2013	31 March 2012	31 March 2011
Ultimate Holding	Fairfax Financial Holdings Limited, Canada	Fairfax Financial Holdings Limited, Canada	Fairfax Financial Holdings Limited, Canada			
Holding Company			Park Equity Holdings Private Limited (IEP), India [till 13 May 2013]	Park Equity Holdings Private Limited (IEP), India	Park Equity Holdings Private Limited (IEP), India	Park Equity Holdings Private Limited (IEP), India
	Thomas Cook (India) Limited, India	Thomas Cook (India) Limited, India	Thomas Cook (India) Limited, India (w.e.f. 14 May 2013)			
Fellow subsidiary	National Collateral Management Services Limited, India (w.e.f. 19 August 2015)					
Associate Enterprise	MFXchange Holdings Inc., Canada	MFXchange Holdings Inc., Canada				
Subsidiaries of Associate enterprise	MFXchange (Ireland) Limited, Ireland [In the process of voluntary liquidation w.e.f. 16 March 2015] MFXchange US, Inc., USA MFX Roanoke Inc, USA [Merged with MFXchange US, Inc. w.e.f. 31 December 2015]	MFXchange (Ireland) Limited, Ireland [In the process of voluntary liquidation w.e.f. 16 March 2015] MFXchange US, Inc., USA MFX Roanoke Inc, USA [Merged with MFXchange US, Inc. w.e.f. 31 December 2015]				
Key executive management personnel	Ajit Isaac- Chairman, Managing Director and Chief Executive Officer (CEO) (Appointed as CEO w.e.f. 22 December 2015)	Ajit Isaac- Chairman and Managing Director	Ajit Isaac- Chairman and Managing Director	Ajit Isaac- Chairman and Managing Director (Appointed Chairman w.e.f. 29 July 2013)	Ajit Isaac- Managing Director	Ajit Isaac- Managing Director
					Marcel R Parker - Director & Chairman	Marcel R Parker - Director & Chairman
			Hithendra K.R - Director	Hithendra K.R - Director	Hithendra K.R - Director	Hithendra K.R - Director
	Subrata Nag- Executive Director, Wholetime Director and Chief Financial Officer (CFO) (Appointed as CFO w.e.f. 22 December 2015)	Subrata Nag- Executive Director, Wholetime Director	Subrata Nag- Executive Director, Wholetime Director (Appointed as Director w.e.f. 29 July 2013)			
			Sheetal Laxman Muttalamuri - Company Secretary (from 13 May 2013 to 31 December 2013)			
		Rashmi Gupta - Company Secretary (from 28 April 2014 to 24 March 2015)				
	N.V.S.Pavan Kumar - Company Secretary (from 26 March 2015)	N.V.S.Pavan Kumar - Company Secretary (from 26 March 2015)				
Enterprises over which key managerial personnel exercise significant influence					Avon Maintenance Services Private Limited, India	Avon Maintenance Services Private Limited, India
					Avon Manpower Services Private Limited, India	Avon Manpower Services Private Limited, India
					Magna Kidsworld Pvt Ltd, India	Magna Kidsworld Pvt Ltd, India
					Magna Infotech USA, USA	Magna Infotech USA, USA
					Magna IT Networking Pvt Ltd, India	Magna IT Networking Pvt Ltd, India
Entities having common directors	Net Resources Investments Private Limited, India	Net Resources Investments Private Limited, India	Net Resources Investments Private Limited, India	Net Resources Investments Private Limited, India	Net Resources Investments Private Limited, India	

** amalgamated with Quess Corp Limited effective 01 January 2014*
*** amalgamated with Quess Corp Limited effective 01 July 2014*
**** converted into public limited company w.e.f. 08 July 2013*
*****converted into public limited company w.e.f. 10 July 2013*
****** Quess Corp Inc, USA formerly known as Magna Infotech Inc USA*

Other Notes :
On 16 October 2015, the Company entered into a definitive agreement to acquire the entire shareholding in Randstad Lanka (Private) Limited, a company that offers staffing and human resource solutions in Sri Lanka, for a consideration of LKR 84.6 million. The proposed acquisition has not been completed and is pending receipt of requisite regulatory approvals.
On 1 June 2015, the Company entered into a definitive agreement to acquire 98 shares (representing 49% of the shares) in Transfield Services (Qatar) WLL, a company that offers industrial asset management services in Qatar, for a consideration of USD 1. The proposed acquisition has not been completed and is pending receipt of requisite regulatory approvals.

Notes:
1. Above disclosures are made in accordance with Accounting Standard (AS) 18 "Related Parties" prescribed by the Companies (Accounting Standards) Rules, 2006.
2. List of persons/entities classified as 'Promoters' and 'Promoter Group Companies' has been determined by the management and relied upon by the auditors. The auditors have not performed any procedure to determine whether the list is accurate and complete.

23. RESTATED CONSOLIDATED STATEMENT OF RELATED PARTY TRANSCATIONS -AS PER ACCOUNTING STANDARD 18 RELATED PARTY DISCLOSURES (CONTINUED)

b.i. Related party disclosures - Transactions during the periods / years

(INR in Million, unless otherwise stated)

Particulars	Entity	For the period from			For the year ended		
		1 April 2015 to 30 September 2015	1 January 2014 to 31 March 2015	1 April 2013 to 31 December 2013	31 March 2013	31 March 2012	31 March 2011
Revenue from operations							
Staffing and facility management	Thomas Cook (India) Ltd	41.88	139.95	27.00	-	-	-
	Net Resources Investments Private Limited	-	0.21	-	-	-	-
Search services	Park Equity Holdings Private Limited (IEP)	-	-	-	-	0.50	3.98
Staffing services	National Collateral Management Services Limited	13.97	-	-	-	-	-
	MFXchange US Inc.	77.63	49.22	-	-	-	-
Other expenses							
Travelling and conveyance	Thomas Cook (India) Limited	15.68	30.86	2.25	-	-	-
Rent	Net Resources Investments Private limited	14.06	20.33	-	-	-	-
	MFXchange US, Inc.	13.64	-	-	-	-	-
Other current liabilities							
-Unsecured loans received	Fairfax Financial Holdings Limited	256.16	34.66	-	-	-	-
-Unsecured Loans repaid	Fairfax Financial Holdings Limited	261.23	-	-	-	-	-
Settlement of Advances provided	Magna Kidsworld Private Limited	-	-	-	-	-	10.46
	Magna IT Networking Private Limited	-	-	-	-	-	5.15
Advances paid	Avon Maintenance Services Private Limited	-	-	-	0.99	-	3.54
	Avon Manpower Sevices Private Limited	-	-	-	-	-	2.57
Short term loans and advances	MFXchange US, Inc.	2.50	-	-	-	-	-
Advances repaid	Avon Maintenance Services Private Limited	-	-	6.95	-	0.93	1.65
	Avon Manpower Sevices Private Limited	-	-	-	-	-	2.57
Short term borrowings							
-Repayment of intercorporate deposit	Thomas Cook (India) Limited*	-	-	400.00	-	-	-
-Unsecured Loans repaid	Magna Infotech USA	-	-	6.59	-	-	-
Investment in associate	MFXchange Holdings Inc	-	0.00	-	-	-	-
Share of loss from investment in an associate	MFXchange Holdings Inc	-	(0.00)	-	-	-	-

**Thomas (Cook) limited became holding company w.e.f.14 May 2013. Intercorporate deposit was taken during the year ended 31 March 2013 and repaid in the period ended 31 December 2013.*

b.ii. Remuneration paid to key managerial personnel

(INR in Million, unless otherwise stated)

Particulars	For the period from			For the year ended		
	1 April 2015 to 30 September 2015	1 January 2014 to 31 March 2015	1 April 2013 to 31 December 2013	31 March 2013	31 March 2012	31 March 2011
Ajit Isaac	9.46	14.90	8.36	6.67	5.82	3.60
Subrata Nag	5.91	8.90	6.07	-	-	-
Hithendra KR	-	-	3.76	3.19	4.40	2.31
Sheetal Laxman Muttalamuri	-	-	0.07	-	-	-
Rashmi Gupta	-	1.09	-	-	-	-
N.V.S.Pavan Kumar	1.37	-	-	-	-	-

Managerial remuneration does not include cost of employee benefits such as gratuity and compensated absences since provision for these are based on an acturial valuation carried out for the Company as a whole.

b.iii. Professional Fees paid to key managerial personnel

(INR in Million, unless otherwise stated)

Particulars	For the period from			For the year ended		
	1 April 2015 to 30 September 2015	1 January 2014 to 31 March 2015	1 April 2013 to 31 December 2013	31 March 2013	31 March 2012	31 March 2011
Marcel R Parker	-	-	-	3.00	3.00	2.40

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ANNEXURE - V

NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

23 RESTATED CONSOLIDATED STATEMENT OF RELATED PARTY TRANSCATIONS - AS PER ACCOUNTING STANDARD 18 RELATED PARTY DISCLOSURES (CONTINUED)

c. Related party disclosures - Outstanding balances as at balance sheet date

(INR in Million, unless otherwise stated)

Particulars	Entity	For the period from			For the year ended		
		1 April 2015 to 30 September 2015	1 January 2014 to 31 March 2015	1 April 2013 to 31 December 2013	31 March 2013	31 March 2012	31 March 2011
Trade receivable from	Thomas Cook (India) Limited	12.28	14.14	3.49	-	-	-
	Net Resources Investments Private Limited	-	0.21	-	-	-	-
	Park Equity Holdings Private Limited	-	-	-	-	-	0.04
	MFXchange US, Inc.	58.49	14.85	-	-	-	-
Trade payable to	Thomas Cook (India) Limited	1.96	2.19	-	-	-	-
Other current liabilities							
-Advance received from customers	National Collateral Management Services Limited	0.04	-	-	-	-	-
-Amount payable to related party	Fairfax Financial Holdings Limited	29.59	34.66	-	-	-	-
Short term loans and advances	Avon Maintenance Services Private Limited	-	-	6.95	6.95	5.96	6.89
	MFXchange US, Inc.	2.50	-	-	-	-	-
Short term borrowings	Magna Infotech USA	-	-	-	6.59	6.59	6.59

Notes:

1. The figures disclosed above are based on the restated consolidated financial information of the Company.
2. Above disclosures are made in accordance with Accounting Standard (AS) 18 "Related Parties" prescribed by the Companies (Accounting Standards) Rules, 2006.
3. List of persons/entities classified as 'Promoters' and 'Promoter Group Companies' has been determined by the management and relied upon by the auditors. The auditors have not performed any procedure to determine whether the list is accurate and complete.

Quess Corp Limited *(formerly known as IKYA HUMAN CAPITAL SOLUTIONS LIMITED)*

ANNEXURE - V

NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

24. EMPLOYEE BENEFITS

Defined contribution plan
The amounts recognized as expense towards Provident Fund and Employee State Insurance are as follows :

Particulars	As at					
	30 September 2015	31 March 2015	31 December 2013	31 March 2013	31 March 2012	31 March 2011
Contribution towards Provident fund and Employee state insurance	842.18	1,483.31	575.16	597.96	361.70	175.53

Defined benefit plan
The Group operates post-employment defined benefit plan that provide gratuity. The gratuity plan entitles an employee, who has rendered at least five years of continuous service, to receive one-half month's salary for each year of completed service at the time of retirement/exit. This scheme was non-funded upto 31 December 2013. Subsequent to 31 December 2013, the gratuity is partially funded and is managed by the SBI Life Insurance and Life Insurance Corporation of India. The Company's obligation in respect of the gratuity plan, which is a defined benefit plan, is provided for based on actuarial valuation carried out by an independent actuary using the projected unit credit method. The Group recognizes actuarial gains and losses immediately in the statement of profit and loss. The Group accrued gratuity under the provisions of the Payment of Gratuity Act, 1972 as applicable as at the balance sheet date.

(INR in Million, unless otherwise stated)

Particulars	As at					
	30 September 2015	31 March 2015	31 December 2013	31 March 2013	31 March 2012	31 March 2011
Obligation at the periods / years beginning	106.29	13.11	11.94	7.32	5.25	1.74
Balances on acqusition (Refer note 25 of Annexure V)	11.59	67.30	-	-	-	-
Adjustment	-	-	-	-	-	0.59
Service cost	21.08	20.87	2.99	3.74	2.10	1.92
Interest cost	4.54	6.10	0.91	0.65	0.47	0.21
Curtailment cost/(credit)	-	-	-	-	-	-
Liabilities assumed on Acquistion/ (Settled on Divestiture)	-	(0.14)	-	-	-	-
Plan amendment cost	-	-	-	0.09	-	-
Past service cost	(10.74)	(10.11)	-	(0.14)	(1.07)	0.04
Benefit settled	-	-	(1.45)	-	-	(0.40)
Actuarial (gain) / loss	(5.08)	9.16	(1.28)	0.27	0.57	1.16
Obligation at periods / years end	**127.68**	**106.29**	**13.11**	**11.93**	**7.32**	**5.26**
Change in plan assets						
Plan assets at periods / years beginning, at fair value	44.01	1.38	0.09	-	-	-
Balances on acqusition (Refer note 25 of Annexure V)	8.47	37.47	-	-	-	-
Expected return on plan assets	2.07	2.93	-	-	-	-
Contributions	4.10	10.87	2.50	0.09	-	-
Benefit settled	(10.12)	(8.98)	(1.22)	-	-	-
Actuarial gain / (loss)	(1.22)	0.33	-	-	-	-
Plans assets at periods / years end, at fair value	**47.31**	**44.00**	**1.37**	**0.09**	**-**	**-**
Reconciliation of present value of the obligation and the fair value of the plan assets:						
Fair value of plan assets at the end of the periods / years	(47.31)	(44.00)	(1.37)	(0.09)	-	-
Balances on acqusition (Refer note 25 of Annexure V)	-	87.38	-	-	-	-
Present value of the defined benefit obligations at the end of the periods / years	127.68	18.91	13.11	11.93	7.32	5.26
Liability recognised in the balance sheet	**80.37**	**62.29**	**11.74**	**11.84**	**7.32**	**5.26**
Amount recognised in the statement of profit and loss						
Current service cost	21.08	20.87	2.99	3.74	2.10	1.92
Interest cost	4.54	5.81	0.91	0.65	0.47	0.21
Adjustment	-	-	-	-	-	0.19
Past service cost	-	-	-	-	-	0.04
Return on plan assets	(2.07)	(2.70)	-	-	-	-
Curtailment cost	-	-	-	-	-	-
Actuarial (gain) / loss	(3.86)	8.82	(1.28)	0.27	0.57	1.16
Net gratuity cost	**19.69**	**32.80**	**2.62**	**4.66**	**3.14**	**3.52**

Principal actuarial assumptions
The following are the principal actuarial assumptions at the reporting date

Particulars	As at					
	30 September 2015	31 March 2015	31 December 2013	31 March 2013	31 March 2012	31 March 2011
Assumptions						
Interest rate	7.80% - 9.25%	7.80% - 9.25%	8.00% - 8.85%	8.00% - 8.60%	8.5% - 8.60%	8.00%
Discount rate	7.80% - 9.25%	7.80% - 9.25%	8.00% - 8.85%	8.00% - 8.60%	8.5% - 8.60%	8.00%
Estimated rate of return on plan assets	8.75%	8.75%	8.00% - 9.20%	8.00% - 9.20%	N.A	N.A
Salary increase	6.00% - 10.00%	6.00% - 10.00%	6.00% - 10.00%	6.00% - 10.00%	6% - 10%	6% - 10%
Attrition rate	8.00% - 15.00%	8.00% - 15.00%	5.00% - 15.00%	5.00% - 15.00%	5% - 15%	5% - 15%
Retirement age	58 years	58 years	58 years	58 years	58 years - 65 years	58 years - 65 years

The estimate of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors such as supply and demand factors in the employment market.

History of defined benefit obligations and experience (gains) and losses

(INR in Million, unless otherwise stated)

Particulars	As at					
	30 September 2015	31 March 2015	31 December 2013	31 March 2013	31 March 2012	31 March 2011
Defined benefit obligation	127.68	106.29	13.11	11.93	7.32	5.26
Plan Assets	(47.31)	(44.00)	(1.37)	(0.09)	-	-
Surplus/ (deficit)	(80.37)	(62.29)	(11.74)	(11.84)	(7.32)	(5.26)
Experience adjustments on plan liabilities	4.95	(6.66)	0.05	(0.05)	0.33	0.07
Experience adjustments on plan assets	1.45	(0.33)	-	-	-	-

Note:
1) The above statement should necessarily be read with the basis of preparation and significant accounting policies appearing in Annexure IV, Notes to the Restated Consolidated Financial Information appearing in Annexure V to Annexure XI.

Quess Corp Limited *(formerly known as IKYA HUMAN CAPITAL SOLUTIONS LIMITED)*

ANNEXURE - V

NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

25.A. ACQUISITION OF BRAINHUNTER SYSTEM (CANADA) LIMITED

On 23 October 2014, the Company acquired from ICICI bank, Canada 100% interest (7,000,100 common stock) in Brainhunter System (Canada) Limited. The Company disbursed INR 5.5 million (CAD 0.1 million) as purchase consideration. The fair value of net assets acquired and Goodwill recognised as at the date of acquisition are as under:

Particulars	**INR in millions**
Fixed assets	11.32
Trade receivables	675.32
Cash and bank balances	149.65
Short term loans and advances	11.88
Total assets (A)	**848.17**
Short term borrowings	544.10
Trade payables	399.48
Other current assets	199.80
Total liabilities (B)	**1,143.38**
Net assets acquired (A)-(B)	(295.21)
Less: purchase consideration	5.50
Goodwill	**300.71**

Goodwill of INR 273.69 million (CAD 5.53 million) has been translated at the spot rate existing on 31 March 2015. The resultant movement from the acquisition date to the reporting date has been adjusted against Foreign Currency Translation Reserve.

Quess Corp Limited *(formerly known as IKYA HUMAN CAPITAL SOLUTIONS LIMITED)*

ANNEXURE - V

NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

25.B. ACQUISITION OF HOFINCONS INFOTECH & INDUSTRIAL SERVICES PRIVATE LIMITED

On 27 June 2014, the Company acquired from Transfield Services (India) Pty Limited (subsidiary of Transfield Services Limited, Australia) 100% interest in Hofincons Infotech & Industrial Services Private Limited. The Company disbursed INR 503 million as purchase consideration. The fair value of net assets acquired and Goodwill recognised as at the date of acquisition are as under:

Particulars	**INR in millions**
Fixed assets	7.97
Deferred tax asset (net)	57.37
Long term loans and advances	78.71
Trade receivables	217.39
Cash and bank balances	229.31
Short-term loans and advances	14.44
Other current assets	136.04
Total assets (A)	**741.23**
Long term provisions	89.97
Trade payables	47.42
Other current liabilities	141.54
Short-term provisions	60.36
Total liabilities (B)	**339.29**
Net assets acquired (A)-(B)	401.94
Less: purchase consideration	503.00
Goodwill	**101.06**

25.C. ACQUISITION OF ARAVON SERVICES PRIVATE LIMITED

During the year the Company acquired 100% interest in Aravon Services Private Limited (formerly known as ARAMARK India Private Limited) from ARAMARK Corporation, United States of America on 1 April 2015. Based out of Mumbai, Aramark India is a facility management company with niche offerings in hospitality and healthcare facility management. The company has operations in more than 80 sites pan-India and with a workforce of over 2,500 employees spread across 9 states. This acquisition will strengthen Company's position as a leading Pan India Facilities Management player with an integrated service offering spanning soft and hard services, pest control and catering. The Company disbursed INR 0.00 million as purchase consideration. The fair value of net assets acquired and Capital reserve recognised as at the date of acquisition are as under:

Particulars	**INR in millions**
Fixed assets	22.17
Long term loans and advances	29.52
Inventories	2.91
Trade receivables	75.55
Cash and bank balances	19.45
Short-term loans and advances	13.05
Other current and non-current assets	13.03
Total assets (A)	**175.68**
Long term provisions	53.21
Trade payables	10.59
Other current liabilities	75.60
Short-term provisions	7.22
Total liabilities (B)	**146.62**
Net assets acquired (A)-(B)	29.06
Less: purchase consideration	-
Capital reserve	**29.06**

Quess Corp Limited ***(formerly known as IKYA HUMAN CAPITAL SOLUTIONS LIMITED)***

ANNEXURE - V

NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

26. OTHER NOTES

26.A. EARNINGS IN FOREIGN CURRENCY

(INR in Million, unless otherwise stated)

Particulars	For the period from			For the year ended		
	1 April 2015 to 30 September 2015	1 January 2014 to 31 March 2015	1 April 2013 to 31 December 2013	31 March 2013	31 March 2012	31 March 2011
Income from staffing and recruitment services	76.25	226.35	87.09	105.51	72.06	-
Income from operation and maintenance	50.38	126.43	-	-	-	-
Total	**126.63**	**352.78**	**87.09**	**105.51**	**72.06**	**-**

26.B. ADDITIONAL DISCLOSURES RELATING TO CERTAIN PROVISIONS (AS PER AS 29)

Disputed claims

(INR in Million, unless otherwise stated)

Particulars	For the period from			For the year ended		
	1 April 2015 to 30 September 2015	1 January 2014 to 31 March 2015	1 April 2013 to 31 December 2013	31 March 2013	31 March 2012	31 March 2011
Opening balance	22.63	-	-	-	-	-
Add: Addition as a part of acquisition	53.21	-	-	-	-	-
Add: Additions through amalgamation	-	22.63	-	-	-	-
Add: Provision made during the period	-	-	-	-	-	-
Less: Provision utilised / written back during the period	-	-	-	-	-	-
Closing balance	**75.84**	**22.63**	**-**	**-**	**-**	**-**

Retrenchment compensation

(INR in Million , unless otherwise stated)

Particulars	For the period from			For the year ended		
	1 April 2015 to 30 September 2015	1 January 2014 to 31 March 2015	1 April 2013 to 31 December 2013	31 March 2013	31 March 2012	31 March 2011
Opening balance	-	-	-	-	-	-
Add: Provision as a part of acquisition	-	-	-	-	-	-
Add: Additions through amalgamation	-	20.03	-	-	-	-
Add: Provision made during the period	-	-	-	-	-	-
Less: Provision utilised / written back during the period		20.03	-	-	-	-
Closing balance	**-**	**-**	**-**	**-**	**-**	**-**

Warranty

(INR in Million, unless otherwise stated)

Particulars	For the period from			For the year ended		
	1 April 2015 to 30 September 2015	1 January 2014 to 31 March 2015	1 April 2013 to 31 December 2013	31 March 2013	31 March 2012	31 March 2011
Opening balance	12.00	-	-	-	-	-
Add: Additions through amalgamation	-	13.40	-	-	-	-
Add: Provision made during the period	-	-	-	-	-	-
Less: Provision utilised / written back during the period	1.99	1.40	-	-	-	-
Closing balance	**10.01**	**12.00**	**-**	**-**	**-**	**-**

Onerous contracts

(INR in Million , unless otherwise stated)

Particulars	For the period from			For the year ended		
	1 April 2015 to 30 September 2015	1 January 2014 to 31 March 2015	1 April 2013 to 31 December 2013	31 March 2013	31 March 2012	31 March 2011
Opening balance	1.08	-	-	-	-	-
Add: Additions through amalgamation	-	2.76	-	-	-	-
Add: Provision made during the period	-	-	-	-	-	-
Less: Provision utilised / written back during the period	1.08	1.68	-	-	-	-
Closing balance	**-**	**1.08**	**-**	**-**	**-**	**-**

26.C. DUES TO MICRO, SMALL AND MEDIUM ENTERPRISES

The Ministry of Micro, Small and Medium Enterprises has issued an Official Memorandum dated 26 August 2008 which recommends that the Micro and Small Enterprises should mention in their correspondence with its customers the Entrepreneurs Memorandum Number as allocated after filing of the Memorandum. Accordingly, the disclosure in respect of the amounts payable to such enterprise as at 30 September 2015, 31 March 2015, 31 December 2013, 31 March 2013, 31 March 2012 and 31 March 2011 has been made in the financial statements based on information received and available with the Company. The Company has not received any claim for interest from any supplier under the Micro, Small and Medium Enterprises Development Act, 2006.

(INR in Million, unless otherwise stated)

Particulars	As at					
	30 September 2015	31 March 2015	31 December 2013	31 March 2013	31 March 2012	31 March 2011
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of the accounting periods / years;	0.07	-	-	-	-	-
The amount of interest paid by the Company along with the amounts of the payment made to the supplier beyond the appointed day during the periods / years;	-	-	-	-	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the periods / years) but without adding the interest specified under this Act;	-	-	-	-	-	-
The amount of interest accrued and remaining unpaid at the end of the accounting periods / years; and	-	-	-	-	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under Section 23.	-	-	-	-	-	-

Quess Corp Limited *(formerly known as IKYA HUMAN CAPITAL SOLUTIONS LIMITED)*

ANNEXURE - V

NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

26. OTHER NOTES (CONTINUED)

26.D. SUBESEQUENT EVENTS

(a) Subsequent to the 30 September 2015, Quesscorp Holdings PTE LTD, a subsidiary of the Company has acquired 100% interests in Styracorp Management Services and IME Consultancy on 5 December 2015. Styracorp is engaged in human resource staffing business in the Middle East (UAE). The total consideration to be paid by Quess Singapore PTE LTD is INR 20 million.

26.E. CORPORATE SOCIAL RESPONSIBILITY

During the period ended 30 September 2015 and 31 March 2015, the amount required to be spent by the Group on corporate social responsibility activities amounts to INR 7.40 million and INR 1.04 million respectively in accordance with Section 135 of the Companies Act, 2013. However, the Company had incurred expenditure amounting to INR 0.50 million and INR 5.44 million in the respective years.

Quess Corp Limited ***(formerly known as IKYA HUMAN CAPITAL SOLUTIONS LIMITED)***

ANNEXURE - V

NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

26. OTHER NOTES

26.F.Company has made investments in the following companies

(INR in Million, unless otherwise stated)

Name of the entity	Particulars	Number of equity shares / common stock (as applicable)	Face Value per unit	For the period from			For the year ended		
				1 April 2015 to 30 September 2015	1 January 2014 to 31 March 2015	1 April 2013 to 31 December 2013	31 March 2013	31 March 2012	31 March 2011
MFXchange Holdings Inc, Canada	**Opening Balance**			0.00	-	-	-	-	-
	Add : Investment made	536.60	CAD -[#]	-	0.00	-	-	-	-
	Less : Investment sold	-		-	-	-	-	-	-
	Closing Balance	**536.60**	**CAD -[#]**	**0.00**	**0.00**	**-**	**-**	**-**	**-**

Common stock, no face value.

26. OTHER NOTES (CONTINUED)

26.G. RIGHT ISSUE

The Company in its Board meeting held on 6 November 2015, resolved that subject to the approval of the board of directors of Thomas Cook (India) Ltd and its shareholders, in pursuance of Section 62 of the Companies Act, 2013 read with the Companies (Share Capital and Debenture) Rules, 2014, the Board of the Company approved to offer 2,560,000 equity shares of INR 10 each on rights basis to the shareholders of the Company in the ratio of 0.099 equity shares for every equity share held in the Company as on date to the existing shareholders.
Board of directors of Thomas Cook (India) Ltd in their board meeting has resolved not to subscribe to the right issue and to renounce the entitlement of shares to be issued by the Company on rights basis in favour of Net Resources Investment Private Limited. Subsequent to the above,Thomas Cook (India) Ltd obtained the shareholders approval on 12 December 2015 by way of postal ballot and accordingly a resolution of renounciation was approved by the Board of Directors of the Thomas Cook (India) Ltd by way of circular resolution dated 18 December 2015 for renouncing 1,957,302 equity shares in favour Net Resources Investment Private Limited.
On 21 December 2015, Mr. Ajit Isaac renounced his rights of 461,516 shares in favour of Net Resources Investment Private Limited.

Name of shareholder	Number of shares before right issue	Number of right shares issued	Number of shares after right issue
Mr. Guruprasad Srinivasan	28,475	2,828	31,303
Ms. Amrita Nathani	38,525	3,827	42,352
Mr. Jaison Jose	6,700	665	7,365
Mr. Vijay Sivaram	20,100	1,996	22,096
Ms. Pratibha J	13,400	1,331	14,731
Mr. Venkatesan Jayaraman	20,100	1,997	22,097
Mr. Ajit Isaac	4,646,490	-	4,646,490
Net Resources Investment Private Limited	1,294,100	2,547,356	3,841,456
Thomas Cook (India) Ltd	19,705,874	-	19,705,874
Total	**25,773,764**	**2,560,000**	**28,333,764**

26.H. BONUS ISSUE

The Company pursuant to the Board resolution passed on 5 January 2016 has issued 3 fully paid up equity shares of INR 10 each for every 1 fully paid up equity share of INR 10 each to the existing shareholder whose name appears in the register of members as on 23 December 2015. As per Section 63(1) of the Companies Act,2013, the bonus shares has been isuued by utilizing securities premium account. The bonus shares shall rank pari passu in all respects including dividend with the existing equity shares of the Company.

Name of shareholder	Number of shares before bonus issue	Number of bonus shares issued	Number of shares after bonus issue
Mr. Guruprasad Srinivasan	31,303	93,909	125,212
Ms. Amrita Nathani	42,352	127,056	169,408
Mr. Jaison Jose	7,365	22,095	29,460
Mr. Vijay Sivaram	22,096	66,288	88,384
Ms. Pratibha J	14,731	44,193	58,924
Mr. Venkatesan Jayaraman	22,097	66,291	88,388
Mr. Ajit Isaac	4,646,490	13,939,470	18,585,960
Net Resources Investment Private Limited	3,841,456	11,524,368	15,365,824
Thomas Cook (India) Ltd	19,705,874	59,117,622	78,823,496
Total	**28,333,764**	**85,001,292**	**113,335,056**

Quess Corp Limited *(formerly known as IKYA HUMAN CAPITAL SOLUTIONS LIMITED)*

ANNEXURE - VI

STATEMENT OF ADJUSTMENTS TO CONSOLIDATED AUDITED FINANCIAL STATEMENTS

The summary of results of restatement made in the consolidated audited financial statements for the respective periods / years and its impact on the reported results of the Company is as follows:

A) IMPACT ON PROFIT DUE TO RESTATEMENT:

(INR in Million, unless otherwise stated)

Particulars	For the period ended			For the year ended		
	1 April 2015 to 30 September 2015	1 January 2014 to 31 March 2015	1 April 2013 to 31 December 2013	31 March 2013	31 March 2012	31 March 2011
Net profit after tax and minority interest as per audited financial statements	**365.82**	**688.92**	**192.30**	**86.02**	**67.65**	**27.85**
Adjustments on account of:						
1) Prior period items	(16.03)	15.97	-	-	-	-
2) Provision for doubtful debts	(7.63)	(5.48)	6.97	10.39	0.84	(5.19)
3) Advances written off	0.95	(0.95)	-	-	-	-
4) Taxes	-	(20.80)	(19.60)	21.36	(7.70)	(9.26)
Total impact of the adjustments	**(22.71)**	**(11.26)**	**(12.63)**	**31.75**	**(6.86)**	**(14.45)**
5) Tax impact on adjustments	5.08	(0.61)	(2.14)	(3.45)	(0.52)	1.67
Total impact of the adjustments	**(17.63)**	**(11.87)**	**(14.77)**	**28.30**	**(7.38)**	**(12.78)**
6) Impact on Minority interest on restated adjustments	-	-	(0.10)	(1.96)	(0.22)	2.29
Net profit after tax, as restated	**348.19**	**677.05**	**177.43**	**112.36**	**60.05**	**17.36**

Notes:

1) The above statement should necessarily be read with the basis of preparation and significant accounting policies appearing in Annexure IV, Notes to the Restated Consolidated Financial Information appearing in Annexure V to Annexure XI.

Quess Corp Limited *(formerly known as IKYA HUMAN CAPITAL SOLUTIONS LIMITED)*

ANNEXURE - VI (CONTINUED)

STATEMENT OF ADJUSTMENTS TO CONSOLIDATED AUDITED FINANCIAL STATEMENTS

Explanatory notes:

1) Prior period items
In the audited financial statements for the period ended 30 September 2015, the Group had recorded certain prior period income. Accordingly, in the preparation of the Restated Financial Information, the effect of these prior period items have been appropriately adjusted to the results of the respective periods / years to which these items pertain to.

2) Provision for doubtful debts
Provision for doubtful debts were made in the audited consolidated financial statements for the periods / years ended 30 September 2015, 31 March 2015, 31 December 2013, 31 March 2013 and 31 March 2012 where the uncertainty as to the ultimate collection of outstanding amount arose. For the purpose of the Restated Consolidated Summary Statements, provision for doubtful debts are considered in the respective periods / years in which the amount of revenue was recognized.

3) Advances written-off
During the period ended 30 September 2015, the Group had written-off certain advances which were no longer expected to be recovered. For the purpose of restatement, these advances written-off are considered in the respective periods in which amounts were advanced.

4) Taxes
During the earlier periods / years, the Group did not recognize deferred tax assets on certain timing differences and brought forward losses in absence of virtual certainty. The adjustments are on account of recording of deferred tax assets (except for the subsidiaries still having losses) in the respective periods / years, to which those specific timing differences / losses pertain to.

5) Tax impact on restated adjustments
Tax has been computed on adjustments made as detailed above and has been adjusted in the restated statement of profit and loss for the periods / years.

6) Impact on Minority interest on restated adjustments
Minority interest on restatement adjustments pertaining to provision for doubtful debts and corresponding deferred tax has been appropriately adjusted in the respective periods / years.

Quess Corp Limited ***(formerly known as IKYA HUMAN CAPITAL SOLUTIONS LIMITED)***

ANNEXURE - VI (CONTINUED)

STATEMENT OF ADJUSTMENTS TO CONSOLIDATED AUDITED FINANCIAL STATEMENTS

B) RESTATEMENT ADJUSTMENTS MADE IN THE AUDITED OPENING BALANCE OF DEFICIT IN THE STATEMENT OF PROFIT AND LOSS AS AT 1 APRIL 2010:

(INR in Million, unless otherwise stated)

Particulars	Amount
Deficit in the Statement of profit and loss as at 1 April 2010, as per audited financial statements	**(128.99)**
Adjustments on account of:	
1) Provision for doubtful debts	0.10
2) Deferred tax (refer note a)	35.97
3) Minority interest (refer note b)	(0.02)
Total impact of the adjustments	**36.05**
Deficit in the Statement of profit and loss as at 1 April 2010, as restated	**(92.94)**

Notes:

a. During the financial year ended 31 March 2010, the Company has not created a deferred tax amount on the brought forward loss and other timing differences owing to absence of virtual certainty. The above brought forward losses are utilised over the subsequent years (for 31 March 2012 to 31 March 2015). Accordingly the same is adjusted to opening reserves.

b. Minority interest on above restatement adjustments pertaining to provision for doubtful debts and corresponding deferred tax wherever necessary has been adjusted to opening reserves.

C) MATERIAL REGROUPINGS

Appropriate adjustments have been made in the restated financial statements of assets and liabilities, profits and losses and cash flows, wherever required, by reclassification of the corresponding items of income, expenses, assets and liabilities, in order to bring them in line with the regroupings as per the audited financial statement of the Company for the period ended 30 September 2015, prepared in accordance with Schedule III of the Companies Act 2013, and the requirements of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2009 (as amended).

D) PRESENTATION AND DISCLOSURE OF FINANCIAL INFORMATION

For the year ended 31 March 2012, the Revised Schedule VI notified under the Companies Act,1956 ("Act") was to be applied for preparation and presentation of the financial information. Further, Schedule III of the 2013 Act was notified by Ministry of Corporate Affairs effective 01 April 2014. Accordingly, the Group has prepared the consolidated financial information in accordance with Revised Schedule VI / Schedule III (as applicable). The adoption of Revised Schedule VI / Schedule III (as applicable) does not impact recognition and measurement principles followed for preparation of the financial information. However, it has significant impact on presentation and disclosures made in the financial information.

Quess Corp Limited *(formerly known as IKYA HUMAN CAPITAL SOLUTIONS LIMITED)*

ANNEXURE - VI (CONTINUED)

STATEMENT OF ADJUSTMENTS TO CONSOLIDATED AUDITED FINANCIAL STATEMENTS

E) NON-ADJUSTING ITEMS:

In addition to the audit opinion on the consolidated financial statements, the auditors are required to comment upon the matters included in the Companies (Auditor's Report) Order, 2003 (CARO) issued by the Central Government of India under sub section (4A) of Section 227 of Companies Act 1956 / Companies (Auditor's Report) Order, 2015 ('the Order') issued by the Central Government of India in terms of sub-section (11) of Section 143 of the 2013 Act. Certain statements/comments included in audit opinion on the financial statements and CARO of the Company, its Subsidiaries and Associates, which do not require any adjustments in the Restated Consolidated Summary Statements are reproduced below in respect of the financial statements presented.

The note references mentioned in non-adjusting items below refer to original set of signed financial.

1. Quess Corp Limited (formerly known as IKYA HUMAN CAPITAL SOLUTIONS LIMITED)

For the year ended 31 March 2011

1. a. The Company has granted loans to two companies covered in the register maintained under Section 301 of the Act. The maximum amount outstanding during the year of such loan was INR 43.85 million and the year-end balance of such loans was INR 36.17 million.

   b. In our opinion, the rate of interest and other terms and conditions on which loans have been granted to companies, firms or other parties listed in the register maintained under Section 301 of the Companies Act, 1956 are prima facie, prejudicial to the interest of the company.

   c. The terms of the loan arrangements do not stipulate any repayment schedule and are repayable on demand. Further, the arrangements do not specify interest repayment schedule and are considered repayable on demand. Accordingly, paragraph 4 (iii) (c) of the Order are not applicable to the Company in respect of the repayment of the principal amount and the interest.

   d. Since the terms of the arrangements do not stipulate repayment terms, for principal and interest, and no demand has been made, there are no overdue amounts in excess of INR 0.10 million. Accordingly, paragraph 4 (iii) (d) of the Order is not applicable.

2. a. According to the information and explanations given to us and on the basis of the examination of the records of the Company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including Provident Fund, Employees State Insurance and other material statutory dues have generally been regularly deposited during the year by the Company with the appropriate authorities except for Income-tax and Service tax dues which have not been regularly deposited with the appropriate authorities. As explained to us, the Company did not have any dues on account of Investor Education and Protection Fund, Sales-tax, Wealth tax, Customs duty

   There were no dues on account of cess under Section 441A of the Act since the aforesaid section has not yet been made effective by the Central Government.

   According to the information and explanations given to us, there are no other undisputed amounts payable in respect of Income-tax, Provident Fund, Employees State Insurance and other material statutory dues, which are outstanding as at 31 March 2011 for a period of more than six months from the date they became payable, except as disclose below:

Name of the statute	Nature of the dues	Amount (INR in million)	Period to which the amount relates	Due date	Date of payment
Chapter V of Finance Act, 1994	Service tax	10.33	March 2010	5 April 2010	5 May 2011
		9.18	April 2010	5 May 2010	9 June 2011
		8.44	May 2010	5 June 2010	9 June 2011
		11.58	June 2010	5 July 2010	9 June 2011
		14.75	July 2010	5 August 2010	9 June 2011
		9.86	August 2010	5 September 2010	9 June 2011

For the year ended 31 March 2012

1. a. The Company has granted loan to two companies covered in the register maintained under Section 301 of the Act. The maximum amount outstanding during the year of such loans was INR 74.27 million and the year-end balance of such loans was INR 56.50 million.

   b. In our opinion, the rate of interest and other terms and conditions on which loans have been granted to companies, firms or other parties listed in the register maintained under Section 301 of the Companies Act, 1956 are prima facie, prejudicial to the interest of the company.

   c. The terms of the loan arrangements do not stipulate any repayment schedule and are repayable on demand. Further, the arrangements do not specify interest repayment schedule and are considered repayable on demand. Accordingly, paragraph 4 (iii) (c) of the Order are not applicable to the Company in respect of the repayment of the principal amount and the interest.

   d. Since the terms of the arrangements do not stipulate repayment terms, for principal and interest, and no demand has been made, there are no overdue amounts in excess of INR 0.10 million. Accordingly, paragraph 4 (iii) (d) of the Order is not applicable.

2. According to the information and explanations given to us and on the basis of the examination of the records of the Company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including Provident Fund, Employees State Insurance ,and other material statutory dues have generally been regularly deposited during the year by the Company with the appropriate authorities except for Income-tax and Service tax dues which have not been regularly deposited with the appropriate authorities. As explained to us, the Company did not have any dues on account of Investor Education and Protection Fund, Sales-tax, Wealth tax, Customs duty and Excise duty.

E) NON-ADJUSTING ITEMS (CONTINUED):

There were no dues on account of cess under Section 441A of the Act since the aforesaid section has not yet been made effective by the Central Government.

According to the information and explanations given to us, there are no other undisputed amounts payable in respect of Income-tax, Provident Fund, Employees State Insurance and other material statutory dues, which are outstanding as at 31 March 2012 for a period of more than six months from the date they became payable, except as disclose below:

Name of the statute	Nature of the dues	Amount (INR in million)*	Period to which the amount relates	Due date	Date of payment**
Chapter V of Finance Act, 1994	Service tax	14.45	February 2011	5 March 2011	13 April 2012
		11.83	March 2011	5 April 2011	30 April 2012
		7.89	March 2011	5 April 2011	10 May 2012
		15.51	April 2011	5 May 2011	2 June 2012
		19.04	May 2011	5 June 2011	21 June 2012
		12.91	June 2011	5 July 2011	11 July 2012
		12.91	June 2011	5 July 2011	3 August 2012
		14.55	July 2011	5 August 2011	3 August 2012
		14.55	July 2011	5 August 2011	6 August 2012
		14.49	August 2011	5 September 2011	17 August 2012
		14.49	August 2011	5 September 2011	31 August 2012

*Amount payable include interest

**Dates represent payment of service tax liability excluding interest

For the year ended 31 March 2013

1. a. The Company has granted loan to two companies covered in the register maintained under Section 301 of the Act. The maximum amount outstanding during the year of such loans was INR 199.95 million and the year-end balance of such loans was INR 165.36 million.

   b. In our opinion, the rate of interest and other terms and conditions on which loans have been granted to companies, firms or other parties listed in the register maintained under Section 301 of the Companies Act, 1956 are prima facie, prejudicial to the interest of the company.

   c. The terms of the loan arrangements do not stipulate any repayment schedule and are repayable on demand. Further, the loan arrangements are interest free. Accordingly, paragraph 4 (iii) (c) of the Order are not applicable to the Company in respect of the repayment of the principal amount and the interest.

   d. Since the terms of the arrangements do not stipulate repayment terms, for principal and interest, and no demand has been made, there are no overdue amounts in excess of INR 0.10 million. Accordingly, paragraph 4 (iii) (d) of the Order is not applicable.

2. a. According to the information and explanations given to us and on the basis of the examination of the records of the Company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including Provident Fund, Employees State Insurance, Income-tax, Service-tax dues and other material statutory dues have not generally been regularly deposited during the year by the Company with the appropriate authorities. As explained to us, the Company did not have any dues on account of Investor Education and Protection Fund, Sales-tax, Wealth tax, Customs duty and Excise duty.

   There were no dues on account of cess under Section 441A of the Act since the aforesaid section has not yet been made effective by the Central Government.

   According to the information and explanations given to us, there are no other undisputed amounts payable in respect of Income-tax, Provident Fund, Employees State Insurance and other material statutory dues, which are outstanding as at 31 March 2013 for a period of more than six months from the date they became payable except for the undisputed amounts payable in respect of interest on service tax, which is outstanding as at 31 March 2013 for a period of more than six months from the date they became payable as disclose below:

Name of the statute	Nature of the dues	Amount (INR in million)	Period to which the amount relates	Date of payment
Chapter V of Finance Act, 1994	Interest on service tax	37.11	August 2011 to March 2012	18 July 2013
Chapter V of Finance Act, 1994	Interest on service tax	9.74	April 2012 to August 2012	18 July 2013

For the period ended 31 December 2013

1. a. The Company has a regular programme of physical verification of its fixed assets by which all fixed assets are verified in a phased manner over a period of three years. In our opinion, the periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its business, except that during the nine months period ended 31 December 2013, the Company has not conducted physical verification of fixed assets.

2. a. The Company has granted loan to two companies covered in the register maintained under Section 301 of the Act. The maximum amount outstanding during the period of such loans was INR 325.57 million and the period-end balance of such loans was INR 186.95 million.

   b. In our opinion, the rate of interest and other terms and conditions on which loans have been granted to companies, firms or other parties listed in the register maintained under Section 301 of the Act are prima facie, prejudicial to the interest of the Company.

E) NON-ADJUSTING ITEMS (CONTINUED):

c. The terms of the loan arrangements do not stipulate any repayment schedule and are repayable on demand. Further, the loan arrangements are interest free. Accordingly, paragraph 4(iii) (c) of the Order is not applicable to the Company in respect of the repayment of the principal amount and the interest.

d. Since the terms of the arrangements do not stipulate repayment terms, for principal and interest, and no demand has been made, there are no overdue amounts in excess of INR 0.10 million. Accordingly, paragraph 4 (iii) (d) of the Order is not applicable.

3. a. According to the information and explanations given to us and on the basis of the examination of the records of the Company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including Provident Fund, Employees State Insurance and other material statutory dues have generally been regularly deposited by the Company with the appropriate authorities. According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/accrued in the books of account in respect of undisputed income-tax and service tax dues have not been regularly deposited with the appropriate authorities. As explained to us, the Company did not have any dues on account of Investor Education and Protection Fund, Sales-Tax, Wealth tax, Customs duty and Excise duty.

According to the information and explanations given to us, there are no other undisputed amounts payable in respect of income-tax, service tax, Provident Fund, Employees State Insurance and other material statutory dues, which are outstanding as at 31 December 2013 for a period of more than six months from the date dues became payable.

For the period ended 31 March 2015

1. a. In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchase of inventories and fixed assets and with regard to the sale of goods and services. However, for its food business division the internal control system relating to the purchase of inventories needs to be strengthened. We have not observed any major weakness in the internal control system during the course of the audit.

2. a. According to the information and explanations given to us and on the basis of the examination on of the records of the Company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including Provident Fund, Employees State Insurance, Sales-tax and other material statutory dues have generally been regularly deposited during the fifteen months period by the Company with the appropriate authorities. According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/accrued in the books of account in respect of undisputed income-tax and service tax dues have been regularly deposited with the appropriate authorities. As explained to us, the Company did not have any dues on account of Investor Education and Protection Fund, Wealth tax, Customs duty and Excise duty.

According to the information and explanations given to us, there are no other undisputed amounts payable in respect of income-tax, service tax, Provident Fund, Employees State Insurance and other material statutory dues, which are outstanding as at 31 March 2015 for a period of more than six months from the date dues became payable.

b. According to the information and explanations given to us, dues stated below relating to Income tax, Service-tax and Provident Fund have not been deposited by the Company on account of disputes. There are no dues in respect of Employees' State Insurance, Sales-tax, Professional tax and other statutory dues which have not been deposited with the appropriate authorities on account of any dispute.

Name of the Statute	Nature of Dues	Amount (INR in million)	Period to which the amount relates (Financial Year)	Forum where dispute is pending
Provident Fund and Miscellaneous Provisions Act, 1952	Provident fund	42.89	April 2008 to February 2012	Employees' Provident Fund Appellate Tribunal, New Delhi
Income-tax Act, 1961	Income-tax	3.93	2004-05	Commissioner of IT (Appeals), Chennai
Chapter V, The Finance Act 1994	Service-tax	4.66 (4.65)*	April 2009 to September 2011	Commissioner of Central Excise (Appeals)
Income-tax Act, 1961	Income-tax / interest demanded	3.05 (3.05)**	AY 2005-06	Income Tax Appellate Tribunal, Hyderabad
Income-tax Act, 1961	Income-tax / interest demanded	1.48 (1.48)*	AY 2006-07	Income Tax Appellate Tribunal, Hyderabad
Chapter V, The Finance Act 1994	Service-tax	6.05 (1.00)*	April 2008 to June 2009	Commissioner of Central Excise, Customs and Service Tax

* Represents payment made under protest.
**Indicates the amounts adjusted with the refunds of subsequent years by the Income-tax department.

For the period ended 30 September 2015

Other Matter :

1 a) We did not audit the financial statements and other financial information of certain subsidiaries. These subsidiaries account for INR 753,721,946 of total assets, INR 2,031,259,634 of total revenues and other income and net cash outflow of INR 42,366,861 as shown in these interim consolidated financial statements. Of the above:

i) The financial statements and other financial information of the subsidiaries incorporated outside India as drawn up in accordance with the generally accepted accounting principles of that country ('local GAAP') has been audited by other auditors duly qualified to act as auditor in that country. For the purpose of preparation of the consolidated interim financial statements, the aforesaid local GAAP financial statements have been restated by the Management of the Company so that they conform to the generally accepted accounting principles in India. Our opinion on the interim consolidated financial statements is based on the restated local GAAP financial statements provided to us by the Management of the Company. These subsidiaries accounts for INR 634,215,703 of total assets as at 30 September 2015, INR 1,912,853,429 of aggregate of total revenues and other income and net cash outflow of INR 48,950,115 for the period from 1 April 2015 to 30 September 2015 as shown in the interim consolidated financial statements;

E) NON-ADJUSTING ITEMS (CONTINUED):

ii) The financial statements and other financial information of the subsidiaries incorporated outside India as drawn up in accordance with the generally accepted accounting principles in India has been audited by other auditor whose report has been furnished to us by the Management of the Company. Our opinion on the interim consolidated financial statements is based on the aforesaid audit report of the other auditor. These subsidiaries accounts for INR 4,033,293 of total assets as at 30 September 2015, INR 28,213,449 of aggregate of total revenues and other income and net cash inflow of INR 2,413,762 for the period from 1 April 2015 to 30 September 2015 as shown in the interim consolidated financial statements;

iii) The financial statements and other financial information of the subsidiaries incorporated in India has been audited by other auditor whose report has been furnished to us by the Management of the Company. Our opinion on the interim consolidated financial statements is based on the aforesaid audit reports of the other auditor. These subsidiaries accounts for INR 115,472,950 of total assets as at 30 September 2015, INR 90,192,756 of aggregate of total revenues and other income and net cash inflow of INR 4,169,492 for the period from 1 April 2015 to 30 September 2015 as shown in the interim consolidated financial statements.

b) The interim consolidated financial statements also include the Group's share of net profit of INR Nil for the period from 1 April 2015 to 30 September 2015, in respect of an associate incorporated outside India, whose financial statements as drawn up in accordance with the generally accepted accounting principles of that country ('local GAAP') has been audited by other auditor duly qualified to act as auditor in that country. For the purpose of preparation of the consolidated interim financial statements, the aforesaid local GAAP financial statements have been restated by the Management of the Company so that they conform to the generally accepted accounting principles in India. Our opinion on the interim consolidated financial statements is based on the restated local GAAP financial statements provided to us by the Management of the Company.

2. Avon Facility Management Services Limited

For the year ended 31 March 2011

1. a. The Company has granted loan to one company covered in the register maintained under Section 301 of the Companies Act,1956. The maximum amount outstanding during the year of such loans was INR 6.89 million and the year-end balance of such loans was INR 6.89 million.

   b. In our opinion, the rate of interest and other terms and conditions on which loans have been granted to companies, firms or other parties listed in the register maintained under Section 301 of the Act are prima facie, prejudicial to the interest of the Company.

   c. The terms of the loan arrangements do not stipulate any repayment schedule and are repayable on demand. Further, the arrangements do not specify interest repayment schedule and are considered repayable on demand. Accordingly, paragraph 4(iii) (c) of the Order is not applicable to the Company in respect of the repayment of the principal amount and the interest.

   d. Since the terms of the arrangements do not stipulate repayment terms, for principal and interest, and no demand has been made, there are no overdue amounts in excess of INR 0.10 million. Accordingly, paragraph 4 (iii) (d) of the Order is not applicable.

2. a. According to the information and explanations given to us and on the basis of the examination of the records of the Company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including Provident Fund, Employees' State Insurance, Income-tax, Service tax, and other material statutory dues have not been regularly deposited during the year by the Company with the appropriate authorities. As explained to us the company did not have any dues on account of Investor Education and Protection Fund, Sales tax, Wealth tax, Customs duty and Excise duty.

   There were no dues on account of cess under Section 441A of the Act since the aforesaid section has not yet been made effective by the Central Government.

   According to the information and explanations given to us, there are no other undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income Tax, Service tax and other material statutory dues, which are outstanding as at 31 March 2011 for a period of more than six months from the date they became payable.

For the year ended 31 March 2012

1. a. The Company has granted loan to a company covered in the register maintained under Section 301 of the Companies Act, 1956. The maximum amount outstanding during the year was INR 11.31 million and the year end balance of such loan was INR 5.96 million.

   b. In our opinion, the rate of interest and other terms and conditions on which loans have been granted to companies, listed in the register maintained under Section 301 of the Companies Act,1956 is prima facie, prejudicial to the interest of the Company.

   c. The terms of the loan arrangements do not stipulate any repayment schedule and are repayable on demand. The loan is interest free. Accordingly, paragraph 4(iii) (c) of the Order is not applicable to the Company in respect of the repayment of the principal amount and the interest.

   d. Since the terms of the arrangements do not stipulate repayment terms, for principal and interest, and no demand has been made, there are no overdue amounts in excess of INR 0.10 million. Accordingly, paragraph 4 (iii) (d) of the Order is not applicable.

2. a. According to the information and explanations given to us and on the basis of the examination of the books of the Company, amounts deducted/accrued in the books of account in respect of undisputed dues including Provident Fund, Employees' State Insurance, Income-tax, Service tax, and other material statutory dues have not been regularly deposited during the year by the Company with the appropriate authorities. As explained to us the company did not have any dues on account of Investor Education and Protection Fund, Sales tax, Wealth tax, Customs duty and Excise duty.

   There were no dues on account of cess under Section 441A of the Act since the aforesaid section has not yet been made effective by the Central Government.

   According to the information and explanations given to us, there are no other undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income Tax, Service tax and other material statutory dues, which are outstanding as at 31 March 2012 for a period of more than six months from the date they became payable, except as below:

Name of the statute	Nature of the dues	Amount (INR in million)*	Period to which the amount relates	Due date	Date of payment**
Chapter V of Finance Act, 1994	Service tax	4.09	July 2011	6 August 2011	12 September 2012
		5.53	August 2011	6 September 2011	26 July 2012
		3.18	September 2011	6 October 2011	12 September 2012

*Amount payable includes interest

**Dates represent payment of service tax liability excluding interest

E) NON-ADJUSTING ITEMS (CONTINUED):

2. Avon Facility Management Services Limited (continued)

For the year ended 31 March 2013

1. a. The Company has granted loan to a company covered in the register maintained under Section 301 of the Companies Act, 1956. The maximum amount outstanding during the year was INR 6.95 million and the year end balance of such loan was INR 6.95 million.

   b. In our opinion, the rate of interest and other terms and conditions on which loans have been granted to companies, listed in the register maintained under Section 301 of the Companies Act,1956 is prima facie, prejudicial to the interest of the Company.

   c. The terms of the loan arrangements do not stipulate any repayment schedule and are repayable on demand. The loan is interest free. Accordingly, paragraph 4(iii) (c) of the Order is not applicable to the Company in respect of the repayment of the principal amount and the interest.

   d. Since the terms of the arrangements do not stipulate repayment terms, for principal and interest, and no demand has been made, there are no overdue amounts in excess of INR 0.10 million. Accordingly, paragraph 4 (iii) (d) of the Order is not applicable.

2. a. According to the information and explanations given to us and on the basis of the examination of the books of the Company, amounts deducted/accrued in the books of account in respect of undisputed dues including Employees' State Insurance, Income-tax, Service tax, and other material statutory dues have not been regularly deposited during the year by the Company with the appropriate authorities. As explained to us the company did not have any dues on account of Investor Education and Protection Fund, Sales tax, Wealth tax, Customs duty and Excise duty.

   There were no dues on account of cess under Section 441A of the Act since the aforesaid section has not yet been made effective by the Central Government.

   According to the information and explanations given to us, there are no other undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income Tax and other material statutory dues, which are outstanding as at 31 March 2013 for a period of more than six months from the date they became payable, except as below:

Name of the statute	Nature of the dues	Amount (INR in million)*	Period to which the amount relates	Date of payment
Chapter V of Finance Act, 1994	Interest on service tax	2.47	April 2012 to September 2012	26 July 2013

For the period ended 31 December 2013

1. a. The Company has maintained proper records showing full particulars, except that details for certain assets as are in the process of being updated in the fixed assets register.

   b. The Company has a regular programme of physical verification of its fixed assets by which all fixed assets are verified during the period. In our opinion, the periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its business. In accordance with such programmer, certain assets were verified during the period. However pending updation of quantitative and location details in the fixed asset register, the Company is in the process of reconciling some of the physically verified assets with the fixed asset register. Subject to completion of such reconciliations, no material discrepancies were noted during such verification.

2 a. During the year ended 31 March 2013, the Company had granted a loan to a company covered in the register maintained under section 301 of the Act. The maximum amount outstanding during the period was INR 6.95 million and the period end balance of such loan was INR 6.95 million.

   b. During the nine months ended 31 December 2013, there were no fresh loans granted to companies, firms or other parties listed in the register maintained under section 301 of the Act. Accordingly paragraph 4(iii)(b) of the Order is not applicable to the Company.

   c. The terms of the loan arrangement do not stipulate any repayment schedule and are repayable on demand. Further, the loan arrangements are interest free. Accordingly, paragraph 4 (iii) (c) of the Order are not applicable to the Company in respect of the repayment of the principal amount and the interest.

   d. Since the terms of the arrangements do not stipulate repayment terms, for principal and interest, and no demand has been made, there are no overdue amounts in excess of INR 0.10 million. Accordingly, paragraph 4 (iii) (d) of the Order is not applicable.

3. a. According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including Provident Fund, Employees' State Insurance, Sales-tax and other material statutory dues have generally been regularly deposited during the period by the Company with the appropriate authorities According to the information and explanations given to us and on the basis of the examination of the books of the Company, amounts deducted/accrued in the books of account in respect of undisputed Income-tax and Service tax dues have not been regularly deposited during the nine months period by the Company with the appropriate authorities. As explained to us the company did not have any dues on account of Investor Education and Protection Fund, Wealth tax, Customs duty and Excise duty.

   According to the information and explanations given to us, there are no other undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income Tax, Service tax, sales tax and other material statutory dues, which are outstanding as at 31 December 2013 for a period of more than six months from the date they became payable.

3. Magna Infotech Limited

For the year ended 31 March 2011

1. a. The Company has granted loan in the earlier years to two companies covered in the register maintained under Section 301 of the Act. The maximum amount outstanding during the year of such loan was INR 15.60 million and the year end balance of such loan was Nil.

   b. In our opinion, the rate of interest and other terms and conditions on which loans have been granted to companies, firms or other parties listed in the register maintained under Section 301 of the Companies Act, 1956 are prima facie, prejudicial to the interest of the company.

   c. In case of loans granted to companies listed in the register maintained under Section 301, the borrowers have fully paid the principal amounts during the year.

   d. Since the borrowers have fully paid the principal amounts during the year, paragraph 4 (iii) (d) of the order is not applicable.

2. The company does not have an internal audit system.

E) NON-ADJUSTING ITEMS (CONTINUED):

3. a. According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including Provident Fund, Employees' State Insurance and other material statutory dues have generally been regularly deposited during the year by the Company with the appropriate authorities, except for Income-tax and Service tax dues which have not been regularly deposited with the appropriate authorities. As explained to us the company did not have any dues on account of Investor Education and Protection Fund, Sales tax, Wealth tax, Customs duty and Excise duty.

There were no dues on account of cess under Section 441A of the Act since the aforesaid section has not yet been made effective by the Central Government.

According to the information and explanations given to us, there are no other undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income Tax and other material statutory dues, which are in arrears as at 31 March 2011 for a period of more than six months from the date they became payable, except as disclosed below:

Name of the statute	Nature of the dues	Amount (INR in million)	Period to which the amount relates	Due date	Date of payment
Chapter V of Finance Act, 1994	Service tax	12.62	June 2010	5 July 2010	31 May 2011
		9.95	July 2010	5 August 2010	16 July 2011
		15.43	August 2010	5 September 2010	9 August 2011

b. According to the information and explanations given to us the following dues of Income tax, Service tax which have not been deposited by the Company on account of disputes.

Name of the statute	Nature of the dues	Amount (INR in million)	Period to which the amount relates	Forum where dispute is pending
Income Tax,1961	Income tax/Interest demanded	3.05 (3.05)*	AY 2005-06	Income Tax Appellate Tribunal, Hyderabad
Income Tax,1961	Income tax/Interest demanded	1.48 (1.48)*	AY 2006-07	Income Tax Appellate Tribunal, Hyderabad
Income Tax,1961	Income tax/Interest demanded	0.49 (0.49)*	AY 2007-08	Commissioner of Income Tax (Appeal)
Income Tax,1961	Income tax/Interest demanded	0.43 (0.43)*	AY 2008-09	Commissioner of Income Tax (Appeal)
Chapter V of Finance Act, 1994	Service Tax	6.05	April 2008- June 2009	Commissioner of Central Excise, Customs and Service Tax
Chapter V of Finance Act, 1994	Service Tax	3.73	2006-2007 to 2008-2009	Additional Commissioner of Central Excise, Customs and Service Tax

*Indicates the amount adjusted with the refunds of subsequent years by the Income tax department

For the year ended 31 March 2012

1 a. According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including Provident Fund, Employees' State Insurance and other material statutory dues have generally been regularly deposited during the year by the Company with the appropriate authorities, except for Income-tax and Service tax dues which have not been regularly deposited with the appropriate authorities. As explained to us the company did not have any dues on account of Investor Education and Protection Fund, Sales tax, Wealth tax, Customs duty and Excise duty.

There were no dues on account of cess under Section 441A of the Act since the aforesaid section has not yet been made effective by the Central Government.

According to the information and explanations given to us, there are no other undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income Tax, Sales tax, Wealth tax, Service tax, Customs duty, Excise duty, Cess and other material statutory dues, which are in arrears as at 31 March 2012 for a period of more than six months from the date they became payable.

b. According to the information and explanations given to us, the following dues of Income-tax and Service tax have not been deposited by the Company on account of disputes:

Name of the statute	Nature of the dues	Amount (INR in million)	Period to which the amount relates	Forum where dispute is pending
Income Tax,1961	Income tax/Interest demanded	3.05 (3.05)*	AY 2005-06	Income Tax Appellate Tribunal, Hyderabad
Income Tax,1961	Income tax/Interest demanded	1.48 (1.48)*	AY 2006-07	Income Tax Appellate Tribunal, Hyderabad

E) NON-ADJUSTING ITEMS (CONTINUED):

Income Tax,1961	Income tax/Interest demanded	0.49 (0.49)*	AY 2007-08	Commissioner of Income Tax (Appeal)
Income Tax,1961	Income tax/Interest demanded	0.43 (0.43)*	AY 2008-09	Commissioner of Income Tax (Appeal)
Chapter V of Finance Act, 1994	Service Tax	6.05	April 2008- June 2009	Commissioner of Central Excise, Customs and Service Tax

*Indicates the amount adjusted with the refunds of subsequent years by the Income tax department

For the year ended 31 March 2013

1 a. According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including Provident Fund, Employees' State Insurance and other material statutory dues have generally been regularly deposited during the year by the Company with the appropriate authorities, except for Income-tax and Service tax dues which have not been regularly deposited with the appropriate authorities. As explained to us the company did not have any dues on account of Investor Education and Protection Fund, Sales tax, Wealth tax, Customs duty and Excise duty.

According to the information and explanations given to us, there are no other undisputed amounts payable in respect of Provident Fund, Employees' State Insurance and other material statutory dues, which were in arrears as at 31 March 2013 for a period of more than six months from the date they became payable except for Interest on TDS payable pertaining to the financial year 2010-2011amounting INR 3.52 million.

b. According to the information and explanations given to us, the following dues of Income-tax and Service tax have not been deposited by the Company on account of disputes:

Name of the statute	Nature of the dues	Amount (INR in million)	Period to which the amount relates	Forum where dispute is pending
Income Tax,1961	Income tax/Interest demanded	3.05 (3.05)*	AY 2005-06	Income Tax Appellate Tribunal, Hyderabad
Income Tax,1961	Income tax/Interest demanded	1.48 (1.48)*	AY 2006-07	Income Tax Appellate Tribunal, Hyderabad
Income Tax,1961	Income tax/Interest demanded	0.49 (0.49)*	AY 2007-08	Commissioner of Income Tax (Appeal)
Income Tax,1961	Income tax/Interest demanded	0.43 (0.43)*	AY 2008-09	Commissioner of Income Tax (Appeal)
Chapter V of Finance Act, 1994	Service Tax	6.05	April 2008- June 2009	Commissioner of Central Excise, Customs and Service Tax

*Indicates the amount adjusted with the refunds of subsequent years by the Income tax department

For the period ended 31 December 2013

1 a. According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including Provident Fund, Employees' State Insurance and other material statutory dues have generally been regularly deposited during the year by the Company with the appropriate authorities. According to the information and explanations given to us and on the basis of our examination of the records of the Company amounts deducted/accrued in the books of account in respect of undisputed income tax and service tax dues have not been regularly deposited during the nine months period by the Company with the appropriate authorities. As explained to us, the Company did not have any dues on account of Sales tax, Wealth tax, Customs duty, Excise duty and Investors Education and Protection Fund.

b. According to the information and explanations given to us, the following dues of Income-tax and Service tax have not been deposited by the Company on account of disputes:

Name of the statute	Nature of the dues	Amount (INR in million)	Period to which the amount relates	Forum where dispute is pending
Income Tax,1961	Income tax/Interest demanded	3.05 (3.05)*	AY 2005-06	Income Tax Appellate Tribunal, Hyderabad
Income Tax,1961	Income tax/Interest demanded	1.48 (1.48)*	AY 2006-07	Income Tax Appellate Tribunal, Hyderabad
Income Tax,1961	Income tax/Interest demanded	0.49 (0.49)*	AY 2007-08	Commissioner of Income Tax (Appeal)
Income Tax,1961	Income tax/Interest demanded	0.43 (0.43)*	AY 2008-09	Commissioner of Income Tax (Appeal)
Chapter V of Finance Act, 1994	Service Tax	6.05	April 2008- June 2009	Commissioner of Central Excise, Customs and Service Tax

*Indicates the amount adjusted with the refunds of subsequent years by the Income tax department

Quess Corp Limited *(formerly known as IKYA HUMAN CAPITAL SOLUTIONS LIMITED)*

ANNEXURE - VI (CONTINUED)

STATEMENT OF ADJUSTMENTS TO CONSOLIDATED AUDITED FINANCIAL STATEMENTS

E) NON-ADJUSTING ITEMS (CONTINUED):

4. Co-Achieve Solutions Pvt Ltd

For the year ended 31 March 2011

1. The company has received interest free unsecured loans from one of its Ex Director/ Ex shareholder. No conditions are attached to the said loan amount received. There are financial transactions between The Company and its holding company M/s IKYA Human Capital Solutions Pvt Ltd. The said holding company has paid for expenses aggregating INR 9.94 million on behalf of the company, refer details given and observations made in the notes to the accounts. Other than this the company does not appear to have taken / given any loan from / to firms and other parties listed in the register(s) required to be maintained under section 301 of The Act, so far as it appears from our examination of the account books, and further it appears that the company has not purchased / sold goods from / to firms / body corporate in which the directors of the company and / or their relatives are interested as partners/ directors/ shareholders.

2. The Company has earned profits in the year under review, though it has accumulated losses at the end of the financial year. The Company has not incurred any cash loss in the financial year covered by our audit.

For the year ended 31 March 2012

1. The company has received interest free unsecured loans from one of its Ex Director/ Ex shareholder. No conditions are attached to the said loan amount received. There are financial transactions between The Company and its holding company M/s IKYA Human Capital Solutions Pvt Ltd. The said holding company has paid for expenses aggregating INR 3.28 million on behalf of the company, refer details given and observations made in the notes to the accounts. Other than this the company does not appear to have taken / given any loan from / to firms and other parties listed in the register(s) required to be maintained under section 301 of The Act, so far as it appears from our examination of the account books, and further it appears that the company has not purchased / sold goods from / to firms / body corporate in which the directors of the company and / or their relatives are interested as partners/ directors/ shareholders.

2. The Company has earned profits in the year under review, though it has accumulated losses at the end of the financial year. The Company has not incurred any cash loss in the financial year covered by our audit.

For the year ended 31 March 2013

1. According to the records of the Company, undisputed statutory dues including Provident Fund, Investor Education Fund, and Protection Fund, Employees State Insurance, Income-tax, Sales-tax, Wealth-tax, Service Tax, Customs Duty, Excise Duty, cess to the extent applicable and any other statutory dues have generally been regularly deposited with the appropriate authorities. According to the information and explanations given to us there are some outstanding statutory dues as on 31 March, 2013 for a period of more than six months from the date they become payable.

   According to the information and explanations given to us, there is no amounts payable in respect of income tax, wealth tax, service tax, sales tax, customs duty, excise duty which have not been deposited on account of any disputes.

2. The Company has accumulated losses, and has not incurred any cash loss during the financial year covered by our audit and in the immediately preceding financial year.

5. MFX Infotech Private Limited

For the year ended 31 March 2015

1. Undisputed statutory dues including Provident Fund, Investor Education Fund, and Protection Fund, Employees State Insurance, Income-tax, Sales-tax, Wealth-tax, Service Tax, Customs Duty, Excise Duty, cess and any other material statutory dues, as applicable, have generally not been deposited regularly with the appropriate authorities.

   There were outstanding statutory dues as on 31 March, 2015 with respect to employee state insurance, labor welfare fund, professional tax which were not due for more than six months from the date they became payable.

   In our opinion and according to information and explanations given to us, there are no dues of income-tax, sales tax, wealth tax, service tax, custom duty, excise duty, cess and value added tax that have not been deposited with the appropriate authorities on account of any dispute.

   There is no amount required to be transferred to investor education and protection fund.

6. Aravon Services Private Limited

For the period ended 30 September 2015

In our opinion, the interim financial statement prepared for consolidation purposes of Aravon Services Private Limited (formerly known as ARAMARK India Private Limited) as at 30 September 2015 and for the period from 1 April 2015 to 30 September 2015 has been prepared, in all material respects, in conformity with the instructions issued by the group management of Quess Corp Limited to components except in case of valuation of inventories wherein cost is determined on the basis of first in first out (FIFO) method as against weighted average cost method followed at the group.

Quess Corp Limited ***(formerly known as IKYA HUMAN CAPITAL SOLUTIONS LIMITED)***

ANNEXURE - VII

NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

A. RESTATED CONSOLIDATED STATEMENT OF SECURED LONG-TERM BORROWINGS

(INR in Million, unless otherwise stated)

Particulars	As at					
	30 September 2015	31 March 2015	31 December 2013	31 March 2013	31 March 2012	31 March 2011
Long-term Borrowings						
Secured						
Finance lease from banks						
HDFC Bank [Refer to (a) below]	-	0.13	1.94	-	0.02	-
Term Loan						
From banks						
- ICICI Bank, Canada	197.24	-	-	-	-	-
- NSDC [Refer to (b) below]	-	-	30.00	-	-	-
Total long-term borrowings	**197.24**	**0.13**	**31.94**	**-**	**0.02**	**-**

Notes:

(a) The finance lease is taken from HDFC Bank which carries interest rate of 9.03% p.a. It is repayable in 36 equal monthly instalments of INR 0.13 million (including interest) commencing 5 May 2013. The vehicle loan is secured by way of hypothecation of vehicles purchased using the loan facility. Principal amount outstanding as at 30 September 2015 is INR 0.88 million, 31 March 2015 is INR 1.6 million and 31 December 2013 is INR 3.25 million. Current maturities as at 30 September 2015 is INR 0.88 million, 31 March 2015 is INR 1.47 million and 31 December 2013 is INR 1.31 million. Refer current maturities of long term borrowings under other current liabilities.

(b) This includes term loan from National Skill Development Centre ('NSDC') of INR 30 million (31 March 2015 : INR 30 million) which is secured against hypothecation of project assets. The loan is taken at 6% p.a simple interest. The principal amount was repayable in equal quarterly installments over a period of 10 years beginning January 2016. As per the revised terms it is repayable by March 2016, hence classified as other current liabilities.

1. The figures disclosed above are based on the Restated Consolidated Summary Statement of assets and liabilities of the Company.

2. The above statement should necessarily be read with the basis of preparation and significant accounting policies appearing in Annexure IV, Notes to the Restated Consolidated Financial Information appearing in Annexure V to Annexure XI.

Quess Corp Limited ***(formerly known as IKYA HUMAN CAPITAL SOLUTIONS LIMITED)***

ANNEXURE - VII

NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

B. RESTATED CONSOLIDATED STATEMENT OF SHORT-TERM BORROWINGS

(INR in Million, unless otherwise stated)

Particulars	As at					
	30 September 2015	31 March 2015	31 December 2013	31 March 2013	31 March 2012	31 March 2011
Secured						
Loans repayable on demand						
Cash credit and overdraft facility from banks						
Axis Bank Limited	523.89	436.95	374.07	-	-	-
ICICI Bank Canada	-	494.96	-	-	-	-
State Bank of India	294.63	307.15	-	-	-	169.23
Yes Bank Limited	117.38	171.67	-	321.92	340.55	136.92
Kotak Bank Limited	-	-	-	-	-	-
Bill discounting facility from banks						
Axis Bank Limited	88.12	62.77	234.85	148.12	-	-
HSBC Bank				0.73	27.39	
Yes Bank Limited	177.44	142.08	-	-	155.39	36.85
Inter corporate deposit						
Thomas Cook (India) Limited*	-	-	-	400.00	-	-
Short term maturities of financial lease obligations	-	-	-	-	-	-
Working capital loan from banks						
Scotia Bank	500.00	500.00	-	-	-	-
Kotak Bank	230.00	-	-	-	-	-
Yes Bank	140.00	-	-	-	-	-
Packing Credit in Foreign Currency (PCFC) from banks						
Yes Bank Limited	20.84	24.03	-	-	-	-
Post shipment credit in foreign currency (PSFC) from banks						
Yes Bank Limited	-	-	-	-	-	-
Loan repayable in installments						
Term Loan from banks						
Yes Bank Limited	-	30.00	-	-	-	-
ICICI Bank, Canada	297.93	-	-	-	-	-
(Unsecured)						
Term Loan from banks						
Kotak Mahindra Bank	-	-	-	-	-	2.43
Tata Finance Limited	-	-	-	1.33	-	-
Bajaj Finance Limited	-	-	-	-	4.39	-
HDFC	-	-	-	0.27	2.93	-
HSBC	-	-	-	-	16.50	-
Religare	-	-	-	0.42	4.38	-
Others						
Linkwell Tele Systems	-	-	-	-	-	10.00
Moneyline credit limited	-	-	-	-	-	0.36
Magna Infotech, USA [Refer note 23(c) of Annexure V]	-	-	-	6.59	4.95	6.59
Rabindra Bahl	-	-	-	-	-	0.33
Total short-term borrowings	**2,390.23**	**2,169.61**	**608.92**	**879.38**	**556.48**	**362.71**

* Thomas Cook (India) Limited became related party from 14 May 2013. (Refer note 23(a) of Annexure V)

Notes:

1. The figures disclosed above are based on the Restated Consolidated Summary Statement of assets and liabilities of the Company.

2. The above statement should necessarily be read with the basis of preparation and significant accounting policies appearing in Annexure IV, Notes to the Restated Consolidated Financial Information appearing in Annexure V to Annexure XI.

Quess Corp Limited *(formerly known as IKYA HUMAN CAPITAL SOLUTIONS LIMITED)*

ANNEXURE - VII

C. RESTATED STATEMENT OF PRINCIPAL TERMS OF SECURED BORROWINGS OUTSTANDING AS AT 30 SEPTEMBER 2015

Sl. No.	Name of the lender	Nature of borrowing facility	Loan Currency	Amount Sanctioned	Amount outstanding as of 30 September 2015	Rate of Interest	Date of sanction	Repayment terms	Prepayment charges	Default charges	Security offered
1	Axis Bank Limited	Cash Credit	INR	800	523.89	1.25% above base rate [BR] i.e., 11.40% p.a. at present payable at monthly interval.	23-Mar-15	Repayable on demand.	NA	Delay in submission of FFR/Stock statements will attract penal interest of 1%p.a. on the outstanding amount. In case of overdrawing's is on more than three occasions in calendar month then the penal interest rate of 2% p.a. will be charged in entire outstanding amount.	**Primary:** Pari-passu first charge on the entire current asset, both present and future of the company **Collateral:** Pari-passu first charge on the entire movable fixed assets, [other than vehicles/equipment purchased/to be purchased under lease / hire purchase arrangements] both present and future of the company.
2	Axis Bank Limited	Bill Discounting	INR	200	88.12	1.10% above base rate [BR] i.e., 11.25% p.a. at present payable upfront.	23-Mar-15	Demand / Usance not exceeding 120 days from the date of discounting.	NA	In case invoices are returned unpaid, penal interest @ 2% p.a. to be recovered.	**Primary:** Pari-passu first charge on the entire current asset, both present and future of the company **Collateral:** Pari-passu first charge on the entire movable fixed assets, [other than vehicles/equipment purchased/to be purchased under lease / hire purchase arrangements] both present and future of the company.
3	Yes Bank Limited	Bill Discounting	INR	150	-	To be decided at the time of disbursement.	3-Sep-15	180 days from the date of discounting.	NA	Additional Interest rate of 2% p.a. will be applicable in case of default in payment or breach of any conditions/covenants as mentioned in sanction letter.	Pari-passu first charge on the current and movable fixed assets, both current and future of the company.
4	Yes Bank Limited	Bill Discounting	INR	200	177.44	To be decided at the time of disbursement.	3-Sep-15	90 days from the date of discounting.	NA	Additional Interest rate of 2% p.a. will be applicable in case of default in payment or breach of any conditions/covenants as mentioned in sanction letter.	Pari-passu first charge on the current and movable fixed assets, both current and future of the company.
5	Yes Bank Limited	Bill Discounting	INR	70	-	To be decided at the time of disbursement.	3-Sep-15	3 Months.	NA	Additional Interest rate of 2% p.a. will be applicable in case of default in payment or breach of any conditions/covenants as mentioned in sanction letter.	Pari-passu first charge on the current and movable fixed assets, both current and future of the company.
6	Yes Bank Limited	Cash Credit	INR	430	117.38	The rate of interest is bank's base rate plus 0.65% p.a., presently 12.50%.	3-Sep-15	12 months, subject to payable on demand/annual review.	NA	Additional Interest rate of 2% p.a. will be applicable in case of default in payment or breach of any conditions/covenants as mentioned in sanction letter.	Pari-passu first charge on the current and movable fixed assets, both current and future of the company.
7	Yes Bank Limited	Short Term Loan (WCDL)	INR	360	140.00	The rate of interest is from 10.5%p.a. to 10.75% p.a.	3-Sep-15	180 days.	NA	Additional Interest rate of 2% p.a. will be applicable in case of default in payment or breach of any conditions/covenants as mentioned in sanction letter.	Pari-passu first charge on the current and movable fixed assets, both current and future of the company. Special Terms : Cooling period of 3 days.
8	Yes Bank Limited	Packing Credit in Foreign Currency (PCFC)	INR	70	-	To be decided at the time of disbursement with YBL internal approval.	3-Sep-15	6 months.	NA	Additional Interest rate of 2% p.a. will be applicable in case of default in payment or breach of any conditions/covenants as mentioned in sanction letter.	Pari-passu first charge on the entire current asset, both present and future of the company.
9	Yes Bank Limited	Post shipment credit in foreign currency (PSFC)	INR	70	-	To be decided at the time of disbursement with YBL internal approval.	3-Sep-15	6 months.	NA	Additional Interest rate of 2% p.a. will be applicable in case of default in payment or breach of any conditions/covenants as mentioned in sanction letter.	Pari-passu first charge on the entire current asset, both present and future of the company.
10	Yes Bank Limited	Invoice Discounting	INR	90	-	To be decided at the time of disbursement with YBL internal approval.	3-Sep-15	90 days from the date of discounting.	NA	Additional Interest rate of 2% p.a. will be applicable in case of default in payment or breach of any conditions/covenants as mentioned in sanction letter.	Pari-passu first charge on the entire current asset, both present and future of the company.
11	Yes Bank Limited	Packing Credit in Foreign Currency (PCFC)	INR	30	21	The rate of interest is bank's base rate plus 1.75% p.a.	3-Jan-15	6 Months.		Additional Interest rate of 2% p.a. will be applicable in case of default in payment or breach of any conditions/covenants as mentioned in sanction letter.	Exclusive charge by way of hypothecation of all current assets and fixed assets of the Company. Corporate Guarantee of Ikya Human Capital Solutions Private Limited.

Quess Corp Limited *(formerly known as IKYA HUMAN CAPITAL SOLUTIONS LIMITED)*

ANNEXURE - VII

C. RESTATED STATEMENT OF PRINCIPAL TERMS OF SECURED BORROWINGS OUTSTANDING AS AT 30 SEPTEMBER 2015 (CONTINUED)

Sl. No.	Name of the lender	Nature of borrowing facility	Loan Currency	Amount Sanctioned	Amount outstanding as of 30 September 2015	Rate of Interest	Date of sanction	Repayment terms	Prepayment charges	Default charges	Security offered
12	Yes Bank Limited	Post shipment credit in foreign currency (PSFC) - Sub limit to Packing Credit in Foreign Currency (PCFC) i.e. INR 30 million	INR	70	-	To be decided at the time of disbursement with YBL internal approval.	3-Jan-15	6 Months.		Additional Interest rate of 2% p.a. will be applicable in case of default in payment or breach of any conditions/covenants as mentioned in sanction letter.	Exclusive charge by way of hypothecation of all current assets and fixed assets of the Company. Corporate Guarantee of Ikya Human Capital Solutions Private Limited.
13	The Bank Of Nova Scotia, Mumbai Branch	Short Term Loan (WCDL), Export Packing Credit & Export Bills Discounting	INR	500	500.00	The rate of interest is 10.30% p.a.	23-Feb-15	All amounts outstanding under the Facilities are repayable on demand but until such demand is made repayment is to be made at the maturity of each draw down.	NA	1% penal interest in case of non compliance of any covenants.	First Pari Passu charge on entire current assets of the Borrower both present and future and on the entire movable fixed assets of the Borrower both present and future. Assignment of insurance over Stocks in favour of the Bank together with other working capital lenders.
14	Kotak Bank Limited	Short Term Loan (WCDL) - Fresh and Sub limit to Line of Credit i.e. INR 250 million	INR	250	230.00	Tenor based and will be communicated at the time of drawdown/ rollover Indicative pricing - 10.45% p.a. for a period of 7 to 15 days.	16-Apr-15	Maximum tenor for 180 days.	No charges beyond 15 days	2% penal interest in case of non compliance of any covenants.	Pari-passu charge on Current Assets.
15	Kotak Bank Limited	Cash Credit/ Overdraft - Fresh and Sub limit to Line of Credit i.e INR 250 million	INR	100	-	KMBR + 1.90% (presently KMBR is 9.85%).	16-Apr-15			2% penal interest in case of non compliance of any covenants.	Pari-passu charge on Current Assets.
16	Kotak Bank Limited	Treasury Lines- Forwards, Options, Currency Interest Rate swaps/ Interest rate swaps etc.	INR	20	-		16-Apr-15	Maximum 1 Year.		2% penal interest in case of non compliance of any covenants.	
17	ICICI Bank Canada	Term Loan	INR	495	495	The rate of interest is Canadian Dealer Offered Rate plus 3.50%.		Repayable on demand.		2% penal interest in case of non compliance of any covenants.	The credit facility is secured by a guarantee given by the Company. The facility requires to meet certain financial ratios and other covenants.
18	State Bank of India	Cash Credit	INR	310	254.63	Present rate of 10.60% as applicable to "BBB" rated corporate.	20-Jun-14	Repayable on demand.	NA	1% to 2% penal interest in case of non compliance of any covenants.	Pari-passu first charge on the entire current asset, both present and future of the company.
19	State Bank of India	Stand by Line of Credit	INR	40	40.00	1.00% above CC Rate Present effective rate of 11.60% (subject to change).	20-Jun-14	Repayable on demand.	NA	1% to 2% penal interest in case of non compliance of any covenants.	Pari-passu first charge on the entire current asset, both present and future of the company.
	Total				**2,587.47**						

Quess Corp Limited *(formerly known as IKYA HUMAN CAPITAL SOLUTIONS LIMITED)*

ANNEXURE - VIII

NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

INVESTMENT IN ASSOCIATES

(INR in Million, unless otherwise stated)

Particulars	As at					
	30 September 2015	31 March 2015	31 December 2013	31 March 2013	31 March 2012	31 March 2011
(at cost, unless otherwise specified)						
MFxchange Holdings Inc, Canada, US$ 49 (31 March 2015 : US$ 49) [refer note a below]	-	-	-	-	-	-
Less: Share of loss limited to cost of investment	-	-	-	-	-	-
Total investment in associates	-	-	-	-	-	-

Note:

(a) During the period ended 31 March 2015, Quess Corp (USA) Inc. [formerly known as Magna Infotech Inc.], a subsidiary of the Company acquired 49% stake in MFXchange Holdings Inc, Canada on 3 November 2014 for a consideration of INR 0.00 million (USD 49 converted at 1 USD = 62.53 INR) from the ultimate holding company Fairfax Financial Holdings Limited which was holding 100% common stock of MFXchange Holdings Inc., as per the share purchase agreement ("SPA") entered into among ultimate holding company, Quess Corp (USA) Inc. and the Company on 3 November 2014.

Subsequent to balance sheet date 30 September 2015, Fairfax Financial Holdings Limited sold remaining 51% holding in the MFxchange Holdings Inc., to Quesscorp Holdings Pte Ltd for a consideration which comprises fixed consideration of USD 51 and a variable consideration of Earnout Amount which has to be calculated in accordance with SPA.

Quess Corp Limited ***(formerly known as IKYA HUMAN CAPITAL SOLUTIONS LIMITED)***

ANNEXURE - IX

NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

A. LONG TERM LOANS AND ADVANCES

(INR in Million, unless otherwise stated)

Particulars	As at					
	30 September 2015	31 March 2015	31 December 2013	31 March 2013	31 March 2012	31 March 2011
Unsecured and considered good						
Security deposits	75.79	61.00	28.91	23.61	29.26	24.38
Other loans and advances						
Advance income tax (net of provision for tax)	651.03	455.38	593.07	249.50	208.42	268.64
Minimum alternate tax credit entitlement	1.28	1.28	1.28	12.92	11.00	-
Balance with government authorities	19.40	18.67	-	-	0.20	0.20
Prepaid expenses	0.34	5.09	-	7.35	0.03	-
Capital advances	11.83	3.06	2.81	-	0.70	-
Advance to employees	-	0.60	-	-	-	-
Others	-	-	-	-	0.02	0.02
Total long term loans and advances	**759.67**	**545.08**	**626.07**	**293.38**	**249.63**	**293.24**

Notes:

1. The figures disclosed above are based on the Restated Consolidated Summary Statement of assets and liabilities of the Company.

2. The above statement should necessarily be read with the basis of preparation and significant accounting policies appearing in Annexure IV, Notes to the Restated Consolidated Financial Information appearing in Annexure V to Annexure XI.

Quess Corp Limited ***(formerly known as IKYA HUMAN CAPITAL SOLUTIONS LIMITED)***

ANNEXURE - IX

NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

B (i). SHORT TERM LOANS & ADVANCES

(INR in Million, unless otherwise stated)

Particulars	As at					
	30 September 2015	31 March 2015	31 December 2013	31 March 2013	31 March 2012	31 March 2011
Unsecured and considered good						
MAT Credit Entitlement	-	-	25.35	-	-	2.50
Advance income tax (net of provision for tax)	-	272.15	-	192.47	94.28	-
Security deposits	46.72	56.76	20.84	17.12	3.13	7.80
Prepaid expenses	90.45	44.34	18.01	16.84	11.34	6.14
Advances to suppliers	30.78	3.60	3.42	-	-	-
Balance with government authorities	5.05	0.61	-	-	-	-
Loans and advances to related party (Refer Note 23(c) of Annexure V)	2.50	-	-	6.95	5.96	6.89
Other loans and advances						
Employee advances	84.07	41.51	9.95	9.77	6.77	6.81
Travel advances	18.59	2.86	0.15	1.04	-	0.02
Other advances	5.05	15.14	11.02	10.82	14.57	23.16
Total short-term loans and advances	**283.21**	**436.97**	**88.74**	**255.01**	**136.05**	**53.32**

B (ii).OTHER CURRENT ASSETS

(Unsecured and considered good)

(INR in Million, unless otherwise stated)

Particulars	As at					
	30 September 2015	31 March 2015	31 December 2013	31 March 2013	31 March 2012	31 March 2011
Accrued revenue	2,006.10	1,303.49	822.68	528.22	285.34	242.16
Interest accrued but not due	0.87	1.67	1.15	6.96	1.43	1.01
Total other current assets	**2,006.97**	**1,305.16**	**823.83**	**535.18**	**286.77**	**243.17**

Notes:

1. The figures disclosed above are based on the Restated Consolidated Summary Statement of assets and liabilities of the Company.

2. The above statement should necessarily be read with the basis of preparation and significant accounting policies appearing in Annexure IV, Notes to the Restated Consolidated Financial Information appearing in Annexure V to Annexure XI.

Quess Corp Limited *(formerly known as IKYA HUMAN CAPITAL SOLUTIONS LIMITED)*

ANNEXURE - X

NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

RESTATED CONSOLIDATED STATEMENT OF TRADE RECEIVABLES

(INR in Million, unless otherwise stated)

Particulars	As at					
	30 September 2015	31 March 2015	31 December 2013	31 March 2013	31 March 2012	31 March 2011
Unsecured and considered good						
A. Debts outstanding for a period exceeding six months from the date they are due for payment						
Considered good*	88.39	380.48	17.76	28.45	59.69	46.36
Considered doubtful*	114.96	74.25	16.16	4.60	11.09	5.96
	203.35	**454.73**	**33.92**	**33.05**	**70.78**	**52.32**
B. Other debts						
Considered good*	3,317.30	2,374.03	1,228.25	1,551.59	1,117.76	621.71
Considered doubtful*	7.04	-	-	0.20	-	-
	3,324.34	**2,374.03**	**1,228.25**	**1,551.79**	**1,117.76**	**621.71**
C. Provision for doubtful debts	122.00	74.25	16.16	4.81	11.09	5.96
Total trade receivables (A+B-C)	**3,405.69**	**2,754.51**	**1,246.01**	**1,580.03**	**1,177.45**	**668.07**

* Refer Note 23(c) of Annexure V

Notes:

1. The figures disclosed above are based on the Restated Consolidated Summary Statement of assets and liabilities of the Company.

2. The above statement should necessarily be read with the basis of preparation and significant accounting policies appearing in Annexure IV, Notes to the Restated Consolidated Financial Information appearing in Annexure V to Annexure XI.

Quess Corp Limited ***(formerly known as IKYA HUMAN CAPITAL SOLUTIONS LIMITED)***

ANNEXURE - XI

NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

RESTATED CONSOLIDATED STATEMENT OF OTHER INCOME

(INR in Million, unless otherwise stated)

Particulars	For the period from			For the year ended			Nature: Recurring/ Non-recurring
	1 April 2015 to 30 September 2015	1 January 2014 to 31 March 2015	1 April 2013 to 31 December 2013	31 March 2013	31 March 2012	31 March 2011	
Interest on term deposits	4.72	8.60	1.57	12.16	12.63	8.10	Recurring
Provision no longer required written back	2.84	5.00	-	-	-	-	Non recurring
Liability no longer required written back	-	8.42	-	-	-	-	Non recurring
Provison for doubtful debts	-	-	-	6.28	-	-	Non recurring
Bad debts recovered	1.26	-	-	-	-	-	Non recurring
Profit on sale of fixed assets, net	0.05	0.40	0.61	0.28	0.25	-	Non recurring
Interest income on income tax refund	21.47	24.21	13.27	12.58	5.81	4.77	Non recurring
Foreign exchange gain, net	1.81	8.86	5.88	0.06	5.16	0.12	Non recurring
Miscellaneous income	0.76	1.52	0.03	0.63	0.47	0.66	Non recurring
Total other income	**32.91**	**57.01**	**21.36**	**31.99**	**24.32**	**13.65**	

Notes:

1. The classification of other income as recurring/not-recurring to business activity is based on the current operations and business activity of the Group as determined by the management.

1. The figures disclosed above are based on the Restated Consolidated Summary Statement of profit and loss of the Company.

3. The above statement should necessarily be read with the basis of preparation and significant accounting policies appearing in Annexure IV, Notes to the Restated Consolidated Financial Information appearing in Annexure V to Annexure XI.

Quess Corp Limited ***(formerly known as IKYA HUMAN CAPITAL SOLUTIONS LIMITED)***

ANNEXURE - XII

NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

RESTATED CONSOLIDATED STATEMENT OF RATES AND AMOUNT OF DIVIDEND

The Group has not paid any dividend in respect of the periods / years ended 30 September 2015, 31 March 2015, 31 December 2013, 31 March 2013, 31 March 2012 and 31 March 2011.

Quess Corp Limited ***(formerly known as IKYA HUMAN CAPITAL SOLUTIONS LIMITED)***

ANNEXURE - XIII

NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

RESTATED CONSOLIDATED STATEMENT OF CONTINGENT LIABILITIES

(INR in Million, unless otherwise stated)

Particulars	As at					
	30 September 2015	31 March 2015	31 December 2013	31 March 2013	31 March 2012	31 March 2011
Arrears of Cumulative Preference Dividend (Refer note a)	-	0.01	-	0.06	0.05	0.04
Indirect tax demands (Refer note b)	103.29	6.06	-	-	-	-
Direct tax demands (based on assessment orders)	11.86	1.92	-	-	-	-
Guarantees issued in favour of Commercial tax authorities	0.10	0.10	0.10	0.10	-	-
Capital commitments***	0.14	-	-	-	-	-
Total	**115.39**	**8.09**	**0.10**	**0.16**	**0.05**	**0.04**

Notes:

(a) This refers to arrears of Cumulative Preference Dividend of 0.001% for mandatorily convertible preference shares issued to Thomas Cook (India) Limited

(b) The Company has preferred an appeal with CESTAT aggrieved by the order of Commissioner of Service tax authority imposing a penalty of INR 6.06 million u/s 76 and 77 of the Service tax provisions. CESTAT has allowed the Stay Petition filed by Company, accordingly the same is shown as contingent liability.

Service Tax department has inadvertently not considered the payment of INR 97.24 million already made by the Company during the period October 2007 till March 2012. A sum of INR 0.096 million demanded by the Service Tax department for the services rendered to EOUs during the period October 2007 till March 2012 was paid by the Company subsequent to receiving the demand. For balance amount of INR 44.69 million for the period October 2007 till March 2012, INR 5.71 million for the period April 2012 till September 2013 no provision was made for the year ended 31 March 2015, since the Company is contesting the demand. During the current period the management has made a provision in the books for INR 51.92 million, including INR 1.52 million for the demand received during the current period pertaining to the period October 2013 to March 2014, as a matter of abundant caution considering that the grounds of appeal are subject to interpretation of law. The Company has already filed reply to the show cause notice issued by Service Tax department.

1. The figures disclosed above are based on the Restated Consolidated Summary Statement of assets and liabilities of the Company.

2. The above statement should necessarily be read with the basis of preparation and significant accounting policies appearing in Annexure IV, Notes to the Restated Consolidated Financial Information appearing in Annexure V to Annexure XI.

Quess Corp Limited ***(formerly known as IKYA HUMAN CAPITAL SOLUTIONS LIMITED)***

ANNEXURE - XIV

RESTATED CONSOLIDATED STATEMENT OF ACCOUNTING RATIOS

(INR in Million , unless otherwise stated)

Particulars	As at and for the periods / years ended					
	30 September 2015	31 March 2015	31 December 2013	31 March 2013	31 March 2012	31 March 2011
Net worth, as restated (A)	2,872.38	2,524.91	1,846.15	682.44	531.02	464.81
Net profit after tax, as restated attributable to shareholders (B)	348.19	677.05	177.43	112.36	60.05	17.36
Weighted average number of equity shares outstanding during the period / year						
For basic earnings per share (C)	113,170,086	108,074,923	101,249,273	98,181,541	98,181,541	94,322,567
For diluted earnings per share (D)	113,982,429	113,564,111	112,598,471	105,580,291	105,127,518	100,248,689
Earnings per share INR 10 each						
Basic earnings per share (INR) (E = B/C)	3.08	6.26	1.75	1.14	0.61	0.18
Diluted earnings per share (INR) (F = B/D)	3.05	5.96	1.58	1.06	0.57	0.17
Return on net worth (%) (G = B/A)	12.12%	26.81%	9.61%	16.46%	11.31%	3.73%
Number of shares outstanding at the end of the period / year** (H)	25,773,764	25,773,764	25,773,764	18,462,613	18,462,613	18,462,613
Net assets value per share of INR 10 each (I = A/H)	111.45	97.96	71.63	36.96	28.76	25.18

* Weighted average number of shares for all the above periods / years are computed after considering the effect of rights issue and bonus issue of shares made on 22 December 2015 and 5 January 2016 respectively in accordance with Accounting Standard 20 (AS 20), Earnings Per Share prescribed under Section 133 of the Companies Act, 2013 ("the 2013 Act") read with Rule 7 of the Companies (Accounts) Rules, 2014, other pronouncements of the Institute of Chartered Accountants of India ('ICAI'), and the provisions of the Act to the extent notified and applicable.

** Number of shares outstanding at the end of the period / year is inclusive of the dilution on conversion of CCPS into equity shares. The rights and bonus shares allotted subsequent to 30 September 2015 have not been considered for the calculation.

Notes:

1. The above ratios are calculated as under:
(a) Basic Earnings per share = Net profit after tax, as restated attributable to shareholders / Weighted average number of shares outstanding during the period or year
(b) Diluted Earnings per share = Net profit after tax, as restated attributable to shareholders / Weighted average number of diluted equity shares outstanding during the period or year
(c) Return on net worth (%) = Net profit after tax, as restated attributable to shareholders / Net worth as restated as at period or year end
(d) Net asset value per share (INR) = Net worth as, restated / Number of equity shares as at period or year end

2. Weighted average number of equity shares is the number of equity shares outstanding at the beginning of the period / year adjusted by the number of equity shares issued during the period / year multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the period / year.

3. Net worth for ratios mentioned in note 1(c) and 1(d) = Share capital (Equity and Preference) + Reserves and surplus, as restated [including Securities premium, Share options outstanding account, Foreign currency translation reserve and Surplus / (Deficit) in Statement of Profit and Loss].

4. Earnings per share calculations are in accordance with Accounting Standard 20 - Earnings per share, prescribed under Section 133 of the 2013 Act, read with Rule 7 of the Companies (Accounts Rules,2014).

5. The figures disclosed above are based on the Restated Consolidated Summary Statement of assets and liabilities of the Company.

6. The above statement should necessarily be read with the basis of preparation and significant accounting policies appearing in Annexure IV, Notes to the Restated Consolidated Financial Information appearing in Annexure V to Annexure XI.

7. Ratios for the six months period ended 30 September 2015, fifteen months period ended 31 March 2015 and nine months period ended 31 December 2013 are not annualised.

Quess Corp Limited *(formerly known as IKYA HUMAN CAPITAL SOLUTIONS LIMITED)*

ANNEXURE - XV

NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

RESTATED CONSOLIDATED CAPITALIZATION STATEMENT

(INR in Million, unless otherwise stated)

Particulars	Pre-issue as at 30 September 2015	Post issue
Borrowings		
Short term (A)	2,390.23	[.]
Long term (B)	228.12	[.]
Total (C)=(A+B)	**2,618.35**	
Shareholders' Funds		
Share Capital	257.74	[.]
Reserves and Surplus, as restated	2,614.64	[.]
Total Shareholders' funds (D)	**2,872.38**	
Long term borrowings / shareholder funds (B/D)	0.08	[.]
Total borrowings / shareholder funds (C/D)	0.91	[.]

* Long term borrowings includes Current maturities of Long term borrowings and finance lease obligations.

Notes:

1. The above has been computed on the basis of the restated consolidated summary statements of assets and liabilities of the Company as on 30 September 2015.

2. The corresponding post IPO capitalization data for each of the amounts given in the above table is not determinable at this stage pending the completion of the Book Building process and hence the same have not been provided in the above statement.

3. Post issue details have not been provided as the issue price of the share is not known at the date of the report.

4. The Company has issued Rights and Bonus equity shares post 30 September 2015 (Refer note 26.G and 26.H of Annexure V).

EXAMINATION REPORT ON RESTATED STANDALONE FINANCIAL INFORMATION

The Board of Directors
Quess Corp Limited,
(formerly known as IKYA HUMAN CAPITAL SOLUTIONS LIMITED)
3/3/2, Bellandur Gate,
Sarjapur Main Road,
Bengaluru - 560 103

Dear Sirs

1 We, B S R & Associates LLP, have examined the attached Restated Standalone Financial Information of Quess Corp Limited (the 'Company') *(formerly known as IKYA HUMAN CAPITAL SOLUTIONS LIMITED)*, as at and for the years ended 31 March 2011, 31 March 2012, 31 March 2013, nine months ended 31 December 2013, fifteen months ended 31 March 2015 and six months period ended on 30 September 2015, together with the annexures and notes thereto, as approved by the Board of Directors of the Company, prepared in terms of the requirements of Section 26 of the Companies Act, 2013 (the 'Act') read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 to the extent applicable, and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time (the 'SEBI Regulations'), the Guidance note on "Reports in Company's Prospectus (Revised)" issued by the Institute of Chartered Accountants of India ('ICAI'), to the extent applicable ('Guidance Note') and in terms of our engagement agreed upon with you in accordance with our engagement letter dated 18 June 2015 along with related addendum dated 1 October 2015 in connection with the proposed initial public offering of equity shares of the Company.

2 The above Restated Standalone Financial Information has been extracted by the Management from:

a. The audited financial statements of the Company as at and for the years ended 31 March 2011, 31 March 2012, 31 March 2013 and as at and for the nine months ended 31 December 2013, fifteen months ended 31 March 2015 which are prepared in accordance with Generally Accepted Accounting Principles (GAAP) in India (Indian GAAP) under the historical cost convention on the accrual basis of accounting and comply with the mandatory accounting standards prescribed under the Companies (Accounting Standards) Rules, 2006 which continue to apply under Section 133 of the Act [which has superseded section 211 (3C) of the Companies Act, 1956, w.e.f. 12 September 2013]; and

b. The interim audited standalone financial statements of the Company as at and for the six months ended 30 September 2015 which are prepared in accordance with Indian GAAP under the historical cost convention on the accrual basis of accounting and comply with the provisions of Accounting Standard 25, Interim Financial Reporting and other accounting standards prescribed under Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014.

3 The audit of the Company's standalone financial statements for the year ended 31 March 2011 and 31 March 2012 was conducted by B S R and Co. The audit of the Company's standalone financial statements for the financial year ended 31 March 2013 and for the nine months ended 31 December 2013 was conducted by B S R and Associates. The audit of the Company's standalone financial statements for the fifteen month ended 31 March 2015 and six months ended 30 September 2015 was conducted by us, B S R & Associates LLP.

B S R & Associates LLP, B S R and Associates and B S R and Co. are member firms of B S R & Affiliates, a network of firms, registered with ICAI.

4 In accordance with the requirements of Section 26 of the Act read with The Companies (Prospectus and Allotment of Securities) Rules, 2014 to the extent applicable, the SEBI Regulations, the Guidance Note and the terms of our engagement agreed with you, we further report that:

a) The restated standalone summary statement of assets and liabilities as at 31 March 2011, 31 March 2012, 31 March 2013, 31 December 2013, 31 March 2015 and 30 September 2015, examined by us, as set out in Annexure I to this examination report read with the significant accounting policies in Annexure IV and notes to accounts in Annexure V are after making such adjustments and regroupings as in our opinion were appropriate and more fully described in the Statement of adjustments to audited standalone financial statements enclosed as Annexure VI to this examination report; and

b) The restated standalone summary statement of profit and loss of the Company and the restated standalone summary statement of cash flows of the Company for the years ended 31 March 2011, 31 March 2012, 31 March 2013, nine months ended 31 December 2013, fifteen months ended 31 March 2015 and six months ended 30 September 2015 as set out in Annexure II and III respectively to this report read with the significant accounting policies in Annexure IV and notes to accounts in Annexure V are after making such adjustments and regroupings as in our opinion were appropriate and more fully described in the Statement of restatement adjustments to audited standalone financial statements enclosed as Annexure VI to this examination report.

5 Based on the above, we are of the opinion that the Restated Standalone Financial Information:

i) have been made after incorporating adjustments for the changes in accounting policies retrospectively in respective financial years to reflect the same accounting treatment as per the changed accounting policy for all the reporting years / periods based on the policies adopted by the Company as at 30 September 2015;

ii) have been made after incorporating adjustments for prior period and other material amounts in the respective financial years / periods to which they relate; and

iii) do not contain any extra-ordinary items that need to be disclosed separately in the accounts and do not contain any qualifications requiring adjustments; and

iv) contain other remarks / comments in the Auditor's report and Annexure to the Auditor's report on the financial statements of the Company as at and for the years ended 31 March 2011, 31 March 2012, 31 March 2013, nine months ended 31 December 2013, fifteen months ended 31 March 2015 and six months ended 30 September 2015 which do not require any corrective adjustment in the restated standalone financial information as mentioned in Clause E: Non-adjusting items under Annexure VI. For this purpose, we have placed reliance on the audited standalone financial statements of the Company and the audit reports thereon by the respective auditors as listed in Paragraph 3.

6 We have also examined the following other financial information of the Company set out in Annexures prepared by the Management and approved by the Board of Directors of the Company as at and for the years ended 31 March 2011, 31 March 2012, 31 March 2013, nine months ended 31 December 2013, fifteen months ended 31 March 2015 and six months ended 30 September 2015:

i) Statement of adjustments to audited financial statements, included in Annexure VI

ii) Restated standalone statement of secured long-term borrowings, included in Annexure VII A

iii) Restated standalone statement of secured and unsecured short-term borrowings, included in Annexure VII B

iv) Restated standalone statement of principal terms of secured borrowings outstanding as at 30 September 2015, included in Annexure VII C

v) Restated standalone statement of non-current investments, included in Annexure VIII

vi) Restated standalone statement of long-term loans and advances, included in Annexure IX A

vii) Restated standalone statement of short-term loans and advances, included in Annexure IX B

viii) Restated standalone statement of trade receivables, included in Annexure X

ix) Restated standalone statement of other income, included in Annexure XI

x) Restated standalone statement of dividend, included in Annexure XII

xi) Restated standalone statement of contingent liabilities, included in Annexure XIII

xii) Restated standalone statement of accounting ratios, included in Annexure XIV

xiii) Restated standalone capitalization statement, included in Annexure XV

xiv) Statement of tax shelter, included in Annexure XVI

7 In our opinion, the above financial information contained in Annexure I to XVI accompanying this report read along with the Basis of preparation and significant accounting policies (Refer Annexure IV) and Statement of adjustments to audited standalone financial statements (Refer Annexure VI) are prepared after making adjustments and regroupings as considered appropriate and have been prepared in accordance with Section 26 of the Act read with The Companies (Prospectus and Allotment of Securities) Rules, 2014, to the extent applicable, the SEBI Regulations, the Guidance Note issued in this regard by ICAI, as amended from time to time, and in terms of our engagement agreed with you.

8 This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us or by other firm of Chartered Accountants, nor should this report be construed as an opinion on any of the standalone financial statements referred to herein.

9 We have no responsibility to update our report for events and circumstances occurring after the date of the report.

10 Our report is intended solely for use of the Management for inclusion in the Offer Document in connection with the proposed issue of equity shares of the Company. Our report should not be used, referred to or distributed for any other purpose except with our prior consent in writing.

for **B S R & Associates LLP**

Chartered Accountants
Firm registration number: 116231W/W-100024

Vineet Dhawan

Partner

Membership No.: 092084

Bengaluru
Date: 18 January 2016

Quess Corp Limited *(formerly known as IKYA HUMAN CAPITAL SOLUTIONS LIMITED)*

ANNEXURE - I

RESTATED STANDALONE SUMMARY STATEMENT OF ASSETS AND LIABILITIES

(INR in Million, unless otherwise stated)

Particulars	Annexure reference	Note reference	As at					
			30 September 2015	31 March 2015	31 December 2013	31 March 2013	31 March 2012	31 March 2011
EQUITY AND LIABILITIES								
Shareholders' funds								
Share capital	V	1	257.74	257.74	961.76	299.89	299.89	299.89
Reserves and surplus	V	2	2,705.53	2,354.75	639.09	275.11	194.94	161.40
			2,963.27	**2,612.49**	**1,600.85**	**575.00**	**494.83**	**461.29**
Non-current liabilities								
Long-term borrowings	VII	A	-	0.13	1.94	-	-	-
Other long-term liabilities	V	3	-	6.67	13.33	-	-	-
Long-term provisions	V	4	99.19	85.12	7.29	5.98	3.51	2.51
			99.19	**91.92**	**22.56**	**5.98**	**3.51**	**2.51**
Current liabilities								
Short-term borrowings	VII	B	2,071.46	1,650.62	303.46	558.04	254.73	118.64
Trade payables	V	5	45.96	120.94	4.00	12.30	7.92	6.55
Other current liabilities	V	6	2,395.96	1,757.49	935.95	1,057.92	810.30	451.19
Short-term provisions	V	7	47.48	61.97	7.03	4.00	2.84	2.75
			4,560.86	**3,591.02**	**1,250.44**	**1,632.26**	**1,075.79**	**579.13**
TOTAL			**7,623.32**	**6,295.43**	**2,873.85**	**2,213.24**	**1,574.13**	**1,042.93**
ASSETS								
Fixed Assets	V	8						
- Tangible assets			146.95	131.90	17.56	9.09	6.95	4.69
- Intangible assets			907.14	937.55	6.98	4.68	1.84	1.38
			1,054.09	**1,069.45**	**24.54**	**13.77**	**8.79**	**6.07**
Non-current investments	VIII		56.02	46.02	1,056.03	379.40	379.40	379.40
Deferred tax assets (net)	V	9	38.61	33.15	21.77	40.91	60.72	37.03
Long-term loans and advances	IX	A	716.71	537.59	476.45	193.47	80.37	138.77
Other non-current assets	V	10	5.69	3.75	-	-	0.88	-
			817.03	**620.51**	**1,554.25**	**613.78**	**521.37**	**555.20**
Current assets								
Inventories	V	11	6.55	4.39	-	-	-	-
Trade receivables	X		2,948.49	2,164.29	450.34	825.52	506.76	195.32
Cash and bank balances	V	12	750.92	706.92	212.61	194.34	198.75	133.67
Short-term loans and advances	IX	B	300.39	430.26	242.70	322.95	162.30	75.11
Other current assets	V	13	1,745.85	1,299.61	389.41	242.88	176.16	77.56
			5,752.20	**4,605.47**	**1,295.06**	**1,585.69**	**1,043.97**	**481.66**
TOTAL			**7,623.32**	**6,295.43**	**2,873.85**	**2,213.24**	**1,574.13**	**1,042.93**

Note:

The above statement should necessarily be read with the basis of preparation and significant accounting policies appearing in Annexure IV, Notes to the Restated Standalone Financial Information appearing in Annexure V to Annexure XI.

Quess Corp Limited *(formerly known as IKYA HUMAN CAPITAL SOLUTIONS LIMITED)*

ANNEXURE - II

RESTATED STANDALONE SUMMARY STATEMENT OF PROFIT AND LOSS

(INR in Million, unless otherwise stated)

Particulars	Annexure reference	Note reference	For the period from			For the year ended		
			1 April 2015 to 30 September 2015	1 January 2014 to 31 March 2015	1 April 2013 to 31 December 2013	31 March 2013	31 March 2012	31 March 2011
INCOME								
Revenue from operations	V	14	13,050.69	23,732.82	6,164.28	6,175.55	3,606.49	1,813.29
Other income	XI		26.99	53.95	8.25	18.62	15.04	9.94
Total income			**13,077.68**	**23,786.77**	**6,172.53**	**6,194.17**	**3,621.53**	**1,823.23**
EXPENSES								
Cost of services	V	15	332.81	717.35	-	-	-	-
Employee benefits	V	16	11,471.85	20,812.89	5,933.98	5,863.97	3,405.81	1,701.43
Finance costs	V	17	114.74	209.27	53.10	111.23	57.68	23.63
Depreciation and amortisation	V	8	80.91	170.23	8.11	6.63	4.46	5.87
Other expenses	V	18	526.54	869.29	118.95	151.42	112.81	68.00
Total expenses			**12,526.85**	**22,779.03**	**6,114.14**	**6,133.25**	**3,580.76**	**1,798.93**
Restated net profit before tax			**550.83**	**1,007.74**	**58.39**	**60.92**	**40.77**	**24.30**
Tax expense	V	19						
Current tax / Minimum alternate tax			(205.51)	(299.47)	(12.43)	(12.92)	(37.08)	(2.50)
Minimum alternate tax credit entitlement			-	-	12.43	12.92	-	2.50
Deferred tax credit / (charge)			5.46	(77.10)	(19.14)	(19.81)	23.69	(8.65)
Fringe benefit tax			-	-	-	-	-	(0.17)
Total tax expense			**(200.05)**	**(376.57)**	**(19.14)**	**(19.81)**	**(13.39)**	**(8.82)**
Profit after tax, as restated			**350.78**	**631.17**	**39.25**	**41.11**	**27.38**	**15.48**

Note:
The above statement should necessarily be read with the basis of preparation and significant accounting policies appearing in Annexure IV, Notes to the Restated Standalone Financial Information appearing in Annexure V to Annexure XI.

Quess Corp Limited ***(formerly known as IKYA HUMAN CAPITAL SOLUTIONS LIMITED)***

ANNEXURE - III

RESTATED STANDALONE SUMMARY STATEMENT OF CASH FLOWS

(INR in Million, unless otherwise stated)

Particulars	For the period from			For the year ended		
	1 April 2015 to 30 September 2015	1 January 2014 to 31 March 2015	1 April 2013 to 31 December 2013	31 March 2013	31 March 2012	31 March 2011
Cash flow from operating activities						
Profit before tax, as restated	550.83	1,007.74	58.39	60.92	40.77	24.30
Adjustments:						
Depreciation and amortisation	80.91	170.23	8.11	6.63	4.46	5.87
(Profit) / loss on sale of fixed assets	(0.05)	(0.40)	(0.02)	0.01	(0.25)	0.05
Bad debts written off	-	4.52	0.63	0.98	-	-
Advances and deposits written off	13.70	1.00	-	-	-	-
Liability no longer required written back	-	(8.42)	-	-	-	-
Provision no longer required written back	-	(5.00)	-	-	-	-
Provision for bad and doubtful debts	19.76	18.49	3.75	3.42	0.50	-
Expense on employee stock option scheme	-	-	21.26	39.06	6.16	1.06
Interest income on term deposits	(4.29)	(8.42)	(0.37)	(11.60)	(12.12)	(8.04)
Finance costs	114.74	209.27	53.10	111.23	57.68	23.63
Operating cash flow before working capital changes	**775.60**	**1,389.01**	**144.85**	**210.65**	**97.20**	**46.87**
Changes in						
Trade receivables	(801.49)	(735.15)	370.79	(323.17)	(311.93)	(104.56)
Inventories	(2.16)	0.04	-	-	-	-
Long-term loans and advances	(5.01)	(19.23)	(4.19)	7.09	(3.54)	(7.21)
Short-term loans and advances	(605.51)	(419.47)	(159.90)	(188.60)	(108.82)	(106.21)
Non-current liabilities and long-term provisions	7.40	(11.67)	14.65	2.47	1.00	1.17
Current liabilities and short-term provisions	547.52	237.05	(126.62)	282.90	405.89	219.02
Cash (used) / generated from operations	**(83.65)**	**440.58**	**239.58**	**(8.66)**	**79.80**	**49.08**
Adjustments for:						
Income taxes paid, net of refunds	(98.84)	(410.25)	(191.83)	(153.48)	(51.67)	(68.73)
Net cash (used) / provided by operating activities	**(182.49)**	**30.33**	**47.75**	**(162.14)**	**28.13**	**(19.65)**
Cash flow from investing activities						
Purchase of fixed assets	(78.83)	(138.76)	(19.08)	(11.84)	(7.56)	(4.69)
Proceeds from sale of fixed assets	0.05	1.41	0.02	0.02	0.82	0.01
Acquisition of subsidiaries	(10.00)	(524.76)	(676.63)	-	-	-
Movement in Bank deposits (having original maturity of less than twelve months)	5.24	(27.00)	106.28	2.71	0.13	(3.88)
Movement in Bank deposits (having maturity of more than twelve months)	-	(3.30)	-	0.88	(0.88)	-
Interest income on term deposits	5.12	8.12	7.03	6.11	11.69	10.57
Purchase of investments	-	-	-	-	(76.80)	(248.60)
Net cash (used) in investing activities	**(78.42)**	**(684.29)**	**(582.38)**	**(2.12)**	**(72.60)**	**(246.59)**
Cash flow from financing activities						
Proceeds from working capital loan	370.00	540.00	-	-	-	-
Repayment of working capital loan	(30.00)	(10.00)	-	-	-	-
Proceeds from / (repayment of) other borrowings, net *	80.84	511.70	145.43	(96.69)	136.09	(1.31)
Proceeds from finance lease	-	-	4.09	-	-	-
Repayments under finance lease	(0.72)	(1.66)	(0.84)	-	-	-
(Repayment) / receipt of inter-corporate deposits	-	-	(400.00)	400.00	-	-
Proceeds from issue of shares	-	-	965.34	-	-	272.97
Finance costs paid	(108.02)	(208.14)	(54.84)	(140.76)	(26.41)	(23.63)
Net cash provided by financing activities	**312.10**	**831.90**	**659.18**	**162.55**	**109.68**	**248.03**
Net increase / (decrease) in cash and cash equivalents	51.19	177.94	124.55	(1.71)	65.21	(18.21)
Cash and cash equivalents at the beginning of the period / year	632.09	206.49	81.94	83.65	18.44	36.65
Cash and cash equivalents acquired on amalgamation (Refer note 4 of Annexure IV)	-	247.66	-	-	-	-
Cash and cash equivalents at the end of the period / year	**683.28**	**632.09**	**206.49**	**81.94**	**83.65**	**18.44**

*Relates to cash credit, bill discounting facility and other borrowings, due to voluminous nature of transactions, proceeds net of repayments is disclosed.

Notes:

1. The above statement should necessarily be read with the basis of preparation and significant accounting policies appearing in Annexure IV, Notes to the Restated Standalone Financial Information appearing in Annexure V to Annexure XI.

Quess Corp Limited *(formerly known as IKYA HUMAN CAPITAL SOLUTIONS LIMITED)*

ANNEXURE - IV

BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

1. Background : Quess Corp Limited *(formerly known as IKYA HUMAN CAPITAL SOLUTIONS LIMITED)* ('the Company') is a Company incorporated under the provisions of the Companies Act, 1956 ('the Act') on 19 September 2007 originally as a 'Private Limited Company' and subsequently converted into a 'Limited Company' on 2 July 2013. The Company has its registered office in Bengaluru, India. The Company is an integrated business services provider engaged in the business of recruitment, temporary staffing, technology staffing, IT products and solutions, skill development, payroll, compliance management, integrated facility management and industrial asset management services. The Company changed its name to Quess Corp Limited effective from 2 January 2015. With effect from 14 May 2013, Thomas Cook (India) Limited ('TCIL') has become the holding company and Fairfax Financial Holdings Limited has become the ultimate holding company of the Company. During the period ended 31 March 2015, the Company amalgamated Magna Infotech Limited ('Magna') and Avon Facility Management Services Limited ('Avon') with effect from 1 January 2014 and Hofincons Infotech & Industrial Services Private Limited ('Hofincons') with effect from 1 July 2014 with Quess Corp Limited.

The Restated Standalone Financial Information relate to the Company and have been specifically prepared for inclusion in the document to be filed by the Company with the Securities and Exchange Board of India ("SEBI") in connection with the proposed Initial Public Offering ('IPO') of equity shares of the Company (referred to as the "Issue"). The Restated Standalone Financials Information consist of the restated summary statement of assets and liabilities of the Company as at 30 September 2015, 31 March 2015, 31 December 2013, 31 March 2013, 31 March 2012 and 31 March 2011, the related restated summary statement of profits and losses and the related restated summary statement of cash flows for each of the periods from 1 April 2015 to 30 September 2015, 1 January 2014 to 31 March 2015 and 1 April 2013 to 31 December 2013 and the years ended 31 March 2013, 31 March 2012 and 31 March 2011 (hereinafter collectively referred to as "the Restated Standalone Financial Information").

The Restated Standalone Financial Information have been prepared to comply in all material respects with the requirements of Section 26 read with applicable provisions within Rules 4 to 6 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 to the Companies Act, 2013 ('the 2013 Act'); and the SEBI (Issue of Capital and Disclosure Requirements) Regulations 2009 ("the SEBI Regulations") notified by SEBI on August 26, 2009, as amended from time to time. The 2013 Act and the SEBI Regulations require the information in respect of the assets and liabilities and profits and losses of the Company for each of the five periods / years immediately preceding the issue of the Prospectus.

These Restated Standalone Financial Information were approved by the Board of Directors of the Company in their meeting held on 18 January 2016.

2. Basis of preparation of Restated Standalone Financial Information : The Restated Financial Information of the Company have been prepared and presented under the historical cost convention on the accrual basis of accounting and comply with the Accounting Standards issued under the Companies (Accounting Standards) Rules, 2006 which continue to apply under Section 133 of the Companies Act, 2013 [which has superseded Section 211(3C) of the Companies Act, 1956 w.e.f. 12 September 2013], other pronouncements of the Institute of Chartered Accountants of India ('ICAI'), the provisions of the Companies Act, 2013 to the extent notified and applicable.

The interim financial statements as at and for six months period ended 30 September 2015 have been prepared in accordance with Generally Accepted Accounting Principles in India ('GAAP') under the historical cost convention and on the accrual basis of accounting. These interim financial statements comply with the recognition, measurement and disclosure provisions of Accounting Standard 25 (AS 25), Interim Financial Reporting and other accounting standards prescribed under Section 133 of the Companies Act, 2013 ("the 2013 Act") read with Rule 7 of the Companies (Accounts) Rules, 2014, other pronouncements of the Institute of Chartered Accountants of India ('ICAI'), and the provisions of the Act to the extent notified and applicable.

The accounting policies have been consistently applied by the Company. The restated standalone financial information is presented in INR million unless otherwise stated.

These restated financial information have been prepared so as to contain information / disclosures and incorporating adjustments set out below in accordance with the SEBI Regulations:
i. Adjustments for audit qualification requiring corrective adjustment in the financial statements, if any;
ii. Adjustments for the material amounts in respective periods / years to which they relate, if any;
iii. Adjustments for previous years identified and adjusted in arriving at the profits of the years to which they relate irrespective of the year in which the event triggering the profit or loss occurred, if any;
iv. Adjustment to the profits or losses of the earlier years and of the year in which the change in the accounting policy has taken place is recomputed to reflect what the profits or losses of those years would have been if a uniform accounting policy was followed in each of these years, if any;
v. Adjustments for reclassification of the corresponding items of income, expenses, assets and liabilities, in order to bring them in line with the groupings as per the audited financial statements of the Company as at and for the period ended 30 September 2015 and the requirements of the SEBI Regulations, if any;
vi. The resultant impact of tax due to the aforesaid adjustments, if any.

All assets and liabilities have been classified as current or non-current as per the normal operating cycle of divisions within the Company and other criteria as set out in the Schedule III to the Companies Act, 2013.

3. Significant accounting policies: The accounting policies set out below have been applied consistently to the periods presented in these financial statements.

a) Use of estimates : The Restated Standalone Financial Information is in conformity with Generally Accepted Accounting Principles in India requires Management to make judgment, estimates and assumptions that affects the application of accounting policies and reported amounts of assets, liabilities, income and expenses and the disclosure of contingent liabilities as at the date of the financial information. The estimates and assumption used in the accompanying financial statements are based upon Management's evaluation of the relevant facts and circumstances as on the date of the financial information. Actual results could differ from those estimates and underlying assumptions are reviewed on an ongoing basis. Any revision to accounting estimates is recognised prospectively in current and future periods.

b) Fixed assets, depreciation and amortisation

i) Tangible fixed assets : Tangible fixed assets are stated at the cost of acquisition or construction less accumulated depreciation up to the date of the balance sheet. The cost of an item of tangible asset comprises its purchasing price, including import duties and other non-refundable taxes or levies and any directly attributable cost of bringing the asset to its working condition for its intended use; any trade discounts and rebates are deducted in arriving at the purchase price.
Borrowing costs directly attributable to acquisition or construction of those fixed assets which necessarily take a substantial period of time to get ready for their intended use are capitalised.
Cost of the fixed assets not ready for their intended use before such date, are disclosed as capital work-in-progress.

ANNEXURE - IV

BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

3. Significant accounting policies (continued):

ii) Intangible fixed assets : Acquired intangible assets are measured initially at cost. After initial recognition, an intangible asset is carried at its cost less any accumulated amortisation and any accumulated impairment loss. Subsequent expenditure is capitalised only when it increases the future economic benefits from the specific asset to which it relates.

Goodwill on acquisition has been recorded to the extent the cost of acquisition of the business, comprising purchase consideration and transaction costs, exceeds the value of net assets acquired. Goodwill arising on acquisition is amortised over its estimated useful life or five years whichever is shorter. It is tested for impairment on a periodic basis and written-down, if found impaired.

Intangible assets are amortised in the statement of profit or loss over their estimated useful lives, from the date they are available for use based on the expected pattern of consumption of economic benefits of the asset.

Corporate brand names acquired as part of acquisitions of businesses are capitalised separately from goodwill as intangible assets if their value can be measured reliably on initial recognition and it is probable that the expected future economic benefits that are attributable to the asset will flow to the Company.

The carrying value of these intangible assets is reviewed at least annually for impairment and adjusted to the recoverable amount if required.

Amortisation is provided at rates calculated to write off the cost less estimated residual value of each asset on a straight-line basis over its estimated useful life.

The amortisation rates are as follows:

Assets description	Useful Life
Goodwill	5 years or estimated useful life whichever is lower.
Brand	15 years
Computer Software	3 years

Amortisation rate and useful lives are estimated at each reporting date.

iii) Amortisation of Brand : During the period ended 31 March 2015 as part of Scheme of Amalgamation of Avon Facility Management Services Limited, Magna Infotech Limited and Hofincons Infotech and Industrial Services Private Limited with the Company, the Company recognized value of brand of the aforesaid amalgamated companies. The Company's Management have assessed that the market presence created by the amalgamated companies will result in inflow of future economic benefits over a period of 15 years.

c) Depreciation: Depreciation on fixed assets is provided using straight-line method over the useful lives of the asset, estimated by the management based on internal technical assessment. The management believes that the useful lives given below represent the period over which management expects to use the assets based on such assessment and hence may differ from the lives prescribed under Part C of Schedule II of the Companies Act, 2013.

Assets description	Useful Life
Plant and machinery	3 years
Computer equipment	3 years
Furniture and fixtures	5 years
Vehicles	3 years
Office equipment	5 years

Depreciation is provided on a proportionate basis for all assets purchased and sold during the period. Individual assets costing INR 5,000 or less are depreciated at the rate of 100%.

Leasehold improvements are amortised over the lease term or estimated useful life, whichever is lower. Assets acquired on finance leases are depreciated over the lease term or the useful life, whichever is shorter.

d) Inventory : Inventories which comprise of food consumables, operating supplies and cleaning consumables are valued at the lower of cost and net realisable value. Cost of inventories comprises purchase price, costs of conversion and other costs incurred in bringing the inventories to their present location and condition. In determining the cost weighted average cost method is used. Net realisable value is the estimated selling price in the ordinary course of business, less and the estimated costs necessary to make the sale.

The comparison of cost and net realisable value is made on an item-by-item basis.

Inventories are stated net of write down or allowances on account of obsolete, damaged or slow moving items.

Quess Corp Limited *(formerly known as IKYA HUMAN CAPITAL SOLUTIONS LIMITED)*

ANNEXURE - IV

BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

3. Significant accounting policies (continued):

e) Revenue Recognition

Nature of Revenue	Revenue recognition
People and Services	Revenue related to temporary staffing services are negotiated and invoiced on a monthly basis. Salary and incidental expenses of temporary associates along with service charge are billed in accordance with the agreed terms. Temporary staffing service revenue are recognised as the related services are performed. Revenue related to recruitment services are recognised at the time the candidate begins full time employment. Revenue related to executive search and trainings are recognised upon rendering of the service. Revenue from skill development and training services is recognised as income over the period of instruction as and when the obligation associated with the sanction is performed and right to receive money is established.
Global Technology Solutions	Revenue related to staffing services are negotiated and invoiced on a monthly basis. Salary and incidental expenses of employees of Information Technology / Information Technology Enabled Services along with service charge are billed in accordance with the agreed terms. Staffing service revenue are recognised as the related services are performed and are reported net of taxes.
Integrated Facility Management	Revenue for housekeeping services, material reimbursement, training fee, food services and machinery rentals are negotiated and invoiced on a monthly basis to the customers. Revenue from the above services are recognised as services are performed as per the terms of the arrangement with the customer.
Industrial Asset Management	Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Arrangements with customers for operation and maintenance services are predominantly based on time, material and fixed price contracts. Revenue from technical and consultancy services comprise of time and fixed-price contracts. Service income from time-and-material contracts is recognised as the related services are performed and revenue from the end of the last billing to the balance sheet date is recognised as unbilled revenue. Revenue from fixed price contracts, where there is no uncertainty as to the measurement or collectability of the consideration is recognised as per the proportionate completion method. Where there is uncertainty as to measurement or ultimate collectability, revenue recognition is postponed until such uncertainty is resolved.
Interest income	Interest income is recognized using the time-proportion method, based on underlying interest rates.

'Unbilled revenue' includes value of services rendered in excess of amounts billed to the customers as at the balance sheet date.
'Unearned revenue' includes the amounts billed to the customers in excess of value of services rendered as at the balance sheet date.

f) Foreign exchange transactions and translations : Foreign exchange transactions are recorded using the exchange rates prevailing on the dates of the respective transactions. Exchange differences arising on foreign exchange transactions settled during the year are recognised in the statement of profit and loss for the year.

Monetary assets and liabilities denominated in foreign currencies as at the balance sheet date are translated at the closing exchange rates on that date; the resultant exchange differences are recognised in the statement of profit and loss.

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

g) Employee Benefits :

Post employment benefits

(i) *Defined contribution plan:* A defined contribution plan is a post-employment benefit plan under which an entity pays specified contributions to a separate entity and has no obligation to pay any further amounts. The Company makes specified monthly contributions towards employee provident fund and employee state insurance to Government administered provident fund scheme which is a defined contribution plan. The Company's contribution is recognised as an expense in the statement of profit and loss during the period in which the employee renders the related service.

(ii) *Defined benefit plan :*
Gratuity
The Company's gratuity benefit scheme are defined benefit plans. The Company's net obligation in respect of a defined benefit plan is calculated by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value. Any unrecognised past service costs and the fair value of any plan assets are deducted. The calculation of the Company's obligation is performed annually by an independent actuary using the projected unit credit method as at the reporting date.

The gratuity scheme is funded and managed by the SBI Life Insurance for Global Technology Solutions division and Life Insurance Corporation of India for all other divisions.

The Company recognises all actuarial gains and losses arising from defined benefit plans immediately in the Statement of Profit and Loss. All expenses related to defined benefit plans are recognised in employee benefits expense in the Statement of Profit and Loss. The Company recognises gains and losses on the curtailment or settlement of a defined benefit plan when the curtailment or settlement occurs.

(iii) *Compensated absences :* The employees can carry-forward a portion of the unutilised accrued compensated absences and utilise it in future service periods. The Company records an obligation for such compensated absences in the period in which the employee renders the services that increase this entitlement. The obligation is measured on the basis of an independent actuarial valuation using the projected unit credit method as at the reporting date.

Quess Corp Limited *(formerly known as IKYA HUMAN CAPITAL SOLUTIONS LIMITED)*

ANNEXURE - IV

BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

3. Significant accounting policies (continued):

h) Taxation: The Income-tax expense comprises current tax (i.e. amount of tax for the year determined in accordance with the income-tax law) and deferred tax charge or credit (reflecting the tax effects of timing differences between accounting income and taxable income for the year).

The current income tax charge is determined in accordance with the relevant tax regulations applicable to the Company.

Deferred tax charge or credit are recognised for the future tax consequences attributable to timing difference that result between the profit offered for income taxes and the profit as per the financial statements. The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognised using the tax rates that have been enacted or substantively enacted by the balance sheet date. Deferred tax assets are recognised only to the extent there is reasonable certainty that the assets can be realised in future; however, when there is a brought forward loss or unabsorbed depreciation under taxation laws, deferred tax assets are recognised only if there is virtual certainty of realisation or such assets. Deferred tax assets are reviewed as at each balance sheet date and written down or written-up to reflect the amount that is reasonably / virtually certain as the case may be to be realised.

Minimum Alternate Tax ("MAT") paid in accordance with the Indian Income Tax laws, which gives rise to future economic benefits in the form of tax credit against future income tax liability, is recognised as an asset in the balance sheet if there is convincing evidence that the Company will pay normal tax in subsequent years and the resultant assets can be measured reliably. MAT credit entitlement can be carried forward and utilised for a period of ten years from the year in which the same is availed. Accordingly, it is recognised as an asset in the balance sheet when it is probable that the future economic benefit associated with it will flow to the Company and the asset can be measured reliably.

The Company offset, on a year on year basis, the current tax assets and liabilities, where it has a legally enforceable right and where it intends to settle such assets and liabilities on a net basis.

i) Leases: Leases under which the Company assumes substantially all the risks and rewards of ownership are classified as finance leases. Assets acquired under finance lease are capitalised at the fair value of the asset or present value of the minimum lease payments at the inception of the lease, whichever is lower. Lease payments are apportioned between finance charges and outstanding liability. The finance charge is allocated to periods during the lease term at a constant periodic rate of interest on the remaining balance of the liability.

Leases under which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Lease payments are charged to the statement of profit and loss on a straight line basis over the lease term.

j) Employees' stock option scheme: The Group accounts for stock based compensation based on intrinsic value method as required by the Guidance Note on "Accounting for Employee Share-based Payments" issued by Institute of Chartered Accountants of India ('ICAI'). Accordingly, intrinsic value of each option on the grant date is amortised over the vesting period. As the employee stock options are issued by the Company, the stock based compensation cost has been recognised with a corresponding credit to capital reserves, in accordance with the said Guidance Note. In accordance with the said Guidance Note, the necessary disclosures including pro-forma disclosures for fair value of stock options have been made for grants made on or after 1 April 2005, being the date from which the guidance note is effective.

k) Impairment of assets: The Company assesses at each balance sheet date whether there is any indication that an asset (including goodwill) or a group of assets comprising a cash generating unit may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. For an asset or group of assets that does not generate largely independent cash inflows, the recoverable amount is determined for the cash generating unit to which asset belongs. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognised in the statement of profit and loss. If at the balance sheet date there is an indication that if a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to maximum of depreciable historical cost. An impairment loss is reversed only to the extent that the carrying amount of asset does not exceed the net book value that would have been determined, if no impairment loss had been recognised.

l) Investments: Long term investments are valued at cost less any other than temporary diminution in value, determined on the specific identification basis.

m) Provisions and contingent liabilities and contingent assets: A provision is recognised if, as a result of a past event, the Company has a present obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are recognised at the best estimate of the expenditure required to settle the present obligation at the reporting date. The provisions are measured on an undiscounted basis.

A contingent liability exists when there is a possible but not probable obligation, or a present obligation that may, but probably will not, require an outflow of resources, or a present obligation whose amount cannot be estimated reliably. Contingent liabilities do not warrant provisions, but are disclosed unless the possibility of outflow of resources is remote.

Contingent assets are neither recognised nor disclosed in the restated financial information. However, contingent assets are assessed continually and if it is virtually certain that an inflow of economic benefits will arise, the asset and related income are recognised in the period in which the change occurs.

Warranties and retrenchment
Warranty costs are estimated on the basis of a technical evaluation and past experience. Provision is made for estimated liability in respect of warranty costs in the year of rendering of services.

Retrenchment cost represents provision created to settle any unexpected employee liabilities arising out of a sudden termination of any of its operation and maintenance (O & M) contract of the Company based on the nature of such contracts.

Onerous contracts
A contract is considered as onerous when the expected economic benefits to be derived by the Company from the contract are lower than the unavoidable cost of meeting its obligations under the contract. The provision for an onerous contract is measured at the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract.

Quess Corp Limited *(formerly known as IKYA HUMAN CAPITAL SOLUTIONS LIMITED)*

ANNEXURE - IV

BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

3. Significant accounting policies (continued):

n) Cash and cash equivalents: Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

o) Cash flow statement: Cash flow statement is reported using indirect method, whereby net profits before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows arising from operating, investing and financing activities of the Company are segregated.

p) Earnings per share: The basic earnings/(loss) per share is computed by dividing the restated standalone net profit/loss attributable to equity shareholders for the year/period by the weighted average number of equityshares outstanding during the year/period.

Diluted earnings/(loss) per share is computed by dividing the restated net profit/ (loss) attributable to equity shareholders for the year/period relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share or increase the net loss per share from continuing ordinary operations.

Quess Corp Limited ***(formerly known as IKYA HUMAN CAPITAL SOLUTIONS LIMITED)***

ANNEXURE - IV

BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

4. Scheme of Amalgamation:

During the period ended 31 March 2015, the Company has filed a scheme of Amalgamation under Section 391 to 394 of Companies Act, 1956 with Hon'ble court of Karnataka praying for sanction of scheme of Amalgamation of Magna Infotech Limited ('Magna'), Avon Facility Management Services Limited ('Avon') and Hofincons Infotech & Industrial Services Private Limited ('Hofincons') with Quess Corp Limited ***(formerly known as IKYA HUMAN CAPITAL SOLUTIONS LIMITED)*** **('Quess' or the 'Company').**

i) Background :
A Scheme of Amalgamation pursuant to Section 391 to 394 of the Act and other applicable provisions of the Act and Rules was approved by the Honorable High Court of Karnataka for the amalgamation of Avon, Magna and Hofincons **(collectively referred as the Transferor Companies)** with the Company.

The Scheme of Amalgamation was approved by the Board of the Transferor Companies on 3 November 2014. The Honorable High Court of Karnataka sanctioned the Scheme vide its Order dated 22 April 2015.

Avon was incorporated on 2 July 2008 originally as a 'Private limited company' and subsequently converted into a 'Limited Company' on 3 July 2013. Avon was primarily engaged in the business of providing facility management and catering services.

Magna was incorporated on 30 April 1997 originally as a 'Private limited company' and subsequently converted into a 'Limited Company' on 10 July 2013. Magna was primarily engaged in the business of providing staffing services to IT / ITES companies.

Hofincons was incorporated on 20 February 1978 as a 'Private limited company'. On 27 June 2014 Hofincons was acquired by the Company from Transfield Services (India) PTY Limited. Hofincons is primarily engaged in the business of rendering operation, maintenance, facility and asset management consultancy services to various industries.

ii) Salient features of the Scheme of Amalgamation :
The salient features of the Scheme are as follows:

a. The Appointed Date of the Scheme is 1 January 2014 for Avon and Magna and, 1 July 2014 for Hofincons or such other date as may be approved by the Honorable High Court of Karnataka.

b. All assets of the Transferor Companies as on the Appointed Date shall, without any further act, instrument or deed and pursuant to Section 391 to 394 of the Companies Act, 1956 be transferred to and vested in or be deemed to have been transferred to and vested in the Company on a going concern basis, but subject to all charges, liens, mortgages, if any, then affecting the same or part thereof.

c. All liabilities of the Transferor Companies as on the Appointed Date shall also stand transferred to and vested in or be deemed to have been transferred to and vested in the Company on a going concern basis, without any further act or deed so as to become the liabilities, debts, duties and obligations, dues, loans and responsibilities of the Company on the same terms and conditions as was applicable to the Transferor Companies.

d. The assets of the Transferor Company, which are movable in nature or otherwise capable of transfer by manual delivery or by endorsement and delivery, shall be so transferred by the Transferor Company and shall become the property of the Company without requiring any further deed or instrument or act.

e. Any statutory and other licenses, registrations, permissions, approvals or consents to carry on the operations, whether in India or any other authorities in India, including quality certifications of the Transferor Companies shall stand vested in or transferred to the Company without any further act or deed and shall be appropriately mutated by the statutory and other authorities concerned in favour of the Company upon the Scheme becoming effective.

f. All liabilities and obligations arising out of guarantees executed by the Transferor Companies relating to its assets in favour of third party shall become liability/obligation of the Company which it undertakes to meet, discharge and satisfy.

g. Subject to the provisions of the Scheme, all contracts, license, deeds, bonds, agreements, arrangements, insurance policies and other instruments of the Transferor Companies are party, or to the benefit of which the Transferor Companies may be eligible shall be in full force and effect in favour of or against the Company.

h. Subject to the provisions of the Scheme, all agreements entered into by the Transferor Companies with their bankers, distributors, stockiest, agents, etc. if any, unless terminated shall continue to be in full force and effect and may be enforced by or against the Transferee Company.

i. Subject to the provisions of this Scheme, all subsisting agreements/arrangements of the Transferor Companies relating to the use of patents, patent applications, trademarks (including logos), brands, copyrights and/or technology and all other intellectual and/or industrial properties and rights, shall accrue to and ensure for the benefit of the Company.

The Purchase Method : The Company (also called the "The Transferee Company") has accounted for amalgamation of Avon Facility Management Services Limited, Magna Infotech Limited and Hofincons Infotech & Industrial Services Private Limited ("The Transferor Company") in the nature of purchase. The amalgamation is accounted as amalgamation in the nature of Purchase as point no. (v) of the following conditions is not met as the Company has taken over the assets at fair values.
i. All the assets and liabilities of the Transferor Company become, after amalgamation, the assets and liabilities of the Transferee Company.
ii. Shareholders holding not less than 90% of the face value of the equity shares of the Transferor Company (other than the equity shares already held therein, immediately before the amalgamation, by the Transferee Company or its subsidiaries or their nominees) become equity shareholders of the Transferee Company by virtue of the amalgamation.
iii. The consideration for the amalgamation receivable by those equity shareholders of the Transferor Company who agree to become equity shareholders of the Transferee Company is discharged by the Transferee Company wholly by the issue of equity shares in the Transferee Company, except that cash may be paid in respect of any fractional shares.
iv. The business of the Transferor Company is intended to be carried on, after the amalgamation, by the Transferee Company.
v. No adjustment is intended to be made to the book values of the assets and liabilities of the Transferor Company when they are incorporated in the financial statements of the Transferee Company except to ensure uniformity of accounting policies.

Under the purchase method, the Transferee Company accounts for the amalgamation either by incorporating the assets and liabilities at their existing carrying amounts or by allocating the consideration to individual identifiable assets and liabilities of the Transferor Company on the basis of their fair values at the date of amalgamation. The identifiable assets and liabilities may include assets and liabilities not recorded in the financial statements of the Transferor Company.

iii) Accounting treatment: On the Scheme becoming effective, the Company shall account for the amalgamation under the Purchase Method in accordance with Accounting Standard 14 – "Accounting for Amalgamations" and other applicable Accounting Standards issued by the Institute of Chartered Accountants of India. The Company shall account for the amalgamation of Transferor Companies in its books as given below:
•All the assets and liabilities of the Transferor Companies shall become, after amalgamation, the assets and liabilities of the Company;
•The assets and liabilities of the Transferor Companies shall be incorporated in the books of the Company at their fair values or at book values;
•The assets of the Transferor Companies recorded in the books of the Company shall include intangible assets (including brands, business & commercial rights, etc.), which were not recognized previously in the books of Transferor Companies;
•The amount of investments in the Transferor Companies appearing in the books of accounts of the Company shall stand cancelled;
•Any excess of the book value of the investment cancelled over the fair value of the net assets of the Transferor Companies acquired (including intangible assets) shall be treated as goodwill arising on amalgamation. If the amount of the consideration is lower than the fair value of the net assets acquired, the difference should be treated as Capital Reserve.

Quess Corp Limited ***(formerly known as IKYA HUMAN CAPITAL SOLUTIONS LIMITED)***

ANNEXURE - IV

BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

4. Scheme of Amalgamation (continued):

Details of fair values of Net Assets acquired as part of the Scheme of Amalgamation with Quess Corp Limited

(INR in Million, unless otherwise stated)

Particulars	Avon	Magna	Hofincons	Total
Effective Date of Amalgamation	1 January 2014	1 January 2014	1 July 2014	
Surplus/(deficit) on amalgamation				
Assets:				
Non current assets				
Tangible fixed assets (including capital work-in-progress of INR 3.60 million)	39.34	22.39	7.97	69.70
Intangible fixed assets (including intangible assets under development of INR 0.76 million)	34.01	1.99	-	36.00
Brand recognised on Amalgamation	220.20	535.20	212.80	968.20
Non-current investments	-	12.27	-	12.27
Deferred tax asset (net)	13.38	17.71	57.37	88.46
Long term loans and advances	11.83	135.92	78.71	226.46
Other non-current assets	13.78	-	-	13.78
	332.54	**725.48**	**356.85**	**1,414.87**
Current assets				
Inventories	4.43	-	-	4.43
Trade receivables	328.03	456.40	217.39	1,001.82
Cash and bank balances				
Cash and cash equivalents	26.89	1.46	219.31	247.66
Other bank balances	31.71	-	10.00	41.71
Short-term loans and advances	192.51	274.20	14.45	481.16
Other current assets	16.81	121.00	136.04	273.85
	600.38	**853.06**	**597.19**	**2,050.63**
Total assets (A)	**932.92**	**1,578.54**	**954.04**	**3,465.50**
Non current liabilities				
Long-term borrowings	30.00	-	-	30.00
Other long term liabilities	23.13	-	-	23.13
Long term provisions	1.96	1.38	89.97	93.31
	55.09	**1.38**	**89.97**	**146.44**
Current liabilities				
Short-term borrowings	285.52	201.71	-	487.23
Trade payables	33.03	10.73	47.42	91.18
Other current liabilities	167.35	428.91	141.54	737.80
Short-term provisions	5.30	9.69	60.36	75.35
	491.20	**651.04**	**249.32**	**1,391.56**
Total liabilities (B)	**546.29**	**652.42**	**339.29**	**1,538.00**
Net assets acquired (C=A-B)	**386.63**	**926.12**	**614.75**	**1,927.50**
Cost of investment	(162.63)	(881.40)	(503.00)	(1,547.03)
Capital reserve	**224.00**	**44.72**	**111.75**	**380.47**

The Company, pursuant to the Scheme of Amalgamation, has identified Brand amounting to INR 968.20 million.

Background : The management of Quess Corp Limited appointed external valuer to provide a valuation of the Magna brand, Avon brand and Hofincons brand ("Brand") as on 31 December 2013 (applicable for Magna and Avon) and 30 June 2014 (applicable for Hofincons) ("Valuation Date") in connection with restructuring exercise.

Assumptions : Following are the brief assumptions used in the valuation of Brand;

Method: Relief from Royalty Method : Under this method, the valuer has discounted the royalty that could potentially be derived from the sales forecasted for the brand. The method assumes that a company gives a right to use the brand to a third party and receives only the royalty for assigning the brand related rights. The royalty is expressed as a percentage of the brand's sales. The Net Present Value of cash flows from the royalty income is then determined by discounting these future expected royalty streams, after providing for taxes. Valuers have estimated the cash flows and used this method for the valuation of the Brand.

Discount Rate of the Entity : Discount rate reflects the risks of the cash flows, risks associated with the overall business and the industry. The risks associated with the specific assets analysed vary with the asset being valued. Discount rates used to estimate the value of an intangible asset are normally higher because of a larger variance in cash flows related to the intangible asset than either current assets or fixed tangible assets. The discount rate for a specific intangible asset is estimated through its relationship with other assets and the weighted average cost of capital of the business enterprise as a whole.

Discount rate for the Brand : The valuers have considered the following Weighted Average Cost of Capital for valuing the Brand :

Particulars	WACC
Magna Infotech Limited ('Magna')	18.70%
Avon Facility Management Services Limited ('Avon')	19.70%
Hofincons Infotech & Industrial Services Private Limited ('Hofincons')	19.00%

Projections: The valuers have considered financial projections of Avon, Magna for the Financial Year 2015 (15 months) to FY 2019 and Hofincons for the period 1 July 2014 to FY 2019.

4. Scheme of Amalgamation (continued):

Valuation of Brand – Relief from Royalty Method

Profit Split Method : The method often employed to estimate fair royalty rates is commonly known as the profit split method, which uses the projected pre-tax profitability (EBIT) rate relevant to the licensed income stream as the profit that would be shared by a licensor and licensee and, as a starting point, assigns 25.0% to 33.3% to the licensor, with the remaining profit going to the licensee. The profit split method represents a means of estimation by which an element of realism is introduced into royalty rate deliberations.

Royalty Rates : The valuers have considered the following Royalty rates to be applied on the revenues to arrive at royalty cash flows of Magna, Avon and Hofincons

Particulars	**Rates**
Magna Infotech Limited ('Magna')	1.40%
Avon Facility Management Services Limited ('Avon')	1.10%
Hofincons Infotech & Industrial Services Private Limited ('Hofincons')	2.20%

Present valuation of projected post -tax cash flows and terminal cash flows: Apart from the Royalty Rates, the valuers have also considered have also considered Brand Maintenance Expenses of 5%, required for the support, upkeep and maintenance of the brand. Projected tax expense has been computed based on full corporate tax rate of 32.45%. Brand shall enjoy tax amortization benefit over a 10 year period. The present values of post – cash flows and terminal values from the Brand as on the Valuation Date is estimated as under :

Particulars	**The present values of post – cash flows and terminal values (INR in Millions)**
Magna Infotech Limited ('Magna')	535.2
Avon Facility Management Services Limited ('Avon')	220.2
Hofincons Infotech & Industrial Services Private Limited ('Hofincons')	212.8
Total	**968.2**

Quess Corp Limited ***(formerly known as IKYA HUMAN CAPITAL SOLUTIONS LIMITED)***

ANNEXURE - V

NOTES TO THE RESTATED STANDALONE FINANCIAL INFORMATION

1. SHARE CAPITAL

(INR in Million, unless otherwise stated)

Particulars	As at					
	30 September 2015	31 March 2015	31 December 2013	31 March 2013	31 March 2012	31 March 2011
Authorised						
200,000,000 (31 March 2015 : 113,104,631; 31 December 2013: 18,996,807; 31 March 2013: 14,000,000; 31 March 2012: 14,000,000; 31 March 2011: 14,000,000) equity shares of par value of INR 10 each	2,000.00	1,131.05	189.97	140.00	140.00	140.00
Nil (31 March 2015: Nil; 31 December 2013: 3,529,675; 31 March 2013: 3,529,675; 31 March 2012: 3,529,675; 31 March 2011: 3,529,675) 0.005% compulsorily convertible preference shares of par value of INR 40 each*	-	-	141.19	141.19	141.19	141.19
Nil (31 March 2015: Nil; 31 December 2013: 1,873,336; 31 March 2013: 1,873,336; 31 March 2012: 1,873,336; 31 March 2011: 1,873,336) 0.005% compulsorily convertible preference shares of par value of INR 15 each*	-	-	28.10	28.10	28.10	28.10
Nil (31 March 2015: Nil; 31 December 2013: Nil; 31 March 2013: 100,000; 31 March 2012: 100,000; 31 March 2011: 100,000) 0% compulsorily convertible preference shares of par value of INR 100 each	-	-	-	10.00	10.00	10.00
Nil (31 March 2015: Nil; 31 December 2013: 7,717,912; 31 March 2013: Nil; 31 March 2012: Nil; 31 March 2011: Nil) 0.001% compulsorily convertible preference shares of par value of INR 100 each**	-	-	771.79	-	-	-
	2,000.00	**1,131.05**	**1,131.05**	**319.29**	**319.29**	**319.29**
Issued, subscribed and fully paid-up						
25,773,764 (31 March 2015: 25,773,764; 31 December 2013: 18,996,807; 31 March 2013: 12,059,608; 31 March 2012: 12,059,608; 31 March 2011: 12,059,608) equity shares of par value of INR 10 each	257.74	257.74	189.97	120.60	120.60	120.60
Nil (31 March 2015: Nil; 31 December 2013: Nil; 31 March 2013: 3,529,672; 31 March 2012: 3,529,672; 31 March 2011: 3,529,672) 0.005% compulsorily convertible preference shares of par value of INR 40 each	-	-	-	141.19	141.19	141.19
Nil (March 2015: Nil; December 2013: Nil; March 2013: 1,873,333; March 2012: 1,873,333; March 2011: 1,873,333) 0.005% compulsorily convertible preference shares of par value of INR 15 each	-	-	-	28.10	28.10	28.10
Nil (31 March 2015: Nil; 31 December 2013: Nil; 31 March 2013: 100,000; 31 March 2012: 100,000; 31 March 2011: 100,000) 0% compulsorily convertible preference shares of par value of INR 100 each	-	-	-	10.00	10.00	10.00
Nil (31 March 2015: Nil; 31 December 2013: 7,717,912; 31 March 2013: Nil; 31 March 2012: Nil; 31 March 2011: Nil) 0.001% compulsorily convertible preference shares of par value of INR 100 each	-	-	771.79	-	-	-
	257.74	**257.74**	**961.76**	**299.89**	**299.89**	**299.89**

*During the period ended 31 March 2015, the Company had obtained approval of the Board of Directors vide its meeting dated 14 October 2014 and Shareholders vide EGM dated 14 October 2014 to reclassify authorised share capital of convertible preference shares to ordinary equity shares.

**During the period ended 31 March 2015, the Company had obtained approval of the Board of Directors vide its meeting dated 14 October 2014 and Shareholders vide EGM dated 4 December 2014 to reclassify authorised share capital of convertible preference shares to ordinary equity shares.

Quess Corp Limited ***(formerly known as IKYA HUMAN CAPITAL SOLUTIONS LIMITED)***

ANNEXURE - V (CONTINUED)

NOTES TO THE RESTATED STANDALONE FINANCIAL INFORMATION

1. SHARE CAPITAL (CONTINUED)

(a) Reconciliation of the number of equity and preference shares outstanding at the beginning and at the end of the reporting periods / years is as given below:

(i) Equity shares of INR 10 each:

INR in Million (except per share data)

Particulars	As at 30 September 2015		As at 31 March 2015		As at 31 December 2013		As at 31 March 2013		As at 31 March 2012		As at 31 March 2011	
	No. of shares	Amount	No. of shares	Amount	No. of shares	Amount	No. of shares	Amount	No. of shares	Amount	No. of shares	Amount
At the commencement of the periods / years	25,773,764	257.74	18,996,807	189.97	12,059,608	120.60	12,059,608	120.60	12,059,608	120.60	7,177,917	71.78
Add: Shares issued on exercise of employee stock options	-	-	-	-	429,000	4.29	-	-	-	-	-	-
Add: Shares issued on conversion of CCPS	-	-	6,776,957	67.77	6,403,005	64.03	-	-	-	-	-	-
Add: Shares issued during the periods / years	-	-	-	-	105,194	1.05	-	-	-	-	4,881,691	48.82
At the end of the periods / years	**25,773,764**	**257.74**	**25,773,764**	**257.74**	**18,996,807**	**189.97**	**12,059,608**	**120.60**	**12,059,608**	**120.60**	**12,059,608**	**120.60**

Note:

(a)(i) Year ended 31 March 2011: During the year ended 31 March 2011, the Company issued 294,100 equity shares of par value INR 10 at a premium of INR Nil to Net Resources Investments Private Limited and 4,587,591 equity shares of par value INR 10 at a premium of INR 46.68 per share to Park Equity Holdings Limited.

(a)(ii) Period ended 31 December 2013: During the period ended 31 December 2013, the Company has converted 429,000 number of employee stock options to 429,000 equity shares of par value INR 10 at a premium of 26.59 each. Further, the Company has issued 105,194 equity shares of INR 10 each pursuant to the Share Subscription Agreement.

(ii) Preference shares:

(iia) 0.005% Compulsorily convertible preference shares of INR 40 each*

INR in Million (except per share data)

Particulars	As at 30 September 2015		As at 31 March 2015		As at 31 December 2013		As at 31 March 2013		As at 31 March 2012		As at 31 March 2011	
	No. of shares	Amount	No. of shares	Amount	No. of shares	Amount	No. of shares	Amount	No. of shares	Amount	No. of shares	Amount
At the commencement of the periods / years	-	-	-	-	3,529,672	141.19	3,529,672	141.19	3,529,672	141.19	3,529,672	141.19
Add: Shares issued during the periods / years	-	-	-	-	-	-	-	-	-	-	-	-
Less: Shares converted to equity shares	-	-	-	-	(3,529,672)	(141.19)	-	-	-	-	-	-
At the end of the periods / years	**-**	**-**	**-**	**-**	**-**	**-**	**3,529,672**	**141.19**	**3,529,672**	**141.19**	**3,529,672**	**141.19**

(iib) 0.005% Compulsorily convertible preference shares of INR 15 each**

INR in Million (except per share data)

Particulars	As at 30 September 2015		As at 31 March 2015		As at 31 December 2013		As at 31 March 2013		As at 31 March 2012		As at 31 March 2011	
	No. of shares	Amount	No. of shares	Amount	No. of shares	Amount	No. of shares	Amount	No. of shares	Amount	No. of shares	Amount
At the commencement of the periods / years	-	-	-	-	1,873,333	28.10	1,873,333	28.10	1,873,333	28.10	1,873,333	28.10
Less: Shares converted to equity shares	-	-	-	-	(1,873,333)	(28.10)	-	-	-	-	-	-
At the end of the periods / years	**-**	**-**	**-**	**-**	**-**	**-**	**1,873,333**	**28.10**	**1,873,333**	**28.10**	**1,873,333**	**28.10**

(iic) 0% Compulsorily convertible preference shares INR 100 each***

INR in Million (except per share data)

Particulars	As at 30 September 2015		As at 31 March 2015		As at 31 December 2013		As at 31 March 2013		As at 31 March 2012		As at 31 March 2011	
	No. of shares	Amount	No. of shares	Amount	No. of shares	Amount	No. of shares	Amount	No. of shares	Amount	No. of shares	Amount
At the commencement of the periods / years	-	-	-	-	100,000	10.00	100,000	10.00	100,000	10.00	-	-
Add: Shares issued during the periods / years	-	-	-	-	-	-	-	-	-	-	100,000	10.00
Less: Shares converted to equity shares	-	-	-	-	(100,000)	(10.00)	-	-	-	-	-	-
At the end of the periods / years	**-**	**-**	**-**	**-**	**-**	**-**	**100,000**	**10.00**	**100,000**	**10.00**	**100,000**	**10.00**

(iid) 0.001% Compulsorily convertible preference shares of INR 100 each****

INR in Million (except per share data)

Particulars	As at 30 September 2015		As at 31 March 2015		As at 31 December 2013		As at 31 March 2013		As at 31 March 2012		As at 31 March 2011	
	No. of shares	Amount	No. of shares	Amount	No. of shares	Amount	No. of shares	Amount	No. of shares	Amount	No. of shares	Amount
At the commencement of the periods / years	-	-	7,717,912	771.79	-	-	-	-	-	-	-	-
Add: Shares issued during the periods / years	-	-	-	-	7,717,912	771.79	-	-	-	-	-	-
Less: Shares converted to equity shares	-	-	(7,717,912)	(771.79)	-	-	-	-	-	-	-	-
At the end of the periods / years	**-**	**-**	**-**	**-**	**7,717,912**	**771.79**	**-**	**-**	**-**	**-**	**-**	**-**

Quess Corp Limited ***(formerly known as IKYA HUMAN CAPITAL SOLUTIONS LIMITED)***

ANNEXURE - V (CONTINUED)

NOTES TO THE RESTATED STANDALONE FINANCIAL INFORMATION

1. SHARE CAPITAL (CONTINUED)

* Based on the Share Purchase Agreement, 3,529,672 number of CCPS shares under this class has been converted to 3,529,672 number of equity shares at INR 45.33 each (including a premium of Rs 35.33 per share) during the period ended 31 December 2013.

** Based on the Share Purchase Agreement, 1,873,333 number of CCPS shares under this class has been converted to 1,873,333 number of equity shares at INR 15 each (including a premium of Rs 5 per share) during the period ended 31 December 2013.

*** 100,000 number of CCPS shares under this class has been converted to 1,000,000 number of equity shares at face value of INR 10 each during the period ended 31 December 2013.

**** Based on the Share Subscription Agreement, 7,717,912 number of CCPS shares under this class has been converted to 6,776,957 number of equity shares at INR 141.66 each (including a premium of INR 131.66 per share) during the period ended 31 March 2015.

(b) The rights, preferences and restrictions attaching to each class of shares including restrictions on the distribution of dividends and the repayment of capital:

(i) Equity shares of INR 10 each:
The Company has a single class of equity shares. Accordingly, all equity shares rank equally with regard to dividends and share in the Company's residual assets.The equity shares are entitled to receive dividend as declared from time to time. The voting rights of an equity shareholder on a poll (not on show of hands) are in proportion to its share of the paid-up equity capital of the Company. On winding up of the Company, the holders of the equity shares will be entitled to receive the residual assets of the Company, after distribution of all preferential amounts in proportion to the number of equity shares held.

(iia) 0.005% Compulsorily convertible preference shares of INR 40 each
Compulsorily convertible preference shares ('CCPS') of par value INR 40 each were issued at a premium of INR 5.33 per share and shareholders shall have the right to convert the CCPS into equity shares of the Company, before or upon a liquidation event or 19 years from the first closing date / date of allotment, whichever is earlier. CCPS of this class was carrying a preferential right as to dividend over equity shareholders. Where dividend on this CCPS was not declared for a financial year, the entitlement thereto was carried forward. This CCPS was entitled to one vote per share at meetings of the Company on any resolutions of the Company directly affecting their rights and holders of CCPS shall be entitled to an annual per share dividend equal to 0.005% in the years of profit. No dividend is entitled to preference shareholders in the year of losses. Further, the holders of this CCPS also had a liquidation preference, whereby they will be entitled to receive in preference to holders of CCPS of INR 100 each issued to Net Resources Investments Private Limited and the equity shareholders, an amount equal to 100% of the subscription price plus any accrued and unpaid dividends or such percentage.
As per the Share Purchase Agreement, CCPS shall be converted at a price which is lower of INR 45.33 per equity share and such internal rate of return per equity share that would provide a 20% IRR on the consideration paid by the investor.CCPS of this class has been converted to same number of equity shares during the period ended 31 December 2013.

(iib) 0.005% Compulsorily convertible preference shares of INR 15 each
CCPS of par value INR 15 each were issued at par and shareholders shall have the right to convert the CCPS into equity shares of the Company, before or upon a liquidation event or 19 years from the first closing date / date of allotment, whichever is earlier. CCPS of this class was carrying a preferential right as to dividend over equity shareholders. Where dividend on this CCPS was not declared for a financial year, the entitlement thereto was carried forward. The holders of CCPS shall be entitled to an annual per share dividend equal to 0.005% in the years of profit. No dividend is entitled to preference shareholders in the year of losses. This CCPS was entitled to one vote per share at meetings of the Company on any resolutions of the Company directly affecting their rights. Further, the holders of this CCPS also had a liquidation preference, whereby they will be entitled to receive in preference to holders of CCPS of INR 100 each issued to Net Resources Investments Private Limited and the equity shareholders, an amount equal to 100% of the subscription price plus any accrued and unpaid dividends or such percentage.
As per the Share Purchase Agreement, CCPS shall be converted at a price which is lower of INR 15 per equity share and such internal rate of return per equity share that would provide a 20% IRR on the consideration paid by the investor. CCPS of this class has been converted to same number of equity shares during the period 31 December 2013.

(iic) 0% Compulsorily convertible preference shares INR 100 each
CCPS of par value INR 100 each were issued at par and the shareholders shall have the right to convert the CCPS into specified number of equity shares on achievement of incentive target specified for 3 years in the share subscription agreement with Net Resources Investments Private Limited. The holders of CCPS shall be entitled to an annual per share dividend equal to 0% in the years of profit. No dividend is entitled to preference shareholders in the year of losses. CCPS of this class was carrying a preferential right as to dividend over equity shareholders. Where dividend on this CCPS was not declared for a financial year, the entitlement thereto was carried forward. This CCPS were entitled to one vote per share at meetings of the Company on any resolutions of the Company directly affecting their rights. Further, the holders of these CCPS had a liquidation preference, whereby they will be entitled to receive in preference to the equity shareholders, an amount equal to 100% of the subscription price plus any accrued and unpaid dividends or such percentage but subordinate to the CCPS of INR 40 and INR 15 each issued to Park Equity Holdings Limited with regard to payment of dividends and at the time of winding up. CCPS of this class has been converted to 1,000,000 number of equity shares during the period ended 31 December 2013.

(iid) 0.001% Compulsorily convertible preference shares of INR 100 each
CCPS of par value INR 100 each were issued at a premium of INR 24.39 and to Thomas Cook (India) Limited vide Share Subscription Agreement dated 5 February 2013. CCPS of this class carry a preferential right as to dividend over equity shareholders. Where dividend on this CCPS is not declared for a financial year, the entitlement thereto is carried forward. This CCPS are entitled to one vote per share at meetings of the Company on any resolutions of the Company directly affecting their rights. The holders of CCPS shall be entitled to an annual per share dividend equal to 0.001% in the years of profit. No dividend is entitled to preference shareholders in the year of losses. Further, the holders of these CCPS have a liquidation preference, whereby they will be entitled to receive in preference to the equity shareholders, an amount equal to 100% of the subscription price plus any accrued and unpaid dividends. As per clause 4(a) of the Schedule 4 of the agreement, the shareholders may, at any time issue a notice to the Company for conversion of CCPS into equity shares and the Company shall be under an obligation to convert such CCPS into equity shares at a price provided in this clause.
As per the Share Subscription Agreement, the terms of conversion shall be equity shares of INR 142.00 each, if the Company achieves specified targets, else INR 124.00 each as specified in the agreement.

Quess Corp Limited ***(formerly known as IKYA HUMAN CAPITAL SOLUTIONS LIMITED)***

ANNEXURE - V

NOTES TO THE RESTATED STANDALONE FINANCIAL INFORMATION

1. SHARE CAPITAL (CONTINUED)

(c) Equity and preference shareholders holding more than 5% of equity and preference shares along with the number of equity and preference shares held at the beginning and at the end of the periods / years is as given below:

INR in Million (except per share data)

Name of shareholders	As at 30 September 2015		As at 31 March 2015		As at 31 December 2013		As at 31 March 2013		As at 31 March 2012		As at 31 March 2011	
	% of holding	No. of shares	% of holding	No. of shares	% of holding	No. of shares	% of holding	No. of shares	% of holding	No. of shares	% of holding	No. of shares
(i) Equity shares of INR 10 each:												
Thomas Cook (India) Limited	76.46%	19,705,874	76.46%	19,705,874	68.06%	12,928,917	-	-	-	-	-	-
Ajit Isaac	18.03%	4,646,490	18.03%	4,646,490	24.26%	4,607,965	39.50%	4,763,750	39.50%	4,763,750	39.50%	4,763,750
Net Resources Investments Private Limited	5.02%	1,294,100	5.02%	1,294,100	6.81%	1,294,100	2.44%	294,100	2.44%	294,100	2.44%	294,100
Park Equity Holdings Limited*	-	-	-	-	-	-	51.86%	6,254,258	51.86%	6,254,258	51.86%	6,254,258
(ii) Preference shares												
(iia) 0.005% Compulsorily convertible preference shares of INR 40 each												
Park Equity Holdings Limited	-	-	-	-	-	-	100.00%	3,529,672	100.00%	3,529,672	100.00%	3,529,672
(iib) 0.005% Compulsorily convertible preference shares of INR 15 each												
Park Equity Holdings Limited	-	-	-	-	-	-	100.00%	1,873,333	100.00%	1,873,333	100.00%	1,873,333
(iic) 0% Compulsorily convertible preference shares INR 100 each												
Net Resources Investments Private Limited	-	-	-	-	-	-	100.00%	100,000	100.00%	100,000	100.00%	100,000
(iid) 0.001% Compulsorily convertible preference shares of INR 100 each												
Thomas Cook (India) Limited	-	-	-	-	100.00%	7,717,912	-	-	-	-	-	-

*On 14 May 2013, Thomas Cook (India) Limited purchased shares of the Company held by Park Equity Holdings Limited (holding company till 13 May 2013) and has become the holding company.

(d) Shares held by holding company

INR in Million (except per share data)

Name of shareholders	As at 30 September 2015		As at 31 March 2015		As at 31 December 2013		As at 31 March 2013		As at 31 March 2012		As at 31 March 2011	
	No. of shares	Amount	No. of shares	Amount	No. of shares	Amount	No. of shares	Amount	No. of shares	Amount	No. of shares	Amount
(i) Equity shares												
Equity shares of par value INR 10 each												
Thomas Cook (India) Limited	19,705,874	197.06	19,705,874	197.06	12,928,917	129.29	-	-	-	-	-	-
Park Equity Holdings Limited	-	-	-	-	-	-	6,254,258	62.54	6,254,258	62.54	6,254,258	62.54
(ii) Preference shares												
CCPS of par value INR 100 each												
Thomas Cook (India) Limited	-	-	-	-	7,717,912	771.79	-	-	-	-	-	-
CCPS of par value INR 40 each												
Park Equity Holdings Limited	-	-	-	-	-	-	3,529,672	141.19	3,529,672	141.19	3,529,672	141.19
CCPS of par value INR 15 each												
Park Equity Holdings Limited	-	-	-	-	-	-	1,873,333	28.10	1,873,333	28.10	1,873,333	28.10

(e) The Company has not allotted any fully paid up equity shares by way of bonus shares nor has bought back any class of equity shares during the period of five years immediately preceding the balance sheet date i.e. 30 September 2015 nor has issued shares for consideration other than cash.

Notes:

1. The figures disclosed above are based on the Restated Standalone Summary Statement of assets and liabilities of the Company

2. The above statement should necessarily be read with the basis of preparation and significant accounting policies appearing in Annexure IV, Notes to the Restated Standalone Financial Information appearing in Annexure V to Annexure XI.

Quess Corp Limited *(formerly known as IKYA HUMAN CAPITAL SOLUTIONS LIMITED)*

ANNEXURE - V

NOTES TO THE RESTATED STANDALONE FINANCIAL INFORMATION

2. RESERVES AND SURPLUS

(INR in Million, unless otherwise stated)

Particulars	As at					
	30 September 2015	31 March 2015	31 December 2013	31 March 2013	31 March 2012	31 March 2011
A. Securities premium account						
At the commencement of the periods / years	1,258.34	554.32	239.44	239.44	239.44	25.29
Add: Premium received on issue of preference shares	-	-	188.21	-	-	-
Add: Premium received on issue of equity shares	-	-	-	-	-	214.15
Add: Premium on employee stock options	-	-	11.41	-	-	-
Add: Premium on conversion of preference shares to equity shares	-	704.02	115.26	-	-	-
At the end of the periods / years	**1,258.34**	**1,258.34**	**554.32**	**239.44**	**239.44**	**239.44**
B. Share options outstanding account						
At the commencement of the periods / years	56.13	56.13	46.28	7.22	1.06	-
Add: Employee compensation expense for the periods / years (Refer to note 25 of Annexure V)	-	-	21.26	39.06	6.16	1.06
Less: Transferred to securities premium account on exercise of employee stock options	-	-	(11.41)	-	-	-
At the end of the periods / years	**56.13**	**56.13**	**56.13**	**46.28**	**7.22**	**1.06**
C. Capital reserve						
At the commencement of the periods / years	380.47	-	-	-	-	-
Add: resulting from amalgamation (Refer to note 4 of Annexure IV)	-	380.47	-	-	-	-
At the end of the periods / years	**380.47**	**380.47**	**-**	**-**	**-**	**-**
D. Surplus / (deficit) balance in the statement of profit and loss as restated						
At the commencement of the periods / years	659.81	28.64	(10.61)	(51.72)	(79.10)	(94.58)
Add: Restated profit for the periods / years	350.78	631.17	39.25	41.11	27.38	15.48
Net surplus/ (deficit) in the statement of profit and loss as restated	**1,010.59**	**659.81**	**28.64**	**(10.61)**	**(51.72)**	**(79.10)**
Total reserves and surplus (A+B+C+D)	**2,705.53**	**2,354.75**	**639.09**	**275.11**	**194.94**	**161.40**

Notes:

1. The figures disclosed above are based on the Restated Standalone Summary Statement of assets and liabilities of the Company

2. The above statement should necessarily be read with the basis of preparation and significant accounting policies appearing in Annexure IV, Notes to the Restated Standalone Financial Information appearing in Annexure V to Annexure XI.

Quess Corp Limited *(formerly known as IKYA HUMAN CAPITAL SOLUTIONS LIMITED)*

ANNEXURE - V

NOTES TO THE RESTATED STANDALONE FINANCIAL INFORMATION

3. OTHER LONG TERM LIABILITIES

(INR in Million, unless otherwise stated)

Particulars	As at					
	30 September 2015	31 March 2015	31 December 2013	31 March 2013	31 March 2012	31 March 2011
Due to others						
Payable to the erstwhile minority shareholders (Refer note below)	-	6.67	-	-	-	-
Amount payable to related parties (Refer note 21(c) of Annexure V)	-	-	13.33	-	-	-
Total other long term liabilities	**-**	**6.67**	**13.33**	**-**	**-**	**-**

Notes:

The Company acquired the remaining shares from all the minority shareholders of Magna Infotech Limited and Avon Facility Management Services Limited (the subsidiaries) on 13 May 2013 and 14 May 2013 respectively. During the period ended 31 December 2013, based on the terms and conditions of the 'Share Purchase Agreement'(SPA), an unconditional bonus of INR 29.20 million and INR 105.00 million is payable to the employees of Avon Facility Management Services Limited and Magna Infotech Limited respectively and INR 16.00 million is payable to one of the minority shareholders of Magna Infotech Limited as part of the purchase consideration. As per the SPA, the bonus will be paid by the Company through the subsidiaries. Out of the above mentioned amounts, an amount of INR 13.33 million is payable to the employees of Avon Facility Management Services Limited after twelve months from reporting date. Accordingly, as on 31 December 2013, the Company has recorded INR 13.33 million as 'Amount payable to related parties' under 'Non-current liabilities', remaining INR 136.87 million as 'Amount payable to related parties' under 'Other current liabilities' and accordingly total of INR 150.20 million as 'Non-current investments'.

During the period ended 30 September 2015 and 31 March 2015, the Company made payment of the purchase consideration as per the terms of SPA and disclosed outstanding balances under Noncurrent liabilities of INR 6.67 million and INR Nil and under Other current liabilities of INR 6.67 million and INR 6.67 million respectively.

1. The figures disclosed above are based on the Restated Standalone Summary Statement of assets and liabilities of the Company.

2. The above statement should necessarily be read with the basis of preparation and significant accounting policies appearing in Annexure IV, Notes to the Restated Standalone Financial Information appearing in Annexure V to Annexure XI.

Quess Corp Limited *(formerly known as IKYA HUMAN CAPITAL SOLUTIONS LIMITED)*

ANNEXURE - V

NOTES TO THE RESTATED STANDALONE FINANCIAL INFORMATION

4. LONG-TERM PROVISIONS

(INR in Million, unless otherwise stated)

Particulars	As at					
	30 September 2015	31 March 2015	31 December 2013	31 March 2013	31 March 2012	31 March 2011
Provision for employee benefits						
Gratuity [Refer to Note 24 of Annexure V]	73.24	61.40	7.29	5.98	3.51	2.51
Others						
Provision for disputed claims [Refer to Note 27(a) of Annexure V]	22.63	22.63	-	-	-	-
Rent equalisation reserve	3.32	1.09	-	-	-	-
Total long-term provisions	**99.19**	**85.12**	**7.29**	**5.98**	**3.51**	**2.51**

Notes:

1. The figures disclosed above are based on the Restated Standalone Summary Statement of assets and liabilities of the Company.

2. The above statement should necessarily be read with the basis of preparation and significant accounting policies appearing in Annexure IV, Notes to the Restated Standalone Financial Information appearing in Annexure V to Annexure XI.

Quess Corp Limited *(formerly known as IKYA HUMAN CAPITAL SOLUTIONS LIMITED)*

ANNEXURE - V

NOTES TO THE RESTATED STANDALONE FINANCIAL INFORMATION

5. TRADE PAYABLES

(INR in Million, unless otherwise stated)

Particulars	As at					
	30 September 2015	31 March 2015	31 December 2013	31 March 2013	31 March 2012	31 March 2011
Due to other creditors [Refer to Note 21(c) of Annexure V]	45.96	120.94	4.00	12.30	7.92	6.55
Dues to micro and small enterprises [Refer to 1 below]	-	-	-	-	-	-
Total trade payables	**45.96**	**120.94**	**4.00**	**12.30**	**7.92**	**6.55**

Notes:

1. There are no Micro and Small Enterprises as required to be disclosed under the "Micro, Small and Medium Enterprise Development Act 2006" identified by the Company on the basis of information with the Company.

2. The figures disclosed above are based on the Restated Standalone Summary Statement of assets and liabilities of the Company.

3. The above statement should necessarily be read with the basis of preparation and significant accounting policies appearing in Annexure IV, Notes to the Restated Standalone Financial Information appearing in Annexure V to Annexure XI.

Quess Corp Limited *(formerly known as IKYA HUMAN CAPITAL SOLUTIONS LIMITED)*

ANNEXURE - V

NOTES TO THE RESTATED STANDALONE FINANCIAL INFORMATION

6. OTHER CURRENT LIABILITIES

(INR in Million, unless otherwise stated)

Particulars	As at					
	30 September 2015	31 March 2015	31 December 2013	31 March 2013	31 March 2012	31 March 2011
Current maturities of long term borrowings (Refer (a) below)	30.00	30.00	-	-	-	-
Current maturities of finance lease obligations (Refer (b) below)	0.88	1.47	1.31	-	-	-
Interest accrued and not due	8.29	1.58	-	1.74	-	-
Other payables						
Income received in advance	152.11	295.99	33.02	-	27.39	-
Advance received from customers [Refer note 21(c) of Annexure V]	177.01	117.95	-	-	-	-
Book overdraft	18.78	55.30	179.45	17.33	49.75	23.72
Payable to the erstwhile minority shareholders (refer note 3 of Annexure V)	6.67	6.67	-	-	-	76.80
Capital creditors	-	3.75	-	0.20	0.40	0.21
Accrued salaries and benefits	1,095.42	832.41	366.67	449.80	220.23	114.17
Accrued expenses [Refer note 21(c) of Annexure V]	110.45	66.21	5.60	2.87	2.44	1.52
Rent equalisation reserve	1.17	0.89	-	-	-	-
Statutory liabilities	782.26	336.56	213.03	585.98	510.09	234.77
Others liabilities	12.92	8.71	-	-	-	-
Amount payable to related parties [Refer note 21(c) of Annexure V]	-	-	136.87	-	-	-
Total other current liabilities	**2,395.96**	**1,757.49**	**935.95**	**1,057.92**	**810.30**	**451.19**

Payable to the erstwhile minority shareholders:

Period ended 31 March 2011: In November 2010, the Company entered into a share purchase agreement with Magna Infotech Private Limited ("Magna") to acquire 51% of the paid up equity share capital of Magna. As per the agreement, the Company has acquired 2,668,932 equity shares of par value of INR 10 each at premium of INR 110 per share from the promoters and other shareholders of Magna. As of 31 March 2011, the Company has paid INR 243.60 million and balance consideration of INR 76.80 million is payable to the promoters and other shareholders within next twelve months. Accordingly, the Company has recorded INR 76.80 million as 'Payable to the erstwhile minority shareholders' under 'Other current liabilities'.

Notes:

1. The figures disclosed above are based on the Restated Standalone Summary Statement of assets and liabilities of the Company.

2. The above statement should necessarily be read with the basis of preparation and significant accounting policies appearing in Annexure IV, Notes to the Restated Standalone Financial Information appearing in Annexure V to Annexure XI.

(a) This includes term loan from National Skill Development Centre ('NSDC') of INR 30 million (31 March 2015 : INR 30 million) which is secured against hypothecation of project assets. The loan is taken at 6% p.a. simple interest. The principal amount was repayable in equal quarterly installments over a period of 10 years beginning January 2016. As the specific project for which the loan was sanctioned could not be implemented and the entire loan became due for repayment, this has been clasified as other current liabilities.

(b) The finance lease is taken from HDFC Bank which carries interest rate of 9.03% p.a. It is repayable in 36 equal monthly instalments of INR 0.13 million (including interest) commencing 5 May 2013. The finance lease is secured by way of hypothecation of vehicles purchased using the loan facility.

Quess Corp Limited ***(formerly known as IKYA HUMAN CAPITAL SOLUTIONS LIMITED)***

ANNEXURE - V

NOTES TO THE RESTATED STANDALONE FINANCIAL INFORMATION

7. SHORT-TERM PROVISIONS

(INR in Million, unless otherwise stated)

Particulars	As at					
	30 September 2015	31 March 2015	31 December 2013	31 March 2013	31 March 2012	31 March 2011
Provision for employee benefits						
Gratuity (Refer to Note 24 of Annexure V)	-	0.82	0.33	0.47	0.42	0.21
Compensated absences	37.47	48.07	6.70	3.53	2.42	2.54
Others						
Provision for warranty [Refer to Note 27(a) of Annexure V]	10.01	12.00	-	-	-	-
Provision for loss on onerous contracts [Refer to Note 27(a) of Annexure V]	-	1.08	-	-	-	-
Total short-term provisions	**47.48**	**61.97**	**7.03**	**4.00**	**2.84**	**2.75**

Notes:

1. The figures disclosed above are based on the Restated Standalone Summary Statement of assets and liabilities of the Company.

2. The above statement should necessarily be read with the basis of preparation and significant accounting policies appearing in Annexure IV, Notes to the Restated Standalone Financial Information appearing in Annexure V to Annexure XI.

Quess Corp Limited *(formerly known as IKYA HUMAN CAPITAL SOLUTIONS LIMITED)*

ANNEXURE - V

NOTES TO THE RESTATED STANDALONE FINANCIAL INFORMATION

8. FIXED ASSETS - TANGIBLE ASSETS & INTANGIBLE ASSETS

(INR in Million, unless otherwise stated)

	Tangible Assets								Intangible Assets				
Particulars	**Leasehold improvements**	**Furniture and fixtures**	**Vehicles - Owned**	**Vehicles - Finance lease**	**Office equipment**	**Plant and machinery**	**Computer equipment**	**Total (A)**	**Goodwill**	**Brand***	**Computer software**	**Total (B)**	**Grand Total (A+B)**
Gross Block													
As at April 1, 2010	**4.26**	**0.58**	**-**	**-**	**2.05**	**-**	**6.32**	**13.21**	**-**	**-**	**5.34**	**5.34**	**18.55**
Additions during the year	1.03	0.13	0.75	-	0.51	-	1.69	4.11	-	-	0.51	0.51	4.62
Disposals during the year	-	-	-	-	0.13	-	-	0.13	-	-	-	-	0.13
As at March 31, 2011	**5.29**	**0.71**	**0.75**	**-**	**2.43**	**-**	**8.01**	**17.19**	**-**	**-**	**5.85**	**5.85**	**23.04**
Additions during the year	0.47	0.11	-	-	1.06	-	3.98	5.62	-	-	2.13	2.13	7.75
Disposals during the year	1.65	-	0.75	-	0.11	-	-	2.51	-	-	-	-	2.51
As at March 31, 2012	**4.11**	**0.82**	**-**	**-**	**3.38**	**-**	**11.99**	**20.30**	**-**	**-**	**7.98**	**7.98**	**28.28**
Additions during the year	0.43	0.07	-	-	0.97	-	5.79	7.26	-	-	4.38	4.38	11.64
Disposals during the year	-	-	-	-	-	-	0.04	0.04	-	-	-	-	0.04
As at March 31, 2013	**4.54**	**0.89**	**-**	**-**	**4.35**	**-**	**17.74**	**27.52**	**-**	**-**	**12.36**	**12.36**	**39.88**
Additions during the period	-	1.18	-	5.58	2.20	-	5.12	14.08	-	-	4.80	4.80	18.88
Disposals during the period	-	-	-	-	0.02	-	-	0.02	-	-	-	-	0.02
As at December 31, 2013	**4.54**	**2.07**	**-**	**5.58**	**6.53**	**-**	**22.86**	**41.58**	**-**	**-**	**17.16**	**17.16**	**58.74**
Additions on Amalgamation (refer annexure IV)	63.69	30.20	3.26	-	14.23	75.61	43.18	230.17	66.55	968.20	18.06	1,052.81	1,282.98
Additions during the period	7.28	21.81	-	-	43.95	12.38	29.70	115.12	-	-	31.48	31.48	146.60
Disposals during the period	7.84	0.90	-	-	-	1.36	1.04	11.14	-	-	-	-	11.14
As at March 31, 2015	**67.67**	**53.18**	**3.26**	**5.58**	**64.71**	**86.63**	**94.70**	**375.73**	**66.55**	**968.20**	**66.70**	**1,101.45**	**1,477.18**
Additions during the period	2.78	7.73	-	-	11.31	4.36	24.01	50.19	-	-	16.28	16.28	66.47
Disposals during the period	-	-	0.30	-	-	3.00	-	3.30	-	-	-	-	3.30
As at September 30, 2015	**70.45**	**60.91**	**2.96**	**5.58**	**76.02**	**87.99**	**118.71**	**422.62**	**66.55**	**968.20**	**82.98**	**1,117.73**	**1,540.35**
Accumulated Depreciation and Amortisation													
As at April 1, 2010	**2.91**	**0.34**	**-**	**-**	**0.87**	**-**	**4.42**	**8.54**	**-**	**-**	**2.63**	**2.63**	**11.17**
Charge for the year	1.17	0.15	0.16	-	0.57	-	1.98	4.03	-	-	1.84	1.84	5.87
Disposals during the year	-	-	-	-	0.07	-	-	0.07	-	-	-	-	0.07
As at March 31, 2011	**4.08**	**0.49**	**0.16**	**-**	**1.37**	**-**	**6.40**	**12.50**	**-**	**-**	**4.47**	**4.47**	**16.97**
Charge for the year	0.68	0.11	0.12	-	0.58	-	1.30	2.79	-	-	1.67	1.67	4.46
Disposals during the year	1.55	-	0.28	-	0.11	-	-	1.94	-	-	-	-	1.94
As at March 31, 2012	**3.21**	**0.60**	**-**	**-**	**1.84**	**-**	**7.70**	**13.35**	**-**	**-**	**6.14**	**6.14**	**19.49**
Charge for the year	0.58	0.18	-	-	0.87	-	3.46	5.09	-	-	1.54	1.54	6.63
Disposals during the year	-	-	-	-	-	-	0.01	0.01	-	-	-	-	0.01
As at March 31, 2013	**3.79**	**0.78**	**-**	**-**	**2.71**	**-**	**11.15**	**18.43**	**-**	**-**	**7.68**	**7.68**	**26.11**
Charge for the period	0.42	0.09	-	1.25	0.49	-	3.36	5.61	-	-	2.50	2.50	8.11
Disposals during the period	-	-	-	-	0.02	-	-	0.02	-	-	-	-	0.02
As at December 31, 2013	**4.21**	**0.87**	**-**	**1.25**	**3.18**	**-**	**14.51**	**24.02**	**-**	**-**	**10.18**	**10.18**	**34.20**
Additions on Amalgamation (refer annexure IV)	42.41	26.67	1.81	-	13.01	42.46	37.71	164.07	33.70	-	15.66	49.36	213.43
Charge for the period	18.54	4.33	0.89	3.04	4.73	20.53	13.81	65.87	18.28	73.59	12.49	104.36	170.23
Disposals during the period	7.84	0.90	-	-	-	1.34	0.05	10.13	-	-	-	-	10.13
As at March 31, 2015	**57.32**	**30.97**	**2.70**	**4.29**	**20.92**	**61.65**	**65.98**	**243.83**	**51.98**	**73.59**	**38.33**	**163.90**	**407.73**
Charge for the period	5.03	2.63	0.39	0.21	8.12	8.63	9.21	34.22	6.34	32.12	8.23	46.69	80.91
Disposals during the period	-	-	0.30	-	-	2.08	-	2.38	-	-	-	-	2.38
As at September 30, 2015	**62.35**	**33.60**	**2.79**	**4.50**	**29.04**	**68.20**	**75.19**	**275.67**	**58.32**	**105.71**	**46.56**	**210.59**	**486.26**
Net Block :													
As at March 31, 2011	**1.21**	**0.22**	**0.59**	**-**	**1.06**	**-**	**1.61**	**4.69**	**-**	**-**	**1.38**	**1.38**	**6.07**
As at March 31, 2012	**0.90**	**0.22**	**-**	**-**	**1.54**	**-**	**4.29**	**6.95**	**-**	**-**	**1.84**	**1.84**	**8.79**
As at March 31, 2013	**0.75**	**0.11**	**-**	**-**	**1.64**	**-**	**6.59**	**9.09**	**-**	**-**	**4.68**	**4.68**	**13.77**
As at December 31, 2013	**0.33**	**1.20**	**-**	**4.33**	**3.35**	**-**	**8.35**	**17.56**	**-**	**-**	**6.98**	**6.98**	**24.54**
As at March 31, 2015	**10.35**	**22.21**	**0.56**	**1.29**	**43.79**	**24.98**	**28.72**	**131.90**	**14.57**	**894.61**	**28.37**	**937.55**	**1,069.45**
As at September 30, 2015	**8.10**	**27.31**	**0.17**	**1.08**	**46.98**	**19.79**	**43.52**	**146.95**	**8.23**	**862.49**	**36.42**	**907.14**	**1,054.09**

*Refer note 4 of Annexure IV

Notes:

1. The figures disclosed above are based on the Restated Standalone Summary Statement of assets and liabilities of the Company.
2. The above statement should necessarily be read with the basis of preparation and significant accounting policies appearing in Annexure IV, Notes to the Restated Standalone Financial Information appearing in Annexure V to Annexure XI.

Quess Corp Limited *(formerly known as IKYA HUMAN CAPITAL SOLUTIONS LIMITED)*

ANNEXURE - V

NOTES TO THE RESTATED STANDALONE FINANCIAL INFORMATION

9. DEFERRED TAX ASSETS, NET

(INR in Million, unless otherwise stated)

Particulars	As at					
	30 September 2015	31 March 2015*	31 December 2013	31 March 2013	31 March 2012	31 March 2011
Deferred tax liability						
Fixed assets	(69.93)	(49.68)	-	-	-	-
Deferred tax assets						
Gratuity	25.35	21.15	2.74	2.09	1.27	0.88
Compensated absences	12.97	16.34	1.53	1.15	0.79	0.82
Fixed assets	-	-	0.46	0.86	1.07	1.33
Provision for onerous contract	-	0.37	-	-	-	-
Provision for doubtful debts	31.35	23.90	2.49	1.27	0.16	-
Provision for disputed claims	7.83	7.69	-	-	-	-
Provision for rent escalation	1.55	0.67	-	-	-	-
Preliminary expenses under Section 35D of the Income-tax Act,1961	-	-	-	-	0.05	0.05
Merger expenses under Section 35DD of the Income-tax Act,1961	1.66	1.87	-	-	-	-
Expenditure covered by Section 43B of the Income-tax Act,1961	27.83	10.84	-	20.99	57.38	28.68
Others	-	-	14.55	14.55	-	5.27
Deferred tax assets, net	**38.61**	**33.15**	**21.77**	**40.91**	**60.72**	**37.03**

* As a part of amalgamation of Avon, Magna and Hofincons the Company acquired Deferred tax assets amounting to INR 88.46 million (Refer note 4 of Annexure IV)

Notes:

1. The figures disclosed above are based on the Restated Standalone Summary Statement of assets and liabilities of the Company.

2. The above statement should necessarily be read with the basis of preparation and significant accounting policies appearing in Annexure IV, Notes to the Restated Standalone Financial Information appearing in Annexure V to Annexure XI.

Quess Corp Limited *(formerly known as IKYA HUMAN CAPITAL SOLUTIONS LIMITED)*

ANNEXURE - V

NOTES TO THE RESTATED STANDALONE FINANCIAL INFORMATION

10. OTHER NON-CURRENT ASSETS

(INR in Million, unless otherwise stated)

Particulars	As at					
	30 September 2015	31 March 2015	31 December 2013	31 March 2013	31 March 2012	31 March 2011
Bank deposits (due to mature after 12 months from the reporting date)	5.69	3.75	-	-	0.88	-
Total other non-current assets	**5.69**	**3.75**	**-**	**-**	**0.88**	**-**

Notes:

1. The figures disclosed above are based on the Restated Standalone Summary Statement of assets and liabilities of the Company.

2. The above statement should necessarily be read with the basis of preparation and significant accounting policies appearing in Annexure IV, Notes to the Restated Standalone Financial Information appearing in Annexure V to Annexure XI.

Quess Corp Limited *(formerly known as IKYA HUMAN CAPITAL SOLUTIONS LIMITED)*

ANNEXURE - V

NOTES TO THE RESTATED STANDALONE FINANCIAL INFORMATION

11. INVENTORIES

(At lower of cost or net realisable value) *(INR in Million, unless otherwise stated)*

Particulars	As at					
	30 September 2015	31 March 2015	31 December 2013	31 March 2013	31 March 2012	31 March 2011
Consumables and other supplies	6.55	4.39	-	-	-	-
Total inventories	**6.55**	**4.39**	**-**	**-**	**-**	**-**

Notes:

1. The figures disclosed above are based on the Restated Standalone Summary Statement of assets and liabilities of the Company.

2. The above statement should necessarily be read with the basis of preparation and significant accounting policies appearing in Annexure IV, Notes to the Restated Standalone Financial Information appearing in Annexure V to Annexure XI.

Quess Corp Limited *(formerly known as IKYA HUMAN CAPITAL SOLUTIONS LIMITED)*

ANNEXURE - V

NOTES TO THE RESTATED STANDALONE FINANCIAL INFORMATION

12. CASH AND BANK BALANCES

(INR in Million, unless otherwise stated)

Particulars	As at					
	30 September 2015	31 March 2015	31 December 2013	31 March 2013	31 March 2012	31 March 2011
Cash and cash equivalents						
Cash on hand	2.05	0.83	0.04	0.04	0.04	0.01
Balances with banks						
In current accounts	681.23	631.26	206.45	81.90	83.61	18.43
	683.28	632.09	206.49	81.94	83.65	18.44
Other bank balances						
In deposit accounts (due to mature within 12 months of reporting date)*	67.64	74.83	6.12	112.40	115.10	115.23
Total cash and bank balances	**750.92**	**706.92**	**212.61**	**194.34**	**198.75**	**133.67**

Notes:

Details of bank deposits:

Particulars	As at					
	30 September 2015	31 March 2015	31 December 2013	31 March 2013	31 March 2012	31 March 2011
Bank balances available on demand/deposits with original maturity of 3 months or less included under 'Cash and cash equivalents'	-	-	-	-	-	-
Bank deposits due to mature within 12 months of the reporting date included under 'Other bank balances'	67.64	74.83	6.12	112.40	115.10	115.23
Bank deposits due to mature after 12 months of the reporting date included under 'Other non-current assets'	5.69	3.75	-	-	0.88	-
	73.33	**78.58**	**6.12**	**112.40**	**115.98**	**115.23**
*Includes held against bank guarantee	31.29	26.14	6.12	2.23	107.20	107.20

1. The figures disclosed above are based on the Restated Standalone Summary Statement of assets and liabilities of the Company.

2. The above statement should necessarily be read with the basis of preparation and significant accounting policies appearing in Annexure IV, Notes to the Restated Standalone Financial Information appearing in Annexure V to Annexure XI.

Quess Corp Limited *(formerly known as IKYA HUMAN CAPITAL SOLUTIONS LIMITED)*

ANNEXURE - V

NOTES TO THE RESTATED STANDALONE FINANCIAL INFORMATION

13. OTHER CURRENT ASSETS

(Unsecured and considered good) *(INR in Million, unless otherwise stated)*

Particulars	As at					
	30 September 2015	31 March 2015	31 December 2013	31 March 2013	31 March 2012	31 March 2011
Unbilled revenue	1,735.99	1,295.47	389.20	236.01	174.77	76.61
Interest accrued but not due	0.84	1.67	0.21	6.87	1.39	0.95
Others (Refer note 21(c) of Annexure V)	9.02	2.47	-	-	-	-
Total other current assets	**1,745.85**	**1,299.61**	**389.41**	**242.88**	**176.16**	**77.56**

Notes:

1. The figures disclosed above are based on the Restated Standalone Summary Statement of assets and liabilities of the Company.

2. The above statement should necessarily be read with the basis of preparation and significant accounting policies appearing in Annexure IV, Notes to the Restated Standalone Financial Information appearing in Annexure V to Annexure XI.

Quess Corp Limited *(formerly known as IKYA HUMAN CAPITAL SOLUTIONS LIMITED)*

ANNEXURE - V

NOTES TO THE RESTATED STANDALONE FINANCIAL INFORMATION

14. REVENUE FROM OPERATIONS

(INR in Million, unless otherwise stated)

Particulars	For the period from			For the year ended		
	1 April 2015 to 30 September 2015	1 January 2014 to 31 March 2015	1 April 2013 to 31 December 2013	31 March 2013	31 March 2012	31 March 2011
Staffing and recruitment services	10,701.57	19,648.14	6,147.08	6,126.57	3,551.29	1,813.29
Training services	302.33	201.20	17.20	48.98	55.20	-
Facility management and food services	1,520.57	3,008.57	-	-	-	-
Operation and maintenance	526.22	874.91	-	-	-	-
Total revenue from operations	**13,050.69**	**23,732.82**	**6,164.28**	**6,175.55**	**3,606.49**	**1,813.29**

Notes:

1. The figures disclosed above are based on the Restated Standalone Summary Statement of profit and loss of the Company.

2. The above statement should necessarily be read with the basis of preparation and significant accounting policies appearing in Annexure IV, Notes to the Restated Standalone Financial Information appearing in Annexure V to Annexure XI.

3. As explained in note 4 of Annexure IV, effective 1 January 2014 and 1 July 2014 the Company, pursuant to court order, had Avon Facility Management Services Limited, Magna Infotech Limited and Hofincons Infotech & Industrial Services Private Limited amalgamated in to the Company, which are in to facility management and asset management services, resulting into revenue from facility management and food services and Operation and maintenance being disclosed.

Quess Corp Limited *(formerly known as IKYA HUMAN CAPITAL SOLUTIONS LIMITED)*

ANNEXURE - V

NOTES TO THE RESTATED STANDALONE FINANCIAL INFORMATION

15. COST OF SERVICES

(INR in Million, unless otherwise stated)

Particulars	For the period from			For the year ended		
	1 April 2015 to 30 September 2015	1 January 2014 to 31 March 2015	1 April 2013 to 31 December 2013	31 March 2013	31 March 2012	31 March 2011
Cost of materials consumed and others	332.81	717.35	-	-	-	-
Total cost of services	**332.81**	**717.35**	**-**	**-**	**-**	**-**

Notes:

1. The figures disclosed above are based on the Restated Standalone Summary Statement of profit and loss of the Company.

2. The above statement should necessarily be read with the basis of preparation and significant accounting policies appearing in Annexure IV, Notes to the Restated Standalone Financial Information appearing in Annexure V to Annexure XI.

3. As explained in note 4 of Annexure IV, effective 1 January 2014 and 1 July 2014 the Company, pursuant to court order, had Avon Facility Management Services Limited, Magna Infotech Limited and Hofincons Infotech & Industrial Services Private Limited amalgamated in to the Company, which are in to facility management and asset management services, resulting into cost of services being disclosed.

Quess Corp Limited *(formerly known as IKYA HUMAN CAPITAL SOLUTIONS LIMITED)*

ANNEXURE - V

NOTES TO THE RESTATED STANDALONE FINANCIAL INFORMATION

16. EMPLOYEE BENEFITS EXPENSE

(INR in Million, unless otherwise stated)

Particulars	For the period from			For the year ended		
	1 April 2015 to 30 September 2015	1 January 2014 to 31 March 2015	1 April 2013 to 31 December 2013	31 March 2013	31 March 2012	31 March 2011
Salaries and wages	10,597.97	19,223.54	5,467.00	5,351.25	3,121.92	1,570.35
Contribution to provident and other funds	849.75	1,517.89	440.67	468.47	272.52	128.42
Expense on employee stock option scheme (Refer note 25 of Annexure V)	-	-	21.26	39.06	6.16	1.06
Staff welfare expense	24.13	71.46	5.05	5.19	5.21	1.60
Total employee benefits expense	**11,471.85**	**20,812.89**	**5,933.98**	**5,863.97**	**3,405.81**	**1,701.43**

Notes:

1. The figures disclosed above are based on the Restated Standalone Summary Statement of profit and loss of the Company.

2. The above statement should necessarily be read with the basis of preparation and significant accounting policies appearing in Annexure IV, Notes to the Restated Standalone Financial Information appearing in Annexure V to Annexure XI.

Quess Corp Limited *(formerly known as IKYA HUMAN CAPITAL SOLUTIONS LIMITED)*

ANNEXURE - V

NOTES TO THE RESTATED STANDALONE FINANCIAL INFORMATION

17. FINANCE COSTS

(INR in Million, unless otherwise stated)

Particulars	For the period from			For the year ended		
	1 April 2015 to 30 September 2015	1 January 2014 to 31 March 2015	1 April 2013 to 31 December 2013	31 March 2013	31 March 2012	31 March 2011
Interest expense	112.29	197.08	50.60	107.69	56.93	23.46
Other borrowing costs	2.45	12.19	2.50	3.54	0.75	0.17
Total finance costs	**114.74**	**209.27**	**53.10**	**111.23**	**57.68**	**23.63**

Notes:

1. The figures disclosed above are based on the Restated Standalone Summary Statement of profit and loss of the Company.

2. The above statement should necessarily be read with the basis of preparation and significant accounting policies appearing in Annexure IV, Notes to the Restated Standalone Financial Information appearing in Annexure V to Annexure XI.

Quess Corp Limited *(formerly known as IKYA HUMAN CAPITAL SOLUTIONS LIMITED)*

ANNEXURE - V

NOTES TO THE RESTATED STANDALONE FINANCIAL INFORMATION

18. OTHER EXPENSES

(INR in Million, unless otherwise stated)

Particulars	For the period from			For the year ended		
	1 April 2015 to 30 September 2015	1 January 2014 to 31 March 2015	1 April 2013 to 31 December 2013	31 March 2013	31 March 2012	31 March 2011
Sub-contractor charges	114.04	193.83	-	-	-	-
Power and fuel	17.31	27.43	6.78	7.24	4.64	3.81
Repairs and maintenance						
buildings	15.28	15.49	7.13	11.23	5.48	3.11
plant and machinery	3.53	1.57	-	-	-	-
others	7.94	20.11	1.40	1.81	1.65	1.71
Travelling and conveyance	40.27	103.70	15.56	16.11	10.44	8.01
Rent	76.01	156.98	34.58	42.30	30.89	21.20
Rates and taxes	5.94	8.22	8.50	0.85	0.40	2.01
Legal and professional fees	25.25	59.53	7.73	14.53	14.87	11.74
Loss on sale of fixed assets, net	-	-	-	0.01	-	0.05
Services reimbursement expenses	17.31	47.80	-	-	-	-
Communication expenses	23.41	47.52	9.84	13.35	8.80	6.88
Insurance	2.34	7.67	0.20	0.36	0.09	0.15
Recruitment and training expenses	73.96	53.05	7.59	18.37	20.46	0.05
Bad debts written off, net	-	4.52	0.63	0.98	-	-
Provision for doubtful debts, net	19.76	18.49	3.75	3.42	0.50	-
Equipment hire charges	7.73	11.55	0.65	1.45	1.18	1.43
Stores and tools consumed	14.55	10.01	-	-	-	-
Printing and stationery	22.27	35.08	10.64	11.84	7.55	2.76
Database access charges	8.49	16.03	2.19	5.41	2.83	1.67
Business promotion and advertisement	4.70	4.74	0.17	0.32	1.06	0.10
Advances and deposits written off, net	13.70	1.00	-	-	-	-
Bank charges	6.26	8.03	0.82	1.20	1.24	2.47
Corporate social responsibility	0.50	5.44	-	-	-	-
Miscellaneous	5.99	11.50	0.79	0.64	0.73	0.85
Total other expenses	**526.54**	**869.29**	**118.95**	**151.42**	**112.81**	**68.00**

Notes:

1. The figures disclosed above are based on the Restated Standalone Summary Statement of profit and loss of the Company.

2. The above statement should necessarily be read with the basis of preparation and significant accounting policies appearing in Annexure IV, Notes to the Restated Standalone Financial Information appearing in Annexure V to Annexure XI.

Quess Corp Limited *(formerly known as IKYA HUMAN CAPITAL SOLUTIONS LIMITED)*

ANNEXURE - V

NOTES TO THE RESTATED STANDALONE FINANCIAL INFORMATION

19. TAX EXPENSE

(INR in Million, unless otherwise stated)

Particulars	For the period from			For the year ended		
	1 April 2015 to 30 September 2015	1 January 2014 to 31 March 2015*	1 April 2013 to 31 December 2013	31 March 2013	31 March 2012	31 March 2011
Tax Expense						
Current tax / minimum alternate tax	(205.51)	(299.47)	(12.43)	(12.92)	(37.08)	(2.50)
Minimum alternate tax credit entitlement	-	-	12.43	12.92	-	2.50
Deferred tax charge / (credit)	5.46	(77.10)	(19.14)	(19.81)	23.69	(8.65)
Fringe benefit tax	-	-	-	-	-	(0.17)
Total tax expense	**(200.05)**	**(376.57)**	**(19.14)**	**(19.81)**	**(13.39)**	**(8.82)**

* As a part of amalgamation of Avon, Magna and Hofincons the Company acquired Deferred tax assets amounting to INR 88.46 million (Refer note 4 of Annexure IV)

Notes:

1. The figures disclosed above are based on the Restated Standalone Summary Statement of profit and loss of the Company.

2. The above statement should necessarily be read with the basis of preparation and significant accounting policies appearing in Annexure IV, Notes to the Restated Standalone Financial Information appearing in Annexure V to Annexure XI.

Quess Corp Limited ***(formerly known as IKYA HUMAN CAPITAL SOLUTIONS LIMITED)***

ANNEXURE - V

NOTES TO THE RESTATED STANDALONE FINANCIAL INFORMATION

20. RESTATED STATEMENT OF SEGMENT INFORMATION

BUSINESS SEGMENT

Segments are identified in line with AS-17 "Segment Reporting". The Company is an integrated business services provider engaged in the business of recruitment, temporary staffing, technology staffing, IT products and solutions, skill development, payroll, compliance management, integrated facility management and industrial asset management services.

Business segments are defined as the distinguishable component of an enterprise that is engaged in providing a group of related products or services that is subject to differing risks and returns and about which separate financial information is available. The information is renewed and evaluated regularly by management in deciding how to allocate resources and in assessing the performance.

The Company is organized by business segment. For management purposes, the Company is primarily organized into four business segments based on services offered to customers. Accordingly, revenues represented along industry segments comprise the primary basis of segmental information set out in the financial statements. Industry segments catered to by the Company's services are as follows:

a) **People and services -** includes temporary staffing services, recruitment services, executive search and trainings and skill development and training services.
b) **Global technology solutions** - includes staffing services and Information Technology / Information Technology Enabled Services.
c) **Integrated facility management** - includes housekeeping services, material reimbursement, food services and machinery rentals.
d) **Industrial asset management** - includes operation and maintenance of industrial assets, material and fixed-price contracts, technical and consultancy services, and time-and-material contracts.

The accounting principles consistently used in the preparation of the financial statements are also consistently applied to record income and expenditure in individual segments. These are set out in the note on significant accounting policies.

Income and direct expenses in relation to segments are categorised based on items that are individually identifiable to that segment, while the remainder of costs are apportioned on an appropriate basis. Certain expenses are not specifically allocable to individual segments as the underlying services are used interchangeably. The Company therefore believes that it is not practical to provide segment disclosures relating to such expenses and accordingly such expenses are separately disclosed as "Unallocable expenses" and directly charged against total income.

Assets and liabilities in relation to segments are categorized based on items that are individually identifiable to that segment. Certain assets and liabilities are not specifically allocable to individual segments as these are used interchangeably. The Company therefore believes that it is not practicable to provide segment disclosures relating to such assets and liabilities and accordingly these are separately disclosed as 'unallocated'.

All fixed assets of the Company are located in India.

(INR in Million, unless otherwise stated)

Particulars	For the period from 1 April 2015 to 30 September 2015					
	People and services	**Global technology solutions**	**Integrated facility management**	**Industrial asset management**	**Unallocated**	**Total**
Segment revenue	8,352.65	2,336.20	1,520.57	841.27	-	13,050.69
Direct cost	(7,742.80)	(1,856.35)	(1,308.17)	(644.87)	-	(11,552.19)
Operating expenses, net	(300.57)	(215.05)	(115.17)	(87.14)	(61.08)	(779.01)
Segment result	**309.28**	**264.80**	**97.23**	**109.26**	**(61.08)**	**719.49**
Other income	1.54	0.97	1.21	1.80	21.47	26.99
Finance charges	-	-	-	-	(114.74)	(114.74)
Depreciation	(19.93)	(22.49)	(23.10)	(15.39)	-	(80.91)
Profit before taxation	**290.89**	**243.28**	**75.34**	**95.67**	**(154.35)**	**550.83**
Taxation	-	-	-	-	(200.05)	(200.05)
Profit after taxation	**290.89**	**243.28**	**75.34**	**95.67**	**(354.40)**	**350.78**
Segment asset	2,448.82	1,802.54	1,656.07	1,048.08	667.79	7,623.30
	2,448.82	**1,802.54**	**1,656.07**	**1,048.08**	**667.79**	**7,623.30**
Segment liabilities	1,387.65	533.98	370.32	257.47	2,110.63	4,660.05
	1,387.65	**533.98**	**370.32**	**257.47**	**2,110.63**	**4,660.05**
Capital expenditure	**57.54**	**3.55**	**1.96**	**3.42**	**-**	**66.47**

ANNEXURE - V

NOTES TO THE RESTATED STANDALONE FINANCIAL INFORMATION

20. RESTATED STATEMENT OF SEGMENT INFORMATION (CONTINUED)

(INR in Million, unless otherwise stated)

Particulars	For the period from 1 January 2014 to 31 March 2015					
	People and services	Global technology solutions	Integrated facility management	Industrial asset management	Unallocated	Total
Segment revenue	14,018.71	5,434.95	3,008.57	1,270.59	-	23,732.82
Direct cost	(13,031.87)	(4,325.15)	(2,586.37)	(952.52)	-	(20,895.91)
Operating expenses, net	(591.13)	(485.76)	(227.40)	(139.46)	(59.87)	(1,503.62)
Segment result	**395.71**	**624.04**	**194.80**	**178.61**	**(59.87)**	**1,333.29**
Other income	0.59	13.42	12.56	3.18	24.20	53.95
Finance charges	-	-	-	-	(209.27)	(209.27)
Depreciation	(27.65)	(65.56)	(63.43)	(13.59)	-	(170.23)
Profit before taxation	**368.65**	**571.90**	**143.93**	**168.20**	**(244.94)**	**1,007.74**
Taxation	-	-	-	-	(376.57)	(376.57)
Profit after taxation	**368.65**	**571.90**	**143.93**	**168.20**	**(621.51)**	**631.17**
Segment asset	2,110.90	1,827.53	735.61	863.10	758.29	6,295.43
	2,110.90	**1,827.53**	**735.61**	**863.10**	**758.29**	**6,295.43**
Segment liabilities	953.00	501.37	264.05	280.72	1,683.80	3,682.94
	953.00	**501.37**	**264.05**	**280.72**	**1,683.80**	**3,682.94**
Capital expenditure*	**103.07**	**7.76**	**17.89**	**13.52**	**-**	**142.24**

* Capital expenditure excluding the brand value recognised

(INR in Million, unless otherwise stated)

Particulars	For the period from 1 April 2013 to 31 December 2013					
	People and services	Global technology solutions	Integrated facility management	Industrial asset management	Unallocated	Total
Segment revenue	6,164.28	-	-	-	-	6,164.28
Direct cost	(5,901.40)	-	-	-	-	(5,901.40)
Operating expenses, net	(94.52)	-	-	-	(57.01)	(151.53)
Segment result	**168.36**	**-**	**-**	**-**	**(57.01)**	**111.35**
Other income	0.39	-	-	-	7.86	8.25
Finance charges	-	-	-	-	(53.10)	(53.10)
Depreciation	(8.11)	-	-	-	-	(8.11)
Profit before taxation	**160.64**	**-**	**-**	**-**	**(102.25)**	**58.39**
Taxation	-	-	-	-	(19.14)	(19.14)
Profit after taxation	**160.64**	**-**	**-**	**-**	**(121.39)**	**39.25**
Segment assets	2,363.75	-	-	-	510.10	2,873.85
	2,363.75	**-**	**-**	**-**	**510.10**	**2,873.85**
Segment liabilities	966.29	-	-	-	306.71	1,273.00
	966.29	**-**	**-**	**-**	**306.71**	**1,273.00**
Capital expenditure	**18.88**	**-**	**-**	**-**	**-**	**18.88**

(INR in Million, unless otherwise stated)

Particulars	For the year 1 April 2012 to 31 March 2013					
	People and services	Global technology solutions	Integrated facility management	Industrial asset management	Unallocated	Total
Segment revenue	6,175.55	-	-	-	-	6,175.55
Direct cost	(5,779.16)	-	-	-	-	(5,779.16)
Operating expenses, net	(123.39)	-	-	-	(112.84)	(236.23)
Segment result	**273.00**	**-**	**-**	**-**	**(112.84)**	**160.16**
Other income	11.90	-	-	-	6.72	18.62
Finance charges	-	-	-	-	(111.23)	(111.23)
Depreciation	(6.63)	-	-	-	-	(6.63)
Profit before taxation	**278.27**	**-**	**-**	**-**	**(217.35)**	**60.92**
Taxation	-	-	-	-	(19.81)	(19.81)
Profit after taxation	**278.27**	**-**	**-**	**-**	**(237.16)**	**41.11**
Segment assets	1,875.82	-	-	-	337.42	2,213.24
	1,875.82	**-**	**-**	**-**	**337.42**	**2,213.24**
Segment liabilities	1,078.46	-	-	-	559.78	1,638.24
	1,078.46	**-**	**-**	**-**	**559.78**	**1,638.24**
Capital expenditure	**11.64**	**-**	**-**	**-**	**-**	**11.64**

Quess Corp Limited ***(formerly known as IKYA HUMAN CAPITAL SOLUTIONS LIMITED)***

ANNEXURE - V

NOTES TO THE RESTATED STANDALONE FINANCIAL INFORMATION

20. RESTATED STATEMENT OF SEGMENT INFORMATION (CONTINUED)

(INR in Million, unless otherwise stated)

Particulars	For the year 1 April 2011 to 31 March 2012					
	People and services	Global technology solutions	Integrated facility management	Industrial asset management	Unallocated	Total
Segment revenue	3,606.49	-	-	-	-	3,606.49
Direct cost	(3,381.15)	-	-	-	-	(3,381.15)
Operating expenses, net	(109.53)	-	-	-	(27.94)	(137.47)
Segment result	**115.81**	**-**	**-**	**-**	**(27.94)**	**87.87**
Other income	12.40	-	-	-	2.64	15.04
Finance charges	-	-	-	-	(57.68)	(57.68)
Depreciation	(4.46)	-	-	-	-	(4.46)
Profit before taxation	**123.75**	**-**	**-**	**-**	**(82.98)**	**40.77**
Taxation	-	-	-	-	(13.39)	(13.39)
Profit after taxation	**123.75**	**-**	**-**	**-**	**(96.37)**	**27.38**
Segment assets	1,370.38	-	-	-	203.75	1,574.13
	1,370.38	**-**	**-**	**-**	**203.75**	**1,574.13**
Segment liabilities	824.57	-	-	-	254.73	1,079.30
	824.57	**-**	**-**	**-**	**254.73**	**1,079.30**
Capital expenditure	**7.75**	**-**	**-**	**-**	**-**	**7.75**

(INR in Million, unless otherwise stated)

Particulars	For the year 1 April 2010 to 31 March 2011					
	People and services	Global technology solutions	Integrated facility management	Industrial asset management	Unallocated	Total
Segment revenue	1,813.29	-	-	-	-	1,813.29
Direct cost	(1,676.00)	-	-	-	-	(1,676.00)
Operating expenses, net	(57.95)	-	-	-	(35.48)	(93.43)
Segment result	**79.34**	**-**	**-**	**-**	**(35.48)**	**43.86**
Other income	8.16	-	-	-	1.78	9.94
Finance charges	-	-	-	-	(23.63)	(23.63)
Depreciation	(5.87)	-	-	-	-	(5.87)
Profit before taxation	**81.63**	**-**	**-**	**-**	**(57.33)**	**24.30**
Taxation	-	-	-	-	(8.82)	(8.82)
Profit after taxation	**81.63**	**-**	**-**	**-**	**(66.15)**	**15.48**
Segment assets	877.46	-	-	-	165.47	1,042.93
	877.46	**-**	**-**	**-**	**165.47**	**1,042.93**
Segment liabilities	463.00	-	-	-	118.64	581.64
	463.00	**-**	**-**	**-**	**118.64**	**581.64**
Capital expenditure	**4.62**	**-**	**-**	**-**	**-**	**4.62**

The following geographic segments individually contribute 10 percent or more of the Company's revenue or segment assets:

(INR in Million, unless otherwise stated)

Geographical Segments	Segment revenue					
	For the period ended			For the year ended		
	30 September 2015	31 March 2015	31 December 2013	31 March 2013	31 March 2012	31 March 2011
- In India (Domestic)	12,924.06	23,380.04	6,162.03	6,170.68	3,603.75	1,808.23
- Outside India (Export)	126.63	352.78	2.25	4.87	2.74	5.06
Total	**13,050.69**	**23,732.82**	**6,164.28**	**6,175.55**	**3,606.49**	**1,813.29**

(INR in Million, unless otherwise stated)

Geographical Segments	Segment assets					
	As at					
	30 September 2015	31 March 2015	31 December 2013	31 March 2013	31 March 2012	31 March 2011
- In India (Domestic)	7,613.57	6,261.78	2,872.89	2,210.96	1,574.13	1,042.93
- Outside India (Export)	9.75	33.65	0.96	2.28	-	-
Total	**7,623.32**	**6,295.43**	**2,873.85**	**2,213.24**	**1,574.13**	**1,042.93**

Quess Corp Limited *(formerly known as IKYA HUMAN CAPITAL SOLUTIONS LIMITED)*

ANNEXURE - V

NOTES TO THE RESTATED STANDALONE FINANCIAL INFORMATION

21. RESTATED STANDALONE STATEMENT OF RELATED PARTY TRANSACTIONS - AS PER ACCOUNTING STANDARD 18 RELATED PARTY DISCLOSURES

21a. Details of the list of related parties and nature of relationships

Particulars	For the period fron			For the year ended		
	1 April 2015 to 30 September 2015	1 January 2014 to 31 March 2015	1 April 2013 to 31 December 2013	31 March 2013	31 March 2012	31 March 2011
Ultimate Holding Company	Fairfax Financial Holdings Limited, Canada	Fairfax Financial Holdings Limited, Canada	Fairfax Financial Holdings Limited, Canada			
Holding Company			Park Equity Holdings Private Limited (IEP), India [till 13 May 2013]	Park Equity Holdings Private Limited (IEP), India	Park Equity Holdings Private Limited (IEP), India	Park Equity Holdings Private Limited (IEP), India
	Thomas Cook (India) Limited, India	Thomas Cook (India) Limited, India	Thomas Cook (India) Limited, India (w.e.f. 14 May 2013)			
Subsidiaries			Avon Facility Management Services Limited, India*/** [*formerly know as Avon Facility Management Services Private Limited*]	Avon Facility ManagementServices Private Limited, India*/**	Avon Facility ManagementServices Private Limited, India*/**	Avon Facility Management Services Private Limited, India*/**
	Co-Achieve Solutions Private Limited, India	Co-Achieve Solutions Private Limited, India	Co-Achieve Solutions Private Limited, India	Co-Achieve Solutions Private Limited, India	Co-Achieve Solutions Private Limited, India	Co-Achieve Solutions Private Limited, India
			Magna Infotech Limited, India*/*** [*formerly known as Magna Infotech Private Limited*]	Magna Infotech Private Limited, India*/***	Magna Infotech Private Limited, India*/***	Magna Infotech Private Limited, India*/***
		Hofincons Infotech & Industrial Services Private Limited, India****				
	MFX Infotech Private Limited, India	MFX Infotech Private Limited, India				
	Brainhunter Systems Ltd., Canada	Brainhunter Systems Ltd., Canada				
	Brainhunter Companies Canada Inc., Canada	Brainhunter Companies Canada Inc., Canada				
	Brainhunter Companies LLC, USA	Brainhunter Companies LLC, USA				
	Mindwire Systems Limited, Canada [*Formerly known as ZYLOG SYSTEMS (OTTAWA) LIMITED*]	Mindwire Systems Limited, Canada [*Formerly known as ZYLOG SYSTEMS (OTTAWA) LIMITED*]				
	Magna Ikya Infotech, Inc., Philippines [w.e.f. 21 October 2015 known as Quess (Phillipines) Corp.]	Magna Ikya Infotech, Inc., Philippines				
	Quesscorp Holdings Pte. Ltd., Singapore					
	BrainhunterSDN. BHD., Malaysia [w.e.f. 28 October 2015 known as Quessglobal (Malaysia) Sdn. Bhd]					
	Aravon Services Private Limited, India (*formerly known as ARAMARK India Private Limited*)					
	IKYA Business Services (Private) Limited, Srilanka	IKYA Business Services (Private) Limited, Srilanka				
	Quess Corp (USA) Inc., USA (*formerly known as Magna Infotech Inc.*)	Quess Corp (USA) Inc., USA (*formerly known as Magna Infotech Inc.*)				
Fellow Subsidiary	National Collateral Management Services Limited, India [w.e.f. 19 August 2015]					
Associate Enterprise	MFXchange Holdings Inc., Canada# *Subsidiaries of MFXchange Holdings Inc., Canada:* - MFXchange (Ireland) Limited, Ireland [In the process of voluntary liquidation w.e.f. 16 March 2015] - MFXchange US, Inc., USA - MFX Roanoke, Inc., USA [Merged with MFXchange US, Inc. w.e.f. 31 December 2015]	MFXchange Holdings Inc., Canada# *Subsidiaries of MFXchange Holdings Inc., Canada:* - MFXchange (Ireland) Limited, Ireland [In the process of voluntary liquidation w.e.f. 16 March 2015] - MFXchange US, Inc., USA - MFX Roanoke, Inc., USA [Merged with MFXchange US, Inc. w.e.f. 31 December 2015]				

Quess Corp Limited ***(formerly known as IKYA HUMAN CAPITAL SOLUTIONS LIMITED)***

ANNEXURE - V

NOTES TO THE RESTATED STANDALONE FINANCIAL INFORMATION

21. RESTATED STANDALONE STATEMENT OF RELATED PARTY TRANSACTIONS - AS PER ACCOUNTING STANDARD 18 RELATED PARTY DISCLOSURES

21a. Details of the list of related parties and nature of relationships (Continued)

Particulars	For the period fron			For the year ended		
	1 April 2015 to 30 September 2015	1 January 2014 to 31 March 2015	1 April 2013 to 31 December 2013	31 March 2013	31 March 2012	31 March 2011
Key executive management personnel	Ajit Isaac- Chairman, Managing Director and Chief Executive Officer (CEO) (Appointed as CEO w.e.f. 22 December 2015)	Ajit Isaac- Chairman and Managing Director	Ajit Isaac- Chairman and Managing Director	Ajit Isaac- Chairman and Managing Director (Appointed Chairman w.e.f.. 29 July 2013)	Ajit Isaac- Managing Director	Ajit Isaac- Managing Director
					Marcel R Parker - Director & Chairman	Marcel R Parker - Director & Chairman
			Hithendra K.R - Director	Hithendra K.R - Director	Hithendra K.R - Director	Hithendra K.R - Director
	Subrata Nag- Executive Director, Whole-time Director and Chief Financial Officer (CFO) (Appointed as CFO w.e.f. 22 December 2015)	Subrata Nag- Executive Director, Whole-time Director	Subrata Nag- Executive Director, Whole-time Director (Appointed as Director w.e.f.. 29 July 2013)			
			Sheetal Laxman Muttalamuri - Company Secretary (from 13 May 2013 to 31 December 2013)			
		Rashmi Gupta - Company Secretary (from 28 April 2014 to 24 March 2015)				
	N.V.S.Pavan Kumar - Company Secretary (from 26 March 2015)	N.V.S.Pavan Kumar - Company Secretary (from 26 March 2015)				
Entities having common directors	Net Resources Investments Private Limited, India	Net Resources Investments Private Limited, India	Net Resources Investments Private Limited, India	Net Resources Investments Private Limited, India	Net Resources Investments Private Limited, India	

** amalgamated with Quess Corp Limited effective 1 January 2014*
*** converted into public limited company w.e.f. 8 July 2013*
**** converted into public limited company w.e.f. 10 July 2013*
***** amalgamated with Quess Corp Limited effective 1 July 2014*
 # During the period ended 31 March 2015, Quess Corp (USA) Inc. [formerly known as Magna Infotech Inc.], a subsidiary of the Company acquired 49% stake in MFXchange Holdings Inc, Canada in November 2014 for a consideration of INR 0.00 million (USD 49 converted at USD 1= 62.53 INR) from the ultimate holding company Fairfax Financial Holdings Limited which was holding 100% common stock of MFXchange Holdings Inc., as per the share purchase agreement ("SPA") entered into among ultimate holding company, Quess Corp (USA) Inc. and the Company on 3 November 2014. Subsequent to balance sheet date 30 September 2015, Fairfax Financial Holdings Limited sold remaining 51% holding in the MFxchange Holdings Inc., to Quesscorp Holdings Pte Ltd for a consideration which comprises fixed consideration of USD 51 and a variable consideration of Earnout Amount which has to be calculated in accordance with SPA and MFXchange Holdings Inc.,became subsidiary of Quess Corp Limited.

Other Notes :
On 16 October 2015, the Company entered into a definitive agreement to acquire the entire shareholding in Randstad Lanka (Private) Limited, a company that offers staffing and human resource solutions in Sri Lanka, for a consideration of LKR 84.6 million. The proposed acquisition has not been completed and is pending receipt of requisite regulatory approvals.
On 1 June 2015, the Company entered into a definitive agreement to acquire 98 shares (representing 49% of the shares) in Transfield Services (Qatar) WLL, a company that offers industrial asset management services in Qatar, for a consideration of USD 1. The proposed acquisition has not been completed and is pending receipt of requisite regulatory approvals.

Notes:
1. The figures disclosed above are based on the restated financial information of the Company.
2. Above disclosures are made in accordance with Accounting Standard (AS) 18 "Related Parties" prescribed by the Companies (Accounting Standards) Rules, 2006.

Quess Corp Limited*(formerly known as IKYA HUMAN CAPITAL SOLUTIONS LIMITED)*

ANNEXURE - V

NOTES TO THE RESTATED STANDALONE FINANCIAL INFORMATION

21. RESTATED STANDALONE STATEMENT OF RELATED PARTY TRANSACTIONS - AS PER ACCOUNTING STANDARD 18 RELATED PARTY DISCLOSURES (CONTINUED)

21b(i). Related party disclosures - Transactions during the periods / years:

(INR in Million, unless otherwise stated)

Particulars	Entity	For the period from			For the year ended		
		1 April 2015 to 30 September 2015	1 January 2014 to 31 March 2015	1 April 2013 to 31 December 2013	31 March 2013	31 March 2012	31 March 2011
Revenue from operations							
-Staffing and facility management services	Thomas Cook (India) Limited	40.84	138.32	20.76	-	-	-
-Search services	Park Equity Holdings Private Limited (IEP)	-	-	-	-	0.50	3.98
-Staffing services	National Collateral Management Services Limited	13.97	-	-	-	-	-
	MFX Infotech Private Limited	0.33	-	-	-	-	-
Other expenses							
-Travelling and conveyance	Thomas Cook (India) Limited	15.68	30.86	2.25	-	-	-
-Rent	Net Resources Investments Private Limited	14.06	20.33	-	-	-	-
	Aravon Services Private Limited (formerly known as ARAMARK India Private Limited)	0.31	-	-	-	-	-
-Building Maintenance	Avon Facility Management Services Limited*/**	-	-	-	4.43	2.68	1.06
Allocation of expenses to subsidiaries	Avon Facility Management Services Limited*/**	-	-	-	-	8.09	6.22
	Co-Achieve Solutions Private Limited	-	-	-	-	3.26	9.94
	Magna Infotech Limited*/***	-	-	5.17	-	3.40	0.35
	MFX Infotech Private Limited	2.57	2.47	-	-	-	-
Amount received against allocation of expenses	Avon Facility Management Services Limited*/**	-	-	-	4.44	-	5.17
	Magna Infotech Limited*/***	-	-	1.65	-	-	-
Allocation of expenses by subsidiaries	Magna Infotech Limited*/***	-	-	-	-	2.10	-
	Co-Achieve Solutions Private Limited	-	-	0.08	-	-	-
Short term Loans and advances							
-Payment of liability on behalf of subsidiaries	Co-Achieve Solutions Private Limited	0.35	-	-	-	-	-
	MFX Infotech Private Limited	3.63	-	-	-	-	-
-Unsecured loan given to subsidiaries	Avon Facility Management Services Limited*/**	-	-	205.00	178.50	29.63	65.92
	Magna Infotech Limited*/***	-	-	1,012.46	98.00	-	-
	Co-Achieve Solutions Private Limited	7.10	-	-	-	-	-
	MFX Infotech Private Limited	47.50	-	-	-	-	-
	Magna Ikya Infotech Inc. (Philippines)	-	6.58	-	-	-	-
	Aravon Services Private Limited (formerly known as ARAMARK India Private Limited)	40.00	-	-	-	-	-
-Unsecured loan repaid by subsidiaries	Avon Facility Management Services Limited*/**	-	-	138.94	111.10	20.79	31.15
	Magna Infotech Limited*/***	-	-	1,060.46	50.00	-	-
	Aravon Services Private Limited (formerly known as ARAMARK India Private Limited)	40.00	-	-	-	-	-
Short term borrowings							
-Repayment of intercorporate deposit	Thomas Cook (India) Limited****	-	-	400.00	-	-	-
-Unsecured loan received from subsidiaries	Co-Achieve Solutions Private Limited	-	-	1.14	2.60	6.00	12.29
-Unsecured loan repaid to subsidiaries	Co-Achieve Solutions Private Limited	-	-	7.17	1.64	0.10	-
Investment made in subsidiaries	Avon Facility Management Services Limited*/**	-	-	115.63	-	-	-
	Magna Infotech Limited*/***	-	-	561.00	-	-	320.40
	Co-Achieve Solutions Private Limited	-	-	-	-	-	5.00
	MFX Infotech Private Limited	-	10.00	-	-	-	-
	Brainhunter Systems Ltd	-	5.50	-	-	-	-
	Quess Corp USA Inc.	-	6.25	-	-	-	-
	Quesscorp Holdings Pte. Ltd.	10.00	-	-	-	-	-
	Aravon Services Private Limited (formerly known as ARAMARK India Private Limited)	0.00	-	-	-	-	-
Guarantees provided to the bank on behalf of the subsidiaries for cash credit and overdraft facility availed	Avon Facility Management Services Limited*/**	-	-	110.00	70.00	35.00	35.00
	Magna Infotech Limited*/***	-	-	350.00	262.50	262.50	-
	Aravon Services Private Limited (formerly known as ARAMARK India Private Limited)	70.00	-	-	-	-	-
	MFX Infotech Private Limited	-	30.00	-	-	-	-

** amalgamated with Quess Corp Limited effective 1 January 2014*
*** converted into public limited company w.e.f. 8 July 2013*
**** converted into public limited company w.e.f. 10 July 2013*
*****Thomas (Cook) limited became holding company w.e.f.14 May 2013. Intercorporate deposit was taken during the year ended 31 March 2013 and repaid in the period ended 31 December 2013.*

21b(ii). Remuneration paid to key managerial personnel

(INR in Million, unless otherwise stated)

Particulars	For the period from			For the year ended		
	1 April 2015 to 30 September 2015	1 January 2014 to 31 March 2015	1 April 2013 to 31 December 2013	31 March 2013	31 March 2012	31 March 2011
Ajit Isaac	9.46	14.90	8.36	6.67	5.82	3.60
Subrata Nag	5.91	8.90	6.07	-	-	-
Hithendra K.R	-	-	3.76	3.19	4.40	2.31
Sheetal Laxman Muttalamuri	-	-	0.07	-	-	-
Rashmi Gupta	-	1.09	-	-	-	-
N.V.S.Pavan Kumar	1.37	-	-	-	-	-

21b(iii). Professional fees paid to key managerial personnel

(INR in Million, unless otherwise stated)

Particulars	For the period from			For the year ended		
	1 April 2015 to 30 September 2015	1 January 2014 to 31 March 2015	1 April 2013 to 31 December 2013	31 March 2013	31 March 2012	31 March 2011
Marcel R Parker	-	-	-	3.00	3.00	2.40

Notes:
1. The figures disclosed above are based on the restated financial information of the Company.
2. Managerial remuneration does not include cost of employee benefits such as gratuity and compensated absences since provision for these are based on an actuarial valuation carried out for the Company as a whole.

Quess Corp Limited ***(formerly known as IKYA HUMAN CAPITAL SOLUTIONS LIMITED)***

ANNEXURE - V

NOTES TO THE RESTATED STANDALONE FINANCIAL INFORMATION

21. RESTATED STANDALONE STATEMENT OF RELATED PARTY TRANSACTIONS - AS PER ACCOUNTING STANDARD 18 RELATED PARTY DISCLOSURES (CONTINUED)

21c. Related party disclosures - Outstanding balances as at balance sheet date

(INR in Million, unless otherwise stated)

Particulars	Entity	For the period from			For the year ended		
		1 April 2015 to 30 September 2015	1 January 2014 to 31 March 2015	1 April 2013 to 31 December 2013	31 March 2013	31 March 2012	31 March 2011
Trade receivable from	Thomas Cook (India) Limited	11.72	14.07	0.74	-	-	-
	Net Resources Investments Private Limited	-	0.21	-	-	-	-
	MFX Infotech Private Limited	0.33	-	-	-	-	-
	Park Equity Holdings Private Limited (IEP)	-	-	-	-	-	0.04
Trade payable to	Thomas Cook (India) Limited	1.96	2.19	-	-	-	-
Amount receivable towards payments made on behalf of subsidiaries - Other current assets	MFX Infotech Private Limited	8.67	2.47	-	-	-	-
	Co-Achieve Solutions Private Limited	0.35	-	-	-	-	-
Other current liabilities							
-Accrued expenses	Aravon Services Private Limited (formerly known as ARAMARK India Private Limited)	0.31	-	-	-	-	-
-Advance received from customers	National Collateral Management Services Limited	0.04	-	-	-	-	-
Short term loans and advances							
-Unsecured loans	Avon Facility Management Services Limited*/**	-	-	177.07	111.01	43.61	34.77
	Magna Infotech Limited*/***	-	-	-	48.00	-	-
	MFX Infotech Private Limited	47.50	-	-	-	-	-
	Magna Ikya Infotech Inc. (Philippines)	6.58	6.58	-	-	-	-
	Co-Achieve Solutions Private Limited	7.10	-	-	-	-	-
-Advances recoverable	Avon Facility Management Services Limited*/**	-	-	4.70	4.70	9.14	1.05
	Magna Infotech Limited*/***	-	-	5.17	1.65	1.65	0.35
Short term borrowings	Co-Achieve Solutions Private Limited	-	-	-	5.95	4.99	2.35
Other long term liabilities	Avon Facility Management Services Limited*/**	-	-	13.33	-	-	-
Other current liabilities - Amount payable towards share transfer	Avon Facility Management Services Limited*/**	-	-	15.87	-	-	-
	Magna Infotech Limited*/***	-	-	121.00	-	-	-
Guarantees provided to the bank on behalf of the subsidiaries for cash credit and overdraft facility availed	Avon Facility Management Services Limited*/**	-	-	110.00	70.00	35.00	35.00
	Magna Infotech Limited*/***	-	-	350.00	262.50	262.50	-
	Aravon Services Private Limited (formerly known as ARAMARK India Private Limited)	70.00	-	-	-	-	-
	MFX Infotech Private Limited	30.00	30.00	-	-	-	-

** amalgamated with Quess Corp Limited effective 1 January 2014*
*** converted into public limited company w.e.f. 8 July 2013*
**** converted into public limited company w.e.f. 10 July 2013*

Note:
1. The figures disclosed above are based on the restated financial information of the Company.
2. Above disclosures are made in accordance with Accounting Standard (AS) 18 "Related Parties" prescribed by the Companies (Accounting Standards) Rules, 2006.

Quess Corp Limited *(formerly known as IKYA HUMAN CAPITAL SOLUTIONS LIMITED)*

ANNEXURE - V

NOTES TO THE RESTATED STANDALONE FINANCIAL INFORMATION

22. EARNINGS IN FOREIGN CURRENCY

(INR in Million, unless otherwise stated)

Particulars	For the period from			For the year ended		
	1 April 2015 to 30 September 2015	1 January 2014 to 31 March 2015	1 April 2013 to 31 December 2013	31 March 2013	31 March 2012	31 March 2011
Income from staffing and recruitment services	76.25	226.35	2.25	4.87	2.74	5.06
Income from operation and maintenance	50.38	126.43	-	-	-	-
Total earnings in foreign currency	**126.63**	**352.78**	**2.25**	**4.87**	**2.74**	**5.06**

Note:

1) The above statement should necessarily be read with the basis of preparation and significant accounting policies appearing in Annexure IV, Notes to the Restated Standalone Financial Information appearing in Annexure V to Annexure XI.

Quess Corp Limited ***(formerly known as IKYA HUMAN CAPITAL SOLUTIONS LIMITED)***

ANNEXURE - V

NOTES TO THE RESTATED STANDALONE FINANCIAL INFORMATION

23. LEASES

Operating lease

a) Non cancellable

The Company is obligated under non-cancellable lease for office premises and guest houses, which are renewable at the option of lessor and lessee. Total rental expense under these leases are as follows:

(INR in Million, unless otherwise stated)

Particulars	For the period from			For the year ended		
	1 April 2015 to 30 September 2015	1 January 2014 to 31 March 2015	1 April 2013 to 31 December 2013	31 March 2013	31 March 2012	31 March 2011
Lease rental expense	38.69	22.50	-	-	-	-

Future minimum lease payments under operating lease are as follows:

(INR in Million, unless otherwise stated)

Particulars	As at					
	30 September 2015	31 March 2015	31 December 2013	31 March 2013	31 March 2012	31 March 2011
Not later than one year	85.10	52.07	-	-	-	-
Later than one year and not later than five years	145.65	98.98	-	-	-	-
Later than five years	28.50	50.07	-	-	-	-
Total	**259.25**	**201.12**	**-**	**-**	**-**	**-**

b) Cancellable

The Company is obligated under cancellable lease for office premises and guest houses, which are renewable at the option of lessor and lessee. Total rental expense under these leases are as follows:

(INR in Million, unless otherwise stated)

Particulars	For the period from			For the year ended		
	1 April 2015 to 30 September 2015	1 January 2014 to 31 March 2015	1 April 2013 to 31 December 2013	31 March 2013	31 March 2012	31 March 2011
Lease rental expense	37.32	134.48	34.58	42.30	30.89	21.20

Finance lease

a) Assets taken on finance lease

The Company has purchased vehicles under finance lease. Future minimum lease payments under finance lease obligations are as follows:

(INR in Million, unless otherwise stated)

Particulars	As at					
	30 September 2015	31 March 2015	31 December 2013	31 March 2013	31 March 2012	31 March 2011
Not later than one year	0.88	1.47	1.31	-	-	-
Later than one year and not later than five years	-	0.13	1.94	-	-	-
Later than five years	-	-	-	-	-	-
Total	**0.88**	**1.60**	**3.25**	**-**	**-**	**-**

Note:

1) The above statement should necessarily be read with the basis of preparation and significant accounting policies appearing in Annexure IV, Notes to the Restated Standalone Financial Information appearing in Annexure V to Annexure XI.

Quess Corp Limited ***(formerly known as IKYA HUMAN CAPITAL SOLUTIONS LIMITED)***

ANNEXURE - V

NOTES TO THE RESTATED STANDALONE FINANCIAL INFORMATION

24. EMPLOYEE BENEFITS

Defined contribution plan

The amounts recognized as expense towards Provident Fund and Employee State Insurance are as follows :

Particulars	As at					
	30 September 2015	31 March 2015	31 December 2013	31 March 2013	31 March 2012	31 March 2011
Contribution towards Provident fund and Employee state insurance	831.92	1,481.77	437.65	464.58	271.64	128.08

Defined benefit plan

The Company operates post-employment defined benefit plan that provide gratuity. The gratuity plan entitles an employee, who has rendered at least five years of continuous service, to receive one-half month's salary for each year of completed service at the time of retirement/exit. This scheme was non-funded upto 31 December 2013. Subsequent to 31 December 2013, the gratuity fund is managed by the SBI Life Insurance for Global Technology Solutions division and Life Insurance Corporation of India for all other divisions. The Company's obligation in respect of the gratuity plan, which is a defined benefit plan, is provided for based on actuarial valuation carried out by an independent actuary using the projected unit credit method. The Company recognizes actuarial gains and losses immediately in the statement of profit and loss. The Company accrued gratuity under the provisions of the Payment of Gratuity Act, 1972 as applicable as at the balance sheet date.

(INR in Million, unless otherwise stated)

Particulars	As at					
	30 September 2015	31 March 2015	31 December 2013	31 March 2013	31 March 2012	31 March 2011
Change in defined benefit obligation						
Obligation at the periods / years beginning	106.22	7.62	6.45	3.93	2.72	1.34
Balances on amalgamation (Refer note 4 of Annexure IV)	-	72.73	-	-	-	-
Service cost	18.02	20.86	1.83	2.40	1.23	1.30
Interest cost	4.08	6.10	0.54	0.32	0.23	0.11
Benefit settled	(8.99)	(10.25)	(0.22)	(0.04)	-	-
Actuarial (gain) / loss	(5.96)	9.16	(0.98)	(0.16)	(0.25)	(0.03)
Obligation at periods / years end	**113.37**	**106.22**	**7.62**	**6.45**	**3.93**	**2.72**
Change in plan assets						
Plan assets at periods / years beginning, at fair value	44.00	-	-	-	-	-
Balances on amalgamation (Refer note 4 of Annexure IV)	-	38.85	-	-	-	-
Expected return on plan assets	1.73	2.93	-	-	-	-
Contributions	4.11	10.87	-	-	-	-
Benefit settled	(8.38)	(8.98)	-	-	-	-
Actuarial gain / (loss)	(1.33)	0.33	-	-	-	-
Plans assets at periods / years end, at fair value	**40.13**	**44.00**	**-**	**-**	**-**	**-**
Reconciliation of present value of the obligation and the fair value of the plan assets:						
Fair value of plan assets at the end of the periods / years	(40.13)	(44.00)	-	-	-	-
Balances on amalgamation (Refer note 4 of Annexure IV)	-	93.56	-	-	-	-
Present value of the defined benefit obligations at the end of the periods / years	113.37	12.66	7.62	6.45	3.93	2.72
Liability recognised in the balance sheet	**73.24**	**62.22**	**7.62**	**6.45**	**3.93**	**2.72**
Amount recognised in the statement of profit and loss						
Service cost	18.02	20.86	1.83	2.40	1.23	1.30
Interest cost	4.08	6.10	0.54	0.32	0.23	0.11
Return on plan assets	(1.73)	(2.93)	-	-	-	-
Actuarial (gain) / loss	(4.63)	8.83	(0.98)	(0.16)	(0.25)	(0.03)
Net gratuity cost	**15.74**	**32.86**	**1.39**	**2.56**	**1.21**	**1.38**

Principal actuarial assumptions

The following are the principal actuarial assumptions at the reporting date

Particulars	As at					
	30 September 2015	31 March 2015	31 December 2013	31 March 2013	31 March 2012	31 March 2011
Interest rate	7.70%	7.80% - 9.25%	8.85%	8.25%	8.50%	8.00%
Discount rate	7.70%	7.80% - 9.25%	8.85%	8.25%	8.50%	8.00%
Estimated rate of return on plan assets	8.00%	8.75%	8.00%	0.00%	0.00%	0.00%
Salary increase	9.00%	6.00% - 10.00%	6.00%	6.00%	6.00%	6.00%
Attrition rate	12.50%	8.00% - 15.00%	5.00%	5.00%	5.00%	5.00%
Retirement age	58 years	58 years	58 years	58 years	58 years	58 years

The estimate of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors such as supply and demand factors in the employment market.

History of defined benefit obligations and experience (gains) and losses

(INR in Million, unless otherwise stated)

Particulars	As at					
	30 September 2015	31 March 2015	31 December 2013	31 March 2013	31 March 2012	31 March 2011
Defined benefit obligation	113.37	106.22	7.62	6.45	3.93	2.72
Plan Assets	(40.13)	(44.00)	-	-	-	-
Surplus / (Deficit)	(73.24)	(62.22)	(7.62)	(6.45)	(3.93)	(2.72)
Experience adjustments on plan liabilities	5.69	(6.66)	-	-	-	-
Experience adjustments on plan assets	1.33	(0.33)	0.29	(0.16)	-	-

Note:

1) The above statement should necessarily be read with the basis of preparation and significant accounting policies appearing in Annexure IV, Notes to the Restated Standalone Financial Information appearing in Annexure V to Annexure XI.

Quess Corp Limited ***(formerly known as IKYA HUMAN CAPITAL SOLUTIONS LIMITED)***

ANNEXURE - V

NOTES TO THE RESTATED STANDALONE FINANCIAL INFORMATION

25. EMPLOYEE STOCK OPTION PLAN

Details of the plan:

The Company introduced the 'IKYA Employee Stock Option Scheme 2009' ('the Option Scheme 2009') to reward employees for their past performance and association with the Company, as well as to retain, reward and motivate employees to contribute to the growth and profitability of the Company. The scheme was approved by the Board of Directors in its meeting held on 19 November 2009. The Option Scheme 2009 provides for the creation and issue of 1,300,000 options that would eventually convert into equity shares of INR 10 each in the hands of the employees. The options are to be granted to employees and directors of the Company. During the year ended 31 March 2013, the Company has granted 633,540 options at an exercise price of INR 10 per share. The scheme defines 'first liquidity event' as an initial public offering by the Company (or one of its subsidiaries) or dilution of voting right below majority of the existing shareholders. As per the 'grant agreement', on the occurrence of a liquidity event, all options granted shall become vested. The Quess Corp Limited Employees' Stock Option 2009 (ESOP 2009) was brought in line with the Securities and Exchange Board of India (Share Based Employee Benifits) Regulations, 2014 (SEBI ESOP Regulations) pursuant to resolutions passed by the Company's Board and Shareholders dated 22 December 2015 and 23 December 2015 respectively.

The Company, pursuant to resolutions passed by the Board and its Shareholders resolutions dated 22 December 2015 and 23 December 2015, respectively, adopted Quess Corp Limited Employee Stock Option Scheme 2015 ("ESOP 2015"). Pursuant to ESOP 2015, options to acquire Equity Shares may be granted to eligible employees (as defined in ESOP 2015). The aggregate number of Equity Shares, which may be issued under ESOP 2015, shall not exceed 1,900,000 Equity Shares. Following ESOP disclosure is excluding the impact of bonus issue made on 5 January 2016.

Option activity during the periods / years and weighted average exercise price of stock options under the plan is given as below:

INR in Million, except per share data

Particulars	For the period ended						For the year ended					
	1 April 2015 to 30 September 2015		1 January 2014 to 31 March 2015		1 April 2013 to 31 December 2013		31 March 2013		31 March 2012		31 March 2011	
	Shares arising out of options	Weighted average exercise price	Shares arising out of options	Weighted average exercise price	Shares arising out of options	Weighted average exercise price	Shares arising out of options	Weighted average exercise price	Shares arising out of options	Weighted average exercise price	Shares arising out of options	Weighted average exercise price
Outstanding at the beginning of the periods / years	871,000	10	871,000	10	1,300,000	10	693,460	10	417,680	10	180,000	10
Granted during the periods / years	-	10	-	10	-	10	633,540	10	321,250	10	237,680	10
Exercised during the periods / years	-	10	-	10	(429,000)	10	-	10	-	10	-	10
Forfeitures during the periods / years	-	10	-	10	-	10	(27,000)	10	(45,470)	10	-	10
Outstanding at the end of the periods / years	**871,000**	**10**	**871,000**	**10**	**871,000**	**10**	**1,300,000**	**10**	**693,460**	**10**	**417,680**	**10**
Exercisable at the end of the periods / years	**871,000**	**10**	**871,000**	**10**	**871,000**	**10**	**1,054,961**	**10**	**357,032**	**10**	**151,781**	**10**

Quess Corp Limited ***(formerly known as IKYA HUMAN CAPITAL SOLUTIONS LIMITED)***

ANNEXURE - V

NOTES TO THE RESTATED STANDALONE FINANCIAL INFORMATION

25. EMPLOYEE STOCK OPTION PLAN

Had compensation cost for the stock options been determined in a manner consistent with the fair value approach described in the guidance note, the Company's net profit/ (loss) and basic earnings/ (loss) per share as reported would have reduced to the proforma amounts indicated below:

(INR in Million, unless otherwise stated)

Particulars	For the period ended			For the year ended		
	1 April 2015 to 30 September 2015	1 January 2014 to 31 March 2015	1 April 2013 to 31 December 2013	31 March 2013	31 March 2012	31 March 2011
Net profit/ (loss) as reported	350.78	631.17	39.25	41.11	27.38	15.48
Add: Stock based employee compensation (income) / expense determined under the intrinsic value method	-	-	21.26	39.06	6.16	1.06
Less: Stock based employee compensation (income) / expense determined under the fair value method	-	-	(14.77)	(45.94)	(6.49)	(1.33)
Pro-forma net profit/ (loss) for pro-forma basic and diluted EPS	**350.78**	**631.17**	**45.74**	**34.23**	**27.05**	**15.21**

(INR in Million, unless otherwise stated)

Particulars	For the period ended			For the year ended		
	1 April 2015 to 30 September 2015	1 January 2014 to 31 March 2015	1 April 2013 to 31 December 2013	31 March 2013	31 March 2012	31 March 2011
Profit/ (Loss) per share: Basic and Diluted						
Basic						
As reported	3.10	5.84	0.39	0.42	0.28	0.16
Pro-forma	3.10	5.84	0.45	0.35	0.28	0.16
Diluted						
As reported	3.08	5.56	0.35	0.39	0.26	0.15
Pro-forma	3.08	5.56	0.41	0.32	0.26	0.15

Note:

1) The above statement should necessarily be read with the basis of preparation and significant accounting policies appearing in Annexure IV, Notes to the Restated Standalone Financial Information appearing in Annexure V to Annexure XI.

Quess Corp Limited *(formerly known as IKYA HUMAN CAPITAL SOLUTIONS LIMITED)*

ANNEXURE - V

NOTES TO THE RESTATED STANDALONE FINANCIAL INFORMATION

26. UNHEDGED FOREIGN CURRENCY EXPOSURE

Foreign currency exposures on account of trade receivables/ trade payables not hedged by derivative instruments are as follows:

INR, USD, QAR & EUR in Million

Particulars	Currency	For the period ended						For the year ended					
		30 September 2015		31 March 2015		31 December 2013		31 March 2013		31 March 2012		31 March 2011	
		Foreign Currency	INR	Foreign Currency	INR	Foreign Currency	INR	Foreign Currency	INR	Foreign Currency	INR	Foreign Currency	INR
Trade receivables	USD	9.75	49.02	0.55	33.65	0.02	0.96	0.04	2.28	-	-	-	-
	QAR	0.54	9.75	-	-	-	-	-	-	-	-	-	-
	EUR	0.03	1.89	-	-	-	-	-	-	-	-	-	-
Total			**60.66**		**33.65**		**0.96**		**2.28**		**-**		**-**

Note:

1) The above statement should necessarily be read with the basis of preparation and significant accounting policies appearing in Annexure IV, Notes to the Restated Standalone Financial Information appearing in Annexure V to Annexure XI.

Quess Corp Limited ***(formerly known as IKYA HUMAN CAPITAL SOLUTIONS LIMITED)***

ANNEXURE - V

NOTES TO THE RESTATED STANDALONE FINANCIAL INFORMATION

27. OTHER NOTES

27(a). ADDITIONAL DISCLOSURES RELATING TO CERTAIN PROVISIONS (AS PER 29)

Disputed claims

(INR in Million, unless otherwise stated)

Particulars	For the period from			For the year ended		
	1 April 2015 to 30 September 2015	1 January 2014 to 31 March 2015	1 April 2013 to 31 December 2013	31 March 2013	31 March 2012	31 March 2011
Opening balance	22.63	-	-	-	-	-
Add: Additions through amalgamation	-	22.63	-	-	-	-
Add: Provision made during the period	-	-	-	-	-	-
Less: Provision utilised / written back during the period	-	-	-	-	-	-
Closing balance	**22.63**	**22.63**	**-**	**-**	**-**	**-**

Retrenchment compensation

(INR in Million, unless otherwise stated)

Particulars	For the period from			For the year ended		
	1 April 2015 to 30 September 2015	1 January 2014 to 31 March 2015	1 April 2013 to 31 December 2013	31 March 2013	31 March 2012	31 March 2011
Opening balance	-	-	-	-	-	-
Add: Additions through amalgamation	-	20.03	-	-	-	-
Add: Provision made during the period	-	-	-	-	-	-
Less: Provision utilised / written back during the period	-	20.03	-	-	-	-
Closing balance	**-**	**-**	**-**	**-**	**-**	**-**

Warranty

(INR in Million, unless otherwise stated)

Particulars	For the period from			For the year ended		
	1 April 2015 to 30 September 2015	1 January 2014 to 31 March 2015	1 April 2013 to 31 December 2013	31 March 2013	31 March 2012	31 March 2011
Opening balance	12.00	-	-	-	-	-
Add: Additions through amalgamation	-	13.40	-	-	-	-
Add: Provision made during the period	-	-	-	-	-	-
Less: Provision utilised / written back during the period	1.99	1.40	-	-	-	-
Closing balance	**10.01**	**12.00**	**-**	**-**	**-**	**-**

Onerous contracts

(INR in Million, unless otherwise stated)

Particulars	For the period from			For the year ended		
	1 April 2015 to 30 September 2015	1 January 2014 to 31 March 2015	1 April 2013 to 31 December 2013	31 March 2013	31 March 2012	31 March 2011
Opening balance	1.08	-	-	-	-	-
Add: Additions through amalgamation	-	2.76	-	-	-	-
Add: Provision made during the period	-	-	-	-	-	-
Less: Provision utilised / written back during the period	1.08	1.68	-	-	-	-
Closing balance	**-**	**1.08**	**-**	**-**	**-**	**-**

27(b). AUDITOR'S REMUNERATION (INCLUDED IN LEGAL AND PROFESSIONAL FEES)

(INR in Million, unless otherwise stated)

Particulars	For the period from			For the year ended		
	1 April 2015 to 30 September 2015	1 January 2014 to 31 March 2015	1 April 2013 to 31 December 2013	31 March 2013	31 March 2012	31 March 2011
Statutory audit fees	3.00	5.00	1.00	1.00	0.90	0.75
Tax audit fees	0.40	1.00	0.23	0.08	0.08	0.08
Out of pocket expenses	0.68	0.33	0.16	0.06	-	-
Total	**4.08**	**6.33**	**1.39**	**1.14**	**0.98**	**0.83**

27(c). CORPORATE SOCIAL RESPONSIBILITY

During the period ended 30 September 2015 and 31 March 2015, the amount required to be spent by the Company on corporate social responsibility activities amounts to INR 7.40 million and INR 1.04 million respectively in accordance with Section 135 of the Companies Act, 2013. However, the Company had incurred expenditure amounting to INR 0.50 million and INR 5.44 million in the respective years.

Quess Corp Limited *(formerly known as IKYA HUMAN CAPITAL SOLUTIONS LIMITED)*

ANNEXURE - V

NOTES TO THE RESTATED STANDALONE FINANCIAL INFORMATION

27. OTHER NOTES

27(d). (i) The Company has made investments in the following companies

INR in Million (except per share data)

Name of the entity	Particulars	Number of equity shares / common stock (as applicable)	Face Value per unit	For the period from			For the year ended		
				1 April 2015 to 30 September 2015	1 January 2014 to 31 March 2015	1 April 2013 to 31 December 2013	31 March 2013	31 March 2012	31 March 2011
Avon Facility Management Services Limited	**Opening Balance**	2,260,399	INR 10	-	162.63	47.00	47.00	47.00	47.00
	add : Investment made	995,897	INR 10	-	-	115.63	-	-	-
	less : Investment sold	-		-	-	-	-	-	-
	less : Amalgamated *	(3,256,296)	INR 10	-	(162.63)	-	-	-	-
	Closing Balance	**-**		**-**	**-**	**162.63**	**47.00**	**47.00**	**47.00**
Co-Achieve Solutions Private Limited	**Opening Balance**	3,110,000	INR 10	12.00	12.00	12.00	12.00	12.00	7.00
	add : Investment made	-		-	-	-	-	-	5.00
	less : Investment sold	-		-	-	-	-	-	-
	Closing Balance	**3,110,000**	**INR 10**	**12.00**	**12.00**	**12.00**	**12.00**	**12.00**	**12.00**
Magna Infotech Limited	**Opening Balance**	-		-	881.40	320.40	320.40	320.40	-
	add : Investment made	5,233,194	INR 10	-	-	561.00	-	-	320.40
	less : Investment sold	-		-	-	-	-	-	-
	less : Amalgamated *	(5,233,194)	INR 10	-	(881.40)	-	-	-	-
	Closing Balance	**-**		**-**	**-**	**881.40**	**320.40**	**320.40**	**320.40**
Hofincons Infotech & Industrial Services Private Limited	**Opening Balance**	-		-	-	-	-	-	-
	add : Investment made	5,539,110	INR 10	-	503.00	-	-	-	-
	less : Investment sold	-		-		-	-	-	-
	less : Amalgamated **	(5,539,110)	INR 10	-	(503.00)	-	-	-	-
	Closing Balance	**-**		**-**	**-**	**-**	**-**	**-**	**-**
MFX Infotech Private Limited	**Opening Balance**	-		10.00	-	-	-	-	-
	add : Investment made	1,000,000	INR 10	-	10.00	-	-	-	-
	less : Investment sold	-		-	-	-	-	-	-
	Closing Balance	**1,000,000**	**INR 10**	**10.00**	**10.00**	**-**	**-**	**-**	**-**
Brainhunter Systems Ltd, [formerly known as Zylog Systems (Canada) Limited]	**Opening Balance**	-		5.50	-	-	-	-	-
	add : Investment made	7,000,100	CAD -#	-	5.50	-	-	-	-
	less : Investment sold	-		-	-	-	-	-	-
	Closing Balance	**7,000,100**	**CAD -#**	**5.50**	**5.50**	**-**	**-**	**-**	**-**
Quess Corp USA Inc. (formerly known as Magna Infotech Inc.)	**Opening Balance**	-		6.25	-	-	-	-	-
	add : Investment made	1	$ 100,000	-	6.25	-	-	-	-
	less : Investment sold	-		-	-	-	-	-	-
	Closing Balance	**1**	**$ 100,000**	**6.25**	**6.25**	**-**	**-**	**-**	**-**
Aravon Services Private Limited (formerly known as ARAMARK India Private Limited)	**Opening Balance**	-		-	-	-	-	-	-
	add : Investment made	39,411,557	INR 10	0.00	-	-	-	-	-
	less : Investment sold	-		-	-	-	-	-	-
	Closing Balance	**39,411,557**	**INR 10**	**0.00**	**-**	**-**	**-**	**-**	**-**
Quesscorp Holdings Pte. Ltd.	**Opening Balance**	-		-	-	-	-	-	-
	add : Investment made	214,583	SGD 1	10.00	-	-	-	-	-
	less : Investment sold	-		-	-	-	-	-	-
	Closing Balance	**214,583**	**SGD 1**	**10.00**	**-**	**-**	**-**	**-**	**-**
Magna Ikya Infotech, Inc., Philippines [w.e.f. 21 October 2015 known as Quess (Phillipines) Corp.]	**Opening Balance**	-		12.27	-	-	-	-	-
	add : Investment made***	86,000	Php 100	-	12.27	-	-	-	-
	less : Investment sold	-		-	-	-	-	-	-
	Closing Balance	**86,000**	**Php 100**	**12.27**	**12.27**	**-**	**-**	**-**	**-**

* Amalgamated w.e.f. 01 January 2014

**Amalgamated w.e.f. 01 July 2014

***Acquired on amalgamation of Magna Infotech Limited.

Common stock, no face value.

Quess Corp Limited *(formerly known as IKYA HUMAN CAPITAL SOLUTIONS LIMITED)*

ANNEXURE - V

NOTES TO THE RESTATED STANDALONE FINANCIAL INFORMATION

27. OTHER NOTES (CONTINUED)

(ii) The company has given loans to the following entities

(INR in Million, unless otherwise stated)

Name of the borrower	Rate of Interest	Due date	Secured/unsecured	Nature of relationship	Particulars	For the period from			For the year ended			Purpose of loan
						1 April 2015 to 30 September 2015	1 January 2014 to 31 March 2015	1 April 2013 to 31 December 2013	31 March 2013	31 March 2012	31 March 2011	
Avon Facility Management Services Limited	Interest free	Repayable on demand	Unsecured	Wholly owned subsidiary	**Opening Balance**	**-**	**177.07**	**111.01**	**43.61**	**34.77**	**-**	Working capital requirement
					Loan given	-	-	205.00	178.50	29.63	65.92	
					Loan repaid	-	-	(138.94)	(111.10)	(20.79)	(31.15)	
					Amalgamated*	-	(177.07)	-	-	-	-	
					Closing Balance	**-**	**-**	**177.07**	**111.01**	**43.61**	**34.77**	
Magna Infotech Limited	Interest free	Repayable on demand	Unsecured	Wholly owned subsidiary	**Opening Balance**	**-**	**-**	**48.00**	**-**	**-**	**-**	Working capital requirement
					Loan given	-	-	1,012.46	98.00	-	-	
					Loan repaid	-	-	(1,060.46)	(50.00)	-	-	
					Closing Balance	**-**	**-**	**-**	**48.00**	**-**	**-**	
Co-Achieve Solutions Private Limited	Interest free	Repayable on demand	Unsecured	Wholly owned subsidiary	**Opening Balance**	**-**	**-**	**-**	**-**	**-**	**-**	Working capital requirement
					Loan given	7.10	-	-	-	-	-	
					Loan repaid	-	-	-	-	-	-	
					Closing Balance	**7.10**	**-**	**-**	**-**	**-**	**-**	
MFX Infotech Private Limited	Interest free	Repayable on demand	Unsecured	Wholly owned subsidiary	**Opening Balance**	**-**	**-**	**-**	**-**	**-**	**-**	Working capital requirement
					Loan given	47.50	-	-	-	-	-	
					Loan repaid	-	-	-	-	-	-	
					Closing Balance	**47.50**	**-**	**-**	**-**	**-**	**-**	
Magna Ikya Infotech, Inc., Philippines [w.e.f. 21 October 2015 known as Quess (Phillipines) Corp.]	Interest free	Repayable on demand	Unsecured	Wholly owned subsidiary	**Opening Balance**	**6.58**	**-**	**-**	**-**	**-**	**-**	Working capital requirement
					Loan given	-	6.58	-	-	-	-	
					Loan repaid	-	-	-	-	-	-	
					Closing Balance	**6.58**	**6.58**	**-**	**-**	**-**	**-**	
Aravon Services Private Limited	Interest free	Repayable on demand	Unsecured	Wholly owned subsidiary	**Opening Balance**	**-**	**-**	**-**	**-**	**-**	**-**	Working capital requirement
					Loan given	40.00	-	-	-	-	-	
					Loan repaid	(40.00)	-	-	-	-	-	
					Closing Balance	**-**	**-**	**-**	**-**	**-**	**-**	

*Amalgamated w.e.f. 01 January 2014

iii) The company has provided guarantees to the following companies

(INR in Million, unless otherwise stated)

Name of the party	Nature of relationship	Particulars	For the period from			For the year ended		
			1 April 2015 to 30 September 2015	1 January 2014 to 31 March 2015	1 April 2013 to 31 December 2013	31-Mar-13	31-Mar-12	31-Mar-11
Avon Facility Management Services Limited	Wholly owned subsidiary	**Opening**	**-**	**110.00**	**70.00**	**35.00**	**35.00**	**35.00**
		Guarantee Given	-	-	110.00	70.00	35.00	35.00
		Guarantee expired	-	-	(70.00)	(35.00)	(35.00)	(35.00)
		Amalgamated*		(110.00)	-	-	-	-
		Closing	**-**	**-**	**110.00**	**70.00**	**35.00**	**35.00**
Magna Infotech Limited	Wholly owned subsidiary	**Opening**	**-**	**350.00**	**262.50**	**262.50**	**-**	**-**
		Guarantee Given	-	-	350.00	262.50	262.50	-
		Guarantee expired	-	-	(262.50)	(262.50)	-	-
		Amalgamated	-	(350.00)	-	-	-	-
		Closing	**-**	**-**	**350.00**	**262.50**	**262.50**	**-**
Aravon Services Private Limited	Wholly owned subsidiary	**Opening**	**-**	**-**	**-**	**-**	**-**	**-**
		Guarantee Given	70.00	-	-	-	-	-
		Guarantee expired	-	-	-	-	-	-
		Closing	**70.00**	**-**	**-**	**-**	**-**	**-**
MFX Infotech Private Limited	Wholly owned subsidiary	**Opening**	**30.00**	**-**	**-**	**-**	**-**	**-**
		Guarantee Given	30.00	30.00	-	-	-	-
		Guarantee expired	(30.00)	-	-	-	-	-
		Closing	**30.00**	**30.00**	-	-	-	-

*Amalgamated w.e.f. 01 January 2014

Quess Corp Limited *(formerly known as IKYA HUMAN CAPITAL SOLUTIONS LIMITED)*

ANNEXURE - V

NOTES TO THE RESTATED STANDALONE FINANCIAL INFORMATION

27. OTHER NOTES

27(e). RIGHT ISSUE

The Company in its Board meeting held on 6 November 2015, resolved that subject to the approval of the board of directors of Thomas Cook (India) Ltd and its shareholders, in pursuance of Section 62 of the Companies Act, 2013 read with the Companies (Share Capital and Debenture) Rules, 2014, the Board of the Company approved to offer 2,560,000 equity shares of INR 10 each on rights basis to the shareholders of the Company in the ratio of 0.099 equity shares for every equity share held in the Company as on date to the existing shareholders.
Board of directors of Thomas Cook (India) Ltd in their board meeting has resolved not to subscribe to the right issue and to renounce the entitlement of shares to be issued by the Company on rights basis in favour of Net Resources Investment Private Limited. Subsequent to the above,Thomas Cook (India) Ltd obtained the shareholders approval on 12 December 2015 by way of postal ballot and accordingly a resolution of renounciation was approved by the Board of Directors of the Thomas Cook (India) Ltd by way of circular resolution dated 18 December 2015 for renouncing 1,957,302 equity shares in favour Net Resources Investment Private Limited.
On 21 December 2015, Mr. Ajit Isaac renounced his rights of 461,516 shares in favour of Net Resources Investment Private Limited.

Name of shareholder	Number of shares before right issue	Number of right shares issued	Number of shares after right issue
Mr. Guruprasad Srinivasan	28,475	2,828	31,303
Ms. Amrita Nathani	38,525	3,827	42,352
Mr. Jaison Jose	6,700	665	7,365
Mr. Vijay Sivaram	20,100	1,996	22,096
Ms. Pratibha J	13,400	1,331	14,731
Mr. Venkatesan Jayaraman	20,100	1,997	22,097
Mr. Ajit Isaac	4,646,490	-	4,646,490
Net Resources Investment Private Limited	1,294,100	2,547,356	3,841,456
Thomas Cook (India) Ltd	19,705,874	-	19,705,874
Total	**25,773,764**	**2,560,000**	**28,333,764**

27(f). BONUS ISSUE

The Company pursuant to the Board resolution passed on 5 January 2016 has issued 3 fully paid up equity shares of INR 10 each for every 1 fully paid up equity share of INR 10 each to the existing shareholder whose name appears in the register of members as on 23 December 2015. As per Section 63(1) of the Companies Act,2013, the bonus shares has been isuued by utilizing securities premium account. The bonus shares shall rank pari passu in all respects including dividend with the existing equity shares of the Company.

Name of shareholder	Number of shares before bonus issue	Number of bonus shares issued	Number of shares after bonus issue
Mr. Guruprasad Srinivasan	31,303	93,909	125,212
Ms. Amrita Nathani	42,352	127,056	169,408
Mr. Jaison Jose	7,365	22,095	29,460
Mr. Vijay Sivaram	22,096	66,288	88,384
Ms. Pratibha J	14,731	44,193	58,924
Mr. Venkatesan Jayaraman	22,097	66,291	88,388
Mr. Ajit Isaac	4,646,490	13,939,470	18,585,960
Net Resources Investment Private Limited	3,841,456	11,524,368	15,365,824
Thomas Cook (India) Ltd	19,705,874	59,117,622	78,823,496
Total	**28,333,764**	**85,001,292**	**113,335,056**

Quess Corp Limited *(formerly known as IKYA HUMAN CAPITAL SOLUTIONS LIMITED)*

ANNEXURE - VI

STATEMENT OF ADJUSTMENTS TO STANDALONE AUDITED FINANCIAL STATEMENTS

The summary of results of restatement made in the standalone audited financial statements for the respective periods / years and its impact on the reported results of the Company is as follows:

A) IMPACT ON PROFIT DUE TO RESTATEMENT:

(INR in Million, unless otherwise stated)

Particulars	For the period from			For the year ended		
	1 April 2015 to 30 September 2015	1 January 2014 to 31 March 2015	1 April 2013 to 31 December 2013	31 March 2013	31 March 2012	31 March 2011
Net profit after tax as per audited financial statements	**368.45**	**637.35**	**60.77**	**18.46**	**33.37**	**22.81**
Adjustments on account of:						
1) Prior period items	(16.03)	15.97	-	-	-	-
2) Advances written off	0.95	(0.95)	-	-	-	-
3) Provision for doubtful debts	(7.63)	3.20	0.01	1.91	2.51	-
4) Taxes	-	(20.82)	(21.53)	21.36	(7.70)	(7.33)
Total impact of the adjustments	**(22.71)**	**(2.60)**	**(21.52)**	**23.27**	**(5.19)**	**(7.33)**
5) Tax impact on adjustments	5.04	(3.58)	-	(0.62)	(0.80)	-
Total adjustments	**(17.67)**	**(6.18)**	**(21.52)**	**22.65**	**(5.99)**	**(7.33)**
Net profit after tax, as restated	**350.78**	**631.17**	**39.25**	**41.11**	**27.38**	**15.48**

Notes:

1) The above statement should necessarily be read with the basis of preparation and significant accounting policies appearing in Annexure IV, Notes to the Restated Standalone Financial Information appearing in Annexure V to Annexure XI.

Quess Corp Limited *(formerly known as IKYA HUMAN CAPITAL SOLUTIONS LIMITED)*

ANNEXURE - VI (CONTINUED)

STATEMENT OF ADJUSTMENTS TO STANDALONE AUDITED FINANCIAL STATEMENTS

Notes on adjustments for the Restated Standalone Summary Statements:

1) Prior period items

In the audited financial statements for the period ended 30 September 2015, the Company had recorded certain prior period income. Accordingly, in the preparation of the Restated Financial Information, the effect of these prior period items have been appropriately adjusted to the results of the respective periods / years to which these items pertain to.

2) Advances written-off

During the period ended 30 September 2015, the Company had written-off certain advances which were no longer expected to be recovered. For the purpose of restatement, these advances written-off are considered in the respective periods in which amounts were advanced.

3) Provision for doubtful debts

Provision for doubtful debts were made in the audited standalone financial statements for the periods / years ended 30 September 2015, 31 March 2015, 31 December 2013, 31 March 2013 and 31 March 2012 where the uncertainty as to the ultimate collection of outstanding amount arose. For the purpose of the Restated Standalone Summary Statements, provision for doubtful debts are considered in the respective periods / years in which the amount of revenue was recognized.

4) Taxes

During the earlier periods / years, the Company did not recognize deferred tax assets earlier on certain timing differences and brought forward losses in absence of virtual certainty. The entire tax losses since then have been utilized on account of tax profits in subsequent years. For the purpose of restatement, the deferred taxes have now been recorded in the respective periods / years, to which those specific timing differences / losses pertain to.

5) Tax impact on adjustments

Tax has been computed on adjustments made as detailed above and has been adjusted in the restated statement of profit and loss for the respective periods / years.

Quess Corp Limited ***(formerly known as IKYA HUMAN CAPITAL SOLUTIONS LIMITED)***

ANNEXURE - VI (CONTINUED)

STATEMENT OF ADJUSTMENTS TO STANDALONE AUDITED FINANCIAL STATEMENTS

B) RESTATEMENT ADJUSTMENTS MADE IN THE AUDITED OPENING BALANCE OF DEFICIT IN THE STATEMENT OF PROFIT AND LOSS AS AT 1 APRIL 2010:

(INR in Million, unless otherwise stated)

Particulars	Amount
Deficit in the Statement of profit and loss as at 1 April 2010 as per audited financial statements	**(130.58)**
Restatement Adjustments	
Deferred tax (refer note a)	36.00
Total impact of the adjustments	**36.00**
Deficit in the Statement of profit and loss as at 1 April 2010, as restated	**(94.58)**

Note:

a. During the financial year ended 31 March 2010, the Company had not created a deferred tax amount on the brought forward loss and other timing differences owing to absence of virtual certainty. The above brought forward losses is utilised over the subsequent years (for 31 March 2012 to 31 March 2015). Accordingly, the same is adjusted to opening reserves.

C) MATERIAL REGROUPINGS

Appropriate adjustments have been made in the Restated Standalone Summary Statement of assets and liabilities, Restated Standalone Summary Statement of profit and loss and Restated Standalone Summary Statement of cash flow, wherever required, by reclassification of the corresponding items of income, expenses, assets and liabilities, in order to bring them in line with the regroupings as per the audited financial statements of the Company for the period ended 30 September 2015, prepared in accordance with Schedule III of the Companies Act 2013, and the requirements of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2009 (as amended).

D) PRESENTATION AND DISCLOSURE OF FINANCIAL INFORMATION

For the year ended 31 March 2012, the Revised Schedule VI notified under the Companies Act,1956 ("Act") was to be applied for preparation and presentation of the financial information. Further, Schedule III of the 2013 Act was notified by Ministry of Corporate Affairs effective 01 April 2014. Accordingly, the Company has prepared the standalone financial information in accordance with Revised Schedule VI / Schedule III (as applicable). The adoption of Revised Schedule VI / Schedule III (as applicable) does not impact recognition and measurement principles followed for preparation of the financial information. However, it has significant impact on presentation and disclosures made in the financial information.

Quess Corp Limited *(formerly known as IKYA HUMAN CAPITAL SOLUTIONS LIMITED)*

ANNEXURE - VI (CONTINUED)

STATEMENT OF ADJUSTMENTS TO STANDALONE AUDITED FINANCIAL STATEMENTS

E) NON-ADJUSTING ITEMS:

In addition to the audit opinion on the standalone financial statements, the auditors are required to comment upon the matters included in the Companies (Auditor's Report) Order, 2003 (CARO) issued by the Central Government of India under sub section (4A) of Section 227 of Companies Act 1956/ Companies (Auditor's Report) Order, 2015 ('the Order') issued by the Central Government of India in terms of sub-section (11) of Section 143 of the 2013 Act. Certain statements/comments included in audit opinion on the standalone financial statements and CARO, which do not require any adjustments in the restated standalone summary statements are reproduced below in respect of the financial statements presented.

The note references mentioned in non-adjusting items below refer to original set of signed financial.

For the year ended 31 March 2011

1. a. The Company has granted loans to two companies covered in the register maintained under Section 301 of the Act. The maximum amount outstanding during the year of such loan was INR 43.85 million and the year-end balance of such loans was INR 36.17 million.

   b. In our opinion, the rate of interest and other terms and conditions on which loans have been granted to companies, firms or other parties listed in the register maintained under Section 301 of the Companies Act, 1956 are prima facie, prejudicial to the interest of the company.

   c. The terms of the loan arrangements do not stipulate any repayment schedule and are repayable on demand. Further, the arrangements do not specify interest repayment schedule and are considered repayable on demand. Accordingly, paragraph 4 (iii) (c) of the Order are not applicable to the Company in respect of the repayment of the principal amount and the interest.

   d. Since the terms of the arrangements do not stipulate repayment terms, for principal and interest, and no demand has been made, there are no overdue amounts in excess of INR 0.10 million. Accordingly, paragraph 4 (iii) (d) of the Order is not applicable.

2. a. According to the information and explanations given to us and on the basis of the examination of the records of the Company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including Provident Fund, Employees' State Insurance and other material statutory dues have generally been regularly deposited during the year by the Company with the appropriate authorities except for Income-tax and Service tax dues which have not been regularly deposited with the appropriate authorities. As explained to us, the Company did not have any dues on account of Investor Education and Protection Fund, Sales-tax, Wealth tax, Customs duty and Excise duty.

   There were no dues on account of cess under section 441A of the Act since the aforesaid section has not yet been made effective by the Central Government.

   According to the information and explanations given to us, there are no other undisputed amounts payable in respect of Income-t ax, Provident Fund, Employees' State Insurance and other material statutory dues, which are outstanding as at 31 March 2011 for a period of more than six months from the date they became payable, except as disclose below:

Name of the statute	Nature of the dues	Amount (INR in million)	Period to which the amount relates	Due date	Date of payment
Chapter V, The Finance Act 1994	Service tax	10.33	March 2010	05 April 2010	05 May 2011
		9.18	April 2010	05 May 2010	09 June 2011
		8.44	May 2010	05 June 2010	09 June 2011
		11.58	June 2010	05 July 2010	09 June 2011
		14.75	July 2010	05 August 2010	09 June 2011
		9.86	August 2010	05 September 2010	09 June 2011

For the year ended 31 March 2012

1. a. The Company has granted loan to two companies covered in the register maintained under Section 301 of the Act. The maximum amount outstanding during the year of such loans was INR 74.27 million and the year-end balance of such loans was INR 56.50 million.

   b. In our opinion, the rate of interest and other terms and conditions on which loans have been granted to companies, firms or other parties listed in the register maintained under Section 301 of the Companies Act, 1956 are prima facie, prejudicial to the interest of the company.

   c. The terms of the loan arrangements do not stipulate any repayment schedule and are repayable on demand. Further, the arrangements do not specify interest repayment schedule and are considered repayable on demand. Accordingly, paragraph 4 (iii) (c) of the Order are not applicable to the Company in respect of the repayment of the principal amount and the interest.

E) NON-ADJUSTING ITEMS (CONTINUED):

d. Since the terms of the arrangements do not stipulate repayment terms, for principal and interest, and no demand has been made, there are no overdue amounts in excess of INR 0.10 million. Accordingly, paragraph 4 (iii) (d) of the Order is not applicable.

2. a. According to the information and explanations given to us and on the basis of the examination of the records of the Company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including Provident Fund, Employees' State Insurance and other material statutory dues have generally been regularly deposited during the year by the Company with the appropriate authorities except for Income-tax and Service tax dues which have not been regularly deposited with the appropriate authorities. As explained to us, the Company did not have any dues on account of Investor Education and Protection Fund, Sales-tax, Wealth tax, Customs duty and Excise duty.

There were no dues on account of cess under section 441A of the Act since the aforesaid section has not yet been made effective by the Central Government.

According to the information and explanations given to us, there are no other undisputed amounts payable in respect of Income-tax, Provident Fund, Employees' State Insurance and other material statutory dues, which are outstanding as at 31 March 2012 for a period of more than six months from the date they became payable, except as disclose below:

Name of the statute	Nature of the dues	Amount (INR in million)*	Period to which the amount relates	Due date	Date of payment**
Chapter V of Finance Act, 1994	Service tax	14.45	February 2011	05 March 2011	13 April 2012
		11.83	March 2011	05 April 2011	30 April 2012
		7.89	March 2011	05 April 2011	10 May 2012
		15.51	April 2011	05 May 2011	02 June 2012
		19.04	May 2011	05 June 2011	21 June 2012
		12.91	June 2011	05 July 2011	11 July 2012
		12.91	June 2011	05 July 2011	03 August 2012
		14.55	July 2011	05 August 2011	03 August 2012
		14.55	July 2011	05 August 2011	06 August 2012
		14.49	August 2011	05 September 2011	17 August 2012
		14.49	August 2011	05 September 2011	31 August 2012

*Amount payable include interest

**Dates represent payment of service tax liability excluding interest

1. a. The Company has granted loan to two companies covered in the register maintained under Section 301 of the Act. The maximum amount outstanding during the year of such loans was INR 199.95 million and the year-end balance of such loans was INR 165.36 million.

b. In our opinion, the rate of interest and other terms and conditions on which loans have been granted to companies, firms or other parties listed in the register maintained under Section 301 of the Companies Act, 1956 are prima facie, prejudicial to the interest of the company.

c. The terms of the loan arrangements do not stipulate any repayment schedule and are repayable on demand. Further, the loan arrangements are interest free. Accordingly, paragraph 4 (iii) (c) of the Order are not applicable to the Company in respect of the repayment of the principal amount and the interest.

d. Since the terms of the arrangements do not stipulate repayment terms, for principal and interest, and no demand has been made, there are no overdue amounts in excess of INR 0.10 million. Accordingly, paragraph 4 (iii) (d) of the Order is not applicable.

Quess Corp Limited *(formerly known as IKYA HUMAN CAPITAL SOLUTIONS LIMITED)*

ANNEXURE - VI (CONTINUED)

STATEMENT OF ADJUSTMENTS TO STANDALONE AUDITED FINANCIAL STATEMENTS

E) NON-ADJUSTING ITEMS (CONTINUED):

For the year ended 31 March 2013

2. a. According to the information and explanations given to us and on the basis of the examination of the records of the Company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including Provident Fund, Employees' State Insurance, Income tax, Service tax dues and other material statutory dues have not been regularly deposited during the year by the Company with the appropriate authorities. As explained to us, the Company did not have any dues on account of Investor Education and Protection Fund, Sales-tax, Wealth tax, Customs duty and Excise duty.

   There were no dues on account of cess under section 441A of the Act since the aforesaid section has not yet been made effective by the Central Government.

   According to the information and explanations given to us, there are no other undisputed amounts payable in respect of Income-t ax, Provident Fund, Employees' State Insurance and other material statutory dues, which are outstanding as at 31 March 2013 for a period of more than six months from the date they became payable except for the undisputed amounts payable in respect of interest on service tax, which is outstanding as at 31 March 2013 for a period of more than six months from the date they became payable as disclose below:

Name of the statute	Nature of the dues	Amount (INR in million)	Period to which the amount relates	Date of payment
Chapter V of Finance Act, 1994	Interest on service tax	37.11	August 2011 to March 2012	18 July 2013
Chapter V of Finance Act, 1994	Interest on service tax	9.74	April 2012 to August 2012	18 July 2013

For the period ended 31 December 2013

1. The Company has a regular programme of physical verification of its fixed assets by which all fixed assets are verified in a phased manner over a period of three years. In our opinion, the periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its business, except that during the nine months period ended 31 December 2013, the Company has not conducted physical verification of fixed assets.

2. a. The Company has granted loan to two companies covered in the register maintained under section 301 of the Act. The maximum amount outstanding during the period of such loans was INR 325.57 million and the period-end balance of such loans was INR 186.95 million.

   b. In our opinion, the rate of interest and other terms and conditions on which loans have been granted to companies, firms or other parties listed in the register maintained under section 301 of the Act are prima facie, prejudicial to the interest of the Company.

   c. The terms of the loan arrangements do not stipulate any repayment schedule and are repayable on demand. Further, the loan arrangements are interest free. Accordingly, paragraph 4(iii) (c) of the Order is not applicable to the Company in respect of the repayment of the principal amount and the interest.

   d. Since the terms of the arrangements do not stipulate repayment terms, for principal and interest, and no demand has been made, there are no overdue amounts in excess of INR 0.10 million. Accordingly, paragraph 4 (iii) (d) of the Order is not applicable.

Quess Corp Limited *(formerly known as IKYA HUMAN CAPITAL SOLUTIONS LIMITED)*

ANNEXURE - VI (CONTINUED)

STATEMENT OF ADJUSTMENTS TO STANDALONE AUDITED FINANCIAL STATEMENTS

E) NON-ADJUSTING ITEMS (CONTINUED):

3. a. According to the information and explanations given to us and on the basis of the examination of the records of the Company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including Provident Fund, Employees' State Insurance and other material statutory dues have generally been regularly deposited by the Company with the appropriate authorities. According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/accrued in the books of account in respect of undisputed income-tax and service tax dues have not been regularly deposited with the appropriate authorities. As explained to us, the Company did not have any dues on account of Investor Education and Protection Fund, Sales-Tax, Wealth tax, Customs duty and Excise duty.

   According to the information and explanations given to us, there are no other undisputed amounts payable in respect of income-tax, service tax, Provident Fund, Employees' State Insurance and other material statutory dues, which are outstanding as at 31 December 2013 for a period of more than six months from the date dues became payable.

For the period ended 31 March 2015

1. In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchase of inventories and fixed assets and with regard to the sale of goods and services. However, for its food business division the internal control system relating to the purchase of inventories needs to be strengthened. We have not observed any major weakness in the internal control system during the course of the audit.

2. a. According to the information and explanations given to us and on the basis of the examination of the records of the Company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including Provident Fund, Employees' State Insurance, Sales-tax and other material statutory dues have generally been regularly deposited during the fifteen months period by the Company with the appropriate authorities. According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/accrued in the books of account in respect of undisputed income-tax, service tax dues and professional tax have been deposited with certain delays during the period with the appropriate authorities. As explained to us, the Company did not have any dues on account of Investor Education and Protection Fund, Wealth tax, Customs duty and Excise duty.

   According to the information and explanations given to us, there are no other undisputed amounts payable in respect of income-tax, service tax, Provident Fund, Employees' State Insurance, Professional tax, Sales-tax and other material statutory dues, which are outstanding as at 31 March 2015 for a period of more than six months from the date they became payable.

   b. According to the information and explanations given to us, dues stated below relating to Income tax, Service-tax and Provident Fund have not been deposited by the Company on account of disputes. There are no dues in respect of Employees' State Insurance, Sales-tax, Professional tax and other statutory dues which have not been deposited with the appropriate authorities on account of any dispute.

Name of the statute	Nature of the dues	Amount (INR in million)	Period to which the amount relates	Forum where dispute is pending
Provident Fund and Miscellaneous Provisions Act, 1952	Provident fund	42.89	April 2008 to February 2012	Employees' Provident Fund Appellate Tribunal, New Delhi
Income-tax Act, 1961	Income-tax	3.93	2004-05	Commissioner of IT (appeals), Chennai
Chapter V, The Finance Act 1994	Service-tax	4.66 (4.65)*	April 2009 to September 2011	Commissioner of Central Excise (Appeals)
Income-tax Act, 1961	Income-tax / interest demanded	3.05 (3.05)**	AY 2005-06	Income Tax Appellate Tribunal, Hyderabad
Income-tax Act, 1961	Income-tax / interest demanded	1.48 (1.48)*	AY 2006-07	Income Tax Appellate Tribunal, Hyderabad
Chapter V, The Finance Act 1994	Service-tax	6.05 (1.00)*	April 2008 to June 2009	Commissioner of Central Excise, Customs and Service Tax

* Represents payment made under protest.

**Indicates the amounts adjusted with the refunds of subsequent years by the Income-tax department.

Quess Corp Limited ***(formerly known as IKYA HUMAN CAPITAL SOLUTIONS LIMITED)***

ANNEXURE - VII A

RESTATED STANDALONE STATEMENT OF SECURED AND UNSECURED LONG-TERM BORROWINGS

(INR in Million, unless otherwise stated)

Particulars	As at					
	30 September 2015	31 March 2015	31 December 2013	31 March 2013	31 March 2012	31 March 2011
Long-term borrowings						
Secured						
Finance lease from banks						
HDFC Bank [Refer to (a) below]	-	0.13	1.94	-	-	-
Total long-term borrowings	**-**	**0.13**	**1.94**	**-**	**-**	**-**

Notes:

(a) The finance lease is taken from HDFC Bank which carries interest rate of 9.03% p.a. It is repayable in 36 equal monthly instalments of INR 0.13 million (including interest) commencing 5 May 2013. The finance lease is secured by way of hypothecation of vehicles purchased using the loan facility. Principal amount outstanding as at 30 September 2015 is INR 0.88 million, 31 March 2015 is INR 1.6 million and 31 December 2013 is INR 3.25 million. Current maturities as at 30 September 2015 is INR 0.88 million, 31 March 2015 is INR 1.47 million and 31 December 2013 is INR 1.31 million. Refer current maturities of long term borrowings under other current liabilities.

1. The figures disclosed above are based on the Restated Standalone Summary Statement of assets and liabilities of the Company.

2. The above statement should necessarily be read with the basis of preparation and significant accounting policies appearing in Annexure IV, Notes to the Restated Standalone Financial Information appearing in Annexure V to Annexure XI.

Quess Corp Limited *(formerly known as IKYA HUMAN CAPITAL SOLUTIONS LIMITED)*

ANNEXURE - VII B

RESTATED STANDALONE STATEMENT OF SECURED AND UNSECURED SHORT-TERM BORROWINGS

(INR in Million, unless otherwise stated)

Particulars	As at					
	30 September 2015	31 March 2015	31 December 2013	31 March 2013	31 March 2012	31 March 2011
Secured						
Loans repayable on demand						
Cash credit and overdraft facility from banks						
Axis Bank Limited	523.89	436.95	103.46	-	-	-
State Bank of India	294.63	307.15	-	-	-	-
Yes Bank Limited	117.38	171.67	-	22.09	119.74	86.29
Bill discounting facility from banks						
Axis Bank Limited	88.12	62.77	200.00	-	-	-
Yes Bank Limited	177.44	142.08	-	130.00	130.00	30.00
Working capital loan						
The Bank of Nova Scotia	500.00	500.00	-	-	-	-
Kotak Bank Limited	230.00	-	-	-	-	-
Yes Bank Limited	140.00	-	-	-	-	-
Inter corporate deposit						
Thomas Cook (India) Limited*	-	-	-	400.00	-	-
Loan repayable in installments						
Term Loan						
Yes Bank Limited	-	30.00	-	-	-	-
Unsecured						
Loans and advances from related parties						
Co-Achieve Solutions Private Limited	-	-	-	5.95	4.99	2.35
Total short-term borrowings	**2,071.46**	**1,650.62**	**303.46**	**558.04**	**254.73**	**118.64**

* Thomas Cook (India) Limited became related party from 14 May 2013. (Refer note 21(a) of Annexure V)

Notes:

1. The figures disclosed above are based on the Restated Standalone Summary Statement of assets and liabilities of the Company.

2. The above statement should necessarily be read with the basis of preparation and significant accounting policies appearing in Annexure IV, Notes to the Restated Standalone Financial Information appearing in Annexure V to Annexure XI.

Quess Corp Limited*(formerly known as IKYA HUMAN CAPITAL SOLUTIONS LIMITED)*

ANNEXURE - VII C

RESTATED STANDALONE STATEMENT OF PRINCIPAL TERMS OF SECURED BORROWINGS OUTSTANDING AS AT 30 SEPTEMBER 2015

Sl. No.	Name of the lender	Nature of borrowing facility	Loan currency	Amount sanctioned	Amount outstanding as of 30 September 2015	Rate of interest	Date of sanction	Repayment terms	Prepayment charges	Default charges	Security offered
1	Axis Bank Limited	Cash Credit	INR	800	523.89	1.25% above base rate [BR] i.e., 11.40% p.a. at present payable at monthly interval.	23-Mar-15	Repayable on demand.	NA	Delay in submission of FFR/Stock statements will attract penal interest of 1%p.a on the outstanding amount. In case of overdrawing's is on more than three occasions in calendar month then the penal interest rate of 2% p.a. will be charged in entire outstanding amount .	**Primary:** Pari-passu first charge on the entire current asset, both present and future of the company **Collateral:** Pari-passu first charge on the entire movable fixed assets, [other than vehicles/equipment purchased/to be purchased under lease / hire purchase arrangements] both present and future of the company.
2	Axis Bank Limited	Bill Discounting	INR	200	88.12	1.10% above base rate [BR] i.e., 11.25% p.a. at present payable upfront.	23-Mar-15	Demand / Usance not exceeding 120 days from the date of discounting.	NA	In case invoices are returned unpaid, penal interest @ 2% p.a. to be recovered.	**Primary:** Pari-passu first charge on the entire current asset, both present and future of the company **Collateral:** Pari-passu first charge on the entire movable fixed assets, [other than vehicles/equipment purchased/to be purchased under lease / hire purchase arrangements] both present and future of the company.
3	Yes Bank Limited	Bill Discounting	INR	150	-	To be decided at the time of disbursement.	3-Sep-15	180 days from the date of discounting.	NA	Additional Interest rate of 2%p.a. will be applicable in case of default in payment or breach of any conditions/covenants as mentioned in sanction letter.	Pari-passu first charge on the current and movable fixed assets, both current and future of the company.
4	Yes Bank Limited	Bill Discounting	INR	200	177.44	To be decided at the time of disbursement.	3-Sep-15	90 days from the date of discounting.	NA	Additional Interest rate of 2%p.a. will be applicable in case of default in payment or breach of any conditions/covenants as mentioned in sanction letter.	Pari-passu first charge on the current and movable fixed assets, both current and future of the company.
5	Yes Bank Limited	Bill Discounting	INR	70	-	To be decided at the time of disbursement.	3-Sep-15	3 Months.	NA	Additional Interest rate of 2%p.a. will be applicable in case of default in payment or breach of any conditions/covenants as mentioned in sanction letter.	Pari-passu first charge on the current and movable fixed assets, both current and future of the company.
6	Yes Bank Limited	Cash Credit	INR	430	117.38	The rate of interest is bank's base rate plus 0.65% p.a., presently 12.50%	3-Sep-15	12 months, subject to payable on demand/annual review.	NA	Additional Interest rate of 2%p.a. will be applicable in case of default in payment or breach of any conditions/covenants as mentioned in sanction letter.	Pari-passu first charge on the current and movable fixed assets, both current and future of the company
7	Yes Bank Limited	Short Term Loan (WCDL)	INR	360	140.00	The rate of interest is from 10.5%p.a. to 10.75% p.a.	3-Sep-15	180 days.	NA	Additional Interest rate of 2%p.a. will be applicable in case of default in payment or breach of any conditions/covenants as mentioned in sanction letter.	Pari-passu first charge on the current and movable fixed assets, both current and future of the company. Special Terms : Cooling period of 3 days.
8	Yes Bank Limited	Packing Credit in Foreign Currency (PCFC)	INR	70	-	To be decided at the time of disbursement with YBL internal approval.	3-Sep-15	6 months.	NA	Additional Interest rate of 2%p.a. will be applicable in case of default in payment or breach of any conditions/covenants as mentioned in sanction letter.	Pari-passu first charge on the entire current asset, both present and future of the company.
9	Yes Bank Limited	Post shipment credit in foreign currency (PSFC)	INR	70	-	To be decided at the time of disbursement with YBL internal approval.	3-Sep-15	6 months.	NA	Additional Interest rate of 2%p.a. will be applicable in case of default in payment or breach of any conditions/covenants as mentioned in sanction letter.	Pari-passu first charge on the entire current asset, both present and future of the company.
10	Yes Bank Limited	Invoice Discounting	INR	90	-	To be decided at the time of disbursement with YBL internal approval.	3-Sep-15	90 days from the date of discounting.	NA	Additional Interest rate of 2%p.a. will be applicable in case of default in payment or breach of any conditions/covenants as mentioned in sanction letter.	Pari-passu first charge on the entire current asset, both present and future of the company.
11	The Bank Of Nova Scotia, Mumbai Branch	Short Term Loan (WCDL), Export Packing Credit & Export Bills Discounting	INR	500	500.00	The rate of interest is 10.30% p.a.	23-Feb-15	All amounts outstanding under the Facilities are repayable on demand but until such demand is made repayment is to be made at the maturity of each draw down.	NA	1% penal interest in case of non compliance of any covenants.	First Pari Passu charge on entire current assets of the Borrower both present and future and on the entire movable fixed assets of the Borrower both present and future. Assignment of insurance over Stocks in favour of the Bank together with other working capital lenders.
12	Kotak Bank Limited	Short Term Loan (WCDL) - Fresh and Sub limit to Line of Credit i.e. INR 250 million	INR	250	230.00	Tenor based and will be communicated at the time of drawdown/ rollover Indicative pricing - 10.45% P.A for a period of 7 to 15 days.	16-Apr-15	Maximum tenor for 180 days.	No charges beyond 15 days	2% penal interest in case of non compliance of any covenants.	Pari-passu charge on Current Assets.
13	Kotak Bank Limited	Cash Credit/ Overdraft - Fresh and Sub limit to Line of Credit i.e. INR 250 million	INR	100	-	KMBR + 1.90% (presently KMBR is 9.85%).	16-Apr-15	-		2% penal interest in case of non compliance of any covenants.	Pari-passu charge on Current Assets.
14	Kotak Bank Limited	Treasury Lines- Forwards, Options, Currency Interest Rate swaps/ Interest rate swaps etc.	INR	20	-		16-Apr-15	Maximum 1 Year.		2% penal interest in case of non compliance of any covenants.	
15	State Bank of India	Cash Credit	INR	310	254.63	Present rate of 10.60% as applicable to "BBB" rated corporate.	20-Jun-14	Repayable on demand.	NA	1% to 2% penal interest in case of non compliance of any covenants.	Pari-passu first charge on the current and movable fixed assets, both current and future of the company.
16	State Bank of India	Stand by Line of Credit	INR	40	40.00	1.00% above CC Rate Present effective rate of 11.60% (subject to	20-Jun-14	Repayable on demand.	NA	1% to 2% penal interest in case of non compliance of any covenants.	Pari-passu first charge on the current and movable fixed assets, both current and future of the company.
	Total				**2,071.46**						

Quess Corp Limited *(formerly known as IKYA HUMAN CAPITAL SOLUTIONS LIMITED)*

ANNEXURE - VIII

RESTATED STANDALONE STATEMENT OF NON-CURRENT INVESTMENTS

NON-CURRENT INVESTMENTS

(INR in Million, unless otherwise stated)

Particulars	As at					
	30 September 2015	31 March 2015	31 December 2013	31 March 2013	31 March 2012	31 March 2011
Long term investments, trade, unquoted *(at cost, unless otherwise specified)*						
Investment in equity shares of subsidiary companies						
Nil (31 March 2015: Nil; 31 December 2013: 3,256,296; 31 March 2013: 2,260,399; 31 March 2012: 2,260,399; 31 March 2011: 2,260,399) fully paid up equity shares of par value of INR 10 each of Avon Facility Management Services Limited. (Refer note (a) below).	-	-	162.63	47.00	47.00	47.00
3,110,000 (31 March 2015: 3,110,000; 31 December 2013: 3,110,000; 31 March 2013: 3,110,000; 31 March 2012: 3,110,000; 31 March 2011: 3,110,000) fully paid up equity shares of par value of INR 10 each of Co-Achieve Solutions Private Limited.	12.00	12.00	12.00	12.00	12.00	12.00
Nil (31 March 2015: Nil; 31 December 2013: 5,233,194; 31 March 2013: 2,668,932; 31 March 2012: 2,668,932; 31 March 2011: 2,668,932) fully paid up equity shares of par value of INR 10 each of Magna Infotech Limited. (Refer to Note (a) below).	-	-	881.40	320.40	320.40	320.40
Nil (31 March 2015: Nil; 31 December 2013: Nil; 31 March 2013: Nil; 31 March 2012: Nil; 31 March 2011: Nil) fully paid up equity shares of par value of INR 10 each of Hofincons Infotech & Industrial Services Private Limited. (Refer to Note (b) below).	-	-	-	-	-	-
1,000,000 (31 March 2015 : 1,000,000; 31 December 2013: Nil; 31 March 2013: Nil; 31 March 2012: Nil; 31 March 2011: Nil) fully paid up equity shares of par value of INR 10 each of MFX Infotech Private Limited [Refer to (c) below].	10.00	10.00	-	-	-	-
7,000,100 Common Shares (31 March 2015 : 7,000,100; 31 December 2013: Nil; 31 March 2013: Nil; 31 March 2012: Nil; 31 March 2011: Nil) of Brainhunter Systems Ltd, [*formerly known as Zylog Systems (Canada) Limited*] fully paid up [Refer to (d) below].	5.50	5.50	-	-	-	-
1 (31 March 2015 : 1; 31 December 2013: Nil; 31 March 2013: Nil; 31 March 2012: Nil; 31 March 2011: Nil) Common Stock of Quess Corp USA Inc. (*formerly known as Magna Infotech Inc.*) of US $ 100,000 each, fully paid-up [Refer to (e) below].	6.25	6.25	-	-	-	-
39,411,557 (31 March 2015: Nil) fully paid up equity shares of par value of Rs 10 each of Aravon Services Private Limited [Refer to (f) below].	-	-	-	-	-	-
214,583 (31 March 2015 : Nil) Ordinary Shares of Quesscorp Holdings Pte. Ltd of SGD 1 each, fully paid-up [Refer to (g) below].	10.00	-	-	-	-	-
86,000 (31 March 2015 : 86,000; 31 December 2013: Nil; 31 March 2013: Nil; 31 March 2012: Nil; 31 March 2011: Nil) fully paid up equity shares of par value of 100 pesos each of Quess Corp (USA) Inc. (formerly known as Magna Infotech Inc.) [Refer to note 4 of Annexure IV].	12.27	12.27	-	-	-	-
Total non-current investments	**56.02**	**46.02**	**1,056.03**	**379.40**	**379.40**	**379.40**

Quess Corp Limited *(formerly known as IKYA HUMAN CAPITAL SOLUTIONS LIMITED)*

ANNEXURE - VIII

RESTATED STANDALONE STATEMENT OF NON-CURRENT INVESTMENTS

NON-CURRENT INVESTMENTS

Note:

a) Effective 1 January 2014, the Honorable High Court of Karnataka approved the Scheme of Amalgamation between the Company and its subsidiaries Avon Facility Management Services Limited and Magna Infotech Limited.

b) The Company acquired 100% interest in Hofincons Infotech & Industrial Services Private Limited on 27 June 2014 for a consideration of INR 503,000,000 from Transfield Services (India) Pty Limited (subsidiary of Transfield Services Limited, Australia). Effective 1 July 2014, the Honorable High Court of Karnataka approved the Scheme of Amalgamation between the Company and its subsidiary Hofincons Infotech & Industrial Services Private Limited.

(c) The Company incorporated MFX Infotech Private Limited on 20 June 2014 by subscribing to 10,000 equity shares for a consideration of INR 0.1 million. Additionally the Company by fully exercising the rights issued by MFX Infotech Private Limited on 17 October 2014 subscribed for 990,000 equity shares for a total consideration of Rs 9,900,000.

(d) "The Company acquired 100% stake in Brainhunter Systems Limited [formerly known as Zylog Systems (Canada) Limited] on 23 October 2014 based on the Share Purchase Agreement entered with ICICI Bank Limited for a consideration of INR 5.5 million (Canadian Dollar 0.1 million converted at 1 CAD = 55.03 INR).
On 15 April 2015, as a part of internal restructuring Brainhunter Systems Limited has issued 7,300,000 common shares for CAD 0.1 million to Quess Corp (USA) Inc., (a wholly owned subsidiary of the Company). Pursuant to this internal restructuring Quess Corp (USA) Inc., holds 51% of the common shares and thus became holding company of Brainhunter Systems Limited and the Company became the ultimate holding company of Brainhunter Systems Limited." The Company, through its authorised dealer, has been informed that Reserve Bank of India has expressed its inability to take on record the transfer of the Unique Indentification Number of Brainhunter Systems Limited [formerly known as Zylog Systems (Canada) Limited] from its previous shareholders to the Company. The Reserve Bank of India has suspended the application for updation of records till clearance from Hon'ble High Court, Chennai.

(e) The Company incorporated Quess Corp (USA) Inc. [formerly known as Magna Infotech Inc.] on 19 November 2013 by subscribing to the common stock for a consideration of INR 6,253,577 (USD 100,000 converted at USD 1 = 62.53 INR).

(f) The Company acquired 100% stake in Aravon Services Private Limited (formerly known as ARAMARK India Private Limited) on 1 April 2015 for a consideration of INR 100 from Aramark Senior Notes Company and Aramark India Holdings LLC.

(g) The Company incorporated an entity in Singapore by name Quesscorp Holdings Pte Ltd as a wholly owned subsidiary on 16 June 2015 by subscribing to 1,000 equity shares of SGD 1 each. A further investment was made on 27 August 2015 by subscribing to 213,583 equity shares of SGD 1 each thereby making the total investment as INR 10 million (SGD 0.21 million converted at 1 SGD = 46.60 INR).
Subsequent to balance sheet date 30 September 2015, the Company made a further investment of INR 50 million (SGD 1,063,338 million converted at 1 SGD = 47.02 INR) by subscribing to 1,063,338 equity shares of SGD 1 each.

(h) On 16 October 2015, the Company entered into a definitive agreement to acquire the entire shareholding in Randstad Lanka (Private) Limited, a company that offers staffing and human resource solutions in Sri Lanka, for a consideration of LKR 84.6 million. The proposed acquisition has not been completed and is pending receipt of requisite regulatory approvals.

(i) On 1 June 2015, the Company entered into a definitive agreement to acquire 98 shares (representing 49% of the shares) in Transfield Services (Qatar) WLL, a company that offers industrial asset management services in Qatar, for a consideration of USD 1. The proposed acquisition has not been completed and is pending receipt of requisite regulatory approvals.

1. The figures disclosed above are based on the Restated Standalone Summary Statement of assets and liabilities of the Company.

2. The above statement should necessarily be read with the basis of preparation and significant accounting policies appearing in Annexure IV, Notes to the Restated Standalone Financial Information appearing in Annexure V to Annexure XI.

Quess Corp Limited ***(formerly known as IKYA HUMAN CAPITAL SOLUTIONS LIMITED)***

ANNEXURE - IX A

RESTATED STANDALONE STATEMENT OF LONG-TERM LOANS AND ADVANCES

(INR in Million, unless otherwise stated)

Particulars	As at					
	30 September 2015	31 March 2015	31 December 2013	31 March 2013	31 March 2012	31 March 2011
Unsecured and considered good						
Security deposits	70.82	60.82	13.47	9.27	16.16	12.63
Other loans and advances						
Advance income tax (net of provision for tax)	618.48	452.99	462.98	171.28	64.01	125.94
Minimum alternate tax credit entitlement	-	-	-	12.92	-	-
Balance with government authorities	15.40	15.40	-	-	0.20	0.20
Prepaid expenses	0.34	4.72	-	-	-	-
Capital advances	11.67	3.06	-	-	-	-
Advance to employees	-	0.60	-	-	-	-
Total long term loans and advances	**716.71**	**537.59**	**476.45**	**193.47**	**80.37**	**138.77**

Notes:

1. The figures disclosed above are based on the Restated Standalone Summary Statement of assets and liabilities of the Company.

2. The above statement should necessarily be read with the basis of preparation and significant accounting policies appearing in Annexure IV, Notes to the Restated Standalone Financial Information appearing in Annexure V to Annexure XI.

Quess Corp Limited ***(formerly known as IKYA HUMAN CAPITAL SOLUTIONS LIMITED)***

ANNEXURE - IX B

RESTATED STANDALONE STATEMENT OF SHORT-TERM LOANS AND ADVANCES

(INR in Million, unless otherwise stated)

Particulars	As at					
	30 September 2015	31 March 2015	31 December 2013	31 March 2013	31 March 2012	31 March 2011
Unsecured and considered good						
Advance income tax (net of provision for tax)	-	272.15	-	112.31	79.02	-
MAT credit recoverable	-	-	25.35	-	-	2.50
Security deposits	40.18	52.17	10.44	11.03	2.45	3.62
Prepaid expenses	67.11	36.51	13.76	15.34	6.33	5.03
Balances with government authorities	-	0.61	-	-	-	-
Advances to suppliers	30.47	3.30	-	-	-	-
Loans and advances to related party (Refer note 21(c) of Annexure V)	61.18	6.58	186.95	165.36	54.39	36.17
Other loans and advances						
Employee advances	79.55	41.37	2.69	7.55	5.61	4.72
Travel advances	17.62	2.61	0.15	1.04	-	0.02
Other advances	4.28	14.96	3.36	10.32	14.50	23.05
Total short-term loans and advances	**300.39**	**430.26**	**242.70**	**322.95**	**162.30**	**75.11**

** amalgamated with Quess Corp Limited effective 1 January 2014*

*** converted into public limited company w.e.f. 10 July 2013*

Notes:

1. The figures disclosed above are based on the Restated Standalone Summary Statement of assets and liabilities of the Company.

2. The above statement should necessarily be read with the basis of preparation and significant accounting policies appearing in Annexure IV, Notes to the Restated Standalone Financial Information appearing in Annexure V to Annexure XI.

Quess Corp Limited *(formerly known as IKYA HUMAN CAPITAL SOLUTIONS LIMITED)*

ANNEXURE - X

RESTATED STANDALONE STATEMENT OF TRADE RECEIVABLES

(INR in Million, unless otherwise stated)

Particulars	As at					
	30 September 2015	31 March 2015	31 December 2013	31 March 2013	31 March 2012	31 March 2011
Unsecured						
A. Debts outstanding for a period exceeding six months from the date they are due for payment						
Considered good*	87.19	26.61	4.98	14.87	38.74	9.91
Considered doubtful*	90.59	70.83	7.67	3.72	0.50	-
	177.78	**97.44**	**12.65**	**18.59**	**39.24**	**9.91**
B. Other debts						
Considered good*	2,861.30	2,137.68	445.36	810.65	468.02	185.41
Considered doubtful*	-	-	-	0.20	-	-
	2,861.30	**2,137.68**	**445.36**	**810.85**	**468.02**	**185.41**
C. Provision for doubtful debts	(90.59)	(70.83)	(7.67)	(3.92)	(0.50)	-
Total trade receivables (A+B-C)	**2,948.49**	**2,164.29**	**450.34**	**825.52**	**506.76**	**195.32**

* Refer note 21(c) of Annexure V

Notes:

1. The figures disclosed above are based on the Restated Standalone Summary Statement of assets and liabilities of the Company.

2. The above statement should necessarily be read with the basis of preparation and significant accounting policies appearing in Annexure IV, Notes to the Restated Standalone Financial Information appearing in Annexure V to Annexure XI.

Quess Corp Limited *(formerly known as IKYA HUMAN CAPITAL SOLUTIONS LIMITED)*

ANNEXURE - XI

RESTATED STANDALONE STATEMENT OF OTHER INCOME

Particulars	For the period from			For the year ended			Nature: Recurring/ Non-recurring
	1 April 2015 to 30 September 2015	1 January 2014 to 31 March 2015	1 April 2013 to 31 December 2013	31 March 2013	31 March 2012	31 March 2011	
Interest on term deposits	4.29	8.42	0.37	11.60	12.12	8.04	Recurring
Liability no longer required written back	-	8.42	-	-	-	-	Non recurring
Provision no longer required written back	-	5.00	-	-	-	-	Non recurring
Profit on sale of fixed assets, net	0.05	0.40	0.02	-	0.25	-	Non recurring
Interest income on income tax refund	21.47	24.20	7.86	6.72	2.64	1.78	Non recurring
Foreign exchange gain, net	0.45	6.02	-	0.04	0.03	0.12	Non recurring
Miscellaneous income	0.73	1.49	-	0.26	-	-	Non recurring
Total other income	**26.99**	**53.95**	**8.25**	**18.62**	**15.04**	**9.94**	

Notes:

1. The classification of other income as recurring/not-recurring to business activity is based on the current operations and business activity of the Company as determined by the management.

2. The figures disclosed above are based on the Restated Standalone Summary Statement of assets and liabilities of the Company.

3. The above statement should necessarily be read with the basis of preparation and significant accounting policies appearing in Annexure IV, Notes to the Restated Standalone Financial Information appearing in Annexure V to Annexure XI.

Quess Corp Limited ***(formerly known as IKYA HUMAN CAPITAL SOLUTIONS LIMITED)***

ANNEXURE - XII

RESTATED STANDALONE STATEMENT OF RATES AND AMOUNT OF DIVIDENDS

The Company has not paid any dividend in respect of the periods / years ended 30 September 2015, 31 March 2015, 31 December 2013, 31 March 2013, 31 March 2012 and 31 March 2011.

Quess Corp Limited *(formerly known as IKYA HUMAN CAPITAL SOLUTIONS LIMITED)*

ANNEXURE - XIII

RESTATED STANDALONE STATEMENT OF CONTINGENT LIABILITIES

(INR in Million, unless otherwise stated)

Particulars	As at					
	30 September 2015	31 March 2015	31 December 2013	31 March 2013	31 March 2012	31 March 2011
Corporate guarantee issued to banks for the cash credit and overdraft facility availed by Avon Facility Management Services Limited. [refer note 1].	-	-	110.00	70.00	35.00	35.00
Corporate guarantee issued to banks for the cash credit and overdraft facility availed by Magna Infotech Limited [refer note 1].	-	-	350.00	262.50	262.50	-
Corporate guarantee issued to banks for the cash credit and overdraft facility availed by MFX Infotech Private Limited.	20.84	24.06	-	-	-	-
Arrears of Cumulative Preference Dividend [refer note 2].	-	0.01	-	0.06	0.05	0.04
Indirect tax demands [refer note 3].	6.06	6.06	-	-	-	-
Direct tax demands (based on assessment orders).	-	1.92	-	-	-	-
Guarantees issued in favor of Commercial tax authorities.	0.10	0.10	0.10	-	-	-
Total contingent liabilities	**27.00**	**32.15**	**460.10**	**332.56**	**297.55**	**35.04**

Notes:

1. Effective 1 January 2014, the subsidiaries Avon Facility Management Services Limited and Magna Infotech Limited has been amalgamated with the Company.

2. This refers to arrears of Cumulative Preference Dividend of 0.001% for mandatorily convertible preference shares issued to Thomas Cook (India) Limited.

3. The Company has preferred an appeal with CESTAT aggrieved by the order of Commissioner of Service tax authority imposing a penalty of INR 6.06 million u/s 76 and 77 of the Service tax provisions. CESTAT has allowed the Stay Petition filed by Company, accordingly the same is shown as contingent liability.

4. The figures disclosed above are based on the Restated Standalone Summary Statement of assets and liabilities of the Company.

5. The above statement should necessarily be read with the basis of preparation and significant accounting policies appearing in Annexure IV, Notes to the Restated Standalone Financial Information appearing in Annexure V to Annexure XI.

Quess Corp Limited *(formerly known as IKYA HUMAN CAPITAL SOLUTIONS LIMITED)*

ANNEXURE - XIV

RESTATED STANDALONE STATEMENT OF ACCOUNTING RATIOS

(INR in Million, unless otherwise stated)

Particulars	As at and for the periods / years ended					
	30 September 2015	31 March 2015	31 December 2013	31 March 2013	31 March 2012	31 March 2011
Net worth, as restated (A)	2,963.27	2,612.49	1,600.85	575.00	494.83	461.29
Net profit after tax, as restated attributable to shareholders (B)	350.78	631.17	39.25	41.11	27.38	15.48
Weighted average number of equity shares outstanding during the period / year*						
For basic earnings per share (C)	113,170,086	108,074,923	101,249,273	98,181,541	98,181,541	94,322,567
For diluted earnings per share (D)	113,982,429	113,564,111	112,598,471	105,580,291	105,127,518	100,248,689
Earnings per share INR 10 each						
Basic earnings per share (INR) (E = B/C)	3.10	5.84	0.39	0.42	0.28	0.16
Diluted earnings per share (INR) (F = B/D)	3.08	5.56	0.35	0.39	0.26	0.15
Return on net worth (%) (G = B/A)	11.84	24.16	2.45	7.15	5.53	3.36
Number of shares outstanding at the end of the period / year** (H)	25,773,764	25,773,764	25,773,764	18,462,613	18,462,613	18,462,613
Net assets value per share of INR 10 each (I = A/H)	114.97	101.36	62.11	31.14	26.80	24.99

* Weighted average number of shares for all the above periods / years are computed after considering the effect of rights issue and bonus issue of shares made on 22 December 2015 and 5 January 2016 respectively in accordance with Accounting Standard 20 (AS 20), Earnings Per Share prescribed under Section 133 of the Companies Act, 2013 ("the 2013 Act") read with Rule 7 of the Companies (Accounts) Rules, 2014, other pronouncements of the Institute of Chartered Accountants of India ('ICAI'), and the provisions of the Act to the extent notified and applicable.

** Number of shares outstanding at the end of the period / year is inclusive of the dilution on conversion of CCPS into equity shares. The rights and bonus shares allotted subsequent to 30 September 2015 have not been considered for the calculation.

Notes:

1. The above ratios are calculated as under:
(a) Basic Earnings per share = Net profit after tax, as restated attributabe to shareholders / Weighted average number of shares outstanding during the period or year
(b) Diluted Earnings per share = Net profit after tax, as restated attributable to shareholders / Weighted average number of diluted equity shares outstanding during the period or year
(c) Return on net worth (%) = Net profit after tax, as restated attributable to shareholders / Net worth, as restated as at period or year end
(d) Net asset value per share (INR) = Net worth, as restated / Number of equity shares as at period or year end

2. Weighted average number of equity shares is the number of equity shares outstanding at the beginning of the period / year adjusted by the number of equity shares issued during the period / year multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the period / year.

3. Net worth for ratios mentioned in note 1(c) and 1(d) = Share capital (Equity and Preference) + Reserves and surplus, as restated [including Securities premium, Share options outstanding account, capital reserve and Surplus / (Deficit) in Statement of Profit and Loss].

4. Earnings per share calculations are in accordance with Accounting Standard 20 - Earnings per share, prescribed under Section 133 of the 2013 Act, read with Rule 7 of the Companies (Accounts Rules,2014).

5. The figures disclosed above are based on the Restated Standalone Summary Statement of assets and liabilities of the Company.

6. The above statement should necessarily be read with the basis of preparation and significant accounting policies appearing in Annexure IV, Notes to the Restated Standalone Financial Information appearing in Annexure V to Annexure XI.

7. Ratios for the six months period ended 30 September 2015, fifteen months period ended 31 March 2015 and nine months period ended 31 December 2013 are not annualised.

Quess Corp Limited ***(formerly known as IKYA HUMAN CAPITAL SOLUTIONS LIMITED)***

ANNEXURE - XV

RESTATED STANDALONE CAPITALIZATION STATEMENT

(INR in Million, unless otherwise stated)

Particulars	**Pre-issue as at 30 September 2015**	**Post issue**
Borrowings		
Short term (A)	2,071.46	[.]
Long term* (B)	30.88	[.]
Total (C)=(A+B)	**2,102.34**	
Shareholders funds		
Share Capital	257.74	[.]
Reserves and surplus	2,705.53	[.]
Total funds attributable to equity shareholders (D)	**2,963.27**	
Long term borrowings / shareholder funds (B/D)	0.01	[.]
Total borrowings / shareholder funds (C/D)	0.71	[.]

* Long term borrowings includes Current maturities of Long term borrowings and finance lease obligations.

Notes:

1. The above has been computed on the basis of the restated standalone summary statements of assets and liabilities of the Company as on 30 September 2015.

2. The corresponding post IPO capitalization data for each of the amounts given in the above table is not determinable at this stage pending the completion of the Book Building process and hence the same have not been provided in the above statement.

3. The Company has issued Rights and Bonus equity shares post 30 September 2015 (Refer note 27(e) and 27(f) of Annexure V).

Quess Corp Limited ***(formerly known as IKYA HUMAN CAPITAL SOLUTIONS LIMITED)***

ANNEXURE - XVI

RESTATED STANDALONE TAX SHELTER STATEMENT

(INR in Million, unless otherwise stated)

Particulars	For the period from			For the year ended		
	1 April 2015 to 30 September 2015	1 January 2014 to 31 March 2015	1 April 2013 to 31 December 2013	31 March 2013	31 March 2012	31 March 2011
A. Restated profit before tax	**550.83**	**1,007.74**	**58.39**	**60.92**	**40.77**	**24.30**
B. Income tax rates (including surcharge and education cess) applicable	**34.608%**	**33.99%**	**32.445%**	**32.445%**	**32.445%**	**33.2175%**
C. Tax thereon on the above rates (A*B)	**190.63**	**342.53**	**18.94**	**19.77**	**13.23**	**8.07**
Permanent differences						
Donations	-	0.01	-	0.20	-	-
Registration of trademarks	-	0.16	-	-	-	-
(Profit) / Loss on sale of fixed assets	(0.05)	(0.40)	(0.02)	0.01	(0.25)	0.05
Corporate social responsibility contributions (excluding donations)	0.25	2.72	-	-	-	-
D. Total permanent differences	**0.20**	**2.49**	**(0.02)**	**0.21**	**(0.25)**	**0.05**
Timing differences						
Difference between book depreciation and tax depreciation	(53.64)	(131.15)	(1.20)	(0.67)	(0.59)	2.70
Provision for gratuity disallowed under section 40(A)(7)	11.02	11.20	2.00	2.49	1.21	1.38
Finance lease payments	(0.72)	-	-	-	-	-
Amount disallowed u/s 43B of the Income tax Act, net	65.65	9.68	(63.48)	(111.45)	88.32	42.29
Employer's contribution to ESI	-	-	-	-	-	0.07
Professional tax	-	-	-	-	-	0.07
Employer's contribution to provident fund	-	-	-	-	-	0.25
Provision for doubtful debts	19.75	18.49	3.75	3.42	0.50	-
Rent straightlining - debited to the profit and loss account	2.51	1.98	-	-	-	-
(Allowance) / Disallowance of expenses related to merger u/s 35DD of the Income tax Act	(0.69)	5.49	-	-	-	-
1/5th of preliminary expense u/s 35D of the Income tax Act	-	-	-	-	(0.17)	(0.17)
Business loss brought forward set off	-	(44.85)	-	44.85	(15.49)	(70.98)
Onerous contract provision reversed	(1.08)	-	-	-	-	-
Others	-	-	(0.06)	0.31	(0.02)	(1.65)
E. Total timing differences, net	**42.80**	**(129.16)**	**(58.99)**	**(61.05)**	**73.76**	**(26.04)**
F. Net adjustments (D+E)	**43.00**	**(126.67)**	**(59.01)**	**(60.84)**	**73.51**	**(25.99)**
G. Tax impact on account of net adjustments - (tax savings) / additional charges (F*B)	**14.88**	**(43.06)**	**(19.15)**	**(19.74)**	**23.85**	**(8.63)**
H. Tax expenses under normal provisions of Income Tax Act (C+G)	**205.51**	**299.47**	**-**	**0.03**	**37.08**	**-**
(b) In respect of tax computed on book profits:						
I. Minimum alternate tax rate	**21.3416%**	**20.96%**	**20.01%**	**20.01%**	**20.01%**	**19.93%**
Profit before current and deferred tax, as restated	**550.83**	**1,007.74**	**58.39**	**60.92**	**40.77**	**24.30**
Add: Provision for bad and doubtful debts	19.76	18.49	3.75	3.42	0.50	-
Less: Provision for warranty and onerous contract	(3.07)	-	-	-	-	-
Less: Unabsorbed depreciation of previous years	-	-	-	-	-	(12.26)
Less: Others	-	-	-	0.22	-	0.50
Book profit u/s 115JB, as restated	**567.52**	**1,026.23**	**62.14**	**64.56**	**41.27**	**12.54**
I. Tax under Minimum alternate tax, on restated profits	**121.12**	**215.10**	**12.43**	**12.92**	**8.26**	**2.50**
Tax expense [(H) or (I) whichever is higher], on restated profits	**205.51**	**299.47**	**12.43**	**12.92**	**37.08**	**2.50**

Notes:

1. The figures disclosed above are based on the Restated Standalone Summary Statement of profit and loss of the Company.

2. The permanent / timing differences have been computed considering the income-tax computations prepared at the time of preparation of annual financial statements for the relevant periods / years. Issues which are pending adjudication have not been given effect while determining permanent / timing differences.

3. The above statement should necessarily be read with the basis of preparation and significant accounting policies appearing in Annexure IV, Notes to the Restated Standalone Financial Information appearing in Annexure V to Annexure XI.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion of our financial condition and results of operations should be read in conjunction with our Restated Standalone Financial Statements and the Restated Consolidated Financial Statements, which have been prepared in accordance with the Companies Act, Indian GAAP and the SEBI Regulations, including the schedules, annexures and notes thereto, and the respective auditors reports thereon, included in "Financial Statements" on page 199. Unless otherwise stated, the financial information used in this section is derived from our Restated Consolidated Financial Statements.

Indian GAAP differs in certain material respects from U.S. GAAP and IFRS. We have not attempted to quantify the impact of IFRS or U.S. GAAP on the financial data included in this Draft Red Herring Prospectus, nor do we provide a reconciliation of our financial statements to those of U.S. GAAP or IFRS. Accordingly, the degree to which the Indian GAAP financial statements included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices.

Our Company's fiscal year ends on March 31 of each year, except that in 2014 our Company aligned its fiscal year end to that of our corporate Promoter TCIL, December 31. However, our Company subsequently reverted to a March 31 year end in fiscal 2015 to align it to that of our corporate Promoter TCIL. In this Draft Red Herring Prospectus (i) the terms Fiscal 2011, Fiscal 2012 and Fiscal 2013 denote the 12 months ended March 31, 2011, 2012 and 2013, respectively; (ii) Fiscal 2014 (9 months) denotes the nine months ended December 31, 2013; (iii) Fiscal 2015 (15 months) denotes the 15 months ended March 31, 2015; and (iv) and Half Year Fiscal 2016 denotes the six months ended September 30, 2015.

This discussion contains forward-looking statements and reflects our current views with respect to future events and financial performance. Actual results may differ materially from those anticipated in these forward-looking statements. Given these uncertainties, prospective investors are cautioned not to place undue reliance on such forward-looking statements. Factors that could cause or contribute to such differences include, but are not limited to, those discussed in "Risk Factors" and "Our Business" on pages 17 and 132, respectively.

In this section, unless the context otherwise requires, a reference to the "Company" is a reference to Quess Corp Limited on a standalone basis, while any reference to "we", "us" or "our" refers to Quess Corp Limited and its subsidiaries and associate companies as applicable in the relevant fiscal period, on a consolidated basis.

The following section should be read in conjunction with our Restated Consolidated Financial Statements and the respective auditors reports thereon, included in "Financial Statements" on page 17. Unless otherwise stated, the financial information used in this section is derived from our Restated Consolidated Financial Statements.

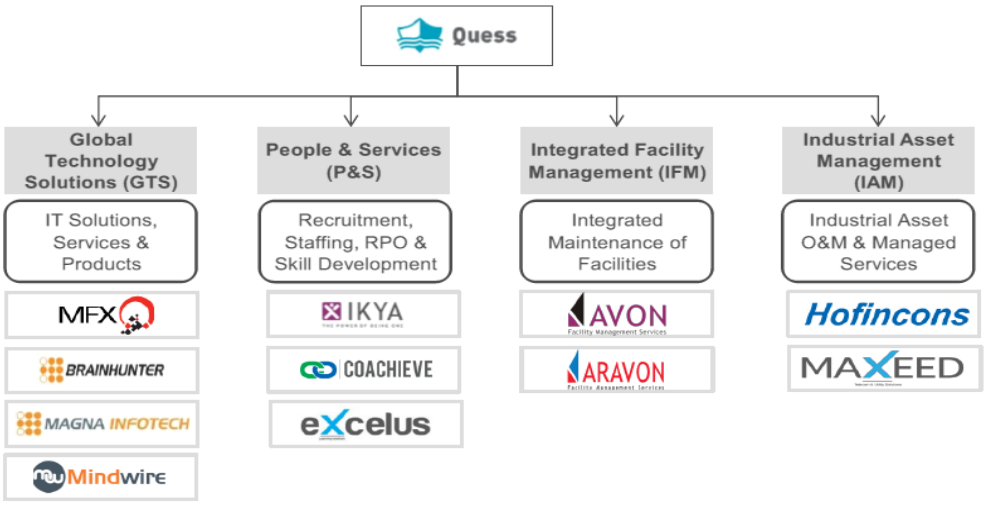
Overview

We are one of India's leading integrated business services providers *(Source: F&S Report 2016)* focused on emerging as the preferred partner for handling end-to-end business functions of our clients. We offer comprehensive solutions including recruitment, temporary staffing, technology staffing, IT products and solutions, skill development, payroll, compliance management, integrated facility management and industrial asset management services. As of November 30, 2015, our clients include some of the world's largest, reputable organizations, including more than 35 companies ranked in the 2015 Fortune Global 500 list.

We are among the industry leaders in each of our key business services:

- The largest IT staff augmentation provider in India based on number of employees *(Source: F&S Report 2016)*;
- The third largest general staffing company in India based on number of employees *(Source: F&S Report 2016)*;
- Among the leading industrial asset management service providers in India *(Source: F&S Report 2016)*;
- Among the largest integrated facility management service providers in India *(Source: F&S Report 2016)*; and
- Among the largest training and skill development partner for the Ministry of Rural Development based on approved project cost *(Source: F&S Report 2016).*

Our service and product offerings include four broad operational segments: Global Technology Solutions ("**GTS**"), People and Services ("**P&S**"), Integrated Facility Management ("**IFM**") and Industrial Asset Management ("**IAM**"), which are offered under various brands as indicated below:



- **Global Technology Solutions.** The GTS segment provides IT staffing, IT product solutions and services in India, North America and South East Asia, under the *Magna Infotech*, *Brainhunter*, *Mindwire* and *MFX* brands. We own and operate offshore delivery and development centers in Chennai and Bengaluru in India with more than 200 full time employees as of November 30, 2015. Our sophisticated datacenters at Ridgefield Park, New Jersey and Roanoke, Virginia are SSAE 16 SOC1 Type II compliant facilities, and are strategically located in different regions in the United States to ensure disaster recovery protection and meet applicable regulatory requirements. Our key clients in the GTS segment include four Fortune 50 companies ranked in the 2015 Fortune 500 list, as well as large international banks and Indian IT consulting companies.

- **People and Services.** The P&S segment provides comprehensive staffing (excluding IT staffing) services and solutions including general staffing, recruitment and executive search, recruitment process outsourcing, as well as payroll, compliance and background verification services under the *IKYA* and *CoAchieve* brands. In addition, we provide training and skill development services through, as of November 30, 2015, 64 centers spread across India under our *Excelus* brand in partnership with the Government of India. Significant clients in this segment include Amazon, Bata, FMC, Hinduja Group, PNB Housing Finance, VF Brands, and several large multinational conglomerates.

- **Integrated Facility Management**. The IFM segment provides integrated facility management solutions to corporates and other organizations such as hospitals and schools across India. We provide the entire range of facility management services including janitorial services, electro-mechanical services, pest control as well as food and hospitality services. These services are provided under our *Avon* and *Aravon* brands. Significant clients in this segment include engineering companies such as Robert Bosch, several large financial institutions in India, Fortune 500 real estate services companies, and private airport management companies.

- **Industrial Asset Management.** The IAM segment provides industrial operations and maintenance ("**O&M**") services and related asset record maintenance services under the *Hofincons* brand across various industries, including power, energy, oil and gas, chemicals and ferrous and non-ferrous metal industries across India and the Middle East. In addition, we also provide technology and consultation services focused on the oil and gas industry. Further, we provide managed services for utilities (meter reading services) and telecom companies (tower maintenance and network deployment services) under the *Maxeed* brand. Significant clients in this segment include L&T Special Steels and Heavy Forgings as well as some of India's leading steel, cement and energy companies.

The following table sets forth certain information relating to our results of operations in our principal operational segments in the periods indicated:

Segment	Fiscal 2011	Fiscal 2012	Fiscal 2013	Fiscal 2014 (9 months)	Fiscal 2015 (15 months)	Half Year Fiscal 2016
	(₹ in million, except percentages, numbers and ratios)					
Global Technology Solutions						
GTS total income	462.05	2,049.46	2,687.15	2,622.62	7,372.41	4,363.97
As % of Total Income	16.72%	32.05%	26.76%	26.01%	28.66%	28.42%
GTS EBITDA	17.83	134.63	180.67	206.48	644.18	267.67
Associate Employees[1]	3,926	5,063	7,328	7,296	8,748	7,994
Core Employees[2]	543	658	574	613	668	709
People and Services						
P&S total income	1,834.51	3,625.59	6,220.46	6,188.01	14,036.06	8,358.65
As % of Total Income	66.40%	56.70%	61.94%	61.38%	54.56%	54.44%
P&S EBITDA	102.81	130.74	287.61	156.65	413.06	292.61
Associate Employees[3]	15,313	31,128	44,146	46,652	63,541	83,243
Core Employees[4]	NA	204	227	276	365	432
Integrated Facility Management						
IFM total income	461.60	713.49	1,123.33	1,257.59	3,021.13	1,766.85
As % of Total Income	16.71%	11.16%	11.18%	12.47%	11.74%	11.51%
IFM EBITDA	18.46	45.52	74.55	162.95	198.68	111.43
Associate Employees	5,237	6,871	9,040	12,312	17,619	19,550
Core Employees	104	132	198	233	241	366
Industrial Asset Management						
IAM total income	-	-	-	-	1,273.77	843.09
As % of Total Income	-	-	-	-	4.95%	5.49%
IAM EBITDA	-	-	-	-	181.79	111.08

1. *Indicates Associate Employees of our IT staffing business in India*
2. *Indicates Core Employees of our IT staffing business in India*
3. *Indicates Associate Employees of our general staffing business*
4. *Indicates Core Employees of our general staffing business*

Headquartered in Bengaluru, we have a pan-India presence with 43 offices across 24 cities, as well as operations in North America, the Middle East and South East Asia. As of November 30, 2015, we employed more than 118,000 employees, including over 3,000 Core Employees and over 115,000 Associate Employees, i.e. employees placed with our clients. As of September 30, 2015, we had more than 1,300 clients, based on ongoing contracts as of such date.

Corporate Restructuring, Acquisitions and Presentation of Financial Information

Pursuant to a scheme of arrangement approved by the High Court of Karnataka, Avon and Magna Infotech were merged into our Company with effect from January 1, 2014, while Hofincons was merged into our Company with effect from July 1, 2014. For further details on such scheme of arrangement, see "History and Certain Corporate Matters" on page 157. Accordingly, our Restated Standalone Financial Statements in Fiscal 2015 (15 months) or subsequent financial periods is not comparable to our Restated Standalone Financial Statements in prior periods.

Our Company's fiscal year ends on March 31 of each year, except that in 2014 our Company aligned its fiscal year end to that of our corporate Promoter TCIL, December 31. However, our Company subsequently reverted to a March 31 year end in fiscal 2015 to align it to that of our corporate Promoter TCIL. Accordingly, our results of operations in Fiscal 2014 (9 months) and Fiscal 2015 (15 months) are not comparable to each other or to the results of operations in other 12-month fiscal periods.

We have completed a number of acquisitions in Fiscal 2012, Fiscal 2014 (9 months), Fiscal 2015 (15 months) and Half Year Fiscal 2016. The following table sets forth certain information on the acquisitions completed by us:

Company	Date of Acquisition/ Consolidation	Shareholding Acquired	Total Shareholding
Magna Infotech	December 23, 2010	51.00%	51.00%

Company	Date of Acquisition/ Consolidation	Shareholding Acquired	Total Shareholding
Avon[1]	May 14, 2013	26.04%	100.00%
Magna Infotech	May 13, 2013	49.00%	100.00%
Hofincons	June 27, 2014	100.00%	100.00%
Brainhunter	October 23, 2014	100.00%	100.00%
MFX	November 3, 2014	49.00%	49.00%
Aravon Services	April 1, 2015	100.00%	100.00%
MFX	January 1, 2016	51.00%	100.00%
TSQ[2]	SPA dated June 1, 2015	100.00%	100.00%
Ranstad Lanka[2]	SPA dated October 14, 2015	100.00%	100.00%

1. 73.96% shareholding in Avon was acquired in July 2008

2. The proposed acquisition of TSQ and Ranstad Lanka have not been completed and are subject to receipt of requisite regulatory approvals.

As a consequence of these acquisitions and increases in shareholding in certain of our subsidiaries during such periods, our Restated Consolidated Financial Statements relating to such fiscal periods are not comparable to each other.

With respect to certain acquisitions made in Fiscal 2015 (15 months) and the Half Year Fiscal 2016, the results of operations of such acquired entities would be reflected in our Restated Consolidated Financial Statements only with effect from the effective date of such respective acquisition and not for the entire relevant financial reporting period. In addition, we have undertaken certain acquisitions subsequent to September 30, 2015.

In this Draft Red Herring Prospectus, we have not included any pro forma profit and loss statement or balance sheet, as applicable, prepared in accordance with the laws and regulations of the United States, India or any other jurisdiction, which would have shown the effect of such acquisitions completed in Fiscal 2015 (15 months), Half Year Fiscal 2016 or those completed subsequent to September 30, 2015, on our historical results of operations and financial condition.

In particular, certain of these acquired entities were at the time of acquisition, and continue to be, loss making, and our Restated Consolidated Financial Statements included in this Draft Red Herring Prospectus do not reflect the pro forma effect of such losses in the relevant fiscal periods.

We acquired Brainhunter in October 23, 2014 and our consolidated results of operations subsequent to such date reflect the losses incurred by Brainhunter since such acquisition. Brainhunter incurred losses of CAD 731,528 (₹36.07 million) in the six months ended September 30, 2015. Also see, "Risk Factors - Some of our Subsidiaries and Group Entities have incurred losses in the past and may incur losses in the future"on page 134. In addition, Brainhunter has experienced negative cash flows from operating activities, and had a shareholder's deficiency as at March 31, 2015 and as at September 30, 2015.

We have included below certain limited financial information with respect to MFX, which acquisition was made subsequent to September 30, 2015. We have however not included the historical audited or restated financial statements of MFX in this Draft Red Herring Prospectus. Since such acquisition was completed subsequent to September 30, 2015, their financial results are not reflected in our Restated Consolidated Financial Statements. included in this Draft Red Herring Prospectus:

In the period between November 3, 2014 and March 31, 2015 and in the six months ended September 30, 2015, MFX had total income (revenues from operations and other income) of US$ 14,140,755 (₹884.22 million) and US$17,508,206 (₹1,157.82 million), respectively, while it incurred losses after tax of US$4,004,298 (₹250.39 million) and US$1,449,796 (₹95.87 million), respectively, in such periods. As of September 30, 2015, MFX had an equity share capital of US$35,755,283 (₹2,364.50 million) and reserves (excluding revaluation reserves) and surplus of (US$43,546,693) (₹2,879.74 million). As of September 30, 2015, MFX had negative net worth of US$7,791,409 (₹515.25 million). As of September 30, 2015, MFX had total indebtedness of US$ 4,750,000 (₹314.12 million).

We acquired 49.00% of the equity share capital of MFX with effect from November 3, 2014. Accordingly, MFX was treated as an associate with effect from November 3, 2014. Our Restated Consolidated Financial Statements therefore include the share of losses incurred by MFX, accounted for using the equity method of accounting in accordance with AS 23 "Accounting for Investments in Associates in consolidated financial statements". Accordingly, the losses in MFX (such losses being restricted to the cost of investment) has been deducted from the cost of investments. Subsequently, we acquired the remaining 51.00% equity share capital in MFX with

effect from January 1, 2016. Accordingly, in our consolidated financial statements subsequent to January 1, 2016, MFX will be accounted for as a wholly owned subsidiary, and the financial statements of MFX will be combined on a line-by-line basis in accordance with AS 21 "Consolidated Financial Statements". Accordingly, the effect of the losses in MFX will be directly reflected in our consolidated financial statements. There can be no assurance that MFX will not incur losses in the future, and any significant losses incurred by MFX may materially and adversely affect our future financial performance.

We do not have access to audited financial statements for MFX for any period prior to our initial investment in MFX in November 2014 as MFX is not required to prepare audited financial statements under applicable regulations. Accordingly, we have included key audited income statement and balance sheet information for MFX only for periods subsequent to such acquisition/ investment by us.

In addition, we have in December 2015 acquired the entire beneficial rights/ interest in the profits and net assets of Styracorp and IME Consultancy from MS Vishwanathan, who had acquired these two entities from our individual promoter, Ajit Isaac. Styracorp had a loss of UAE Dirhams 105,499 (₹1.80 million) in the 12 months ended March 31, 2015. As of March 31, 2015, Styracorp had a negative net worth of UAE Dirhams 1,159,302 (₹19.73 million). IME Consultancy had a loss of UAE Dirhams 112,334 (₹1.91 million) in the 12 months ended March 31, 2015. As of March 31, 2015, IME Consultancy had a net worth of UAE Dirhams 3,342,964 (₹56.90 million). Our Company only holds the beneficial rights/ interest in the profits and net assets of such entities, and does not directly or indirectly hold any voting power in these entities. Accordingly, these entities will be accounted for as investments in accordance with AS 13 "Accounting for Investments" and not as subsidiaries of our Company in accordance with AS 21 "Consolidated Financial Statements", and therefore the results of operations of Styracorp and IME Consultancy will not be directly reflected in our consolidated financial statements for relevant periods.

Also see "Risk Factors - Our Restated Standalone Financial Statements and Restated Consolidated Financial Statements for the relevant financial reporting periods are not comparable to each other, do not fully reflect the effect of our recent acquisitions on the relevant financial reporting period and are not representative of our future financial performance." and "Risk Factors - Certain companies and entities acquired by us were or continue to be loss making, have negative operating profits, or have a negative net worth, which matters may not be fully reflected in our Restated Consolidated Financial Statements and may not be directly reflected in our consolidated financial statements for relevant future fiscal periods." on pages 19 and 24, respectively.

Factors Affecting Results of Operations and Financial Condition

Inorganic growth through strategic acquisitions

In addition to the organic growth of our service portfolio, we have an established track record of successful inorganic growth through strategic acquisitions that supplement our business verticals. We expect to continue making acquisitions and entering into new business ventures or initiatives as part of our strategy. For further details about our inorganic growth strategy, see "Our Business – Strategy – Expand our service portfolio and expand our operations globally through strategic acquisitions" on page 138. We believe that the effect of our acquisitions and the consolidation of the acquired entity's financial results in our consolidated financial statements will strengthen our financial performance. We believe that the increases in our consolidated net worth as a result of our growth will enable us to obtain better credit ratings and lower cost of financing. Although some of our acquisitions involve entities that were loss making at the time of acquisition, we believe that these entities have growth potential and the integration of these entities into our businesses will enable us to achieve profitability in these entities.

Efficiency derived from operational leverage

We believe that our business model has inherent operational leverages. Given that we make fixed investments in infrastructure and technology in most of our business segments, we derive substantial benefits as we increase the number of Associate Employees we place and our business scales up. As a result, our business benefits from a non-linear relationship between the number of Associate Employees we place and the fixed nature of our investments in infrastructure and technology.

In addition, we aim to improve our operating margins through a range of initiatives, including metric-driven improvement in client service, application of consistent process guidelines at operational level and leveraging scale to improve recruitment efficiency. With the increase in the scale of our operations, we expect to

significantly rationalize corporate expenses and reduce common administrative costs across our businesses. For instance, our service centre in Bangalore provides centralized finance, HR and administrative support services for all our businesses and this achieves significant savings for us.

Our ability to enter into high margin businesses

Changes in the revenue mix from our business segments are likely to continue to have an impact on our financial condition and results of operations, as each business segment has varying operating margins. Our P&S segment has historically had low operating margins but provides higher volume opportunities. The volumes in the P&S segment play a significant factor to its overall profitability. Any increase in profitability levels in the P&S segment will be driven by our ability to extract scale-related efficiencies through continued investments in operational and technological infrastructure. Should the P&S segment contribute a greater percentage of our revenue mix, it is likely that our overall profit margins will decline.

Our strategy is therefore to increase the revenue mix from our GTS, IFM and IAM segments that have higher operating margins, through a mix of organic growth and acquisitions, and as a result increase their proportion of our overall revenue. For further details about our inorganic growth strategy, see "Our Business – Strategy – Expand our service portfolio and our operations globally through strategic acquisitions" on page 138. We intend to continue to invest in businesses, industries and geographies that we believe present scope for margin accretive growth. With a comprehensive range of business service offerings, we are well positioned to focus on cross selling opportunities across the various business verticals to improve operating margins. As a result our ability to enter and grow our high margin businesses is expected to have a significant effect on our results of operations.

Competition

As an integrated business services company providing a wide range of business services ranging from staffing solutions to asset and facility management services, we compete with a range of organized and unorganized competitors depending on the nature and location of services provided. Many of the industries that we operate in have low entry barriers. As a result, we face competition from both unorganized segment and from established players with substantial marketing and financial resources at their disposal. We expect competition levels to remain high, which could constrain our ability to maintain or increase our market share or profitability. We believe that we stand differentiated vis-a-vis our competitors due to our recruitment abilities across business segments and due to our positioning as an integrated provider of business services to our clients. Our continued success depends on our ability to compete effectively by providing high-quality service levels and developing strong relationships and value-added services to our existing and future clients.

Introduction of Ind AS and other fiscal regulatory developments

Our Restated Standalone Financial Statements and the Restated Consolidated Financial Statements included herein are prepared in accordance with Indian GAAP and restated in accordance with the SEBI Regulations. Our Company is required to prepare its financial statements in accordance with Ind AS with effect from April 1, 2016. Given that Ind AS differs in many respects from Indian GAAP, our financial statements relating to any period subsequent to April 1, 2016 may not be comparable to our historical financial statements prepared under Indian GAAP. In this Draft Red Herring Prospectus, we have not made any attempt to quantify or identify the impact of the differences between Ind AS and Indian GAAP as applied to our historical financial statements and there can be no assurance that the adoption of Ind AS will not materially affect the preparation and presentation of our financial statements in the future.

The form of presentation prescribed under applicable SEBI Regulations for inclusion of financial information in prospectuses, as have been applied to the Restated Standalone Financial Statements and the Restated Consolidated Financial Statements included herein, differs in certain respects from both Indian GAAP and Ind AS. Accordingly, any financial statements prepared under Ind AS, including (i) financial statements prepared for inclusion in the Red Herring Prospectus and the Prospectus; and (ii) any financial statements and financial results announced subsequent to the listing of our Equity Shares, may not be comparable to the Restated Standalone Financial Statements and the Restated Consolidated Financial Statements included herein, and could materially vary from the manner of computation and presentation followed with respect to the Restated Standalone Financial Statements and the Restated Consolidated Financial Statements.
In addition, the Ministry of Finance has issued a notification dated March 31, 2015 notifying Income Computation and Disclosure Standards ("**ICDS**") which creates a new framework for the computation of taxable income. ICDS came into effect from April 1, 2015 and shall apply to Fiscal 2016 onwards. The

adoption of ICDS is expected to significantly alter the way companies compute their taxable income, as ICDS deviates in several respects from concepts that are followed under general accounting standards, including Indian GAAP and Ind AS. For example, where ICDS-based calculations of taxable income differ from Indian GAAP or Ind AS-based concepts, the ICDS-based calculations will have the effect of requiring taxable income to be recognised earlier, higher overall levels of taxation to apply or both. In addition, ICDS shall be applicable for the computation of income for tax purposes. We have made no attempt to quantify or identify the impact of the computation of taxable income following ICDS. It is possible that the resultant computation of taxable income based on ICDS and net income based on our Company's financial statements may be significantly different and, if they differ, we may be required to recognise taxable income earlier and/or pay higher overall taxes.

General economic factors and the regulatory environment

Demand for our services is significantly affected by the general level of economic activity and economic conditions in the various geographies (India, North America, Middle East and South East Asia) and sectors in which we operate. Deterioration in economic conditions in any of the key geographies or sectors that we operate in may lead to lower demand for our services. Any deterioration in global markets may also have a corresponding effect on our operations as some of our top clients are multi-national corporations with operations in India. Any decision by our multi-national clients to reduce or exit their emerging markets operations may have a significant adverse impact on our financial condition.

In addition, the services we provide in India are subject to complex laws and regulations, which vary from state to state in India and are subject to change. Changes in laws or government regulations may result in prohibition or restriction of certain types of employment services we are permitted to offer or the imposition of new or additional benefit, licensing or tax requirements that could reduce our revenues and earnings. Alternatively, labor law reforms can expand the market for our services and have a favorable effect on our result of operations.

Significant Accounting Policies

The preparation of financial statements in accordance with Indian GAAP requires management to make judgments, estimates and assumptions that affect the application of accounting policies and reported amounts of assets, liabilities, income and expenses and the disclosure of contingent liabilities as at the date of the standalone and consolidated financial statements. The estimates and assumptions used in the preparation of our Restated Standalone Financial Statements and our Restated Consolidated Financial Statements are based upon management's evaluation of the relevant facts and circumstances as on the date of the relevant financial statements. Actual results could differ from such estimates and underlying assumptions are reviewed on an ongoing basis. Any revision to accounting estimates is recognised prospectively in current and future periods.

Segment Information

Our business segments are identified in accordance with AS-17 "Segment Reporting". For management purposes, we are broadly organized into four business segments based on services offered to our clients. Accordingly, revenues from specific industry segments repreent the primary basis of segment information set out in our consolidated financial statements.

- *GTS Business Segment*. The GTS business segment includes staffing services and IT/ITeS.

- *P&S Business Segment*. The P&S business segment includes temporary staffing services, recruitment services, executive search and trainings and skill development services.

- *IFM Business Segment*. The IFM business segment includes housekeeping services, material reimbursement, food services and machinery rentals.

- *IAM Business Segment*. The IAM business segment includes operation and maintenance of industrial assets, material and fixed-price contracts, technical and consultancy services, and time-and-material contracts.

Accounting principles consistently used in the preparation of the financial statements are also consistently applied to record income and expenditure in individual business segments. Income and direct expenses in relation to business segments are categorized based on items that are individually identifiable to that segment,

while the remainder of costs are apportioned on an appropriate basis. Certain expenses are not specifically allocable to individual segments as the underlying services are used by more than one segment, and such expenses are accordingly disclosed as "unallocable expenses".

Assets and liabilities in relation to business segments are categorized based on items that are individually identifiable to that segment. Certain assets and liabilities are not specifically allocable to individual segments as these are used interchangeably, and such assets and liabilities are disclosed as "unallocated".

Revenue Recognition

The basis for revenue recognition is as follows depending on the nature of the revenue:

- *Global Technology Solutions.* Revenue related to staffing services are negotiated and invoiced on a monthly basis. Salary and incidental expenses of employees of software solutions, IT / ITES (Information Technology / Information Technology Enabled Services) along with service charges are billed in accordance with the agreed terms. Staffing service revenues are recognized as the related services are performed and are reported net of taxes.

- *People and Services.* Revenue related to temporary staffing services are negotiated and invoiced on a monthly basis. Salary and incidental expenses of associate employees along with service charges are billed in accordance with the agreed terms. Temporary staffing service revenue are recognised as the related services are performed. Revenue related to recruitment services are recognised at the time the candidate begins full time employment. Revenue related to executive search activities are recognised upon rendering of the service. Revenue from skill development and training services is recognised as income over the period of instruction as and when the obligation associated with the sanction is performed and right to receive money is established.

- *Integrated Facility Management.* Revenue for housekeeping services, material reimbursement, training fee, food services and machinery rentals are negotiated and invoiced on a monthly basis to the customers. Revenues from the above services are recognised as services are performed as per the terms of the arrangement with the customer.

- *Industrial Asset Management.* Revenue is recognized to the extent that it is probable that the economic benefits will flow to us and the revenue can be reliably measured. Arrangements with customers for operation and maintenance are predominantly based on time, material and fixed price contracts. Revenue from technical and consultancy services comprise of time and fixed-price contracts. Service income from time-and-material contracts is recognized as the related services are performed and revenue from the end of the last billing to the balance sheet date is recognized as unbilled revenue. Revenue from fixed price contracts, where there is no uncertainty as to the measurement or collectability of the consideration is recognized as per the proportionate completion method. Where there is uncertainty as to measurement or ultimate collectability, revenue recognition is postponed until such uncertainty is resolved.

- *Interest Income.* Interest income is recognised using the time-proportion method, based on underlying interest rates.

Employee Benefits

- *Defined Benefit Plans.* Our gratuity benefit scheme are defined benefit plans. Our net obligation in respect of a defined benefit plan is calculated by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value. Any unrecognised past service costs and the fair value of any plan assets are deducted. The calculation of our obligation is performed annually by an independent actuary using the projected unit credit method as at the reporting date.

  We recognize all actuarial gains and losses arising from defined benefit plans immediately in the Statement of Profit and Loss. All expenses related to defined benefit plans are recognised in employee benefits expense in the Statement of Profit and Loss. We recognize gains and losses on the curtailment or settlement of a defined benefit plan when the curtailment or settlement occurs.

- *Compensated Absences*. The employees can carry-forward a portion of the unutilised accrued compensated absences and utilise it in future service periods. We record an obligation for such compensated absences in the period in which the employee renders the services that increase this entitlement. The obligation is measured on the basis of an independent actuarial valuation using the projected unit credit method as at the reporting date.

- *Defined Contribution Plan.* A defined contribution plan is a post-employment benefit plan under which an entity pays specified contributions to a separate entity and has no obligation to pay any further amounts. We make specified monthly contributions towards employee provident fund to government administered provident fund scheme which is a defined contribution plan. Our contribution is recognised as an expense in the statement of profit and loss during the period in which the employee renders the related service.

Tangible Fixed Assets

Tangible fixed assets are stated at the cost of acquisition or construction less accumulated depreciation up to the date of the balance sheet. The cost of an item of tangible asset comprises its purchasing price, including import duties and other non-refundable taxes or levies and any directly attributable cost of bringing the asset to its working condition for its intended use; any trade discounts and rebates are deducted in arriving at the purchase price. Borrowing costs directly attributable to acquisition or construction of those fixed assets which necessarily take a substantial period of time to get ready for their intended use are capitalised. Cost of the fixed assets not ready for their intended use before such date, are disclosed as capital work-in-progress.

Assets acquired under leases, where we have substantially all the risks and rewards of ownership, are classified as finance leases. Such leases are capitalised at the inception of the lease at lower of the fair value or the present value of the minimum lease payments and a liability is created for an equivalent amount. Each lease rental paid is allocated between the liability and the interest cost, so as to obtain a constant periodic rate of interest on the outstanding liability for each period.

Intangible Fixed Assets

Acquired intangible assets are measured initially at cost. After initial recognition, an intangible asset is carried at its cost less any accumulated amortisation and any accumulated impairment loss. Subsequent expenditure is capitalised only when it increases the future economic benefits from the specific asset to which it relates. Goodwill on acquisition has been recorded to the extent the cost of acquisition of the business, comprising purchase consideration and transaction costs, exceeds the value of net assets acquired.

Goodwill arising on acquisition is amortised over its estimated life or five years whichever is shorter. It is tested for impairment on a periodic basis and written-down, if found impaired.Goodwill arising on consolidation / acquisition of assets is not amortised but is tested for impairment. Intangible assets are amortised in the statement of profit or loss over their estimated useful lives, from the date they are available for use based on the expected pattern of consumption of economic benefits of the asset.The carrying value of these intangible assets is reviewed at least annually for impairment and adjusted to the recoverable amount if required.

Depreciation

Depreciation on fixed assets is provided on straight-line method over the useful lives of the asset, estimated by the management based on internal technical assessment. The management believes that the useful lives given below represent the period over which management expects to use the assets based on such assessment and hence may differ from the lives prescribed under Part C of Schedule II of the Companies Act, 2013.

Asset Description	Useful Life
Computer Equipment	3-4 years
Furniture & Fixture	4-5 years
Vehicles	3 years
Office Equipment	4-5 years
Plant & machinery	3 years

Depreciation is provided on a proportionate basis for all assets purchased and sold during the period. Individual assets costing ₹5,000 or less are depreciated at the rate of 100%. Leasehold improvements are amortized over

the lease term or estimated useful life, whichever is lower. Assets acquired on finance leases are depreciated over the lease term or the useful life, whichever is shorter.

Amortisation

Amortisation is provided at rates calculated to write off the cost less estimated residual value of each asset on a straight-line basis over its estimated useful life. The amortisation rates are as follows:

Asset Description	Useful Life
Goodwill	5 years or estimated useful life whichever is lower
Software	3 years

Amortisation rate and useful lives are estimated at each reporting date.

Provisions and Contingent Liabilities and Contingent Assets

A provision is recognised if, as a result of a past event, we have a present obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are recognised at the best estimate of the expenditure required to settle the present obligation at the reporting date. The provisions are measured on an undiscounted basis.

A contingent liability exists when there is a possible but not probable obligation, or a present obligation that may, but probably will not, require an outflow of resources, or a present obligation whose amount cannot be estimated reliably. Contingent liabilities do not warrant provisions, but are disclosed unless the possibility of outflow of resources is remote.

Contingent assets are neither recognised nor disclosed in the standalone or consolidated financial statements. However, contingent assets are assessed continually and if it is virtually certain that an inflow of economic benefits will arise, the asset and related income are recognised in the period in which the change occurs.

Warranties and Retrenchment

Warranty costs are estimated on the basis of a technical evaluation and past experience. Provision is made for estimated liability in respect of warranty costs in the year of rendering of services.

Retrenchment cost represents provision created to settle any unexpected employee liabilities arising out of a sudden termination of any of its operation and maintenance ("**O&M**") contract of the company based on the nature of such contracts.

Onerous Contracts

A contract is considered as onerous when the expected economic benefits to be derived by the company from the contract are lower than the unavoidable cost of meeting its obligations under the contract. The provision for an onerous contract is measured at the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract.

Employees' Stock Option Scheme

We apply the intrinsic value-based method of accounting prescribed by Accounting Research Committee of the Institute of Chartered Accountants of India, Accounting for employee share based payments, to account for its fixed plan stock options. Under this method, compensation expense is recorded on the date of grant only if the current market price of the underlying stock exceeds the exercise price. The options vest on a graded basis.

Impairment of Assets

We at each balance sheet date assesses whether there is any indication that an asset or a group of assets (including goodwill arising on consolidation) comprising a cash-generating unit may be impaired. If any such indication exists, we estimate the recoverable amount of the asset. For an asset or group of assets that does not generate largely independent cash inflows, the recoverable amount is determined for the cash-generating unit to

which the asset belongs. If such recoverable amount of the asset or the recoverable amount of the cash-generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognised in the statement of profit and loss. If at the balance sheet date there is an indication that if a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciable historical cost. An impairment loss is reversed only to the extent that the carrying amount of asset does not exceed the net book value that would have been determined; if no impairment loss had been recognised.

Foreign Exchange Transactions

Foreign exchange transactions are recorded using the exchange rates prevailing on the dates of the respective transactions. Exchange differences arising from foreign exchange transactions settled during the fiscal period are recognized in the statement of profit and loss for the relevant fiscal period. Monetary assets and liabilities denominated in foreign currencies as at the reporting date are translated at the closing exchange rates on that date; the resultant exchange differences are recognized in the statement of profit and loss. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction. All the subsidiaries of the Company have been identified as non-integral operations in accordance with the requirements of AS - 11 (The Effects of Changes in the Foreign Exchange Rates). The financial statements of such non-integral foreign operations are translated into Indian Rupees as follows: (i) all assets and liabilities, both monetary and non- monetary are translated using the closing rate; (ii) revenue items are translated at the respective monthly average rates; (iii) the resulting net exchange difference is presented as "foreign currency translation reserve" under reserves and surplus; and (iv) contingent liabilities are translated at the closing rate.

Principal Components of Income and Expenditure

Income

Our total income consists of revenue from operations and other income.

Revenue from Operations

Revenue from operations includes revenue from:

Staffing and Recruitment Services

Revenue from staffing and recruitment services relates to revenue from staffing services provided under our P&S business segment and the IT staffing business under our GTS business segment. It also includes fees from recruitment and executive search activities under our P&S segment. Revenue from staffing services are negotiated and invoiced on a monthly basis. Salary and incidental expenses of Associate Employees along with service charges are billed in accordance with the agreed terms. The P&S business segment contributes a significant majority of our staffing services revenue; however, the IT staffing business under the GTS business segment involves higher operating margins compared to the P&S segment. Revenue related to recruitment services are recognised at the time the candidate commences full-time employment. Revenue related to executive search activities are recognised upon rendering of the service and placement of the candidate.

Training Services

Revenue from training services relate to training and skill development services provided under our P&S segment. Revenue from skill development and training services is recognised over the period of instruction.

Facility Management and Food Services

Revenue from facility management and food services relate to various services rendered under the IFM segment. It includes revenues from soft services, hard services, handyman services and pest control services under our facility management services. It also includes revenues from onsite and offsite catering or hospitality solutions provided to corporate, manufacturing and institutional clients under our food and hospitality services. Revenue for facility management and food services are negotiated and invoiced on a monthly basis to our clients. Revenues are recognised as services are performed in accordance with the terms of the arrangement with

the client.

Operation and Maintenance

Revenue from operation and maintenance relate to services rendered under our IAM segment, which include industrial operations and maintenance services, managed services and technical and consultancy services. Arrangements with clients for operations and maintenance services and managed services are mostly based on time, material and fixed-price contracts. Revenue from technical and consultancy services relate to providing an integrated approach to asset management and delivering end-to-end ERP data solutions. By specializing in the oil and gas industry, we focus on managing asset data and achieving improved information management at the plant level.

Software and Solutions Business

Revenue from software and solutions business relate to services rendered under our GTS segment, which include revenue earned on IT services provided by Brainhunter, our South East Asian operations and our offshore development centers in India.

Other Income

Other income primarily includes interest income, profit on sale of fixed assets, miscellaneous income, and any foreign exchange fluctuation gains.

Expenses

Our expenses consist primarily of cost of services, employee benefit expenses, finance costs, depreciation and amortisation, impairment charges and other expenses.

Cost of Services

Cost of services represents the cost of material consumed and other direct costs associated with our operations. This primarily includes consumables and other materials used in our IFM and IAM business segments.

Employee Benefit Expenses

Employee benefit expenses include salaries (including ESOP expenses), wages and bonus payments to our Associate Employees as well as to our Core Employees, contribution to provident and other funds, leave encashment, insurance, staff welfare and other employee benefit payments. Given our business, employee benefit expenses represent our most significant operating expense.

Finance Costs

Finance costs include interest and other borrowing costs. We have historically funded our operations and inorganic growth through cash from operations and equity and have not incurred any significant debt other than regular working capital arrangements.

Depreciation and Amortization

Depreciation is provided on a proportionate basis for all assets purchased and sold during the period. Our businesses involve limited fixed assets, as historically we have followed an asset light business model. As a result, depreciation and amortisation expenses are not significant in our operations.

Other Expenses

Other expenses include expenses relating to corporate, administration and sales related expenses across businesses. Our significant costs include rental expenses, sub-contractor charges, staff training expenses, travelling and conveyance, legal and professional charges, repairs and maintenance charges and printing and stationery expenses among others.

Taxation

The income-tax expense comprises current tax (i.e. amount of tax for the year determined in accordance with the income-tax law) and deferred tax charge or credit (reflecting the tax effects of timing differences between accounting income and taxable income for the year). The current income tax charge is determined in accordance with the relevant tax regulations applicable to respective entities within the company.

Deferred tax charge or credit are recognized for the future tax consequences attributable to timing difference that result between the profit offered for income taxes and the profit as per the financial statements. The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognized using the tax rates that have been enacted or substantively enacted by the reporting date. Deferred tax assets are recognized only to the extent there is reasonable certainty that the assets can be realized in future; however, when there is a brought forward loss or unabsorbed depreciation under taxation laws, deferred tax assets are recognized only if there is virtual certainty of realisation or such assets. Deferred tax assets are reviewed as at each balance sheet date and written down or written-up to reflect the amount that is reasonably/virtually certain to be realized.

Minimum Alternate Tax (MAT) paid in accordance with the Indian income tax laws, which gives rise to future economic benefits in the form of tax credit against future income tax liability, is recognized as an asset in the balance sheet if there is convincing evidence that the company will pay normal tax after the tax holiday period and the resultant assets can be measured reliably. MAT credit entitlement can be carried forward and utilised for a period of ten years from the year in which the same is availed. Accordingly, it is recognised as an asset in the standalone and consolidated balance sheet when it is probable that the future economic benefit associated with it will flow to us and the asset can be measured reliably. For further details, see "Statement of Tax Benefits" on page 112.

Results of Operations

The following table sets forth certain information with respect to our consolidated results of operations for the periods indicated:

Particulars	Fiscal 2013		Fiscal 2014 (9 months)		Fiscal 2015 (15 months)		Half Year Fiscal 2016	
	(₹ In million)	Percentage of total income (%)	(₹ In million)	Percentage of total income (%)	(₹ In million)	Percentage of total income (%)	(₹ In million)	Percentage of total income (%)
Income								
Revenue from Operations	10,011.53	99.68%	10,060.13	99.79%	25,670.57	99.78%	15,321.12	99.79%
Other Income	31.99	0.32%	21.36	0.21%	57.01	0.22%	32.91	0.21%
Total Income	**10,043.52**	**100.00%**	**10,081.49**	**100.00%**	**25,727.58**	**100.00%**	**15,354.03**	**100.00%**
Expenditure								
Cost of Services	145.64	1.45%	224.90	2.23%	717.35	2.79%	361.34	2.35%
Employee Benefits Expense	9,079.24	90.40%	9,097.29	90.24%	22,683.70	88.17%	13,589.47	88.51%
Finance Costs	176.07	1.75%	88.40	0.88%	218.29	0.85%	127.39	0.83%
Depreciation and Amortisation Expense	43.93	0.44%	42.36	0.42%	101.41	0.39%	61.04	0.40%
Other Expenses	364.18	3.63%	340.27	3.38%	957.34	3.72%	660.00	4.30%
Total Expenditure	**9,809.06**	**97.67%**	**9,793.22**	**97.14%**	**24,678.09**	**95.92%**	**14,799.24**	**96.39%**
Restated Net Profit/ (Loss) before Tax	**234.46**	**2.33%**	**288.27**	**2.86%**	**1,049.49**	**4.08%**	**554.79**	**3.61%**
Tax Expense/ (Income)								
Current Tax	(64.33)	(0.64)%	(94.49)	(0.94)%	(299.52)	(1.16)%	(211.07)	(1.37)%
MAT Credit Utilization/ Entitlement	1.92	0.02%	12.43	0.12%	0.00	0.00%	0.00	0.00%

Particulars	Fiscal 2013		Fiscal 2014 (9 months)		Fiscal 2015 (15 months)		Half Year Fiscal 2016	
	(₹ In million)	Percentage of total income (%)	(₹ In million)	Percentage of total income (%)	(₹ In million)	Percentage of total income (%)	(₹ In million)	Percentage of total income (%)
Deferred Tax Credit/ (Charge) for the Period/ Year	(9.40)	(0.09)%	(15.68)	(0.16)%	(72.92)	(0.28)%	4.47	0.03%
Fringe Benefit Tax	0.00	0.00%	0.00	0.00%	0.00	0.00%	0.00	0.00%
Total Tax Expense	**(71.81)**	**(0.71)%**	**(97.74)**	**(0.97)%**	**(372.44)**	**(1.45)%**	**(206.60)**	**(1.35)%**
Restated Profit Before Minority Interest	**162.65**	**1.62%**	**190.53**	**1.89%**	**677.05**	**2.63%**	**348.19**	**2.27%**
Profit attributable to Minority Shareholders	50.29	0.50%	13.10	0.13%	0.00	0.00%	0.00	0.00%
Restated Profit after Tax for the Year/ Period	**112.36**	**1.12%**	**177.43**	**1.76%**	**677.05**	**2.63%**	**348.19**	**2.27%**

The following table sets forth certain information with respect to our Earnings Before Interest, Taxes, Depreciation and Amortization Expenses (EBITDA) for the periods indicated:

Particulars	Fiscal 2013		Fiscal 2014 (9 months)		Fiscal 2015 (15 months)		Half Year Fiscal 2016	
	(₹ In million)	Percentage of total income (%)	(₹ In million)	Percentage of total income (%)	(₹ In million)	Percentage of total income (%)	(₹ In million)	Percentage of total income (%)
Earnings Before Interest, Taxes Depreciation and Amortisation (EBITDA)[1]	454.46	4.52%	419.03	4.16%	1,369.19	5.32%	743.22	4.84%

[1] *Calculated as our Restated Net Profit (Loss) before Tax plus Depreciation and Amortization Expenses plus Finance Costs*

Half Year Fiscal 2016

In the Half Year Fiscal 2016, we acquired 100.00% shareholding in Aravon Services Private Limited (formerly known as Aramark India Private Limited). Aravon offers facility management services and solutions to its clients and has a strong presence in western India and niche capabilities in facility management for hospitality and healthcare segments.

Income

Our total income was ₹15,354.03 million in the Half Year Fiscal 2016. The following table sets forth certain information relating to our total income and EBITDA for our various business segments:

Segments	Half Year Fiscal 2016			
	Total Income	Percentage of Total Income	EBITDA	EBITDA Margin
	(₹ in million)	(%)	(₹ in million)	(%)
Global Technology Solutions	4,363.97	28.42%	267.67	6.13%
People and Services	8,358.65	54.44%	292.61	3.50%
Integrated Facility Management	1,766.85	11.51%	111.43	6.31%
Industrial Asset Management	843.09	5.49%	111.08	13.18%
Unallocated Other Income	21.47	0.14%	21.47	NA
Unallocated Expenses	--	--	(61.04)	NA
Total	**15,354.03**	**100.00%**	**743.22**	**4.84%**

Revenue from Operations

In the Half Year Fiscal 2016, revenue from operation was ₹15,321.12 million. The following table sets forth certain information relating to our revenue from operations presented in accordance with the nature of business activities undertaken by us:

Revenue	Half Year Fiscal 2016	
	Revenue from Operations	Percentage of Total Revenue from Operations
	(₹ in million)	(%)
Staffing and Recruitment Services	12,546.29	81.89%
Training Fees	302.33	1.97%
Facility Management and Food Services	1,762.39	11.50%
Operation and Maintenance	554.44	3.62%
Software and Solution Business	155.67	1.02%
Total	**15,321.12**	**100.00%**

Other Income

In the Half Year Fiscal 2016, our other income was ₹32.91 million comprising primarily of interest income on term deposits, interest income on income tax refund and net gain from foreign exchange.

Expenditure

In the Half Year Fiscal 2016, our total expenditure was ₹14,799.24 million, or 96.39% of our total income in such period, which comprised of cost of services of ₹361.34 million, employee benefit expenses of ₹13,589.47 million, finance costs of ₹127.39 million, depreciation and amortization expense of ₹61.04 million and other expenses ₹660.00 million. Given the nature of our business, employee benefit expenses represents the significant majority of our total expenditure and represented 91.83% of our total expenditure in the Half Year Fiscal 2016.

Cost of Services

Cost of services incurred was ₹361.34 million in the Half Year Fiscal 2016 primarily representing cost of material consumed and other direct costs, in particular costs related to the IFM and IAM business segments. As a percentage of total income, cost of services was 2.35% in the Half Year Fiscal 2016.

Employee Benefit Expenses

Employee benefit expenses represents our most significant operating expenditure and was ₹13,589.47 million in the Half Year Fiscal 2016. As a percentage of total income, employee benefit expenses were 88.51% in the Half Year Fiscal 2016.

As of September 30, 2015 we had more than 118,000 employees, including more than 115,000 Associate Employees and more than 3,000 Core Employees, compared to more than 92,000 employees as March 31, 2015. The significant increase in the number of employees reflected the growth across our various business segments.

Finance Costs

Finance cost was ₹127.39 million in the Half Year Fiscal 2016, which included interest expenses and other borrowing costs. As a percentage of total income, finance cost was 0.83% in the Half Year Fiscal 2016.

Depreciation and Amortization Expenses

Depreciation and amortization expenses in the Half Year Fiscal 2016 were ₹61.04 million, primarily attributable to depreciation on gross block of leasehold improvements, furniture and fixtures, vehicles, office equipment, plant and machinery and computer equipment.

Other Expenses

Other expenses was ₹660.00 million, representing 4.30% of total income in the Half Year Fiscal 2016, primarily relating to rental expenses, sub-contractor charges, staff training expenses, travelling and conveyance, legal and professional charges, repairs and maintenance charges and printing and stationery expenses.

Profit before Tax

For the reasons discussed above, our restated profit before tax was ₹554.79 million in the Half Year Fiscal 2016.

Tax Expense

Our tax expense was ₹206.60 million in the Half Year Fiscal 2016, primarily attributable to current tax, in part offset by deferred tax credit.

Profit before Minority Interest

Our restated profit before minority interest in the Half Year Fiscal 2016 was ₹348.19 million.

Profit after Tax

For the reasons discussed above, our restated profit after tax was ₹348.19 million in the Half Year Fiscal 2016. Our profit margin, calculated as our profit after tax, as restated, presented as a percentage of our total income, was 2.27% in such period.

Earnings before Interest, Taxes, Depreciation and Amortisation (EBITDA)

Our EBITDA was ₹743.22 million for the Half Year Fiscal 2016. Our EBITDA margin (calculated as EBITDA as a percentage of our total income) was 4.84% in such period.

Fiscal 2015 (15 months) Compared to Fiscal 2014 (9 months)

Our Company's fiscal year ends on March 31 of each year, except that in 2014 our Company aligned its fiscal year end to that of our corporate Promoter TCIL, December 31. However, our Company subsequently reverted to a March 31 year end in fiscal 2015. Accordingly, our results of operations in Fiscal 2014 (9 months) and Fiscal 2015 (15 months) are not comparable to each other or to the results of operations in other 12-month fiscal periods.

The significant developments in Fiscal 2015 (15 months) include the following:

- On June 27, 2014, we acquired 100.00% shareholding in Hofincons, thereby commencing our industrial operations and maintenance business.

- On October 23, 2014, we acquired 100.00% shareholding in Brainhunter, thereby commencing our international IT staffing business; and

- On November 3, 2014, we acquired 49.00% shareholding in MFX, which is primarily engaged in providing IT services and solutions.

- Pursuant to the approval of the High Court of Karnataka, Avon and Magna Infotech were merged into our Company with effect from January 1, 2014, while Hofincons was merged into our Company with effect from July 1, 2014. For further details, "History and Certain Corporate Matters" on page 157.

Accordingly, our results of operations in Fiscal 2015 (15 months) are not comparable to that in Fiscal 2014 (9 months) not only due to the difference in the length of the fiscal period but also since our consolidated results of operations in Fiscal 2015 (15 months) also consolidate results of operations of Hofincons and Brainhunter with effect from the relevant acquisition dates.

Income

Total income was ₹25,727.58 million in Fiscal 2015 (15 months) compared to total income of ₹10,081.49 million in Fiscal 2014 (9 months). The following table sets forth certain information relating to our total income, EBITDA and EBITDA margin (EBITDA calculated as a percentage of total income) presented for our various business segments:

Segments	Fiscal 2014 (9 months)				Fiscal 2015 (15 months)			
	Total Income	Percentage of Total Income	EBITDA	EBITDA Margin	Total Income	Percentage of Total Income	EBITDA	EBITDA Margin
	(₹ in million)	(%)	(₹ in million)	(%)	(₹ in million)	(%)	(₹ in million)	(%)
Global Technology Solutions	2,622.62	26.01%	206.48	7.87%	7,372.41	28.66%	644.18	8.74%
People and Services	6,188.01	61.38%	156.65	5.97%	14,036.06	54.56%	413.06	2.94%
Integrated Facility Management	1,257.59	12.47%	162.95	6.21%	3,021.13	11.74%	198.68	6.58%
Industrial Asset Management	0.00	0.00%	0.00	0.00%	1,273.77	4.95%	181.79	14.27%
Unallocated Other Income	13.27	0.13%	13.27	NA	24.21	0.09%	24.21	NA
Unallocated Expenses	--	--	(120.32)	NA	--	--	(92.73)	NA
Total	**10,081.49**	**100.00%**	**419.03**	**4.16%**	**25,727.58**	**100.00%**	**1,369.19**	**5.32%**

Revenue from Operations

In Fiscal 2015 (15 months) revenue from operation was ₹25,670.57 million compared to ₹10,060.13 million in Fiscal 2014 (9 months).

The relative increase in revenue from operations reflect a growth in our existing businesses as well as additional revenues from operation and maintenance services and IT staffing (North America) businesses of Hofincons and Brainhunter. Our consoldiated results of operations in Fiscal 2015 (15 months) reflect approximately nine months of revenues from operations of Hofincons and approximately five months of revenues from operations of Brainhunter.

The following table sets forth certain information relating to our revenue from operations presented in accordance with the nature of business activities undertaken by us:

Revenue	Fiscal 2014 (9 months)		Fiscal 2015 (15 months)	
	Revenue from Operations	Percentage of Total Revenue from Operations	Revenue from Operations	Percentage of Total Revenue from Operations
	(₹ in million)	(%)	(₹ in million)	(%)
Staffing and Recruitment Services	8,774.77	87.22%	21,464.75**	83.62%
Training Services	29.56	0.29%	201.20	0.78%
Facility Management and Food Services	1,255.80	12.48%	3,008.57*	11.72%
Operation and Maintenance	0.00	0.00%	874.91*	3.41%
Software and Solution Business	0.00	0.00%	121.14	0.47%
Total	**10,060.13**	**100.00%**	**25,670.57**	**100.00%**

* *Includes approximately nine months of revenues from operations of Hofincons following acquisition with effect from June 27, 2014.*

** *Represents approximately five months of revenues from operations of Brainhunter following acquisition with effect from October 23, 2014.*

- ***Staffing and Recruitment Services***

  Revenue from staffing and recruitment services was ₹21,464.75 million in Fiscal 2015 (15 months) compared to ₹8,774.77 million in Fiscal 2014 (9 months). As a percentage of total revenue from operations, staffing and recruitment services however decreased marginally from 87.22% in Fiscal 2014 (9 months) to 83.62% in Fiscal 2015 (15 months), in particular as we commenced our operations and maintenance business and software and solutions business during Fiscal 2015 (15 months).

Revenue from staffing and recruitment services represents revenues from staffing services and revenues from selection and recruitment business. The significant increase in staffing services in Fiscal 2015 (15 months) compared to that in Fiscal 2014 (9 months) resulted from the rapid growth of our general staffing and IT staffing businesses. Such growth was in part a result of our verticalisation strategy and increasing capabilities in new verticals such as, IT staffing as well as new industry sectors in general staffing.

In addition, we acquired Brainhunter in October 2014, and although such consolidation does not reflect the full year operations of Brainhunter, the IT staffing business of Brainhunter also contributed to the significant increase in revenue from staffing services in Fiscal 2015 (15 months).

While our recruitment services continue to be an important strategic element in our business, revenues from recruitment services continue to represent a small percentage of our total revenues. The relative increase in recruitment and selection business was observed primarily on account of organic growth in the recruitment business, increasing acceptance of recruitment process outsourcing (RPO) by our clients and the increase in executive search mandates as the general economy in India improved in fiscal 2015.

- ***Training Services***

  Revenue from training services, primarily representing income received under the government training and skill development programs, was ₹201.20 million in Fiscal 2015 (15 months) compared to ₹29.56 million in Fiscal 2014 (9 months). The relative increase in revenue from training fees in Fiscal 2015 (15 months) was primarily on account of increased activity in various placement linked skill development programs executed in collaboration with the GoI and State governments. Revenue from training fees represent a relatively small percentage of our total revenues, representing 0.29% and 0.78% of our total revenues from operations in Fiscal 2014 (9 months) and Fiscal 2015 (15 months), respectively.

- ***Facility Management and Food Services***

  Revenue from facility management and food services was ₹3,008.57 million in Fiscal 2015 (15 months) compared to ₹1,255.80 million in Fiscal 2014 (9 months). The relative increase was primarily on account of the significant growth in our IFM segment as we expanded the range of services provided, in particular the range of soft services provided, as well as the introduction of additional services including pest control services and guest house / serviced apartments maintenance services. In addition, as a result of the acquisition of Hofincons, we also introduced hard services as part of our facility management services including electro-mechanical services, water supply management, HVAC and handyman services, carpentry, plumbing and diesel generator set operations.

  Revenue from facility management and food services was the second largest source of revenues, representing 12.48% and 11.72% of our total revenue from operations in Fiscal 2014 (9 months) and Fiscal 2015 (15 months), respectively.

- ***Operation and Maintenance***

  Revenue from operation and maintenance activities commenced with the acquisition of Hofincons in June 2014. Revenue from operation and maintenance also includes the managed services that we provide to our telecom and utility clients under our IAM business segment. Revenue from operation and maintenance services was ₹874.91 million in Fiscal 2015 (15 months), and represented 3.41% of our total revenues from operations in such period. Since our consolidated results of operations only reflect the results of operations of Hofincons with effect from its acquisition in June 2014, it reflects approximately nine months of results of operations for Hofincons.

- ***Software and Solution Business***

  In Fiscal 2015 (15 months), revenue from our software and solution business was ₹121.14 million. These revenue streams were added as a result of the acquisition of Brainhunter in October 2014 and the establishment of our offshore delivery centers in Chennai and Bengaluru. We did not record any such revenue in Fiscal 2014 (9 months). Revenue from software and solution business represented 0.47% of our total revenues in Fiscal 2015 (15 months).

Other Income

Other income primarily includes interest income, write back of liabilities, profit on sale of fixed assets, miscellaneous income, and foreign exchange fluctuation gains.

In Fiscal 2015 (15 months) other income was ₹57.01 million compared to ₹21.36 million in Fiscal 2014 (9 months).

As a percentage of total income, other income was 0.22% in Fiscal 2015 (15 months) and 0.21% in Fiscal 2014 (9 months).

Expenditure

In Fiscal 2015 (15 months), total expenditure was ₹24,678.09 million or 95.92% of our total income in such period, while in Fiscal 2014 (9 months), total expenditure was ₹9,793.22 million, representing 97.14% of our total income in such period.

Cost of Services

Cost of services was ₹717.35 million in Fiscal 2015 (15 months), compared to cost of services of ₹224.90 million in Fiscal 2014 (9 months). Cost of services primarily includes cost of material consumed and other direct costs. The relative increase of cost of material consumed reflects our growth in operations, particularly in the IFM segment as well as the recently commenced IAM segment through the acquisition of Hofincons. As a percentage of total income, cost of services was 2.23% and 2.79% in in Fiscal 2014 (9 months) and Fiscal 2015 (15 months), respectively.

Employee Benefit Expenses

Employee benefits expenses represents our most significant operating expenditure and was ₹22,683.70 million in Fiscal 2015 (15 months), compared to ₹9,097.29 million in Fiscal 2014 (9 months). As a percentage of total income, employee benefit expenses marginally decreased to 88.17% in Fiscal 2015 (15 months) compared to 90.24% in Fiscal 2014 (9 months).

The relative increase in employee benefit expenses was primarily attributable to increase in salaries and remuneration of our Associate Employees and corresponding increase in contribution to provident fund and employee state insurance in respect of our Associate Employees. There was an increase in the number of Associate Employees as a result of the organic growth in our business as well as the acquisitions completed in Fiscal 2015 (15 months), i.e. Hofincons and Brainhunter. As of March 31, 2015, we had approximately 92,000 employees including approximately 90,000 Associate Employees and approximately 2,000 Core Employees, compared to approximately 67,000 employees as of December 31, 2013.

Salaries and wages was ₹20,893.39 million, and contribution to provident and other funds was ₹1,534.85 million in Fiscal 2015 (15 months); while salaries and wages were ₹8,481.93 million, and contribution to provident and other funds was ₹579.58 million in Fiscal 2014 (9 months). Staff welfare expense was ₹255.46 million in Fiscal 2015 (15 months), compared to ₹14.52 million in Fiscal 2014 (9 months). We incurred employee stock option expense of ₹21.26 million in Fiscal 2014 (9 months) while no such expense was incurred in Fiscal 2015 (15 months).

Finance Costs

Finance costs were ₹218.29 million in Fiscal 2015 (15 months), while it was ₹88.40 million in Fiscal 2014 (9 months). Finance costs include interest expenses of ₹205.84 million and other borrowing costs of ₹12.45 million in Fiscal 2015 (15 months) while interest expenses was ₹85.90 million and other borrowing costs was ₹2.50 million in Fiscal 2014 (9 months).

As a percentage of total income, finance costs remained relatively insignificant, at 0.88% and 0.85% in Fiscal 2014 (9 months) and Fiscal 2015 (15 months), respectively. The relative increase in finance costs in Fiscal 2015 (15 months) was primarily attributable to interest payments on additional working capital facilities from banks reflecting the growth in our operations.

Depreciation and Amortization Expenses

Depreciation and amortization expenses in Fiscal 2015 (15 months) was ₹101.41 million comprising depreciation and amortization of tangible as well as intangible assets, while it was ₹42.36 million in Fiscal 2014 (9 months). The relative increase in depreciation expenses was attributable to the depreciation on additions in tangible assets, including leasehold improvements, furniture and fixtures, computers, and office equipment acquired in connection with the establishment of our corporate office, the offshore delivery centers in Chennai and Bengaluru as well as additions in tangible and intangible assets on account of organic growth and acquisitions made in Fiscal 2015 (15 months). As a percentage of total income, depreciation and amortization costs were 0.42% and 0.39% in in Fiscal 2014 (9 months) and Fiscal 2015 (15 months), respectively.

Other Expenses

Other expenses were ₹957.34 million in Fiscal 2015 (15 months), compared to ₹340.27 million in Fiscal 2014 (9 months). Although there was a relative increase in other expenses in Fiscal 2015 (15 months) compared to that in Fiscal 2014 (9 months), as a percentage of total income, other expenses remained relatively steady at 3.72% in Fiscal 2105 (15 months) compared to 3.38% in Fiscal 2014 (9 months).

The most significant components of other expenses include sub-contractor charges, rent costs, travelling and conveyance, legal and professional fees, communication expenses and training expenses. We incurred sub-contractor charges of ₹193.83 million in Fiscal 2015 (15 months), compared to sub-contractor charges of ₹57.25 million in Fiscal 2014 (9 months). Other expenses in Fiscal 2015 (15 months) included rent expenses of ₹190.61 million, travelling and conveyance expenses of ₹111.14 million, legal and professional expenses of ₹66.01 million, communication expenses of ₹53.74 million, compared to rent expenses were ₹66.97 million, travelling and conveyance expenses were ₹37.13 million, legal and professional expenses were ₹25.27 million and communication expenses were ₹23.84 million in Fiscal 2014 (9 months).

Profit before Tax and Minority interest

For the reasons discussed above, restated profit before tax and minority interest was ₹1,049.49 million in Fiscal 2015 (15 months) compared to restated profit before tax and minority interest of ₹288.27 million in Fiscal 2014 (9 months).

Provision for Taxation

Our tax expenses in Fiscal 2015 (15 months) were ₹372.44 million, including ₹299.52 million of current tax. In addition, there was a deferred tax charge of ₹72.92 million in Fiscal 2015 (15 months). Our tax expense in Fiscal 2014 (9 months) was ₹97.74 million, consisting of ₹94.49 million of current tax less MAT credit utilization of ₹12.43 million. In addition, there was a deferred tax charge of ₹15.68 million in Fiscal 2014 (9 months).

Profit before Minority Interest

Restated profit before minority interest in Fiscal 2015 (15 months) was ₹677.05 million while it was ₹190.53 million in Fiscal 2014 (9 months).

Profit after Tax

For the reasons discussed above, restated profit after tax was significantly higher at ₹677.05 million in Fiscal 2015 (15 months), compared to restated profit after tax of ₹177.43 million in Fiscal 2014 (9 months). Our profit margin, calculated as our profit after tax, as restated, presented as a percentage of our total income, increased to 2.63% in Fiscal 2015 (15 months) from 1.76% in Fiscal 2014 (9 months).

Earnings before Interest, Taxes, Depreciation and Amortisation (EBITDA)

EBITDA was ₹1,369.19 million in Fiscal 2015 (15 months) compared to EBITDA of ₹419.03 million in Fiscal 2014 (9 months). EBITDA margin (EBITDA as a percentage of our total income) was relatively higher at 5.32% in Fiscal 2015 (15 months) compared to 4.16% in Fiscal 2014 (9 months).

Fiscal 2014 (9 months) Compared to Fiscal 2013

Our Company's fiscal year ends on March 31 of each year, except that in 2014 our Company aligned its fiscal year end to that of our corporate Promoter TCIL, December 31. Accordingly, our results of operations in Fiscal 2014 (9 months) and Fiscal 2013 are not comparable to each other.

The significant developments in Fiscal 2014 (9 months) include the following:

- With effect from May 13, 2013, we increased our shareholding in Avon Facility Management from 73.96% to 100.00%

- With effect from May 13, 2013, we also increased our shareholding in Magna Infotech from 51.00% to 100.00%.

Accordingly, our results of operations in Fiscal 2014 (9 months) are not comparable to that in Fiscal 2013 not only due to the difference in the length of the fiscal period but also since our consolidated results of operations in Fiscal 2014 (9 months) reflect the increased shareholding in Avon Facility Management and Magna Infotech with effect from the relevant acquisition dates.

Income

Total income was ₹10,081.49 million in Fiscal 2014 (9 months), while total income in Fiscal 2013 was ₹10,043.52 million. The following table sets forth certain information relating to our total income, EBITDA and EBITDA margin (EBITDA calculated as a percentage of total income) presented for our various business segments:

Segments	Fiscal 2013				Fiscal 2014 (9 months)			
	Total Income	Percentage of Total Income	EBITDA	EBITDA Margin	Total Income	Percentage of Total Income	EBITDA	EBITDA Margin
	(₹ in million)	(%)	(₹ in million)	(%)	(₹ in million)	(%)	(₹ in million)	(%)
Global Technology Solutions	2,687.15	26.76%	180.67	6.72%	2,622.62	26.01%	206.48	7.87%
People and Services	6,220.46	61.94%	287.61	4.62%	6,188.01	61.38%	156.65	2.53%
Integrated Facility Management	1,123.33	11.18%	74.55	6.64%	1,257.59	12.47%	162.95	12.96%
Unallocated Other Income	12.58	0.13%	12.58	NA	13.27	0.13%	13.27	NA
Unallocated Expenses	--	--	(100.95)	NA	--	--	(120.32)	NA
Total	**10,043.52**	**100.00%**	**454.46**	**4.53%**	**10,081.49**	**100.00%**	**419.03**	**4.16%**

Revenue from Operations

In Fiscal 2014 (9 months) revenue from operation was ₹10,060.13 million compared to ₹10,011.53 million in Fiscal 2013.

The relative increase in revenue from operations reflects organic growth in our existing businesses.

The following table sets forth certain information relating to our revenue from operations presented in accordance with the nature of business activities undertaken by us:

Revenue	Fiscal 2013		Fiscal 2014 (9 months)	
	Revenue from Operations (₹ in million)	Percentage of Total Revenue from Operations (%)	Revenue from Operations (₹ in million)	Percentage of Total Revenue from Operations (%)
Staffing and Recruitment Services	8,829.98	88.20%	8,774.77	87.22%
Training Services	68.03	0.68%	29.56	0.29%

Facility Management and Food Services	1,113.52	11.12%	1,255.80	12.48%
Total	**10,011.53**	**100.00%**	**10,060.13**	**100.00%**

- ***Staffing and Recruitment Services***

  Revenue from staffing and recruitment services was ₹8,774.77 million in Fiscal 2014 (9 months) compared to ₹8,829.98 million in Fiscal 2013. As a percentage of total revenue from operations, revenues from staffing and recruitment services were 87.22% in Fiscal 2014 (9 months) compared to 88.20% in Fiscal 2013.

  Our staffing services business (both general staffing and IT staffing) grew in Fiscal 2014 (9 months) primarily due to increase in Associate Employees and addition of new clients. The number of Associate Employees increased from more than 51,000 as of March 31, 2013 to more than 54,000 as of December 31, 2013. We also experienced significant increase in the number of clients for our staffing and recruitment services in Fiscal 2014 (9 months). Revenue from selection business comprises of executive search, recruitment and RPO and represent a small percentage of our total revenues from operations.

- ***Training Fees***

  Revenue from training services was ₹29.56 million in Fiscal 2014 (9 months) compared to ₹68.03 million in Fiscal 2013. We experienced a relative decrease in training fees in Fiscal 2014 (9 months) as no additional projects were taken up by us in this period. Revenue from training fees represented 0.68% and 0.29% of our total revenues from operations in Fiscal 2013 and Fiscal 2014 (9 months), respectively.

- ***Facility Management and Food Services***

  Revenue from facility management and food services was ₹1,255.80 million in Fiscal 2014 (9 months) compared to ₹1,113.52 million in Fiscal 2013. The relative increase was primarily on account of the significant organic growth in our IFM business segment with a significant increase in Associate Employees for facility management services and increase in client coverage resulting from our focus on growing our food and hospitality service offerings.

  Revenue from facility management and food services was the second largest source of revenues, and as a percentage of total revenue from operations, facility management and food services revenue was 12.48% in Fiscal 2014 (9 months) compared to 11.12% in Fiscal 2013.

Other Income

Other income primarily relates to interest income, gain from foreign exchange and other miscellaneous income. In Fiscal 2014 (9 months) other income was ₹21.36 million primarily comprising interest income on term deposits of ₹1.57 million, interest income on income tax refund of ₹13.27 million and net gain from foreign exchange of ₹5.88 million. In Fiscal 2013, other income was ₹31.99 million primarily comprising of interest income on term deposits of ₹12.16 million, interest on income tax refund of ₹12.58 million, reversal of provision for doubtful debts of ₹6.28 million and net gain from foreign exchange of ₹0.06 million respectively.

As a percentage of total income, other income was 0.21% in Fiscal 2014 (9 months) compared to 0.32% in Fiscal 2013.

Expenditure

In Fiscal 2014 (9 months), total expenditure was ₹9,793.22 million or 97.14% of our total income in such period, while in Fiscal 2013, total expenditure was ₹9,809.06 million, or 97.67% of our total income in such period.

Cost of Services

Cost of services was ₹224.90 million in Fiscal 2014 (9 months), while it was ₹145.64 million in Fiscal 2013. Cost of services mainly comprise cost of material consumed and other direct costs. The relative increase in cost of material consumed was driven by the growth in our IFM business operations. As a percentage of total

income, cost of services was 2.23% in Fiscal 2014 (9 months) compared to and 1.45% in Fiscal 2013.

Employee Benefit Expenses

Employee benefits expense is our most significant operating expenditure and was ₹9,097.29 million in Fiscal 2014 (9 months), while it was ₹9,079.24 million in Fiscal 2013. As a percentage of total income, employee benefit expenses decreased marginally to 90.24% in Fiscal 2014 (9 months) from 90.40% in Fiscal 2013.

The relative increase in employee benefit expense in Fiscal 2014 (9 months) compared to that in Fiscal 2013 was on account of organic growth across our businesses and consequent increase in the number of Associate Employees. As of December 31, 2013, we had approximately 67,000 employees, including approximately 66,000 Associate Employees and more than 1,000 Core Employees, while as of March 31, 2013 we had more than 61,000 employees including approximately 60,000 Associate Employees and more than 1,000 Core Employees.

Salaries and wages was ₹8,481.93 million, and contribution to provident and other funds was ₹579.58 million in Fiscal 2014 (9 months); while salaries and wages were ₹8,419.46 million, and contribution to provident and other funds was ₹603.13 million in Fiscal 2013. Expense on employee stock option scheme was however lower at ₹21.26 million in Fiscal 2014 (9 months), compared to ₹39.06 million in Fiscal 2013. Staff welfare expense was ₹14.52 million in Fiscal 2014 (9 months), compared to ₹17.59 million in Fiscal 2013.

Finance Costs

Finance costs were ₹88.40 million in Fiscal 2014 (9 months), while it was ₹176.07 million in Fiscal 2013. The decrease in finance costs in Fiscal 2014 (9months) was primarily on account of additional equity investment from TCIL in our Company during such period. As a percentage of total income, finance costs remained relatively insignificant.

Depreciation and Amortization Expenses

Depreciation and amortization expenses in Fiscal 2014 (9 months) was ₹42.36 million, comprising depreciation and amortization of tangible as well as intangible assets, while it was ₹43.93 million in Fiscal 2013. As a percentage of total income, depreciation and amortization costs were 0.42% in Fiscal 2014 (9 months) compared to and 0.44% in Fiscal 2013.

Other Expenses

Other expenses were ₹340.27 million in Fiscal 2014 (9 months), compared to ₹364.18 million in Fiscal 2013. Although there was a relative increase in other expenses in Fiscal 2014 (9 months) compared to that in Fiscal 2013, as a percentage of total income, other expenses decreased to 3.38% in Fiscal 2014 (9 months) compared to 3.63% in Fiscal 2013.

Sub-contractor charges of ₹57.25 million in Fiscal 2014 (9 months) while in Fiscal 2013, sub-contractor charges were ₹60.49 million. Rent represented a significant portion of our other expenses, at ₹66.97 million in Fiscal 2014 (9 months) compared to ₹74.42 million in Fiscal 2013. Travelling and conveyance expenses was ₹37.13 million in Fiscal 2014 (9 months) compared to ₹42.85 million in Fiscal 2013.

In addition, there were communication expenses of ₹23.84 million, training expenses of ₹13.88 million and legal and professional fees of ₹25.27 million in Fiscal 2014 (9 months); while communication expenses were ₹31.82 million, training expenses were ₹18.64 million and legal and professional fees were ₹31.99 million in Fiscal 2013.

Profit before Tax and Minority Interest

For the reasons discussed above, our restated profits before tax and minority interest in Fiscal 2014 (9 months) were ₹288.27 million compared to restated profit before tax and minority interest of ₹234.46 million in Fiscal 2013.

Provision for Taxation

Our tax expenses in Fiscal 2014 (9 months) were ₹97.74 million, consisting of ₹94.49 million of current tax less MAT credit utilization of ₹12.43 million. In addition, there was a deferred tax charge of ₹15.68 million in Fiscal 2014 (9 months). Our tax expense in Fiscal 2013 was ₹71.81 million, consisting of ₹64.33 million of current tax less MAT credit utilization of ₹1.92 million. In addition, there was a deferred tax charge of ₹9.40 million in Fiscal 2013.

Profit before Minority Interest

Restated profit before minority interest in Fiscal 2014 (9 months) was ₹190.53 million compared to ₹162.65 million in Fiscal 2013.

Profit after Tax

For the reasons discussed above, restated profit after tax was significantly higher at ₹177.43 million in Fiscal 2014 (9 months) compared to restated profit after tax of ₹112.36 million in Fiscal 2013. Our profit margin, calculated as our profit after tax, as restated, presented as a percentage of our total income, was 1.76% in Fiscal 2014 (9 months) compared to 1.12% in Fiscal 2013.

Earnings before Interest, Taxes, Depreciation and Amortisation (EBITDA)

EBITDA was ₹419.03 million in Fiscal 2014 (9 months) compared to ₹454.46 million in Fiscal 2013. EBITDA margin (EBITDA calculated as a percentage of our total income) was relatively steady at 4.16% in Fiscal 2014 (9 months) compared to 4.52% in Fiscal 2013.

Liquidity and Capital Resources

Historically, our primary liquidity requirements have been to fund our working capital requirements, capital expenditure and acquisitions. We have funded these primarily through cash generated from operations, bank borrowings and shareholders' equity.

We expect to meet our working capital, planned capital expenditure and acquisitions requirements for the next 24 months primarily from the cash flows from business operations, borrowings from banks and financial institutions and the proceeds of this Issue.

Cash Flows

The following table sets forth certain information relating to our cash flows on a consolidated basis for the periods indicated:

Particulars	Fiscal 2013	Fiscal 2014 (9 months)	Fiscal 2015 (15 months)	Half Year Fiscal 2016
	(₹ in million)			
Net cash generated from/(used in) operating activities	(161.20)	153.42	24.29	(221.82)
Net cash generated from/(used in) investing activities	(41.39)	(659.80)	(691.94)	(74.29)
Net cash (generated from)/ used in the financing activities	148.41	638.43	797.76	296.47
Net increase/(decrease) in cash and cash equivalents	**(54.18)**	**132.05**	**130.11**	**0.36**
Cash and cash equivalents at the beginning of the year	175.46	121.28	253.01	743.42
Cash and cash equivalents acquired on acquisition	0.00	0.00	368.96	19.45
Effects of exchange differences on translation of foreign currency cash and cash equivalents	0.00	(0.32)	(8.66)	0.53
Cash and cash equivalents at the end of the periods / years	**121.28**	**253.01**	**743.42**	**763.76**

Operating Activities

Half Year Fiscal 2016

In Half Year Fiscal 2016, net cash flows used in operating activities was ₹221.82 million and the operating profit before working capital changes was ₹769.06 million. The main working capital adjustments were increase in current liabilities and short-term provisions of ₹524.72 million, increase in non-current liabilities and long term provisions of ₹62.73 million, which was offset primarily by an increase in trade receivables of ₹583.81 million, increase in inventories of ₹3.44 million, increase in long term loans and advances of ₹9.53 million and an increase in short term loans and advances of ₹875.87 million. Income tax paid was ₹105.68 million in Half Year Fiscal 2016.

Fiscal 2015 (15 months)

In Fiscal 2015 (15 months), net cash flows generated from operating activities was ₹24.29 million and operating profit before working capital changes was ₹1,378.43 million. The main working capital adjustments were increase in current liabilities and short-term provisions of ₹181.33 million, decrease in inventories of ₹0.04 million which was offset primarily by decrease in non-current liabilities and long term provisions of ₹33.80 million, an increase in trade receivables of ₹646.45 million, increase in long term loans and advances of ₹23.05 million and an increase in short term loans and advances of ₹420.10 million. Income tax paid was ₹412.11 million in Fiscal 2015 (15 months).

Fiscal 2014 (9 months)

In Fiscal 2014 (9 months), net cash flows generated from operating activities was ₹153.42 million and operating profit before working capital changes of ₹454.31 million. The main working capital adjustments were decrease in trade receivables of ₹317.84 million, decrease in long term loans and advances of ₹2.04 million increase in non-current liabilities and long term provisions of ₹17.66 million which was offset primarily by decrease in current liabilities and short-term provisions of ₹93.50 million, increase in inventories of ₹0.64 million, and an increase in short term loans and advances of ₹295.32 million. Income tax paid was ₹248.97 million in Fiscal 2014 (9 months).

Fiscal 2013

In Fiscal 2013, net cash flows used in operating activities was ₹161.20 million and operating profit before working capital changes of ₹492.63 million. The main working capital adjustments were increase in current liabilities and short-term provisions of ₹217.09 million, increase in non-current liabilities and long term provisions of ₹10.89 million, which was offset primarily by an increase in trade receivables of ₹414.14 million, increase in inventories of ₹2.49 million, increase in long term loans and advances of ₹1.45 million and an increase in short term loans and advances of ₹263.64 million. Income tax paid was ₹200.09 million in Fiscal 2013.

Investing Activities

Half Year Fiscal 2016

Net cash used in investing activities was ₹74.29 million in Half Year Fiscal 2016, primarily on account of purchase of fixed assets of ₹84.82 million and bank deposits having original maturity of more than twelve months of ₹2.23 million. This amount was partly offset by interest received of ₹5.53 million, bank deposits having original maturity of less than twelve months of ₹7.18 million and proceeds from sale of fixed assets of ₹0.05 million for the Half Year Fiscal 2016.

Fiscal 2015 (15 months)

Net cash used in investing activities was ₹691.94 million in Fiscal 2015 (15 months). This was primarily on account of purchase of fixed assets of ₹146.01 million, investments of ₹524.76 million (primarily relating to our acquisitions of Brainhunter and Hofincons), bank deposits having original maturity of more than 12 months of ₹27.00 million and bank deposits having original maturity of less than 12 months of ₹3.88 million. This amount was partly offset by interest received of ₹8.30 million and proceeds from sale of fixed assets on ₹1.41 million in

Fiscal 2015 (15 months).

Fiscal 2014 (9 months)

Net cash used in investing activities was ₹659.80 million in Fiscal 2014 (9 months). This was primarily on account of purchase of fixed assets of ₹93.41 million and investments of ₹656.63 million (primarily relating to the acquisition of the residual shareholding in Magna Infotech and Avon Facility Management). This amount was partly offset by interest received of ₹12.68 million, proceeds from sale of fixed assets of ₹1.22 million, bank deposits having original maturity of more than 12 months of ₹7.08 million and bank deposits having original maturity of less than 12 months of ₹69.26 million in Fiscal 2014 (9 months).

Fiscal 2013

Net cash used in investing activities was ₹41.39 million in Fiscal 2013. This was primarily on account of purchase of fixed assets of ₹44.68 million, bank deposits having original maturity of more than twelve months of ₹6.64 million and bank deposits having original maturity of less than 12 months of ₹2.71 million. This amount was partly offset by interest received of ₹6.64 million and proceeds from sale of fixed assets of ₹0.58 million.

Financing Activities

Half Year Fiscal 2016

Net cash provided by financing activities in Half Year Fiscal 2016 was ₹296.47 million which primarily consisted of net proceeds from secured working capital borrowings and finance lease of ₹417.15 million. This amount was partly offset by interest paid of ₹120.68 million.

Fiscal 2015 (15 months)

Net cash provided by financing activities in Fiscal 2015 (15 months) was ₹797.76 million which primarily consisted of net proceeds from secured borrowings of ₹1,014.92 million, which primarily consisted of working capital facilities and finance leases. This amount was partly offset by interest paid of ₹217.16 million.

Fiscal 2014 (9 months)

Net cash provided by financing activities in Fiscal 2014 (9 months) was ₹638.43 million which primarily consisted of proceeds from secured working capital borrowings of ₹162.78 million and proceeds from issue of share capital (including share premium) of ₹965.34 million. This amount was offset by interest paid of ₹89.69 million and repayment of inter-corporate deposits of ₹400.00 million.

Fiscal 2013

Net cash provided by financing activities in Fiscal 2013 was ₹148.41 million which primarily consisted of proceeds from receipt of inter-corporate deposits of ₹400.00 million partly offset by interest paid of ₹174.34 million, and decrease in borrowings of ₹77.25 million.

Financial Condition

Trade Receivables

Our trade receivables were ₹3,405.69 million as of September 30, 2015, ₹2,754.51 million as of March 31, 2015, ₹1,246.01 million as of December 31, 2013 and ₹1,580.03 million as of March 31, 2013.

Our general credit terms vary across businesses and clients and normally provide for payment within 30 to 90 days. The increase in our trade receivables is primarily attributable to growth across our business segments and the acquisition of Hofincons, Brainhunter and Aravon.

Our turnover for trade receivables, or debtors' turnover ratio (calculated based on trade receivables divided by revenue from operations over 360 days (with revenue from operations in the six month period, nine month

period and 15 month period annualized)), was 40 days for Half Year Fiscal 2016, 48 days for Fiscal 2015 (15 months), 33 days for Fiscal 2014 (9 months) and 57 days for Fiscal 2013.

Loans and Advances

Long Term

Long term loans and advances comprise security deposits, advance income tax (net of provision for tax), MAT credit entitlement, balance with government authorities and others, prepaid expenses, capital advances and advances to employees. Long term loans and advances was ₹759.67 million as of September 30, 2015, ₹545.08 million as of March 31, 2015, ₹626.07 million as of December 31, 2013 and ₹293.38 million as of March 31, 2013.

Short Term

Short term loans and advances comprise MAT credit entitlement, advance income tax (net of provision for tax), security deposits, prepaid expenses, advance to suppliers, balance with government authorities, loans and advances to related party, employee advances, travel advances and others. Short term loans and advances was ₹283.21 million as of September 30, 2015, ₹436.97 million as of March 31, 2015, ₹88.74 million as of December 31, 2013 and ₹255.01 million as of March 31, 2013.

Cash and Bank Balances

Cash and bank balances comprise cash in hand and cash equivalents, i.e. balances with banks, which is available for use in our operations. Total cash and bank balances was ₹831.40 million as of September 30, 2015, ₹818.25 million as of March 31, 2015, ₹290.84 million as of December 31, 2013 and ₹233.68 million as of March 31, 2013.

Other Current Assets

Other current assets comprises of accrued revenue and interest on term deposits accrued but not due. Service income from time-and-material contracts are recognised as and when the related services are performed and revenue from the end of the last billing to the balance sheet date is recognised as accrued revenue. Other current assets was ₹2,006.97 million as of September 30, 2015, ₹1,305.16 million as of March 31, 2015, ₹823.83 million as of December 31, 2013 and ₹535.18 million as of March 31, 2013.

Current Liabilities

Total current liabilities were ₹5,417.44 million as of September 30, 2015, ₹4,579.79 million as of March 31, 2015, ₹2,069.03 million as of December 31, 2013 and ₹2,445.99 million as of March 31, 2013. Our current liabilities primarily include short term borrowings, trade payables, other current liabilities and short term provisions.

Other Current Liabilities

Other current liabilities primarily include current maturities of long term debt, unearned income, advance received from customers, balance payable to government authorities, book overdraft, payable to minority shareholder, accrued salaries and benefits, provision for expenses, interest accrued but not due, uniform deposits, amounts payable to related party, rent escalations and other liabilities. Other current liabilities were ₹2,701.97 million as of September 30, 2015, ₹1,934.60 million as of March 31, 2015, ₹1,390.18 million as of December 31, 2013 and ₹1,487.06 million as of March 31, 2013.

The increase in other current liabilities is primarily attributable to increase in accrued salaries and benefits which is consistent with the increase in our revenues from operations.

Short Term Borrowings

Short term borrowings were ₹2,390.23 million as of September 30, 2015, ₹2,169.61 million as of March 31, 2015, ₹608.92 million as of December 31, 2013 and ₹879.38 million as of March 31, 2013. The increase in short term borrowings was primarily on account of the acquisition of Brainhunter and the funding of our incremental

working capital requirements resulting from the significant growth in our operations.

Trade Payables

Our trade payables was ₹264.00 million as of September 30, 2015, ₹413.53 million as of March 31, 2015, ₹47.83 million as of December 31, 2013 and ₹57.11 million as of March 31, 2013.

Short Term Provisions

Short term provisions, primarily relating to provision for employee benefits and provision for warranty were ₹61.24 million as of September 30, 2015, ₹62.05 million as of March 31, 2015, ₹22.10 million as of December 31, 2013 and ₹22.44 million as of March 31, 2013.

Fixed Assets

Fixed assets include tangible assets such as leasehold improvements, furniture and fixtures, vehicles, office equipment, plant and machinery and computer equipment. Our net block of tangible assets was ₹177.27 million as of September 30, 2015, ₹145.88 million as of March 31, 2015, ₹75.86 million as of December 31, 2013 and ₹65.44 million as of March 31, 2013. The increase in tangible assets was primarily due to the additions in tangible assets setting up our corporate office, delivery service centers in Chennai and Bengaluru and other additions in tangible and intangible assets on account of acquisitions.

Intangible assets include computer software and goodwill on acquisitions. Our net block of intangible assets was ₹46.18 million as of September 30, 2015, ₹42.94 million as of March 31, 2015, ₹42.22 million as of December 31, 2013 and ₹19.18 million as of March 31, 2013.

Indebtedness

As of September 30, 2015, we had outstanding indebtedness of ₹2,587.47 million. The following table sets forth certain information relating to our outstanding indebtedness as of September 30, 2015:

Particulars	**Amount (₹ in million)**
Long term borrowings	
Secured	197.24
Unsecured	0.00
Total long term borrowings	**197.24**
Short Term Borrowings	
Secured	2,390.23
Unsecured	0.00
Total Short Term Borrowings	**2,390.23**

Of our total outstanding borrowings of ₹2,587.47 million as of September 30, 2015, ₹2,092.30 million was denominated in Rupees and ₹495.17 million was denominated in Canadian Dollars. The principal amounts outstanding under the borrowings bear interest either at a fixed rate or at a floating rate. For further details, see "Financial Indebtedness" on page 396.

Contractual Obligations and Commitments

The following table sets forth certain information relating to future payments due under known contractual commitments as of September 30, 2015, aggregated by type of contractual obligation:

Particulars	**As of September 30, 2015**			
	Payment due by period			
	Total	**Less than 1 year**	**1-5 years**	**More than 5 years**
	(₹ in million)			
Obligations under capital leases	0.88	0.88	0.00	0.00
Capital commitments	0.14	0.14	0.00	0.00
Non-cancellable operating lease	416.98	150.28	238.20	28.50

Particulars	As of September 30, 2015			
	Payment due by period			
	Total	Less than 1 year	1-5 years	More than 5 years
	(₹ in million)			
obligations				
Short-term borrowings	2,390.23	2,390.23	-	-
Long-term borrowings	197.24	-	197.24	-
Trade Payables	264.00	264.00	-	-
Total Contractual Obligations	**3,269.47**	**2,805.53**	**435.44**	**28.50**

Contingent Liabilities and other Off-Balance Sheet Arrangements

The following table sets forth certain information relating to our contingent liabilities as of September 30, 2015:

Particulars	Amount (₹ in million)
Contingent Liabilities	
Indirect tax demands	103.29
Direct tax demands (based on assessment orders)	11. 86
Guarantees issued in favour of Commercial tax authorities	0.10
Capital commitments	0.14
Total	**115.39**

For further details, see Annexure XIII of our Restated Consolidated Financial Statements on page 276.

Except as disclosed in our Restated Standalone Financial Statements or our Restated Consolidated Financial Statements or otherwise in this Draft Red Herring Prospectus, there are no off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that we believe are material to investors.

Historical and Planned Capital Expenditures

In Fiscal 2013, Fiscal 2014 (9 months), Fiscal 2015 (15 months) and the Half Year Fiscal 2016, our capital expenditure (excluding capital advances) was ₹54.80 million, ₹76.43 million, ₹149.51 million and ₹76.10 million, respectively.

We believe that our capital expenditures in Fiscal 2017 and 2018 will be financed by funds generated from operations, borrowings as well as the proceeds from the Issue. Our actual capital expenditures may be significantly higher or lower than these planned amounts, or the timing of such expenditures may change, due to various factors, including, among others, changes in macroeconomic conditions, unplanned cost overruns and our ability to generate sufficient cash flows from operations.

Related Party Transactions

We enter into various transactions with related parties in the ordinary course of business. Primarily these transactions include loans and advances, transactions relating to rendering of services, managerial remuneration and rental payments. For further details relating to our related party transactions, see Annexure V of our Restated Consoldiated Financial Statements on page 245.

Quantitative and Qualitative Disclosures about Market Risk

We are exposed to various types of market risks in the ordinary course of business, including credit risks, interest rate risks and foreign currency exchange risks.

Credit Risk

We are exposed to credit risk on amounts owed to us by our clients. If our clients do not pay us promptly, or at all, it may impact our working capital cycle and/or we may have to make provisions for or write-off on such amounts.

Interest Rate Risk

Interest rates for borrowings have been volatile in India in recent years. Our operations are funded to a significant extent by debt. Any increase in interest expenses may have an adverse effect on our results of operations and financial condition. Our borrowings may carry interest at variable rates as well as fixed rates. Although we may in the future engage in interest rate hedging transactions or exercise any right available to us under our financing arrangements to terminate the existing debt financing arrangement on the respective reset dates and enter into new financing arrangements, there can be no assurance that we will be able to do so on commercially reasonable terms, that our counterparties will perform their obligations, or that these agreements, if entered into, will protect us adequately against interest rate risks.

Exchange Rate Risk

Changes in currency exchange rates influence our results of operations. A portion of our revenues, particularly relating to our international operations, is denominated in currencies other than Indian Rupees. A portion of our expenses, including operating expenses in connection with our international operations, as well as certain of our capital expenditure on hardware and software, may also be denominated in currencies other than Indian Rupees.

Depreciation of the Indian Rupee against the U.S. dollar and other foreign currencies may adversely affect our results of operations by increasing the cost of financing any debt denominated in foreign currency that we may enter into in the future or any proposed capital expenditure in foreign currencies. Appreciation of the Indian Rupee, on the other hand, may cause our services to be less competitive by raising our prices in terms of such other currencies, or alternatively require us to reduce the Indian Rupee price we charge for our services, either of which could adversely affect our profitability.

Although we may selectively enter into hedging transactions to minimize our currency exchange risks, there can be no assurance that such measures will enable us to avoid the effect of any adverse fluctuations in the value of the Indian Rupee against other relevant foreign currencies.

Liquidity Risk

Liquidity risk arises from the absence of liquid resources, when funding loans, and repaying borrowings. This could be due to a decline in expected collection, or our inability to raise adequate resources at an appropriate price. This risk may be minimized through a mix of strategies, including the maintenance of back-up bank credit lines, having diversified sources for funding both long term and short term loans and following a forward looking borrowing program based on projected loans and maturing obligations.

Unusual or Infrequent Events or Transactions

Except as described in this Draft Red Herring Prospectus, there have been no other events or transactions that, to our knowledge, may be described as "unusual" or "infrequent".

Segment Reporting

Other than as disclosed in our Restated Consolidated Financial Statements on page 200, we do not follow any other segment reporting. See Annexure V of our Restated Consolidated Financial Statements. Our business operations are operationally divided into four principal business segments: Global Technology Solutions, People and Services, Integrated Facility Management and Industrial Asset Management, which have been discussed in detail in this section and in “Our Business” on page 132.

Significant Dependence on Clients

Revenues from any particular client may vary between financial reporting periods depending on the nature and term of ongoing contracts with such client. However, historically certain key clients have accounted for a significant proportion of our revenues in the relevant business segments. In Half Year Fiscal 2016, our top 10 clients contributed 28.68% of our total revenues in such period while our largest client contributed 8.28% of our total revenues in such period.

Known Trends or Uncertainties

Other than as described in this section and in "Risk Factors" on page 353, to our knowledge, there are no known trends or uncertainties that are expected to have a material adverse impact on our revenues or income from continuing operations.

Future Relationship between Cost and Income

Other than as described in this section, "Risk Factors" and "Our Business" on pages 17 and 132, respectively, to our knowledge there are no known factors that will have a material adverse impact on our operations and finances.

Seasonality of Business

Our results of operations do not generally exhibit seasonality. However, we may have variation in our financial results from financial period to financial period as a result of various factors, including those described under "Factors Affecting our Results of Operations" above and in "Risk Factors" on page 17. While the business operations of certain of our clients are seasonal, given the large size of our operations and large and diverse client base, seasonality of businesses affecting such clients do not have any material impact on our business and results of operations.

Competitive Conditions

We operate in a competitive environment. See "Our Business", "Industry" and "Risk Factors" on pages 114, 146 and 26, respectively, for further details on competitive conditions that we face across our various business segments.

Changes in Accounting Policies

There have been no changes in our accounting policies in the last five fiscal years/ periods.

Auditor's Observations

Our statutory auditors have made certain observations in our Restated Standalone Financial Statements and Restated Consolidated Financial Statements.

The statutory auditors report on the standalone financial statements of our Company includes the following observations:

Fiscal 2011

Observations in the Annexure to the auditor's report on the standalone financial statements, on certain matters specified in the Companies (Auditors Report) Order 2003 ("**CARO**").

Clause (iii)(b) of CARO

The Company has granted loan to two companies covered in the register maintained under section 301 of the Companies Act, 1956. The maximum amount outstanding during the period of such loans was ₹43.85 million and the year–end balance of such loans was ₹36.17 million. In the opinion of the statutory auditors, the rate of interest and other terms and conditions on which loans have been granted to companies, firms or other parties listed in the register maintained under section 301 of the Companies Act, 1956 were prima facie prejudicial to the interest of the Company.

Management response. The Company has provided loans to its subsidiaries in the normal course of business. No management action required as there is no impact on profitability at a consolidated level.

Clause (ix)(a) of CARO

The auditor reported that according to the information and explanations given to them and on the basis of their examination of the records of the Company, amounts deducted/accrued in the books of account in respect of income-tax and service tax dues which have not been regularly deposited with appropriate authorities.

According to the information and explanations given to us, there were no other undisputed amounts payable in respect of income-tax, provident fund, employees state insurance and other material statutory dues, which were outstanding as at March 31, 2011 for a period of more than six months from the date they became payable, except as disclosed below:

Name of the statute	Nature of the dues	Amount (₹ in million)	Period to which the amount relates	Due date	Date of payment
Chapter V of Finance Act, 1994	Service tax	10.33	March 2010	April 5, 2010	May 5, 2011
		9.18	April 2010	May 5, 2010	June 9, 2011
		8.44	May 2010	June 5, 2010	June 9, 2011
		11.58	June 2010	July 5, 2010	June 9, 2011
		14.75	July 2010	August 5, 2010	June 9, 2011
		9.86	August 2010	September 5, 2010	June 9, 2011

Management response. The management has taken necessary steps to deposit all statutory dues within the stipulated time period with the appropriate authorities.

Fiscal 2012

Observations in the Annexure to the auditor's report on the Standalone Financial Statements, on certain matters specified in the Companies (Auditors Report) Order 2003 (CARO)

Clause (iii) (b) of CARO

The auditor reported that the Company has granted loan to two companies covered in the register maintained under section 301 of the Companies Act, 1956. The maximum amount outstanding during the period of such loans was ₹74.27 million and the year–end balance of such loans was ₹56.50 million. In their opinion, the rate of interest and other terms and conditions on which loans have been granted to companies, firm or other parties listed in the register maintained under section 301 of the Companies Act, 1956 were prima facie, prejudicial to the interest of the Company.

Management response. The Company has provided loans to its subsidiaries in the normal course of business. No management action required as there is no impact on profitability at a consolidated level.

Clause (ix)(a) of CARO

The auditor reported that according to the information and explanations given to them and on the basis of their examination of the records of the Company, amounts deducted/accrued in the books of account in respect of income-tax and service tax dues which have not been regularly deposited with appropriate authorities. According to the information and explanations given to us, there were no other undisputed amounts payable in respect of income-tax, provident fund, employees state insurance and other material statutory dues, which were outstanding as at March 31, 2012 for a period of more than six months from the date they became payable, except as disclosed below:

Name of the statute	Nature of the dues	Amount (₹ in million)*	Period to which the amount relates	Due date	Date of payment**
Chapter V of Finance Act, 1994	Service tax	14.45	February 2011	March 5, 2011	April 13, 2012
		11.83	March 2011	April 5, 2011	April 30, 2012
		7.89	March 2011	April 5, 2011	May 10, 2012
		15.51	April 2011	May 5, 2011	June 2, 2012
		19.04	May 2011	June 5, 2011	June 21, 2012
		12.91	June 2011	July, 5 2011	July 11, 2012
		12.91	June 2011	July 5, 2011	August 3, 2012
		14.55	July 2011	August 5, 2011	August 3, 2012
		14.55	July 2011	August 5, 2011	August 6, 2012
		14.49	August 2011	September 5, 2011	August 17, 2012
		14.49	August 2011	September 5, 2011	August 31, 2012

* *Amount payable include interest*

** *Dates represent payment of service tax liability excluding interest*

Management response. The management has taken necessary steps to deposit all statutory dues within the stipulated time period in the forthcoming years with the appropriate authorities.

Fiscal 2013

Observations in the Annexure to the auditor's report on the Standalone Financial Statements, on certain matters specified in the Companies (Auditors Report) Order 2003 (CARO)

Clause (iii) (b) of CARO

The auditor reported that the Company has granted loan to two companies covered in the register maintained under section 301 of the Companies Act, 1956. The maximum amount outstanding during the period of such loans was ₹199.95 million and the year–end balance of such loans was ₹165.36 million. In their opinion, the rate of interest and other terms and conditions on which loans have been granted to companies, firm or other parties listed in the register maintained under section 301 of the Companies Act, 1956 were prima facie, prejudicial to the interest of the Company.

Management response. The Company has provided loans to its subsidiaries in the normal course of business. No management action required as there is no impact on profitability at a consolidated level.

Clause (ix)(a) of CARO

The auditor reported that according to the information and explanations given to them and on the basis of their examination of the records of the Company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including provident fund, employee state insurance, income-tax and service tax dues and other material statutory dues have not been regularly deposited with appropriate authorities. As explained to the auditors, the Company did not have any dues on account of investor education and protection fund, sales-tax, wealth tax, customs duty and excise duty. According to the information and explanations given to us, there were no other undisputed amounts payable in respect of income-tax, provident fund, employees state insurance and other material statutory dues, which were outstanding as at March 31, 2013 for a period of more than six months from the date they became payable except for the undisputed amounts payable in respect of interest on service tax, which is outstanding as at March 31, 2013 for a period of more than six months from the date they became payable as disclosed below:

Name of the statute	Nature of the dues	Amount (₹ in million)	Period to which the amount relates	Date of payment
Chapter V of Finance Act, 1994	Interest on service tax	37.11	August 2011 to March 2012	July 18, 2013
Chapter V of Finance Act, 1994	Interest on service tax	9.74	April 2012 to August 2012	July 18, 2013

Management response. The management has taken necessary steps to deposit all statutory dues within the stipulated time period in the forthcoming years with the appropriate authorities.

Fiscal 2014 (9 months)

Observations in the Annexure to the auditor's report on the Standalone Financial Statements, on certain matters specified in the Companies (Auditors Report) Order 2003 (CARO)

Clause (i)(b) of CARO

The auditor reported that the Company has a regular programme of physical verification of its fixed assets by which all fixed assets were verified in a phased manner over a period of three years. The periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its business, except that during the nine months period ended December 31, 2013, the Company had not conducted physical verification of fixed assets.

Management response. The management has taken necessary steps to set up systems and has instituted procedures for ensuring that physical verification of fixed assets is carried out periodically.
Clause (iii) (b) of CARO

The auditor reported that the Company has granted loan to two companies covered in the register maintained under section 301 of the Companies Act, 1956. The maximum amount outstanding during the period of such loans was ₹325.57 million and the period–end balance of such loans was ₹186.95 million. In their opinion, the rate of interest and other terms and conditions on which loans have been granted to companies, firm or other parties listed in the register maintained under section 301 of the Companies Act, 1956 were prima facie, prejudicial to the interest of the Company.

Management response. The Company has provided loans to its subsidiaries in the normal course of business. No management action required as there is no impact on profitability at a consolidated level.

Clause (ix)(a) of CARO

The auditor reported that according to the information and explanations given to them and on the basis of their examination of the records of the Company, amounts deducted/accrued in the books of account in respect of undisputed income-tax and service tax dues have not been regularly deposited with appropriate authorities. As explained to the auditors, the Company did not have any dues on account of investor education and protection fund, sales-tax, wealth tax, customs duty and excise duty. According to the information and explanations given to the auditors, there were no other undisputed amounts payable in respect of income-tax, service tax, provident fund, employees state insurance and other material statutory dues, which were outstanding as at December 31, 2013 for a period of more than six months from the date dues became payable.

Management response. The management has taken necessary steps to deposit all statutory dues within the stipulated time period in the forthcoming years with the appropriate authorities.

Fiscal 2015 (15 months)

Observations in the Annexure to the auditor's report on the Standalone Financial Statements, on certain matters specified in the Companies (Auditors Report) Order 2003 (CARO).

Clause (iv) of CARO

The auditor reported that in relation to food business division, the internal control system relating to the purchase of inventories needs to be strengthened.

Management response. The management has taken necessary steps to strengthen its internal control systems and procedures especially in relation to purchase and inventory maintenance functions in the food business.

Clause (ix)(a) of CARO

According to the information and explanations given to the auditors and on the basis of the examination on of the records of the Company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including provident fund, employees state insurance, sales-tax and other material statutory dues have generally been regularly deposited during the fifteen months period by the Company with the appropriate authorities. According to the information and explanations given to the auditors and on the basis of our examination of the records of the Company, amounts deducted/accrued in the books of account in respect of undisputed income-tax and service tax dues were not regularly deposited with the appropriate authorities. As explained to the auditors, the Company did not have any dues on account of investor education and protection fund, wealth tax, customs duty and excise duty. According to the information and explanations given to us, there were no other undisputed amounts payable in respect of income-tax, service tax, provident fund, employees state insurance and other material statutory dues, which were outstanding as at March 31, 2015 for a period of more than six months from the date dues became payable.
According to the information and explanations given to the auditors, dues stated below relating to income tax, service-tax and provident fund have not been deposited by the Company on account of disputes. There were no dues in respect of employees' state insurance, sales-tax, professional tax and other statutory dues which have not been deposited with the appropriate authorities on account of any dispute.

Name of the Statute	Nature of Dues	Amount	Period to which the	Forum where dispute is

		(₹ in million)	amount relates (Financial Year)	pending
Provident Fund and Miscellaneous Provisions Act, 1952	Provident fund	42.89	April 2008 to February 2012	Employees' Provident Fund Appellate Tribunal, New Delhi
Income-tax Act, 1961	Income-tax	3.93	2004-05	Commissioner of IT (Appeals), Chennai
Chapter V, The Finance Act 1994	Service-tax	4.66 (4.65)*	April 2009 to September 2011	Commissioner of Central Excise (Appeals)
Income-tax Act, 1961	Income-tax / interest demanded	3.05 (3.05)**	AY 2005-06	Income Tax Appellate Tribunal, Hyderabad
Income-tax Act, 1961	Income-tax / interest demanded	1.48 (1.48)*	AY 2006-07	Income Tax Appellate Tribunal, Hyderabad
Chapter V, The Finance Act 1994	Service-tax	6.05 (1.00)*	April 2008 to June 2009	Commissioner of Central Excise, Customs and Service Tax

* *Represents payment made under protest.*
** *Indicates the amounts adjusted with the refunds of subsequent years by the Income-tax department.*

Management response The management has taken necessary steps to deposit all statutory dues within the stipulated time period in the forthcoming years with the appropriate authorities.

Restated Consolidated Financial Statements

There were certain observations in the Restated Consolidated Financial Statements other than the ones discussed above in the auditor's report in the financial statements for Fiscal 2011, 2012, 2013, Fiscal 2014 (9 months), Fiscal 2015 (15 months) and Half Year Fiscal 2016 which do not require any quantitative adjustment in the Restated Consolidated Financial Statements. These include

Quess Corp Limited

Half Year Fiscal 2016

Without modifying their opinion, they have drawn attention to the notes to the interim standalone financial statements, which describes the basis of preparation. These interim standalone financial statements comply with the recognition and measurement criteria as laid down in Accounting Standard – 25, Interim Financial Reporting prescribed under Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014. These interim standalone financial statements have been prepared for inclusion in the restated standalone summary statements and restated consolidated summary statements in the draft red herring prospectus / red herring prospectus in connection with the proposed initial public offering of equity shares of the Company by way of fresh issue of shares. As a result, these interim standalone financial statements may not be suitable for any other purpose.

Management Response. The matter is self-explanatory and does not require any action on part of management.

The auditors did not audit the financial statements and other financial information of certain subsidiaries. These subsidiaries account for ₹753,721,946 of total assets, ₹2,031,259,634 of total revenues and other income and net cash outflow of ₹42,366,861 as shown in these interim consolidated financial statements.

Management Response. The financial statements of all such subsidiaries are audited by independent Chartered Accountants of repute.

The interim consolidated financial statements also include the Group's share of net profit of ₹nil for the period from April 1, 2015 to September 30, 2015, in respect of an associate incorporated outside India, whose financial statements as drawn up in accordance with the generally accepted accounting principles of such country ("**local GAAP**") has been audited by other auditor duly qualified to act as auditor in that country. For the purpose of preparation of the consolidated interim financial statements, such local GAAP financial statements have been restated by the management of the Company so that they conform to the generally accepted accounting principles in India. The auditors' opinion on the interim consolidated financial statements is based on the restated local GAAP financial statements provided to them by the management of the Company.

Management Response. The financial statements of all such subsidiaries are audited by independent Chartered Accountants of repute.

Avon

Fiscal 2011

The company had granted loan to one company covered in the register maintained under Section 301 of the Companies Act, 1956. The maximum amount outstanding during the year of such loans was ₹6.89 million and the year-end balance of such loans was ₹6.89 million. In their opinion, the rate of interest and other terms and conditions on which loans have been granted to companies, firms or other parties listed in the register maintained under Section 301 of the Act were prima facie prejudicial to the interest of the company.

Management response. The company has provided loans to its group companies in the normal course of business. On a consolidated level, there is no impact on profitability.

According to the information and explanations given to them and on the basis of the examination of the records of the company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including provident fund, employees' state insurance, income-tax, service tax, and other material statutory dues were not regularly deposited during the year by the Company with the appropriate authorities. As explained to them the company did not have any dues on account of investor education and protection fund, sales tax, wealth tax, customs duty and excise duty. According to the information and explanations given to the auditors, there were no other undisputed amounts payable in respect of provident fund, employees' state insurance, income tax, service tax and other material statutory dues, which were outstanding as at March 31, 2011 for a period of more than six months from the date they became payable.

Management response. The management has taken necessary steps to deposit all statutory dues within the stipulated time period in the forthcoming years with the appropriate authorities.

Fiscal 2012

The company had granted loan to a company covered in the register maintained under Section 301 of the Companies Act, 1956. The maximum amount outstanding during the year was ₹11.31 million and the year-end balance of such loan was ₹5.96 million. In the opinion of the auditors, the rate of interest and other terms and conditions on which loans have been granted to companies, listed in the register maintained under Section 301 of the Companies Act,1956 was prima facie prejudicial to the interest of the company.

Management response. The company has provided loans to its group companies in the normal course of business. On a consolidated level, there is no impact on profitability.

According to the information and explanations given to the auditors and on the basis of the examination of the books of the company, amounts deducted/accrued in the books of account in respect of undisputed dues including provident fund, employees' state insurance, income-tax, service tax, and other material statutory dues were not regularly deposited during the year by the company with the appropriate authorities. As explained to the auditors the company did not have any dues on account of investor education and protection fund, sales tax, wealth tax, customs duty and excise duty.

According to the information and explanations given to us, there were no other undisputed amounts payable in respect of provident fund, employees' state insurance, income tax, service tax and other material statutory dues, which were outstanding as at March 31, 2012 for a period of more than six months from the date they became payable, except as below:

Name of the statute	Nature of the dues	Amount (₹ in million)*	Period to which the amount relates	Due date	Date of payment**
Chapter V of Finance Act, 1994	Service tax	4.09	July 2011	August 6, 2011	September 12, 2012
		5.53	August 2011	September 6, 2011	July 26, 2012
		3.18	September 2011	October 6, 2011	September 12, 2012

* *Amount payable includes interest*
** *Dates represent payment of service tax liability excluding interest*

Management response. The management has taken necessary steps to deposit all statutory dues within the stipulated time period in the forthcoming years with the appropriate authorities.

Fiscal 2013

The company had granted loan to a company covered in the register maintained under Section 301 of the Companies Act, 1956. The maximum amount outstanding during the year was ₹6.95 million and the year-end balance of such loan was ₹6.95 million. In the opinion of the auditors, the rate of interest and other terms and conditions on which loans have been granted to the entities listed in the register maintained under Section 301 of the Companies Act, 1956 was prima facie prejudicial to the interest of the company.

Management response. The company has provided loans to its group companies in the normal course of business. On a consolidated level, there is no impact on profitability.

According to the information and explanations given to the auditors and on the basis of the examination of the books of the company, amounts deducted/accrued in the books of account in respect of undisputed dues including employees' state insurance, income-tax, service tax, and other material statutory dues were not regularly deposited during the year by the company with the appropriate authorities. As explained to them the company did not have any dues on account of investor education and protection fund, sales tax, wealth tax, customs duty and excise duty.

According to the information and explanations given to us, there were no other undisputed amounts payable in respect of provident fund, employees' state insurance, income tax and other material statutory dues, which were outstanding as at March 31, 2013 for a period of more than six months from the date they became payable, except as below:

Name of the statute	Nature of the dues	Amount (₹ in million)*	Period to which the amount relates	Date of payment
Chapter V of Finance Act, 1994	Interest on service tax	2.47	April 2012 to September 2012	July 26, 2013

Management response. The management has taken necessary steps to deposit all statutory dues within the stipulated time period in the forthcoming years with the appropriate authorities.

Fiscal 2014 (9 months)

The company had maintained proper records showing full particulars, except that details for certain assets were in the process of being updated in the fixed assets register. The company has a regular programme of physical verification of its fixed assets by which all fixed assets were verified during the period. In the opinion of the auditors, the periodicity of physical verification was reasonable having regard to the size of the company and the nature of its business. In accordance with such program, certain assets were verified during the period. However pending updation of quantitative and location details in the fixed asset register, the company was in the process of reconciling some of the physically verified assets with the fixed asset register. Subject to completion of such reconciliations, no material discrepancies were noted during such verification.

Management response. The management has taken necessary steps to set up systems and has instituted procedures for ensuring that physical verification of fixed assets is carried out periodically.

According to the information and explanations given to the auditors and on the basis of their examination of the records of the company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including provident fund, employees' state insurance, sales-tax and other material statutory dues have generally been regularly deposited during the period by the company with the appropriate authorities. According to the information and explanations given to them and on the basis of the examination of the books of the company, amounts deducted/accrued in the books of account in respect of undisputed income-tax and service tax dues were not regularly deposited during the nine months period by the company with the appropriate authorities. As explained to the auditors the company did not have any dues on account of investor education and protection fund, wealth tax, customs duty and excise duty.

According to the information and explanations given to the auditors, there were no other undisputed amounts payable in respect of provident fund, employees' state insurance, income tax, service tax, sales tax and other material statutory dues, which were outstanding as at December 31, 2013 for a period of more than six months from the date they became payable.

Management response. The management has taken necessary steps to deposit all statutory dues within the stipulated time period in the forthcoming years with the appropriate authorities.

Magna Infotech

Fiscal 2011

The company had granted loan in the earlier years to two companies covered in the register maintained under Section 301 of the Act. The maximum amount outstanding during the year of such loan was ₹15.60 million and the year-end balance of such loan was ₹nil. In the opinion of the auditors, the rate of interest and other terms and conditions on which loans have been granted to companies, firms or other parties listed in the register maintained under Section 301 of the Companies Act, 1956 were prima facie prejudicial to the interest of the company.

Management response. The Company has provided loans to its group companies in the normal course of business. On a consolidated level, there is no impact on profitability.

The company did not have an internal audit system.

Management Response. The management has taken steps to put in place an internal audit system commensurate to the operations of the Company.

According to the information and explanations given to them and on the basis of their examination of the records of the company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including provident fund, employees' state insurance, and other material statutory dues have generally been regularly deposited during the year by the company with the appropriate authorities, except for income-tax and service tax dues which were not regularly deposited with the appropriate authorities. As explained to the auditors the company did not have any dues on account of investor education and protection fund, sales tax, wealth tax, customs duty and excise duty.

According to the information and explanations given to the auditors, there were no other undisputed amounts payable in respect of provident fund, employees' state insurance, income tax and other material statutory dues, which were in arrears as at March 31, 2011 for a period of more than six months from the date they became payable, except as disclosed below:

Name of the statute	Nature of the dues	Amount (₹ in million)	Period to which the amount relates	Due date	Date of payment
Chapter V of Finance Act, 1994	Service tax	12.62	June 2010	July 5, 2010	May 31, 2011
		9.95	July 2010	August 5, 2010	July 16, 2011
		15.43	August 2010	September 5, 2010	August 9, 2011

Management response. The management has taken necessary steps to deposit all statutory dues within the stipulated time period in the forthcoming years with the appropriate authorities.

According to the information and explanations given to the auditors the following dues of income tax, service tax which were not deposited by the company on account of disputes:

Name of the statute	Nature of the dues	Amount (₹ in million)	Period to which the amount relates	Forum where dispute pending
	Income tax/Interest demanded	3.05		Income Tax Appellate Tribunal, Hyderabad
Income Tax,1961		(3.05)*	AY 2005-06	
	Income	1.48		Income Tax Appellate

Name of the statute	Nature of the dues	Amount (₹ in million)	Period to which the amount relates	Forum where dispute pending
Income Tax,1961	tax/Interest demanded	(1.48)*	AY 2006-07	Tribunal, Hyderabad
	Income tax/Interest demanded	0.49		Commissioner of Income Tax (Appeal)
Income Tax,1961		(0.49)*	AY 2007-08	
	Income tax/Interest demanded	0.43		Commissioner of Income Tax (Appeal)
Income Tax,1961		(0.43)*	AY 2008-09	
Chapter V of Finance Act, 1994	Service Tax			Commissioner of Central Excise, Customs and Service Tax
		6.05	April 2008- June 2009	
Chapter V of Finance Act, 1994	Service Tax			Additional Commissioner of Central Excise, Customs and Service Tax
		3.73	2006-2007 to 2008-2009	

* *Indicates the amount adjusted with the refunds of subsequent years by the income tax department*

Management response. The management has taken necessary steps to deposit all statutory dues within the stipulated time period in the forthcoming years with the appropriate authorities.

Fiscal 2012

According to the information and explanations given to the auditors and on the basis of their examination of the records of the company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including provident fund, employees' state insurance and other material statutory dues were generally regularly deposited during the year by the Company with the appropriate authorities, except for income-tax and service tax dues which have not been regularly deposited with the appropriate authorities. As explained to the auditors, the company did not have any dues on account investor education and protection fund, sales tax, wealth tax, customs duty and excise duty.

According to the information and explanations given to the auditors, there were no other undisputed amounts payable in respect of provident fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, customs duty, excise duty, cess and other material statutory dues, which were in arrears as at March 31, 2012 for a period of more than six months from the date they became payable.

According to the information and explanations given to the auditors, the following dues of income-tax and service tax were not deposited by the company on account of disputes:

Name of the statute	Nature of the dues	Amount (₹ in million)	Period to which the amount relates	Forum where dispute pending
Income Tax,1961	Income tax/Interest demanded	3.05 (3.05)*	AY 2005-06	Income Tax Appellate Tribunal, Hyderabad
Income Tax,1961	Income tax/Interest demanded	1.48 (1.48)*	AY 2006-07	Income Tax Appellate Tribunal, Hyderabad
Income Tax,1961	Income tax/Interest demanded	0.49 (0.49)*	AY 2007-08	Commissioner of Income Tax (Appeal)
Income Tax,1961	Income tax/Interest demanded	0.43 (0.43)*	AY 2008-09	Commissioner of Income Tax (Appeal)
Chapter V of Finance Act, 1994	Service Tax	6.05	April 2008- June 2009	Commissioner of Central Excise, Customs and Service Tax

* *Indicates the amount adjusted with the refunds of subsequent years by the income tax department*

Management response. The management has taken necessary steps to deposit all statutory dues within the stipulated time period in the forthcoming years with the appropriate authorities.

Fiscal 2013

According to the information and explanations given to the auditors and on the basis of their examination of the records of the company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including provident fund, employees' state insurance and other material statutory dues were generally regularly deposited during the year by the company with the appropriate authorities, except for income-tax and service tax dues which have not been regularly deposited with the appropriate authorities. As explained to the auditors the company did not have any dues on account of investor education and protection fund, sales tax, wealth tax, customs duty and excise duty. According to the information and explanations given to us, there were no other undisputed amounts payable in respect of provident fund, employees' state insurance and other material statutory dues, which were in arrears as at March 31, 2013 for a period of more than six months from the date they became payable except for interest on TDS payable pertaining to the financial year 2010-2011amounting ₹3.52 million.

According to the information and explanations given to us, the following dues of income-tax and service tax were not deposited by the company on account of disputes:

Name of the statute	Nature of the dues	Amount (₹ in million)	Period to which the amount relates	Forum where dispute pending
Income Tax,1961	Income tax/Interest demanded	3.05 (3.05)*	AY 2005-06	Income Tax Appellate Tribunal, Hyderabad
Income Tax,1961	Income tax/Interest demanded	1.48 (1.48)*	AY 2006-07	Income Tax Appellate Tribunal, Hyderabad
Income Tax,1961	Income tax/Interest demanded	0.49 (0.49)*	AY 2007-08	Commissioner of Income Tax (Appeal)
Income Tax,1961	Income tax/Interest demanded	0.43 (0.43)*	AY 2008-09	Commissioner of Income Tax (Appeal)
Chapter V of Finance Act, 1994	Service Tax	6.05	April 2008- June 2009	Commissioner of Central Excise, Customs and Service Tax

* *Indicates the amount adjusted with the refunds of subsequent years by the Income tax department*

Management response. The management has taken necessary steps to deposit all statutory dues within the stipulated time period in the forthcoming years with the appropriate authorities.

Fiscal 2014 (9 months)

According to the information and explanations given to the auditors and on the basis of their examination of the records of the company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including provident fund, employees' state insurance and other material statutory dues have generally been regularly deposited during the year by the company with the appropriate authorities. According to the information and explanations given to them and on the basis of their examination of the records of the company amounts deducted/accrued in the books of account in respect of undisputed income tax and service tax dues have not been regularly deposited during the nine months period by the company with the appropriate authorities. As explained to the auditors, the company did not have any dues on account of sales tax, wealth tax, customs duty, excise duty and investors education and protection fund.

According to the information and explanations given to us, the following dues of income-tax and service tax have not been deposited by the company on account of disputes:

Name of the statute	Nature of the dues	Amount (₹ in million)	Period to which the amount relates	Forum where dispute pending
Income Tax,1961	Income tax/Interest demanded	3.05 (3.05)*	AY 2005-06	Income Tax Appellate Tribunal, Hyderabad
Income Tax,1961	Income tax/Interest demanded	1.48 (1.48)*	AY 2006-07	Income Tax Appellate Tribunal, Hyderabad
Income Tax,1961	Income tax/Interest demanded	0.49 (0.49)*	AY 2007-08	Commissioner of Income Tax (Appeal)
Income Tax,1961	Income tax/Interest demanded	0.43 (0.43)*	AY 2008-09	Commissioner of Income Tax (Appeal)
Chapter V of Finance Act, 1994	Service Tax	6.05	April 2008- June 2009	Commissioner of Central Excise, Customs and Service Tax

* *Indicates the amount adjusted with the refunds of subsequent years by the income tax department*

Management response. The management has taken necessary steps to deposit all statutory dues within the stipulated time period in the forthcoming years with the appropriate authorities.

Coachieve

Fiscal 2011

The company received interest free unsecured loans from one of its ex Director/ ex shareholders. No conditions were attached to such loan amount received. There were financial transactions between the company and its holding company IKYA Human Capital Solutions Private Limited. The holding company has paid for expenses aggregating ₹9.94 million on behalf of the company, refer details given and observations made in the notes to the accounts. Other than this the company does not appear to have taken / given any loan from / to firms and other parties listed in the register(s) required to be maintained under section 301 of the Companies Act, 1956, so far as it appears from their examination of the account books, and further it appears that the company has not purchased / sold goods from / to firms / body corporate in which the directors of the company and / or their relatives were interested as partners/ directors/ shareholders.

Management Response. The loans and advances are given or taken from group companies in the normal course of business. On a consolidated level, there is no impact on profitability. The interest of the company as a part of the group is protected.

The company earned profits in the year under review, though it accumulated losses at the end of the financial year. The Company had not incurred any cash loss in the financial year covered by their audit.

Management Response. The matter is self-explanatory and does not require any action on part of management.

Fiscal 2012

The company received interest free unsecured loans from one of its ex Director/ ex shareholders. No conditions were attached to such loan amount received. There were financial transactions between the company and its holding company IKYA Human Capital Solutions Private Limited. The holding company has paid for expenses aggregating ₹3.28 million on behalf of the company, refer details given and observations made in the notes to the accounts. Other than this the company does not appear to have taken / given any loan from / to firms and other parties listed in the register(s) required to be maintained under section 301 of the Companies Act, 1956, so far as it appears from their examination of the account books, and further it appears that the company has not purchased / sold goods from / to firms / body corporate in which the directors of the company and / or their relatives were interested as partners/ directors/ shareholders.

Management Response. The loans and advances are given or taken from group companies in the normal course of business. On a consolidated level, there is no impact on profitability. The interest of the company as a part of the group is protected.

The company earned profits in such fiscal year, although it had accumulated losses at the end of the financial year. The company had not incurred any cash loss in the financial year covered by the audit.

Management Response. The matter is self-explanatory and does not require any action on part of management.

Fiscal 2013

According to the records of the company, undisputed statutory dues including provident fund, investor education fund, and protection fund, employees state insurance, income-tax, sales-tax, wealth-tax, service tax, customs duty, excise duty, cess to the extent applicable and any other statutory dues have generally been regularly deposited with the appropriate authorities. According to the information and explanations given to them there were some outstanding statutory dues as on March 31, 2013 for a period of more than six months from the date they become payable.

Management response. The management has taken necessary steps to deposit all statutory dues within the stipulated time period in the forthcoming years with the appropriate authorities.

The company had accumulated losses, and had not incurred any cash loss during the financial year and in the immediately preceding financial year.

Management Response. The matter is self-explanatory and does not require any action on part of management.

MFX Infotech

Year ended March 31, 2015

Undisputed statutory dues including provident fund, investor education fund, and protection fund, employees state insurance, income-tax, sales-tax, wealth-tax, service tax, customs duty, excise duty, cess and any other material statutory dues, as applicable, were not deposited regularly with the appropriate authorities.

Management response. The management has taken necessary steps to deposit all statutory dues within the stipulated time period in the forthcoming years with the appropriate authorities.

Aravon

Six months ended September 30, 2015

In the opinion of the auditors, the interim financial statement prepared for consolidation purposes of Aravon as of and for the six months ended September 30, 2015 were prepared, in all material respects, in conformity with the instructions issued by the group management of our Company to components except in case of valuation of inventories wherein cost is determined on the basis of first in first out (FIFO) method as against weighted average cost method followed at the group.

Management response. The company has acquired 100% stake in Aravon Services Private Limited on April 01, 2015 The management is in the process of aligning the accounting policies to that of the group and has taken necessary steps in this regard.

Significant Developments after September 30, 2015 that may Affect our Future Results of Operations

On October 14, 2015, we have entered into a definitive agreement to acquire the entire shareholding in Randstad Lanka, a company that offers staffing and human resource solutions in Sri Lanka, which will enable us to further expand our operations in a new geography and expand our service portfolio.

In addition, we have in December 2015 acquired the entire beneficial interest in the profits and net assets of Styracorp and IME Consultancy from MS Vishwanathan, who had acquired these two entities from our individual promoter, Ajit Isaac.

We have also increased our shareholding in MFX from 49.00% to 100.00% with effect from January 1, 2016. For further details, see “Management’s Discussion and Analysis of Financial Condition and Results of Operations - Corporate Restructuring, Acquisitions and Presentation of Financial Information” on page 355.

On December 22, 2015, our Company issued 2,560,000 Equity Shares pursuant to a rights issue in the ratio of 0.099 Equity Shares for every one Equity Share and on January 5, 2016, our Company issued 85,001,292 Equity Shares through a bonus issue in the ratio of three Equity Shares for every one Equity Share.

We have, in February 2016, entered into an agreement with CPI Engineering Services SDN BHD to set up a joint venture entity in Malaysia to expand our IAM business. We propose to have a 49.0% shareholding in such entity. The joint venture agreement contemplates certain exclusivity arrangements with respect to the IAM business in Malaysia.

For further details, see "History and Certain Corporate Matters", "Management's Discussion and Analysis of Financial Condition and Results of Operations - Corporate Restructuring, Acquisitions and Presentation of Financial Information" and "Capital Structure" on pages 157, 355 and 82, respectively.

FINANCIAL INDEBTEDNESS

Our Company and Subsidiaries avail loans in the ordinary course of business for the purposes of working capital requirements. For the Issue, our Company and Subsidiaries have obtained the necessary consents required under the relevant loan documentations for undertaking activities, such as change in its capital structure, change in its shareholding pattern or change or amendment to the constitutional documents of our Company.

Pursuant to a special resolution of our Shareholders passed at the extraordinary general meeting held on December 23, 2015, our Board has been authorized to borrow, from time to time, such sums of money as our Board may deem fit for the purpose of the business of our Company, whether secured or unsecured, notwithstanding that the monies to be borrowed, together with the monies already borrowed by our Company (apart from temporary loans obtained or to be obtained from our Company's bankers in the ordinary course of business), would exceed the aggregate of the paid-up capital and free reserves of our Company provided that the total amount which may be borrowed by our Board, and outstanding at any time, shall not exceed ₹1,000 million over and above the aggregate of the paid up share capital and free reserves as prevailing from time to time, exclusive of interest and other charges.

As on the date of filing of this Draft Red Herring Prospectus, the overall borrowings of our Company do not exceed the overall limit as specified under Section 180(1)(c) of the Companies Act, 2013.

Set forth below is a brief summary of our aggregate borrowings on a consolidated basis as of December 31, 2015:

Category of borrowing	Sanctioned Amount (₹ in million)	Outstanding amount (₹ in million) as on December 31, 2015
Term Loans		
Long term loans	191.02*	191.02
Working Capital Facility**		
Working capital demand loan	890.00	870.00
Cash credit	1,720.00#	1,319.81
Bill discounting	478.50##	341.73
Bank Guarantees	231.50	154.26
Packing credit in foreign currency	30.00###	29.18
Total	**3,541.02**	**2,906.01**

* *Includes a CAD 4 million loan availed by Brainhunter Systems Ltd.*

** *The fund based working capital facilities of the Company are interchangeable in nature. For example, an overdraft facility could be converted to a cash credit facility at our option. Further, select working capital facilities of the Company are also interchangeable between fund-based and non-fund based facilities*

\# *Includes a CAD 6.7 million loan availed by Brainhunter Systems Ltd. and a ₹20 million loan availed by Aravon Services Private Limited*

Includes a ₹50 million bill discounting facility availed by Aravon Services Private Limited

Includes a ₹30 million packing credit facility availed by MFX Infotech Private Limited

Principal terms of the borrowings availed by us:

1. ***Interest and commissions:*** In terms of the loans availed by us, the interest rate is either the base rate of a specified lender and spread per annum, subject to a minimum interest rate or at rates which are mutually decided between the lender and us at the time of disbursement. The spread varies among different loans. In case of bank guarantees, overdraft facilities and letters of credit, we are required to pay a certain commission to the lender.

2. ***Tenor:*** The tenor of the term loans availed by us typically ranges from six months to 60 months.

3. ***Security:*** In terms of our borrowings where security needs to be created, we are typically required to:

   a) Create a *pari passu* charge on hypothecation of current and future assets owned by us;

   b) Create a *pari passu* charge on hypothecation of other free assets/fixed assets owned by us;

   c) Assign insurance over stocks in favour of the lenders;

   d) Pledge of term deposits with the lenders as margin against bank guarantee limits;

e) Execute a corporate guarantee (and a counter indemnity for bank guarantees in some cases) in the form approved by the lender;

f) Execute a demand promissory note and a letter of continuity for a specified amount in the form approved by the relevant lender; and

g) Execute an undertaking cum indemnity and other miscellaneous security documents in the form approved by the lender.

This is an indicative list and there may be additional requirements for creation of security under the various borrowing arrangements entered into by us.

4. ***Re-payment:*** Some of our working capital facilities are repayable on demand. The tenor of other working capital facilities (depending on the nature of the facility) ranges from 90 days to 36 months.

5. ***Events of Default:*** Borrowing arrangements entered into by our Company contain standard events of default, including:

a) Change in capital structure or shareholding pattern of the borrower without prior permission of the lender;

b) Creation of any further charge on the fixed assets of the Company without prior approval of the lender;

c) Violation of any term of the relevant agreement or any other borrowing agreement entered into by the Company with the lender;

d) Any merger, consolidation, re-organisation, scheme of arrangement or compromise between the Company and its creditors or shareholders or if the Company effects any scheme of amalgamation or reconstruction without prior approval of the lender;

e) Change in management or control of the Company, reduction in promoter shareholding without prior approval of the lender;

f) Material change to the nature or conduct of business, ceasing to carry on its business or giving notice of its intention to do so without prior approval of the lender;

g) Non creation of the required security as required under the loan agreement entered into between the Company and lender within the stipulated time;

h) Non payment of installment/interest within stipulated time;

i) Declaring dividend over and above the percentage indicated in the cash flow statements without the approval of the lender;

j) Diversion of funds for purposes other than the sanctioned purpose; and

k) Change or amendment to the constitutional documents without the prior approval of the lender

This is an indicative list and there may be additional terms and conditions that may amount to an event of default under the various borrowing arrangements entered into by us.

Our Company is required to ensure that the aforementioned events of default and other events of default, as specified under the various binding documents and agreements entered into by our Company for the purpose of availing of loans, are not triggered.

SECTION VI: LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

Except as stated in this section, there are no (i) outstanding criminal proceedings, (ii) actions taken by statutory or regulatory authorities, (iii) material litigations, in each case involving our Company, our Subsidiaries, our Promoters, our Directors, or our Group Entities, and (iv) any litigation involving our Company, our Subsidiaries, our Promoters, our Directors, or our Group Entities or any other person whose outcome could have a material adverse effect on the position of our Company.

*For the purpose of litigations in (iii) above, our Board on January 18, 2016 has considered that, (a) notices received by the Promoters, Company, Directors, Subsidiaries and Group Entities, as the case may be ("**Relevant Parties**"), from third parties (excluding statutory/regulatory authorities or notices threatening criminal action) shall, in any event, not be evaluated for materiality until such time that the Relevant Parties are impleaded as defendants in litigation proceedings before any judicial forum; (b) all criminal and tax proceedings, and actions by statutory/ regulatory authorities involving the Relevant Parties shall be deemed to be material; and (c) civil litigation involving the Relevant Parties or having any bearing on the Company before any judicial forum and having a monetary impact of ₹10.00 million or more shall be considered material. However, in the event of civil litigation wherein a monetary liability is not quantifiable, such litigation shall be considered as material only in the event that the outcome of such litigation has a bearing on the operations or performance of the Company.*

Further, except as stated in this section, there are no (i) inquiries, inspections or investigations initiated or conducted under the Companies Act or any previous companies law against our Company and our Subsidiaries, (ii) fines imposed or compounding of offences against our Company, (iii) material frauds committed against our Company, in each case in the preceding five years from the date of this Draft Red Herring Prospectus; (iv) litigation or legal action taken or pending against our Promoters taken by any ministry, department of government or any statutory authority (v) proceedings initiated against our Company for economic offences, and (iv) defaults and non-payment of statutory dues payable.

Litigation involving our Company

Criminal litigation

By our Company

(i) Hofincons, which merged with our Company on July 1, 2014, filed a complaint on January 1, 2015 under Section 200 of the Code of Criminal Procedure, 1973 ("**CrPC**") before the Fast Track III Metropolitan Magistrate, Saidapet, Chennai against SBQ Steels Limited and others alleging dishonour of a cheque for an amount of ₹2.50 million under Sections 138, 141 and 142 of the Negotiable Instruments Act, 1881 ("**NI Act**"). The matter is currently pending.

Actions taken by statutory / regulatory authorities

(i) The Assistant Provident Fund Commissioner, Employees Provident Fund Organisation, Chennai ("**APFC**") issued a show cause notice on September 22, 2011 alleging that there has been subterfuge of wages on employees provident fund contribution. Pursuant to an enquiry in relation to the same, the Assistant Provident Fund Commissioner passed an order dated June 12, 2012 determining a sum of ₹42.89 million as contribution payable by Hofincons for the period from April 2008 to February 2012. Hofincons filed an appeal before the Employees Provident Fund Appellate Tribunal, New Delhi against the order of the APFC and the matter is currently pending.

(ii) The Registrar of Trade Marks, Trade Marks Registry, Governemnt of India, Chennai submitted an examination report dated February 9, 2015 to Avon in relation to its application for registration of its trade mark "AVON". The Examination Report stated that the application is open to objection on relative grounds of refusal under Section 11 of the Trade Marks Act, 1999 because the same/similar trade marks are already on the record of the register for the same or similar goods/services. Further, the Registrar of Trade Marks raised objection on the grounds that the services for which the registrations have been applied for are too wide to provide exact services as per Nice classifications by way of filing TM 16. The matter is currently pending.

Civil and other litigations

Against our Company

(i) IKEA Systems BV ("**IKEA**") filed a petition on July 18, 2012 before the Court of District Judge, Saket, New Delhi against our Company alleging passing off and infringement of its registered trademarks and trade name. Our Company contested the allegation raised on the grounds that it holds a registered trademark and operates in different areas of business. Further, IKEA obtained an ex-parte ad-interim injunction dated January 11, 2013 restraining our Company from use of its trademark until further orders. Our Company filed an appeal against the interim order before the Additional District Judge, Saket and the interim order was vacated in favour of our Company through order dated August 3, 2015. Thereafter, IKYA challenged the vacation of the interim order before the High Court of Delhi. The High Court passed an order dated November 4, 2015 directing the trial court to rehear the application for injunction and that pending the hearing before the trial court, the interim order dated January 11, 2013 shall continue to operate. The Additional District Judge, Saket, New Delhi through its order dated January 6, 2016, has subsequently vacated the interim order dated January 11, 2013 in favour of our Company. The matter is currently pending.

(ii) An official liquidator ("**OL**") was appointed by the Madras High Court, pursuant to an order dated July 3, 2014, to take charge of all properties of Zylog Systems Limited ("**Zylog**"), a company under liquidation. The Company received a letter dated November 13, 2014 from the OL alleging that the acquisition of shares of Zylog Systems (Canada) Limited (now known as Brainhunter Systems Ltd.) by our Company was unlawful and void *ab initio* since the transfer took place without obtaining the permission of the Madras High Court. Our Company replied to the OL's letter on November 28, 2014 denying the OL's allegations.

By our Company

(i) Hofincons filed a winding up petition before the Fast Track III Metropolitan Magistrate, Saidapet, Chennai against SBQ Steels Limited under Companies Act, 1956 due to their inability to pay the debt of ₹20.51 million for the services rendered by Hofincons. Further the cheques issued by SBQ Steels Limited in favour of Hofincons were dishonoured. For details of the complaint filed by Hofincons Fast Track III Metropolitan Magistrate, Saidapet, Chennai against SBQ Steels in relation to the dishonour of cheques see "- Litigations involving our Company – Criminal Litigation – by our Company" on page 398.

(ii) Our Company filed a petition before the City Civil Judge, Bengaluru against Priti Ashish Sawant, former chief executive officer of Magna Infotech Private Limited for refund of the bonus paid at the time of her resignation aggregating to ₹26.50 million and payment of additional ₹20.00 million as damages for violation of the non-compete clause in the employment letter dated February 20, 2013. The matter is currently pending.

Litigation involving our Subsidiaries

Criminal litigation

There are no pending criminal litigations involving our Subsidiaries.

Actions taken by statutory / regulatory authorities

There are no actions taken by any statutory or regulatory authorities against our Subsidiaries.

Civil and other litigations

There are no pending material civil litigations involving our Subsidiaries.

Litigation involving our Promoters

Litigations involving TCIL

Criminal litigation

Against TCIL

(vi) TCIL received a notice of inquiry on November 20, 2015 from Azad Maidan Police, Mumbai in respect of a complaint filed by Parul Jain from Red Apple Chandrabarat Travel Company Limited ("**RACTCL**") against employees of TCIL and Red Apple Travel Private Limited ("**RATPL**"). It was alleged that the employees of TCIL and RATPL have been jointly involved in cheating RACTCL. TCIL responded to the notice of enquiry on November 27, 2015. The matter is currently pending.

By TCIL

(i) TCIL filed a complaint on January 22, 1998 under Section 200 of CrPC before the Metropolitan Magistrate, Hyderabad against Worldwide Pharma Limited and others alleging dishonour of a cheque for an amount of ₹0.01 million under sections 138 and 142 of the NI Act. The matter is currently pending.

(ii) TCIL filed a petition on April 7, 2003 under Section 457 of the CrPC before the Metropolitan Magistrate, Hyderabad against the State of Andhra Pradesh and others alleging that the respondents had wrongfully seized US$ 900 from it on the grounds that the seller of the foreign exchange had stolen the foreign currency. TCIL stated that as an authorised dealer under FEMA, it was allowed to freely purchase foreign currency notes and coins from any person. The matter is currently pending.

(iii) TCIL filed a complaint on October 16, 2007 under Section 200 of the CrPC before the Chief Judicial Magistrate, Ernakulam against PM Musthafa and others alleging dishonour of a cheque for an amount of ₹0.57 million under sections 138 and 142 of the NI Act. The matter is currently pending.

(iv) TCIL filed a complaint before the Judicial Magistrate First Class, Aurangabad against Global Access and others alleging dishonour of a cheque for an amount of ₹0.24 million under Section 138 of the NI Act. The matter is currently pending.

(v) TCIL filed three complaints dated November 6, 2009 before the Additional Chief Judicial Magistrate, New Delhi against Four Fresh Retail Private Limited and others alleging dishonour of three cheques aggregating to an amount of ₹2.76 million under sections 138 and 141 of the NI Act. The matter is currently pending.

(vi) TCIL filed a complaint before the Chief Judicial Magistrate, Batala, Punjab against Raj Tour & Travels and others alleging dishonour of a cheque for an amount of ₹0.05 million under sections 138 and 142 of the NI Act. The matter is currently pending.

(vii) TCIL filed a complaint before the Metropolitan Magistrate, Ahmedabad against Rishta Holidays Private Limited and others alleging dishonour of a cheque for an amount of ₹0.61 million under sections 138 and 141 of the NI Act. The matter is currently pending.

(viii) TCIL filed a complaint before the Additional Chief Judicial Magistrate at Ernakulam against VS Abdul Karim and others alleging that the accused have been forging TCIL's letter head in order to book tickets and obtain travel schedules for their customers. The matter is currently pending.

(ix) TCIL filed a complaint on August 13, 2012 before the Metropolitan Magistrate, Bombay against Soodesh M More alleging dishonour of a cheque under sections 138 and 142 of the NI Act and TCIL sought ₹0.80 million from the accused. The matter is currently pending.

(x) TCIL filed a complaint before the Chief Judicial Magistrate, Hazari, New Delhi against Tauras Global Travel Management Services Private Limited and others alleging dishonour of three cheques aggregating to an amount of ₹4.69 million under sections 138 and 141 of the NI Act. The matter is currently pending.

(xi) TCIL filed a complaint before the Metropolitan Magistrate, Mumbai against Kishor Manohar Vani alleging dishonour of a cheque for an amount of ₹0.06 million under sections 138 and 141 of the NI Act. The matter is currently pending.

(xii) TCIL filed a complaint before the Metropolitan Magistrate, Noida against Smart Identity Devices Private Limited and others alleging dishonour of a cheque for an amount of ₹0.25 million under sections 138 and 141 of the NI Act. The matter is currently pending.

(xiii) TCIL filed a complaint before the Metropolitan Magistrate, New Delhi against Aria Travel Services Private Limited and others alleging dishonour of three cheques aggregating to an amount of ₹0.77 million under sections 138 and 141 of the NI Act. The matter is currently pending.

(xiv) TCIL filed a complaint before the Metropolitan Magistrate, Egmore, Chennai against Moka Tower Power Systems Private Limited and others alleging dishonour of a cheque for an amount of ₹0.40 million under sections 138 and 141 of the NI Act. TCIL prayed before the court to direct the accused to pay an amount of ₹0.40 million. The matter is currently pending.

(xv) TCIL filed a complaint before the Additional Chief Metropolitan Magistrate, Bengaluru against Four Seasons Travel Company alleging dishonour of six cheques for an aggregate amount of ₹0.13 million under sections 138 and 141 of the NI Act. The matter is currently pending.

(xvi) TCIL filed a complaint on May 20, 2015 before the Judicial Magistrate First Class, Mapusa, Goa against Jack Fernandes alleging dishonour of four cheques for an aggregate amount of ₹0.40 million under sections 138 and 142 of the NI Act. The matter is currently pending.

(xvii) TCIL filed a first information report ("**FIR**") before Adayar Police Station, Chennai against Sharjan Mohammed, a former employee of TCIL alleging misappropriation of customer funds aggregating to ₹0.80 million. The matter is currently pending.

(xviii) TCIL filed a FIR before Chengalpet Railway Police, Chennai against Prem Nazeer, an employee of TCIL, alleging theft and wrongful loss of foreign currency aggregating to ₹6.02 million. A copy of FIR has been forwarded to Judicial Magistrate, Chengalpet Court, Chennai for information and record. Subsequently, the police filed a closure report in the case. The matter is currently pending.

(xix) TCIL filed a FIR before Ambazari Police Station, Nagpur against Bhushan Naik, an employee of TCIL, alleging criminal breach of trust, falsification of accounts with an intention to cheat and causing wrongful loss to TCIL of ₹4.11 million. Thereafter, police filed a charge sheet before the Judicial Magistrate, Ambazari, Nagpur and the matter is currently pending.

(xx) TCIL filed a FIR before Banipark Police Station, Jaipur against Joginder Singh, an employee of TCIL, alleging theft of foreign currency and causing wrongful loss of ₹1.67 million. Thereafter, the police filed a charge sheet before the Metropolitan Magistrate, Jaipur and the matter is currently pending.

(xxi) TCIL filed a FIR before Shakespeare Sarani Police Station, Kolkata against Kaushi Dutta, an employee of TCIL, alleging misappropriation and causing wrongful loss to TCIL of ₹2.16 million. Thereafter, the police filed a charge sheet before the Metropolitan Magistrate, 4th Court Kolkatta and the matter is currently pending.

(xxii) TCIL filed a FIR before Beliaghata Police Station, Kolkata against Ashutosh Jha, an employee of TCIL, alleging misappropriation of funds and defrauding TCIL of its bonafide dues worth ₹0.87 million. Ashutosh Jha filed for anticipatory bail before Kolkata High Court and the High Court granted bail to the accused upon depositing ₹0.40 million to TCIL. Thereafter, the police filed a charge sheet before Additional Chief Judicial Magistrate, Sealdah against Ashutosh Jha and the matter is currently pending.

(xxiii) TCIL filed a FIR before Cubbon Park Police Station, Bengaluru against Ryan Arogyaswami, an employee of TCIL, alleging fraud and misappropriation of funds resulting in wrongful loss of ₹14.21 million. Thereafter, the police filed a charge sheet before the Metropolitan Magistrate, 4th Court, Bengaluru and the matter is currently pending.

(xxiv) TCIL filed a FIR before JS Neelankarai Police Station, Chennai against Sirajudeen alleging theft and fraud resulting in a wrongful loss of ₹0.21 million. Thereafter the police filed a charge sheet before the Judicial Magistrate, Alanthur, Chennai and the matter is currently pending.

(xxv) TCIL filed a FIR before Marine Lines Police Station, Mumbai against Niranjan Jagtap, an employee of TCIL, alleging fraud and misappropriation of funds resulting in wrongful loss of ₹1.60 million.

Thereafter the police filed a charge sheet before Metropolitan Magistrate, 8th Court, Esplanade, Mumbai and the matter is currently pending.

(xxvi) TCIL filed an application under Section 153 of CrPC before Court of Illaqa Magistrate, Jalandar ("**CIM**") against Santosh Mishra alleging breach of trust, cheating and causing wrongful loss of ₹0.43 million and requested for the directing the police to registration of a FIR and investigate the matter. The CIM rejected the application for directing the police to investigate the matter. However, the court directed for the matter to be tried as a private complaint. Accordingly, a private complaint was filed by TCIL before Magistrates Court, at Jalandar and the matter is currently pending.

(xxvii) LKP Forex Limited ("**LKP**"), which merged with TCIL on February 1, 2007 filed a FIR on July 14, 2005 before the officer in charge at Kharvel Nagar Police Station, Bhubaneswar against three of its employees, Ramesh Tyadi, Sudhakar Mohanty and Parasuram Sahoo who embezzled an aggregate amount of ₹4.55 million by resorting to fraud, cheating, misappropriation and manipulations and falsification in the books of accounts and tampering with relevant data/records. The matter is currently pending.

(xxviii) LKP, filed a complaint on April 21, 2006 before the Court of Chief Metropolitan Magistrate, Delhi ("**CMM**") under Section 138 of the NI Act against Qamar Moinuddin and Sharib Moin. Qamar Moinuddin issued a cheque dated January 2, 2006 for ₹0.05 million in favour of LKP which was dishonoured due to insufficient funds. The complainant issued a notice on March 11, 2006. Subsequently, the accused failed to make the payment and filed a petition before the High Court of Delhi for quashing the complaint filed before the CMM by LKP. The petition was dismissed by the High Court of Delhi and the complaint filed by LKP is currently pending before the CMM.

(xxix) LKP filed a complaint before the Metropolitan Magistrate Court, Indore under Section 138 of the NI Act against Devendra Kumar Malvia who had issued four cheques in favour of LKP out of which two cheques for an aggregate amount of ₹0.47 million were dishonoured due to insufficient funds. The matter is currently pending.

(xxx) LKP filed a complaint before the Additional Civil Judge, Jodhpur under Section 138 of the NI Act against Sumersingh Bhati and others alleging dishonour of three cheques for an amount of ₹0.46 million under Section 138 of the NI Act. The matter is currently pending.

(xxxi) LKP filed a complaint before the Additional Chief Metropolitan Magistrate Court, Indore under Section 138 of the NI Act against Vinod Tondon and others. The accused had purchased GBP 2,900 equivalent to ₹0.25 million and had issued a cheque in favour of LKP, which was dishonoured due to insufficient funds. The matter is currently pending.

Actions taken by statutory/ regulatory authorities

Against TCIL

(i) The Enforcement Directorate, Ministry of Finance, Government of India ("**ED**") issued three show cause notices dated June 12, 1987 against TCIL and its directors alleging violations under the Foreign Exchange Regulation Act, 1973 ("**FERA**"). The ED alleged unauthorized transfer of funds amounting to GBP 0.08 million and USD 0.74 million outside India through TCIL. The ED further alleged that during period between August, 1947 to October, 1978 various remittances had been made without proper verification of passports and currency declaration forms of the purported remitters and also that remittances were not reported to the RBI. TCIL replied to these show cause notices denying the allegations. Adjudication proceedings are currently ongoing.

(ii) The ED issued two show cause notices, both dated April 4, 1995 to TCIL. In the first notice it was alleged that TCIL and its employees had engaged in transactions not in conformity with the terms of its authorization as accorded by the RBI. In the second show cause notice it was alleged that TCIL had abetted with ANZ Grindlays Bank for crediting certain amounts in contravention to the provisions of FERA. In relation to the first show cause notice, the ED through an order dated June 28, 1996 directed TCIL to pay a penalty of ₹1.00 million and imposed a penalty of ₹0.40 million on the two of TCIL's employees in view of contravention of the provisions of FERA. However, in relation to the second show cause notice, the charges of abetment against TCIL and its employees were dropped.

Pending adjudication of both the notices, the ED issued two notices, both dated February 29, 1996 with the same allegations as mentioned in the aforesaid show cause notices. Subsequently, TCIL filed a writ petition against the ED before the Bombay High Court. The writ petition was disposed off by the High Court on March 20, 2009.

TCIL filed an appeal before FERA Appellate Board, New Delhi challenging the ED's order dated June 28, 1996. However, the appeal was subsequently rejected by FERA Appellate Board, New Delhi on December 21, 2010. TCIL filed an appeal before the Bombay High Court challenging the order of the FERA Appellate Board. The matter is currently pending.

(iii) Special Director, Office of Adjudicating Authority, Directorate of Enforcement passed an adjudication order dated May 29, 2015 against TCIL and imposed a penalty of ₹0.20 million under Section 13(1) of FEMA for not taking necessary precautions while undertaking foreign exchange transactions as contemplated under Section 10(5) of FEMA.

(iv) Commissioner of Income Tax (Appeals-3), Mumbai imposed a penalty of ₹0.07 million on TCIL through order dated December 24, 2015 in relation to the computation of income tax for the assessment year 2006-2007.

(v) Commissioner of Service Tax (Appeals-I), Cochin upheld the penalty of ₹0.01 million imposed by the Assistant Commissioner, Service Tax, Cochin on TCIL through order dated October 24, 2008 under Sections 76 and 78 of the Finance Act, 1994.

(vi) ED initiated investigation against Lamco Exports Private Limited and S G International Private Limited, who had availed the travellers cheque facility with LKP. Further, LKP was requested to furnish some information on January 7, 2002 and was summoned by the ED to provide evidence on April 3, 2007 and April 25, 2007. Thereafter, no action was initiated by ED against LKP.

Civil and other litigation

Against TCIL

(i) Beach Ark Hotels Private Limited ("**Beach Ark**") filed a suit before the Second Additional Civil Judge, Margo against TCIL and JMC Holidays Limited ("**JMC**") alleging breach of contract by TCIL and JMC for failure to recommend tourists to Beach Ark's hotel in Goa. Beach Ark claimed ₹27.04 million as damages with further interest of 10% per annum. TCIL made an application for arbitration before Civil Judge Senior Division, Margo in respect of this matter. The Civil Judge Senior Division rejected the application and TCIL filed a revision petition before the Bombay High Court, Panaji Bench against the same. The Bombay High Court, Panaji Bench rejected the revision petition and subsequently, TCIL filed an appeal before the Supreme Court, New Delhi.

TCIL also filed an application for appointment of arbitrator under the Arbitration Act, 1996 before the High Court of Bombay, Panaji Bench and the High Court accordingly appointed Justice GD Kamat as the arbitrator. Beach Ark filed an appeal before the Supreme Court, New Delhi against the order of the Bombay High Court appointing an arbitrator.

The appeals filed before the Supreme Court, New Delhi by TCIL and Beach Ark were clubbed and are currently pending.

(ii) Sonia Malik and others filed a suit for recovery on July 29, 2003 before the Delhi High Court against TCIL and others claiming, inter alia, damages of ₹39.22 million for the death of Sushil Malik who died in an air crash on July 29, 2000. The plaintiffs have alleged that Sushil Malik was a prominent medical practitioner whose services were requested by TCIL to be part of an emergency medical evacuation team. The matter is currently pending.

(iii) Sartaj Kaur and others filed a suit for recovery on July 29, 2003 before the Delhi High Court against TCIL and others claiming, inter alia, damages of ₹15.57 million for the death of Bayant Singh Dhillon who died in an air crash on July 29, 2000. The plaintiffs have alleged that Bayant Singh Dhillon was a qualified pharmacist whose services were requested by TCIL to be part of an emergency medical evacuation team. The matter is currently pending.

(iv) Suresh Srivastava filed a consumer complaint against TCIL and others on August 29, 2014 before the National Consumer Dispute Redressal Commission, New Delhi, alleging that it had purchased 12 travellers cheques of US$ 500 each from TCIL for use in Brazil and that such travellers cheques were not honoured in Brazil. The complainant claimed damages of ₹12.0 million due to the deficiency in service, physical and mental agony of the complainant. TCIL filed its reply denying the allegations. The matter is currently pending.

(v) RACTCL filed a winding up petition dated July 25, 2015 before the Bombay High Court under sections 433(e) and 434 of the Companies Act against TCIL. RACTCL alleged that TCIL failed to pay an amount of USD 0.44 million due to it as costs for operating tour packages on behalf of TCIL in Thailand. TCIL filed its response denying the allegations. The matter is currently pending.

By TCIL

(i) TCIL had filed a plaint dated September 19, 2001 before the Court of Small Causes, Mumbai ("**Court**") against State Bank of Bikaner and Jaipur ("**SBBJ**") praying for, *inter alia*, the eviction of SBBJ from TCIL's premises due to expiry of the lease agreement between it and SBBJ and payment of profits from February 1, 2001 till such time as SBBJ vacates the premises. The Court, pursuant to an order dated January 6, 2004, ordered SBBJ to handover the possession of the premises and ordered SBBJ to pay mesne profits. SBBJ handed over the premises to TCIL and filed an application before the Court for ascertaining the mesne profits. The Court, through an order dated September 20, 2011, awarded an amount of ₹14.81 million as mesne profits. Aggrieved by the order, SBBJ filed an appeal before the First Appellate Court, Mumbai. The court confirmed the order of the trial court and dismissed SBBJ's appeal. Aggrieved by this order, SBBJ filed an appeal before the Court Of Small Causes (Appellate Bench). The court through its order dated July 18, 2013 dismissed the appeal. Subsequently, SBBJ filed revision petition before the Bombay High Court and the same is pending. Further, TCIL filed an application before the Bombay High Court for the withdrawal of the amount deposited by SBBJ before the Bombay High Court. The matter is currently pending.

Litigation involving our Directors

Criminal litigation

Against Chandran Ratnaswami

(i) KC Palanisamy filed a FIR on September 24, 2012 before the Crime Branch, Coimbatore against Chandran Ratnaswami and others challenging the execution of a search warrant on his property and characterised the search as trespass into his property. Chandran Ratnaswami appealed before the Madras High Court against the order for reopening the matter and the court through an order dated December 28, 2012 granted stay on the investigations under the FIR registered. The matter is currently pending.

(ii) KC Palanisamy filed a FIR on December 31, 2012 before the Crime Branch, Thirupur against Chandran Ratnaswami and others challenging the legality of the power of attorney executed by Chandran Ratnaswami and others, in their capacity as directors of Cheran Enterprises Private Limited ("**CEPL**"). Chandran Ratnaswami filed a petition before the Madras High Court on the grounds that the power of attorney was legally executed at the board meeting of CEPL and that the complaint of KC Palanisamy was without merit. The Madras High Court through its order dated May 23, 2013 granted a stay on the investigations under the FIR. The matter is currently pending.

(iii) Chenniapan filed a FIR on June 1, 2007 before Chennimalai Police Station against Chandran Ratnaswami and others alleging that ORE Holdings Limited, where Chandran Ratnaswami is a director, failed to remit USD 17.00 million to CEPL. Further, Chenniapan filed another FIR on June 8, 2007 before the Kangayem Police Station against Chandran Ratnaswami and others on the same grounds. Chandran Ratnaswami filed a petition before the Madras High Court challenging the merits of the FIRs and the court on July 5, 2007 granted a stay on the investigations under the FIR.

(iv) Chenniapan filed a FIR on June 9, 2007 before the Kangayem Police Station against Chandran Ratnaswami and others alleging that his consent to the Joint Venture Agreement was obtained through fraud and misrepresentation by Chandran Ratnaswami and others. Chandran Ratnaswami filed a

petition before the Madras High Court in 2007 challenging the merits of the FIR and the court granted a stay on the investigations under the FIR.

Litigation involving our Group Entities

Litigation involving Fairfax Financial Holdings Limited

Actions taken by statutory/ regulatory authorities

Against Fairfax

The Autorité des Marchés Financiers ("**AMF**"), the securities regulatory authority in the Province of Quebec, is conducting an investigation of Fairfax, its chief executive officer and its president. The investigation concerns the possibility of illegal insider trading and/or tipping (not involving any personal trading by the individuals) in connection with the December 15, 2011 takeover offer by Resolute Forest Products Inc. for shares of Fibrek Inc.

Civil and other litigation

By Fairfax

Fairfax filed a suit before Superior Court, Morris County, New Jersey ("**Superior Court**") on July 26, 2006 seeking damages of USD 6,000 million for participation in a stock market manipulation scheme involving shares of Fairfax in violation of New Jersey Racketeer Influenced and Corrupt Organisations Act, 1970. The Superior Court dismissed the suit on September 12, 2012 and Fairfax filed an appeal against the order in October 2012. The matter is currently pending.

Litigation involving NCML

Criminal litigation

Against NCML

(i) The Central Bureau of Investigation filed a charge sheet against Annathamal Kasi and others, including, NCML, which was referred to the Chief Judicial Magistrate, Pondicherry on May 29, 2009. As part of its collateral agency services to ICICI Bank Limited ("**ICICI**"), NCML, was managing rice stocks of borrower, Annathamal Kasi. Upon default by the borrower, NCML was requested to dispose off the rice and accordingly entered into an agreement with PRS Traders. However, after the stock was removed from the warehouse by PRS Traders, the officers of the Food Cell seized the entire stock of rice under suspicion of the same being PDS rice. NCML filed a quashing petition before the Madras High Court on September 16, 2010 and was directed by the High Court to file a discharge petition before the Judicial Magistrate, Pondicherry. The matter is currently pending before the Judicial Magistrate, Pondicherry. For details of the civil litigation initiated by PRS Traders against NCML in relation to the subject matter, see "- Litigations involving NCML – Civil – against NCML" on page 405.

(ii) Gyanchand Mohanlal Mutha filed a complaint before the Mehsana Police Station against NCML and others for not releasing the cumin stock as per the request made by the complainant. The officials of the Mehsana Police Station filed a closure report on April 22, 2010 which was challenged by the complianant before Sessions Judge, Mehsana by way of a revision application. The matter was remanded back to Judicial Magistrate First Class, Unjha for inquiry and is currently pending.

(iii) Kondakindi Ashi Reddy filed a FIR before Kurnool Police Station on July 4, 2012 against Jakkam Rameshwara Reddy, NCML and others for unauthorised release of red grams that was stored in the warehouse of NCML as security pledged in favour of IDBI Bank. The matter is currently pending.

By NCML

(i) NCML filed a petition before Senior Division Judicial Magistrate, Kendrapada, Odisha against Tilk Rice & Oil Private Limited in relation to the dishonour of cheque of ₹1.00 million under Section 138 of the NI Act issued in favour of NCML as payment for paddy provided under an agreement dated November 13, 2006. The matter is currently pending.

(ii) NCML filed a petition before Senior Division Judicial Magistrate, Balasore, Odisha against Satyanarayan Das, managing director of Annapurna Modern Rice Mill, in relation to the dishonour of cheque of ₹0.27 million under Section 138 of the NI Act issued in favour of NCML as payment for the paddy provided to Annapurna Modern Rice Mill. The matter is currently pending.

(iii) NCML filed a FIR before Gadag Police Station, Karnataka on November 3, 2011 against Syed Ithnain Ahmed, and officials of NCML, Vasu TH and others, for fabrication of warehouse receipts to defraud NCML and Axis Bank Limited. The matter is currently pending.

(iv) NCML filed a FIR before Faridpur Police Station, Bareilly against Vijay Shankar Mishra for fabrication of company records of wheat stock maintained by the NCML to defraud NCML. The matter was referred to Additional Chief Judicial Magistrate, Bareilly on May 17, 2011 and is currently pending.

(v) NCML filed a FIR before Sadar Ganganagar, Rajasthan on August 5, 2014 against Rohit Walia and others for theft of the seeds stock maintained in the warehouse of NCML. The matter was referred to Additional Chief Judicial Magistrate, Sriganganagnar and is currently pending.

(vi) NCML filed a complaint before the Chief Judicial Magistrate, Ramganjmandi ("**CJM**") against MC Mittal Cold Storage Private Limited and others for unauthorised release of stock pledged with HDFC Bank, non-maintenance of quality of the stock and issuing fraudulent warehouse receipts against the stock. The CJM took cognizance of the matter and directed the Ramganjmandi Police Station to investigate the matter. Further, Lokesh Acholia, a borrower of HDFC Bank, filed a counter claim against MC Mittal Cold Storage Private Limited and NCML for not releasing his stock pledged with HDFC Bank and requested for investigation of the matter. Both the matters are currently pending.

(vii) NCML filed a complaint before the Judicial Magistrate First Class, Soro ("**JMFC**"), against Mahalaxmi Rice Mills for misappropriation of rice to be sent to Food Corporation of India as per an agreement dated December 19, 2006 for conversion of paddy given by NCML to rice. The JMFC directed the Simulia Police Station to investigate the matter. The matter is currently pending. For details of the civil litigation initiated by NCML against Mahalaxmi Rice Mills, see "– Litigations involving NCML – Civil – by NCML" on page 405.

(viii) NCML filed a FIR before the Shimoga Police Station on June 7, 2010 against Manjunath HM, proprietor of Sri Shiva Arecanut Co. and B Basavraj, an employee of NCML for cheating and defrauding NCML and misappropriation of areca nut stock that were pledged as security for the loan taken by Manjunath HM on behalf of Sri Shiva Arecanut Co. The matter is currently pending.

(ix) NCML filed a complaint before Judicial Magistrate First Class, Unjha against Tejas Patel and Chetan Patel for wrongful loss suffered by NCML due to non-payment of VAT by Tejas and Chetas on the jeera stock purchased by NCML from them. The matter is currently pending.

(x) NCML filed a FIR before the Station House Officer, Duggirala Police Station against Padmarao and Praveen Kumar for defrauding NCML by tampering with the quality check conducted for the chilli stock stored by GVR Cold Storage as a franchisee of NCML. The matter was referred to the Additional Junior Civil Judge, Tenali and is currently pending.

(xi) NCML filed a complaint before the Court of Judicial Magistrate, Kotada Sangani against Nilesh Enterprises and others for defrauding NCML by illegally replacing the high quality cotton bales, which were pledged with Bank of Baroda and maintained by NCML, with low quality ones. The matter is currently pending.

(xii) NCML filed a complaint before the Court of Chief Judicial Magistrate, Burdwan on June 16, 2015 against Ramesh Chandra Hazra for misappropriation of part of the paddy stock pledged as security for the loan taken from IDBI Bank. On August 20, 2015 the Chief Judicial Magistrate directed Memari Police Station, Bardwan to register a FIR and investigate the matter. The matter is currently pending.

(xiii) NCML filed a complaint before the Court of Chief Judicial Magistrate, Ludhiana on May 30, 2015 against Rajnish Sharma and others for misappropriating the paddy stocks pledged in favour of State Bank of Patiala and managed by NCML. The matter is currently pending.

(xiv) NCML filed a complaint before Chief Judicial Magistrate, Burdwan on August 25, 2015 against Gopal Suhasaria, the owner of DPPL Cold Storage ("**DPPL**"), and others for unauthorised withdrawal of jaggery stock maintained by NCML in DPPL and funded by Karur Vysya Bank. The Chief Judicial Magistrate, Burdwan directed the Memai Police Station to investigate the matter. Further, NCML filed a writ petition before the Calcutta High Court seeking a transfer of the matter to CID.

(xv) NCML filed a complaint before Senior Division Judicial Magistrate, Khurda ("**SDJM**") on June 7, 2013 against Pradeep Kumar Sethi and others for cheating IDBI Bank and NCML and for misappropriation of cashew shell stocks that were pledged in favour of IDBI Bank. The SDJM directed the Sadar Police Station, Khudra, Odisha to investigate the matter and accordingly a FIR was registered on June 24, 2013. The matter is currently pending.

Civil and other litigation

Against NCML

(i) PRS Traders filed a summary suit on July 16, 2009 before the High Court of Bombay against NCML for payment of ₹23.80 million for the rice bought by the petitioner pursuant to its agreement with NCML. However, after the stock was removed from the warehouse by PRS Traders, the officers of the Food Cell seized the entire stock of rice under suspicion of the same being PDS rice. Subsequently, PRS Traders filed a winding up petition against NCML before the High Court of Bombay on July 22, 2008 which was subsequently disposed off in favour of NCML. Thereafter, PRS Traders filed a summary suit before the High Court of Bombay and the matter is currently pending.

(ii) NCML, provided services in relation to exchange norms and practices to RK Enterprises, which had purchased jeera stock on the exchange platform. RK Enterprises wanted the stock to be dematerialised and hence the same was tested again for its quality parameters. Due to the change in the testing method as directed by NCDEX, the stock was rejected. RK Enterprises filed a petition before the Principal Senior Civil Judge, Mehsana against NCDEX and NCML for the recovery of differential value of the jeera stock aggregating to ₹18.50 million. NCDEX also filed an application challenging the jurisdiction of Principal Senior Judge, Mehsana, which was allowed and subsequently challenged by RK Enterprises in the Gujarat High Court, Ahemdabad. The matter is currently pending before the Principal Senior Civil Judge and Gujarat High Court.

(iii) Ruchi Worldwide Limited filed a suit before the High Court of Bombay on April 1, 2009 against NCML alleging deterioration of quality of stock and requested for recovery of value of the stock from NCML aggregating to ₹15.30 million by way of a notice of motion for joint inspection before the release of stock and deposit of a bank guarantee for value of the stock. NCML provided storage services to Ruchi Worldwide Limited on an "as-is-where-is basis" in relation to a stock of imported yellow peas. The High Court of Bombay dismissed the notice of motion on August 18, 2009. NCML also filed a counter claim before the High Court of Bombay against Ruchi Worldwide Limited for recovery of outstanding storage charges payable by them aggregating to ₹25.40 million and the matter is currently pending.

(iv) Mohanlal Mutha filed a petition before the District and Sessions Court, Jaipur against NCML and CommGrade Testing and Certification Services for recovery of ₹14.58 million for value of the stock and for the damages and losses suffered. The matter is currently pending.

(v) Ruchi Soya Industries Limited ("**RSIL**") had placed an order with NCDEX for purchase of 3,700 MT of cotton oil seed cake which was not collected within the stipulated period from the warehouse of NCML, acting as the warehouse agent, and NCML issued a public auction notice for the commodity. The notice for auction was challenged before the High Court of Bombay on January 24, 2013 and was dismissed by the court on January 28, 2013 and RSIL was directed to furnish a bank guarantee of ₹22.22 million. RSIL filed a suit before the High Court of Bombay on February 20, 2013 seeking to set aside the debt notes raised by NCML for an total amount of ₹27.31 million and to restrain NCML from encashing the bank guarantee given by it. The matter is currently pending.

(vi) Haryana State Co-operative Supply and Marketing Federation Limited ("**HAFED**") and NCML entered into an agreement whereby NCML agreed to provide stock management services to HAFED. Upon NCML making a request for payment of outstanding dues amounting to ₹106.90 million, HAFED made a counter claim of ₹100.30 million in respect of stocks damaged by NCML. Thereafter,

NCML invoked an arbitration clause under the agreement and filed an application before the High Court of Punjab and Haryana to appoint an arbitrator and accordingly, the court appointed Justice Ashok Bhan as the arbitrator on November 6, 2015. Arbitration in this matter is currently pending.

(vii) NCML was instructed by Bank of Baroda ("**BOB**") to auction the cotton bales pledged with NCML pursuant to a credit facilities of ₹30.00 million and ₹49.00 million, respectively, sanctioned by BOB to Giriraj Industries. Accordingly NCML issued two notices of auction and Giriraj Industries approached Principal Senior Civil Court, Junagadh for stay on the auction and extension of time to repay the outstanding loan amount of ₹20.00 million and ₹49.00 million, respectively. Both matters are currently pending.

(viii) NCML was instructed by BOB to auction the cotton bales pledged with NCML pursuant to credit facilities of ₹14.00 million sanctioned by BOB to Nilesh Enterprises. NCML accordingly issued a notice of public auction of the commodity pledged. Nilesh Enterprises filed a petition before the Senior Civil Judge, Junagadh seeking to stay the public auction. The matter is currently pending.

By NCML

(i) NCML filed a petition before the Civil Judge, (SD), Balasore on April 9, 2008 against Mahalaxmi Rice Mills ("**MRM**") for recovery of ₹10.90 million for failure to deliver the requisite quantity of rice to Food Corporation of India within the time specified in an agreement between MRM and NCML. The matter is currently pending.

(ii) NCML was engaged as the collateral manager of Karur Vysya Bank ("**KVB**") for the stocks of MS Traders, which was maintained at a warehouse that MS Traders had leased from Nanak Feed Industries who used to initially share the warehouse with Amandeep Rice Mills Gram Udyog Samiti ("**ARMGUS**"). On May 9, 2014 officials from MARKFED replaced the locks on the warehouse on account of certain claims against Amandeep Mills. MS Traders initiated action against MARKFED, ARMGUC and Nanak Feed Industries before Additional Civil Judge, Senior Division, Khanna and NCML filed an application to implead itself in the suit. NCML has also filed a petition before Additional Civil Judge, Senior Division, Khanna to declare the rights of KVB over the stock and for injunction against MS Traders and others from dealing with or disposing off the stock that has been pledged with KVB. Further, KVB filed an application before DRT-II, Chandigarh against MS Traders and NCML for recovery of the outstanding loan amount of ₹15.13 million.

(iii) NCML filed a writ petition before the High Court of Bombay on July 28, 2015 against Food Corporation of India ("**FCI**") seeking a direction to FCI to repay an amount of ₹20.71 million that was wrongly recovered by FCI's zonal office from pending bills submitted against paddy procured in Madhya Pradesh. The matter is currently pending.

Tax proceedings

Except as stated below none of our Company, our Subsidiaries, our Promoters, our Directors and our Group Entities are involved in any tax proceedings. A summary of tax proceedings against our Company, our Subsidiaries, our Promoters, our Directors and our Group Entities is stated below:

Nature of case	Number of cases	Amount involved (₹ in million)
I. Company		
Indirect Tax		
Service Tax	1	6.05
II. Subsidiaries		
Direct Tax		
Income Tax	6	12.50
Indirect Tax		
Service Tax	2	31.07
VAT	3	2.24
III.Promoters		
Direct Tax		
Income Tax	21	456.31
Indirect Tax		
Service Tax	4	12.89

Nature of case	Number of cases	Amount involved (₹ in million)
IV. Group Entities		
Direct Tax		
Income Tax	1	1.37
VAT	2	49.60

Material frauds committed against our Company

Except as disclosed above, there have been no material frauds committed against our Company in the last five years.

Inquiries, inspections or investigations under the Companies Act

There are no inquiries, inspections or investigations under the Companies Act, 2013 or any previous companies law against our Company and our Subsidiaries in the past five years.

Fines imposed or compounding of offences

Except as disclosed below, there are no fines that have been imposed on or any of offences compounded by our Company or our Subsidiaries in the past five years:

(i) In Fiscal 2014, a penalty of ₹728,969 was imposed on our Company by the Income Tax Department, Government of India;

(ii) In Fiscal 2013, a penalty of ₹117,451 was imposed on our Company by the Employee Provident Fund Organisation;

(iii) In Fiscal 2010, a penalty of ₹7,475 was imposed on our Company for delay in remittance of service tax and ESI; and

(iv) In Fiscal 2014, an aggregate amount of ₹620,539 was imposed on our Subsidiary, Coachieve, as penalty, damages and interest by ESIC in relation to the wage periods from July 1, 2009 to July 31, 2013.

Proceedings initiated against our Company for economic offences

There are no proceedings initiated against our Company for any economic offences.

Defaults and/or non-payment of statutory dues payable

Our Company has no outstanding defaults in relation to statutory dues consisiting of service tax, value added tax, professional tax, employee state insurance, provident fund and tax deducted, dues payable to holders of any debentures (including interest) or dues in respect of deposits (including interest) or any defaults in repayment of loans from any bank or financial institution (including interest).

Litigation or legal action against our Promoters taken by any Ministry, Department of Government or any statutory authority

Except as disclosed above, there is no litigation or legal action pending or taken by any Ministry or Department of the Government or a statutory authority against the Promoters of our Company during the last five years immediately preceding this Draft Red Herring Prospectus.

Material developments since September 30, 2015

Other than as disclosed in "Management's Discussion and Analysis of Financial Condition and Results of Operations" on page 394, in the opinion of the Board, there has not arisen, since the date of the last Restated Financial Statements included in this Draft Red Herring Prospectus, any circumstance that materially and adversely affects or is likely to affect the trading or profitability of our Company taken as a whole or the value of its consolidated assets or its ability to pay its liabilities over the next 12 months.

Outstanding dues to Creditors

For the purpose of material creditors to be disclosed in the Draft Red Herring Prospectus, our Board on January 18, 2016 has considered creditors of the Company towards whom outstanding amount in value exceeds 5% of the total trade payables of the Company as on September 30, 2015, on a standalone basis ("**Material Creditors**"). As on September 30, 2015, outstanding dues to Material Creditors are as follows:

Material Creditors	Number of creditors	Amount involved (₹ in million)
Small scale undertakings	-	-
Other creditors	2	6.30

The details pertaining to net outstanding dues towards our Material Creditors are available on the website of our Company at www.quesscorp.com. It is clarified that such details available on our website do not form a part of this Draft Red Herring Prospectus. Anyone placing reliance on any other source of information, including our Company's website, www. quesscorp.com, would be doing so at their own risk.

GOVERNMENT AND OTHER APPROVALS

Our Company has received the necessary consents, licenses, permissions, registrations and approvals from the Government, various governmental agencies and other statutory and/ or regulatory authorities, required for carrying out its present business and except as mentioned below, no further material approvals are required by our Company for carrying out its existing business. Unless otherwise stated, these approvals are valid as of the date of this Draft Red Herring Prospectus. Certain approvals may have lapsed in their normal course and our Company and Subsidiaries have either made applications to the appropriate authorities for renewal of such licenses and/ or approvals or are in the process of making such applications.

Approvals relating to our Company

A. *Incorporation Details*

1. Certificate of incorporation dated September 19, 2007 issued by the RoC to our Company upon incorporation as IRIS Human Capital Solutions Private Limited.

2. Fresh certificate of incorporation dated October 15, 2007 issued by the RoC to our Company consequent upon change of name to IKYA Human Capital Solutions Private Limited.

3. Fresh certificate of incorporation dated July 2, 2013 issued by the RoC to our Company consequent upon conversion to a public limited company.

4. Fresh certificate of incorporation dated January 2, 2015 issued by the RoC to our Company consequent upon change of name to Quess Corp Limited.

5. Our Company was allotted a corporate identification number U74140KA2007PLC043909.

B. *Tax related approvals*

1. Permanent Account Number AABC17601M.

2. Registration certificate dated April 13, 2015 issued by the Central Board of Excise and Customs allotting service tax registration number AABCI7601MST001 under the Finance Act, 1994 read with the Service Tax Rules, 1994.

3. Registration certificate dated July 30, 2008 issued by the Central Board of Excise and Customs allotting service tax registration number AAHCA1414GST001 under the Finance Act, 1994 read with the Service Tax Rules, 1994.

4. Registration certificate dated December 10, 2009 issued by the Sales Tax Officer, Mumbai allotting registration number 27045202133C under the Central Sales Tax Act, 1956.

5. Registration certificate dated March 25, 2013 issued by the Sales Tax Officer, Mumbai allotting registration number 27045202133V under the Maharashtra Value Added Tax Act, 2002.

6. Registration certificate dated August 3, 2012 issued by the Commercial Tax Department, Government of Tamil Nadu allotting registration number 1066162 under the Central Sales Tax Act, 1956.

7. Registration certificate dated August 3, 2012 issued by the Commercial Tax Department, Government of Tamil Nadu allotting Tax Identification Number (TIN) 33961503791 under the Tamil Nadu Value Added Tax, 2006.

8. Registration certificate dated April 19, 2006 issued by the Central Board of Excise and Customs allotting service tax registration number AACCM0914AST001 under the Finance Act, 1994 read with the Service Tax Rules, 1994.

9. Certificate of enrolment dated June 17, 2011 issued by the Deputy Commercial Tax Officer, Panjagutta division, Hyderabad allotting enrolment number 28517855115 under the Andhra Pradesh Tax on Profession Trade, Callings and Employments Act, 1987.

C. *Approvals in relation to our business*

Our Company is required to obtain various approvals in relation to our business. The registrations and approvals obtained by our Company in respect of our business operations in India include the following:

1. *Registration under relevant shops and establishment legislations*

Shops and establishment legislations regulate the work conditions and terms of employment of the workers employees. We are required to obtain a registration for each of our branch office, if it fulfils the criteria specified by the legislation. Our Company has 31 branch offices across India which are required to be registered under the shops and establishment legislations applicable in the respective states wherein such branch offices are located. The registrations obtained by our branch offices under the shops and establishment legislations are valid only for a fixed period, as specified in the registration certificates. As of the date of filing the Draft Red Herring Prospectus, we have valid registration certificates for 26 of our branches and have applied for renewal of registrations for four of our branch offices.

2. *Registration under EPF Act and ESI Act*

The EPF Act is applicable to factories employing 20 or more employees and such other establishments and industrial undertakings as notified by the government from time to time. Accordingly, 11 of our branch offices which are required to be registered under the EPF Act have registered with the relevant regional provident fund commissioner with jurisdiction. These are one-time registrations, and our Company makes regular contribution to the employees' provident fund as prescribed under the EPF Act.

The ESI Act provides for certain benefits to employees in case of sickness, maternity, injury in the course of employment and certain other matters in relation thereto. All employers in establishments covered by the criteria specified in the ESI Act, are required to register such factory/establishments under the ESI Act. The ESI Act is applicable to our branch offices and offices of our clients where we have deployed our employees as part of our service. Accordingly, our Company have obtained over 190 registrations under the ESI Act. These are one-time registrations and our Company makes regular contribution to the employees' state insurance corporation with jurisdiction.

3. *License under CLRA Act*

The CLRA Act prescribes certain obligations with respect to the welfare and health of the contract labourers and requires contractors and establishments employing 20 or more contract labourers to be registered under the CLRA Act. Under Section 12 of the CLRA Act, we are required to obtain a license before undertaking or executing any work through a contract labour. The licenses obtained by us under the CLRA Act are valid for a fixed period, as specified in the licenses issued by the respective department of labour with jurisdiction and prescribe various conditions such as hours of work, fixation of wages and other essential amenities. As on the date of filing the Draft Red Herring Prospectus, we have over 300 valid licenses under the CLRA Act for offices of our clients spread across all four operations segments of our Company and have made applications for the renewal of over 50 licenses that have expired. We are in the process of making renewal applications for about 90 licenses that have expired in the ordinary course.

4. *Registration under relevant profession tax acts*

Our branch offices are subject to state specific legislations that impose tax on professions, trades, callings and employments. Accordingly, our Company has obtained 24 registrations under the applicable legislations on tax on professions, trades, callings and employments. These are one-time registrations and our Company is required to pay taxes in accordance with applicable rates as may be applicable to the relevant authority with jurisdiction.

5. *Licenses under FSS Act*

The Food Safety and Standards Authority of India, established under the FSS Act, provides for food safety standards for the manufacture, storage, distribution, sale and import of food and for other matters incidental thereto. The FSS Act requires food business operators, including our Company that provides catering service under our Integrated Facility Management operational segment, to register with the Food Safety and Standards Authority of India. Accordingly, our Company has obtained 16 licenses issued by the Food and Drug Administration, allotting license numbers under the FSS Act which are valid for a

period of one year from the date of issuance. All our licenses under the FSS Act are valid as on the date of the Draft Red Herring Prospectus.

Approvals obtained by us and our Subsidiaries in relation to our operations in India

In order to conduct our operations in India, we require various approvals and/ or licenses under various laws, rules and regulations. These approvals and/ or licenses include registration under the EPF Act, the CLRA Act and the ESI Act. We are required to obtain registrations for our primary and branch offices respectively under the EPF Act and the ESI Act. We are also required to register our offices under the state specific shops and establishment's legislations. In order to undertake our facility management business (and in particular our catering business) we are also required to obtain necessary approvals under the FSS Act.

We have obtained the necessary permits, licenses and approvals from the appropriate regulatory and governing authorities required in order to conduct our business operations in India. See also, "Risk Factors - We require certain approvals or licenses in the ordinary course of business. Any failure to obtain them in a timely manner or at all may adversely affect our operations." on page 37.

Approvals obtained by our Subsidiaries in relation to our operations outside India

In order to conduct our operations outside India, we require various approvals and/ or licenses under various laws, rules and regulations of each jurisdiction in which we operate. We have obtained the necessary permits, licenses and approvals from the appropriate regulatory and governing authorities required to conduct our operations in such jurisdictions. As on the date of the Draft Red Herring Prospectus, our Subsidiaries have all the material approvals required to conduct their business and operations outside India.

Approvals under tax laws of Subsidiaries

Our Indian Subsidiaries are required to register under various national tax laws and state specific tax laws such as the IT Act, CST Act, service tax and value added tax legislations. Our Indian Subsidiaries are also required to pay state specific professional tax. We have obtained the necessary licenses and approvals from the appropriate regulatory and governing authorities in relation to such tax laws.

Intellectual Property Rights

We have made the following applications to various trademark registries for the following trademarks. For details of trademarks registered, see "Our Business – Intellectual Property" on page 147.

Sr. No.	Date of application	Mark applied for	Name of Proprietor	Class
1.	December 18, 2007	IKYA THE POWER OF BEING ONE (device)	Quess Corp Limited	35, 41
2.	December 11, 2013	AVON Facility Management Services (device)	Quess Corp Limited	35
3.	February 26, 2015	Quess	Quess Corp Limited	9, 35, 36, 37, 41, 42, 43 and 45
4.	February 26, 2015	Quess (word)	Quess Corp Limited	9, 35, 36, 37, 41, 42, 43 and 45
5.	November 19, 2014	DEPENDO SECURITY SERVICES by AVON	Quess Corp Limited	45

Sr. No.	Date of application	Mark applied for	Name of Proprietor	Class
6.	November 19, 2014	Dependo (word)	Quess Corp Limited	45
7.	November 19, 2014	EDGE RETAIL SOLUTIONS (device)	Quess Corp Limited	35
8.	January 5, 2016	HOFINCONS (word)	Quess Corp Limited	38
9.	January 5, 2016	Hofincons (logo)	Quess Corp Limited	37, 38
10.	January 5, 2016	COACHIEVE (logo)	Coachieve Solutions Private Limited	35
11.	January 5, 2016	eXcelus (logo)	Quess Corp Limited	35
12.	January 5, 2016	MAXEED (logo)	Quess Corp Limited	35
13.	January 5, 2016	ARAVON Facility Management Services (logo)	Quess Corp Limited	35, 43
14.	January 5, 2016	MAGNA INFOTECH (word)	Quess Corp Limited	9, 35, 42
15.	January 5, 2016	MAGNA INFOTECH (logo)	Quess Corp Limited	9, 35, 42
16.	January 5, 2016	IKYA INEDGE RETAIL (logo)	Quess Corp Limited	35
17.	January 5, 2016	IKYA DEPENDO LOGISTICS (logo)	Quess Corp Limited	35
18.	January 5, 2016	IKYA SEARCH PARTNERS (logo)	Quess Corp Limited	35

Sr. No.	Date of application	Mark applied for	Name of Proprietor	Class
19.	January 5, 2016	IKYA —RECRUITMENT & RPO— (logo)	Quess Corp Limited	35
20.	January 5, 2016	JOB PORTS (logo)	Quess Corp Limited	35, 42
21.	January 5, 2016	REFER JUNCTION (logo)	Quess Corp Limited	35, 42
22.	July 27, 2015	HIMMER (logo)	Quess Corp Limited	41
23.	December 22, 2014	HIMER (word)	Hofincons Infotech & Industrial Services Private Limited (since merged with Quess Corp Limited)	41

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Issue

Our Board has approved the Issue pursuant to the resolution passed at its meeting held on December 22, 2015 and our Shareholders have approved the Issue pursuant to the resolution passed at the EGM held on December 23, 2015.

Our Company has received in-principle approvals from the BSE and the NSE for the listing of the Equity Shares pursuant to letters dated [●] and [●], respectively.

Prohibition by the SEBI or other authorities

Our Company, our Promoters, our Directors, the members of the Promoter Group, the Group Entities, the natural persons in control of TCIL and the persons in control of our Company have not been prohibited from accessing or operating in the capital markets for any reasons or under any order or direction passed by the SEBI or any other authorities.

The companies with which our Promoters, our Directors or persons in control of our Company are or were associated as promoter, directors or persons in control have not been prohibited or debarred from accessing the capital markets under any order or direction passed by the SEBI or any other authority.

Our Directors, Pratip Chaudhuri and Pravir Kumar Vohra are directors of Sundaram Asset Management Company Limited and Goldman Sachs Asset Management (India) Private Limited respectively. Chandran Ratnaswami is director of IIFL Holdings Limited. Other than Pratip Chaudhuri, Pravir Kumar Vohra and Chandran Ratnaswami, none of our Directors are in any manner associated with the securities market and there has been no action taken by the SEBI against our Directors or any such entity.

Prohibition by the RBI

None of our Company, our Promoters, and relatives (as defined under the Companies Act, 2013) of our individual Promoter or our Group Entities has been identified as a wilful defaulter by the RBI or any other authority.

Eligibility for the Issue

Our Company is eligible for the Issue in accordance with Regulation 26(1) of the SEBI Regulations, as set forth below:

- Our Company has net tangible assets of at least ₹30 million in each of the preceding three full years (of 12 months each)*, of which not more than 50% are held in monetary assets;
- Our Company has a minimum average pre-tax operating profit of ₹150 million, calculated on a restated consolidated basis during the three most profitable years out of the immediately preceding five years;
- Our Company has a net worth of at least ₹10 million in each of the three preceding full years (of 12 months each)*;
- The aggregate size of the proposed Issue and all previous issues made in the same financial year in terms of the proposed Issue is not expected to exceed five times the pre-Issue net worth of our Company as per the audited balance sheet of the preceding financial year; and
- Our Company has not changed its name in the last one year.

** Our last five fiscals were 15 months ended March 31, 2015, nine months ended December 31, 2013, 12 months ended March 31, 2011, 2012 and 2013.*

Our Company's pre-tax operating profit, net worth, net tangible assets, monetary assets, monetary assets as a percentage of the net tangible assets derived from the Restated Financial Statements included in this Draft Red Herring Prospectus as at and for the last five Financial Years are set forth below:

(₹ *in million, unless otherwise stated*)

Particulars	Financial Year									
	2015 (15 months)		2014 (9 months)		2013 (12 months)		2012 (12 months)		2011 (12 months)	
	Standalone	Consolidated	Standalone	Consolidated	Standalone	Consolidated	Standalone	Consolidated	Standalone	Consolidated
Net tangible assets, as restated	3,325.59	3,545.65	1,878.81	1,666.63	1,089.19	1,392.31	687.00	872.90	541.52	594.51
Monetary assets, as restated	712.34	824.25	212.82	292.44	201.21	248.16	201.02	292.87	134.62	218.60
Monetary assets, as restated as a % of net tangible assets, as restated	21.42%	23.25%	11.33%	17.55%	18.47%	17.82%	29.26%	33.55%	24.86%	36.77%
Pre-tax operating profit, as restated	1,163.06	1,210.77	103.24	355.31	153.53	378.54	83.41	230.45	37.99	64.13
Net worth, as restated	2,612.49	2,524.91	1,600.85	1,846.15	575.00	682.44	494.83	531.02	461.29	464.81

Source: Restated Financial Statements

i. Net tangible assets are defined as the sum of total assets (excluding Goodwill on consolidation, intangible assets as defined in Accounting Standard 26 issued by the Institute of Chartered Accountants of India and deferred tax assets), less total liabilities excluding borrowings (short term, long term and current maturities of long term borrowings and interest thereon) and deferred tax liabilities.

ii. Monetary assets include cash on hand, cheques in hand and balance with banks (including deposits and interest accrued thereon).

iii. 'Pre-tax operating profit', has been calculated as net profit before the aggregate of tax, finance cost and other income.

iv. Net worth has been defined as the aggregate of share capital, securities premium, share options outstanding account, capital reserve, foreign currency translation reserve and surplus / deficit in statement of profit and loss.

Fiscal 2013 (12 months ended March 31, 2013), Fiscal 2014 (9 months ended December 31, 2013) and Fiscal 2015 (15 months ended March 31, 2015 are the three most profitable years out of the immediately preceding five financial years in terms of our Restated Consolidated Financial Statements.

Further, our Company shall ensure that the number of prospective Allottees to whom the Equity Shares will be Allotted shall not be less than 1,000, failing which the entire application monies shall be refunded forthwith in terms of Companies Act 2013, SEBI ICDR Regulations and any other applicable laws.

Disclaimer Clause of the SEBI

AS REQUIRED, A COPY OF THE DRAFT RED HERRING PROSPECTUS HAS BEEN SUBMITTED TO SEBI. IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE DRAFT RED HERRING PROSPECTUS TO SEBI SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE DRAFT RED HERRING PROSPECTUS. THE BOOK RUNNING LEAD MANAGERS, AXIS CAPITAL LIMITED, ICICI SECURITIES LIMITED, IIFL HOLDINGS LIMITED AND YES SECURITIES (INDIA) LIMITED, HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THE DRAFT RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 IN FORCE FOR THE TIME BEING. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED ISSUE.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE DRAFT RED HERRING PROSPECTUS, THE BOOK RUNNING LEAD MANAGERS ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES IT'S RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND

TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MANAGERS HAVE FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED FEBRUARY 1, 2016 WHICH READS AS FOLLOWS:

WE, THE BOOK RUNNING LEAD MANAGERS TO THE ABOVE MENTIONED FORTHCOMING ISSUE, STATE AND CONFIRM AS FOLLOWS:

1. **WE HAVE EXAMINED VARIOUS DOCUMENTS INCLUDING THOSE RELATING TO LITIGATION LIKE COMMERCIAL DISPUTES, PATENT DISPUTES, DISPUTES WITH COLLABORATORS, ETC. AND OTHER MATERIALS IN CONNECTION WITH THE FINALISATION OF THE DRAFT RED HERRING PROSPECTUS PERTAINING TO THE SAID ISSUE;**

2. **ON THE BASIS OF SUCH EXAMINATION AND THE DISCUSSIONS WITH THE COMPANY, ITS DIRECTORS AND OTHER OFFICERS, OTHER AGENCIES AND INDEPENDENT VERIFICATION OF THE STATEMENTS CONCERNING THE OBJECTS OF THE ISSUE, PRICE JUSTIFICATION AND THE CONTENTS OF THE DOCUMENTS AND OTHER PAPERS FURNISHED BY THE COMPANY, WE CONFIRM THAT:**

   (A) THE DRAFT RED HERRING PROSPECTUS FILED WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA IS IN CONFORMITY WITH THE DOCUMENTS, MATERIALS AND PAPERS RELEVANT TO THE ISSUE;

   (B) ALL THE LEGAL REQUIREMENTS RELATING TO THE ISSUE AS ALSO THE REGULATIONS, GUIDELINES, INSTRUCTIONS, ETC. FRAMED/ISSUED BY THE SECURITIES AND EXCHANGE BOARD OF INDIA, THE CENTRAL GOVERNMENT AND ANY OTHER COMPETENT AUTHORITY IN THIS BEHALF HAVE BEEN DULY COMPLIED WITH; AND

   (C) THE DISCLOSURES MADE IN THE DRAFT RED HERRING PROSPECTUS ARE TRUE, FAIR AND ADEQUATE TO ENABLE THE INVESTORS TO MAKE A WELL INFORMED DECISION AS TO THE INVESTMENT IN THE PROPOSED ISSUE AND SUCH DISCLOSURES ARE IN ACCORDANCE WITH THE REQUIREMENTS OF THE COMPANIES ACT, 1956, TO THE EXTENT NOT REPLACED BY THE COMPANIES ACT, 2013, THE COMPANIES ACT, 2013, TO THE EXTENT IN FORCE AND THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 AND OTHER APPLICABLE LEGAL REQUIREMENTS.

3. **WE CONFIRM THAT BESIDES OURSELVES, ALL THE INTERMEDIARIES NAMED IN THE DRHP ARE REGISTERED WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA AND THAT TILL DATE SUCH REGISTRATION IS VALID.**

4. **WE HAVE SATISFIED OURSELVES ABOUT THE CAPABILITY OF THE UNDERWRITERS TO FULFIL THEIR UNDERWRITING COMMITMENTS – NOTED FOR COMPLIANCE.**

5. **WE CERTIFY THAT WRITTEN CONSENT FROM THE PROMOTERS HAS BEEN OBTAINED FOR INCLUSION OF THEIR SPECIFIED SECURITIES AS PART OF PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN AND THE SPECIFIED SECURITIES PROPOSED TO FORM PART OF THE PROMOTER'S CONTRIBUTION SUBJECT TO LOCK-IN SHALL NOT BE DISPOSED/SOLD/TRANSFERRED BY THE PROMOTERS DURING THE PERIOD STARTING FROM THE DATE OF FILING THE DRAFT RED HERRING PROSPECTUS WITH SECURITIES AND EXCHANGE BOARD OF INDIA TILL THE DATE OF COMMENCEMENT OF LOCK-IN PERIOD AS STATED IN THE DRAFT RED HERRING PROSPECTUS;**

6. **WE CERTIFY THAT REGULATION 33 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, WHICH RELATES TO SPECIFIED SECURITIES INELIGIBLE FOR COMPUTATION OF PROMOTERS' CONTRIBUTION, HAS BEEN DULY COMPLIED WITH AND**

APPROPRIATE DISCLOSURES AS TO COMPLIANCE WITH THE SAID REGULATION HAVE BEEN MADE IN THE DRAFT RED HERRING PROSPECTUS - COMPLIED WITH AND NOTED FOR COMPLIANCE;

7. **WE UNDERTAKE THAT SUB-REGULATION (4) OF REGULATION 32 AND CLAUSES (C) AND (D) OF SUB-REGULATION (2) OF REGULATION 8 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 SHALL BE COMPLIED WITH. WE CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE RECEIVED AT LEAST ONE DAY BEFORE THE OPENING OF THE ISSUE. WE UNDERTAKE THAT AUDITORS' CERTIFICATE TO THIS EFFECT SHALL BE DULY SUBMITTED TO THE SECURITIES AND EXCHANGE BOARD OF INDIA. WE FURTHER CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE KEPT IN AN ESCROW ACCOUNT WITH A SCHEDULED COMMERCIAL BANK AND SHALL BE RELEASED TO THE COMPANY, WITH THE PROCEEDS OF THE PUBLIC ISSUE – NOT APPLICABLE;**

8. **WE CERTIFY THAT THE PROPOSED ACTIVITIES OF THE COMPANY FOR WHICH THE FUNDS ARE BEING RAISED IN THE PRESENT ISSUE FALL WITHIN THE 'MAIN OBJECTS' LISTED IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OR OTHER CHARTER OF THE COMPANY, AND THAT THE ACTIVITIES WHICH HAVE BEEN CARRIED OUT UNTIL NOW ARE VALID IN TERMS OF THE OBJECT CLAUSE OF ITS MEMORANDUM OF ASSOCIATION;**

9. **WE CONFIRM THAT NECESSARY ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT THE MONEYS RECEIVED PURSUANT TO THE ISSUE ARE KEPT IN A SEPARATE BANK ACCOUNT AS PER THE PROVISIONS OF SUB-SECTION (3) OF SECTION 73 OF THE COMPANIES ACT, 1956 AND THAT SUCH MONEYS SHALL BE RELEASED BY THE SAID BANK ONLY AFTER PERMISSION IS OBTAINED FROM ALL THE STOCK EXCHANGES MENTIONED IN THE PROSPECTUS. WE FURTHER CONFIRM THAT THE AGREEMENT ENTERED INTO BETWEEN THE BANKERS TO THE ISSUE AND THE COMPANY SPECIFICALLY CONTAINS THIS CONDITION – NOTED FOR COMPLIANCE. ALL MONIES RECEIVED OUT OF THE ISSUE SHALL BE CREDITED/TRANSFERRED TO A SEPARATE BANK ACCOUNT AS REFERRED TO IN SUB SECTION (3) OF SECTION 40 OF THE COMPANIES ACT, 2013;**

10. **WE CERTIFY THAT A DISCLOSURE HAS BEEN MADE IN THE DRAFT RED HERRING PROSPECTUS THAT THE INVESTORS SHALL BE GIVEN AN OPTION TO GET THE SHARES IN DEMAT OR PHYSICAL MODE – NOT APPLICABLE. UNDER SECTION 29 OF THE COMPANIES ACT, 2013, THE EQUITY SHARES ARE TO BE ISSUED IN DEMATERIALISED FORM ONLY;**

11. **WE CERTIFY THAT ALL APPLICABLE DISCLOSURES MANDATED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 HAVE BEEN MADE IN ADDITION TO DISCLOSURES WHICH, IN OUR VIEW, ARE FAIR AND ADEQUATE TO ENABLE THE INVESTOR TO MAKE A WELL INFORMED DECISION;**

12. **WE CERTIFY THAT THE FOLLOWING DISCLOSURES HAVE BEEN MADE IN THE DRAFT RED HERRING PROSPECTUS:**

    (a) AN UNDERTAKING FROM THE COMPANY THAT AT ANY GIVEN TIME, THERE SHALL BE ONLY ONE DENOMINATION FOR THE EQUITY SHARES OF THE COMPANY; AND

    (b) AN UNDERTAKING FROM THE COMPANY THAT IT SHALL COMPLY WITH SUCH DISCLOSURE AND ACCOUNTING NORMS SPECIFIED BY THE SECURITIES AND EXCHANGE BOARD OF INDIA FROM TIME TO TIME;

13. **WE UNDERTAKE TO COMPLY WITH THE REGULATIONS PERTAINING TO ADVERTISEMENT IN TERMS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA**

(ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 WHILE MAKING THE ISSUE – NOTED FOR COMPLIANCE;

14. WE ENCLOSE A NOTE EXPLAINING HOW THE PROCESS OF DUE DILIGENCE HAS BEEN EXERCISED BY US IN VIEW OF THE NATURE OF CURRENT BUSINESS BACKGROUND OR THE COMPANY, SITUATION AT WHICH THE PROPOSED BUSINESS STANDS, THE RISK FACTORS, PROMOTER'S EXPERIENCE, ETC.;

15. WE ENCLOSE A CHECKLIST CONFIRMING REGULATION-WISE COMPLIANCE WITH THE APPLICABLE PROVISIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, CONTAINING DETAILS SUCH AS THE REGULATION NUMBER, ITS TEXT, THE STATUS OF COMPLIANCE, PAGE NUMBER OF THE DRAFT RED HERRING PROSPECTUS WHERE THE REGULATION HAS BEEN COMPLIED WITH AND OUR COMMENTS, IF ANY;

16. WE ENCLOSE STATEMENT ON 'PRICE INFORMATION OF PAST ISSUES HANDLED BY MERCHANT BANKERS (WHO ARE RESPONSIBLE FOR PRICING THE ISSUE)' AS PER FORMAT SPECIFIED BY THE SECURITIES AND EXCHANGE BOARD OF INDIA THROUGH CIRCULAR;

17. WE CERTIFY THAT PROFITS FROM RELATED PARTY TRANSACTIONS HAVE ARISEN FROM LEGITIMATE BUSINESS TRANSACTIONS - COMPLIED WITH TO THE EXTENT OF THE RELATED PARTY TRANSACTIONS CERTIFIED BY MUKUNDA SHIVA & ASSOCIATES, CHARTERED ACCOUNTANTS (FIRM REGISTRATION NUMBER: 011768S) PURSUANT TO ITS CERTIFICATE DATED JANUARY 29, 2016; AND

18. WE CERTIFY THAT THE ENTITY IS ELIGIBLE UNDER 106Y (1)(a) OR (b) (AS THE CASE MAYBE) TO LIST ON THE INSTITUTIONAL TRADING PLATFORM, UNDER CHAPTER XC OF THESE REGULATIONS (IF APPLICABLE) – NOT APPLICABLE.

The filing of this Draft Red Herring Prospectus does not, however, absolve any person who has authorized the issue of this Draft Red Herring Prospectus from any liabilities under Section 34 or Section 36 of Companies Act, 2013 or from the requirement of obtaining such statutory and/or other clearances as may be required for the purpose of the Issue. SEBI further reserves the right to take up at any point of time, with the BRLMs, any irregularities or lapses in this Draft Red Herring Prospectus, the Red Herring Prospectus and the Prospectus.

All legal requirements pertaining to the Issue will be complied with at the time of filing of the RHP with the RoC in terms of Section 32 of the Companies Act, 2013. All legal requirements pertaining to the Issue will be complied with at the time of registration of the Prospectus with the RoC in terms of Sections 26 and 32 of the Companies Act, 2013.

Price information of past issues handled by the BRLMs

1. Price information of past public issues handled by Axis

Sr. No.	Issue Name	Issue size (₹ in million)	Issue price (₹)	Listing date	Opening price on listing date	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1.	Monte Carlo Fashions Limited	3,504.30	645	December 19, 2014	584.00	-26.20%, [+3.96%]	-23.57%, [+5.60%]	-20.88%, [-2.16%]
2.	Inox Wind Limited[1]	10,205.30	325	April 9, 2015	400.00	+28.54%, [-6.68%]	+42.42%, [-3.05%]	+11.20%, [-7.51%]
3.	UFOMoviez India Limited	6,000.00	625	May 14, 2015	600.00	-11.68%, [-2.93%]	-3.18%, [+2.90%]	-18.27%, [-3.76%]
4.	Syngene International Limited	5,500.00	250	August 11, 2015	295.00	+36.00%, [-7.61%]	+44.90%, [-6.47%]	-
5.	Navkar Corporation Limited	6,000.00	155	September 9, 2015	152.00	+0.97%, [+3.97%]	+26.00%, [-0.68%]	-
6.	Pennar Engineered Building Systems Limited	1,561.90	178	September 10, 2015	177.95	-5.93%, [+5.16%]	-11.26%, [-1.11%]	-
7.	Coffee Day Enterprises Ltd	11,500.00	328	November 2, 2015	317.00	-21.42% [-1.19%]	-20.76%, [-6.15%]	-
8.	Alkem Laboratories Limited[2]	13,477.64	1,050	December 23, 2015	1,380.00	+30.34%, [-7.49%]	-	-
9.	Narayana Hrudayalaya Limited	6,130.82	250	January 6, 2016	291.00	-	-	-

Source: www.nseindia.com

[1] *Price for retail individual bidders and eligible employees was ₹310.00 per equity share*
[2] *Price for eligible employees was ₹950.00 per equity share*

Notes:

a. The CNX NIFTY is considered as the Benchmark Index.
b. Price on NSE is considered for all of the above calculations.
c. In case 30th/90th/180th day is not a trading day, closing price on NSE of the next trading day has been considered.
d. Since 30 calendar days, 90 calendar days and 180 calendar days, as applicable, from listing date has not elapsed for few of the above issues, data for same is not available.

Summary statement of price information of past public issues handled by Axis

Financial Year	Total No. of IPOs	Total Funds Raised (₹ in million)	No. of IPOs trading at discount as on 30th calendar day from listing day			No. of IPOs trading at premium as on 30th calendar day from listing day			No. of IPOs trading at discount as on 180th calendar day from listing day			No. of IPOs trading at premium as on 180th calendar day from listing day		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2015-2016*	8	60,375.66	-	-	3	-	3	1	-	-	1	-	-	1
2014-2015	1	3,504.30	-	1	-	-	-	-	-	-	1	-	-	-
2013-2014	-	-	-	-	-	-	-	-	-	-	-	-	-	-

* *The information is as on the date of the document*

The information for each of the financial years is based on issues listed during such financial year.

Note: Since 30 calendar days and 180 calendar days, as applicable, from listing date has not elapsed for few of the above issues, data for same is not available.

2. Price information of past public issues handled by I-Sec

Sr. No.	Issue Name	Issue size (₹ in million)	Issue price (₹)	Listing date	Opening price on listing date	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1.	Shemaroo Entertainment Limited	1,200.0	170.00 (1)	October 1, 2014	180.00	-5.74%, [+2.81%]	-5.88%, [+3.79%]	+5.85%, [+6.88%]
2.	Wonderla Holidays Limited	1,812. 5	125.00	May 9, 2014	160.00	+72.92%, [+11.60%]	+78.96%, [+11.86%]	+162.32%, [+21.57%]
3.	VRL Logistics Limited	4,678.8	205.00	April 30, 2015	288.00	+50.90%, [+3.08%]	+85.49%, [+1.90%]	+100.90%, [+0.97%]
4.	PNC Infratech Limited	4,884.4	378.00	May 26, 2015	387.00	+0.32%, [+0.26%]	+14.66%, [-6.36%]	+42.72%,[-5.88%]
5.	Manpasand Beverages Limited	4,000.0	320.00	July 9, 2015	300.00	+23.20%, [+2.83%]	+36.53%, [-2.11%]	+58.34%, [-6.45%]
6.	Sadbhav Infrastructure Project Limited	4,916.6	103.00	September 16, 2015	111.00	-2.28%, [+3.55%]	-5.63%, [-3.15%]	-

(1) Discount of ₹17 per equity share offered to retail investors. All calculations are based on Issue Price of ₹170.00 per equity share

Notes:

1. All data sourced from www.nseindia.com

2. Benchmark index considered is NIFTY

3. *30th, 90th, 180th calendar day from listed day have been taken as listing day plus 29, 89 and 179 calendar days, except wherever 30th, 90th, 180th calendar day is a holiday, in which case we have considered the closing data of the next trading day*

Summary statement of price information of past public issues handled by I-Sec

Financial Year	Total No. of IPOs	Total Funds Raised (₹ in million)	No. of IPOs trading at discount as on 30th calendar day from listing day			No. of IPOs trading at premium as on 30th calendar day from listing day			No. of IPOs trading at discount as on 180th calendar day from listing day			No. of IPOs trading at premium as on 180th calendar day from listing day		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2015-2016	4	18,479.8	-	-	1	1	-	2	-	-	-	2	1	-
2014-2015	2	3,012.5	-	-	1	1	-	-	-	-	-	1	-	1
2013-2014	-	-	-	-	-	-	-	-	-	-	-	-	-	-

3. Price information of past public issues handled by IIFL

Sr. No.	Issue Name	Issue size (₹ in million)	Issue price (₹)	Listing date	Opening price on listing date	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1.	Manpasand Beverages Limited	4,000.0	320.0	July 9, 2015	300.00	+23.2%, [+2.4%]	+31.5%, [-2.2%]	+58.6%, [-6.9%]
2.	Power Mech Projects Limited	2,732.2	640.0	August 26, 2015	600.00	-9.4%, [-0.2%]	-2.8%, [-0.6%]	Not Applicable, [Not Applicable]

Source: www.nseindia.com

Note: Benchmark Index taken as CNX NIFTY. Price on NSE is considered for all of the above calculations. The 30th, 90th and 180th calendar day from listed day have been taken as listing day plus 30, 90 and 180 calendar days, except wherever 30th /90th / 180th calendar day from listing day is a holiday, the closing data of the previous trading day has been considered. % change taken against the Issue Price in case of the Issuer. % change taken against closing CNX NIFTY Index a day prior to the listing date.

Summary statement of price information of past public issues handled by IIFL

Financial Year	Total No. of IPOs	Total Funds Raised (₹ in million)	No. of IPOs trading at discount as on 30th calendar day from listing day			No. of IPOs trading at premium as on 30th calendar day from listing day			No. of IPOs trading at discount as on 180th calendar day from listing day			No. of IPOs trading at premium as on 180th calendar day from listing day		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2015-2016	2	6,732.2	-	-	1	-	-	1	-	-	-	1	-	-
2014-2015	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2013-2014	-	-	-	-	-	-	-	-	-	-	-	-	-	-

Source: www.nseindia.com
Note: Data for number of IPOs trading at premium/discount taken at closing price on NSE on the respective date. In case any of the days falls on a non-trading day, the closing price on the previous trading day has been considered.

4. Price information of past public issues handled by Yes Securities

Sr. No.	Issue Name	Issue size (₹ in million)	Issue price (₹)	Listing date	Opening price on listing date	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1.	-	-	-	-	-	-	-	-

Summary statement of price information of past public issues handled by Yes Securities

Financial Year	Total No. of IPOs	Total Funds Raised (₹ in million)	No. of IPOs trading at discount as on 30th calendar day from listing day			No. of IPOs trading at premium as on 30th calendar day from listing day			No. of IPOs trading at discount as on 180th calendar day from listing day			No. of IPOs trading at premium as on 180th calendar day from listing day		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2015-2016	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2014-2015	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2013-2014	-	-	-	-	-	-	-	-	-	-	-	-	-	-

Track record of past issues handled by BRLMs

For details regarding the track record of the BRLMs, as specified in Circular (CIR/MIRSD/1/2012) dated January 10, 2012 issued by the SEBI, see the websites of the BRLMs, as set forth in the table below:

Sr. No.	Name of BRLM	Website
1.	Axis	http://www.axiscapital.co.in
2.	I-Sec	http://www.icicisecurities.com
3.	IIFL	http://www.iiflcap.com
4.	Yes Securities	http://yesinvest.in/YES/aboutus.jsp?p=aboutus&p1=TrackRecordofPublicIssues

Caution - Disclaimer from our Company, our Directors and the BRLMs

Our Company, our Directors and the BRLMs accept no responsibility for statements made otherwise than in this Draft Red Herring Prospectus or in the advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information, including our Company's website www.quesscorp.com, or the respective websites of TCIL, our Subsidiaries or our Group Entities, would be doing so at his or her own risk.

The BRLMs accept no responsibility, save to the limited extent as provided in the Issue Agreement and the Underwriting Agreement to be entered into among the Underwriters and our Company.

All information shall be made available by our Company and the BRLMs to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever including at road show presentations, in research or sales reports, at bidding centres or elsewhere.

None of our Company, our Directors or any member of the Syndicate is liable for any failure in downloading the Bids due to faults in any software/hardware system or otherwise.

Investors who Bid in the Issue will be required to confirm and will be deemed to have represented to our Company, the Underwriters and their respective directors, officers, agents, affiliates, and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares and will not issue, sell, pledge, or transfer the Equity Shares to any person who is not eligible under any applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares. Our Company, Underwriters and their respective directors, officers, agents, affiliates, and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares.

Our customers include affiliates of the BRLMs or the BRLM entity. The BRLMs and their respective associates and affiliates may engage in transactions with, and perform services for our Company, Promoters, Promoter Group, Group Entities and their respective group companies, affiliates or associates or third parties in the ordinary course of business and have engaged, or may in the future engage, in commercial banking and investment banking transactions with or become customers or suppliers to our Company, Promoters, Promoter Group, Group Entities and their respective group companies, affiliates or associates or third parties, for which they have received, and may in the future receive, compensation.

Disclaimer in respect of Jurisdiction

The Issue is being made in India to persons resident in India (including Indian nationals resident in India who are competent to contract under the Indian Contract Act, 1872, HUFs, companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in shares, Indian Mutual Funds registered with the SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under applicable trust law and who are authorized under their constitution to hold and invest in shares, permitted insurance companies and pension funds, insurance funds set up and managed by the army and navy and insurance funds set up and managed by the Department of Posts, India) and to eligible non-residents, including FIIs, Eligible NRIs and FPIs. This Draft Red Herring Prospectus does not, however, constitute an invitation to subscribe to or purchase shares offered hereby in any jurisdiction other than India to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Draft Red Herring Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions.

No action has been, or will be, taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that this Draft Red Herring Prospectus had been filed with the SEBI for its

observations. Accordingly, the Equity Shares represented thereby may not be offered or sold, directly or indirectly, and this Draft Red Herring Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Draft Red Herring Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company or the Subsidiaries since the date hereof or that the information contained herein is correct as of any time subsequent to this date. Any dispute arising out of the Issue will be subject to the jurisdiction of appropriate court(s) in Bengaluru, India only.

The Equity Shares have not been and will not be registered under the Securities Act, or any state securities laws in the United States, and, unless so registered, may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws in the United States. Accordingly, the Equity Shares are being offered and sold (a) in the United States only to "qualified institutional buyers" (as defined in Rule 144A under the Securities Act and referred to in this Draft Red Herring Prospectus as "U.S. QIBs"; for the avoidance of doubt, the term U.S. QIBs does not refer to a category of institutional investor defined under applicable Indian regulations and referred to in this Draft Red Herring Prospectus as "QIBs"), in reliance on Rule 144A under the Securities Act or another available exemption from the registration requirements of the Securities Act, and (b) outside the United States in offshore transactions in compliance with Regulation S under the Securities Act and the applicable laws of the jurisdiction where those offers and sales occur. The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Disclaimer Clause of the BSE

As required, a copy of this Draft Red Herring Prospectus has been submitted to the BSE. The disclaimer clause as intimated by BSE to our Company, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus prior to filing with the RoC.

Disclaimer Clause of the NSE

As required, a copy of this Draft Red Herring Prospectus has been submitted to the NSE. The disclaimer clause as intimated by NSE to our Company, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus prior to filing with the RoC.

Filing

A copy of this Draft Red Herring Prospectus has been filed with the SEBI at Overseas Towers, 7th Floor, 756-L, Anna Salai, Chennai 600 002, Tamil Nadu, India.

A copy of the Red Herring Prospectus, along with the documents required to be filed under Section 32 of the Companies Act, 2013 would be delivered for registration to the RoC and a copy of the Prospectus to be filed under Section 26 of the Companies Act, 2013 would be delivered for registration with RoC at 'E' Wing, 2nd Floor, Kendriya Sadana, Koramangala, Bangalore 560 034, Karnataka, India.

Listing

Applications have been made to the Stock Exchanges for permission to deal in and for an official quotation of the Equity Shares. [●] will be the Designated Stock Exchange with which the Basis of Allotment will be finalised.

If the permissions to deal in, and for an official quotation of, the Equity Shares are not granted by any of the Stock Exchanges mentioned above, our Company will forthwith repay all moneys received from the applicants in pursuance of the Red Herring Prospectus as required by applicable law. Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges mentioned above are taken within 6 Working Days of the Bid/Issue Closing Date. If our Company does not allot Equity Shares pursuant to the Issue within 6 Working Days from the Bid/Issue Closing Date or within such timeline as prescribed by the SEBI, it shall repay without interest all monies received from applicants, failing which interest shall be due to be paid to the applicants at the rate of 15% per annum for the delayed period.

Consents

Consents in writing of: (a) our Directors, our Company Secretary and Compliance Officer, the Chief Financial Officer, the Domestic Legal Counsel to our Company, the Domestic Legal Counsel to the Underwriters, the International Legal Counsel to the Underwriters and the Bankers to our Company; and (b) the BRLMs, the Registrar to the Issue, the Syndicate Members, the Escrow Collection Banks/Bankers to the Issue and the Refund Banks to act in their respective capacities, have been obtained / will be obtained prior to filing of the Red Herring Prospectus with the RoC and filed along with a copy of the Red Herring Prospectus with the RoC as required under the Companies Act, 2013 and such consents shall not be withdrawn up to the time of delivery of the Red Herring Prospectus for registration with the RoC.

Our Company has received written consent from the Statutory Auditor, BSR & Associates LLP, Chartered Accountants to include its name as required under Section 26 of the Companies Act, 2013 in this Draft Red Herring Prospectus and as an "Auditor"or "Statutory Auditor" and "expert" in respect of the reports of the Auditors on the Restated Consolidated Financial Statements and Restated Standalone Financial Statements, each dated Janaury 18, 2016, included in this Draft Red Herring Prospectus and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

Expert to the Issue

Except as stated above in "Consents", our Company has not obtained any expert opinions:

Issue Related Expenses

The expenses of the Issue include, among others, underwriting and management fees, selling commissions, printing and distribution expenses, legal fees, statutory advertisement expenses, registrar and depository fees and listing fees. For details of Issue expenses, see "Objects of the Issue" on page 107.

Fees Payable to the Syndicate

The total fees payable to the Syndicate (including underwriting commission and selling commission and reimbursement of their out-of-pocket expenses) will be as per the Syndicate Agreement, a copy of which will be available for inspection at the Registered & Corporate Office. For details of the Issue expenses, see "Objects of the Issue" on page 107.

Commission payable to SCSBs, Registered Brokers, RTAs and CDPs

For details of the commission payable to SCBS, Registered Brokers, RTAs and CDPs, see "Objects of the Issue" on page 107.

Fees Payable to the Registrar to the Issue

The fees payable to the Registrar to the Issue for processing of applications, data entry, printing of Allotment Advice/CAN/refund order, preparation of refund data on magnetic tape, printing of bulk mailing register will be as stated in the agreement dated January 19, 2016 among our Company and the Registrar to the Issue, a copy of which is available for inspection at the Registered & Corporate Office.

The Registrar to the Issue will be reimbursed for all out-of-pocket expenses including cost of stationery, postage, stamp duty and communication expenses. Adequate funds will be provided to the Registrar to the Issue to enable it to send refund orders or Allotment Advice by registered post/speed post.

Commission or brokerage on previous issues

Since this is an initial public offering of our Company, no sum has been paid or is payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of the Equity Shares since inception of our Company.

Particulars regarding public or rights issues by our Company during the last five years

Except as disclosed in "Capital Structure" on page 82, our Company has not made any public or rights issues during the five years preceding the date of this Draft Red Herring Prospectus.

Previous issues of securities otherwise than for cash

Except as disclosed in "Capital Structure – Notes to Capital Structure - Issue of Equity Shares for Consideration other than Cash" on page 84, our Company has not issued any Equity Shares for consideration otherwise than for cash.

Previous capital issue during the previous three years by our Company, listed Group Entities, Subsidiaries of our Company

Except as disclosed in "Our Group Entities" on page 192, none of our Company, our Subsidiaries or listed Group Entities has made any capital issues during the three years preceding the date of this Draft Red Herring Prospectus.

Performance vis-à-vis objects – Public/Rights Issue of our Company and/or listed Group Entities, Subsidiaries of our Company

Except as disclosed below, our Company has not undertaken any previous public or rights issue in the 10 years immediate preceding the date of the Draft Red Herring Prospectus.

Sr. No.	Date	Type of issue	Number of Equity Shares offered	Number of Equity Shares allotted	Issue Price (₹)	Objects of the Issue
1.	December 22, 2015	Rights issue	2,560,000	2,560,000	10	Working capital

For details, see "Capital Structure" on page 82 for details of last three issues of our Company during the period of ten years immediately preceding the date of Draft Red Herring Prospectus. All the objects mentioned in the respective offer documents of the aforementioned issues have been met.

Except as disclosed in the "Our Group Entities" on page 192, none of the Group Entities or Subsidiaries of our Company have undertaken any public or rights issue in the last ten years preceding the date of the Draft Red Herring Prospectus. All the objects mentioned in the respective offer documents of the aforementioned issues have been met.

Outstanding Debentures or Bonds or redeemable Preference Shares or other instruments

Except for the employee stock options granted under the ESOP 2009 and ESOP 2015 as disclosed in "Capital Structure - Notes to Capital Structure – Employee Stock Option Plans" on page 91, our Company does not have any outstanding debentures or bonds or redeemable preference shares or other instruments as on the date of this Draft Red Herring Prospectus.

Partly Paid-Up Shares

Our Company does not have any partly paid-up Equity Shares as on the date of this Draft Red Herring Prospectus.

Stock Market Data of Equity Shares

This being an initial public offer of our Company, the Equity Shares are not listed on any stock exchange.

Redressal of Investor Grievances

The agreement between the Registrar to the Issue and our Company provides for retention of records with the Registrar to the Issue for a period of at least three years from the last date of despatch of the letters of allotment and demat credit to enable the investors to approach the Registrar to the Issue for redressal of their grievances.

All grievances may be addressed to the Registrar to the Issue with a copy to the relevant Designated Intermediary to whom the Bid cum Application Form was submitted. The Bidder should give full details such as name of the sole or first Bidder, Bid cum Application Form number, Bidder DP ID, Client ID, PAN, date of the submission of Bid cum Application Form, address of the Bidder, number of the Equity Shares applied for and the name and address of the Designated Intermediary where the Bid cum Application Form was submitted by the Bidder.

Further, the Bidder shall also enclose a copy of the Acknowledgment Slip duly received from the concered Designated Intermediary in addition to the information mentioned hereinabove.

Our Company estimates that the average time required by our Company or the Registrar to the Issue or the SCSB, for the redressal of routine investor grievances shall be 10 Working Days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

The Board of Directors of the Company has constituted a Stakeholders' Relationship Committee comprising Madhavan Karunakaran Menon, Ajit Isaac and Revathy Ashok as members. For details, see "Our Management" on page 181. Our Company has also appointed NVS Pavan Kumar, Company Secretary of our Company as the Compliance Officer for the Issue. For details, see "General Information" on page 75.

As on the date of this Draft Red Herring Prospectus, there are no investor complaints pending against FFHL.

Changes in Statutory Auditors

There have been no changes in our Company's statutory auditors during the three years preceding the date of this Draft Red Herring Prospectus, except as described below:

Name of Auditors	Date of Appointment	Date of Resignation	Reasons for Change
BSR & Associates	September 4, 2013	October 6, 2014	Resignation
BSR & Associates LLP	October 14, 2014	-	Appointment of BSR & Associates LLP to fill the casual vacancy caused by the resignation of BSR & Associates

Capitalisation of Reserves or Profits

Our Company has not capitalised its reserves or profits at any time during the last five years preceding the date of this Draft Red Herring Prospectus, except as stated in "Capital Structure" on page 97.

Revaluation of Assets

Our Company has not re-valued its assets in the last five years preceding the date of this Draft Red Herring Prospectus.

SECTION VII: ISSUE INFORMATION

TERMS OF THE ISSUE

The Equity Shares being issued pursuant to this Issue shall be subject to the provisions of the Companies Act, SEBI Regulations, SCRA, SCRR, the Memorandum and Articles of Association, the terms of the Red Herring Prospectus, the Prospectus, the Abridged Prospectus, Bid cum Application Form, the Revision Form, the CAN/Allotment Advice and other terms and conditions as may be incorporated in the Allotment Advices and other documents/certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to laws as applicable, guidelines, rules, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the Government of India, the Stock Exchange, the RBI, RoC and/or other authorities, as in force on the date of the Issue and to the extent applicable or such other conditions as may be prescribed by the SEBI, the RBI, the Government of India, the Stock Exchanges, the RoC and/or any other authorities while granting its approval for the Issue.

Ranking of the Equity Shares

The Equity Shares being issued pursuant to the Issue shall be subject to the provisions of the Companies Act, the MoA and AoA and shall rank *pari-passu* in all respects with the existing Equity Shares including in respect of the right to receive dividend. The Allottees upon Allotment of Equity Shares under the Issue, will be entitled to dividend and other corporate benefits, if any, declared by our Company after the date of Allotment. For details, see "Main Provisions of Articles of Association" on page 476.

Mode of Payment of Dividend

Our Company shall pay dividends, if declared, to the Shareholders in accordance with the provisions of Companies Act, the Memorandum and Articles of Association and provisions of the SEBI Listing Regulations. For further details, in relation to dividends, see "Dividend Policy" and "Main Provisions of the Articles of Association" on pages 198 and 476, respectively.

Face Value and Issue Price

The face value of each Equity Share is ₹10 and the Issue Price at the lower end of the Price Band is ₹[●] per Equity Share and at the higher end of the Price Band is ₹[●] per Equity Share. The Anchor Investor Issue Price is ₹[●] per Equity Share.

The Price Band and the minimum Bid Lot size for the Issue will be decided by our Company in consultation with the BRLMs and advertised in [●] edition of the English national newspaper [●], [●] edition of the Hindi national newspaper [●] and the [●] edition of the Kannada newspaper, each with wide circulation, at least five Working Days prior to the Bid/Issue Opening Date and shall be made available to the Stock Exchanges for the purpose of uploading the same on their websites. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price, shall be pre-filled in the Bid cum Application Forms available on the websites of the Stock Exchanges.

At any given point of time there shall be only one denomination of Equity Shares.

Compliance with disclosure and accounting norms

Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

Rights of the Equity Shareholders

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, our equity Shareholders shall have the following rights:

- Right to receive dividends, if declared;
- Right to attend general meetings and exercise voting rights, unless prohibited by law;
- Right to vote on a poll either in person or by proxy, in accordance with the provisions of the Companies Act;

- Right to receive offers for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation, subject to any statutory and preferential claim being satisfied;
- Right of free transferability, subject to applicable laws including any RBI rules and regulations; and
- Such other rights, as may be available to a shareholder of a listed public company under the Companies Act, the SEBI Listing Regulations and the Articles of Association of our Company.

For a detailed description of the main provisions of the Articles of Association of our Company relating to voting rights, dividend, forfeiture and lien, transfer, transmission and/or consolidation/splitting, see "Main Provisions of Articles of Association" on page 476.

Market Lot and Trading Lot

Pursuant to Section 29 of the Companies Act, 2013 the Equity Shares shall be allotted only in dematerialised form. As per the SEBI Regulations, the trading of the Equity Shares shall only be in dematerialised form. In this context, two agreements have been signed amongst our Company, the respective Depositories and the Registrar to the Issue:

- Agreement dated October 28, 2013 amongst NSDL, our Company and the Registrar to the Issue;
- Agreement dated July 14, 2015 amongst CDSL, our Company and the Registrar to the Issue.

Since trading of the Equity Shares is in dematerialised form, the tradable lot is one Equity Share. Allotment in this Issue will be only in electronic form in multiples of one Equity Share subject to a minimum Allotment of [●] Equity Shares.

Joint Holders

Where two or more persons are registered as the holders of the Equity Shares, they shall be entitled to hold the same as joint tenants with benefits of survivorship.

Jurisdiction

Exclusive jurisdiction for the purpose of this Issue is with the competent courts/authorities in Bengaluru, India.

Nomination facility to investors

In accordance with Section 72 of the Companies Act, 2013 the sole Bidder, or the first Bidder along with other joint Bidders, may nominate any one person in whom, in the event of the death of sole Bidder or in case of joint Bidders, death of all the Bidders, as the case may be, the Equity Shares Allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to equity share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale/transfer/alienation of equity share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at our Registered Office or to the registrar and transfer agents of our Company.

Any person who becomes a nominee by virtue of the provisions of Section 72 of the Companies Act, 2013 shall upon the production of such evidence as may be required by the Board, elect either:

a) to register himself or herself as the holder of the Equity Shares; or

b) to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Issue will be made only in dematerialized mode there is no need to make a separate nomination with our Company. Nominations registered with respective depository participant of the applicant would prevail. If the investor wants to change the nomination, they are requested to inform their respective depository participant.

Withdrawal of the Issue

Our Company in consultation with the BRLMs, reserve the right not to proceed with the Issue after the Bid/Issue Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-Issue advertisements were published, within two days of the Bid/Issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue. The Registrar to the Issue, shall notify the SCSBs to unblock the bank accounts of the ASBA Bidders within one Working Day from the date of receipt of such notification. Our Company shall also inform the same to the Stock Exchanges on which Equity Shares are proposed to be listed.

Notwithstanding the foregoing, this Issue is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment, and (ii) the final RoC approval of the Prospectus after it is filed with the RoC. If our Company withdraws the Issue after the Bid/Issue Closing Date and thereafter determines that it will proceed with an issue/offer for sale of the Equity Shares, our Company shall file a fresh draft red herring prospectus with SEBI.

Bid/Issue Programme

BID/ISSUE OPENS ON	[●][(1)]
BID/ISSUE CLOSES ON (FOR QIBs)	[●][(2)]
BID/ISSUE CLOSES ON (FOR OTHER BIDDERS)	[●]

(1) Our Company may, in consultation with the BRLMs, consider participation by Anchor Investors. The Anchor Investor Bid/Issue Period shall be one Working Day prior to the Bid/Issue Opening Date in accordance with the SEBI Regulations

(2) Our Company may, in consultation with the BRLMs, consider closing the Bid/Issue Period for QIBs one day prior to the Bid/Issue Closing Date in accordance with the SEBI Regulations

An indicative timetable in respect of the Issue is set out below:

Event	Indicative Date
Bid/Issue Closing Date	[●]
Finalisation of Basis of Allotment with the Designated Stock Exchange	On or about [●]
Initiation of refunds (if any, for Anchor Investors)/unblocking of funds from ASBA Account	On or about [●]
Credit of Equity Shares to demat accounts of Allottees	On or about [●]
Commencement of trading of the Equity Shares on the Stock Exchanges	On or about [●]

The above timetable, other than the Bid/Issue Closing Date, is indicative and does not constitute any obligation on our Company or the BRLMs.

Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchanges are taken within six Working Days of the Bid/Issue Closing Date, the timetable may be extended due to various factors, such as extension of the Bid/Issue Period by our Company, revision of the Price Band or any delay in receiving the final listing and trading approval from the Stock Exchanges. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchanges and in accordance with the applicable laws.

Submission of Bids (other than Bids from Anchor Investors):

Bid/Issue Period (except the Bid/Issue Closing Date)	
Submission and Revision in Bids	Only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time ("IST")
Bid/Issue Closing Date	
Submission and Revision in Bids	Only between 10.00 a.m. and 3.00 p.m. IST

On the Bid/Issue Closing Date, the Bids shall be uploaded until:

(i) 4.00 p.m. IST in case of Bids by QIBs and Non-Institutional Investors, and

(ii) until 5.00 p.m. IST or such extended time as permitted by the Stock Exchanges, in case of Bids by Retail Individual Investors.

On Bid/Issue Closing Date, extension of time will be granted by Stock Exchanges only for uploading Bids received by Retail Individual Investors after taking into account the total number of Bids received and as reported by the BRLMs to the Stock Exchanges.

It is clarified that Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by SCSBs would be rejected.

Due to limitation of time available for uploading the Bids on the Bid/Issue Closing Date, Bidders are advised to submit their Bids one day prior to the Bid/Issue Closing Date. Any time mentioned in this Draft Red Herring Prospectus is IST. Bidders are cautioned that, in the event a large number of Bids are received on the Bid/Issue Closing Date, some Bids may not get uploaded due to lack of sufficient time. Such Bids that cannot be uploaded will not be considered for allocation under this Issue. Bids will be accepted only during Monday to Friday (excluding any public holiday). None among our Company or any member of the Syndicate is liable for any failure in uploading the Bids due to faults in any software/hardware system or otherwise.

Our Company in consultation with the BRLMs, reserves the right to revise the Price Band during the Bid/Issue Period. The revision in the Price Band shall not exceed 20% on either side, i.e. the Floor Price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly.

In case of revision in the Price Band, the Bid/Issue Period shall be extended for at least three additional Working Days after such revision, subject to the Bid/Issue Period not exceeding 10 Working Days. Any revision in Price Band, and the revised Bid/Issue Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges, by issuing a press release and also by indicating the change on the terminals of the Syndicate Members.

Minimum Subscription

If our Company does not receive (i) the minimum subscription of 90% of the Issue; and (ii) a subscription in the Issue equivalent to the minimum number of securities as specified under Rule 19(2)(b)(ii) of the SCRR, including devolvement of Underwriters, if any, within 60 days from the date of Bid/Issue Closing Date, our Company shall forthwith refund the entire subscription amount received. If there is a delay beyond the prescribed time, our Company shall pay interest prescribed under the Companies Act, 2013, the SEBI Regulations and applicable law.

Further, our Company shall ensure that the number of prospective allottees to whom the Equity Shares will be Allotted will be not less than 1,000.

Arrangements for Disposal of Odd Lots

There are no arrangements for disposal of odd lots.

Restrictions, if any on Transfer and Transmission of Equity Shares

Except for the lock-in of the pre-Issue capital of our Company, Promoters' minimum contribution and the Anchor Investor lock-in as provided in "Capital Structure" on page 87 and except as provided in the Articles of Association there are no restrictions on transfer of Equity Shares. Further, there are no restrictions on the transmission of shares/debentures and on their consolidation/splitting, except as provided in the Articles of Association. For details, see "Main Provisions of Articles of Association" on page 476.

Option to Receive Securities in Dematerialized Form

Pursuant to Section 29 of the Companies Act, 2013, the Equity Shares in the Issue shall be allotted only in dematerialised form. Further, as per the SEBI Regulations, the trading of the Equity Shares shall only be in dematerialised form on the Stock Exchanges.

ISSUE STRUCTURE

Public issue of up to [●] Equity Shares for cash at a price of ₹[●] per Equity Share (including share premium of ₹[●] per Equity Share) aggregating to ₹4,000 million. The Issue will constitute [●]% of the fully diluted post-Issue paid-up equity share capital of our Company.

The Issue is being made through the Book Building Process.

Particulars	QIBs[(1)]	Non-Institutional Investors	Retail Individual Investors
Number of Equity Shares available for Allotment/ allocation* [(2)]	[●] Equity Shares	Not less than [●] Equity Shares available for allocation or Issue less allocation to QIB Bidders and Retail Individual Investors	Not less than [●] Equity Shares available for allocation or Issue less allocation to QIB Bidders and Non-Institutional Investors
Percentage of Issue Size available for Allotment/ allocation	50% of the Issue size shall be available for allocation to QIBs. However, up to 5% of the net QIB Category (excluding the Anchor Investor Portion) will be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining balance QIB Category	Not less than 15% of the Issue	Not less than 35% of the Issue
Basis of Allotment/ allocation if respective category is oversubscribed*	Proportionate as follows (excluding the Anchor Investor Portion): (a) Up to [●] Equity Shares shall be available for allocation on a proportionate basis to Mutual Funds only; and (b) [●] Equity Shares shall be Allotted on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above	Proportionate	Proportionate, subject to minimum Bid Lot. For details see, "Issue Procedure – Part B – Allotment Procedure and Basis of Allotment – Allotment to RIBs" on page 465
Minimum Bid	Such number of Equity Shares that the Bid Amount exceeds ₹200,000 and in multiples of [●] Equity Shares thereafter	Such number of Equity Shares that the Bid Amount exceeds ₹200,000 and in multiples of [●] Equity Shares thereafter	[●] Equity Shares and in multiples of [●] Equity Shares thereafter
Maximum Bid	Such number of Equity Shares not exceeding the size of the Issue, subject to applicable limits	Such number of Equity Shares not exceeding the size of the Issue, subject to applicable limits	Such number of Equity Shares so that the Bid Amount does not exceed ₹200,000
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter		
Allotment Lot	[●] Equity Shares and in multiples of one Equity Share thereafter		
Trading Lot	One Equity Share		
Who can apply[(4)]	Public financial institutions as specified in Section 2(72) of the Companies Act, 2013, scheduled commercial banks, mutual funds, FPIs other than Category III foreign portfolio investors, VCFs, AIFs, FVCIs registered with SEBI, multilateral and bilateral development financial institutions, state industrial development corporation, insurance company registered with IRDA, provident fund (subject to applicable law) with minimum corpus of ₹250 million, pension fund with minimum corpus of ₹250 million, in accordance with applicable law, National Investment Fund set up by the Government of India, insurance funds set up and managed by army, navy or air force of the Union of India and insurance funds set up and managed by the Department of Posts, India	Resident Indian individuals, Eligible NRIs, HUFs (in the name of Karta), companies, corporate bodies, scientific institutions societies and trusts, Category III foreign portfolio investors	Resident Indian individuals, Eligible NRIs and HUFs (in the name of Karta)
Terms of Payment	Full Bid Amount shall be blocked by the SCSBs in the bank account of the ASBA Bidder that is		

Particulars	QIBs[1]	Non-Institutional Investors	Retail Individual Investors
	specified in the ASBA Form at the time of submission of the ASBA Form[3]		

* *Assuming full subscription in the Issue*

(1) Our Company may, in consultation with the BRLMs allocate up to 60% of the QIB Category to Anchor Investors on a discretionary basis. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being made to other Anchor Investors.

(2) Subject to valid Bids being received at or above the Issue Price. This Issue is being made in accordance with Rule 19(2)(b)(ii) of the SCRR and under the SEBI Regulations.

(3) Bid Amount shall be payable by the Anchor Investors at the time of submission of the Anchor Investor Application Form. For details of terms of payment applicable to Anchor Investors, see "Section 7: Allotment Procedure and Basis of Allotment" on page 465.

Under subscription, if any, in any category except the QIB Category, would be met with spill-over from the other categories at the discretion of our Company in consultation with the BRLMs and the Designated Stock Exchange.

ISSUE PROCEDURE

*All Bidders should review the General Information Document for Investing in Public Issues prepared and issued in accordance with the circular (CIR/CFD/DIL/12/2013) dated October 23, 2013 notified by SEBI ("General Information Document") included below under "**Part B – General Information Document**", which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI Regulations. The General Information Document has been updated to reflect the enactments and regulations, to the extent applicable to a public issue. The General Information Document is also available on the websites of the Stock Exchanges and the BRLMs. Please refer to the relevant provisions of the General Information Document which are applicable to the Issue.*

Our Company and the BRLMs do not accept any responsibility for the completeness and accuracy of the information stated in this section and are not liable for any amendment, modification or change in the applicable law which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of the Equity Shares that can be held by them under applicable law or as specified in this Draft Red Herring Prospectus.

PART A

The Issue is being made through the Book Building Process wherein 50% of the Issue shall be Allotted to QIBs on a proportionate basis, provided that our Company, in consultation with the BRLMs may allocate up to 60% of the QIB Category to Anchor Investors on a discretionary basis in accordance with the SEBI Regulations, of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from them at or above the Anchor Investor Allocation Price. 5% of the net QIB Category (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Category shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Issue Price. Further, not less than 15% of the Issue shall be available for allocation on a proportionate basis to Non-Institutional Investors and not less than 35% of the Issue shall be available for allocation to Retail Individual Investors in accordance with the SEBI Regulations, subject to valid Bids being received at or above the Issue Price.

Under-subscription, if any, in any category, except in the QIB Category, would be allowed to be met with spill over from any other category or combination of categories, at the discretion of our Company in consultation with the BRLMs and the Designated Stock Exchange.

The Equity Shares, on Allotment, shall be traded only in the dematerialized segment of the Stock Exchanges.

Investors should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialised form. The Bid cum Application Forms which do not have the details of the Bidders' depository account, including DP ID, Client ID and PAN, shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form.

Bid cum Application Form

Copies of the ASBA Form and the abridged prospectus will be available with the Designated Intermediaries at the Bidding Centers, and Registered Office of our Company. An electronic copy of the ASBA Form will also be available for download on the websites of the NSE (www.nseindia.com) and the BSE (www.bseindia.com) at least one day prior to the Bid/Issue Opening Date.

All Bidders (other than Anchor Investors) shall mandatorily participate in the Issue only through the ASBA process. ASBA Bidders must provide bank account details and authorisation to block funds in the relevant space provided in the ASBA Form and the ASBA Forms that do not contain such details will be rejected.

ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the Designated Intermediary, submitted at the Bidding Centers only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected.

For Anchor Investors, the Anchor Investor Application Form will be available at the offices of the BRLMs.

The prescribed colour of the Bid cum Application Form for the various categories is as follows:

Category	Colour of Bid cum Application Form*
Resident Indians and Eligible NRIs applying on a non-repatriation basis	White
Non-Residents including Eligible NRIs, FIIs, their sub-accounts (other than sub-accounts which are foreign corporates or foreign individuals under the QIB Category), FPI or FVCIs or FPIs, registered multilateral and bilateral development financial institutions applying on a repatriation basis	Blue
Anchor Investors	White

* *Excluding electronic Bid cum Application Form*

Designated Intermediaries (other than SCSBs) shall submit/deliver the ASBA Forms to the respective SCSB, where the Bidder has a bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank.

Participation by Promoters, Promoter Group, the BRLMs the Syndicate Members and persons related to the Promoters/Promoter Group/BRLMs

The BRLMs and the Syndicate Members shall not be allowed to purchase Equity Shares in this Issue in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the BRLMs and the Syndicate Members may Bid for Equity Shares in the Issue, either in the QIB Category or in the Non-Institutional Category as may be applicable to such Bidders, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients. All categories of investors, including associates or affiliates of the BRLMs and Syndicate Members, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

Neither the BRLMs nor any persons related to the BRLMs (other than Mutual Funds sponsored by entities related to the BRLMs), Promoters and Promoter Group can apply in the Offer under the Anchor Investor Portion.

Bids by Mutual Funds

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Bid cum Application Form. Failing this, our Company reserves the right to reject any Bid without assigning any reason thereof.

Bids made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Bids are made.

In case of a Mutual Fund, a separate Bid can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Bids in respect of more than one scheme of the Mutual Fund will not be treated as multiple Bids provided that the Bids clearly indicate the scheme concerned for which the Bid has been made.

No Mutual Fund scheme shall invest more than 10% of its net asset value in equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in case of index funds or sector or industry specific schemes. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

Bids by Eligible NRIs

Eligible NRIs may obtain copies of Bid cum Application Form from the Designated Intermediaries. Eligible NRI Bidders bidding on a repatriation basis by using the Non-Resident Forms should authorize their SCSB to block their Non-Resident External ("**NRE**") accounts, or Foreign Currency Non-Resident ("**FCNR**") Accounts, and eligible NRI Bidders bidding on a non-repatriation basis by using Resident Forms should authorize their SCSB to block their Non-Resident Ordinary ("**NRO**") accounts for the full Bid Amount, at the time of the submission of the Bid cum Application Form.

Eligible NRIs Bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents (white in colour). Eligible NRIs Bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents (blue in colour).

Bids by FPIs (including FIIs)

In terms of the SEBI FPI Regulations, an FII who holds a valid certificate of registration from SEBI shall be deemed to be a registered FPI until the expiry of the block of three years for which fees have been paid as per the SEBI FII Regulations. Accordingly, such FIIs can participate in this Issue in accordance with Schedule 2 of the FEMA Regulations. An FII shall not be eligible to invest as an FII after registering as an FPI under the SEBI FPI Regulations.

In terms of the SEBI FPI Regulations, the issue of Equity Shares to a single FPI or an investor group (which means the same set of ultimate beneficial owner(s) investing through multiple entities) must be below 10% of our post-Offer Equity Share capital. Further, in terms of the FEMA Regulations, the total holding by each FPI shall be below 10% of the total paid-up Equity Share capital of our Company and the total holdings of all FPIs put together shall not exceed 24% of the paid-up Equity Share capital of our Company. The aggregate limit of 24% may be increased up to the sectoral cap by way of a resolution passed by the Board of Directors followed by a special resolution passed by the Shareholders of our Company and subject to prior intimation to RBI. In terms of the FEMA Regulations, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs as well as holding of FIIs (being deemed FPIs) shall be included.

The existing individual and aggregate investment limits for an FII or sub account in our Company are 10% and 74% of the total paid-up Equity Share capital of our Company, respectively.

FPIs are permitted to participate in the Offer subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 22 of the SEBI FPI Regulations, an FPI, other than Category III foreign portfolio investor and unregulated broad based funds, which are classified as Category II foreign portfolio investor by virtue of their investment manager being appropriately regulated, may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it that are listed or proposed to be listed on any recognised stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons who are regulated by an appropriate regulatory authority; and (ii) such offshore derivative instruments are issued after compliance with 'know your client' norms. An FPI is also required to ensure that no further issue or transfer of any offshore derivative instrument is made by or on behalf of it to any persons that are not regulated by an appropriate foreign regulatory authority.

Bids by SEBI registered VCFs, AIFs and FVCIs

The SEBI FVCI Regulations and the SEBI AIF Regulations *inter-alia* prescribe the investment restrictions on the VCFs, FVCIs and AIFs registered with SEBI.

The holding by any individual VCF registered with SEBI in one venture capital undertaking should not exceed 25% of the corpus of the VCF. Further, VCFs and FVCIs can invest only up to 33.33% of the investible funds by way of subscription to an initial public offering.

The category I and II AIFs cannot invest more than 25% of the corpus in one investee company. A category III AIF cannot invest more than 10% of the corpus in one investee company. A venture capital fund registered as a category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than 1/3rd of its corpus by way of subscription to an initial public offering of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the VCF Regulation until the existing fund or scheme managed by the fund is wound up.

All non-resident investors should note that refunds (in case of Anchor Investors), dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

Bids by limited liability partnerships

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company reserves the right to reject any Bid without assigning any reason thereof.

Bids by banking companies

In case of Bids made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended ("**Banking Regulation Act**"), and the Master Circular dated July 1, 2015 – Para-banking Activities, is 10% of the paid-up share capital of the investee company or 10% of the banks' own paid-up share capital and reserves, whichever is less. Further, the investment in a non-financial services company by a banking company together with its subsidiaries, associates, joint ventures, entities directly or indirectly controlled by the bank and mutual funds managed by asset management companies controlled by the banking company cannot exceed 20% of the investee company's paid-up share capital. A banking company may hold up to 30% of the paid-up share capital of the investee company with the prior approval of the RBI provided that the investee company is engaged in non-financial activities in which banking companies are permitted to engage under the Banking Regulation Act.

Bids by SCSBs

SCSBs participating in the Issue are required to comply with the terms of the SEBI circulars dated September 13, 2012 and January 2, 2013. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such applications.

Bids by insurance companies

In case of Bids made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Bid cum Application Form. Failing this, our Company reserves the right to reject any Bid without assigning any reason thereof.

The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2000 as amended are broadly set forth below:

(a) equity shares of a company: the lower of 10% of the outstanding Equity Shares (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer;

(b) the entire group of the investee company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or reinsurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and

(c) the industry sector in which the investee company belong to: not more than 15% of the fund of a life insurer or a general insurer or a reinsurer or 15% of the investment asset, whichever is lower.

The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or general insurer and the amount calculated under (a), (b) and (c) above, as the case may be.

Insurance companies participating in this Issue shall comply with all applicable regulations, guidelines and circulars issued by IRDA from time to time.

Bids by provident funds/pension funds

In case of Bids made by provident funds/pension funds, subject to applicable laws, with minimum corpus of ₹250 million, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be attached to the Bid cum Application Form. Failing this, our Company reserves the right to reject any Bid, without assigning any reason thereof.

Bids under Power of Attorney

In case of Bids made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, Eligible FPIs (including FIIs), Mutual Funds, insurance companies, insurance funds set up by the army, navy or air force of the India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with a minimum corpus of ₹250 million (subject to applicable law) and pension funds with a minimum corpus of ₹250 million, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged along with the Bid cum Application Form. Failing this, our Company reserves the right to accept or reject any Bid in whole or in part, in either case, without assigning any reason thereof.

Our Company in their absolute discretion, reserve the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application Form.

The above information is given for the benefit of the Bidders. Our Company and the BRLMs are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable law or regulation or as specified in this Draft Red Herring Prospectus.

General Instructions

***Do's*:**

1. Check if you are eligible to apply as per the terms of the Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals;

2. Ensure that you have Bid within the Price Band;

3. Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;

4. Ensure that you have mentioned the correct ASBA Account number in the Bid cum Application Form;

5. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Center within the prescribed time;

6. Ensure that you have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB before submitting the ASBA Form to any of the Designated Intermediaries;

7. If the first applicant is not the bank account holder, ensure that the Bid cum Application Form is signed by the account holder. Ensure that you have mentioned the correct bank account number in the Bid cum Application Form;

8. Ensure that the signature of the First Bidder in case of joint Bids, is included in the Bid cum Application Forms;

9. In case of joint Bids, the Bid cum Application Form should contain the name of only the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names;

10. Ensure that you request for and receive a stamped acknowledgement of the Bid cum Application Form for all your Bid options from the concerned Designated Intermediary;

11. Ensure that you submit the revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;

12. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of the SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, and (ii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the IT Act.

The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;

13. Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;

14. Ensure that the category and the investor status is indicated;

15. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust, etc., relevant documents are submitted;

16. Ensure that Bids submitted by any person outside India is in compliance with applicable foreign and Indian laws;

17. Ensure that the despository account is active, the correct DP ID, Client ID and the PAN are mentioned in their Bid cum Application Form and that the name of the Bidder, the DP ID, Client ID and the PAN entered into the online IPO system of the Stock Exchanges by the relevant Designated Intermediary, as applicable, matches with the name, DP ID, Client ID and PAN available in the Depository database; and

18. Ensure that you have correctly signed the authorisation/undertaking box in the Bid cum Application Form, or have otherwise provided an authorisation to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form at the time of submission of the Bid.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Don'ts:

1. Do not Bid for lower than the minimum Bid size;

2. Do not Bid for a Bid Amount exceeding ₹200,000 (for Bids by Retail Individual Investors);

3. Do not pay the Bid Amount in cheques, demand drafts or by cash, money order, postal order or by stock invest;

4. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;

5. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Investors);

6. Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;

7. Do not submit the Bid for an amount more than funds available in your ASBA account.

8. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a colour prescribed for another category of Bidder;

9. Do not submit a Bid in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;

10. Do not Bid if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository).

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Payment into Escrow Account for Anchor Investors

Our Company in consultation with the BRLMs, in its absolute discretion, will decide the list of Anchor Investors to whom the CAN will be sent, pursuant to which the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors. For Anchor Investors, the payment instruments for payment into the Escrow Account should be drawn in favour of:

(a) In case of resident Anchor Investors: "[●]"

(b) In case of Non-Resident Anchor Investors: "[●]"

Pre-Issue Advertisement

Subject to Section 30 of the Companies Act, 2013, our Company shall, after registering the Red Herring Prospectus with the RoC, publish a pre-Offer advertisement, in the form prescribed by the SEBI Regulations, in: (i) [●] edition of English national newspaper [●]; (ii) [●] edition of Hindi national newspaper [●]; and (iii) [●] edition of Kannada newspaper [●], each with wide circulation.

Signing of the Underwriting Agreement and the RoC Filing

(a) Our Company and the Syndicate intend to enter into an Underwriting Agreement after the finalisation of the Issue Price.

(b) After signing the Underwriting Agreement, an updated Red Herring Prospectus will be filed with the RoC in accordance with applicable law, which then would be termed as the 'Prospectus'. The Prospectus will contain details of the Issue Price, the Anchor Investor Issue Price, Issue size, and underwriting arrangements and will be complete in all material respects.

Impersonation

Attention of the applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013, which is reproduced below:

"*Any person who:*

(a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or

(b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or

***(c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447.*"**

The liability prescribed under Section 447 of the Companies Act, 2013 includes imprisonment for a term which shall not be less than six months extending up to 10 years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount.

Undertakings by our Company

Our Company undertakes the following:

- adequate arrangements shall be made to collect all Bid cum Application Forms submitted by Bidders.
- it shall not have any recourse to the proceeds of the Issue until final listing and trading approvals have been received from the Stock Exchanges;
- the complaints received in respect of the Issue shall be attended to by our Company expeditiously and satisfactorily;

- all steps for completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges where the Equity Shares are proposed to be listed are taken within six Working Days of the Bid/Issue Closing Date will be taken;

- if Allotment is not made application money will be refunded/unblocked in ASBA Account within 15 days from the Bid/Offer Closing Date or such lesser time as specified by SEBI, failing which interest will be due to be paid to the Bidders at the rate of 15% per annum for the delayed period;

- the funds required for making refunds (to the extent applicable) as per the mode(s) disclosed shall be made available to the Registrar to the Issue by our Company;

- where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within 15 days from the Bid/Issue Closing Date, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;

- Promoters' contribution, if any, shall be brought in advance before the Bid/Offer Opening Date and the balance, if any, shall be brought in on a pro rata basis before calls are made on the Allottees;

- the certificates of the securities/refund orders to Eligible NRIs shall be despatched within specified time; and

- no further issue of the Equity Shares shall be made till the Equity Shares offered through the Red Herring Prospectus are listed or until the Bid monies are unblocked in ASBA Account/refunded on account of non-listing, under-subscription, etc.

Utilisation of Issue Proceeds

The Board of Directors certify that:

- all monies received out of the Issue shall be credited/transferred to a separate bank account other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act, 2013;

- details of all monies utilised out of the Issue shall be disclosed, and continue to be disclosed till the time any part of the Issue proceeds remains unutilised, under an appropriate head in the balance sheet of our Company indicating the purpose for which such monies have been utilised;

- details of all unutilised monies out of the Issue, if any shall be disclosed under an appropriate separate head in the balance sheet indicating the form in which such unutilised monies have been invested;

- the utilisation of monies received under the Promoters' contribution, if any, shall be disclosed, and continue to be disclosed till the time any part of the Issue proceeds remains unutilised, under an appropriate head in the balance sheet of our Company indicating the purpose for which such monies have been utilised; and

- the details of all unutilised monies out of the funds received under the Promoters' contribution, if any, shall be disclosed under a separate head in the balance sheet of our Company indicating the form in which such unutilised monies have been invested.

PART B

General Information Document for Investing in Public Issues

This General Information Document highlights the key rules, processes and procedures applicable to public issues in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations. Bidders/Applicants should not construe the contents of this General Information Document as legal advice and should consult their own legal counsel and other advisors in relation to the legal matters concerning the Offer. For taking an investment decision, the Bidders/Applicants should rely on their own examination of the Issuer and the Offer, and should carefully read the Red Herring Prospectus/Prospectus before investing in the Offer.

SECTION 1: PURPOSE OF THE GENERAL INFORMATION DOCUMENT (GID)

This document is applicable to the public issues undertaken through the Book-Building Process as well as to the Fixed Price Offers. The purpose of the "General Information Document for Investing in Public Issues" is to provide general guidance to potential Bidders/Applicants in IPOs and FPOs, on the processes and procedures governing IPOs and FPOs, undertaken in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("**SEBI ICDR Regulations, 2009**").

Bidders/Applicants should note that investment in equity and equity related securities involves risk and Bidder/Applicant should not invest any funds in the Offer unless they can afford to take the risk of losing their investment. The specific terms relating to securities and/or for subscribing to securities in an Offer and the relevant information about the Issuer undertaking the Offer are set out in the Red Herring Prospectus ("**RHP**")/Prospectus filed by the Issuer with the Registrar of Companies ("**RoC**"). Bidders/Applicants should carefully read the entire RHP/Prospectus and the Bid cum Application Form/Application Form and the Abridged Prospectus of the Issuer in which they are proposing to invest through the Offer. In case of any difference in interpretation or conflict and/or overlap between the disclosure included in this document and the RHP/Prospectus, the disclosures in the RHP/Prospectus shall prevail. The RHP/Prospectus of the Issuer is available on the websites of stock exchanges, on the website(s) of the **BRLM(s)** to the Offer and on the website of Securities and Exchange Board of India ("**SEBI**") at www.sebi.gov.in.

For the definitions of capitalized terms and abbreviations used herein Bidders/Applicants may see "*Glossary and Abbreviations*".

SECTION 2: BRIEF INTRODUCTION TO IPOs/FPOs

2.1 Initial public offer (IPO)

An IPO means an offer of specified securities by an unlisted Issuer to the public for subscription and may include an Offer for Sale of specified securities to the public by any existing holder of such securities in an unlisted Issuer.

For undertaking an IPO, an Issuer is *inter-alia* required to comply with the eligibility requirements of in terms of either Regulation 26(1) or Regulation 26(2) of the SEBI ICDR Regulations, 2009. For details of compliance with the eligibility requirements by the Issuer, Bidders/Applicants may refer to the RHP/Prospectus.

2.2 Further public offer (FPO)

An FPO means an offer of specified securities by a listed Issuer to the public for subscription and may include Offer for Sale of specified securities to the public by any existing holder of such securities in a listed Issuer.

For undertaking an FPO, the Issuer is *inter-alia* required to comply with the eligibility requirements in terms of Regulation 26/ Regulation 27 of the SEBI ICDR Regulations, 2009. For details of compliance with the eligibility requirements by the Issuer, Bidders/Applicants may refer to the RHP/Prospectus.

2.3 Other Eligibility Requirements:

In addition to the eligibility requirements specified in paragraphs 2.1 and 2.2, an Issuer proposing to undertake an IPO or an FPO is required to comply with various other requirements as specified in the

SEBI ICDR Regulations, 2009, the Companies Act, 2013, the Companies Act, 1956 (to the extent applicable), the Securities Contracts (Regulation) Rules, 1957 ("**SCRR**"), industry-specific regulations, if any, and other applicable laws for the time being in force.

For details in relation to the above Bidders/Applicants may refer to the RHP/Prospectus.

2.4 Types of Public Issues – Fixed Price Issues and Book Built Issues

In accordance with the provisions of the SEBI ICDR Regulations, 2009, an Issuer can either determine the Offer Price through the Book Building Process ("**Book Built Issue**") or undertake a Fixed Price Offer ("**Fixed Price Issue**"). An Issuer may mention Floor Price or Price Band in the RHP (in case of a Book Built Issue) and a Price or Price Band in the Draft Prospectus (in case of a fixed price Issue) and determine the price at a later date before registering the Prospectus with the Registrar of Companies.

The cap on the Price Band should be less than or equal to 120% of the Floor Price. The Issuer shall announce the Price or the Floor Price or the Price Band through advertisement in all newspapers in which the pre-issue advertisement was given at least five Working Days before the Bid/Offer Opening Date, in case of an IPO and at least one Working Day before the Bid/Issue Opening Date, in case of an FPO.

The Floor Price or the Offer price cannot be lesser than the face value of the securities.

Bidders/Applicants should refer to the RHP/Prospectus or Offer advertisements to check whether the Offer is a Book Built Issue or a Fixed Price Issue.

2.5 ISSUE PERIOD

The Offer may be kept open for a minimum of three Working Days (for all category of Bidders/Applicants) and not more than ten Working Days. Bidders/Applicants are advised to refer to the Bid cum Application Form and Abridged Prospectus or RHP/Prospectus for details of the Bid/Offer Period. Details of Bid/Offer Period are also available on the website of the Stock Exchange(s).

In case of a Book Built Issue, the Issuer may close the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date if disclosures to that effect are made in the RHP. In case of revision of the Floor Price or Price Band in Book Built Issues the Bid/Issue Period may be extended by at least three Working Days, subject to the total Bid/Offer Period not exceeding 10 Working Days. For details of any revision of the Floor Price or Price Band, Bidders/Applicants may check the announcements made by the Issuer on the websites of the Stock Exchanges, and the advertisement in the newspaper(s) issued in this regard.

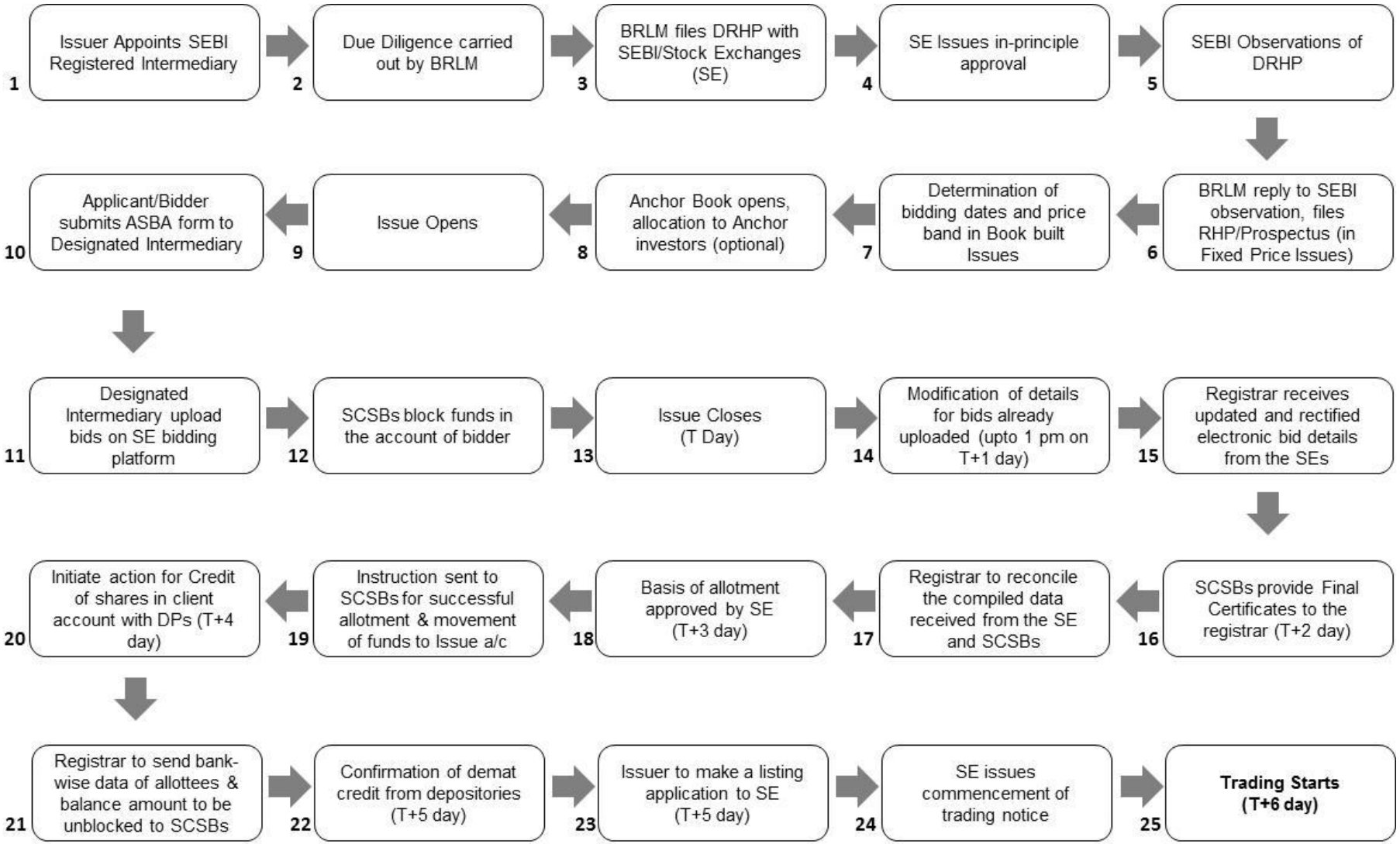
2.6 FLOWCHART OF TIMELINES

A flow chart of process flow in Fixed Price and Book Built Issues is as follows. Bidders/Applicants may note that this is not applicable for Fast Track FPOs:

- In case of Offer other than Book Build Issue (Fixed Price Issue) the process at the following of the below mentioned steps shall be read as:

    i. Step 7 : Determination of Offer Date and Price

    ii. Step 10: Applicant submits ASBA Form with any of the Designated Intermediaries


1 Issuer Appoints SEBI Registered Intermediary
2 Due Diligence carried out by BRLM
3 BRLM files DRHP with SEBI/Stock Exchanges (SE)
4 SE Issues in-principle approval
5 SEBI Observations of DRHP
6 BRLM reply to SEBI observation, files RHP/Prospectus (in Fixed Price Issues)
7 Determination of bidding dates and price band in Book built Issues
8 Anchor Book opens, allocation to Anchor investors (optional)
9 Issue Opens
10 Applicant/Bidder submits ASBA form to Designated Intermediary
11 Designated Intermediary upload bids on SE bidding platform
12 SCSBs block funds in the account of bidder
13 Issue Closes (T Day)
14 Modification of details for bids already uploaded (upto 1 pm on T+1 day)
15 Registrar receives updated and rectified electronic bid details from the SEs
16 SCSBs provide Final Certificates to the registrar (T+2 day)
17 Registrar to reconcile the compiled data received from the SE and SCSBs
18 Basis of allotment approved by SE (T+3 day)
19 Instruction sent to SCSBs for successful allotment & movement of funds to Issue a/c
20 Initiate action for Credit of shares in client account with DPs (T+4 day)
21 Registrar to send bank-wise data of allottees & balance amount to be unblocked to SCSBs
22 Confirmation of demat credit from depositories (T+5 day)
23 Issuer to make a listing application to SE (T+5 day)
24 SE issues commencement of trading notice
25 Trading Starts (T+6 day)

SECTION 3: CATEGORY OF INVESTORS ELIGIBLE TO PARTICIPATE IN AN ISSUE

Each Bidder/Applicant should check whether it is eligible to apply under applicable law. Furthermore, certain categories of Bidders/Applicants, such as NRIs, FIIs, FPIs and FVCIs may not be allowed to Bid/Apply in the Offer or to hold Equity Shares, in excess of certain limits specified under applicable law. Bidders/Applicants are requested to refer to the RHP/Prospectus for more details.

Subject to the above, an illustrative list of Bidders/Applicants is as follows:

- Indian nationals resident in India who are competent to contract under the Indian Contract Act, 1872, in single or joint names (not more than three);
- Bids/Applications belonging to an account for the benefit of a minor (under guardianship);
- Hindu Undivided Families or HUFs, in the individual name of the *Karta*. The Bidder/Applicant should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form/Application Form as follows: "Name of sole or first Bidder/Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the *Karta*". Bids/Applications by HUFs may be considered at par with Bids/Applications from individuals;
- Companies, corporate bodies and societies registered under applicable law in India and authorised to invest in equity shares;
- QIBs;
- NRIs on a repatriation basis or on a non-repatriation basis subject to applicable law;
- Indian Financial Institutions, regional rural banks, co-operative banks (subject to RBI regulations and the SEBI ICDR Regulations, 2009 and other laws, as applicable);
- FIIs and sub-accounts registered with SEBI, other than a sub-account which is a foreign corporate or foreign individual, bidding under the QIBs category;
- Sub-accounts of FIIs registered with SEBI, which are foreign corporates or foreign individuals only under the Non Institutional Bidder ("**NIBs**") category;
- FPIs other than Category III foreign portfolio investors Bidding under the QIBs category;
- FPIs which are Category III foreign portfolio investors, Bidding under the NIBs category;
- Scientific and/or industrial research organisations authorised in India to invest in the Equity Shares;
- Trusts/societies registered under the Societies Registration Act, 1860, or under any other law relating to trusts/societies and who are authorised under their respective constitutions to hold and invest in equity shares;
- Limited liability partnerships registered under the Limited Liability Partnership Act, 2008;
- Any other person eligible to Bid/Apply in the Offer, under the laws, rules, regulations, guidelines and policies applicable to them and under Indian laws; and
- As per the existing regulations, OCBs are not allowed to participate in an Offer.

SECTION 4: APPLYING IN THE ISSUE

Book Built Issue: Bidders should only use the specified ASBA Form (or in case of Anchor Investors, the Anchor Investor Application Form) bearing the stamp of a a Designated Intermediary, as available or downloaded from the websites of the Stock Exchanges. Bid cum Application Forms are available with the book running lead managers, the Designated Intermediaries at the Bidding Centres and at the registered office of the Issuer. Electronic Bid cum Application Forms will be available on the websites of the Stock Exchanges at least one day prior to the Bid/Offer Opening Date. For further details, regarding availability of Bid cum Application Forms, Bidders may refer to the RHP/Prospectus.

Fixed Price Issue: Applicants should only use the specified Bid cum Application Form bearing the stamp of the relevant Designated Intermediaries, as available or downloaded from the websites of the Stock Exchanges. Application Forms are available with the Designated Branches of the SCSBs and at the Registered and Corporate Office of the Issuer. For further details, regarding availability of Application Forms, Applicants may refer to the Prospectus.

Bidders/Applicants should ensure that they apply in the appropriate category. The prescribed colour of the Bid cum Application Form for various categories of Bidders/Applicants is as follows:

Category	Colour of the Bid cum Application Form
Resident Indian, Eligible NRIs applying on a non repatriation basis	White
NRIs, FVCIs, FIIs, their sub-accounts (other than sub-accounts which are foreign corporate(s) or foreign individuals bidding under the QIB), FPIs, on a repatriation basis	Blue
Anchor Investors (where applicable) & Bidders Bidding/applying in the reserved category	As specified by the Issuer

Securities issued in an IPO can only be in dematerialized form in compliance with Section 29 of the Companies Act, 2013. Bidders/Applicants will not have the option of getting the Allotment of specified securities in physical form. However, they may get the specified securities rematerialised subsequent to Allotment.

4.1 INSTRUCTIONS FOR FILLING THE BID CUM APPLICATION FORM/APPLICATION FORM

Bidders/Applicants may note that forms not filled completely or correctly as per instructions provided in this GID, the RHP and the Bid cum Application Form/Application Form are liable to be rejected.

Instructions to fill each field of the Bid cum Application Form can be found on the reverse side of the Bid cum Application Form. Specific instructions for filling various fields of the Resident Bid cum Application Form and Non-Resident Bid cum Application Form and samples are provided below.

The samples of the Bid cum Application Form for resident Bidders and the Bid cum Application Form for non-resident Bidders are reproduced below:

Quess

COMMON BID CUM APPLICATION FORM	XYZ LIMITED - INITIAL PUBLIC ISSUE - R Address : ..... Contact Details: ..... CIN No	FOR RESIDENT INDIANS, INCLUDING RESIDENT QIBs AND ELIGIBLE NRIs APPLYING ON A NON-REPATRIATION BASIS

LOGO

TO,
THE BOARD OF DIRECTORS
XYZ LIMITED

BOOK BUILT ISSUE
ISIN : .....

Bid cum Application Form No.

SYNDICATE MEMBER'S STAMP & CODE	BROKER/SCSB/DP/RTA STAMP & CODE
SUB-BROKER'S / SUB AGENT'S STAMP & CODE	ESCROW BANK/SCSB BRANCH STAMP & CODE
BANK BRANCH SERIAL NO.	SCSB SERIAL NO.

1. NAME & CONTACT DETAILS OF SOLE / FIRST BIDDER

Mr. / Ms. .....

Address .....

Email .....

Tel. No (with STD code) / Mobile .....

2. PAN OF SOLE / FIRST BIDDER

3. BIDDER'S DEPOSITORY ACCOUNT DETAILS ☐ NSDL ☐ CDSL

For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID

4. BID OPTIONS (ONLY RETAIL INDIVIDUAL BIDDERS CAN BID AT "CUT-OFF")

Bid Options	No. of Equity Shares Bid (In Figures) (Bids must be in multiples of Bid Lot as advertised)	Price per Equity Share (₹) / "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures)			
		Bid Price	Retail Discount	Net Price	"Cut-off" (Please ✓ tick)
	8 7 6 5 4 3 2 1	3 2 1	3 2 1	3 2 1	
Option 1					☐
OR) Option 2					☐
(OR) Option 3					☐

5. CATEGORY

☐ Retail Individual Bidder
☐ Non-Institutional Bidder
☐ QIB

6. INVESTOR STATUS

☐ Individual(s) - IND
☐ Hindu Undivided Family* - HUF
☐ Bodies Corporate - CO
☐ Banks & Financial Institutions - FI
☐ Mutual Funds - MF
☐ Non-Resident Indians - NRI (Non-Repatriation basis)
☐ National Investment Fund - NIF
☐ Insurance Funds - IF
☐ Insurance Companies - IC
☐ Venture Capital Funds - VCF
☐ Alternative Investment Funds - AIF
☐ Others (Please specify) - OTH

*HUF should apply only through *Karta*. (*Application by HUF would be treated on par with Individual*)

7. PAYMENT DETAILS PAYMENT OPTION : FULL PAYMENT ☐ PART PAYMENT ☐

Amount paid (₹ in figures) ..... (₹ in words) .....

ASBA Bank A/c No. .....

Bank Name & Branch .....

I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS BID CUM APPLICATION FORM AND THE ATTACHED ABRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUES ("GID") AND HEREBY AGREE AND CONFIRM THE "BIDDER'S UNDERTAKING" AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE BID CUM APPLICATION FORM GIVEN OVERLEAF.

8A. SIGNATURE OF SOLE / FIRST BIDDER	8B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS)	BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Bid in Stock Exchange system)
Date :	I/We authorise the SCSB to do all acts as are necessary to make the Application in the Issue 1) 2) 3)	

TEAR HERE

LOGO

XYZ LIMITED
INITIAL PUBLIC ISSUE - R

Acknowledgement Slip for Broker/SCSB/DP/RTA

Bid cum Application Form No.

DPID / CLID

PAN of Sole / First Bidder

Amount paid (₹ in figures)	Bank & Branch	Stamp & Signature of SCSB Branch
ASBA Bank A/c No.		
Received from Mr./Ms.		
Telephone / Mobile	Email	

TEAR HERE

XYZ LIMITED - INITIAL PUBLIC ISSUE - R

	Option 1	Option 2	Option 3
No. of Equity Shares			
Bid Price			
Amount Paid (₹)			

Stamp & Signature of Broker / SCSB / DP / RTA

Name of Sole / First Bidder .....

Acknowledgement Slip for Bidder

ASBA Bank A/c No. .....

Bank & Branch .....

Bid cum Application Form No.

TEAR HERE

PLEASE FILL IN BLOCK LETTERS

Application Form – For Non- Residents

The format of Bid cum Application Form applicable for non-residents is yet to be notified by SEBI.

4.1.1 **FIELD NUMBER 1: NAME AND CONTACT DETAILS OF THE SOLE/FIRST BIDDER/APPLICANT**

(a) Bidders/Applicants should ensure that the name provided in this field is exactly the same as the name in which the Depository Account is held.

(b) **Mandatory Fields**: Bidders/Applicants should note that the name and address fields are compulsory and e-mail and/or telephone number/mobile number fields are optional. Bidders/Applicants should note that the contact details mentioned in the Bid cum Application Form/Application Form may be used to dispatch communications in case the communication sent to the address available with the Depositories are returned undelivered or are not available. The contact details provided in the Bid cum Application Form may be used by the Issuer, the Designated Intermediaries and the Registrar to the Offer only for correspondence(s) related to an Offer and for no other purposes.

(c) **Joint Bids/Applications**: In the case of Joint Bids/Applications, the Bids/Applications should be made in the name of the Bidder/Applicant whose name appears first in the Depository account. The name so entered should be the same as it appears in the Depository records. The signature of only such first Bidder/Applicant would be required in the Bid cum Application Form/Application Form and such first Bidder/Applicant would be deemed to have signed on behalf of the joint holders.

(d) **Impersonation**: Attention of the Bidders/Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

"*Any person who:*

(a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or

(b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or

(c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,

***shall be liable for action under Section 447.*"**

The liability prescribed under Section 447 of the Companies Act, 2013 includes imprisonment for a term which shall not be less than six months extending up to 10 years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount.

(e) Nomination Facility to Bidder/Applicant: Nomination facility is available in accordance with the provisions of Section 72 of the Companies Act, 2013. In case of Allotment of the Equity Shares in dematerialized form, there is no need to make a separate nomination as the nomination registered with the Depository may prevail. For changing nominations, the Bidders/Applicants should inform their respective DP.

4.1.2 **FIELD NUMBER 2: PAN OF SOLE/FIRST BIDDER/APPLICANT**

(a) PAN (of the sole/first Bidder/Applicant) provided in the Bid cum Application Form/Application Form should be exactly the same as the PAN of the person in whose sole or first name the relevant beneficiary account is held as per the Depositories' records.

(b) PAN is the sole identification number for participants transacting in the securities market irrespective of the amount of transaction except for Bids/Applications on behalf of the Central or State Government, Bids/Applications by officials appointed by the courts and Bids/Applications by Bidders/Applicants residing in Sikkim ("PAN Exempted Bidders/Applicants"). Consequently, all Bidders/Applicants, other than the PAN Exempted Bidders/Applicants, are required to disclose their PAN in the Bid cum Application Form/Application Form, irrespective of the Bid/Application Amount. Bids/Applications by the Bidders/Applicants whose PAN is not available as per the Demographic Details available in their Depository records, are liable to be rejected.

(c) The exemption for the PAN Exempted Bidders/Applicants is subject to (a) the Demographic Details received from the respective Depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same.

(d) Bid cum Application Forms which provide the GIR Number instead of PAN may be rejected.

(e) Bids/Applications by Bidders/Applicants whose demat accounts have been 'suspended for credit' are liable to be rejected pursuant to the circular issued by SEBI on July 29, 2010, bearing number CIR/MRD/DP/22/2010. Such accounts are classified as "Inactive demat accounts" and Demographic Details are not provided by depositories.

4.1.3 **FIELD NUMBER 3: BIDDERS/APPLICANTS DEPOSITORY ACCOUNT DETAILS**

(a) Bidders/Applicants should ensure that DP ID and the Client ID are correctly filled in the Bid cum Application Form/Application Form. The DP ID and Client ID provided in the Bid cum Application Form/Application Form should match with the DP ID and Client ID available in the Depository database, **otherwise, the Bid cum Application Form is liable to be rejected.**

(b) Bidders/Applicants should ensure that the beneficiary account provided in the Bid cum Application Form/Application Form is active.

(c) Bidders/Applicants should note that on the basis of the DP ID and Client ID as provided in the Bid cum Application Form/Application Form, the Bidder/Applicant may be deemed to have authorized the Depositories to provide to the Registrar to the Offer, any requested Demographic Details of the Bidder/Applicant as available on the records of the depositories. These Demographic Details may be used, among other things, for other correspondence(s) related to an Offer.

(d) Bidders/Applicants are, advised to update any changes to their Demographic Details as available in the records of the Depository Participant to ensure accuracy of records. Any delay resulting from failure to update the Demographic Details would be at the Bidders/Applicants' sole risk.

4.1.4 **FIELD NUMBER 4: BID OPTIONS**

(a) Price or Floor Price or Price Band, minimum Bid Lot and Discount (if applicable) may be disclosed in the Prospectus/RHP by the Issuer. The Issuer is required to announce the Floor Price or Price Band, minimum Bid Lot and Discount (if applicable) by way of an advertisement in at least one English, one Hindi and one regional newspaper, with wide circulation, at least five Working Days before Bid/Offer Opening Date in case of an IPO, and at least one Working Day before Bid/Offer Opening Date in case of an FPO.

(b) The Bidders may Bid at or above Floor Price or within the Price Band for IPOs/FPOs undertaken through the Book Building Process. In the case of Alternate Book Building Process for an FPO, the Bidders may Bid at Floor Price or any price above the Floor Price (for further details Bidders may refer to Section 5.6 (e)).

(c) **Cut-Off Price:** Retail Individual Bidders or Employees or Retail Individual Shareholders can Bid at the Cut-off Price indicating their agreement to Bid for and purchase the Equity Shares

at the Offer Price as determined at the end of the Book Building Process. Bidding at the Cut-off Price is prohibited for QIBs and NIBs and such Bids from QIBs and NIBs may be rejected.

(d) **Minimum Application Value and Bid Lot**: The Issuer in consultation with the BRLMs may decide the minimum number of Equity Shares for each Bid to ensure that the minimum application value is within the range of ₹10,000 to ₹15,000. The minimum Bid Lot is accordingly determined by an Issuer on basis of such minimum application value.

(e) **Allotment:** The Allotment of specified securities to each RIB shall not be less than the minimum Bid Lot, subject to availability of shares in the RIB category, and the remaining available shares, if any, shall be Allotted on a proportionate basis. For details of the Bid Lot, Bidders may to the RHP/Prospectus or the advertisement regarding the Price Band published by the Issuer.

4.1.4.1 **Maximum and Minimum Bid Size**

(a) The Bidder may Bid for the desired number of Equity Shares at a specific price. Bids by Retail Individual Bidders, Employees and Retail Individual Shareholders must be for such number of shares so as to ensure that the Bid Amount less Discount (as applicable), payable by the Bidder does not exceed ₹200,000.

(b) In case the Bid Amount exceeds ₹200,000 due to revision of the Bid or any other reason, the Bid may be considered for allocation under the Non-Institutional Category, with it not being eligible for Discount then such Bid may be rejected if it is at the Cut-off Price.

(c) For NRIs, a Bid Amount of up to ₹200,000 may be considered under the Retail Category for the purposes of allocation and a Bid Amount exceeding ₹200,000 may be considered under the Non-Institutional Category for the purposes of allocation.

(d) Bids by QIBs and NIBs must be for such minimum number of shares such that the Bid Amount exceeds ₹200,000 and in multiples of such number of Equity Shares thereafter, as may be disclosed in the Bid cum Application Form and the RHP/Prospectus, or as advertised by the Issuer, as the case may be. NIBs and QIBs are not allowed to Bid at Cut-off Price.

(e) In case the Bid Amount reduces to ₹200,000 or less due to a revision of the Price Band, Bids by the NIBs who are eligible for allocation in the Retail Category would be considered for allocation under the Retail Category.

(f) For Anchor Investors, if applicable, the Bid Amount shall be least ₹10 crores. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to other Anchor Investors. Bids by various schemes of a Mutual Fund shall be aggregated to determine the Bid Amount. A Bid cannot be submitted for more than 60% of the QIB Category under the Anchor Investor Portion. Anchor Investors cannot withdraw their Bids or lower the size of their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after the Anchor Investor Bid/Offer Period and are required to pay the Bid Amount at the time of submission of the Bid. In case the Anchor Investor Offer Price is lower than the Offer Price, the balance amount shall be payable as per the pay-in-date mentioned in the revised CAN. In case the Offer Price is lower than the Anchor Investor Offer Price, the amount in excess of the Offer Price paid by the Anchor Investors shall not be refunded to them.

(g) A Bid cannot be submitted for more than the Offer size.

(h) The maximum Bid by any Bidder including QIB Bidder should not exceed the investment limits prescribed for them under the applicable laws.

(i) The price and quantity options submitted by the Bidder in the Bid cum Application Form may be treated as optional bids from the Bidder and may not be cumulated. After determination of the Offer Price, the highest number of Equity Shares Bid for by a Bidder at or above the Offer Price may be considered for Allotment and the rest of the Bid(s), irrespective of the Bid

Amount may automatically become invalid. This is not applicable in case of FPOs undertaken through Alternate Book Building Process (For details of Bidders may refer to (Section 5.6 (e))

4.1.4.2 **Multiple Bids**

(a) Bidder should submit only one Bid cum Application Form. Bidder shall have the option to make a maximum of three Bids at different price levels in the Bid cum Application Form and such options are not considered as multiple Bids.

Submission of a second Bid cum Application Form to either the same or to another Designated Intermediary and duplicate copies of Bid cum Application Forms bearing the same application number shall be treated as multiple Bids and are liable to be rejected.

(b) Bidders are requested to note the following procedures may be followed by the Registrar to the Offer to detect multiple Bids:

i. All Bids may be checked for common PAN as per the records of the Depository. For Bidders other than Mutual Funds and FII sub-accounts, Bids bearing the same PAN may be treated as multiple Bids by a Bidder and may be rejected.

ii. For Bids from Mutual Funds and FII sub-accounts, submitted under the same PAN, as well as Bids on behalf of the PAN Exempted Bidders, the Bid cum Application Forms may be checked for common DP ID and Client ID. Such Bids which have the same DP ID and Client ID may be treated as multiple Bids and are liable to be rejected.

(c) The following Bids may not be treated as multiple Bids:

i. Bids by Reserved Categories Bidding in their respective Reservation Portion as well as bids made by them in the Offer portion in public category.

ii. Separate Bids by Mutual Funds in respect of more than one scheme of the Mutual Fund provided that the Bids clearly indicate the scheme for which the Bid has been made.

iii. Bids by Mutual Funds, and sub-accounts of FIIs (or FIIs and its sub-accounts) submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs.

iv. Bids by Anchor Investors under the Anchor Investor Portion and the QIB Category.

4.1.5 **FIELD NUMBER 5: CATEGORY OF BIDDERS**

(a) The categories of Bidders identified as per the SEBI ICDR Regulations, 2009 for the purpose of Bidding, allocation and Allotment in the Offer are RIBs, NIBs and QIBs.

(b) Up to 60% of the QIB Category can be allocated by the Issuer, on a discretionary basis subject to the criteria of minimum and maximum number of Anchor Investors based on allocation size, to the Anchor Investors, in accordance with SEBI ICDR Regulations, 2009, with one-third of the Anchor Investor Portion reserved for domestic Mutual Funds subject to valid Bids being received at or above the Offer Price. For details regarding allocation to Anchor Investors, Bidders may refer to the RHP/Prospectus.

(c) An Issuer can make reservation for certain categories of Bidders/Applicants as permitted under the SEBI ICDR Regulations, 2009. For details of any reservations made in the Offer, Bidders/Applicants may refer to the RHP/Prospectus.

(d) The SEBI ICDR Regulations, 2009, specify the allocation or Allotment that may be made to various categories of Bidders in an Offer depending upon compliance with the eligibility conditions. Details pertaining to allocation are disclosed on reverse side of the Revision Form. For Offer specific details in relation to allocation Bidder/Applicant may refer to the RHP/Prospectus.

4.1.6 **FIELD NUMBER 6: INVESTOR STATUS**

(a) Each Bidder/Applicant should check whether it is eligible to apply under applicable law and ensure that any prospective Allotment to it in the Offer is in compliance with the investment restrictions under applicable law.

(b) Certain categories of Bidders/Applicants, such as NRIs, FPIs and FVCIs may not be allowed to Bid/Apply in the Offer or hold Equity Shares exceeding certain limits specified under applicable law. Bidders/Applicants are requested to refer to the RHP/Prospectus for more details.

(c) Bidders/Applicants should check whether they are eligible to apply on non-repatriation basis or repatriation basis and should accordingly provide the investor status. Details regarding investor status are different in the Resident Bid cum Application Form and Non-Resident Bid cum Application Form.

(d) Bidders/Applicants should ensure that their investor status is updated in the Depository records.

4.1.7 **FIELD NUMBER 7: PAYMENT DETAILS**

(a) The full Bid Amount (net of any Discount, as applicable) shall be blocked in the ASBA Account based on the authorisation provided in the ASBA Form. If Discount is applicable in the Offer, RIBs should indicate the full Bid Amount in the Bid cum Application Form and funds shall be blocked for the Bid Amount net of Discount. Only in cases where the RHP/Prospectus indicates that part payment may be made, such an option can be exercised by the Bidder. In case of Bidders specifying more than one Bid Option in the Bid cum Application Form, the total Bid Amount may be calculated for the highest of three options at net price, i.e. Bid price less Discount offered, if any.

(b) RIBs who Bid at Cut-off Price shall arrange to block the Bid Amount based on the Cap Price.

(c) All Bidders (except Anchor Investors) have to participate in the Offer only through the ASBA mechanism.

(d) Bid Amount cannot be paid in cash, through money order or through postal order.

4.1.7.1 **Instructions for Anchor Investors:**

(a) Anchor Investors may submit their Bids with a Book Running Lead Manager.

(b) Payments should be made either by direct credit, RTGS or NEFT.

(c) The Escrow Collection Banks shall maintain the monies in the Escrow Account for and on behalf of the Anchor Investors until the Designated Date.

4.1.7.2 **Payment instructions for ASBA Bidders**

(a) Bidders may submit the ASBA Form either

i. in electronic mode through the internet banking facility offered by an SCSB authorizing blocking of funds that are available in the ASBA account specified in the Bid cum Application Form, or

ii. in physical mode to any Designated Intermediary.

(b) Bidders must specify the Bank Account number in the Bid cum Application Form. The Bid cum Application Form submitted by Bidder and which is accompanied by cash, demand draft, cheque, money order, postal order or any mode of payment other than blocked amounts in the ASBA Account maintained with an SCSB, will not be accepted.

(c) Bidders should ensure that the Bid cum Application Form is also signed by the ASBA Account holder(s) if the Bidder is not the ASBA Account holder.

(d) Bidders shall note that for the purpose of blocking funds under ASBA facility clearly demarcated funds shall be available in the account.

(e) From one ASBA Account, a maximum of five Bids cum Application Forms can be submitted.

(f) Bidders should submit the Bid cum Application Form only at the Bidding Centers, i.e. to the respective member of the Syndicate at the Specified Locations, the SCSBs, the Registered Broker at the Broker Centres, the RTA at the Designated RTA Locations or CDP at the Designated CDP Locations.

(g) Bidders bidding through a Designated Intermediary, other than a SCSB, should note that ASBA Forms submitted to such Designated Intermediary may not be accepted, if the SCSB where the ASBA Account, as specified in the Bid cum Application Form, is maintained has not named at least one branch at that location for such Designated Intermediary, to deposit ASBA Forms.

(h) Bidders bidding directly through the SCSBs should ensure that the ASBA Form is submitted to a Designated Branch of a SCSB where the ASBA Account is maintained.

(i) Upon receipt of the ASBA Form, the Designated Branch of the SCSB may verify if sufficient funds equal to the Bid Amount are available in the ASBA Account, as mentioned in the Bid cum Application Form.

(j) If sufficient funds are available in the ASBA Account, the SCSB may block an amount equivalent to the Bid Amount mentioned in the ASBA Form and for application directly submitted to SCSB by investor, may enter each Bid option into the electronic bidding system as a separate Bid.

(k) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB may not accept such Bids and such Bids are liable to be rejected.

(l) Upon submission of a completed ASBA Form each Bidder may be deemed to have agreed to block the entire Bid Amount and authorized the Designated Branch of the SCSB to block the Bid Amount specified in the ASBA Form in the ASBA Account maintained with the SCSBs.

(m) The Bid Amount may remain blocked in the aforesaid ASBA Account until finalisation of the Basis of Allotment and consequent transfer of the Bid Amount against the Allotted Equity Shares to the Public Issue Account, or until withdrawal or failure of the Offer, or until withdrawal or rejection of the Bid, as the case may be.

(n) SCSBs bidding in the Offer must apply through an Account maintained with any other SCSB; else their Bids are liable to be rejected.

4.1.7.2.1 **Unblocking of ASBA Account**

(a) Once the Basis of Allotment is approved by the Designated Stock Exchange, the Registrar to the Offer may provide the following details to the controlling branches of each SCSB, along with instructions to unblock the relevant bank accounts and for successful applications transfer the requisite money to the Public Issue Account designated for this purpose, within the specified timelines: (i) the number of Equity Shares to be Allotted against each Bid, (ii) the amount to be transferred from the relevant bank account to the Public Issue Account, for each Bid, (iii) the date by which funds referred to in (ii) above may be transferred to the Public Issue Account, and (iv) details of rejected Bids, if any, along with reasons for rejection and details of withdrawn or unsuccessful Bids, if any, to enable the SCSBs to unblock the respective bank accounts.

(b) On the basis of instructions from the Registrar to the Offer, the SCSBs may transfer the requisite amount against each successful Bidder to the Public Issue Account and may unblock the excess amount, if any, in the ASBA Account.

(c) In the event of withdrawal or rejection of the ASBA Form and for unsuccessful Bids, the Registrar to the Offer may give instructions to the SCSB to unblock the Bid Amount in the relevant ASBA Account within six Working Days of the Bid/Offer Closing Date.

4.1.7.3 **Discount** (if applicable)

(a) The Discount is stated in absolute rupee terms.

(b) Bidders applying under RIB category, Retail Individual Shareholder and employees are only eligible for discount. For Discounts offered in the Offer, Bidders may refer to the RHP/Prospectus.

(c) The Bidders entitled to the applicable Discount in the Offer may block the Bid Amount less Discount.

Bidder may note that in case the net amount blocked (post Discount) is more than two lakh Rupees, the Bidding system automatically considers such applications for allocation under Non-Institutional Category. These applications are neither eligible for Discount nor fall under RIB category.

4.1.8 **FIELD NUMBER 8: SIGNATURES AND OTHER AUTHORISATIONS**

(a) Only the First Bidder/Applicant is required to sign the Bid cum Application Form/ Application Form. Bidders/Applicants should ensure that signatures are in one of the languages specified in the Eighth Schedule to the Constitution of India.

(b) If the ASBA Account is held by a person or persons other than the Bidder/Applicant, then the Signature of the ASBA Account holder(s) is also required.

(c) The signature has to be correctly affixed in the authorisation/undertaking box in the Bid cum Application Form/Application Form, or an authorisation has to be provided to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form/Application Form.

(d) Bidders/Applicants must note that Bid cum Application Form/Application Form without signature of Bidder/Applicant and/or ASBA Account holder is liable to be rejected.

4.1.9 **ACKNOWLEDGEMENT AND FUTURE COMMUNICATION**

(a) Bidders should ensure that they receive the Acknowledgment Slip duly signed and stamped by the Designated Intermediary, as applicable, for submission of the ASBA Form.

(b) All communications in connection with Bids made in the Offer may be addressed to the Registrar to the Offer with a copy to the relevant Designated Intermediary to whom the Bid cum Application Form was submitted. The Bidder should give full details such as name of the sole or first Bidder/Applicant, Bid cum Application Form number, Bidders'/Applicants' DP ID, Client ID, PAN, date of the submission of Bid cum Application Form, address of the Bidder, number of the Equity Shares applied for and the name and address of the Designated Intermediary where the Bid cum Application Form was submitted by the Bidder.

Further, the investor shall also enclose a copy of the Acknowledgment Slip duly received from the Designated Intermediaries in addition to the information mentioned hereinabove.

For further details, Bidder/Applicant may refer to the RHP/Prospectus and the Bid cum Application Form.

4.2 INSTRUCTIONS FOR FILING THE REVISION FORM

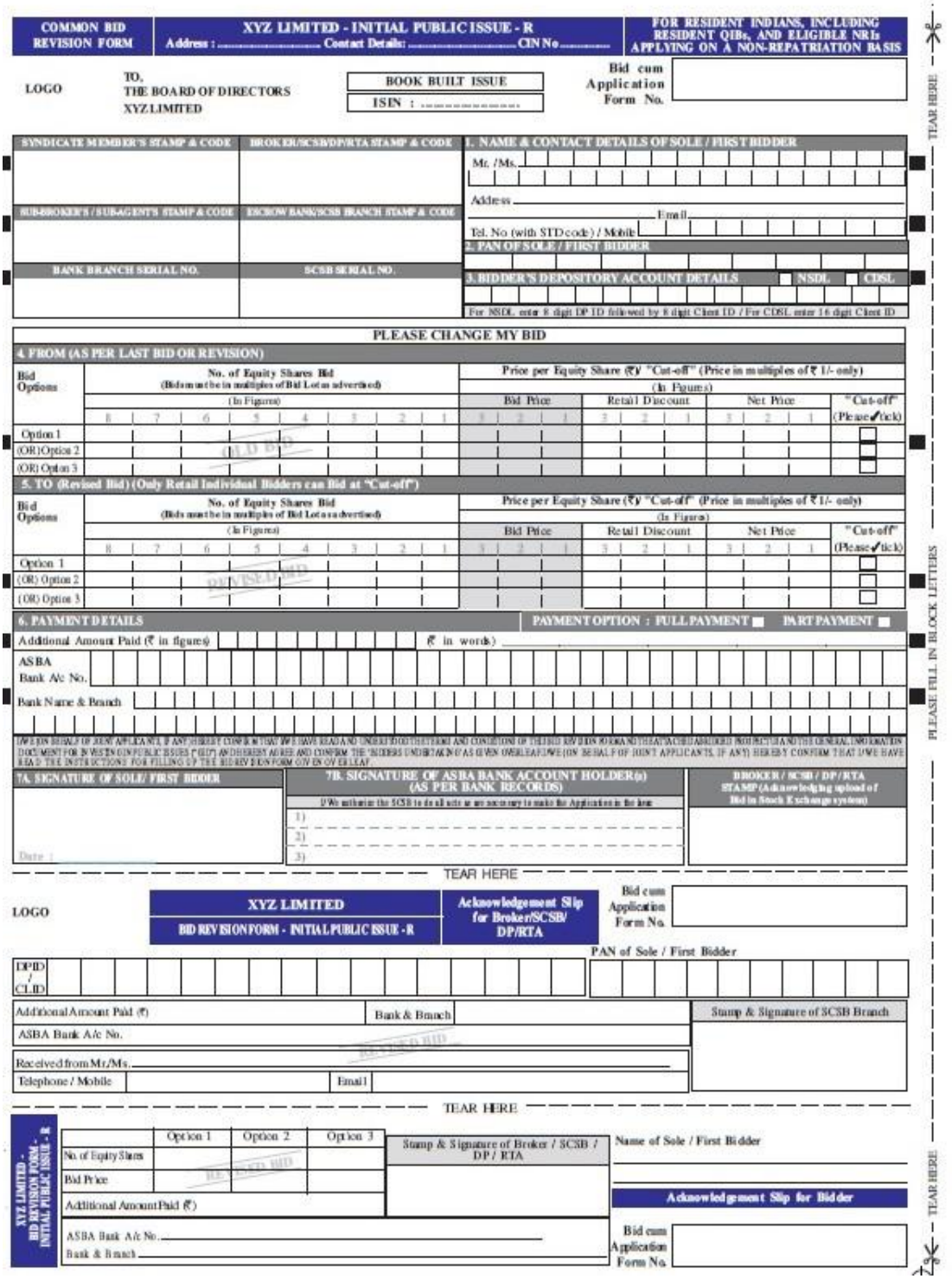
(a) During the Bid/Offer Period, any Bidder/Applicant (other than QIBs and NIBs, who can only revise their bid upwards) who has registered his or her interest in the Equity Shares at a particular price level is free to revise his or her Bid within the Price Band using the Revision Form, which is a part of the Bid cum Application Form.

(b) RIB may revise their bids or withdraw their Bids till the Bid/Offer Closing Date.

(c) Revisions can be made in both the desired number of Equity Shares and the Bid Amount by using the Revision Form.

(d) The Bidder/Applicant can make this revision any number of times during the Bid/Offer Period. However, for any revision(s) in the Bid, the Bidders/Applicants will have to use the services of the same Designated Intermediary through which such Bidder/Applicant had placed the original Bid. Bidders/Applicants are advised to retain copies of the blank Revision Form and the Bid(s) must be made only in such Revision Form or copies thereof.

A sample revision form is reproduced below:


COMMON BID REVISION FORM

XYZ LIMITED - INITIAL PUBLIC ISSUE - R

Address : ..... Contact Details: ..... CIN No .....

FOR RESIDENT INDIANS, INCLUDING RESIDENT QIBs, AND ELIGIBLE NRIs APPLYING ON A NON-REPATRIATION BASIS

LOGO

TO,
THE BOARD OF DIRECTORS
XYZ LIMITED

BOOK BUILT ISSUE

ISIN : .....

Bid cum Application Form No.

SYNDICATE MEMBER'S STAMP & CODE

BROKER/SCSB/DP/RTA STAMP & CODE

SUB-BROKER'S / SUB-AGENT'S STAMP & CODE

ESCROW BANK/SCSB BRANCH STAMP & CODE

BANK BRANCH SERIAL NO.

SCSB SERIAL NO.

1. NAME & CONTACT DETAILS OF SOLE / FIRST BIDDER

Mr. /Ms.

Address

Email

Tel. No (with STD code) / Mobile

2. PAN OF SOLE / FIRST BIDDER

3. BIDDER'S DEPOSITORY ACCOUNT DETAILS NSDL CDSL

For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID

PLEASE CHANGE MY BID

4. FROM (AS PER LAST BID OR REVISION)

Bid Options	No. of Equity Shares Bid (Bids must be in multiples of Bid Lot as advertised) (In Figures)	Price per Equity Share (₹)/ "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures) Bid Price	Retail Discount	Net Price	"Cut-off" (Please ✓ tick)
Option 1					
(OR) Option 2					
(OR) Option 3					

5. TO (Revised Bid) (Only Retail Individual Bidders can Bid at "Cut-off")

Bid Options	No. of Equity Shares Bid (Bids must be in multiples of Bid Lot as advertised) (In Figures)	Price per Equity Share (₹)/ "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures) Bid Price	Retail Discount	Net Price	"Cut-off" (Please ✓ tick)
Option 1					
(OR) Option 2					
(OR) Option 3					

6. PAYMENT DETAILS

PAYMENT OPTION : FULL PAYMENT PART PAYMENT

Additional Amount Paid (₹ in figures) (₹ in words)

ASBA Bank A/c No.

Bank Name & Branch

I/WE (IN BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THE BID REVISION FORM AND THE ABRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUES ("GID") AND HEREBY AGREE AND CONFIRM THE UNDERTAKINGS AS GIVEN THEREIN. I/WE (IN BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE BID REVISION FORM GIVEN OVERLEAF.

7A. SIGNATURE OF SOLE/ FIRST BIDDER

Date :

7B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(s) (AS PER BANK RECORDS)

I/We authorize the SCSB to do all acts as are necessary to make the Application in the Issue

1)
2)
3)

BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Bid in Stock Exchange system)

TEAR HERE

LOGO

XYZ LIMITED
BID REVISION FORM - INITIAL PUBLIC ISSUE - R

Acknowledgement Slip for Broker/SCSB/ DP/RTA

Bid cum Application Form No.

DPID / CLID

PAN of Sole / First Bidder

Additional Amount Paid (₹)

Bank & Branch

Stamp & Signature of SCSB Branch

ASBA Bank A/c No.

Received from Mr./Ms.

Telephone / Mobile

Email

TEAR HERE

XYZ LIMITED - BID REVISION FORM - INITIAL PUBLIC ISSUE - R

	Option 1	Option 2	Option 3
No. of Equity Shares			
Bid Price			
Additional Amount Paid (₹)			

Stamp & Signature of Broker / SCSB / DP / RTA

ASBA Bank A/c No.

Bank & Branch

Name of Sole / First Bidder

Acknowledgement Slip for Bidder

Bid cum Application Form No.

TEAR HERE

PLEASE FILL IN BLOCK LETTERS

TEAR HERE

Instructions to fill each field of the Revision Form can be found on the reverse side of the Revision Form. Other than instructions already highlighted at paragraph 4.1 above, point wise instructions regarding filling up various fields of the Revision Form are provided below:

4.2.1 **FIELDS 1, 2 AND 3: NAME AND CONTACT DETAILS OF SOLE/FIRST BIDDER/APPLICANTS, PAN OF SOLE/FIRST BIDDER/APPLICANT & DEPOSITORY ACCOUNT DETAILS OF THE BIDDER/APPLICANT**

Bidders/Applicants should refer to instructions contained in paragraphs 4.1.1, 4.1.2 and 4.1.3.

4.2.2 **FIELD 4 & 5: BID OPTIONS REVISION 'FROM' AND 'TO'**

(a) Apart from mentioning the revised options in the Revision Form, the Bidder/Applicant must also mention the details of all the bid options given in his or her Bid cum Application Form or earlier Revision Form. For example, if a Bidder/Applicant has Bid for three options in the Bid cum Application Form and such Bidder/Applicant is changing only one of the options in the Revision Form, the Bidder/Applicant must still fill the details of the other two options that are not being revised, in the Revision Form. The Designated Intermediaries may not accept incomplete or inaccurate Revision Forms.

(b) In case of revision, Bid options should be provided by Bidders/Applicants in the same order as provided in the Bid cum Application Form.

(c) In case of revision of Bids by RIBs, Employees and Retail Individual Shareholders, such Bidders/Applicants should ensure that the Bid Amount, subsequent to revision, does not exceed ₹200,000. In case the Bid Amount exceeds ₹200,000 due to revision of the Bid or for any other reason, the Bid may be considered, subject to eligibility, for allocation under the Non-Institutional Category, not being eligible for Discount (if applicable) and such Bid may be rejected if it is at the Cut-off Price. The Cut-off Price option is given only to the RIBs, Employees and Retail Individual Shareholders indicating their agreement to Bid for and purchase the Equity Shares at the Offer Price as determined at the end of the Book Building Process.

(d) In case the total amount (i.e., original Bid Amount plus additional payment) exceeds ₹200,000, the Bid will be considered for allocation under the Non-Institutional Category in terms of the RHP/Prospectus. If, however, the RIB does not either revise the Bid or make additional payment and the Offer Price is higher than the cap of the Price Band prior to revision, the number of Equity Shares Bid, where possible. shall be adjusted downwards for the purpose of allocation, such that no additional payment would be required from the RIB and the RIB is deemed to have approved such revised Bid at Cut-off Price.

(e) In case of a downward revision in the Price Band, RIBs and Bids by Employees under the Reservation Portion, who have bid at the Cut-off Price could either revise their Bid or the excess amount paid at the time of Bidding may be unblocked after the allotment is finalised.

4.2.3 **FIELD 6: PAYMENT DETAILS**

(a) All Bidders/Applicants are required to authorise that the full Bid Amount (less Discount (if applicable) is blocked. In case of Bidders/Applicants specifying more than one Bid Option in the Bid cum Application Form, the total Bid Amount may be calculated for the highest of three options at net price, i.e. Bid price less discount offered, if any.

(b) Bidder/Applicants may issue instructions to block the revised amount based on cap of the revised Price Band (adjusted for the Discount (if applicable) in the ASBA Account, to the same Designated Intermediary through whom such Bidder/Applicant had placed the original Bid to enable the relevant SCSB to block the additional Bid Amount, if any.

(c) In case the total amount (i.e., original Bid Amount less discount (if applicable) plus additional payment) exceeds ₹200,000, the Bid may be considered for allocation under the Non-Institutional Category in terms of the RHP/Prospectus. If, however, the Bidder/Applicant does not either revise the Bid or make additional payment and the Offer Price is higher than the cap of the Price Band prior to revision, the number of Equity Shares Bid for, where possible, may

be adjusted downwards for the purpose of Allotment, such that additional amount is required blocked and the Bidder/Applicant is deemed to have approved such revised Bid at the Cut-off Price.

(d) In case of a downward revision in the Price Band, RIBs, Employees and Retail Individual Shareholders, who have bid at the Cut-off Price, could either revise their Bid or the excess amount blocked at the time of Bidding may be unblocked after the finalisation of basis of allotment.

4.2.4 **FIELDS 7 : SIGNATURES AND ACKNOWLEDGEMENTS**

Bidders/Applicants may refer to instructions contained at paragraphs 4.1.8 and 4.1.9 for this purpose.

4.3 INSTRUCTIONS FOR FILING APPLICATION FORM IN ISSUES MADE OTHER THAN THROUGH THE BOOK BUILDING PROCESS (FIXED PRICE ISSUE)

4.3.1 **FIELDS 1, 2, 3 NAME AND CONTACT DETAILS OF SOLE/FIRST BIDDER/APPLICANT, PAN OF SOLE/FIRST BIDDER/APPLICANT & DEPOSITORY ACCOUNT DETAILS OF THE BIDDER/APPLICANT**

Applicants should refer to instructions contained in paragraphs 4.1.1, 4.1.2 and 4.1.3.

4.3.2 **FIELD 4: PRICE, APPLICATION QUANTITY & AMOUNT**

(a) The Issuer may mention Issue Price or Price Band in the draft Prospectus. However a prospectus registered with RoC contains one price or coupon rate (as applicable).

(b) **Minimum Application Value and Bid Lot**: The Issuer in consultation with the Lead Manager may decide the minimum number of Equity Shares for each Bid to ensure that the minimum application value is within the range of ₹10,000 to ₹15,000. The minimum Lot size is accordingly determined by an Issuer on basis of such minimum application value.

(c) Applications by RIBs**,** Employees and Retail Individual Shareholders, must be for such number of shares so as to ensure that the application amount payable does not exceed ₹200,000.

(d) Applications by other investors must be for such minimum number of shares such that the application amount exceeds ₹200,000 and in multiples of such number of Equity Shares thereafter, as may be disclosed in the application form and the Prospectus, or as advertised by the Issuer, as the case may be.

(e) An application cannot be submitted for more than the Offer size.

(f) The maximum application by any Applicant should not exceed the investment limits prescribed for them under the applicable laws.

(g) **Multiple Applications:** An Applicant should submit only one Application Form. Submission of a second Application Form to either the same or other SCSB and duplicate copies of Application Forms bearing the same application number shall be treated as multiple applications and are liable to be rejected.

(h) Applicants are requested to note the following procedures may be followed by the Registrar to the Offer to detect multiple applications:

i. All applications may be checked for common PAN as per the records of the Depository. For Applicants other than Mutual Funds and FII sub-accounts, Applicantions bearing the same PAN may be treated as multiple applications by an Applicant and may be rejected.

ii. For applications from Mutual Funds and FII sub-accounts, submitted under the same PAN, as well as Applications on behalf of the PAN Exempted Applicants, the Application Forms may be checked for common DP ID and Client ID. In any such

applications which have the same DP ID and Client ID, these may be treated as multiple applications and may be rejected.

(i) The following applications may not be treated as multiple Bids:

i. Applications by Reserved Categories in their respective reservation portion as well as that made by them in the Offer portion in public category.

ii. Separate applications by Mutual Funds in respect of more than one scheme of the Mutual Fund provided that the Applications clearly indicate the scheme for which the Bid has been made.

iii. Applications by Mutual Funds, and sub-accounts of FIIs (or FIIs and its sub-accounts) submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs.

4.3.3 **FIELD NUMBER 5 : CATEGORY OF APPLICANTS**

(a) The categories of applicants identified as per the SEBI ICDR Regulations, 2009 for the purpose of Bidding, allocation and Allotment in the Offer are RIBs, individual applicants other than RIB's and other investors (including corporate bodies or institutions, irrespective of the number of specified securities applied for).

(b) An Issuer can make reservation for certain categories of Applicants permitted under the SEBI ICDR Regulations, 2009. For details of any reservations made in the Offer, applicants may refer to the Prospectus.

(c) The SEBI ICDR Regulations, 2009 specify the allocation or Allotment that may be made to various categories of applicants in an Offer depending upon compliance with the eligibility conditions. Details pertaining to allocation are disclosed on reverse side of the Revision Form. For Offer specific details in relation to allocation applicant may refer to the Prospectus.

4.3.4 **FIELD NUMBER 6: INVESTOR STATUS**

Applicants should refer to instructions contained in paragraphs 4.1.6.

4.3.5 **FIELD 7: PAYMENT DETAILS**

(a) All Applicants (other than Anchor Investors) are required to make use of ASBA for applying in the Issue

(b) Application Amount cannot be paid in cash, through money order, cheque, demand draft or through postal order or through stock invest.

4.3.5.1 **Payment instructions for Applicants**

Applicants should refer to instructions contained in paragraphs 4.1.7.2.

4.3.5.2 **Unblocking of ASBA Account**

Applicants should refer to instructions contained in paragraphs 4.1.7.2.1.

4.3.5.3 **Discount** (if applicable)

Applicants should refer to instructions contained in paragraphs 4.1.7.3.

4.3.6 **FIELD NUMBER 8: SIGNATURES AND OTHER AUTHORISATIONS & ACKNOWLEDGEMENT AND FUTURE COMMUNICATION**

Applicants should refer to instructions contained in paragraphs 4.1.8 & 4.1.9.

4.4 SUBMISSION OF BID CUM APPLICATION FORM/APPLICATION FORM/REVISION FORM

4.4.1 **Bidders/Applicants may submit completed Bid cum application form/Revision Form in the following manner:-**

Mode of Application	Submission of Bid cum Application Form
Anchor Investors Application Form	1) To the Book Running Lead Managers at the locations mentioned in the Anchor Investors Application Form
ASBA Form	(a) To members of the Syndicate in the Specified Locations or Registered Brokers at the Broker Centres or the RTA at the Designated RTA Location or the DP at the Designated DP Location (b) To the Designated Branches of the SCSBs

(a) Bidders/Applicants should submit the Revision Form to the same Designated Intermediary through which such Bidder/Applicant had placed the original Bid.

(b) Upon submission of the Bid cum Application Form, the Bidder/Applicant will be deemed to have authorized the Issuer to make the necessary changes in the RHP and the Bid cum Application Form as would be required for filing Prospectus with the RoC and as would be required by the RoC after such filing, without prior or subsequent notice of such changes to the relevant Bidder/Applicant.

(c) Upon determination of the Offer Price and filing of the Prospectus with the RoC, the Bid cum Application Form will be considered as the application form.

SECTION 5: ISSUE PROCEDURE IN BOOK BUILT ISSUE

Book Building, in the context of the Offer, refers to the process of collection of Bids within the Price Band or above the Floor Price and determining the Offer Price based on the Bids received as detailed in Schedule XI of SEBI ICDR Regulations, 2009. The Offer Price is finalised after the Bid/Offer Closing Date. Valid Bids received at or above the Offer Price are considered for allocation in the Offer, subject to applicable regulations and other terms and conditions.

5.1 SUBMISSION OF BIDS

(a) During the Bid/Offer Period, Bidders/Applicants may approach any of the Designated Intermediaries to register their Bids. Anchor Investors who are interested in subscribing for the Equity Shares should approach the Book Running Lead Manager, to register their Bid.

(b) In case of Bidders/Applicants (excluding NIBs and QIBs) Bidding at Cut-off Price, the Bidders/Applicants may instruct the SCSBs to block Bid Amount based on the Cap Price less discount (if applicable).

(c) For details of the timing on acceptance and upload of Bids in the Stock Exchanges Platform Bidders/Applicants are requested to refer to the RHP.

5.2 ELECTRONIC REGISTRATION OF BIDS

(a) The Designated Intermediary may register the Bids using the on-line facilities of the Stock Exchanges. The Designated Intermediaries can also set up facilities for off-line electronic registration of Bids, subject to the condition that they may subsequently upload the off-line data file into the on-line facilities for Book Building on a regular basis before the closure of the issue.

(b) On the Bid/Offer Closing Date, the Designated Intermediaries may upload the Bids till such time as may be permitted by the Stock Exchanges and as disclosed in the Red Herring Prospectus.

(c) Only Bids that are uploaded on the Stock Exchanges Platform are considered for allocation/Allotment. The Designated Intermediaries are given till 1 p.m. on the next Working Day following the Bid/Offer Closing Date to modify select fields uploaded in the Stock

Exchange Platform during the Bid/Offer Period after which the Stock Exchange(s) send the bid information to the Registrar to the Issue for further processing.

5.3 BUILD UP OF THE BOOK

(a) Bids received from various Bidders/Applicants through the Designated Intermediaries may be electronically uploaded on the Bidding Platform of the Stock Exchanges' on a regular basis. The book gets built up at various price levels. This information may be available with the BRLMs at the end of the Bid/Offer Period.

(b) Based on the aggregate demand and price for Bids registered on the Stock Exchanges Platform, a graphical representation of consolidated demand and price as available on the websites of the Stock Exchanges may be made available at the Bidding centres during the Bid/Offer Period.

5.4 WITHDRAWAL OF BIDS

(a) RIBs can withdraw their Bids until Bid/Offer Closing Date. In case a RIB wishes to withdraw the Bid during the Bid/Offer Period, the same can be done by submitting a request for the same to the concerned Designated Intermediary who shall do the requisite, including unblocking of the funds by the SCSB in the ASBA Account.

(b) The Registrar to the Offer shall give instruction to the SCSB for unblocking the ASBA Account upon or after the finaliation of basis of allotment. QIBs and NIBs can neither withdraw nor lower the size of their Bids at any stage.

5.5 REJECTION & RESPONSIBILITY FOR UPLOAD OF BIDS

(a) The Designated Intermediaries are individually responsible for the acts, mistakes or errors or omission in relation to:

i. the Bids accepted by the Designated Intermediary,

ii. the Bids uploaded by the Designated Intermediary, and

iii. the Bid cum application forms accepted but not uploaded by the Designated Intermediary.

(b) The BRLMs and their affiliate Syndicate Members, as the case may be, may reject Bids if all information required is not provided and the Bid cum Application Form is incomplete in any respect.

(c) The SCSBs shall have no right to reject Bids, except in case of unavailability of adequate funds in the ASBA account or on technical grounds.

(d) In case of QIB Bidders, only the (i) SCSBs (for Bids other than the Bids by Anchor Investors); and (ii) BRLMs and their affiliate Syndicate Members (only in the Specified Locations) have the right to reject bids. However, such rejection shall be made at the time of receiving the Bid and only after assigning a reason for such rejection in writing.

(e) All bids by QIBs, NIBs & RIBs Bidders can be rejected on technical grounds listed herein.

5.5.1 GROUNDS FOR TECHNICAL REJECTIONS

Bid cum Application Forms/Application Forms can be rejected on the below mentioned technical grounds either at the time of their submission to any of the Designated Intermediaries, or at the time of finalisation of the Basis of Allotment. Bidders/Applicants are advised to note that the Bids/Applications are liable to be rejected, which have been detailed at various placed in this GID:-

(a) Bid/Application by persons not competent to contract under the Indian Contract Act, 1872, as amended, (other than minors having valid Depository Account as per Demographic Details provided by Depositories);

(b) Bids/Applications by OCBs;

(c) In case of partnership firms, Bid/Application for Equity Shares made in the name of the firm. However, a limited liability partnership can apply in its own name;

(d) In case of Bids/Applications under power of attorney or by limited companies, corporate, trust, etc., relevant documents are not being submitted along with the Bid cum application form;

(e) Bids/Applications by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;

(f) Bids/Applications by any person outside India if not in compliance with applicable foreign and Indian laws;

(g) PAN not mentioned in the Bid cum Application Form/Application Forms except for Bids/Applications by or on behalf of the Central or State Government and officials appointed by the court and by the investors residing in the State of Sikkim, provided such claims have been verified by the Depository Participant;

(h) In case no corresponding record is available with the Depositories that matches the DP ID, the Client ID and the PAN;

(i) Bids/Applications for lower number of Equity Shares than the minimum specified for that category of investors;

(j) Bids/Applications at a price less than the Floor Price & Bids/Applications at a price more than the Cap Price;

(k) Bids/Applications at Cut-off Price by NIBs and QIBs;

(l) The amounts mentioned in the Bid cum Application Form/Application Forms do not tally with the amount payable for the value of the Equity Shares Bid/Applied for;

(m) Bids/Applications for amounts greater than the maximum permissible amounts prescribed by the regulations;

(n) Submission of more than five ASBA Forms/Application Forms per ASBA Account;

(o) Bids/Applications for number of Equity Shares which are not in multiples Equity Shares as specified in the RHP;

(p) Multiple Bids/Applications as defined in this GID and the RHP/Prospectus;

(q) Bids not uploaded in the Stock Exchanges bidding system.

(r) Inadequate funds in the bank account to block the Bid/Application Amount specified in the ASBA Form/Application Form at the time of blocking such Bid/Application Amount in the bank account;

(s) Where no confirmation is received from SCSB for blocking of funds;

(t) Bids/Applications by Bidders (other than Anchor Investors) not submitted through ASBA process;

(u) Bids/Applications submitted to Designated Intermediaries at locations other than the Bidding Centers or to the Escrow Collecting Banks (assuming that such bank is not a SCSB where the ASBA Account is maintained), to the Issuer or the Registrar to the Offer;

(v) Bids/Applications not uploaded on the terminals of the Stock Exchanges;

(w) Bids/Applications by SCSBs wherein a separate account in its own name held with any other SCSB is not mentioned as the ASBA Account in the Bid cum Application Form/Application Form.

5.6 BASIS OF ALLOCATION

(a) The SEBI ICDR Regulations, 2009 specify the allocation or Allotment that may be made to various categories of Bidders/Applicants in an Offer depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Offer size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the RHP/Prospectus. For details in relation to allocation, the Bidder/Applicant may refer to the RHP/Prospectus.

(b) Under-subscription in any category (except QIB Portion) is allowed to be met with spill-over from any other category or combination of categories at the discretion of the Issuer and in consultation with the BRLMs and the Designated Stock Exchange and in accordance with the SEBI ICDR Regulations, 2009. Unsubscribed portion in QIB Category is not available for subscription to other categories.

(c) In case of under subscription in the Offer, spill-over to the extent of such under-subscription may be permitted from the Reserved Portion to the Offer. For allocation in the event of an under-subscription applicable to the Issuer, Bidders/Applicants may refer to the RHP.

(d) **Illustration of the Book Building and Price Discovery Process**

Bidders should note that this example is solely for illustrative purposes and is not specific to the Offer; it also excludes Bidding by Anchor Investors.

Bidders can bid at any price within the price band. For instance, assume a price band of ₹20 to ₹24 per share, issue size of 3,000 equity shares and receipt of five bids from bidders, details of which are shown in the table below. The illustrative book given below shows the demand for the equity shares of the issuer company at various prices and is collated from bids received from various investors.

Bid Quantity	Bid Price (₹)	Cumulative Quantity	Subscription
500	24	500	16.70%
1,000	23	1,500	50.00%
1,500	22	3,000	100.00%
2,000	21	5,000	166.70%
2,500	20	7,500	250.00%

The price discovery is a function of demand at various prices. The highest price at which the issuer is able to issue the desired number of equity shares is the price at which the book cuts off, i.e., ₹22.00 in the above example. The issuer, in consultation with the book running lead managers, will finalise the issue price at or below such cut-off price, i.e., at or below ₹22.00. All bids at or above this issue price and cut-off bids are valid bids and are considered for allocation in the respective categories.

(e) **Alternate Method of Book Building**

In case of FPOs, Issuers may opt for an alternate method of Book Building in which only the Floor Price is specified for the purposes of Bidding ("**Alternate Book Building Process**").

The Issuer may specify the Floor Price in the RHP or advertise the Floor Price at least one Working Day prior to the Bid/Offer Opening Date. QIBs may Bid at a price higher than the Floor Price and the Allotment to the QIBs is made on a price priority basis. The Bidder with the highest Bid Amount is allotted the number of Equity Shares Bid for and then the second highest Bidder is Allotted Equity Shares and this process continues until all the Equity Shares have been allotted. RIBs, NIBs and Employees are Allotted Equity Shares at the Floor Price and Allotment to these categories of Bidders is made proportionately. If the number of Equity Shares Bid for at a price is more than available quantity then the Allotment may be done on a proportionate basis. Further, the Issuer may place a cap either in terms of number of specified

securities or percentage of issued capital of the Issuer that may be Allotted to a single Bidder, decide whether a Bidder be allowed to revise the bid upwards or downwards in terms of price and/or quantity and also decide whether a Bidder be allowed single or multiple bids.

SECTION 6: ISSUE PROCEDURE IN FIXED PRICE ISSUE

Applicants may note that there is no Bid cum Application Form in a Fixed Price Offer. As the Offer Price is mentioned in the Fixed Price Offer therefore on filing of the Prospectus with the RoC, the Application so submitted is considered as the application form.

Applicants may only use the specified Application Form for the purpose of making an Application in terms of the Prospectus which may be submitted through the Designated Intermediary.

Applicants may submit an Application Form either in physical form to the any of the Designated Intermediaries or in the electronic form to the SCSB or the Designated Branches of the SCSBs authorising blocking of funds that are available in the bank account specified in the Application Form only ("**ASBA Account**"). The Application Form is also made available on the websites of the Stock Exchanges at least one day prior to the Bid/Offer Opening Date.

In a fixed price Offer, allocation in the net offer to the public category is made as follows: minimum fifty per cent to Retail Individual Bidders; and remaining to (i) individual investors other than Retail Individual Bidders; and (ii) other Applicants including corporate bodies or institutions, irrespective of the number of specified securities applied for. The unsubscribed portion in either of the categories specified above may be allocated to the Applicants in the other category.

For details of instructions in relation to the Application Form, Bidders/Applicants may refer to the relevant section of the GID.

SECTION 7: ALLOTMENT PROCEDURE AND BASIS OF ALLOTMENT

The Allotment of Equity Shares to Bidders/Applicants other than Retail Individual Bidders and Anchor Investors may be on proportionate basis. For Basis of Allotment to Anchor Investors, Bidders/Applicants may refer to RHP/Prospectus. No Retail Individual Bidder will be Allotted less than the minimum Bid Lot subject to availability of shares in Retail Individual Bidder Category and the remaining available shares, if any will be Allotted on a proportionate basis. The Issuer is required to receive a minimum subscription of 90% of the Net Offer (excluding any Offer for Sale of specified securities). However, in case the Offer is in the nature of Offer for Sale only, then minimum subscription may not be applicable.

7.1 ALLOTMENT TO RIBs

Bids received from the RIBs at or above the Offer Price may be grouped together to determine the total demand under this category. If the aggregate demand in this category is less than or equal to the Retail Category at or above the Offer Price, full Allotment may be made to the RIBs to the extent of the valid Bids. If the aggregate demand in this category is greater than the allocation to in the Retail Category at or above the Offer Price, then the maximum number of RIBs who can be Allotted the minimum Bid Lot will be computed by dividing the total number of Equity Shares available for Allotment to RIBs by the minimum Bid Lot ("**Maximum RIB Allottees**"). The Allotment to the RIBs will then be made in the following manner:

(a) In the event the number of RIBs who have submitted valid Bids in the Offer is equal to or less than Maximum RIB Allottees, (i) all such RIBs shall be Allotted the minimum Bid Lot; and (ii) the balance available Equity Shares, if any, remaining in the Retail Category shall be Allotted on a proportionate basis to the RIBs who have received Allotment as per (i) above for the balance demand of the Equity Shares Bid by them (i.e. who have Bid for more than the minimum Bid Lot).

(b) In the event the number of RIBs who have submitted valid Bids in the Offer is more than Maximum RIB Allottees, the RIBs (in that category) who will then be Allotted minimum Bid Lot shall be determined on the basis of draw of lots.

7.2 ALLOTMENT TO NIBS

Bids received from NIBs at or above the Offer Price may be grouped together to determine the total demand under this category. The Allotment to all successful NIBs may be made at or above the Offer Price. If the aggregate demand in this category is less than or equal to the Non-Institutional Category at or above the Offer Price, full Allotment may be made to NIBs to the extent of their demand. In case the aggregate demand in this category is greater than the Non-Institutional Category at or above the Offer Price, Allotment may be made on a proportionate basis up to a minimum of the Non-Institutional Category.

7.3 ALLOTMENT TO QIBs

For the Basis of Allotment to Anchor Investors, Bidders/Applicants may refer to the SEBI ICDR Regulations, 2009 or RHP/Prospectus. Bids received from QIBs Bidding in the QIB Category (net of Anchor Portion) at or above the Offer Price may be grouped together to determine the total demand under this category. The QIB Category may be available for Allotment to QIBs who have Bid at a price that is equal to or greater than the Offer Price. Allotment may be undertaken in the following manner:

(a) In the first instance allocation to Mutual Funds for up to 5% of the QIB Category may be determined as follows: (i) In the event that Bids by Mutual Fund exceeds 5% of the QIB Category, allocation to Mutual Funds may be done on a proportionate basis for up to 5% of the QIB Category; (ii) In the event that the aggregate demand from Mutual Funds is less than 5% of the QIB Category then all Mutual Funds may get full Allotment to the extent of valid Bids received above the Offer Price; and (iii) Equity Shares remaining unsubscribed, if any and not allocated to Mutual Funds may be available for Allotment to all QIBs as set out at paragraph 7.4(b) below;

(b) In the second instance, Allotment to all QIBs may be determined as follows: (i) In the event of oversubscription in the QIB Category, all QIBs who have submitted Bids above the Offer Price may be Allotted Equity Shares on a proportionate basis for up to 95% of the QIB Category; (ii) Mutual Funds, who have received allocation as per (a) above, for less than the number of Equity Shares Bid for by them, are eligible to receive Equity Shares on a proportionate basis along with other QIBs; and (iii) Under-subscription below 5% of the QIB Category, if any, from Mutual Funds, may be included for allocation to the remaining QIBs on a proportionate basis.

7.4 ALLOTMENT TO ANCHOR INVESTOR (IF APPLICABLE)

(a) Allocation of Equity Shares to Anchor Investors at the Anchor Investor Offer Price will be at the discretion of the issuer in consultation with the Selling Shareholder and the BRLMs, subject to compliance with the following requirements:

i. not more than 60% of the QIB Category will be allocated to Anchor Investors;

ii. one-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to other Anchor Investors; and

iii. allocation to Anchor Investors shall be on a discretionary basis and subject to:

- a maximum number of two Anchor Investors for allocation up to ₹100 million;
- a minimum number of two Anchor Investors and maximum number of 15 Anchor Investors for allocation of more than ₹100 million and up to ₹2,500 million subject to minimum Allotment of ₹50 million per such Anchor Investor; and
- a minimum number of five Anchor Investors and maximum number of 15 Anchor Investors for allocation of more than ₹2,500 million, and an additional 10 Anchor Investors for every additional ₹2,500 million or part

thereof, subject to minimum Allotment of ₹50 million per such Anchor Investor.

(b) An Anchor Investor shall make an application of a value of at least ₹100 million in the Offer.

(c) A physical book is prepared by the Registrar on the basis of the Anchor Investor Application Forms received from Anchor Investors. Based on the physical book and at the discretion of the Issuer in consultation with the BRLMs, selected Anchor Investors will be sent a CAN, and if required, a revised CAN.

(d) **In the event that the Offer Price is higher than the Anchor Investor Offer Price**: Anchor Investors will be sent a revised CAN within one day of the Pricing Date indicating the number of Equity Shares allocated to such Anchor Investor and the pay-in date for payment of the balance amount. Anchor Investors are then required to pay any additional amounts, being the difference between the Offer Price and the Anchor Investor Offer Price, as indicated in the revised CAN within the pay-in date referred to in the revised CAN. Thereafter, the Allotment Advice will be issued to such Anchor Investors.

(e) **In the event the Offer Price is lower than the Anchor Investor Offer Price:** Anchor Investors who have been Allotted Equity Shares will directly receive Allotment Advice.

7.5 BASIS OF ALLOTMENT FOR QIBs (OTHER THAN ANCHOR INVESTORS), NIBs AND RESERVED CATEGORY IN CASE OF OVER-SUBSCRIBED ISSUE

In the event of the Offer being over-subscribed, the Issuer may finalise the Basis of Allotment in consultation with the Designated Stock Exchange in accordance with the SEBI ICDR Regulations, 2009.

The allocation may be made in marketable lots, on a proportionate basis as explained below:

(a) Bidders may be categorized according to the number of Equity Shares applied for;

(b) The total number of Equity Shares to be Allotted to each category as a whole may be arrived at on a proportionate basis, which is the total number of Equity Shares applied for in that category (number of Bidders in the category multiplied by the number of Equity Shares applied for) multiplied by the inverse of the over-subscription ratio;

(c) The number of Equity Shares to be Allotted to the successful Bidders may be arrived at on a proportionate basis, which is total number of Equity Shares applied for by each Bidder in that category multiplied by the inverse of the over-subscription ratio;

(d) In all Bids where the proportionate Allotment is less than the minimum Bid Lot decided per Bidder, the Allotment may be made as follows: the successful Bidders out of the total Bidders for a category may be determined by a draw of lots in a manner such that the total number of Equity Shares Allotted in that category is equal to the number of Equity Shares calculated in accordance with (b) above; and each successful Bidder may be Allotted a minimum of such Equity Shares equal to the minimum Bid Lot finalised by the Issuer;

(e) If the proportionate Allotment to a Bidder is a number that is more than the minimum Bid lot but is not a multiple of one (which is the marketable lot), the decimal may be rounded off to the higher whole number if that decimal is 0.5 or higher. If that number is lower than 0.5 it may be rounded off to the lower whole number. Allotment to all Bidders in such categories may be arrived at after such rounding off; and

(f) If the Equity Shares allocated on a proportionate basis to any category are more than the Equity Shares Allotted to the Bidders in that category, the remaining Equity Shares available for Allotment may be first adjusted against any other category, where the Allotted Equity Shares are not sufficient for proportionate Allotment to the successful Bidders in that category. The balance Equity Shares, if any, remaining after such adjustment may be added to the category comprising Bidders applying for minimum number of Equity Shares.

7.6 DESIGNATED DATE AND ALLOTMENT OF EQUITY SHARES

(a) **Designated Date:** On the Designated Date, the Escrow Collection Banks shall transfer the funds represented by allocation of Equity Shares to Anchor Investors from the Escrow Account, as per the terms of the Escrow Agreement, into the Public Issue Account with the Bankers to the Offer. The balance amount after transfer to the Public Issue Account shall be transferred to the Refund Account. Payments of refund to the Bidders applying in the Anchor Investor Portion shall be made from the Refund Account as per the terms of the Escrow Agreement and the RHP. On the Designated Date, the Registrar to the Issue shall instruct the SCSBs to transfer funds represented by allocation of Equity Shares from ASBA Accounts into the Public Issue Account.

(b) **Issuance of Allotment Advice:** Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Registrar shall upload the same on its website. On the basis of the approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the Allotment and credit of Equity Shares. Bidders/Applicants are advised to instruct their Depository Participant to accept the Equity Shares that may be allotted to them pursuant to the Offer.

Pursuant to confirmation of such corporate actions, the Registrar will dispatch Allotment Advice to the Bidders/Applicants who have been Allotted Equity Shares in the Offer.

(c) The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract.

(d) Issuer will ensure that: (i) the Allotment of Equity Shares; and (ii) credit of shares to the successful Bidders/Applicants Depository Account will be completed within six Working Days of the Bid/Offer Closing Date.

SECTION 8: INTEREST AND REFUNDS

8.1 COMPLETION OF FORMALITIES FOR LISTING & COMMENCEMENT OF TRADING

The Issuer shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges are taken within six Working Days of the Bid/Offer Closing Date. The Registrar to the Offer may initiate corporate action for credit to Equity Shares the beneficiary account with Depositories within six Working Days of the Bid/Offer Closing Date.

8.2 GROUNDS FOR REFUND

8.2.1 NON RECEIPT OF LISTING PERMISSION

An Issuer makes an application to the Stock Exchange(s) for permission to deal in/list and for an official quotation of the Equity Shares. All the Stock Exchanges from where such permission is sought are disclosed in RHP/Prospectus. The Designated Stock Exchange may be as disclosed in the RHP/Prospectus with which the Basis of Allotment may be finalised.

If the Issuer fails to make application to the Stock Exchange(s) or obtain permission for listing of the Equity Shares, in accordance with the provisions of Section 40 of the Companies Act, 2013, the Issuer shall be punishable with a fine which shall not be less than ₹5 lakhs but which may extend to ₹50 lakhs and every officer of the Issuer who is in default shall be punishable with imprisonment for a term which may extend to one year or with fine which shall not be less than ₹50,000 but which may extend to ₹3 lakhs, or with both.

If the permissions to deal in and an official quotation of the Equity Shares are not granted by any of the Stock Exchange(s), the Issuer may forthwith take steps to refund, without interest, all moneys received from Bidders/Applicants.

If such money is not refunded to the Bidders/Applicants within the prescribed time after the Issuer becomes liable to repay it, then the Issuer and every director of the Issuer who is an officer in default may, on and from such expiry of such period, be liable to repay the money, with interest at such rate, as disclosed in the RHP/Prospectus.

8.2.2 NON RECEIPT OF MINIMUM SUBSCRIPTION

If the Issuer does not receive a minimum subscription of 90% of the Net Offer (excluding any offer for sale of specified securities), including devolvement to the Underwriters, the Issuer may forthwith, take steps to unblock the entire subscription amount received within six Working Days of the Bid/Offer Closing Date and repay, without interest, all moneys received from Anchor Investors. In case the Offer is in the nature of Offer for Sale only, then minimum subscription may not be applicable. In case of under-subscription in the Offer involving a Fresh Issue and an Offer for Sale, the Equity Shares in the Fresh Issue will be issued prior to the sale of Equity Shares in the Offer for Sale.

If there is a delay beyond the prescribed time after the Issuer becomes liable to pay the amount received from Bidders, then the Issuer and every director of the Issuer who is an officer in default may on and from expiry of the prescribed period, be jointly and severally liable to repay the money, with interest at the rate of 15% per annum in accordance with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended.

8.2.3 MINIMUM NUMBER OF ALLOTTEES

The Issuer may ensure that the number of prospective Allottees to whom Equity Shares may be Allotted may not be less than 1,000 failing which the entire application monies may be refunded forthwith.

8.2.4 IN CASE OF ISSUES MADE UNDER COMPULSORY BOOK BUILDING

In case an Issuer not eligible under Regulation 26(1) of the SEBI ICDR Regulations, 2009 comes for an Offer under Regulation 26(2) of SEBI (ICDR) Regulations, 2009 but fails to Allot at least 75% of the Net Offer to QIBs, in such case full subscription money is to be refunded.

8.3 MODE OF REFUND

(a) **In case of ASBA Bids:** Within six Working Days of the Bid/Offer Closing Date, the Registrar to the Offer may give instructions to SCSBs for unblocking the amount in ASBA Accounts for unsuccessful Bids or for any excess amount blocked on Bidding.

(b) **In case of Anchor Investors:** Within six Working Days of the Bid/Offer Closing Date, the Registrar to the Offer may dispatch the refund orders for all amounts payable to unsuccessful Anchor Investors.

(c) In case of Anchor Investors, the Registrar to the Offer may obtain from the depositories the Bidders' bank account details, including the MICR code, on the basis of the DP ID, Client ID and PAN provided by the Anchor Investors in their Anchor Investor Application Forms for refunds. Accordingly, Anchor Investors are advised to immediately update their details as appearing on the records of their depositories. Failure to do so may result in delays in dispatch of refund orders or refunds through electronic transfer of funds, as applicable, and any such delay may be at the Anchor Investors' sole risk and neither the Issuer, the Registrar to the Offer, the Escrow Collection Banks, or the Syndicate, may be liable to compensate the Anchor Investors for any losses caused to them due to any such delay, or liable to pay any interest for such delay. Please note that refunds shall be credited only to the bank account from which the Bid Amount was remitted to the Escrow Bank.

8.3.1 Electronic mode of making refunds for Anchor Investors

The payment of refund, if any, may be done through various electronic modes as mentioned below:

(a) **NECS**—Payment of refund may be done through NECS for Bidders/Applicants having an account at any of the centers specified by the RBI. This mode of payment of refunds may be subject to availability of complete bank account details including the nine-digit MICR code of the Bidder/Applicant as obtained from the Depository;

(b) **NEFT**—Payment of refund may be undertaken through NEFT wherever the branch of the Anchor Investors' bank is NEFT enabled and has been assigned the Indian Financial System Code ("**IFSC**"), which can be linked to the MICR of that particular branch. The IFSC Code

may be obtained from the website of RBI as at a date prior to the date of payment of refund, duly mapped with MICR numbers. Wherever the Anchor Investors have registered their nine-digit MICR number and their bank account number while opening and operating the demat account, the same may be duly mapped with the IFSC Code of that particular bank branch and the payment of refund may be made to the Anchor Investors through this method. In the event NEFT is not operationally feasible, the payment of refunds may be made through any one of the other modes as discussed in this section;

(c) **RTGS**—Anchor Investors having a bank account at any of the centers notified by SEBI where clearing houses are managed by the RBI, may have the option to receive refunds, if any, through RTGS.

(d) **Direct Credit**—Anchor Investors having their bank account with the Refund Banker may be eligible to receive refunds, if any, through direct credit to such bank account;

Please note that refunds through the abovementioned modes shall be credited only to the bank account from which the Bid Amount was remitted to the Escrow Bank.

For details of levy of charges, if any, for any of the above methods, Anchor Investors may refer to RHP/Prospectus.

8.4 INTEREST IN CASE OF DELAY IN ALLOTMENT OR REFUND

The Issuer may pay interest at the prescribed rate if Allotment is not made and refund instructions have not been given to the clearing system in the disclosed manner/instructions for unblocking of funds in the ASBA Account are not dispatched within the prescribed period.

The Issuer may pay interest at the prescribed rate for any delay beyond the prescribed period from the Bid/Offer Closing Date, if Allotment is not made.

SECTION 9: GLOSSARY AND ABBREVIATIONS

Unless the context otherwise indicates or implies, certain definitions and abbreviations used in this document may have the meaning as provided below. References to any legislation, act or regulation may be to such legislation, act or regulation as amended from time to time.

Term	Description
Allotment/Allot/Allotted	The allotment of Equity Shares pursuant to the Offer to successful Bidders/Applicants
Allotment Advice	Note or advice or intimation of Allotment sent to the Bidders/Applicants who have been Allotted Equity Shares after the Basis of Allotment has been approved by the designated Stock Exchanges
Allottee	An Bidder/Applicant to whom the Equity Shares are Allotted
Anchor Investor	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in SEBI ICDR Regulations, 2009 and the Red Herring Prospectus.
Anchor Investor Application Form	The form used by an Anchor Investor to make a Bid in the Anchor Investor Portion and which will be considered as an application for Allotment in terms of the Red Herring Prospectus and Prospectus
Anchor Investor Portion	Up to 60% of the QIB Category which may be allocated by the Issuer in consultation with the BRLMs, to Anchor Investors on a discretionary basis. One-third of the Anchor Investor Portion is reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to Anchor Investors
Application Supported by Blocked Amount /ASBA	An application, whether physical or electronic, used by ASBA Bidders/Applicants, to make a Bid and authorising an SCSB to block the Bid Amount in the specified bank account maintained with such SCSB
Application Supported by Blocked Amount Form /ASBA Form	An application form, whether physical or electronic, used by ASBA Bidders/Applicants, which will be considered as the application for Allotment in terms of the Red Herring Prospectus and the Prospectus
ASBA Account	Account maintained with an SCSB which may be blocked by such SCSB to the extent of the Bid Amount of the ASBA Bidder
ASBA Bidder	All Bidders/Applicants except Anchor Investors
Banker(s) to the Offer/Escrow Collection Bank(s)/Collecting	The banks which are clearing members and registered with SEBI as Banker to the Offer with whom the Escrow Account(s) for Anchor Investors may be opened, and as disclosed

Term	Description
Banker	in the RHP/Prospectus and Bid cum Application Form of the Issuer
Basis of Allotment	The basis on which the Equity Shares may be Allotted to successful Bidders/Applicants under the Offer
Bid	An indication to make an offer during the Bid/Offer Period by a prospective Bidder pursuant to submission of Bid cum Application Form or during the Anchor Investor Bid/Offer Period by the Anchor Investors, to subscribe for or purchase the Equity Shares of the Issuer at a price within the Price Band, including all revisions and modifications thereto. In case of issues undertaken through the fixed price process, all references to a Bid should be construed to mean an Application
Bid Amount	The highest value of the optional Bids indicated in the Bid cum Application Form and payable by the Bidder upon submission of the Bid (except for Anchor Investors), less discounts (if applicable). In case of issues undertaken through the fixed price process, all references to the Bid Amount should be construed to mean the Application Amount
Bid cum Application Form	The Anchor Investor Application Form or the ASBA Form, as the context requires
Bid/Offer Closing Date	Except in the case of Anchor Investors (if applicable), the date after which the Designated Intermediaries may not accept any Bids for the Offer, which may be notified in an English national daily, a Hindi national daily and a regional language newspaper at the place where the registered office of the Issuer is situated, each with wide circulation. Bidders/Applicants may refer to the RHP/Prospectus for the Bid/Offer Closing Date
Bid/Offer Opening Date	The date on which the Designated Intermediaries may start accepting Bids for the Offer, which may be the date notified in an English national daily, a Hindi national daily and a regional language newspaper at the place where the registered office of the Issuer is situated, each with wide circulation. Bidders/Applicants may refer to the RHP/Prospectus for the Bid/Offer Opening Date
Bid/Offer Period	Except in the case of Anchor Investors (if applicable), the period between the Bid/Offer Opening Date and the Bid/Offer Closing Date inclusive of both days and during which prospective ASBA Bidders/Applicants can submit their Bids, inclusive of any revisions thereof. The Issuer may consider closing the Bid/Offer Period for QIBs one working day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations, 2009. Bidders/Applicants may refer to the RHP/Prospectus for the Bid/Offer Period
Bidder/Applicant	Any prospective investor who makes a Bid/Application pursuant to the terms of the RHP/Prospectus and the Bid cum Application Form. In case of issues undertaken through the fixed price process, all references to a Bidder/Applicants should be construed to mean an Applicant
Book Built Process/Book Building Process/Book Building Method	The book building process as provided under SEBI ICDR Regulations, 2009, in terms of which the Offer is being made
Broker Centres	Broker centres notified by the Stock Exchanges, where Bidders/Applicants can submit the ASBA Forms to a Registered Broker. The details of such broker centres, along with the names and contact details of the Registered Brokers are available on the websites of the Stock Exchanges.
BRLM(s)/Book Running Lead Manager(s)/Lead Manager/LM	The Book Running Lead Manager to the Offer as disclosed in the RHP/Prospectus and the Bid cum Application Form of the Issuer. In case of issues undertaken through the fixed price process, all references to the Book Running Lead Manager should be construed to mean the Lead Manager or LM
Business Day	Monday to Saturday (except 2nd and 4th Saturday of a month and public holidays)
CAN/Confirmation of Allocation Note	Notice or intimation of allocation of the Equity Shares sent to Anchor Investors, who have been allocated the Equity Shares, after the Anchor Investor Bid/Offer Period
CAN/Confirmation of Allotment Note	The note or advice or intimation sent to each successful Bidder/Applicants indicating the Equity Shares which may be Allotted, after approval of Basis of Allotment by the Designated Stock Exchange
Cap Price	The higher end of the Price Band, above which the Offer Price and the Anchor Investor Offer Price may not be finalised and above which no Bids may be accepted
Client ID	Client Identification Number maintained with one of the Depositories in relation to demat account
Collecting Depository Participant or CDPs	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Bids at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Cut-off Price	Offer Price, finalised by the Issuer in consultation with the Book Running Lead Manager(s), which can be any price within the Price Band. Only RIBs, Retail Individual Shareholders and employees are entitled to Bid at the Cut-off Price. No other category of Bidders/Applicants are entitled to Bid at the Cut-off Price
DP	Depository Participant
DP ID	Depository Participant's Identification Number
Depositories	National Securities Depository Limited and Central Depository Services (India) Limited

Term	Description
Demographic Details	Details of the Bidders/Applicants including the Bidder~~/Applicant~~'s address, name of the Applicant's father/husband, investor status, occupation and bank account details
Designated Branches	Such branches of the SCSBs which may collect the Bid cum Application Forms used by Bidders/Applicants (excluding Anchor Investors) and a list of which is available on http://www.sebi.gov.in/cms/sebi_data/attachdocs/1316087201341.html
Designated CDP Locations	Such locations of the CDPs where Bidders can submit the ASBA Forms to Collecting Depository Participants. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com)
Designated Date	The date on which funds are transferred by the Escrow Collection Bank(s) from the Escrow Account and the amounts blocked by the SCSBs are transferred from the ASBA Accounts, as the case may be, to the Public Issue Account or the Refund Account, as appropriate, after the Prospectus is filed with the RoC, following which the board of directors may Allot Equity Shares to successful Bidders/Applicants in the Fresh Issue may give delivery instructions for the transfer of the Equity Shares constituting the Offer for Sale
Designated Intermediaries	Syndicate, sub-syndicate/agents, SCSBs, Registered Brokers, CDPs and RTAs, who are authorized to collect ASBA Forms from the ASBA Bidders, in relation to the Offer
Designated RTA Locations	Such locations of the RTAs where Bidders can submit the ASBA Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com)
Designated Stock Exchange	The designated stock exchange as disclosed in the RHP/Prospectus of the Issuer
Discount	Discount to the Offer Price that may be provided to Bidders/Applicants in accordance with the SEBI ICDR Regulations, 2009.
Draft Prospectus	The draft prospectus filed with SEBI in case of Fixed Price Issues and which may mention a price or a Price Band
Employees	Employees of an Issuer as defined under SEBI ICDR Regulations, 2009 and including, in case of a new company, persons in the permanent and full time employment of the promoting companies excluding the promoters and immediate relatives of the promoters. For further details, Bidder/Applicant may refer to the RHP/Prospectus
Equity Shares	Equity Shares of the Issuer
Escrow Account	Account opened with the Escrow Collection Bank(s) and in whose favour the Anchor Investors may transfer money through NEFT/RTGS/Direct Credit in respect of the Bid Amount when submitting a Bid
Escrow Agreement	Agreement to be entered into among the Issuer, the Registrar to the Offer, the Book Running Lead Manager(s), the Escrow Collection Bank(s) and the Refund Bank(s) for collection of the Bid Amounts from Anchor Investors and where applicable, remitting refunds of the amounts collected to the Anchor Investors on the terms and conditions thereof
Escrow Collection Bank(s)	Refer to definition of Banker(s) to the Offer
FCNR Account	Foreign Currency Non-Resident Account
First Bidder/Applicant	The Bidder/Applicant whose name appears first in the Bid cum Application Form or Revision Form
FII(s)	Foreign Institutional Investors as defined under the SEBI (Foreign Institutional Investors) Regulations, 1995 and registered with SEBI under applicable laws in India
Fixed Price Issue/Fixed Price Process/Fixed Price Method	The Fixed Price process as provided under SEBI ICDR Regulations, 2009, in terms of which the Offer is being made
Floor Price	The lower end of the Price Band, at or above which the Offer Price and the Anchor Investor Offer Price may be finalised and below which no Bids may be accepted, subject to any revision thereto
FPIs	Foreign Portfolio Investors as defined under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014
FPO	Further public offering
Foreign Venture Capital Investors or FVCIs	Foreign Venture Capital Investors as defined and registered with SEBI under the SEBI (Foreign Venture Capital Investors) Regulations, 2000
IPO	Initial public offering
Issuer/Company	The Issuer proposing the initial public offering/further public offering as applicable
Maximum RIB Allottees	The maximum number of RIBs who can be Allotted the minimum Bid Lot. This is computed by dividing the total number of Equity Shares available for Allotment to RIBs by the minimum Bid Lot.
MICR	Magnetic Ink Character Recognition - nine-digit code as appearing on a cheque leaf
Mutual Fund	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996

Term	Description
Mutual Funds Portion	5% of the QIB Category (excluding the Anchor Investor Portion) available for allocation to Mutual Funds only, being such number of equity shares as disclosed in the RHP/Prospectus and Bid cum Application Form
NEFT	National Electronic Fund Transfer
NRE Account	Non-Resident External Account
NRI	NRIs from such jurisdictions outside India where it is not unlawful to make an offer or invitation under the Offer and in relation to whom the RHP/Prospectus constitutes an invitation to subscribe to or purchase the Equity Shares
NRO Account	Non-Resident Ordinary Account
Net Offer	The Offer less reservation portion
Non Institutional Bidders or NIBs	All Bidders/Applicants, including sub accounts of FIIs registered with SEBI which are foreign corporates or foreign individuals and FPIs which are Category III foreign portfolio investors, that are not QIBs or RIBs and who have Bid for Equity Shares for an amount of more than ₹200,000 (but not including NRIs other than Eligible NRIs)
Non-Institutional Category	The portion of the Offer being such number of Equity Shares available for allocation to NIBs on a proportionate basis and as disclosed in the RHP/Prospectus and the Bid cum Application Form
Non-Resident	A person resident outside India, as defined under FEMA and includes Eligible NRIs, FPIs and FVCIs registered with SEBI
OCB/Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA
Offer	Public issue of Equity Shares of the Issuer including the Offer for Sale if applicable
Offer for Sale	Public offer of such number of Equity Shares as disclosed in the RHP/Prospectus through an offer for sale by the Selling Shareholder
Other Investors	Investors other than Retail Individual Bidders in a Fixed Price Issue. These include individual applicants other than Retail Individual Bidders and other investors including corporate bodies or institutions irrespective of the number of specified securities applied for
Offer Price	The final price, less discount (if applicable) at which the Equity Shares may be Allotted to Bidders other than Anchor Investors, in terms of the Prospectus. Equity Shares will be Allotted to Anchor Investors at the Anchor Investor Offer Price The Offer Price may be decided by the Issuer in consultation with the Book Running Lead Manager(s)
PAN	Permanent Account Number allotted under the Income Tax Act, 1961
Price Band	Price Band with a minimum price, being the Floor Price and the maximum price, being the Cap Price and includes revisions thereof. The Price Band and the minimum Bid lot size for the Offer may be decided by the Issuer in consultation with the Book Running Lead Manager(s) and advertised, at least five working days in case of an IPO and one working day in case of FPO, prior to the Bid/Offer Opening Date, in English national daily, Hindi national daily and regional language at the place where the registered office of the Issuer is situated, newspaper each with wide circulation
Pricing Date	The date on which the Issuer in consultation with the Book Running Lead Manager(s), finalise the Offer Price
Prospectus	The prospectus to be filed with the RoC in accordance with Section 26 of the Companies Act, 2013 after the Pricing Date, containing the Offer Price, the size of the Offer and certain other information
Public Issue Account	A Bank account opened with the Banker to the Offer to receive monies from the Escrow Account and from the ASBA Accounts on the Designated Date
QIB Category	The portion of the Offer being such number of Equity Shares to be Allotted to QIBs on a proportionate basis
Qualified Institutional Buyers or QIBs	As defined under SEBI ICDR Regulations, 2009
RTGS	Real Time Gross Settlement
Red Herring Prospectus/RHP	The red herring prospectus issued in accordance with Section 32 of the Companies Act, 2013, which does not have complete particulars of the price at which the Equity Shares are offered and the size of the Offer. The RHP may be filed with the RoC at least three days before the Bid/Offer Opening Date and may become a Prospectus upon filing with the RoC after the Pricing Date. In case of issues undertaken through the fixed price process, all references to the RHP should be construed to mean the Prospectus
Refund Account(s)	The account opened with Refund Bank(s), from which refunds to Anchor Investors, if any, of the whole or part of the Bid Amount may be made
Refund Bank(s)	Refund bank(s) as disclosed in the RHP/Prospectus and Bid cum Application Form of the Issuer

Term	Description
Registrar and Share Transfer Agents or RTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Registered Broker	Stock Brokers registered with the Stock Exchanges having nationwide terminals, other than the members of the Syndicate
Registrar to the Offer/RTO	The Registrar to the Offer as disclosed in the RHP/Prospectus and Bid cum Application Form
Reserved Category/Categories	Categories of persons eligible for making application/Bidding under reservation portion
Reservation Portion	The portion of the Offer reserved for such category of eligible Bidders/Applicants as provided under the SEBI ICDR Regulations, 2009
Retail Individual Bidders/ RIBs	Investors who applies or bids for a value of not more than ₹200,000.
Retail Individual Shareholders	Shareholders of a listed Issuer who applies or bids for a value of not more than ₹200,000.
Retail Category	The portion of the Offer being such number of Equity Shares available for allocation to RIBs which shall not be less than the minimum Bid Lot, subject to availability in RIB category and the remaining shares to be Allotted on proportionate basis.
Revision Form	The form used by the Bidders in an issue through Book Building Process to modify the quantity of Equity Shares and/or bid price indicated therein in any of their Bid cum Application Forms or any previous Revision Form(s)
RoC	The Registrar of Companies
SEBI	The Securities and Exchange Board of India constituted under the Securities and Exchange Board of India Act, 1992
SEBI ICDR Regulations, 2009	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
Self Certified Syndicate Bank(s) or SCSB(s)	A bank registered with SEBI, which offers the facility of ASBA and a list of which is available on http://www.sebi.gov.in/cms/sebi_data/attachdocs/1316087201341.html
Specified Locations	Refer to definition of Broker Centers
Stock Exchanges/SE	The stock exchanges as disclosed in the RHP/Prospectus of the Issuer where the Equity Shares Allotted pursuant to the Offer are proposed to be listed
Syndicate	The Book Running Lead Manager(s) and the Syndicate Member
Syndicate Agreement	The agreement to be entered into among the Issuer, and the Syndicate in relation to collection of ASBA Forms by Syndicate Members
Syndicate Member(s)/SM	The Syndicate Member(s) as disclosed in the RHP/Prospectus
Underwriters	The Book Running Lead Manager(s) and the Syndicate Member(s)
Underwriting Agreement	The agreement amongst the Issuer, and the Underwriters to be entered into on or after the Pricing Date
Working Day	All trading days of Stock Exchanges, excluding Sundays and holidays for commercial banks in Mumbai

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India ("**Industrial Policy**") and FEMA. While the Industrial Policy prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The government bodies responsible for granting foreign investment approvals are the FIPB and the RBI.

The Government has from time to time made policy pronouncements on FDI through press notes and press releases. The Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India ("**DIPP**"), issued Consolidated FDI Policy Circular of 2015 ("**FDI Policy 2015**"), which with effect from May 12, 2015, consolidates and supersedes all previous press notes, press releases and clarifications on FDI policy issued by the DIPP that were in force and effect as on May 11, 2015 (excluding press note 4 of 2015 dated April 24, 2015). The Government proposes to update the consolidated circular on FDI policy once every year and therefore, FDI Policy 2015 will be valid until the DIPP issues an updated circular.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the FIPB or the RBI, provided that (i) the activities of the investee company are under the automatic route under the FDI Policy 2015 and transfer does not attract the provisions of the Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the FDI Policy; and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI and the RBI.

As per the existing policy of the Government of India, OCBs cannot participate in this Issue.

The Equity Shares have not been and will not be registered under the Securities Act, or any state securities laws in the United States, and, unless so registered, may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws in the United States. Accordingly, the Equity Shares are being offered and sold (a) in the United States only to "qualified institutional buyers" (as defined in Rule 144A under the Securities Act and referred to in this Draft Red Herring Prospectus as "U.S. QIBs"; for the avoidance of doubt, the term U.S. QIBs does not refer to a category of institutional investor defined under applicable Indian regulations and referred to in this Draft Red Herring Prospectus as "QIBs"), in reliance on Rule 144A under the Securities Act or another available exemption from the registration requirements of the Securities Act, and (b) outside the United States in offshore transactions in compliance with Regulation S under the Securities Act and the applicable laws of the jurisdiction where those offers and sales occur. The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Bidders. Our Company and the BRLMs are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares Bid for do not exceed the applicable limits under laws or regulations.

SECTION VIII: MAIN PROVISIONS OF ARTICLES OF ASSOCIATION

Pursuant to the Companies Act and the SEBI Regulations, the main provisions of the Articles of Association are detailed below. Capitalised terms used in this section have the meaning given to them in the Articles of Association. Each provision below is numbered as per the corresponding article number in the Articles of Association and defined terms herein have the meaning given to them in the Articles of Association.

The Articles of Association of the Company comprise of two parts, Part I and Part II, which parts shall, unless the context otherwise requires, co-exist with each other. In case of inconsistency or contradiction, conflict or overlap between Part I and Part II, the provisions of Part II shall be applicable. However, Part II with exception of Clause 119 shall automatically terminate and cease to have any force and effect from the date of listing of shares of the Company on a stock exchange in India subsequent to an initial public offering of the Equity Shares of the Company without any further action by the Company or by the shareholders.

PART I

1. CONSTITUTION OF THE COMPANY

a) *The regulations contained in table "F" of schedule I to the Companies Act, 2013 shall apply only in so far as the same are not provided for or are not inconsistent with these Articles.*

b) *The regulations for the management of the company and for the observance of the members thereof and their representatives shall be such as are contained in these Articles subject however to the exercise of the statutory powers of the company in respect of repeal, additions, alterations, substitution, modifications and variations thereto by special resolution as prescribed by the Companies Act, 2013.*

2. INTERPRETATION

A. DEFINITIONS

In the interpretation of these Articles the following words and expressions shall have the following meanings unless repugnant to the subject or context.

a. "Act" means the (i) Companies Act, 2013, and the Rules and clarifications issued thereunder to the extent in force pursuant to the notification of the Notified Sections; and (ii) Companies Act, 1956, and the rules thereunder (without reference to the provisions thereof that have ceased to have effect upon the notification of the Notified Sections).

b. "ADRs" shall mean American Depository Receipts representing ADSs.

c. "Annual General Meeting" shall mean a General Meeting of the holders of Equity Shares held in accordance with the applicable provisions of the Act.

d. "ADR Facility" shall mean an ADR facility established by the company with a depository bank to hold any equity shares as established pursuant to a deposit agreement and subsequently as amended or replaced from time to time.

e. "ADSs" shall mean American Depository Shares, each of which represents a certain number of Equity Shares.

f. "Articles" shall mean these Articles of Association as adopted or as from time to time altered in accordance with the provisions of these Articles and Act.

g. "Auditors" shall mean and include those persons appointed as such for the time being by the company.

h. "Board" shall mean the board of directors of the company, as constituted from time to time, in accordance with law and the provisions of these Articles.

i. "Board Meeting" shall mean any meeting of the Board, as convened from time to time and any adjournment thereof, in accordance with law and the provisions of these Articles.

j. "Beneficial Owner" shall mean beneficial owner as defined in Clause (a) of subsection (1) of section 2 of the Depositories Act.

k. "Capital" or "share capital" shall mean the share capital for the time being, raised or authorised to be raised for the purpose of the Company.

l. "Chairman" shall mean such person as is nominated or appointed in accordance with Article 37 herein below.

m. "Companies Act, 1956" shall mean the Companies Act, 1956 (Act I of 1956), as may be in force for the time being.

n. "Company" or "this company" shall mean QUESS CORP LIMITED.

o. "Committees" shall have the meaning ascribed to such term in Article 74.

p. "Debenture" shall include debenture stock, bonds, and any other securities of the Company, whether constituting a charge on the assets of the Company or not.

q. "Depositories Act" shall mean The Depositories Act, 1996 and shall include any statutory modification or re-enactment thereof.

r. "Depository" shall mean a Depository as defined in Clause (e) of sub-section (1) of section 2 of the Depositories Act.

s. "Director" shall mean any director of the company, including alternate directors, independent directors and nominee directors appointed in accordance with law and the provisions of these Articles.

t. "Dividend" shall include interim dividends.

u. "Equity Share Capital" shall mean the total issued and paid-up equity share capital of the Company, calculated on a Fully Diluted Basis.

v. "Equity Shares" shall mean fully paid-up equity shares of the Company having a par value of INR 10 (Rupees Ten only) per equity share, and one vote per equity share or any other issued Share Capital of the Company that is reclassified, reorganized, reconstituted or converted into equity shares.

w. "Executor" or "Administrator" shall mean a person who has obtained probate or letters of administration, as the case may be, from a court of competent jurisdiction and shall include the holder of a succession certificate authorizing the holder thereof to negotiate or transfer the Equity Share or Equity Shares of the deceased Shareholder and shall also include the holder of a certificate granted by the Administrator-General appointed under the Administrator Generals Act, 1963.

x. "Extraordinary General Meeting" shall mean an extraordinary general meeting of the holders of Equity Shares duly called and constituted in accordance with the provisions of the Act;

y. "Financial Year" shall mean any fiscal year of the Company, beginning on April 1 of each calendar year and ending on March 31 of the following calendar year.

z. "Fully Diluted Basis" shall mean, in reference to any calculation, that the calculation should be made in relation to the equity share capital of any Person, assuming that all outstanding convertible preference shares or debentures, options, warrants and other equity securities convertible into or exercisable or exchangeable for equity shares of that Person (whether or not by their terms then currently convertible, exercisable or exchangeable), have been so converted, exercised or exchanged to the maximum number of equity shares possible under the terms thereof.

aa. "GDRs" shall mean the registered Global Depositary Receipts, representing GDSs.

bb. "GDSs" shall mean the Global Depository Shares, each of which represents a certain number of Equity Shares.

cc. "General Meeting" shall mean a meeting of holders of Equity Shares and any adjournment thereof.

dd. "Independent Director" shall mean an independent director as defined under the Act and under the SEBI Listing Regulations.

ee. "India" shall mean the Republic of India.

ff. "Law" shall mean all applicable provisions of all (i) constitutions, treaties, statutes, laws (including the common law), codes, rules, regulations, circulars, ordinances or orders of any governmental authority and SEBI, (ii) governmental approvals, (iii) orders, decisions, injunctions, judgments, awards and decrees of or agreements with any governmental authority, (iv) rules of any stock exchanges, (v) international treaties, conventions and protocols, and (vi) Indian GAAP or any other generally accepted accounting principles.

gg. "Listing Agreement" means the agreement entered into with the stock exchanges in India, on which a company's shares are listed.

hh. "Managing Director" shall have the meaning assigned to it under the Act.

ii. "MCA" shall mean the Ministry of Corporate Affairs, Government of India.

jj. "Memorandum" shall mean the memorandum of association of the Company, as amended from time to time.

kk. "Notified Sections" shall mean the sections of the Companies Act, 2013 that have been notified by the Ministry of Corporate Affairs, Government of India, and are currently in effect.

ll. "Office" shall mean the registered office for the time being of the Company.

mm. "Officer" shall have the meaning assigned thereto by Section 2(59) of the Act.

nn. "Ordinary Resolution" shall have the meaning assigned thereto by Section 114 of the Act.

oo. "Paid up" shall include the amount credited as paid up.

pp. "Person" shall mean any natural person, sole proprietorship, partnership, company, body corporate, governmental authority, joint venture, trust, association or other entity (whether registered or not and whether or not having separate legal personality).

qq. "Promoters" shall mean Thomas Cook (India) Limited and Ajit Abraham Isaac

rr. "Register of Members" shall mean the register of shareholders to be kept pursuant to Section 88 of the Act.

ss. "Registrar" shall mean the Registrar of Companies, from time to time having jurisdiction over the Company.

tt. "Rules" shall mean the rules made under the Act and notified from time to time.

uu. "Seal" shall mean the common seal(s) for the time being of the Company.

vv. "SEBI" shall mean the Securities and Exchange Board of India, constituted under the Securities and Exchange Board of India Act, 1992.

ww. "SEBI Listing Regulations" shall mean the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

xx. "Secretary" shall mean a company secretary within the meaning of clause (c) of sub-section (1) of Section 2 of the Company Secretaries Act, 1980 and includes any other individual

possessing the prescribed qualifications and appointed to perform the duties which may be performed by a secretary under the Act and any other administrative duties.

yy. "Securities" shall mean any Equity Shares or any other securities, debentures warrants or options whether or not, directly or indirectly convertible into, or exercisable or exchangeable into or for Equity Shares.

zz. "Share Equivalents" shall mean any Debentures, preference shares, foreign currency convertible bonds, floating rate notes, options (including options to be approved by the Board (whether or not issued) pursuant to an employee stock option plan) or warrants or other Securities or rights which are by their terms convertible or exchangeable into Equity Shares.

aaa. "Shareholder" shall mean any shareholder of the Company, from time to time.

bbb. "Shareholders' Meeting" shall mean any meeting of the Shareholders of the Company, including Annual General Meetings as well as Extraordinary General Meetings of the Shareholders of the Company, convened from time to time in accordance with Law and the provisions of these Articles.

ccc. "Special Resolution" shall have the meaning assigned to it under Section 114 of the Act.

ddd. "Transfer" shall mean (i) any, direct or indirect, transfer or other disposition of any shares, securities (including convertible securities), or voting interests or any interest therein, including, without limitation, by operation of Law, by court order, by judicial process, or by foreclosure, levy or attachment; (ii) any, direct or indirect, sale, assignment, gift, donation, redemption, conversion or other disposition of such shares, securities (including convertible securities) or voting interests or any interest therein, pursuant to an agreement, arrangement, instrument or understanding by which legal title to or beneficial ownership of such shares, securities (including convertible securities) or voting interests or any interest therein passes from one Person to another Person or to the same Person in a different legal capacity, whether or not for value; (iii) the granting of any security interest or encumbrance in, or extending or attaching to, such shares, securities (including convertible securities) or voting interests or any interest therein, and the word "Transferred" shall be construed accordingly.

eee. "Tribunal" shall mean the National Company Law Tribunal constitutes under section 408 of the Act.

B. CONSTRUCTION

In these Articles (unless the context requires otherwise):

(i) References to a Party shall, where the context permits, include such Party's respective successors, legal heirs and permitted assigns.

(ii) The descriptive headings of Articles are inserted solely for convenience of reference and are not intended as complete or accurate descriptions of content thereof and shall not be used to interpret the provisions of these Articles and shall not affect the construction of these Articles.

(iii) References to articles and sub-articles are references to Articles and Sub-articles of and to these Articles unless otherwise stated and references to these Articles include references to the articles and Sub-articles herein.

(iv) Words importing the singular include the plural and vice versa, pronouns importing a gender include each of the masculine, feminine and neuter genders, and where a word or phrase is defined, other parts of speech and grammatical forms of that word or phrase shall have the corresponding meanings.

(v) Wherever the words "include," "includes," or "including" is used in these Articles, such words shall be deemed to be followed by the words "without limitation".

(vi) The terms "hereof", "herein", "hereto", "hereunder" or similar expressions used in these Articles mean and refer to these Articles and not to any particular Article of these Articles, unless expressly stated otherwise.

(vii) Unless otherwise specified, time periods within or following which any payment is to be made or act is to be done shall be calculated by excluding the day on which the period commences and including the day on which the period ends and by extending the period to the next Business Day following if the last day of such period is not a Business Day; and whenever any payment is to be made or action to be taken under these Articles is required to be made or taken on a day other than a Business Day, such payment shall be made or action taken on the next Business Day following.

(viii) A reference to a Party being liable to another Party, or to liability, includes, but is not limited to, any liability in equity, contract or tort (including negligence).

(ix) Reference to statutory provisions shall be construed as meaning and including references also to any amendment or re-enactment for the time being in force and to all statutory instruments or orders made pursuant to such statutory provisions.

(x) References to any particular number or percentage of securities of a Person (whether on a Fully Diluted Basis or otherwise) shall be adjusted for any form of restructuring of the share capital of that Person, including without limitation, consolidation or subdivision or splitting of its shares, issue of bonus shares, issue of shares in a scheme of arrangement (including amalgamation or de-merger) and reclassification of equity shares or variation of rights into other kinds of securities.

(xi) References made to any provision of the Act shall be construed as meaning and including the references to the rules and regulations made in relation to the same by the MCA. The applicable provisions of the Companies Act, 1956 shall cease to have effect from the date on which the corresponding provisions under the Act have been notified.

(xii) In the event any of the provisions of the Articles are contrary to the provisions of the Act and the Rules, the provisions of the Act and Rules will prevail.

3. EXPRESSIONS IN THE ACT AND THESE ARTICLES

Save as aforesaid, any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meaning in these Articles.

4. SHARE CAPITAL

(a) The authorised Share Capital of the Company shall be as stated under Clause V of the Memorandum of Association of the Company from time to time.

(b) The Paid up Share Capital shall be at all times a minimum of Rs. 5,00,000 (Rupees five lacs only only) as required under the Act.

(c) The Company has power, from time to time, to increase its authorised or issued and Paid up Share Capital.

(d) The Share Capital of the Company may be classified into Equity Shares with differential rights as to dividend, voting or otherwise in accordance with the applicable provisions of the Act, Rules, and Law, from time to time.

(e) Subject to Article 4(d), all Equity Shares shall be of the same class and shall be alike in all respects and the holders thereof shall be entitled to identical rights and privileges including without limitation to identical rights and privileges with respect to dividends, voting rights, and distribution of assets in the event of voluntary or involuntary liquidation, dissolution or winding up of the Company.

(f) The Board may allot and issue shares of the Company as payment or part payment for any property purchased by the Company or in respect of goods sold or transferred or machinery or

appliances supplied or for services rendered to the Company in or about the formation of the Company or the acquisition and/or in the conduct of its business or for any goodwill provided to the Company; and any shares which may be so allotted may be issued as fully/partly paid up shares and if so issued shall be deemed as fully/partly paid up shares. However, the aforesaid shall be subject to the approval of shareholders under the relevant provisions of the Act and Rules.

(g) The amount payable on application on each share shall not be less than 5 per cent of the nominal value of the share or, as may be specified by SEBI.

(h) Nothing herein contained shall prevent the Directors from issuing fully paid up shares either on payment of the entire nominal value thereof in cash or in satisfaction of any outstanding debt or obligation of the Company.

(i) Except so far as otherwise provided by the conditions of issue or by these presents, any Capital raised by the creation of new Equity Shares, shall be considered as part of the existing Capital and shall be subject to the provisions herein contained with reference to the payment of calls and installments, forfeiture, lien, surrender, transfer and transmission, voting and otherwise.

(j) All of the provisions of these Articles shall apply to the Shareholders.

(k) Any application signed by or on behalf of an applicant for shares in the Company, followed by an allotment of any Equity Shares therein, shall be an acceptance of shares within the meaning of these Articles and every person who thus or otherwise accepts any shares and whose name is on the Register of Members shall for the purposes of these Articles be a Shareholder.

(l) The money, (if any), which the Board shall, on the allotment of any shares being made by them, require or direct to be paid by way of deposit, call or otherwise, in respect of any shares allotted by them, shall immediately on the insertion of the name of the allottee, in the Register of Members as the name of the holder of such Equity Shares, become a debt due to and recoverable by the Company from the allottee thereof, and shall be paid by him accordingly.

5. BRANCH OFFICES

The Company shall have the power to establish one or more branch offices, in addition to the Office, in such places at its Board may deem fit.

6. PREFERENCE SHARES

(a) Redeemable Preference Shares

The Company, subject to the applicable provisions of the Act and the consent of the Board, shall have the power to issue on a cumulative or non-cumulative basis, preference shares liable to be redeemed in any manner permissible under the Act and the Directors may, subject to the applicable provisions of the Act, exercise such power in any manner as they deem fit and provide for redemption of such shares on such terms including the right to redeem at a premium or otherwise as they deem fit.

(b) Convertible Redeemable Preference Shares

The Company, subject to the applicable provisions of the Act and the consent of the Board, shall have power to issue on a cumulative or non-cumulative basis convertible redeemable preference shares liable to be redeemed in any manner permissible under the Act and the Directors may, subject to the applicable provisions of the Act, exercise such power as they deem fit and provide for redemption at a premium or otherwise and/or conversion of such shares into such Securities on such terms as they may deem fit.

7. PROVISIONS IN CASE OF PREFERENCE SHARES.

Upon the issue of preference shares pursuant to Article 6 above, the following provisions shall apply:

(a) No such shares shall be redeemed except out of profits of the Company which would otherwise be available for Dividend or out of the proceeds of a fresh issue of shares made for the purposes of the redemption;

(b) No such shares shall be redeemed unless they are fully paid;

(c) The premium, if any, payable on redemption shall have been provided for out of the profits of the Company or out of the Company's securities premium account, before the shares are redeemed;

(d) Where any such shares are proposed to be redeemed out of the profits of the Company, there shall, out of such profits, be transferred, a sum equal to the nominal amount of the shares to be redeemed, to a reserve, to be called the "**Capital Redemption Reserve Account**" and the applicable provisions of the Act relating to the reduction of the Share Capital of the Company shall, except as provided by Section 55 of the Act, apply as if the Capital Redemption Reserve Account were Paid up Share Capital of the Company;

(e) The redemption of preference shares under this Article by the Company shall not be taken as reduction of Share Capital;

(f) The Capital Redemption Reserve Account may, notwithstanding anything in this Article, be applied by the Company, in paying up un-issued shares of the Company to be issued to the Shareholders as fully paid bonus shares; and

(g) Whenever the Company shall redeem any redeemable preference shares or cumulative convertible redeemable preference shares, the Company shall, within 30 (thirty) days thereafter, give notice thereof to the Registrar of Companies as required by Section 64 of the Act.

8. SHARE EQUIVALENT

The Company shall, subject to the applicable provisions of the Act, compliance with Law and the consent of the Board, have the power to issue Share Equivalents on such terms and in such manner as the Board deems fit including their conversion, repayment, and redemption whether at a premium or otherwise.

9. ADRS/GDRS

The Company shall, subject to the applicable provisions of the Act, compliance with all Laws and the consent of the Board, have the power to issue ADRs or GDRs on such terms and in such manner as the Board deems fit including their conversion and repayment. Such terms may include at the discretion of the Board, limitations on voting by holders of ADRs or GDRs, including without limitation, exercise of voting rights in accordance with the directions of the Board.

10. ALTERATION OF SHARE CAPITAL

Subject to these Articles and Section 61 of the Act, the Company may, by Ordinary Resolution in General Meeting from time to time, alter the conditions of its Memorandum as follows, that is to say, it may:

(a) increase its Share Capital by such amount as it thinks expedient;

(b) consolidate and divide all or any of its Share Capital into shares of larger amount than its existing shares;

Provided that no consolidation and division which results in changes in the voting percentage of shareholders shall take effect unless it is approved by the Tribunal on an application made in the prescribed manner.

(c) convert all or any of its fully Paid up shares into stock and reconvert that stock into fully Paid up shares of any denomination

(d) sub-divide its shares, or any of them, into shares of smaller amount than is fixed by the Memorandum, so however, that in the sub-division the proportion between the amount paid and the amount, if any, unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived; and

(e) cancel shares which, at the date of the passing of the resolution in that behalf, have not been taken or agreed to be taken by any person, and diminish the amount of its Share Capital by the amount of the shares so cancelled. A cancellation of shares in pursuance of this Article shall not be deemed to be a reduction of Share Capital within the meaning of the Act.

11. REDUCTION OF SHARE CAPITAL

The Company may, subject to the applicable provisions of the Act, from time to time, reduce its Capital, any capital redemption reserve account and the securities premium account in any manner for the time being authorized by Law. This Article is not to derogate any power the Company would have under Law, if it were omitted.

12. POWER OF COMPANY TO PURCHASE ITS OWN SECURITIES

Pursuant to a resolution of the Board, the Company may purchase its own Equity Shares or other Securities, as may be specified by the MCA, by way of a buy-back arrangement, in accordance with Sections 68, 69 and 70 of the Act, the Rules and subject to compliance with Law.

13. POWER TO MODIFY RIGHTS

Where, the Capital, is divided (unless otherwise provided by the terms of issue of the shares of that class) into different classes of shares, all or any of the rights and privileges attached to each class may, subject to the provisions of Section 48 of the Companies Act, 2013 and Law, and whether or not the Company is being wound up, be modified, commuted, affected or abrogated or dealt with by agreement between the Company and any Person purporting to contract on behalf of that class, provided the same is affected with consent in writing and by way of a Special Resolution passed at a separate meeting of the holders of the issued shares of that class. Subject to Section 107(2) of the Companies Act, 1956 and Law, all provisions hereafter contained as to General Meetings (including the provisions relating to quorum at such meetings) shall mutatis mutandis apply to every such meeting.

14. REGISTERS TO BE MAINTAINED BY THE COMPANY

(a) The Company shall, in terms of the provisions of Section 88 of the Act, cause to be kept the following registers in terms of the applicable provisions of the Act

(i) A Register of Members indicating separately for each class of Equity Shares and preference shares held by each Shareholder residing in or outside India;

(ii) A register of Debenture holders; and

(iii) A register of any other security holders.

(b) The Company shall also be entitled to keep in any country outside India, a part of the registers referred above, called "foreign register" containing names and particulars of the Shareholders, Debenture holders or holders of other Securities or beneficial owners residing outside India.

(c) The registers mentioned in this Article shall be kept and maintained in the manner prescribed under the Companies (Management and Administration) Rules, 2014.

15. SHARES AND SHARE CERTIFICATES

(a) The Company shall issue, re-issue and issue duplicate share certificates in accordance with the provisions of the Act and in the form and manner prescribed under the Companies (Share Capital and Debentures) Rules, 2014.

(b) A duplicate certificate of shares may be issued, if such certificate:

i. is proved to have been lost or destroyed; or

ii. has been defaced, mutilated or torn and is surrendered to the Company.

(c) The Company shall be entitled to dematerialize its existing shares, rematerialize its shares held in the depository and/or to offer its fresh shares in a dematerialized form pursuant to the Depositories Act, and the rules framed thereunder, if any.

(d) A certificate, issued under the common seal of the Company, specifying the shares held by any Person shall be *prima facie* evidence of the title of the Person to such shares. Where the shares are held in depository form, the record of depository shall be the *prima facie* evidence of the interest of the beneficial owner.

(e) If any certificate be worn out, defaced, mutilated or torn or if there be no further space on the back thereof for endorsement of transfer, then upon production and surrender thereof to the Company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the Company deems adequate, being given, a new certificate in lieu thereof shall be given to the party entitled to such lost or destroyed certificate. Every certificate under the Articles shall be issued without payment of fees if the Directors so decide, or on payment of such fees (not exceeding Rupees two for each certificate) as the Directors shall prescribe. Provided that, no fee shall be charged for issue of a new certificate in replacement of those which are old, defaced or worn out or where there is no further space on the back thereof for endorsement of transfer.

Provided that notwithstanding what is stated above, the Directors shall comply with the applicable provisions of the Act and Law.

(f) The provisions of this Article shall mutatis mutandis apply to Debentures and other Securities of the Company.

(g) When a new share certificate has been issued in pursuance of sub-article (e) of this Article, it shall be in the form and manner stated under the Companies (Share Capital and Debentures) Rules, 2014.

(h) Where a new share certificate has been issued in pursuance of sub-articles (e) or (f) of this Article, particulars of every such share certificate shall be entered in a Register of Renewed and Duplicate Certificates maintained in the form and manner specified under the Companies (Share Capital and Debentures) Rules, 2014.

(i) All blank forms to be used for issue of share certificates shall be printed and the printing shall be done only on the authority of a Resolution of the Board. The blank forms shall be consecutively machine–numbered and the forms and the blocks, engravings, facsimiles and hues relating to the printing of such forms shall be kept in the custody of the Secretary or of such other person as the Board may authorize for the purpose and the Secretary or the other person aforesaid shall be responsible for rendering an account of these forms to the Board.

(j) The Secretary shall be responsible for the maintenance, preservation and safe custody of all books and documents relating to the issue of share certificates including the blank forms of the share certificate referred to in sub-article (i) of this Article.

(k) All books referred to in sub-article (j) of this Article, shall be preserved in the manner specified in the Companies (Share Capital and Debentures) Rules, 2014.

(l) The details in relation to any renewal or duplicate share certificates shall be entered into the register of renewed and duplicate share certificates, as prescribed under the Companies (Share Capital and Debentures) Rules, 2014.

(m) If any Share stands in the names of 2 (two) or more Persons, the Person first named in the Register of Members shall as regards receipt of Dividends or bonus, or service of notices and all or any other matters connected with the Company except voting at meetings and the transfer of shares, be deemed the sole holder thereof, but the joint holders of a share shall be severally as well as jointly liable for the payment of all installments and calls due in respect of such shares, and for all incidents thereof according to these Articles.

(n) Except as ordered by a court of competent jurisdiction or as may be required by Law, the Company shall be entitled to treat the Shareholder whose name appears on the Register of Members as the holder of any share or whose name appears as the beneficial owner of shares in the records of the Depository, as the absolute owner thereof and accordingly shall not be bound to recognise any benami, trust or equity or equitable, contingent or other claim to or interest in such share on the part of any other Person whether or not he shall have express or implied notice thereof. The Board shall be entitled at their sole discretion to register any shares in the joint names of any 2 (two) or more Persons or the survivor or survivors of them.

16. SHARES AT THE DISPOSAL OF THE DIRECTORS

(a) Subject to the provisions of Section 62 and other applicable provisions of the Act, and these Articles, the shares in the Capital of the Company for the time being (including any shares forming part of any increased Capital of the Company) shall be under the control of the Board who may issue, allot or otherwise dispose of the same or any of them to Persons in such proportion and on such terms and conditions and either at a premium or at par at such time as they may, from time to time, think fit.

(b) If, by the conditions of allotment of any share, the whole or part of the amount thereof shall be payable by installments, every such installment shall, when due, be paid to the Company by the person who, for the time being, shall be the registered holder of the shares or by his executor or administrator.

(c) Every Shareholder, or his heirs, Executors, or Administrators shall pay to the Company, the portion of the Capital represented by his share or shares which may for the time being remain unpaid thereon in such amounts at such time or times and in such manner as the Board shall from time to time in accordance with the Articles require or fix for the payment thereof.

(d) In accordance with Section 56 and other applicable provisions of the Act and the Rules:

(i) Every Shareholder or allottee of shares shall be entitled without payment, to receive one or more certificates specifying the name of the Person in whose favour it is issued, the shares to which it relates and the amount paid up thereon. Such certificates shall be issued only in pursuance of a resolution passed by the Board and on surrender to the Company of its letter of allotment or its fractional coupon of requisite value, save in cases of issue of share certificates against letters of acceptance or of renunciation, or in cases of issue of bonus shares. Such share certificates shall also be issued in the event of consolidation or sub-division of shares of the Company. Every such certificate shall be issued under the Seal of the Company which shall be affixed in the presence of 2 (two) Directors or persons acting on behalf of the Board under a duly registered power of attorney and the Secretary or some other person appointed by the Board for the purpose and the 2 (two) Directors or their attorneys and the Secretary or other person shall sign the shares certificate(s), provided that if the composition of the Board permits, at least 1 (one) of the aforesaid 2 (two) Directors shall be a person other than a Managing Director(s) or an executive director(s). Particulars of every share certificate issued shall be entered in the Register of Members against the name of the Person, to whom it has been issued, indicating the date of issue. For any further certificate, the Board shall be entitled, but shall not be bound to prescribe a charge not exceeding rupees two.

(ii) Every Shareholder shall be entitled, without payment, to one or more certificates, in marketable lots, for all the shares of each class or denomination registered in his name, or if the Directors so approve (upon paying such fee as the Directors may from time to time determine) to several certificates, each for one or more of such shares and the Company shall complete and have ready for delivery such certificates within 2 (two) months from the date of allotment, or within 1 (one) month of the receipt of instrument of transfer, transmission, sub-division, consolidation or renewal of its shares as the case may be. Every certificate of shares shall be in the form and manner as specified in Article 15 above and in respect of a share or shares held jointly by several Persons, the Company shall not be bound to issue more than one certificate

and delivery of a certificate of shares to the first named joint holders shall be sufficient delivery to all such holders.

(iii) the Board may, at their absolute discretion, refuse any applications for the sub-division of share certificates or Debenture certificates, into denominations less than marketable lots except where sub-division is required to be made to comply with any statutory provision or an order of a competent court of law or at a request from a Shareholder or to convert holding of odd lot into transferable/marketable lot.

(iv) A Director may sign a share certificate by affixing his signature thereon by means of any machine, equipment or other mechanical means, such as engraving in metal or lithography, but not by means of a rubber stamp, provided that the Director shall be responsible for the safe custody of such machine, equipment or other material used for the purpose.

17. UNDERWRITING AND BROKERAGE

(a) Subject to the applicable provisions of the Act, the Company may at any time pay a commission to any person in consideration of his subscribing or agreeing to subscribe or procuring or agreeing to procure subscription, (whether absolutely or conditionally), for any shares or Debentures in the Company in accordance with the provisions of the Companies (Prospectus and Allotment of Securities) Rules, 2014.

(b) The Company may also, on any issue of shares or Debentures, pay such brokerage as may be lawful.

18. CALLS

(a) Subject to the provisions of Section 49 of the Act, the Board may, from time to time, subject to the terms on which any shares may have been issued and subject to the conditions of allotment, by a resolution passed at a meeting of the Board, (and not by circular resolution), make such call as it thinks fit upon the Shareholders in respect of all money unpaid on the shares held by them respectively and each Shareholder shall pay the amount of every call so made on him to the Person or Persons and Shareholders and at the times and places appointed by the Board. A call may be made payable by installments. Provided that the Board shall not give the option or right to call on shares to any person except with the sanction of the Company in the General Meeting.

(b) 30 (thirty) days' notice in writing at the least of every call (otherwise than on allotment) shall be given by the Company specifying the time and place of payment and if payable to any Person other than the Company, the name of the person to whom the call shall be paid, provided that before the time for payment of such call, the Board may by notice in writing to the Shareholders revoke the same.

(c) The Board of Directors may, when making a call by resolution, determine the date on which such call shall be deemed to have been made, not being earlier than the date of resolution making such call and thereupon the call shall be deemed to have been made on the date so determined and if no date is determined, the call shall be deemed to have been made at the time when the resolution of the Board authorising such call was passed and may be made payable by the Shareholders whose names appear on the Register of Members on such date or at the discretion of the Board on such subsequent date as shall be fixed by the Board. A call may be revoked or postponed at the discretion of the Board.

(d) The joint holder of a share shall be jointly and severally liable to pay all installments and calls due in respect thereof.

(e) The Board may, from time to time at its discretion, extend the time fixed for the payment of any call and may extend such time as to all or any of the Shareholders who, from residence at a distance or other cause the Board may deem fairly entitled to such extension; but no Shareholders shall be entitled to such extension save as a matter of grace and favour.

(f) If any Shareholder or allottee fails to pay the whole or any part of any call or installment, due from him on the day appointed for payment thereof, or any such extension thereof as aforesaid, he shall be liable to pay interest on the same from the day appointed for the payment thereof to the time of actual payment at such rate as shall from time to time be fixed by the Board but nothing in this Article shall render it obligatory for the Board to demand or recover any interest from any such Shareholder.

(g) Any sum, which by the terms of issue of a share or otherwise, becomes payable on allotment or at any fixed date or by installments at a fixed time whether on account of the nominal value of the share or by way of premium shall for the purposes of these Articles be deemed to be a call duly made and payable on the date on which by the terms of issue or otherwise the same became payable, and in case of non-payment, all the relevant provisions of these Articles as to payment of call, interest, expenses, forfeiture or otherwise shall apply as if such sum became payable by virtue of a call duly made and notified.

(h) On the trial or hearing of any action or suit brought by the Company against any Shareholder or his legal representatives for the recovery of any money claimed to be due to the Company in respect of his shares, it shall be sufficient to prove that the name of the Shareholder in respect of whose shares the money is sought to be recovered appears entered on the Register of Members as the holder, or one of the holders at or subsequent to the date at which the money sought to be recovered is alleged to have become due on the shares; that the resolution making the call is duly recorded in the minute book, and that notice of such call was duly given to the Shareholder or his representatives so sued in pursuance of these Articles; and it shall not be necessary to prove the appointment of the Directors who made such call nor that a quorum of Directors was present at the Board at which any call was made, nor that the meeting at which any call was made was duly convened or constituted nor any other matters whatsoever; but the proof of the matters aforesaid shall be conclusive evidence of the debt.

(i) Neither a judgment nor a decree in favour of the Company for calls or other money due in respect of any share nor any part payment or satisfaction thereunder, nor the receipt by the Company of a portion of any money which shall from time to time be due from any Shareholder to the Company in respect of his shares, either by way of principal or interest, nor any indulgence granted by the Company in respect of the payment of any such money shall preclude the Company from thereafter proceeding to enforce a forfeiture of such shares as hereinafter provided.

(j) The Board may, if it thinks fit (subject to the provisions of Section 50 of the Act) agree to and receive from any Shareholder willing to advance the same, the whole or any part of the money due upon the shares held by him beyond the sums actually called up, and upon the amount so paid or satisfied in advance or so much thereof as from time to time and at any time thereafter as exceeds the amount of the calls then made upon and due in respect of the shares in respect of which such advance has been made, the Company may pay interest, as the Shareholder paying such sum in advance and the Board agree upon, provided that the money paid in advance of calls shall not confer a right to participate in profits or dividend. The Directors may at any time repay the amount so advanced.

(k) No Shareholder shall be entitled to voting rights in respect of the money(ies) so paid by him until the same would but for such payment, become presently payable.

(l) The provisions of these Articles shall *mutatis mutandis* apply to the calls on Debentures of the Company.

19. COMPANY'S LIEN:

i. On shares:

(a) The Company shall have a first and paramount lien:

(i) on every share (not being a fully paid share), for all money (whether presently payable or not) called, or payable at a fixed time, in respect of that share;

(ii) on all shares (not being fully paid shares) standing registered in the name of a single person, for all money presently payable by him or his estate to the Company

Provided that the Board may, at any time, declare any shares wholly or in part to be exempt from the provisions of this Article.

(b) Company's lien, if any, on the shares, shall extend to all Dividends payable and bonuses declared from time to time in respect of such shares.

(c) Unless otherwise agreed, the registration of a transfer of shares shall operate as a waiver of the Company's lien, if any, on such shares. The fully paid up shares shall be free from all lien and that in case of partly paid shares, the Company's lien shall be restricted to money called or payable at a fixed price in respect of such shares.

(d) For the purpose of enforcing such lien, the Board may sell the shares, subject thereto in such manner as they shall think fit, and for that purpose may cause to be issued a duplicate certificate in respect of such shares and may authorise one of their Shareholders to execute and register the transfer thereof on behalf of and in the name of any purchaser. The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

Provided that no sale shall be made:

(i) unless a sum in respect of which the lien exists is presently payable; or

(ii) until the expiration of 14 days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.

The net proceeds of any such sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable. The residue, if any, shall (subject to a like lien for sums not presently payable as existed upon the shares before the sale) be paid to the Person entitled to the shares at the date of the sale.

(e) No Shareholder shall exercise any voting right in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid, or in regard to which the Company has exercised any right of lien.

ii. On Debentures:

(a) The Company shall have a first and paramount lien:

(i) on every Debenture (not being a fully paid Debenture), for all money (whether presently payable or not) called, or payable at a fixed time, in respect of that Debenture;

(ii) on all Debentures (not being fully paid Debentures) standing registered in the name of a single person, for all money presently payable by him or his estate to the Company

Provided that the Board may, at any time, declare any Debentures wholly or in part to be exempt from the provisions of this Article.

(b) Company's lien, if any, on the Debentures, shall extend to all interest and premium payable in respect of such Debentures.

(c) Unless otherwise agreed, the registration of a transfer of Debentures shall operate as a waiver of the Company's lien, if any, on such Debentures. The fully paid up Debentures shall be free from all lien and that in case of partly paid Debentures, the

Company's lien shall be restricted to money called or payable at a fixed price in respect of such Debentures.

(d) For the purpose of enforcing such lien, the Board may sell the Debentures, subject thereto in such manner as they shall think fit, and for that purpose may cause to be issued a duplicate certificate in respect of such Debentures and may authorize the debenture trustee acting as trustee for the holders of Debentures or one of the holder of Debentures to execute and register the transfer thereof on behalf of and in the name of any purchaser. The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the Debentures be affected by any irregularity or invalidity in the proceedings in reference to the sale.

Provided that no sale shall be made:

(i) unless a sum in respect of which the lien exists is presently payable; or

(ii) until the expiration of 14 days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the Debenture or the person entitled thereto by reason of his death or insolvency.

The net proceeds of any such sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable. The residue, if any, shall (subject to a like lien for sums not presently payable as existed upon the Debentures before the sale) be paid to the Person entitled to the Debentures at the date of the sale.

(e) No holder of Debentures shall exercise any voting right in respect of any Debentures registered in his name on which any calls or other sums presently payable by him have not been paid, or in regard to which the Company has exercised any right of lien.

20. FORFEITURE OF SHARES

(a) If any Shareholder fails to pay any call or installment or any part thereof or any money due in respect of any shares either by way of principal or interest on or before the day appointed for the payment of the same or any such extension thereof as aforesaid, the Board may, at any time thereafter, during such time as the call or installment or any part thereof or other money remain unpaid or a judgment or decree in respect thereof remain unsatisfied, give notice to him or his legal representatives requiring him to pay the same together with any interest that may have accrued and all expenses that may have been incurred by the Company by reason of such non-payment.

(b) The notice shall name a day, (not being less than 14 (fourteen) days from the date of the notice), and a place or places on or before which such call or installment or such part or other money as aforesaid and interest thereon, (at such rate as the Board shall determine and payable from the date on which such call or installment ought to have been paid), and expenses as aforesaid are to be paid. The notice shall also state that in the event of non-payment at or before the time and at the place appointed, the shares in respect of which the call was made or installment is payable, will be liable to be forfeited.

(c) If the requirements of any such notice as aforesaid are not be complied with, any share in respect of which such notice has been given, may at any time, thereafter before payment of all calls, installments, other money due in respect thereof, interest and expenses as required by the notice has been made, be forfeited by a resolution of the Board to that effect. Such forfeiture shall include all Dividends declared or any other money payable in respect of the forfeited share and not actually paid before the forfeiture subject to the applicable provisions

of the Act. There shall be no forfeiture of unclaimed Dividends before the claim becomes barred by Law.

(d) When any share shall have been so forfeited, notice of the forfeiture shall be given to the Shareholder on whose name it stood immediately prior to the forfeiture or if any of his legal representatives or to any of the Persons entitled to the shares by transmission, and an entry of the forfeiture with the date thereof, shall forthwith be made in the Register of Members, but no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make any such entry as aforesaid.

(e) Any share so forfeited shall be deemed to be the property of the Company and may be sold; re-allotted, or otherwise disposed of either to the original holder thereof or to any other Person upon such terms and in such manner as the Board shall think fit.

(f) Any Shareholder whose shares have been forfeited shall, notwithstanding the forfeiture, be liable to pay and shall forthwith pay to the Company on demand all calls, installments, interest and expenses and other money owing upon or in respect of such shares at the time of the forfeiture together with interest thereon from the time of the forfeiture until payment at such rate as the Board may determine and the Board may enforce, (if it thinks fit), payment thereof as if it were a new call made at the date of forfeiture.

(g) The forfeiture of a share shall involve extinction at the time of the forfeiture of all interest in all claims and demands against the Company, in respect of the share and all other rights incidental to the share, except only such of these rights as by these Articles are expressly saved.

(h) A duly verified declaration in writing that the declarant is a Director or Secretary of the Company and that a share in the Company has been duly forfeited in accordance with these Articles on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all Persons claiming to be entitled to the shares.

(i) Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers hereinbefore given, the Board may appoint some Person to execute an instrument of transfer of the shares sold and cause the purchaser's name to be entered in the Register of Members in respect of the shares sold and the purchaser shall not be bound to see to the regularity of the proceedings, or to the application of the purchase money, and after his name has been entered in the Register of Members in respect of such shares, the validity of the sale shall not be impeached by any person and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively.

(j) Upon any sale, re-allotment or other disposal under the provisions of the preceding Articles, the certificate or certificates originally issued in respect of the relevant shares shall, (unless the same shall on demand by the Company have been previously surrendered to it by the defaulting Shareholder), stand cancelled and become null and void and of no effect and the Board shall be entitled to issue a new certificate or certificates in respect of the said shares to the person or persons entitled thereto.

(k) The Board may, at any time, before any share so forfeited shall have been sold, re-allotted or otherwise disposed of, annul the forfeiture thereof upon such conditions as it thinks fit.

21. FURTHER ISSUE OF SHARE CAPITAL

(a) Where at any time, the Company proposes to increase its subscribed capital by the issue of further shares, such shares shall be offered—

(i) to persons who, at the date of the offer, are holders of Equity Shares of the Company in proportion, as nearly as circumstances admit, to the Paid up Share Capital on those shares by sending a letter of offer subject to the following conditions, namely:-

a. the offer shall be made by notice specifying the number of shares offered and limiting a time not being less than 15 (fifteen) days and not exceeding

30 (thirty) days from the date of the offer within which the offer, if not accepted, shall be deemed to have been declined;

b. the offer aforesaid shall be deemed to include a right exercisable by the Person concerned to renounce the shares offered to him or any of them in favour of any other Person; and the notice referred to in clause a. above shall contain a statement of this right;

c. after the expiry of the time specified in the notice aforesaid, or on receipt of earlier intimation from the Person to whom such notice is given that he declines to accept the shares offered, the Board may dispose of them in such manner which is not disadvantageous to the Shareholders and the Company;

(ii) to employees under a scheme of employees' stock option, subject to Special Resolution passed by the Company and subject to the Rules and such other conditions, as may be prescribed under Law; or

(iii) to any persons, if it is authorised by a Special Resolution, whether or not those Persons include the Persons referred to in clause (i) or clause (ii) above, either for cash or for a consideration other than cash, if the price of such shares is determined by the valuation report of a registered valuer subject to the Rules.

(b) The notice referred to in sub-clause a. of clause (i) of sub-article (a) shall be dispatched through registered post or speed post or through electronic mode to all the existing Shareholders at least 3 (three) days before the opening of the issue.

(c) Nothing in this Article shall apply to the increase of the subscribed capital of a Company caused by the exercise of an option as a term attached to the Debentures issued or loan raised by the Company to convert such Debentures or loans into shares in the Company:

Provided that the terms of issue of such Debentures or loan containing such an option have been approved before the issue of such Debentures or the raising of loan by a Special Resolution passed by the Company in a General Meeting.

(d) The provisions contained in this Article shall be subject to the provisions of the Section 42 and Section 62 of the Act, the Rules and the applicable provisions of the Companies Act, 2013.

22. TRANSFER AND TRANSMISSION OF SHARES

(a) The Company shall maintain a "Register of Transfers" and shall have recorded therein fairly and distinctly particulars of every transfer or transmission of any Share, Debenture or other Security held in a material form.

(b) In accordance with Section 56 of the Act, the Rules and such other conditions as may be prescribed under Law, every instrument of transfer of shares held in physical form shall be in writing. In case of transfer of shares where the Company has not issued any certificates and where the shares are held in dematerialized form, the provisions of the Depositories Act shall apply.

(c) (i) An application for the registration of a transfer of the shares in the Company may be made either by the transferor or the transferee within the time frame prescribed under the Act

(ii) Where the application is made by the transferor and relates to partly paid shares, the transfer shall not be registered unless the Company gives notice of the application to the transferee in a prescribed manner and the transferee communicates no objection to the transfer within 2 (two) weeks from the receipt of the notice.

(d) Every such instrument of transfer shall be executed by both, the transferor and the transferee and attested and the transferor shall be deemed to remain the holder of such share until the name of the transferee shall have been entered in the Register of Members in respect thereof.

(e) The Board shall have power on giving not less than 7 (seven) days previous notice by advertisement in a vernacular newspaper and in an English newspaper having wide circulation in the city, town or village in which the Office of the Company is situated, and publishing the notice on the website as may be notified by the Central Government and on the website of the Company, to close the transfer books, the Register of Members and/or Register of Debenture-holders at such time or times and for such period or periods, not exceeding 30 (thirty) days at a time and not exceeding in the aggregate 45 (forty-five) days in each year, as it may deem expedient.

(f) Subject to the provisions of Sections 58 and 59 of the Act, these Articles and other applicable provisions of the Act or any other Law for the time being in force, the Board may, refuse to register the transfer of, or the transmission by operation of law of the right to, any securities or interest of a Shareholder in the Company. The Company shall, within 30 (thirty) days from the date on which the instrument of transfer, or the intimation of such transmission, as the case may be, was delivered to the Company, send a notice of refusal to the transferee and transferor or to the person giving notice of such transmission, as the case may be, giving reasons for such refusal.

Provided that, registration of a transfer shall not be refused on the ground of the transferor being either alone or jointly with any other Person or Persons indebted to the Company on any account whatsoever except where the Company has a lien on shares.

(g) Subject to the applicable provisions of the Act and these Articles, the Directors shall have the absolute and uncontrolled discretion to refuse to register a Person entitled by transmission to any shares or his nominee as if he were the transferee named in any ordinary transfer presented for registration, and shall not be bound to give any reason for such refusal and in particular may also decline in respect of shares upon which the Company has a lien.

(h) Subject to the provisions of these Articles, any transfer of shares in whatever lot should not be refused, though there would be no objection to the Company refusing to split a share certificate into several scripts of any small denominations or, to consider a proposal for transfer of shares comprised in a share certificate to several Shareholders, involving such splitting, if on the face of it such splitting/transfer appears to be unreasonable or without a genuine need. The Company should not, therefore, refuse transfer of shares in violation of the stock exchange listing requirements on the ground that the number of shares to be transferred is less than any specified number.

(i) In case of the death of any one or more Shareholders named in the Register of Members as the joint-holders of any shares, the survivors shall be the only Shareholder or Shareholders recognized by the Company as having any title to or interest in such shares, but nothing therein contained shall be taken to release the estate of a deceased joint-holder from any liability on shares held by him jointly with any other Person.

(j) The Executors or Administrators or holder of the succession certificate or the legal representatives of a deceased Shareholder, (not being one of two or more joint-holders), shall be the only Shareholders recognized by the Company as having any title to the shares registered in the name of such Shareholder, and the Company shall not be bound to recognize such Executors or Administrators or holders of succession certificate or the legal representatives unless such Executors or Administrators or legal representatives shall have first obtained probate or letters of administration or succession certificate, as the case may be, from a duly constituted court in India, provided that the Board may in its absolute discretion dispense with production of probate or letters of administration or succession certificate, upon such terms as to indemnity or otherwise as the Board may in its absolute discretion deem fit and may under Article 22(a) of these Articles register the name of any Person who claims to be absolutely entitled to the shares standing in the name of a deceased Shareholder, as a Shareholder.

(k) The Board shall not knowingly issue or register a transfer of any share to a minor or insolvent or Person of unsound mind, except fully paid shares through a legal guardian.

(l) Subject to the provisions of Articles, any Person becoming entitled to shares in consequence of the death, lunacy, bankruptcy of any Shareholder or Shareholders, or by any lawful means other than by a transfer in accordance with these Articles, may with the consent of the Board, (which it shall not be under any obligation to give), upon producing such evidence that he sustains the character in respect of which he proposes to act under this Article, or of his title, as the Board thinks sufficient, either be registered himself as the holder of the shares or elect to have some Person nominated by him and approved by the Board, registered as such holder; provided nevertheless, that if such Person shall elect to have his nominee registered, he shall testify the election by executing in favour of his nominee an instrument of transfer in accordance with the provisions herein contained and until he does so, he shall not be freed from any liability in respect of the shares.

(m) A Person becoming entitled to a share by reason of the death or insolvency of a Shareholder shall be entitled to the same Dividends and other advantages to which he would be entitled if he were the registered holder of the shares, except that he shall not, before being registered as a Shareholder in respect of the shares, be entitled to exercise any right conferred by membership in relation to meetings of the Company.

Provided that the Directors shall, at any time, give notice requiring any such Person to elect either to be registered himself or to transfer the shares, and if such notice is not complied with within 90 (ninety) days, the Directors may thereafter withhold payment of all Dividends, bonuses or other monies payable in respect of the shares until the requirements of the notice have been complied with.

(n) Every instrument of transfer shall be presented to the Company duly stamped for registration accompanied by such evidence as the Board may require to prove the title of the transferor, his right to transfer the shares. Every registered instrument of transfer shall remain in the custody of the Company until destroyed by order of the Board.

Where any instrument of transfer of shares has been received by the Company for registration and the transfer of such shares has not been registered by the Company for any reason whatsoever, the Company shall transfer the Dividends in relation to such shares to a special account unless the Company is authorized by the registered holder of such shares, in writing, to pay such Dividends to the transferee and will keep in abeyance any offer of right shares and/or bonus shares in relation to such shares.

In case of transfer and transmission of shares or other marketable securities where the Company has not issued any certificates and where such shares or Securities are being held in any electronic and fungible form in a Depository, the provisions of the Depositories Act shall apply.

(o) Before the registration of a transfer, the certificate or certificates of the share or shares to be transferred must be delivered to the Company along with a properly stamped and executed instrument of transfer in accordance with the provisions of Section 56 of the Act.

(p) No fee shall be payable to the Company, in respect of the registration of transfer or transmission of shares, or for registration of any power of attorney, probate, letters of administration and succession certificate, certificate of death or marriage or other similar documents, sub division and/or consolidation of shares and debentures and sub-divisions of letters of allotment, renounceable letters of right and split, consolidation, renewal and genuine transfer receipts into denomination corresponding to the market unit of trading.

(q) The Company shall incur no liability or responsibility whatsoever in consequence of its registering or giving effect to any transfer of shares made or purporting to be made by any apparent legal owner thereof, (as shown or appearing in the Register of Members), to the prejudice of a Person or Persons having or claiming any equitable right, title or interest to or in the said shares, notwithstanding that the Company may have had any notice of such equitable right, title or interest or notice prohibiting registration of such transfer, and may have entered such notice or referred thereto, in any book of the Company and the Company shall not be bound or required to regard or attend or give effect to any notice which may be given to it of any equitable right, title or interest or be under any liability whatsoever for refusing or

neglecting so to do, though it may have been entered or referred to in some book of the Company but the Company shall nevertheless be at liberty to regard and attend to any such notice, and give effect thereto if the Board shall so think fit.

(r) There shall be a common form of transfer in accordance with the Act and Rules.

(s) The provision of these Articles shall subject to the applicable provisions of the Act, the Rules and any requirements of Law. Such provisions shall mutatis mutandis apply to the transfer or transmission by operation of Law to other Securities of the Company.

23. DEMATERIALIZATION OF SECURITIES

(a) Dematerialization:

Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialize its existing Securities, rematerialize its Securities held in the Depositories and/or to offer its fresh Securities in a dematerialized form pursuant to the Depositories Act, and the rules framed thereunder, if any.

(b) Subject to the applicable provisions of the Act, either the Company or the investor may exercise an option to issue, dematerialize, hold the securities (including shares) with a Depository in electronic form and the certificates in respect thereof shall be dematerialized, in which event the rights and obligations of the parties concerned and matters connected therewith or incidental thereto shall be governed by the provisions of the Depositories Act.

(c) Notwithstanding anything contained in these Articles to the contrary, in the event the Securities of the Company are dematerialized, the Company shall issue appropriate instructions to the Depository not to Transfer the Securities of any Shareholder except in accordance with these Articles. The Company shall cause the Promoters to direct the respective Depository participants not to accept any instruction slip or delivery slip or other authorisation for Transfer in contravention of these Articles.

(d) If a Person opts to hold his Securities with a Depository, the Company shall intimate such Depository the details of allotment of the Securities and on receipt of the information, the Depository shall enter in its record the name of the allottee as the Beneficial Owner of the Securities.

(e) Securities in Depositories to be in fungible form:

All Securities held by a Depository shall be dematerialized and be held in fungible form. Nothing contained in Sections 88, 89 and 186 of the Act shall apply to a Depository in respect of the Securities held by it on behalf of the Beneficial Owners.

(f) Rights of Depositories & Beneficial Owners:

(i) Notwithstanding anything to the contrary contained in the Act or these Articles, a Depository shall be deemed to be the Registered Owner for the purposes of effecting transfer of ownership of Securities on behalf of the Beneficial Owner.

(ii) Save as otherwise provided in (i) above, the Depository as the Registered Owner of the Securities shall not have any voting rights or any other rights in respect of the Securities held by it.

(iii) Every person holding shares of the Company and whose name is entered as the Beneficial Owner in the records of the Depository shall be deemed to be a Shareholder of the Company.

(iv) The Beneficial Owner of Securities shall, in accordance with the provisions of these Articles and the Act, be entitled to all the rights and subject to all the liabilities in respect of his Securities, which are held by a Depository.

(g) Except as ordered by a court of competent jurisdiction or as may be required by Law required and subject to the applicable provisions of the Act, the Company shall be entitled to treat the person whose name appears on the Register as the holder of any share or whose name appears as the Beneficial Owner of any share in the records of the Depository as the absolute owner thereof and accordingly shall not be bound to recognize any benami trust or equity, equitable contingent, future, partial interest, other claim to or interest in respect of such shares or (except only as by these Articles otherwise expressly provided) any right in respect of a share other than an absolute right thereto in accordance with these Articles, on the part of any other person whether or not it has expressed or implied notice thereof but the Board shall at their sole discretion register any share in the joint names of any two or more persons or the survivor or survivors of them.

(h) Register and Index of Beneficial Owners:

The Company shall cause to be kept a register and index of members with details of shares and debentures held in materialized and dematerialized forms in any media as may be permitted by Law including any form of electronic media.

The register and index of Beneficial Owners maintained by a Depository under the Depositories Act shall be deemed to be a register and index of members for the purposes of this Act. The Company shall have the power to keep in any state or country outside India a register resident in that state or country.

(i) Cancellation of Certificates upon surrender by Person:

Upon receipt of certificate of securities on surrender by a person who has entered into an agreement with the Depository through a participant, the Company shall cancel such certificates and shall substitute in its record, the name of the Depository as the registered owner in respect of the said Securities and shall also inform the Depository accordingly.

(j) Service of Documents:

Notwithstanding anything contained in the Act or these Articles to the contrary, where Securities are held in a Depository, the records of the beneficial ownership may be served by such Depository on the Company by means of electronic mode or by delivery of floppies or discs.

(k) Transfer of Securities:

(i) Nothing contained in Section 56 of the Act or these Articles shall apply to a transfer of Securities effected by transferor and transferee both of whom are entered as Beneficial Owners in the records of a Depository.

(ii) In the case of transfer or transmission of shares or other marketable Securities where the Company has not issued any certificates and where such shares or Securities are being held in any electronic or fungible form in a Depository, the provisions of the Depositories Act shall apply.

(l) Allotment of Securities dealt with in a Depository:

Notwithstanding anything in the Act or these Articles, where Securities are dealt with by a Depository, the Company shall intimate the details of allotment of relevant Securities thereof to the Depository immediately on allotment of such Securities.

(m) Certificate Number and other details of Securities in Depository:

Nothing contained in the Act or these Articles regarding the necessity of having certificate number/distinctive numbers for Securities issued by the Company shall apply to Securities held with a Depository.

(n) Register and Index of Beneficial Owners:

The Register and Index of Beneficial Owners maintained by a Depository under the Depositories Act, shall be deemed to be the Register and Index (if applicable) of Shareholders and Security-holders for the purposes of these Articles.

(o) Provisions of Articles to apply to Shares held in Depository:

Except as specifically provided in these Articles, the provisions relating to joint holders of shares, calls, lien on shares, forfeiture of shares and transfer and transmission of shares shall be applicable to shares held in Depository so far as they apply to shares held in physical form subject to the provisions of the Depositories Act.

(p) Depository to furnish information:

Every Depository shall furnish to the Company information about the transfer of securities in the name of the Beneficial Owner at such intervals and in such manner as may be specified by Law and the Company in that behalf.

(q) Option to opt out in respect of any such Security:

If a Beneficial Owner seeks to opt out of a Depository in respect of any Security, he shall inform the Depository accordingly. The Depository shall on receipt of such information make appropriate entries in its records and shall inform the Company. The Company shall within 30 (thirty) days of the receipt of intimation from a Depository and on fulfillment of such conditions and on payment of such fees as may be specified by the regulations, issue the certificate of securities to the Beneficial Owner or the transferee as the case may be.

(r) Overriding effect of this Article:

Provisions of this Article will have full effect and force not withstanding anything to the contrary or inconsistent contained in any other Articles.

24. NOMINATION BY SECURITIES HOLDERS

a) Every holder of Securities of the Company may, at any time, nominate, in the manner prescribed under the Companies (Share Capital and Debentures) Rules, 2014, a Person as his nominee in whom the Securities of the Company held by him shall vest in the event of his death.

b) Where the Securities of the Company are held by more than one Person jointly, the joint holders may together nominate, in the manner prescribed under the Companies (Share Capital and Debentures) Rules, 2014, a Person as their nominee in whom all the rights in the Securities Company shall vest in the event of death of all the joint holders.

c) Notwithstanding anything contained in any other Law for the time being in force or in any disposition, whether testamentary or otherwise, in respect of the Securities of the Company, where a nomination made in the manner prescribed under the Companies (Share Capital and Debentures) Rules, 2014, purports to confer on any Person the right to vest the Securities of the Company, the nominee shall, on the death of the holder of Securities of the Company or, as the case may be, on the death of the joint holders become entitled to all the rights in Securities of the holder or, as the case may be, of all the joint holders, in relation to such Securities of the Company to the exclusion of all other Persons, unless the nomination is varied or cancelled in the prescribed manner under the Companies (Share Capital and Debentures) Rules, 2014.

d) Where the nominee is a minor, the holder of the Securities concerned, can make the nomination to appoint in prescribed manner under the Companies (Share Capital and Debentures) Rules, 2014, any Person to become entitled to the Securities of the Company in the event of his death, during the minority.

e) The transmission of Securities of the Company by the holders of such Securities and transfer in case of nomination shall be subject to and in accordance with the provisions of the Companies (Share Capital and Debentures) Rules, 2014.

25. NOMINATION FOR FIXED DEPOSITS

A depositor (who shall be the member of the Company) may, at any time, make a nomination and the provisions of Section 72 of the Act shall, as far as may be, apply to the nominations made in relation to the deposits made subject to the provisions of the Rules as may be prescribed in this regard.

26. NOMINATION IN CERTAIN OTHER CASES

Subject to the applicable provisions of the Act and these Articles, any person becoming entitled to Securities in consequence of the death, lunacy, bankruptcy or insolvency of any holder of Securities, or by any lawful means other than by a transfer in accordance with these Articles, may, with the consent of the Board (which it shall not be under any obligation to give), upon producing such evidence that he sustains the character in respect of which he proposes to act under this Article or of such title as the Board thinks sufficient, either be registered himself as the holder of the Securities or elect to have some Person nominated by him and approved by the Board registered as such holder; provided nevertheless that, if such Person shall elect to have his nominee registered, he shall testify the election by executing in favour of his nominee an instrument of transfer in accordance with the provisions herein contained and until he does so, he shall not be freed from any liability in respect of the Securities.

27. COPIES OF MEMORANDUM AND ARTICLES TO BE SENT TO MEMBERS

Copies of the Memorandum and Articles of Association of the Company and other documents referred to in Section 17 of the Act shall be sent by the Company to every Shareholder at his request within 7 (seven) days of the request on payment of such sum as prescribed under the Companies (Incorporation) Rules, 2014.

28. BORROWING POWERS

(a) Subject to the provisions of Sections 73, 179 and 180, and other applicable provisions of the Act and these Articles, the Board may, from time to time, at its discretion by resolution passed at the meeting of a Board:

(i) accept or renew deposits from Shareholders;

(ii) borrow money by way of issuance of Debentures;

(iii) borrow money otherwise than on Debentures;

(iv) accept deposits from Shareholders either in advance of calls or otherwise; and

(v) generally raise or borrow or secure the payment of any sum or sums of money for the purposes of the Company.

Provided, however, that where the money to be borrowed together with the money already borrowed (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) exceed the aggregate of the Paid-up capital of the Company and its free reserves (not being reserves set apart for any specific purpose), the Board shall not borrow such money without the consent of the Company by way of a Special Resolution in a General Meeting.

(b) Subject to the provisions of these Articles, the payment or repayment of money borrowed as aforesaid may be secured in such manner and upon such terms and conditions in all respects as the resolution of the Board shall prescribe including by the issue of bonds, perpetual or redeemable Debentures or debenture–stock, or any mortgage, charge, hypothecation, pledge, lien or other security on the undertaking of the whole or any part of the property of the Company, both present and future. Provided however that the Board shall not, except with the consent of the Company by way of a Special Resolution in General Meeting mortgage, charge or otherwise encumber, the Company's uncalled Capital for the time being or any part thereof

and Debentures and other Securities may be assignable free from any equities between the Company and the Person to whom the same may be issued.

(c) Any bonds, Debentures, debenture-stock or other Securities may if permissible in Law be issued at a discount, premium or otherwise by the Company and shall with the consent of the Board be issued upon such terms and conditions and in such manner and for such consideration as the Board shall consider to be for the benefit of the Company, and on the condition that they or any part of them may be convertible into Equity Shares of any denomination, and with any privileges and conditions as to the redemption, surrender, allotment of shares, appointment of Directors or otherwise. Provided that Debentures with rights to allotment of or conversion into Equity Shares shall not be issued except with, the sanction of the Company in General Meeting accorded by a Special Resolution.

(d) Subject to the applicable provisions of the Act and these Articles, if any uncalled Capital of the Company is included in or charged by any mortgage or other security, the Board shall make calls on the Shareholders in respect of such uncalled Capital in trust for the Person in whose favour such mortgage or security is executed, or if permitted by the Act, may by instrument under seal authorize the Person in whose favour such mortgage or security is executed or any other Person in trust for him to make calls on the Shareholders in respect of such uncalled Capital and the provisions hereinafter contained in regard to calls shall *mutatis mutandis* apply to calls made under such authority and such authority may be made exercisable either conditionally or unconditionally or either presently or contingently and either to the exclusion of the Board's power or otherwise and shall be assignable if expressed so to be.

(e) The Board shall cause a proper Register to be kept in accordance with the provisions of Section 85 of the Act of all mortgages, Debentures and charges specifically affecting the property of the Company; and shall cause the requirements of the relevant provisions of the Act in that behalf to be duly complied with within the time prescribed under the Act or such extensions thereof as may be permitted under the Act, as the case may be, so far as they are required to be complied with by the Board.

(f) Any capital required by the Company for its working capital and other capital funding requirements may be obtained in such form as decided by the Board from time to time.

(g) The Company shall also comply with the provisions of the Companies (Registration of Charges) Rules, 2014 in relation to the creation and registration of aforesaid charges by the Company.

29. SHARE WARRANTS

(a) The Company may issue share warrants subject to, and in accordance with, the provisions of Sections 114 and 115 of the Companies Act, 1956; and accordingly the Board may in its discretion, with respect to any Share which is fully Paid-up, on application in writing signed by the Persons registered as holder of the Share, and authenticated by such evidence (if any) as the Board may, from time to time, require as to the identity of the Person signing the application, and on receiving the certificate (if any) of the Share, and the amount of the stamp duty on the warrant and such fee as the Board may from time to time require, issue a share warrant.

(b) (i) The bearer of a share warrant may at any time deposit the warrant at the Office of the Company, and so long as the warrant remains so deposited, the depositor shall have the same right of signing a requisition for calling a meeting of the Company, and of attending, and voting and exercising the other privileges of a Shareholder at any meeting held after the expiry of 2 (two) clear days from the time of deposit, as if his name were inserted in the Register of Members as the holder of the Share included in the deposited warrant.

(ii) Not more than one person shall be recognised as depositor of the share warrant.

(iii) The Company shall, on 2 (two) days' written notice, return the deposited share warrant to the depositor.

(c) (i) Subject as herein otherwise expressly provided, no person shall, as bearer of a share warrant, sign a requisition for calling a meeting of the Company, or attend, or vote or exercise any other privileges of a Shareholder at a meeting of the Company, or be entitled to receive any notices from the Company.

(ii) The bearer of a share warrant shall be entitled in all other respects to the same privileges and advantages as if he were named in the Register of Members as the Shareholder included in the warrant, and he shall be a Shareholder of the Company.

(d) The Board may, from time to time, make rules as to the terms on which (if it shall think fit) a new share warrant or coupon may be issued by way of renewal in case of defacement, loss or destruction.

(e) The provisions contained under this Article shall cease to have effect post the notification of section 465 of the Act which shall repeal the provisions of Companies Act, 1956.

30. CONVERSION OF SHARES INTO STOCK AND RECONVERSION

(a) The Company in General Meeting may, by Ordinary Resolution, convert any Paid-up shares into stock and when any shares shall have been converted into stock, the several holders of such stock may henceforth transfer their respective interest therein, or any part of such interests, in the same manner and subject to the same regulations as those subject to which shares from which the stock arose might have been transferred, if no such conversion had taken place or as near thereto as circumstances will admit. The Company may, by an Ordinary Resolution, at any time reconvert any stock into Paid-up shares of any denomination. Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so however such minimum shall not exceed the nominal account from which the stock arose.

(b) The holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards Dividends, voting at meetings of the Company, and other matters, as if they held the shares from which the stock arose, but no such privileges or advantages, (except participation in the Dividends and profits of the Company and in the assets on winding-up), shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.

31. ANNUAL GENERAL MEETING

In accordance with the provisions of the Act, the Company shall in each year hold a General Meeting specified as its Annual General Meeting and shall specify the meeting as such in the notices convening such meetings. Further, not more than 15 (fifteen) months gap shall exist between the date of one Annual General Meeting and the date of the next. All General Meetings other than Annual General Meetings shall be Extraordinary General Meetings.

32. WHEN ANNUAL GENERAL MEETING TO BE HELD

Nothing contained in the foregoing provisions shall be taken as affecting the right conferred upon the Registrar under the provisions of Section 96(1) of the Act to extend the time within which any Annual General Meeting may be held.

33. VENUE, DAY AND TIME FOR HOLDING ANNUAL GENERAL MEETING

(a) Every Annual General Meeting shall be called during business hours, that is, between 9 A.M. and 6 P.M. on a day that is not a national holiday, and shall be held at the Office of the Company or at some other place within the city, town or village in which the Office of the Company is situated, as the Board may determine and the notices calling the Meeting shall specify it as the Annual General Meeting.

(b) Every Shareholder of the Company shall be entitled to attend the Annual General Meeting either in person or by proxy and the Auditor of the Company shall have the right to attend and

to be heard at any General Meeting which he attends on any part of the business which concerns him as Auditor. At every Annual General Meeting of the Company there shall be laid on the table, the Directors' Report and Audited Statement of Accounts, Auditors' Report, (if not already incorporated in the Audited Statement of Accounts), the proxy Register with proxies and the Register of Directors' shareholdings which latter Register shall remain open and accessible during the continuance of the Meeting. The Board shall cause to be prepared the Annual Return and forward the same to the concerned Registrar of Companies, in accordance with Sections 92 and 137 of the Act. The Directors are also entitled to attend the Annual General Meeting.

34. NOTICE OF GENERAL MEETINGS

(a) Number of days' notice of General Meeting to be given: A General Meeting of the Company may be called by giving not less than 21 (twenty one) days clear notice in writing or in electronic mode, excluding the day on which notice is served or deemed to be served (i.e., on expiry of 48 (forty eight) hours after the letter containing the same is posted). However, a General Meeting may be called after giving shorter notice if consent is given in writing or by electronic mode by not less than 95 (ninety five) percent of the Shareholders entitled to vote at that meeting.

The notice of every meeting shall be given to:

(a) every Shareholder, legal representative of any deceased Shareholder or the assignee of an insolvent member of the Company,

(b) Auditor or Auditors of the Company, and

(c) all Directors.

(b) Notice of meeting to specify place, etc., and to contain statement of business: Notice of every meeting of the Company shall specify the place, date, day and hour of the meeting, and shall contain a statement of the business to be transacted thereat shall be given in the manner prescribed under Section 102 of the Act.

(c) Contents and manner of service of notice and Persons on whom it is to be served: Every notice may be served by the Company on any Shareholder thereof either personally or by sending it by post to their/its registered address in India and if there be no registered address in India, to the address supplied by the Shareholder to the Company for giving the notice to the Shareholder.

(d) Special Business: Subject to the applicable provisions of the Act, where any items of business to be transacted at the meeting are deemed to be special, there shall be annexed to the notice of the meeting a statement setting out all material facts concerning each item of business including any particular nature of the concern or interest if any therein of every Director or manager (as defined under the provisions of the Act), if any or key managerial personnel (as defined under the provisions of the Act) or the relatives of any of the aforesaid and where any item of special business relates to or affects any other company, the extent of shareholding interest in that other company of every Director or manager (as defined under the provisions of the Act), if any or key managerial personnel (as defined under the provisions of the Act) or the relatives of any of the aforesaid of the first mentioned company shall also be set out in the statement if the extent of such interest is not less than 2 per cent of the paid up share capital of that other company. All business transacted at any meeting of the Company shall be deemed to be special and all business transacted at the Annual General Meeting of the Company with the exception of the business specified in Section 102 of the Act shall be deemed to be special.

(e) Resolution requiring Special Notice: With regard to resolutions in respect of which special notice is required to be given by the Act, a special notice shall be given as required by Section 115 of the Act.

(f) Notice of Adjourned Meeting when necessary: When a meeting is adjourned for 30 (thirty) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting in accordance with the applicable provisions of the Act.

(g) Notice when not necessary: Save as aforesaid, and as provided in Section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

(h) The notice of the General Meeting shall comply with the provisions of Companies (Management and Administration) Rules, 2014.

35. REQUISITION OF EXTRAORDINARY GENERAL MEETING

(a) The Board may, whenever it thinks fit, call an Extraordinary General Meeting and it shall do so upon a requisition received from such number of Shareholders who hold, on the date of receipt of the requisition, not less than one-tenth of such of the Paid up Share Capital of the Company as on that date carries the right of voting and such meeting shall be held at the Office or at such place and at such time as the Board thinks fit.

(b) Any valid requisition so made by Shareholders must state the object or objects of the meeting proposed to be called, and must be signed by the requisitionists and be deposited at the Office; provided that such requisition may consist of several documents in like form each signed by one or more requisitionists.

(c) Upon the receipt of any such valid requisition, the Board shall forthwith call an Extraordinary General Meeting and if they do not proceed within 21 (twenty-one) days from the date of the requisition being deposited at the Office to cause a meeting to be called on a day not later than 45 (forty-five) days from the date of deposit of the requisition, the requisitionists or such of their number as represent either a majority in value of the Paid up Share Capital held by all of them or not less than one-tenth of such of the Paid-up Share Capital of the Company as is referred to in Section 100 of the Act, whichever is less, may themselves call the meeting, but in either case any meeting so called shall be held within three months from the date of the delivery of the requisition as aforesaid.

(d) Any meeting called under the foregoing sub-articles by the requisitionists, shall be called in the same manner, as nearly as possible, as that in which a meeting is to be called by the Board.

(e) The accidental omission to give any such notice as aforesaid to any of the Shareholders, or the non-receipt thereof, shall not invalidate any resolution passed at any such meeting.

(f) No General Meeting, Annual or Extraordinary, shall be competent to enter into, discuss or transact any business which has not been mentioned in the notice or notices by which it was convened.

(g) The Extraordinary General Meeting called under this article shall be subject to and in accordance with the provisions contained under the Companies (Management and Administration) Rules, 2014.

36. NO BUSINESS TO BE TRANSACTED IN GENERAL MEETING IF QUORUM IS NOT PRESENT

The quorum for the Shareholders' Meeting shall be in accordance with Section 103 of the Act. Subject to the provisions of Section 103(2) of the Act, if such a quorum is not present within half an hour from the time set for the Shareholders' Meeting, the Shareholders' Meeting shall be adjourned to the same time and place or to such other date and such other time and place as the Board may determine and the agenda for the adjourned Shareholders' Meeting shall remain the same. If at such adjourned meeting also, a quorum is not present, at the expiration of half an hour from the time appointed for holding the meeting, the members present shall be a quorum, and may transact the business for which the meeting was called.

37. CHAIRMAN OF THE GENERAL MEETING

The Chairman of the Board shall be entitled to take the Chair at every General Meeting, whether Annual or Extraordinary. If there is no such Chairman of the Board or if at any meeting he shall not be present within fifteen minutes of the time appointed for holding such meeting or if he is unable or unwilling to take the Chair, then the Directors present shall elect one of them as Chairman. If no

Director is present or if all the Directors present decline to take the Chair, then the Shareholders present shall elect one of their member to be the Chairman of the meeting. No business shall be discussed at any General Meeting except the election of a Chairman while the Chair is vacant.

38. CHAIRMAN CAN ADJOURN THE GENERAL MEETING

The Chairman may, with the consent given in the meeting at which a quorum is present (and if so directed by the meeting) adjourn the General Meeting from time to time and from place to place within the city, town or village in which the Office of the Company is situate but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

39. QUESTIONS AT GENERAL MEETING HOW DECIDED

(a) At any General Meeting, a resolution put to the vote of the General Meeting shall, unless a poll is demanded, be decided by a show of hands. Before or on the declaration of the result of the voting on any resolution by a show of hands, a poll may be carried out in accordance with the applicable provisions of the Act or the voting is carried out electronically. Unless a poll is demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the Minute Book of the Company shall be conclusive evidence of the fact, of passing of such resolution or otherwise.

(b) In the case of equal votes, the Chairman shall both on a show of hands and at a poll, (if any), have a casting vote in addition to the vote or votes to which he may be entitled as a Shareholder.

(c) If a poll is demanded as aforesaid, the same shall subject to anything stated in these Articles be taken at such time, (not later than forty-eight hours from the time when the demand was made), and place within the City, Town or Village in which the Office of the Company is situate and either by a show of hands or by ballot or by postal ballot, as the Chairman shall direct and either at once or after an interval or adjournment, or otherwise and the result of the poll shall be deemed to be the decision of the meeting at which the poll was demanded. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll. The demand for a poll may be withdrawn at any time by the Person or Persons who made the demand.

(d) Where a poll is to be taken, the Chairman of the meeting shall appoint two scrutineers to scrutinise the votes given on the poll and to report thereon to him. One of the scrutineers so appointed shall always be a Shareholder, (not being an officer or employee of the Company), present at the meeting provided such a Shareholder is available and willing to be appointed. The Chairman shall have power at any time before the result of the poll is declared, to remove a scrutineer from office and fill vacancies in the office of scrutineer arising from such removal or from any other cause.

(e) Any poll duly demanded on the election of a Chairman of a meeting or any question of adjournment, shall be taken at the meeting forthwith. A poll demanded on any other question shall be taken at such time not later than 48 hours from the time of demand, as the Chairman of the meeting directs.

(f) The demand for a poll except on the question of the election of the Chairman and of an adjournment shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.

(g) No report of the proceedings of any General Meeting of the Company shall be circulated or advertised at the expense of the Company unless it includes the matters required by these Articles or Section 118 of the Act to be contained in the Minutes of the proceedings of such meeting.

(h) The Shareholders will do nothing to prevent the taking of any action by the Company or act contrary to or with the intent to evade or defeat the terms as contained in these Articles.

40. PASSING RESOLUTIONS BY POSTAL BALLOT

(a) Notwithstanding any of the provisions of these Articles, the Company may, and in the case of resolutions relating to such business as notified under the Companies (Management and Administration) Rules, 2014, as amended, or other Law required to be passed by postal ballot, shall get any resolution passed by means of a postal ballot, instead of transacting the business in the General Meeting of the Company. Also, the Company may, in respect of any item of business other than ordinary business and any business in respect of which Directors or Auditors have a right to be heard at any meeting, transact the same by way of postal ballot.

(b) Where the Company decides to pass any resolution by resorting to postal ballot, it shall follow the procedures as prescribed under Section 110 of the Act and the Companies (Management and Administration) Rules, 2014, as amended from time.

41. VOTES OF MEMBERS

(a) No Shareholder shall be entitled to vote either personally or by proxy at any General Meeting or meeting of a class of Shareholders either upon a show of hands or upon a poll in respect of any shares registered in his name on which calls or other sums presently payable by him have not been paid or in regard to which the Company has exercised any right of lien.

(b) No member shall be entitled to vote at a General Meeting unless all calls or other sums presently payable by him have been paid, or in regard to which the Company has lien and has exercised any right of lien.

(c) Subject to the provisions of these Articles, without prejudice to any special privilege or restrictions as to voting for the time being attached to any class of shares for the time being forming a part of the Capital of the Company, every Shareholder not disqualified by the last preceding Article, shall be entitled to be present, and to speak and vote at such meeting, and on a show of hands, every Shareholder present in person shall have one vote and upon a poll, the voting right of such Shareholder present, either in person or by proxy, shall be in proportion to his share of the Paid Up Share Capital of the Company held alone or jointly with any other Person or Persons.

Provided however, if any Shareholder holding Preference shares be present at any meeting of the Company, save as provided in Section 47(2) of the Act, he shall have a right to vote only on resolutions placed before the Meeting, which directly affect the rights attached to his preference shares.

(d) On a poll taken at a meeting of the Company, a Shareholder entitled to more than one vote, or his proxy, or any other Person entitled to vote for him (as the case may be), need not, if he votes, use or cast all his votes in the same way.

(e) A Shareholder of unsound mind or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, through a committee or through his legal guardian; and any such committee or guardian may, on a poll vote by proxy. If any Shareholder be a minor his vote in respect of his Share(s) shall be exercised by his guardian(s), who may be selected (in case of dispute) by the Chairman of the meeting.

(f) If there be joint registered holders of any shares, any one of such Persons may vote at any meeting or may appoint another Person, (whether a Shareholder or not) as his proxy in respect of such shares, as if he were solely entitled thereto; but the proxy so appointed shall not have any right to speak at the meeting and if more than one of such joint-holders be present at any meeting, then one of the said Persons so present whose name stands higher in the Register of Members shall alone be entitled to speak and to vote in respect of such shares, but the other joint- holders shall be entitled to be present at the meeting. Several Executors or Administrators of a deceased Shareholder in whose name shares stand shall for the purpose of these Articles be deemed joint-holders thereof.

(g) Subject to the provision of these Articles, votes may be given personally or by an attorney or by proxy. A body corporate, whether or not a Company within the meaning of the Act, being a

Shareholder may vote either by a proxy or by a representative duly authorised in accordance with Section 113 of the Act and such representative shall be entitled to exercise the same rights and powers, (including the right to vote by proxy), on behalf of the body corporate which he represents as that body could have exercised if it were an individual Shareholder.

(h) Any Person entitled to transfer any shares of the Company may vote at any General Meeting in respect thereof in the same manner as if he were the registered holder of such shares, provided that forty-eight hours at least before the time of holding the meeting or adjourned meeting, as the case may be, at which he proposes to vote, he shall satisfy the Board of his right to such shares and give such indemnity (if any) as the Board may require unless the Board shall have previously admitted his right to vote at such meeting in respect thereof.

(i) Every proxy, (whether a Shareholder or not), shall be appointed in writing under the hand of the appointer or his attorney, or if such appointer is a corporation under the Common Seal of such corporation or be signed by an officer or an attorney duly authorised by it, and any committee or guardian may appoint proxy. The proxy so appointed shall not have any right to speak at a meeting.

(j) An instrument of proxy may appoint a proxy either for (i) the purposes of a particular meeting (as specified in the instrument) or (ii) for any adjournment thereof or (iii) it may appoint a proxy for the purposes of every meeting of the Company, or (iv) of every meeting to be held before a date specified in the instrument for every adjournment of any such meeting.

(k) A Shareholder present by proxy shall be entitled to vote only on a poll.

(l) An instrument appointing a proxy and a power of attorney or other authority (including by way of a Board Resolution, (if any),) under which it is signed or a notarially certified copy of that power or authority or resolution as the case may be, shall be deposited at the Office not later than forty-eight hours before the time for holding the meeting at which the Person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date of its execution. An attorney shall not be entitled to vote unless the power of attorney or other instrument or resolution as the case may be appointing him or a notarially certified copy thereof has either been registered in the records of the Company at any time not less than forty-eight hours before the time for holding the meeting at which the attorney proposes to vote, or is deposited at the Office of the Company not less than forty-eight hours before the time fixed for such meeting as aforesaid. Notwithstanding that a power of attorney or other authority has been registered in the records of the Company, the Company may, by notice in writing addressed to the Shareholder or the attorney, given at least 48 (forty eight) hours before the meeting, require him to produce the original power of attorney or authority or resolution as the case may be and unless the same is deposited with the Company not less than forty-eight hours before the time fixed for the meeting, the attorney shall not be entitled to vote at such meeting unless the Board in their absolute discretion excuse such non-production and deposit.

(m) Every instrument of proxy whether for a specified meeting or otherwise should, as far as circumstances admit, be in any of the forms set out in the Companies (Management and Administration) Rules, 2014.

(n) If any such instrument of appointment be confined to the object of appointing an attorney or proxy for voting at meetings of the Company it shall remain permanently or for such time as the Directors may determine in the custody of the Company; if embracing other objects a copy thereof, examined with the original, shall be delivered to the Company to remain in the custody of the Company.

(o) A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal, or revocation of the proxy or of any power of attorney under which such proxy was signed, or the transfer of the Share in respect of which the vote is given, provided that no intimation in writing of the death, revocation or transfer shall have been received at the Office before the meeting.

(p) No objection shall be made to the validity of any vote, except at the Meeting or poll at which such vote shall be tendered, and every vote whether given personally or by proxy, not disallowed at such meeting or poll shall be deemed valid for all purposes of such meeting or poll whatsoever.

(q) The Chairman of any meeting shall be the sole judge of the validity of every vote tendered at such meeting. The Chairman present at the taking of a poll shall be in the sole judge of the validity of every vote tendered at such poll.

(i) The Company shall cause minutes of all proceedings of every General Meeting to be kept by making within 30 (thirty) days of the conclusion of every such meeting concerned, entries thereof in books kept for that purpose with their pages consecutively numbered.

(ii) Each page of every such book shall be initialed or signed and the last page of the record of proceedings of each meeting in such book shall be dated and signed by the Chairman of the same meeting within the aforesaid period of 30 (thirty) days or in the event of the death or inability of that Chairman within that period, by a Director duly authorised by the Board for that purpose.

(iii) In no case the minutes of proceedings of a meeting shall be attached to any such book as aforesaid by pasting or otherwise.

(iv) The Minutes of each meeting shall contain a fair and correct summary of the proceedings thereat.

(v) All appointments of Directors of the Company made at any meeting aforesaid shall be included in the minutes of the meeting.

(vi) Nothing herein contained shall require or be deemed to require the inclusion in any such Minutes of any matter which in the opinion of the Chairman of the Meeting (i) is or could reasonably be regarded as, defamatory of any person, or (ii) is irrelevant or immaterial to the proceedings, or (iii) is detrimental to the interests of the Company. The Chairman of the meeting shall exercise an absolute discretion in regard to the inclusion or non-inclusion of any matter in the Minutes on the aforesaid grounds.

(vii) Any such Minutes shall be evidence of the proceedings recorded therein.

(viii) The book containing the Minutes of proceedings of General Meetings shall be kept at the Office of the Company and shall be open, during business hours, for such periods not being less in the aggregate than two hours in each day as the Board determines, for the inspection of any Shareholder without charge.

(ix) The Company shall cause minutes to be duly entered in books provided for the purpose of: -

a) the names of the Directors and Alternate Directors present at each General Meeting;

b) all Resolutions and proceedings of General Meeting.

(r) The Shareholders shall vote (whether in person or by proxy) all of the shares owned or held on record by them at any Annual or Extraordinary General Meeting of the Company called for the purpose of filling positions to the Board, appointed as a Director of the Company under Sections 152 and 164(1) of the Act in accordance with these Articles.

(s) The Shareholders will do nothing to prevent the taking of any action by the Company or act contrary to or with the intent to evade or defeat the terms as contained in these Articles.

(t) All matters arising at a General Meeting of the Company, other than as specified in the Act or these Articles if any, shall be decided by a majority vote.

(u) The Shareholders shall exercise their voting rights as shareholders of the Company to ensure that the Act or these Articles are implemented and acted upon by the Shareholders, and by the Company and to prevent the taking of any action by the Company or by any Shareholder, which is contrary to or with a view or intention to evade or defeat the terms as contained in these Articles.

(v) Any corporation which is a Shareholder of the Company may, by resolution of the Board or other governing body, authorise such person as it thinks fit to act as its representative at any meeting of the Company and the said person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could have exercised if it were an individual Shareholder in the Company (including the right to vote by proxy).

(w) The Company shall also provide e-voting facility to the Shareholders of the Company in terms of the provisions of the Companies (Management and Administration) Rules, 2014, the SEBI Listing Regulations or any other Law, if applicable to the Company.

42. DIRECTORS

Subject to the applicable provisions of the Act, the number of Directors of the Company shall not be less than 3 (three) and not more than 15 (fifteen). The Company shall also comply with the provisions of the Companies (Appointment and Qualification of Directors) Rules, 2014 and the provisions of the SEBI Listing Regulations. The Board shall have an optimum combination of executive and Independent Directors with at least 1 (one) woman Director, as may be prescribed by Law from time to time.

43. CHAIRMAN OF THE BOARD OF DIRECTORS

(a) The members of the Board shall elect any one of them as the Chairman of the Board. The Chairman shall preside at all meetings of the Board and the General Meeting of the Company. The Chairman shall have a casting vote in the event of a tie.

(b) If for any reason the Chairman is not present at the meeting or is unwilling to act as Chairman, the members of the Board shall appoint any one of the remaining Directors as the Chairman.

44. APPOINTMENT OF ALTERNATE DIRECTORS

Subject to Section 161 of the Act, any Director (hereinafter called "**the Original Director**") shall be entitled to nominate an alternate director (subject to such person being acceptable to the Chairman) (the "**Alternate Director**") to act for him during his absence for a period of not less than 3 (three) months from India. The Board may appoint such a person as an Alternate Director to act for a Director during the Original Director's absence for a period of not less than three months from India. An Alternate Director appointed under this Article shall not hold office for a period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate office if and when the Original Director returns to the State. If the term of the office of the Original Director is determined before he so returns to the State, any provisions in the Act or in these Articles for automatic re-appointment shall apply to the Original Director and not to the Alternate Director.

45. CASUAL VACANCY AND ADDITIONAL DIRECTORS

Subject to the applicable provisions of the Act and these Articles, the Board shall have the power at any time and from time to time to appoint any qualified Person to be a Director either as an addition to the Board or to fill a casual vacancy but so that the total number of Directors shall not at any time exceed the maximum number fixed under Article 42**.** Any Person so appointed as an addition shall hold office only up to the earlier of the date of the next Annual General Meeting or at the last date on which the Annual General Meeting should have been held but shall be eligible for appointment by the Company as a Director at that meeting subject to the applicable provisions of the Act.

46. DEBENTURE DIRECTORS

If it is provided by a trust deed, securing or otherwise, in connection with any issue of Debentures of the Company, that any Person/lender or Persons/lenders shall have power to nominate a Director of the

Company, then in the case of any and every such issue of Debentures, the Person/lender or Persons/lenders having such power may exercise such power from time to time and appoint a Director accordingly. Any Director so appointed is herein referred to a Debenture Director. A Debenture Director may be removed from office at any time by the Person/lender or Persons/lenders in whom for the time being is vested the power under which he was appointed and another Director may be appointed in his place. A Debenture Director shall not be bound to hold any qualification shares and shall not be liable to retire by rotation or be removed by the Company. The trust deed may contain ancillary provisions as may be arranged between the Company and the trustees and all such provisions shall have effect notwithstanding any other provisions contained herein.

47. INDEPENDENT DIRECTORS

The Company shall have such number of Independent Directors on the Board of the Company, as may be required in terms of the provisions of Section 149 of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 or any other Law, as may be applicable. Further, the appointment of such Independent Directors shall be in terms of the aforesaid provisions of Law and subject to the requirements prescribed under the SEBI Listing Regulations.

48. EQUAL POWER TO DIRECTOR

Except as otherwise provided in these Articles, all the Directors of the Company shall have in all matters, equal rights and privileges and shall be subject to equal obligations and duties in respect of the affairs of the Company.

49. NOMINEE DIRECTORS

Whenever the Board enters into a contract with any lenders for borrowing any money or for providing any guarantee or security or for technical collaboration or assistance or enter into any other arrangement, the Board shall have, subject to the provisions of Section 152 of the Act the power to agree that such lenders shall have the right to appoint or nominate by a notice in writing addressed to the Company one or more Directors on the Board for such period and upon such conditions as may be mentioned in the common loan agreement/ facility agreement. The nominee director representing lenders shall not be required to hold qualification shares and not be liable to retire by rotation. The Directors may also agree that any such Director, or Directors may be removed from time to time by the lenders entitled to appoint or nominate them and such lenders may appoint another or other or others in his or their place and also fill in any vacancy which may occur as a result of any such Director, or Directors ceasing to hold that office for any reason whatsoever. The nominee director shall hold office only so long as any monies remain owed by the Company to such lenders.

The nominee director shall be entitled to all the rights and privileges of other Directors including the sitting fees and expenses as payable to other Directors but, if any other fees, commission, monies or remuneration in any form are payable to the Directors, the fees, commission, monies and remuneration in relation to such nominee director shall accrue to the lenders and the same shall accordingly be paid by the Company directly to the lenders.

Provided that if any such nominee director is an officer of any of the lenders, the sittings fees in relation to such nominee director shall also accrue to the lenders concerned and the same shall accordingly be paid by the Company directly to that lenders.

Any expenditure that may be incurred by the lenders or the nominee director in connection with the appointment or directorship shall be borne by the Company.

The nominee director so appointed shall be a member of the project management sub-committee, audit sub-committee and other sub-committees of the Board, if so desired by the lenders.

The nominee director shall be entitled to receive all notices, agenda, etc. and to attend all general meetings and Board meetings and meetings of any committee(s) of the Board of which he is a member and to receive all notices, agenda and minutes, etc. of the said meeting.

If at any time, the nominee director is not able to attend a meeting of Board or any of its committees, of which he is a member, the lenders may depute an observer to attend the meeting. The expenses incurred by the lenders in this connection shall be borne by the Company.

50. NO QUALIFICATION SHARES FOR DIRECTORS

A Director shall not be required to hold any qualification shares of the Company.

51. REMUNERATION OF DIRECTORS

(a) Subject to the applicable provisions of the Act, the Rules, Law including the provisions of the SEBI Listing Regulations, a Managing Director or Managing Directors, and any other Director/s who is/are in the whole time employment of the Company may be paid remuneration either by a way of monthly payment or at a specified percentage of the net profits of the Company or partly by one way and partly by the other, subject to the limits prescribed under the Act.

(b) Subject to the applicable provisions of the Act, a Director (other than a Managing Director or an executive Director) may receive a sitting fee not exceeding such sum as may be prescribed by the Act or the central government from time to time for each meeting of the Board or any Committee thereof attended by him.

(c) The remuneration payable to each Director for every meeting of the Board or Committee of the Board attended by them shall be such sum as may be determined by the Board from time to time within the maximum limits prescribed from time to time by the Central Government pursuant to the first proviso to Section 197 of the Act.

(d) All fees/compensation to be paid to non-executive Directors including Independent Directors shall be as fixed by the Board and shall require the prior approval of the Shareholders in a General meeting. Such approval shall also specify the limits for the maximum number of stock options that can be granted to a non-executive Director, in any financial year, and in aggregate. However, such prior approval of the Shareholders shall not be required in relation to the payment of sitting fees to non-executive Directors if the same is made within the prescribed limits under the Act for payment of sitting fees with approval of Central Government. Notwithstanding anything contained in this article, the Independent Directors shall not be eligible to receive any stock options.

52. SPECIAL REMUNERATION FOR EXTRA SERVICES RENDERED BY A DIRECTOR

If any Director be called upon to perform extra services or special exertions or efforts (which expression shall include work done by a Director as a member of any Committee formed by the Directors), the Board may arrange with such Director for such special remuneration for such extra services or special exertions or efforts either by a fixed sum or otherwise as may be determined by the Board. Such remuneration may either be in addition, to or in substitution for his remuneration otherwise provided, subject to the applicable provisions of the Act.

53. TRAVEL EXPENSES OF DIRECTORS

The Board may allow and pay to any Director, who is not a bona fide resident of the place where the meetings of the Board/Committee meetings are ordinarily held; and who shall come to such place for the purpose of attending any meeting, such sum as the Board may consider fair compensation for travelling, lodging and/ or other expenses, in addition to his fee for attending such Board / Committee meetings as above specified; and if any Director be called upon to go or reside out of his ordinary place of his residence on the Company's business, he shall be entitled to be repaid and reimbursed travelling and other expenses incurred in connection with the business of the Company in accordance with the provisions of the Act.

54. CONTINUING DIRECTORS

The continuing Directors may act notwithstanding any vacancy in their body, but if, and so long as their number is reduced below the minimum number fixed by Article 42 hereof, the continuing Directors not being less than two may act for the purpose of increasing the number of Directors to that number, or for summoning a General Meeting, but for no other purpose.

55. VACATION OF OFFICE BY DIRECTOR

(a) Subject to relevant provisions of Sections 167 and 188 of the Act, the office of a Director, shall *ipso facto* be vacated if:

(i) he is found to be of unsound mind by a court of competent jurisdiction; or

(ii) he applies to be adjudicated an insolvent; or

(iii) he is adjudged an insolvent; or

(iv) he is convicted by a court of any offence involving moral turpitude and is sentenced in respect thereof to imprisonment for not less than 6 (six) months; or

(v) he fails to pay any calls made on him in respect of shares of the Company held by him whether alone or jointly with others, within 6 (six) months from the date fixed for the payment of such call, unless the Central Government has by notification in the Official Gazette removed the disqualification incurred by such failure; or

(vi) he absents himself from 3 (three) consecutive meetings of the Board or from all Meetings of the Board for a continuous period of 3 (three) months, whichever is longer, without obtaining leave of absence from the Board; or

(vii) he, (whether by himself or by any Person for his benefit or on his account), or any firm in which he is a partner, or any private company of which he is a director, accepts a loan, or any guarantee or security for a loan, from the Company, in contravention of Section 185 of the Act; or

(viii) having been appointed a Director by virtue of his holding any office or other employment in the Company, he ceases to hold such office or other employment in the Company; or

(ix) he acts in contravention of Section 184 of the Act; or

(x) he becomes disqualified by an order of the court under Section 203 of the Companies Act, 1956; or

(xi) he is removed in pursuance of Section 169 of the Act; or

(xii) he is disqualified under Section 164 of the Act.

Subject to the applicable provisions of the Act, a Director may resign his office at any time by notice in writing addressed to the Board and such resignation shall become effective upon its acceptance by the Board.

56. RELATED PARTY TRANSACTIONS

(a) Except with the consent of the Board or the Shareholders, as may be required in terms of the provisions of section 188 of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014, no company shall enter into any contract or arrangement with a 'related party' with respect to: :

i. sale, purchase or supply of any goods or materials;

ii. selling or otherwise disposing of, or buying, property of any kind;

iii. leasing of property of any kind;

iv. availing or rendering of any services;

v. appointment of any agent for purchase or sale of goods, materials, services or property;

vi. such Director's or its relative's appointment to any office or place of profit in the company, its subsidiary company or associate company; and

vii. underwriting the subscription of any securities or derivatives thereof, of the company:

without the consent of the Shareholders by way of a Special Resolution in accordance with Section 188 of the Act.

(b) no Shareholder of the Company shall vote on such Special Resolution, to approve any contract or arrangement which may be entered into by the Company, if such Shareholder is a related party.

(c) nothing in this Article shall apply to any transactions entered into by the Company in its ordinary course of business other than transactions which are not on an arm's length basis

(d) The Director, so contracting or being so interested shall not be liable to the Company for any profit realised by any such contract or the fiduciary relation thereby established.

(e) The terms "office of profit" and "arm's length basis" shall have the meaning ascribed to them under Section 188 of the Act.

(f) The term 'related party' shall have the same meaning as ascribed to it under the Companies Act, 2013

(g) The compliance of the Companies (Meetings of Board and its Powers) Rules, 2014 shall be made for the aforesaid contracts and arrangements.

57. DISCLOSURE OF INTEREST

(a) A Director of the Company who is in any way, whether directly or indirectly concerned or interested in a contract or arrangement, or proposed contract or arrangement entered into or to be entered into by or on behalf of the Company, shall disclose the nature of his concern or interest at a meeting of the Board in the manner provided in Section 184 of the Act; Provided that it shall not be necessary for a Director to disclose his concern or interest in any such contract or arrangement entered into or to be entered into with any other company where any of the Directors of the company or two or more of them together holds or hold not more than 2% (two per cent) of the Paid-up Share Capital in the other company or the Company as the case may be. A general notice given to the Board by the Director, to the effect that he is a director or member of a specified body corporate or is a member of a specified firm and is to be regarded as concerned or interested in any contract or arrangement which may, after the date of the notice, be entered into with that body corporate or firm, shall be deemed to be a sufficient disclosure of concern or interest in relation to any contract or arrangement so made. Any such general notice shall expire at the end of the Financial Year in which it is given but may be renewed for a further period of one Financial Year at a time by a fresh notice given in the last month of the Financial Year in which it would have otherwise expired. No such general notice, and no renewal thereof shall be of effect unless, either it is given at a meeting of the Board or the Director concerned takes reasonable steps to secure that it is brought up and read at the first meeting of the Board after it is given.

(b) No Director shall as a Director, take any part in the discussion of, vote on any contract or arrangement entered into or to be entered into by or on behalf of the Company, if he is in any way, whether directly or indirectly, concerned or interested in such contract or arrangements; nor shall his presence count for the purpose of forming a quorum at the time of any such discussion or vote; and if he does vote, his vote shall be void; provided however that nothing herein contained shall apply to:-

(i) any contract or indemnity against any loss which the Directors, or any one or more of them, may suffer by reason of becoming or being sureties or a surety for the Company;

(ii) any contract or arrangement entered into or to be entered into with a public company or a private company which is subsidiary of a public company in which the interest of the Director consists solely,

1. in his being –

   I. a director of such company, and

   II. the holder of not more than shares of such number or value therein as is requisite to qualify him for appointment as a Director thereof, he having been nominated as such Director by this Company, or

2. in his being a member holding not more than 2 (two) per cent of its Paid-up Share Capital.

Subject to the provisions of Section 188 of the Act and other applicable provisions, if any, of the Act, any Director of the Company, any partner or relative of such Director, any firm in which such Director or a relative of such Director is a partner, any private company of which such Director is a director or member, and any director or manager of such private company, may hold any office or place of profit in the Company.

(c) The Company shall keep a Register in accordance with Section 189 of the Act and shall within the time specified therein enter therein such of the particulars as may be. The Register aforesaid shall also specify, in relation to each Director of the Company, the names of the bodies corporate and firms of which notice has been given by him under Article 57(a). The Register shall be kept at the Office of the Company and shall be open to inspection at such Office, and extracts may be taken therefrom and copies thereof may be required by any Shareholder of the Company to the same extent, in the same manner, and on payment of the same fee as in the case of the Register of Members of the Company and the provisions of Section 94 of the Act shall apply accordingly.

(d) A Director may be or become a Director of any Company promoted by the Company, or on which it may be interested as a vendor, shareholder, or otherwise, and no such Director shall be accountable for any benefits received as director or shareholder of such Company except in so far as Section 188 or Section 197 of the Act as may be applicable.

58. ONE-THIRD OF DIRECTORS TO RETIRE EVERY YEAR

At the Annual General Meeting of the Company to be held in every year, one third of such of the Directors as are liable to retire by rotation for time being, or, if their number is not three or a multiple of three then the number nearest to one third shall retire from office, and they will be eligible for re-election. Provided nevertheless that the managing Director or whole-time Director(s), appointed or the Directors appointed as a Debenture Director, or the Directors appointed as Independent Director(s) under Articles hereto shall not retire by rotation under this Article nor shall they be included in calculating the total number of Directors of whom one third shall retire from office under this Article.

59. PROCEDURE, IF PLACE OF RETIRING DIRECTORS IS NOT FILLED UP

(a) If the place of the retiring Director is not so filled up and the meeting has not expressly resolved not to fill the vacancy, the meeting shall stand adjourned till the same day in the next week, at the same time and place, or if that day is a national holiday, till the next succeeding day which is not a national holiday, at the same time and place.

(b) If at the adjourned meeting also, the place of the retiring Director is not filled up and that meeting also has not expressly resolved not to fill the vacancy, the retiring Director shall be deemed to have been reappointed at the adjourned meeting, unless:-

(i) at that meeting or at the previous meeting a resolution for the reappointment of such Director has been put to the meeting and lost;

(ii) retiring Director has, by a notice in writing addressed to the Company or its Board, expressed his unwillingness to be so reappointed;

(iii) he is not qualified or is disqualified for appointment; or

(iv) a resolution whether special or ordinary is required for the appointment or reappointment by virtue of any applicable provisions of the Act.

60. COMPANY MAY INCREASE OR REDUCE THE NUMBER OF DIRECTORS.

Subject to Article 42 and Sections 149, 152 and 164 of the Act, the Company may, by Ordinary Resolution, from time to time, increase or reduce the number of Directors, and may alter their qualifications and the Company may, (subject to the provisions of Section 169 of the Act), remove any Director before the expiration of his period of office and appoint another qualified in his stead. The person so appointed shall hold office during such time as the Director in whose place he is appointed would have held the same if he had not been removed.

61. REGISTER OF DIRECTORS ETC.

(a) The Company shall keep at its Office, a Register containing the particulars of its Directors, Managing Directors, Manager, Secretaries and other Persons mentioned in Section 170 of the Act and shall otherwise comply with the provisions of the said Section in all respects.

(b) The Company shall in respect of each of its Directors also keep at its Office a Register, as required by Section 170 of the Act, and shall otherwise duly comply with the provisions of the said Section in all respects.

62. DISCLOSURE BY DIRECTOR OF APPOINTMENT TO ANY OTHER BODY CORPORATE.

Every Director shall in accordance with the provisions of Companies (Meeting of Board and its Powers) Rules, 2014 shall disclose his concern or interest in any company or companies or bodies corporate (including shareholding interest), firms or other association of individuals by giving a notice in accordance with such rules.

63. MANAGING DIRECTOR(S)/ WHOLE TIME DIRECTOR(S) / EXECUTIVE DIRECTOR(S)/ MANAGER

Subject to the provisions of Section 203 of the Act and of these Articles, the Board shall have the power to appoint from time to time any full time employee of the Company as Managing Director/ whole time director or executive director or manager of the Company. The Managing Director(s) or the whole time director(s) manager or executive director(s), as the case may be, so appointed, shall be responsible for and in charge of the day to day management and affairs of the Company and subject to the applicable provisions of the Act and these Articles, the Board shall vest in such Managing Director/s or the whole time director(s) or manager or executive director(s), as the case may be, all the powers vested in the Board generally. The remuneration of a Managing Director/ whole time director or executive director or manager may be by way of monthly payment, fee for each meeting or participation in profits, or by any or all those modes or any other mode not expressly prohibited by the Act.

64. PROVISIONS TO WHICH MANAGING DIRECTOR(S)/ WHOLE TIME DIRECTOR(S) / EXECUTIVE DIRECTOR(S)/ MANAGER ARE SUBJECT

Notwithstanding anything contained herein, a Managing Director(s) / whole time director(s) / executive director(s) / manager shall subject to the provisions of any contract between him and the Company be subject to the same provisions as to resignation and removal as the other Directors of the Company, and if he ceases to hold the office of a Director he shall ipso facto and immediately cease to be a Managing Director(s) / whole time director(s) / executive director(s) / manager, and if he ceases to hold the office of a Managing Director(s) / whole time director(s) / executive director(s)/ manager he shall ipso facto and immediately cease to be a Director.

65. REMUNERATION OF MANAGING DIRECTOR(S)/ WHOLE TIME DIRECTOR(S) / EXECUTIVE DIRECTOR(S)/ MANAGER

The remuneration of the Managing Director(s) / whole time director(s) / executive director(s) / manager shall (subject to Sections 196, 197 and 203 and other applicable provisions of the Act and of these Articles and of any contract between him and the Company) be fixed by the Directors, from time to time and may be by way of fixed salary and/or perquisites or commission or profits of the Company or

by participation in such profits, or by any or all these modes or any other mode not expressly prohibited by the Act.

66. POWER AND DUTIES OF MANAGING DIRECTOR(S)/ WHOLE TIME DIRECTOR(S) / EXECUTIVE DIRECTOR(S)/ MANAGER

Subject to the superintendence, control and direction of the Board, the day-to-day management of the Company shall be in the hands of the Managing Director(s)/ whole time director(s) / executive director(s)/ manager(s) in the manner as deemed fit by the Board and subject to the applicable provisions of the Act, and these Articles, the Board may by resolution vest any such Managing Director(s)/ whole time director(s) / executive director(s)/ manager with such of the powers hereby vested in the Board generally as it thinks fit and such powers may be made exercisable for such period or periods and upon such conditions and subject to the applicable provisions of the Act, and these Articles confer such power either collaterally with or to the exclusion of or in substitution for all or any of the Directors in that behalf and may from time to time revoke, withdraw, alter or vary all or any of such powers.

67. POWER TO BE EXERCISED BY THE BOARD ONLY BY MEETING

The Board shall exercise the following powers on behalf of the Company and the said powers shall be exercised only by resolutions passed at the meeting of the Board: -

(a) to make calls on Shareholders in respect of money unpaid on their shares;

(b) to authorise buy-back of securities under Section 68 of the Act;

(c) to issue securities, including debentures, whether in or outside India;

(d) to borrow money(ies);

(e) to invest the funds of the Company;

(f) to grant loans or give guarantee or provide security in respect of loans;

(g) to approve financial statements and the Board's report;

(h) to diversify the business of the Company;

(i) to approve amalgamation, merger or reconstruction;

(j) to take over a company or acquire a controlling or substantial stake in another company;

(k) fees/ compensation payable to non-executive directors including independent directors of the Company; and

(l) any other matter which may be prescribed under the Companies (Meetings of Board and its Powers) Rules, 2014 and the SEBI Listing Regulations.

The Board may, by a resolution passed at a meeting, delegate to any Committee of Directors, the Managing Director, or to any person permitted by Law the powers specified in sub clauses (d) to (f) above.

The aforesaid powers shall be exercised in accordance with the provisions of the Companies (Meetings of Board and its Powers) Rules, 2014 and shall be subject to the provisions of section 180 of the Act.

In terms of Section 180 of the Act, the Board may exercise the following powers subject to receipt of consent by the Company by way of a Special Resolution:

(a) to sell, lease or otherwise dispose of the whole or substantial part of the undertaking of the Company;

(b) to borrow money; and

(c) any such other matter as may be prescribed under the Act, the SEBI Listing Regulations and other applicable provisions of Law.

68. MAKING LIABILITY OF DIRECTORS UNLIMITED

The Company may, by Special Resolution in a General Meeting, alter its Memorandum of Association so as to render unlimited the liability of its Directors or of any Director or manager, in accordance with Section 323 of the Companies Act, 1956.

69. PROCEEDINGS OF THE BOARD OF DIRECTORS

(a) Board Meetings shall be held at least once in every 3 (three) month period and there shall be at least 4 (four) Board Meetings in any calendar year and there should not be a gap of more than 120 (one hundred twenty) days between two consecutive Board Meetings. Meetings shall be held in Bengaluru, or such a place as may be decided by the Board.

(b) The participation of Directors in a meeting of the Board may be either in person or through video conferencing or other audio visual means, as may be prescribed, which are capable of recording and recognising the participation of the Directors and of recording and storing the proceedings of such meetings along with date and time. However, such matters as provided under the Companies (Meetings of Board and its Powers) Rules, 2014 shall not be dealt with in a meeting through video conferencing or other audio visual means. Any meeting of the Board held through video conferencing or other audio visual means shall only be held in accordance with the Companies (Meetings of Board and its Powers) Rules, 2014.

(c) The Company Secretary or any Director shall, as and when directed by the Chairman convene a meeting of the Board by giving a notice in writing to every Director in accordance with the provisions of the Act and the Companies (Meetings of Board and its Powers) Rules, 2014.

(d) The Board may meet either at the Office of the Company, or at any other location in India or outside India as the Chairman may determine.

(e) At least 7 (seven) days' notice of every meeting of the Board shall be given in writing to every Director for the time being at his address registered with the Company and such notice shall be sent by hand delivery or by post or by electronic means. A meeting of the Board may be convened in accordance with these Articles by a shorter notice in case of any emergency as directed by the Chairman or the Managing Director or the Executive Director, as the case may be, subject to the presence of 1 (one) Independent Director in the said meeting. If an Independent Director is not present in the said meeting, then decisions taken at the said meeting shall be circulated to all the Directors and shall be final only upon ratification by one independent Director. Such notice or shorter notice may be sent by post or by fax or e-mail depending upon the circumstances.

(f) At any Board Meeting, each Director may exercise 1 (one) vote. The adoption of any resolution of the Board shall require the affirmative vote of a majority of the Directors present at a duly constituted Board Meeting.

70. QUORUM FOR BOARD MEETING

(a) Quorum for Board Meetings

Subject to the provisions of Section 174 of the Act, the quorum for each Board Meeting shall be one-third of its total strength and the presence of Directors by video conferencing or by other audio visual means shall also be counted for the purposes of calculating quorum.

If any duly convened Board Meeting cannot be held for want of a quorum, then such a meeting shall automatically stand adjourned for 7 (seven) days after the original meeting at the same time and place, or if that day is a national holiday, on the succeeding day which is not a public holiday to the same time and place. Provided however, the adjourned meeting may be held on such other date and such other place as may be unanimously agreed to by all the Directors in accordance with the provisions of the Act.

(b) If in the event of a quorum once again not being available at such an adjourned meeting, the Directors present shall constitute the quorum and may transact business for which the meeting has been called.

71. QUESTIONS AT THE BOARD MEETINGS HOW DECIDED

(a) Questions arising at any meeting of the Board, other than as specified in these Articles and the Act, if any, shall be decided by a majority vote. In the case of an equality of votes, the Chairman shall have a second or casting vote.

(b) No regulation made by the Company in General Meeting, shall invalidate any prior act of the Board, which would have been valid if that regulation had not been made.

72. ELECTION OF CHAIRMAN OF BOARD

(a) The Board may elect a chairman of its meeting and determine the period for which he is to hold office.

(b) If no such chairman is elected, or at any meeting the chairman is not present within five minutes after the time appointed for holding the meeting the Directors present may choose one among themselves to be the chairman of the meeting.

73. POWERS OF THE BOARD

Subject to the applicable provisions of the Act, these Articles and other applicable provisions of Law: -

(a) The Board shall be entitled to exercise all such power and to do all such acts and things as the Company is authorised to exercise and do under the applicable provisions of the Act or by the memorandum and articles of association of the Company.

(b) The Board is vested with the entire management and control of the Company, including as regards any and all decisions and resolutions to be passed, for and on behalf of the Company.

(c) Provided that the Board shall not, except with the consent of the Company by a Special Resolution:-

i. Sell, lease or otherwise dispose of the whole, or substantially the whole, of the undertaking of the Company, or where the Company owns more than one undertaking, of the whole, or substantially the whole, of any such undertaking. The term 'undertaking' and the expression 'substantially the whole of the undertaking' shall have the meaning ascribed to them under the provisions of Section 180 of the Act;

ii. Remit, or give time for repayment of, any debt due by a Director;

iii. Invest otherwise than in trust securities the amount of compensation received by the Company as a result of any merger or amalgamation; and

iv. Borrow money(ies) where the money(ies) to be borrowed together with the money(ies) already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of businesses), will exceed the aggregate of the paid-up capital of the Company and its free reserves.

74. COMMITTEES AND DELEGATION BY THE BOARD

(a) The Company shall constitute such Committees as may be required under the Act, applicable provisions of Law and the SEBI Listing Regulations. Without prejudice to the powers conferred by the other Articles and so as not to in any way to limit or restrict those powers, the Board may, subject to the provisions of Section 179 of the Act, delegate any of its powers to the Managing Director(s), the executive director(s) or manager or the chief executive officer of the Company. The Managing Director(s), the executive director(s) or the manager or the chief executive officer(s) as aforesaid shall, in the exercise of the powers so delegated,

conform to any regulations that may from time to time be imposed on them by the Board and all acts done by them in exercise of the powers so delegated and in conformity with such regulations shall have the like force and effect as if done by the Board.

(b) Subject to the applicable provisions of the Act, the requirements of Law and these Articles, the Board may delegate any of its powers to Committees of the Board consisting of such member or members of the Board as it thinks fit, and it may from time to time revoke and discharge any such committee of the Board either wholly or in part and either as to persons or purposes. Every Committee of the Board so formed shall, in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposed on it by the Board. All acts done by any such Committee of the Board in conformity with such regulations and in fulfillment of the purposes of their appointment but not otherwise, shall have the like force and effect as if done by the Board.

(c) The meetings and proceedings of any such Committee of the Board consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors, so far as the same are applicable thereto and are not superseded by any regulation made by the Directors under the last preceding Article.

(d) The Board of the Company shall in accordance with the provisions of the Companies (Meetings of the Board and its Powers) Rules, 2014 or any other Law and the provisions of the SEBI Listing Regulations, form such committees as may be required under such rules in the manner specified therein, if the same are applicable to the Company.

75. ACTS OF BOARD OR COMMITTEE VALID NOTWITHSTANDING INFORMAL APPOINTMENT

All acts undertaken at any meeting of the Board or of a Committee of the Board, or by any person acting as a Director shall, notwithstanding that it may afterwards be discovered that there was some defect in the appointment of such Director or persons acting as aforesaid, or that they or any of them were disqualified or had vacated office or that the appointment of any of them had been terminated by virtue of any provisions contained in the Act or in these Articles, be as valid as if every such person had been duly appointed, and was qualified to be a Director. Provided that nothing in this Article shall be deemed to give validity to the acts undertaken by a Director after his appointment has been shown to the Company to be invalid or to have been terminated.

76. PASSING OF RESOLUTION BY CIRCULATION

No resolution shall be deemed to have been duly passed by the Board or by a Committee thereof by circulation, unless the resolution has been circulated in draft form, together with the necessary papers, if any, to all the Directors, or members of the Committee, as the case may be, at their addresses registered with the Company in India by hand delivery or by post or by courier, or through such electronic means as may be provided under the Companies (Meetings of Board and its Powers) Rules, 2014 and has been approved by majority of Directors or members, who are entitled to vote on the resolution. However, in case one-third of the total number of Directors for the time being require that any resolution under circulation must be decided at a meeting, the chairperson shall put the resolution to be decided at a meeting of the Board.

A resolution mentioned above shall be noted at a subsequent meeting of the Board or the Committee thereof, as the case may be, and made part of the minutes of such meeting.

77. MINUTES OF THE PROCEEDINGS OF THE MEETING OF THE BOARD

(a) The Company shall prepare minutes of each Board Meeting and the entries thereof in books kept for that purpose with their pages consecutively numbered. Such minutes shall contain a fair and correct summary of the proceedings conducted at the Board Meeting.

(b) The Company shall circulate the minutes of the meeting to each Director within 7 (seven) Business Days after the Board Meeting.

(c) Each page of every such book shall be initialed or signed and the last page of the record of proceedings of each meeting in such book shall be dated and signed by the Chairman of the said meeting or the Chairman of the next succeeding meeting.

(d) In no case the minutes of proceedings of a meeting shall be attached to any such book as aforesaid by pasting or otherwise.

(e) The minutes of each meeting shall contain a fair and correct summary of the proceedings thereat and shall also contain: -

(i) all appointments of Officers;

(ii) the names of the Directors present at each meeting of the Board;

(iii) all resolutions and proceedings of the meetings of the Board;

(iv) the names of the Directors, if any, dissenting from, or not concurring in, any resolution passed by the Board.

(f) Nothing contained in sub Articles (a) to (e) above shall be deemed to require the inclusion in any such minutes of any matter which in the opinion of the Chairman of the meeting: -

(i) is or could reasonably be regarded as defamatory of any person;

(ii) is irrelevant or immaterial to the proceedings; or

(iii) is detrimental to the interests of the Company.

(g) The Chairman shall exercise absolute discretion in regard to the inclusion or non-inclusion of any matter in the minutes on the ground specified in sub Article (f) above.

(h) Minutes of meetings kept in accordance with the aforesaid provisions shall be evidence of the proceedings recorded therein.

(i) The minutes kept and recorded under this Article shall also comply with the provisions of Secretarial Standard 3 issued by the Institute of Company Secretaries of India constituted under the Company Secretaries Act, 1980 and approved as such by the Central Government and applicable provisions of the Act and Law.

78. REGISTER OF CHARGES

The Directors shall cause a proper register to be kept, in accordance with the applicable provisions of the Act, of all mortgages and charges specifically affecting the property of the Company and shall duly comply with the requirements of the applicable provisions of the Act in regard to the registration of mortgages and charges therein specified.

79. CHARGE OF UNCALLED CAPITAL

Where any uncalled capital of the Company is charged as security or other security is created on such uncalled capital, the Directors may authorize, subject to the applicable provisions of the Act and these Articles, making calls on the Shareholders in respect of such uncalled capital in trust for the person in whose favour such charge is executed.

80. SUBSEQUENT ASSIGNS OF UNCALLED CAPITAL

Where any uncalled capital of the Company is charged, all persons taking any subsequent charge thereon shall take the same subject to such prior charges and shall not be entitled to obtain priority over such prior charge.

81. CHARGE IN FAVOUR OF DIRECTOR FOR INDEMNITY

If the Director or any person, shall become personally liable for the payment of any sum primarily due from the Company, the Board may execute or cause to be executed, any mortgage, charge or security

over or affecting the whole or part of the assets of the Company by way of indemnity to secure the Directors or other persons so becoming liable as aforesaid from any loss in respect of such liability.

82. OFFICERS

(a) The Company shall have its own professional management and such officers shall be appointed from time to time as designated by its Board. The officers of the Company shall serve at the discretion of the Board.

(b) The officers of the Company shall be responsible for the implementation of the decisions of the Board, subject to the authority and directions of the Board and shall conduct the day to day business of the Company.

(c) The officers of the Company shall be the Persons in charge of and responsible to the Company for the conduct of the business of the Company and shall be concerned and responsible to ensure full and due compliance with all statutory laws, rules and regulations as are required to be complied with by the Company and/or by the Board of the Company.

(d) Qualified experienced managerial and marketing executives and other officers shall be appointed for the operation and conduct of the business of the Company.

(e) The Board shall appoint with the approval of the Chairman, the President and/or Chief Executive Officer and/or Chief Operating Officer of the Company, as well as persons who will be appointed to the posts of senior executive management.

83. THE SECRETARY

(a) Subject to the provisions of Section 203 of the Act, the Board may, from time to time, appoint any individual as Secretary of the Company to perform such functions, which by the Act or these Articles for the time being of the Company are to be performed by the Secretary and to execute any other duties which may from time to time be assigned to him by the Board. The Board may confer upon the Secretary so appointed any powers and duties as are not by the Act or by these Articles required to be exercised by the Board and may from time to time revoke, withdraw, alter or vary all or any of them. The Board may also at any time appoint some individual (who need not be the Secretary), to maintain the Registers required to be kept by the Company.

(b) The Secretary shall be an individual responsible to ensure that there shall be no default, non-compliance, failure, refusal or contravention of any of the applicable provisions of the Act, or any rules, regulations or directions which the Company is required to conform to or which the Board of the Company are required to conform to and shall be designated as such and be the officer in default.

84. DIRECTORS' & OFFICERS' LIABILITY INSURANCE

Subject to the provisions of the Act and Law, the Company shall procure, at its own cost, comprehensive directors and officers liability insurance for each Director which shall not form a part of the remuneration payable to the Directors in the circumstances described under Section 197 of the Act: -

(a) on terms approved by the Board;

(b) which includes each Director as a policyholder;

(c) is from an internationally recognised insurer approved by the Board; and

(d) for a coverage for claims of an amount not less than the Rupee equivalent of Rs. 5,00,00,000 (Rupees Five Crores Only) in the aggregate or as may be decided by the Board, from time to time.

85. SEAL

(a) The Board shall provide a Common Seal for the purposes of the Company, and shall have power from time to time to destroy the same and substitute a new Seal in lieu thereof, and the Board shall provide for the safe custody of the Seal for the time being, and the Seal shall never be used except by the authority of the Board or a Committee of the Board, previously given.

(b) The Company shall also be at liberty to have an official Seal(s) in accordance with Section 50 of the Companies Act, 1956, for use in any territory, district or place outside India.

(c) Every deed or other instrument to which the Seal of the Company is required to be affixed shall unless the same is executed by a duly constituted attorney, be signed by (i) 2 (two) Directors or (ii) by 1 (one) Director and the Secretary or (iii) by 1 (one) Director and any other person as may be authorised by the Board for that purpose.

86. ACCOUNTS

(a) The Company shall prepare and keep at the Office books of accounts or other relevant books and papers and financial statements for every financial year which give a true and fair view of the state of affairs of the Company, including its branch office or offices, if any, and explain the transactions effected both at the Office and its branches and such books shall be kept on accrual basis and according to the double entry system of accounting.

(b) Where the Board decides to keep all or any of the books of account at any place other than the Office, the Company shall, within 7 (seven) days of the decision, file with the Registrar, a notice in writing giving the full address of that other place. The Company may also keep such books of accounts or other relevant papers in electronic mode in accordance with the provisions of the Act.

(c) The Company shall preserve in good order the books of account relating to a period of not less than eight years preceding the current year.

(d) When the Company has a branch office, whether in or outside India, the Company shall be deemed to have complied with this Article if proper books of account relating to the transactions effected at the branch office are kept at the branch office and proper summarized returns made up to dates at intervals of not more than three months, are sent by the branch office to the Company at its office or at the other place in India, at which the Company's books of account are kept as aforesaid.

(e) No Shareholder (not being a Director) shall have any right of inspecting any account or books or documents of the Company except specified under the Act and Law.

(f) In accordance with the provisions of the Act, along with the financial statements laid before the Shareholders, there shall be laid a 'Board's report' which shall include:

i. the extract of the annual return as provided under sub-section (3) of Section 92 of the Act;

ii. number of meetings of the Board;

iii. Directors' responsibility statement as per the provisions of Section 134 (5) of the Act;

iv. a statement on declaration given by Independent Directors under sub-section (6) of Section 149 of the Act;

v. in the event applicable, as specified under sub-section (1) of Section 178 of the Act, Company's policy on directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under sub-section (3) of Section 178 of the Act;

vi. explanations or comments by the Board on every qualification, reservation or adverse remark or disclaimer made-

1. by the auditor in his report; and

2. by the company secretary in practice in his secretarial audit report;

vii. particulars of loans, guarantees or investments under Section 186 of the Act;

viii. particulars of contracts or arrangements with related parties referred to in sub-section (1) of Section 188 in the prescribed form;

ix. the state of the company's affairs;

x. the amounts, if any, which it proposes to carry to any reserves;

xi. the amount, if any, which it recommends should be paid by way of Dividends;

xii. material changes and commitments, if any, affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report;

xiii. the conservation of energy, technology absorption, foreign exchange earnings and outgo, in such manner as may be prescribed;

xiv. a statement indicating development and implementation of a risk management policy for the company including identification therein of elements of risk, if any, which in the opinion of the Board may threaten the existence of the company;

xv. the details about the policy developed and implemented by the company on corporate social responsibility initiatives taken during the year;

xvi. in case of a listed company and every other public company having such paid-up share capital as may be prescribed, a statement indicating the manner in which formal annual evaluation has been made by the Board of its own performance and that of its committees and individual directors; and

xvii. such other matters as may be prescribed under the Law, from time to time.

(g) All the aforesaid books shall give a fair and true view of the affairs of the Company or its branch office, as the case may be, with respect to the matters herein and explain its transactions.

87. AUDIT AND AUDITORS

(a) Auditors shall be appointed and their rights and duties shall be regulated in accordance with Sections 139 to 147 of the Act and as specified under Law.

(b) Every account of the Company when audited shall be approved by a General Meeting and shall be conclusive except as regards any error discovered therein within three months next after the approval thereof. Whenever any such error is discovered within that period the account shall forthwith be corrected, and henceforth shall be conclusive.

(c) Every balance sheet and profit and loss account shall be audited by one or more Auditors to be appointed as hereinafter set out.

(d) The Company at the Annual General Meeting in each year shall appoint an Auditor or Auditors to hold office from the conclusion of that meeting until conclusion of the next Annual General Meeting and every Auditor so appointed shall be intimated of his appointment within 7 (seven) days.

(e) Where at an Annual General Meeting, no Auditors are appointed, the Central Government may appoint a person to fill the vacancy and fix the remuneration to be paid to him by the Company for his services.

(f) The Company shall within 7 (seven) days of the Central Government's power under sub clause (b) becoming exercisable, give notice of that fact to the Government.

(g) The Directors may fill any casual vacancy in the office of an Auditor but while any such vacancy continues, the remaining auditors (if any) may act. Where such a vacancy is caused by the resignation of an Auditor, the vacancy shall only be filled by the Company in General Meeting.

(h) A person, other than a retiring Auditor, shall not be capable of being appointed at an Annual General Meeting unless special notice of a resolution of appointment of that person to the office of Auditor has been given by a Shareholder to the Company not less than 14 (fourteen) days before the meeting in accordance with Section 115 of the Act, and the Company shall send a copy of any such notice to the retiring Auditor and shall give notice thereof to the Shareholders in accordance with provisions of Section 115 of the Act and all the other provision of Section 140 of the Act shall apply in the matter. The provisions of this sub-clause shall also apply to a resolution that a retiring auditor shall not be re-appointed.

(i) The persons qualified for appointment as Auditors shall be only those referred to in Section 141 of the Act.

(j) None of the persons mentioned in Section 141 of the Act as are not qualified for appointment as auditors shall be appointed as Auditors of the Company.

88. AUDIT OF BRANCH OFFICES

The Company shall comply with the applicable provisions of the Act and the Companies (Audit and Auditor) Rules, 2014 in relation to the audit of the accounts of branch offices of the Company.

89. REMUNERATION OF AUDITORS

The remuneration of the Auditors shall be fixed by the Company as authorized in General Meeting from time to time in accordance with the provisions of the Act and the Companies (Audit and Auditor) Rules, 2014.

90. DOCUMENTS AND NOTICES

(a) A document or notice may be given or served by the Company to or on any Shareholder whether having his registered address within or outside India either personally or by sending it by post to him to his registered address.

(b) Where a document or notice is sent by post, service of the document or notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the document or notice, provided that where a Shareholder has intimated to the Company in advance that documents or notices should be sent to him under a certificate of posting or by registered post with or without acknowledgement due or by cable or telegram and has deposited with the Company a sum sufficient to defray the expenses of doing so, service of the document or notice shall be deemed to be effected unless it is sent in the manner intimated by the Shareholder. Such service shall be deemed to have effected in the case of a notice of a meeting, at the expiration of forty eight hours after the letter containing the document or notice is posted or after a telegram has been dispatched and in any case, at the time at which the letter would be delivered in the ordinary course of post or the cable or telegram would be transmitted in the ordinary course.

(c) A document or notice may be given or served by the Company to or on the joint-holders of a Share by giving or serving the document or notice to or on the joint-holder named first in the Register of Members in respect of the Share.

(d) Every person, who by operation of Law, transfer or other means whatsoever, shall become entitled to any Share, shall be bound by every document or notice in respect of such Share, which previous to his name and address being entered on the register of Shareholders, shall have been duly served on or given to the Person from whom he derives his title to such Share.

(e) Any document or notice to be given or served by the Company may be signed by a Director or the Secretary or some Person duly authorised by the Board for such purpose and the signature thereto may be written, printed, photostat or lithographed.

(f) All documents or notices to be given or served by Shareholders on or to the Company or to any officer thereof shall be served or given by sending the same to the Company or officer at the Office by post under a certificate of posting or by registered post or by leaving it at the Office.

(g) Where a Document is sent by electronic mail, service thereof shall be deemed to be effected properly, where a member has registered his electronic mail address with the Company and has intimated the Company that documents should be sent to his registered email address, without acknowledgement due. Provided that the Company, shall provide each member an opportunity to register his email address and change therein from time to time with the Company or the concerned depository. The Company shall fulfill all conditions required by Law, in this regard.

91. SHAREHOLDERS TO NOTIFY ADDRESS IN INDIA

Each registered Shareholder from time to time notify in writing to the Company such place in India to be registered as his address and such registered place of address shall for all purposes be deemed to be his place of residence.

92. SERVICE ON MEMBERS HAVING NO REGISTERED ADDRESS

If a Shareholder does not have registered address in India, and has not supplied to the Company any address within India, for the giving of the notices to him, a document advertised in a newspaper circulating in the neighbourhood of Office of the Company shall be deemed to be duly served to him on the day on which the advertisement appears.

93. SERVICE ON PERSONS ACQUIRING SHARES ON DEATH OR INSOLVENCY OF SHAREHOLDERS

A document may be served by the Company on the persons entitled to a share in consequence of the death or insolvency of a Shareholders by sending it through the post in a prepaid letter addressed to them by name or by the title or representatives of the deceased, assignees of the insolvent by any like description at the address (if any) in India supplied for the purpose by the persons claiming to be so entitled, or (until such an address has been so supplied) by serving the document in any manner in which the same might have been served as if the death or insolvency had not occurred.

94. PERSONS ENTITLED TO NOTICE OF GENERAL MEETINGS

Subject to the applicable provisions of the Act and these Articles, notice of General Meeting shall be given:

(i) To the Shareholders of the Company as provided by these Articles.

(ii) To the persons entitled to a share in consequence of the death or insolvency of a Shareholder.

(iii) To the Auditors for the time being of the Company; in the manner authorized by as in the case of any Shareholder of the Company.

95. NOTICE BY ADVERTISEMENT

Subject to the applicable provisions of the Act, any document required to be served or sent by the Company on or to the Shareholders, or any of them and not expressly provided for by these Articles, shall be deemed to be duly served or sent if advertised in a newspaper circulating in the District in which the Office is situated.

96. DIVIDEND POLICY

(a) The profits of the Company, subject to any special rights relating thereto being created or authorised to be created by the Memorandum or these Articles and subject to the provisions of these Articles shall be divisible among the Shareholders in proportion to the amount of Capital Paid-up or credited as Paid-up and to the period during the year for which the Capital is Paid-up on the shares held by them respectively. Provided always that, (subject as aforesaid), any Capital Paid-up on a Share during the period in respect of which a Dividend is declared, shall unless the Directors otherwise determine, only entitle the holder of such Share to an apportioned amount of such Dividend as from the date of payment.

(b) Subject to the provisions of Section 123 of the Act the Company in General Meeting may declare Dividends, to be paid to Shareholders according to their respective rights and interests in the profits. No Dividends shall exceed the amount recommended by the Board, but the Company in General Meeting may, declare a smaller Dividend, and may fix the time for payments not exceeding 30 (thirty) days from the declaration thereof.

(c) (i) No Dividend shall be declared or paid otherwise than out of profits of the Financial Year arrived at after providing for depreciation in accordance with the provisions of Section 123 of the Actor out of the profits of the Company for any previous Financial Year or years arrived at after providing for depreciation in accordance with those provisions and remaining undistributed or out of both provided that: -

1. if the Company has not provided for depreciation for any previous Financial Year or years it shall, before declaring or paying a Dividend for any Financial Year provide for such depreciation out of the profits of that Financial Year or out of the profits of any other previous Financial Year or years, and

2. if the Company has incurred any loss in any previous Financial Year or years the amount of the loss or an amount which is equal to the amount provided for depreciation for that year or those years whichever is less, shall be set off against the profits of the Company for the year for which the Dividend is proposed to be declared or paid or against the profits of the Company for any previous Financial Year or years arrived at in both cases after providing for depreciation in accordance with the provisions of Section 123 of the Actor against both.

(ii) The declaration of the Board as to the amount of the net profits shall be conclusive.

(d) The Board may, from time to time, pay to the Shareholders such interim Dividend as in their judgment the position of the Company justifies.

(e) Where Capital is paid in advance of calls upon the footing that the same shall carry interest, such Capital shall not whilst carrying interest, confer a right to participate in profits or Dividend.

(f) (i) Subject to the rights of Persons, if any, entitled to shares with special rights as to Dividend, all Dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof Dividend is paid but if and so long as nothing is Paid upon any shares in the Company, Dividends may be declared and paid according to the amount of the shares.

(ii) No amount paid or credited as paid on shares in advance of calls shall be treated for the purpose of this regulation as paid on shares.

(iii) All Dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the Dividend is paid, but if any shares are issued on terms providing that it shall rank for Dividend as from a particular date such shares shall rank for Dividend accordingly.

(g) Subject to the applicable provisions of the Act and these Articles, the Board may retain the Dividends payable upon shares in respect of any Person, until such Person shall have become

a Shareholder, in respect of such shares or until such shares shall have been duly transferred to him.

(h) Any one of several Persons who are registered as the joint-holders of any Share may give effectual receipts for all Dividends or bonus and payments on account of Dividends or bonus or sale proceeds of fractional certificates or other money(ies) payable in respect of such shares.

(i) Subject to the applicable provisions of the Act, no Shareholder shall be entitled to receive payment of any interest or Dividends in respect of his Share(s), whilst any money may be due or owing from him to the Company in respect of such Share(s); either alone or jointly with any other Person or Persons; and the Board may deduct from the interest or Dividend payable to any such Shareholder all sums of money so due from him to the Company.

(j) Subject to Section 126 of the Act, a transfer of shares shall not pass the right to any Dividend declared thereon before the registration of the transfer.

(k) Unless otherwise directed any Dividend may be paid by cheque or warrant or by a pay slip or receipt (having the force of a cheque or warrant) and sent by post or courier or by any other legally permissible means to the registered address of the Shareholder or Person entitled or in case of joint-holders to that one of them first named in the Register of Members in respect of the joint-holding. Every such cheque or warrant shall be made payable to the order of the Person to whom it is sent and in case of joint-holders to that one of them first named in the Register of Members in respect of the joint-holding. The Company shall not be liable or responsible for any cheque or warrant or pay slip or receipt lost in transmission, or for any Dividend lost to a Shareholder or Person entitled thereto, by a forged endorsement of any cheque or warrant or a forged signature on any pay slip or receipt of a fraudulent recovery of Dividend. If 2 (two) or more Persons are registered as joint-holders of any Share(s) any one of them can give effectual receipts for any money(ies) payable in respect thereof. Several Executors or Administrators of a deceased Shareholder in whose sole name any Share stands shall for the purposes of this Article be deemed to be joint-holders thereof.

(l) No unpaid Dividend shall bear interest as against the Company.

(m) Any General Meeting declaring a Dividend may on the recommendation of the Board, make a call on the Shareholders of such amount as the Meeting fixes, but so that the call on each Shareholder shall not exceed the Dividend payable to him, and so that the call will be made payable at the same time as the Dividend; and the Dividend may, if so arranged as between the Company and the Shareholders, be set-off against such calls.

(n) Notwithstanding anything contained in this Article, the dividend policy of the Company shall be governed by the applicable provisions of the Act and Law.

(o) The Company may pay dividends on shares in proportion to the amount paid-up on each Share in accordance with Section 51 of the Act.

97. UNPAID OR UNCLAIMED DIVIDEND

(a) If the Company has declared a Dividend but which has not been paid or the Dividend warrant in respect thereof has not been posted or sent within 30 (thirty) days from the date of declaration, transfer the total amount of dividend, which remained unpaid or unclaimed within 7 (seven) days from the date of expiry of the said period of 30 (thirty) days to a special account to be opened by the Company in that behalf in any scheduled bank to be called the "Unpaid Dividend of Quess Corp Limited".

(b) Any money so transferred to the unpaid Dividend account of the Company which remains unpaid or unclaimed for a period of 7 (seven) years from the date of such transfer, shall be transferred by the Company to the Fund established under sub-section (1) of Section 125 of the Act, viz. "Investors Education and Protection Fund".

(c) No unpaid or unclaimed Dividend shall be forfeited by the Board before the claim becomes barred by Law.

98. CAPITALIZATION OF PROFITS

The Company in General Meeting may, upon the recommendation of the Board, resolve:

(a) that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the Company's profit and loss account or otherwise, as available for distribution, and

(b) that such sum be accordingly set free from distribution in the manner specified herein below in sub-article (iii) as amongst the Shareholders who would have been entitled thereto, if distributed by way of Dividends and in the same proportions.

(c) The sum aforesaid shall not be paid in cash but shall be applied either in or towards:

(i) paying up any amounts for the time being unpaid on any shares held by such Shareholders respectively;

(ii) paying up in full, un-issued shares of the Company to be allotted, distributed and credited as fully Paid up, to and amongst such Shareholders in the proportions aforesaid; or

(iii) partly in the way specified in sub-article (i) and partly in the way specified in sub-article (ii).

(d) A share premium account may be applied as per Section 52 of the Act, and a capital redemption reserve account may, duly be applied in paying up of unissued shares to be issued to Shareholders of the Company as fully paid bonus shares.

99. RESOLUTION FOR CAPITALISATION OF RESERVES AND ISSUE OF FRACTIONAL CERTIFICATE

(a) The Board shall give effect to a Resolution passed by the Company in pursuance of this regulation.

(b) Whenever such a Resolution as aforesaid shall have been passed, the Board shall:

(i) make all appropriation and applications of undivided profits (resolved to be capitalized thereby), and all allotments and issues of fully paid shares or Securities, if any; and

(ii) generally do all acts and things required to give effect thereto.

(c) The Board shall have full power:

i. to make such provisions, by the issue of fractional certificates or by payments in cash or otherwise as it thinks fit, in the case of shares or debentures becoming distributable in fraction; and

ii. to authorize any person, on behalf of all the Shareholders entitled thereto, to enter into an agreement with the Company providing for the allotment to such Shareholders, credited as fully paid up, of any further shares or debentures to which they may be entitled upon such capitalization or (as the case may require) for the payment of by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalised of the amounts or any parts of the amounts remaining unpaid on the shares.

(d) Any agreement made under such authority shall be effective and binding on all such shareholders.

100. DISTRIBUTION OF ASSETS IN SPECIE OR KIND UPON WINDING UP

(a) If the company shall be wound up, the Liquidator may, with the sanction of a special Resolution of the company and any other sanction required by the Act divide amongst the

shareholders, in specie or kind the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.

(b) For the purpose aforesaid, the Liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the shareholders or different classes of shareholders.

101. DIRECTOR'S AND OTHER'S RIGHTS TO INDEMNITY

Subject to the provisions of Section 197 of the Act, every Director, Manager and other officer or employee of the company shall be indemnified by the company against any liability incurred by him and it shall be the duty of the Directors to pay out the funds of the company all costs, losses and expenses which any director, Manager, officer or employee may incur or become liable to by reason of any contact entered into by him on behalf of the company or in any way in the discharge of his duties and in particular, and so as not to limit the generality of the foregoing provisions against all liabilities incurred by him as such Director, Manager, Officer or employee in defending any proceedings Whether civil or criminal in which judgement is given in his favour or he is acquitted or in connection with any application under section 463 of the Act in which relief is granted by the court and the amount for which such indemnity is provided shall immediately attach as a lien on the property of the company and have priority as between the shareholders over all the claims.

102. DIRECTOR'S ETC. NOT LIABLE FOR CERTAIN ACTS

Subject to the provision of section 197 of the Act, no Director, Manager, Officer or Employee of the company shall be liable for the acts, defaults, receipts and neglects of any other Director, Manager, Officer or employee or for joining in any receipts or other acts for the sake of conformity or for any loss or expenses happening to the company through the insufficiency or deficiency of any security in or upon which any of the monies of the company shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any monies, securities or effects shall be deposited or for any loss occasioned by an error of judgement or oversight on his part, or for any other loss,damage or misfortune whatsoever which shall happen in the execution thereof unless the same shall happen through negligence, default, misfeasance, breach of duty or breach of trust. Without prejudice to the generality foregoing it is hereby expressly declared that any filing fee payable or any document required to be filed with the registrar of the companies in respect of any act done or required to be done by any Director or other officer by reason of his holding the said office shall be paid and borne by the company.

103. INSPECTION BY SHAREHOLDERS

The register of charges, register of investments, register of shareholders, books of accounts and the minutes of the meeting of the board and shareholders shall be kept at the office of the company and shall be open, during business hours, for such periods not being less in the aggregate than two hours in each day as the board determines for inspection of any shareholder without charge. In the event such shareholder conducting inspection of the abovementioned documents requires extracts of the same, the company may charge a fee which shall not exceed Rupees ten per page or such other limit as may be prescribed under the Act or other applicable provisions of law.

104. AMENDMENT TO MEMORANDUM AND ARTICLES OF ASSOCIATION

(a) The shareholders shall vote for all the equity shares owned or held on record by such shareholders at any annual or extraordinary General meeting of the company in accordance with these Articles.

(b) The shareholders shall not pass any resolution or take any decision which is contrary to any of the terms of these Articles.

(c) The Articles of the company shall not be amended unless (i) Shareholders holding not less than 75% of the Equity shares (and who are entitled to attend and vote) cast votes in favour of each such amendment/s to the Articles.

105. SECRECY

No shareholder shall be entitled to inspect the company's work without permission of the managing Director/Directors or to require discovery of any information respectively any details of company's trading or any matter which is or may be in the nature of a trade secret, history of trade or secret process which may be related to the conduct of the business of the company and which in the opinion of the managing Director/Directors will be inexpedient in the interest of the shareholders of the company to communicate to the public.

106. DUTIES OF THE OFFICER TO OBSERVE SECRECY

Every Director, managing Directors, manager, Secretary, Auditor, Trustee, members of the committee, officer, servant, agent, accountant or other persons employed in the business of the company shall, if so required by the Director before entering upon his duties, or any time during his term of office, sign a declaration pledging himself to observe secrecy relating to all transactions of the company and the state of accounts and in matters relating thereto and shall by such declaration pledge himself not to reveal any of such matters which may come to his knowledge in the discharge of his official duties except which are required so to do by the Directors or the Auditors, or by resolution of the company in the general meeting or by a court of law and except so far as may be necessary in order to comply with any of the provision of these Articles or Law. Nothing herein contained shall affect the powers of the Central Government or any officer appointed by the government to require or to hold an investigation into the company's affair.

107. PROVISIONS OF THE COMPANIES ACT, 1956 SHALL CEASE TO HAVE EFFECT

Notwithstanding anything contained in these Articles, the provisions of the Companies Act, 1956, as are mentioned under these articles shall cease to have any effect once the said provisions are repealed upon notification of the corresponding provisions under the Act.

Part II

108. OVERRIDING EFFECT AND INTERPRETATION

Subject to the requirements of Applicable Law, in the event of any conflict between the provisions of Part I and this Part II, the provisions of this Part II shall apply. However, Part II with the exception of Clause 119 shall automatically terminate and cease to have any force and effect from the date of listing of shares of the Company on a stock exchange in India subsequent to an initial public offering of the Equity Shares of the Company without any further action by the Company or by the shareholders.

Unless the context otherwise requires, words or expressions contained in this Part II shall have the meanings as provided below. Provided that any terms and expressions used but not defined specifically in this Part II shall have the same meaning as ascribed to them in Part I, the Transaction Documents or in the Act or any statutory modification thereof. Other terms may be defined elsewhere in the text of these Articles and, unless otherwise indicated, shall have such meaning throughout these Articles.

(a) "Actual Cash Flows" means the amount of the actual Cash Flows for a particular FY.

(b) "Affiliate" of a Party shall mean (i) in the case of any Party other than a natural person, any other Person that, either directly or indirectly through one or more intermediate Persons, Controls, is Controlled by or is under common Control with such Party; (ii) in the case of any Party that is a natural person, any other Person who is a Relative of such Party; and (iii) in relation to the Investor, it is clarified that the term "Affiliate" shall include Fairfax Financial Holdings Limited, FCML and any Persons who Control, are Controlled by or are under common Control with Fairfax Financial Holdings Limited and/or FCML;

(c) "Applicable Law" means all applicable:

i. statutes, enactments, acts of legislature or parliament, laws, ordinances, rules, bye-laws, regulations, listing agreements, notifications, guidelines or policies of any applicable country and/or jurisdiction (having the force of law);

ii. administrative interpretation, writ, injunction, directions, directives, judgment, arbitral award, decree, orders or governmental approvals of, or agreements with, any governmental authority or recognized stock exchange; and;

iii. international treaties, conventions and protocols,

as may be in force from time to time;

(d) "Avon" means Avon Facility Management Services Private Limited;

(e) "Board" means the board of directors of the Company from time to time;

(f) "Business" means business of human resource consulting, human resource recruitment and executive search services, contingency and temporary staffing, human resource process outsourcing, payroll management services, facilities management, maintenance and operation of web based job boards, career management services and establishing and operating training and development centres/institutes;

(g) "Business Day" means a day on which scheduled banks are open for normal banking transactions, other than a Saturday or Sunday, in Mauritius, Bangalore, India and Mumbai, India;

(h) "Cash Flows" means consolidated cash flows of the Company, Magna, Avon and Coachieve, from 'operating activities', 'investing activities' and 'financing activities' as determined as per Accounting Standard 3, excluding proceeds of any fresh issue of any securities or availing of any debt; provided further that such cash flows shall exclude any cash flows of / from any other Affiliate of the Company and/ or the Subsidiaries, including new acquisitions and Affiliates which may be consolidated for the purposes of the Company's accounts. In the event that the said new acquisitions are made entirely from internal accruals (which accruals

shall be excluded from Cash Flows for the purposes hereof), the Cash Flows from such new acquisitions shall be counted towards the Cash Flows for the purposes of Article 32 below.

(i) "Cash Flows Certificate" means the certificate issued by the statutory auditor of the Company indicating the Cash Flows;

(j) "Cash Flows Targets" means the annual Cash Flows targets to be achieved by the Company (after deduction of changes relating to working capital, capex and acquisitions), which are as below:

i. For FY 2014: INR 0 (Rupees zero) i.e., not being a decrease in the closing balance of cash and cash equivalents, as compared to the closing balance of cash and cash equivalent of FY 2013, as per Accounting Standard 3;

ii. For FY 2015: INR 10,10,00,000 (Rupees ten crores and ten lakhs only);

iii. For FY 2016: INR 31,30,00,000 (Rupees thirty one crores and thirty lakhs only);

iv. For FY 2017: INR 53,50,00,000 (Rupees fifty three crores and fifty lakhs only);

v. For FY 2018: INR 76,50,00,000 (Rupees seventy six crores and fifty lakhs only).

(k) "Charter Documents" means collectively, the memorandum of association and the articles of association of the Company, as amended from time to time

(l) "Coachieve" means Coachieve Solutions India Private Limited;

(m) "Competing Business" means a business which directly or indirectly competes with the Business in any territory in which either the Company or any Subsidiary has a business presence or any such territory where the Board or any board of directors of the Subsidiary has resolved to have a business presence;

(n) "Consent" means any notice, consent, approval, authorization, waiver, permit, grant, concession, agreement, license, certificate, exemption, order or registration, of, with or to any Person;

(o) "Control" including, with its correlative meanings, the terms "Controlled by" and "under common Control", means possession, directly or indirectly, of the power to direct or cause the direction of the management or policies of any entity, through (i) the ownership of more than 50% of the voting securities of such entity, (ii) the right to appoint at least 50% of the members of the board of directors of such entity, or (iii) by contract;

(p) "Cumulative Target Threshold" means the cumulative Cash Flows Target threshold (based on the above Cash Flows Target) to be achieved by the Company, for each FY, as below:

i. At FY 2014: INR 0 (Rupees zero only) i.e., not being a decrease in the closing balance of cash and cash equivalents, as compared to the closing balance of cash and cash equivalent of FY 2013 as per Accounting Standard 3;

ii. At FY 2015 (i.e. the Target Threshold for FY 2014 and Target Threshold for FY 2015): INR 8,08,00,000 (Rupees eight crores and eight lakhs only);

iii. At FY 2016 (i.e. the Target Threshold for FY 2014, Target Threshold for FY 2015 and Target Threshold for FY 2016): INR 33,12,00,000 (Rupees thirty three crores and twelve lakhs only);

iv. At FY 2017 (i.e. the Target Threshold for FY 2014, Target Threshold for FY 2015, Target Threshold for FY 2016 and Target Threshold for FY 2017): INR 75,92,00,000 (Rupees seventy five crores and ninety two lakhs only); and

v. At FY 2018 (i.e. the Target Threshold for FY 2014, Target Threshold for FY 2015, Target Threshold for FY 2016, Target Threshold for FY 2017 and Target Threshold

for FY 2018): INR 1,37,12,00,000 (Rupees one hundred thirty seven crores and twelve lakhs only).

(q) "Current Management Shares" mean the Equity Securities of the Company held by the Promoters, Key Employees and by such Shareholders who hold Equity Shares of the Company pursuant to the existing employee stock option plan, as on the Effective Date;

(r) "Deadlock Committee" means the committee comprising of 3 (three) Independent Directors on the Board who are appointed in accordance with Article 26(b)(iii) below;

(s) "Deed of Adherence" shall be the deed of adherence as set forth in the Schedule;

(t) "EBITDA" means means earnings of the Company and its Subsidiaries (calculated on a consolidated basis) before interest, income tax, depreciation and amortization, calculated for a FY in accordance with Indian Generally Accepted Accounting Principles, based on the most recent quarterly or yearly financial statements, as the case may be, approved by the Board, and excluding extraordinary items; provided that the following expenses shall not be considered for the determination of EBITDA:

i. Payments to be made to the shareholders and key employees of Avon as on the Effective Date over a period of 3 (three) years commencing from the Effective Date, which is included as part of the purchase consideration for the purchase of shares of Avon under the SPA. However, the total consideration including these bonus payments will not exceed INR 10,00,00,000 (Rupees ten crores only).

ii. Payment made to the shareholders and key employees of Magna as on the Effective Date over 3 years commencing from the Effective Date, which is included as part of the purchase consideration for the purchase of shares of the Magna under the SPA. However, the total consideration including these bonus payments will not exceed INR 55,00,00,000 (Rupees fifty five crores).

iii. Any expenditure in connection with current and future acquisition of Equity Shares by the Investor.

iv. Subject to receipt of prior written approval from the Investor and/ or its Affiliates, any expenditure in connection with restructuring of capital structure of the Company or any of the Subsidiaries.

v. Subject to receipt of prior written approval from the Investor and/ or its Affiliates, any expenditure as a result of any mandate by the Investor and/ or its Affiliates for the Company to comply any group norms/practice, other than to comply under any specific Applicable Laws.

vi. Subject to receipt of prior written approval from the Investor and/ or its Affiliates, any expenditure for any brand building exercise/sponsorship mandated by the Investor and / or its Affiliates as a part of group activities of the group of the Investor.

vii. Any payment to Independent Directors, other than Marcel Parker.

viii. Subject to receipt of prior written approval from the Investor and/ or its Affiliates, any expenditure for exploring the possibility of an initial public offer or any expenditure in connection with an initial public offer of the Company.

ix. Subject to receipt of prior written approval from the Investor and/ or its Affiliates, cost of exploring future acquisitions by the Company.

x. CSR activities not exceeding INR 20,00,000 (Rupees twenty lakhs) a year, on actual expenses;

(u) "Effective Date" means February 5, 2013;

(v) "Eligible Employees" shall mean existing and future employees of the Company who have been granted any New Employee Stock Options by the Board.

(w) "Encumbrances" means (i) any mortgage, charge (whether fixed or floating), pledge, lien, hypothecation, assignment, deed of trust, title retention, Security Interest or other encumbrance of any kind securing, or conferring any priority of payment in respect of, any obligation of any Person, including any right granted by a transaction which, in legal terms, is not the granting of security but which has an economic or financial effect similar to the granting of security under Applicable Laws, (ii) any proxy, power of attorney, voting trust agreement, interest, option, right of first offer, refusal or transfer restriction in favor of any Person, and (iii) any adverse claim as to title, possession or use;

(x) "Equity Put Option" shall have the meaning ascribed to the term in Article 32;

(y) "Equity Put Price" means an amount which is equivalent to the prevailing price of each Equity Share, which prevailing price shall be based on the following formula:

13.4 x (PAT for the FY relating to which the Equity Put Option is being exercised / Total Number of Equity Shares in issue (calculated on a Fully Diluted Basis) as at March 31 of the FY relating to which the Equity Put Option is being exercised);

(z) "Equity Securities" means, the Company's equity capital (including Equity Shares) or any options, warrants, convertible preference shares, loans or other securities that are directly or indirectly convertible into, or exercisable or exchangeable for, such equity capital;

(aa) "Equity Shares" means the equity shares of the Company;

(bb) "Exercise" of New Employee Stock Options means the purchase by an Eligible Employee, after an Exercise Event, of the Equity Shares that form the underlying subject matter of the Vested Options;

(cc) **"**Exercise Event" means the event, following the occurrence of which, the Vested Options can be Exercised by the Eligible Employee, as more particularly described in Article 32(e)(i) below;

(dd) "Exercise Period" means such time period after the date of the Exercise Event as described in Article 32(e) below.

(ee) "Exercise Price" shall be INR 121 (Rupees one hundred and twenty one), being the price payable by an Eligible Employee to purchase one Equity Share, underlying one New Employee Stock Option, on Exercise of the New Employee Stock Options granted as stated under Article 32(e) below.

(ff) "FCML" means Fairbridge Capital (Mauritius) Limited;

(gg) "Fully Diluted Basis" means that the calculation made assuming that all outstanding Vested Options, warrants and other Equity Securities convertible into or exercisable or exchangeable for equity shares (whether or not by their term then currently convertible, exercisable or exchangeable), have been so converted, exercised or exchanged;

(hh) "FY" means the financial year of the Company, which begins on April 1st of a calendar year and ends on 31st March of the next calendar year or such other period as may be decided by the Board.;

(ii) "FY Accounts" shall mean, collectively, (i) the consolidated and standalone balance sheet and profit and loss accounts and related financial statements of the Company and its Subsidiaries audited by its auditors for the period ending as of the last date of a particular FY; (ii) notes to accounts to the financial statements of the Company and the Subsidiaries; (iii) the management accounts for such FY; and (iv) cash flow statements of the Company and the Subsidiaries;

(jj) "FY Options" shall, with respect to a particular FY, mean the New Employee Stock Options permitted to be Vested in such FY;

(kk) "FY 2014" means the financial year of the Company which begins on April 1, 2013 and ends on March 31, 2014;

(ll) "FY 2014 Options" shall mean up to 10% of the total number of New Employee Stock Options determined in accordance with Article 32(b) below;

(mm) "FY 2015" means the financial year of the Company which begins on April 1, 2014 and ends on March 31, 2015;

(nn) "FY 2015 Options" shall mean up to 15% of the total number of New Employee Stock Options determined in accordance with Article 32(b) below;

(oo) "FY 2016" means the financial year of the Company which begins on April 1, 2015 and ends on March 31, 2016;

(pp) "FY 2016 Options" shall mean up to 25% of the total number of New Employee Stock Options determined in accordance with Article 32(b) below;

(qq) "FY 2017" means the financial year of the Company which begins on April 1, 2016 and ends on March 31, 2017;

(rr) "FY 2017 Options" shall mean up to 25% of the total number of New Employee Stock Options determined in accordance with Article 32(b) below;

(ss) "FY 2018" means the financial year of the Company which begins on April 1, 2017 and ends on March 31, 2018;

(tt) "FY 2018 Options" shall mean up to 25% of the total number of New Employee Stock Options determined in accordance with Article 32(b) below;

(uu) "Governmental Authority" means any governmental or statutory authority, government department, agency, commission, board, tribunal or court or other entity authorized to make laws, rules or regulations or pass directions having or purporting to have jurisdiction or any state or other subdivision thereof or any municipality, district or other subdivision thereof having jurisdiction pursuant to the Applicable Laws, including but not limited to the Foreign Investment Promotion Board, Reserve Bank of India and Securities and Exchange Board of India;

(vv) "Grant" means the issuance of New Employee Stock Options to the Eligible Employees as set out in these Articles;

(ww) "Grant Date" means the date on which the New Employee Stock Option is Granted to the Eligible Employees in accordance with terms and conditions set out herein which shall be determined as follows: (i) in case of existing Eligible Employees, i.e., those in the employment of the Company on the Purchase Completion Date, New Employee Stock Options shall be Granted immediately; or (ii) in case of Eligible Employees that become employees of the Company after the Purchase Completion Date, the New Employee Stock Options shall be Granted from the date on which they join the Company in the capacity of an employee. It is further clarified that until the final number of New Employee Stock Options is determined pursuant to Article 25(b) below, the number of New Employee Stock Options which shall be Granted shall be based on the assumption that Scenario 1 applies;

(xx) "Independent Director" means directors who apart from receiving director's remuneration, do not have any other material pecuniary relationship or transactions with the Company, the Promoters, the Key Employees, Other Shareholders, Subsidiaries, its management or its subsidiaries, which in the judgment of the Board may affect independence of judgment of the directors;

(yy) "INR" or "Rupees" means the lawful currency of India;

(zz) "Investor" means Thomas Cook (India) Limited and includes Affiliates who acquire Equity Shares / Equity Securities in the Company in accordance with the provisions of the Transaction Documents;

(aaa) "Key Employee" means the following Persons, till such time they are employees of the Company/Subsidiary (as applicable) and in the event that they cease to be employees, any other Persons who hold the designations listed below:

Sr. No.	Employee	Designation
1	Ajit Isaac	MD & CEO
2	Subrata Nag	CFO
3	Hithendra K R	Managing Partner - Search
4	Guruprasad S	Director - Staffing
5	Vijay Sivaram	Director - ITES Recruitment
6	Sachin Vohra	Director - IT Recruitment
7	Sanjay Kothari	Vice President - Finance
8	Mangesh Gawande	Vice President - Skill Development
9	Lohit Bhatia	General Manager - Staffing
10	Vivek Kant	General Manager - Staffing
11	Arvind Gopal Mudambi	Business Head - FHS
12	Vivek Arora	COO - FMS
13	Priti Sawant	COO - Magna
14	Sanju Ballurkar	Director - Operations - Magna
15	Amritha Nathani	Partner - Search
16	Ram Balan	CEO - AVON FMS

(bbb) "Magna" means Magna Infotech Private Limited;

(ccc) "Material Contracts" mean any contract or agreement of any nature whatsoever, which (i) entered into by the Company and / or its Subsidiaries with customers, earns revenues of INR 50,00,000 (Rupees fifty lakhs) or above per month, or (ii) entered into by the Company and / or the Subsidiaries with service providers, involves incurring expenditure of INR 25,00,000 (Rupees twenty five lakhs) or above per month, or (iii) any other contract or agreement entered into by the Company and / or the Subsidiaries, i.e. other than with customers or service providers, which is material to the Business or the business of the Subsidiaries;

(ddd) "MCPS" means 0.005% Mandatorily Convertible Preference Shares;

(eee) "New Employee Stock Option(s)" means the new employee stock option(s) granted to an Eligible Employee, which gives such Eligible Employee the right, but not an obligation, to purchase or subscribe to Equity Shares on such terms and conditions and set out in Article 25 below;

(fff) "Ordinary Course of Business" means the ordinary course of business consistent with past custom and practice, but only to the extent consistent with Applicable Laws; provided that a series of two or more related transactions which taken together is not in the Ordinary Course of Business shall not be deemed to be in the Ordinary Course of Business;

(ggg) "Other Shareholders" means the following Persons:

Sr. No.	Names (as recorded on the rolls of the Company)
1.	Ravindra Bahl
2.	Amrita Nathani
3.	Vivek Arora
4.	Sachin Vohra
5.	Marcel Parker
6.	J Venkatesan
7.	Sanjay Kothari
8.	Jaison Jose
9.	Pratibha J
10.	Vikash Sethia

Sr. No.	Names (as recorded on the rolls of the Company)
11.	Mangesh Gawande
12.	Tej Hansraj Singh
13.	Pradeep Singh K
14.	Vivek Mittal
15.	Lohit Bhatia
16.	Radha Mulani
17.	Prasanna.S
18.	Sudharshan Poojari
19.	Prithiv Kumar
20.	V. Nagini Rao
21.	Violet Dalgado
22.	Jesudas
23.	Vivek Kant
24.	Jayprakash Shaw
25.	Saurabh Makhwana
26.	Rajeev Kumar Shahi
27.	Twinkle Varghese
28.	Divya Nagarajan
29.	KC Mahesh
30.	Neha Agarwal
31.	Ratish Nair
32.	Ashwin Chandran
33.	Jacob Mathew
34.	Maria Priya Dawson
35.	Rakesh Joshi
36.	Manikanta
37.	Sandesh Shetty
38.	Naveen Kumar
39.	Arvind Gopal Mudambi
40.	Minal Palkar
41.	Vinita Saxena
42.	Rajni Panjwani
43.	Sharada Rao
44.	Rupamita Gupta
45.	Gurdeep Singh Gujral
46.	Raghuram – ITES
47.	Anuradha Shroff
48.	Pallavi G Vasava
49.	Shobha B R
50.	Rupesh Kumar
51.	Mamta Yadav
52.	Shivika Saurabh
53.	Nikesh Kumar Singh
54.	Prashanth Vengulekar
55.	Rajesh Pandey
56.	Nisha Kakran
57.	Siddharth Sangwan
58.	Ramkiran T V N
59.	Bindu Madhavi
60.	Flavia Shalini Lobo
61.	Umatiya Tanvirali N
62.	Bharat Bhushan Singh
63.	Anmol Saini
64.	Mohandoss
65.	Shama Praveen
66.	Srinivasa Rao K
67.	Rishi Mehra
68.	Visakh RG
69.	Jaideep Singh C
70.	Michael Coutinho
71.	Jinal Shah
72.	Deepak Bhatt
73.	Joy Ghosh

Sr. No.	Names (as recorded on the rolls of the Company)
74.	Anagha Patil
75.	Namrata
76.	Vishal Agwaral
77.	Rohan Deepak Salunke
78.	Bindiya Sharma
79.	Satish Nair
80.	Nisha Badlani
81.	Jyoti Venkatesh
82.	Raghu - IT
83.	Sadgun K R
84.	Rekha Bhat
85.	Sanjay Katoch
86.	Uma Maheshwaran
87.	Maheshwar Dangawal
88.	Ramgopal Nanda
89.	Rajeswari. G
90.	Pallavi Mohite
91.	Monika Chandiram
92.	Anand M
93.	Jagdheesan
94.	Raghu. S

(hhh) "Party" or "Parties" means the Investor, the Key Employees, the Company, the Other Shareholders and the Promoters;

(iii) "PAT" in relation to any FY, means the profit after tax of the Company for such FY, calculated in accordance with Indian Generally Accepted Accounting Principles as prevailing at such time, provided that such profit after tax shall not include any one-time profits or extraordinary or unusual profits, or profits which have not been incurred by the Company in the Ordinary Course of Business. It is however clarified that the following expenses shall not be considered as costs for the determination of PAT:

i. Payments to be made to the shareholders and key employees of Avon as on the Effective Date over a period of 3 (three) years commencing from the Effective Date, which is included as part of the purchase consideration for the purchase of shares of Avon under the SPA. However, the total consideration including these bonus payments will not exceed INR 10,00,00,000 (Rupees ten crores only).

ii. Payment made to the shareholders and key employees of Magna as on the Effective Date over 3 years commencing from the Effective Date, which is included as part of the purchase consideration for the purchase of shares of the Magna under the SPA. However, the total consideration including these bonus payments will not exceed INR 55,00,00,000 (Rupees fifty five crores only).

iii. Any expenditure in connection with current and future acquisition of Equity Shares by the Investor.

iv. Subject to receipt of prior written approval from the Investor and/ or its Affiliates, any expenditure in connection with restructuring of capital structure of the Company or any of the Subsidiaries.

v. Subject to receipt of prior written approval from the Investor and/ or its Affiliates, any expenditure as a result of any mandate by the Investor and/ or its Affiliates for the Company to comply with any group norms/practice, other than to comply under any specific Applicable Laws.

vi. Subject to receipt of prior written approval from the Investor and/ or its Affiliates, any expenditure for any brand building exercise/sponsorship mandated by the Investor and / or its Affiliates as a part of group activities of the group of the Investor.

vii. Any payment to Independent Directors, other than Marcel Parker.

viii. Subject to receipt of prior written approval from the Investor and/ or its Affiliates, any expenditure for exploring the possibility of an initial public offer or any expenditure in connection with an initial public offer of the Company.

ix. Subject to receipt of prior written approval from the Investor and/ or its Affiliates, cost of exploring future acquisitions by the Company.

x. CSR activities not exceeding INR 20,00,000 (Rupees twenty lakhs only) a year, on actual expenses.

(jjj) "PEHL" means Park Equity Holdings Limited, a company incorporated under the laws of Mauritius;

(kkk) "Permitted Vesting" shall mean the amount of Vesting which is permitted, in accordance with Article 32 below;

(lll) "Pro Rata Share" means, with respect to any Shareholder, the proportion that the number of Equity Securities held by such Shareholder bears to the aggregate number of Equity Securities held by all shareholders, in each case on a Fully Diluted Basis;

(mmm) "Purchase Completion Date" means [May 13, 2013];

(nnn) "Purchase Shares" shall mean 54,03,005 MCPS and 75,25,912 Equity Shares of the Company which are sold to the Investor pursuant to the SPA;

(ooo) "Person" means any natural person, firm, company, Governmental Authority, joint venture, association, partnership, limited liability partnership, society or other entity (whether or not having separate legal personality);

(ppp) "Promoters" means the following Persons:

Sr. No.	Name of Promoter
1.	Hitendra KR
2.	Guruprasad S
3.	Vijay Sivaram
4.	Subrata Nag
5.	Ajit Isaac
6.	Net Resources Investment Private Limited

(qqq) "Recommendations" means the determination of the majority of the Independent Directors on the Deadlock Committee in relation to any Unresolved Matter referred to it in accordance with Article 19(o)(iii) below;

(rrr) "Related Party" means, in relation to the Company: (i) any Promoter, (ii) any shareholder of the Company holding 2% (two percent) or more of the paid up equity share capital of the Company, (iii) any Director of the Company, (iv) any Key Employee of the Company, (v) any Relative of (a) a Shareholder of the Company holding 2% (two percent) or more of the paid up equity share capital of the Company, (b) a Promoter, (c) a Director or (d) a Key Employee, (vi) any Person in which any aforesaid Shareholder, Promoter, Director or officer of the Company has any interest, (vi) any other Affiliate of the Company or of a Shareholder or Promoter or Key Employee of the Company;

(sss) "Relative" of a natural Person means anyone who is related to such Person in any of the ways set forth in Section 6 of the Act;

(ttt) "Restricted Period", with respect to Key Employees, means a period that commences on the Effective Date, and ends on the date that is 12 (twelve) months after the cessation of his employment with the Company or any Subsidiary;

(uuu) "Security Interest" includes an interest in an asset which provides security for, or protects against default by, a person for the payment or satisfaction of a debt, obligation or liability including but not limited to an Encumbrance;

(vvv) "Share Capital" means the issued and paid up share capital of the Company;

(www) "Shareholder" means the holder of at least one (1) Equity Security in the Company;

(xxx) "SHA" means the Shareholders Agreement dated February 5, 2013 entered into *inter alia* between the Company, the Promoters and the Investor;

(yyy) "SPA" means the Share Purchase Agreement dated February 5, 2013 entered into by the Parties, FCML and PEHL;

(zzz) "SSA" means the Subscription Agreement dated February 5, 2013 entered into by the Investor, the Company, the Promoters and FCML;

(aaaa) "Subscription Completion Date" means [May 13, 2013];

(bbbb) "Subscription Shares" shall mean 77,17,912 preference shares of the Company which are issued to the Investor pursuant to the SSA, having the terms as set out in the SSA;

(cccc) "Subsidiary" means a subsidiary of the Company under Section 4 of the Companies Act, 1956 and includes Avon, Magna and Co-Achieve;

(dddd) "Subsidiary Charter Documents" or "Subsidiaries Charter Documents" the means collectively, the memorandum of association and the articles of association of each of the Subsidiaries, as amended from time to time;

(eeee) "Share(s)" means any share(s) of the Company;

(ffff) "Target Threshold" means, for a particular FY, an amount which is equal 80% of the Cash Flows Target for such FY; save and except for FY 2014, for which the Target Threshold shall be the same as the Cash Flows Target for FY 2014;

(gggg) "Total Cumulative Cash Flows Targets" means the annual Cash Flows targets to be achieved by the Company (after deduction of changes relating to working capital, capex and acquisition), which are as below:

i. For FY 2014: INR 0 (Rupees zero) i.e., not being a decrease in the closing balance of cash and cash equivalents, as compared to the closing balance of cash and cash equivalent of FY 2013 as per Accounting Standard 3;

ii. For FY 2015: INR 10,10,00,000 (Rupees ten crores and ten lakhs only);

iii. For FY 2016: INR 41,40,00,000 (Rupees forty one crores and forty lakhs only);

iv. For FY 2017: INR 94,90,00,000 (Rupees ninety four crores and ninety lakhs only);

v. For FY 2018: INR 1,71,40,00,000 (Rupees one hundred and seventy one crores and forty lakhs only).

(hhhh) "Transaction Documents" shall mean the SSA, the SPA, the SHA and such other documents as may be required for the consummation of the transactions contemplated by the Parties;

(iiii) "Transfer" shall mean and include any direct or indirect sale, assignment, lease, transfer, pledge, gift, Encumbrance or other disposition of or the subjecting to an Encumbrance of, any property, asset, right or privilege or any interest therein or thereto.

(jjjj) "Vesting" means the process by which the Eligible Employee shall become eligible to Exercise and apply for Equity Shares pursuant to the New Employee Stock Options Granted to such Eligible Employee in accordance with the New Employee Stock Option.

(kkkk) "Unvested Option" means any FY Options in respect of which the relevant Vesting conditions have not been satisfied in a particular FY, and the Eligible Employee has not become eligible to exercise the New Employee Stock Options for such FY.

(llll) "Vested Option" means a New Employee Stock Option in respect of which the Eligible Employee has become eligible to exercise the New Employee Stock Option.

109. CORPORATE AND BOARD RELATED MATTERS

(a) Authority of the Board. Subject to the provisions set out in this Part II of the Articles, the Board shall be responsible for the management, supervision, direction and control of the Company. Subject to the provisions of Part II of the Articles, the Board shall be entitled to delegate powers to such persons and such committees that the Board may create to assist it in its Business strategy and objectives.

(b) Size of the Board. The number of directors constituting the entire Board shall be 8 (eight), who shall be nominated, and appointed from time to time, as below:

(i) The Investor and/ or its Affiliates shall have the right to nominate 2 (two) Directors, including such Directors as appointed by the Investor and/ or its Affiliates as per the SSA ("**Investor Nominee Directors**"). Mr. Harsha Raghavan, one of the Directors nominated onto the Board by the Investor, shall not be required to retire by rotation;

(ii) The Promoters have the right to nominate 2 (two) Directors ("**Promoter Nominee Directors**"), one of which Promoter Nominee Director shall always be Mr. Ajit Isaac and the second Promoter Nominee Director shall be an individual nominated by Mr. Ajit Isaac. Mr. Ajit Isaac shall not be required to retire by rotation;

(iii) The remaining 4 (four) Directors shall be Independent Directors on the Board and **s**hall be appointed by mutual consent of the Investor and/ or its Affiliates and the Promoters. To the extent that the Company is required, by Applicable Laws, to appoint to the Board an independent director who is appointed to the board of the Investor, such independent director shall be amongst the three Independent Directors. The independent directors shall be liable to retire by rotation.

(c) Election of Directors. The Promoters, the Investor and / or its Affiliates and their respective nominee Directors shall each exercise their votes in relation to all Equity Securities held by them at any Shareholders Meeting (as defined below) called for the purpose of filling the positions on the Board or in any decision of the Board for such purpose to elect, and shall take all other actions necessary to ensure the election to the Board of such number of Directors as specified in Article 26(b) above.

(d) Chairman and Managing Director: The chairman and the managing director of the Company and the Subsidiaries shall be Mr. Ajit Isaac, or such other person as nominated by him who is approved in writing by the Investor and / or its Affiliates ("**Chairman**"). The Chairman shall not have any casting vote in relation to any matter.

(e) Board Committees. Except in case of the Deadlock Committee, in the event any committee(s) is formed by the Board, or is required to be formed pursuant to Applicable Laws, the Investor (or its Affiliates, as applicable) and the Promoters shall have the right to, and the Company shall, appoint at least 1 (one) Investor Nominee Director and 1 (one) Promoter Nominee Director to each such committee(s). The proceedings and decisions of any committee(s) formed by the Board shall be subject to Article 26(o). The provisions of Article 26(k) below relating to quorum in so far as they apply to meetings of the Board shall apply *mutatis mutandis* to meetings of such committee(s) of the Board.

(f) Removal and Replacement of Directors. No Person other than the Party appointing a Director shall be permitted to remove or replace at any time and for any reason whatsoever the Director(s) nominated by such Party. The Investor or the Promoters may require the removal of any Director nominated by them, and nominate another individual as its nominee Director in his/her place, and the other Parties shall exercise their rights to ensure the removal and appointment of the nominee Directors as aforesaid. In the event of resignation, retirement or

vacation of office of any Director nominated by the Investor or the Promoters due to any other reason (including if such Director is disqualified by Applicable Laws to continue to hold such position), the Investor and / or the Promoters, as the case may be, shall be entitled to appoint another person as a nominee Director in such place and the other Parties shall exercise their rights to ensure the appointment of the individual nominated for appointment as Director as aforesaid.

(g) Alternate Director. Subject to the provisions of the Act, each Director shall be entitled to nominate an Alternate Director. Each Director shall also have a right to withdraw the nominated Alternate Director and nominate another in his/her place. Upon such nomination, the Board shall appoint such nominee as an Alternate Director of such Director. The Parties shall take all such actions, including exercising their votes in relation to the Equity Securities controlled by them, as may be required to cause any Alternate Director nominated pursuant to this Article 26(g) to be duly appointed by the Board.

(h) Directors' Access. Each Director shall be entitled to examine the books, accounts, and records of the Company and the Subsidiaries and shall have free access, at all reasonable times, to any and all properties and facilities of the Company and the Subsidiaries. The Company shall provide and the Promoters shall cause the Company and the Subsidiaries to provide such information relating to the business affairs and financial position of the Company and the Subsidiaries as any Director may reasonably require.

(i) Frequency and Location of Board Meetings. Meetings of the Board shall take place at least once in every three-month period. Meetings shall be held at such location approved in writing by a majority of the Directors, provided that such majority shall include at least 1 (one) Investor Nominee Director and 1 (one) Promoter Nominee Director.

(j) Notice. A meeting of the Board may be called by the Chairman of the Board or any Director giving notice in writing to the company secretary of the Company specifying the date, time and agenda for such meeting, in accordance with Article 19(i) above. The company secretary shall upon receipt of such notice give a copy of such notice to all Directors of such meeting, accompanied by a written agenda specifying in reasonable detail the business of such meeting. The Company shall ensure that notice of a meeting of the Board shall be accompanied by necessary background and other information and/or supporting documents pertaining to the business proposed to be transacted thereat. Not less than 7 (seven) Business Days notice of a meeting of the Board shall be given to all Directors; provided, however, that such notice period: (i) shall not apply in the case of an adjourned meeting pursuant to Article 26(k); and (ii) may be reduced with the written consent of a majority of the Directors, provided, however, that such majority shall include a Investor Nominee Director and a Promoter Nominee Director.

(k) Quorum. Subject to the provisions of the Act, all meetings of the Board shall require a quorum of at least 2 (two) Directors; provided, however, that the quorum must include at least 1 (one) Investor Nominee Director and 1 (one) Promoter Nominee Director in respect of any meeting of the Board. If such a quorum is not present within one hour from the time appointed for the meeting, the meeting shall adjourn to the same place and time 7 (seven) Business Days later, at which meeting the quorum shall be 2 (two) Directors, including at least 1 (one) Investor Nominee Director and 1 (one) Promoter Nominee Director. If the aforementioned quorum is not present within one hour from the time appointed for such adjourned meeting, the meeting shall be further adjourned to the same place and time 5 (five) Business Days later ("**Second Adjourned Board Meeting**"), at which meeting the quorum shall be 2 (two) Directors, including at least 1 (one) Investor Nominee Director. Subject to the aforesaid conditions with respect to a Board meeting and adjourned Board meetings (including the Second Adjourned Board Meeting), the adoption of (a) any resolution of the Board at any meeting where at least 1 (one) Investor Nominee Director or 1 (one) Promoter Nominee Director is not present and the requirement for presence of the Investor Nominee Director and/or Promoter Nominee Director has not been waived in writing by an Investor Nominee Director and/or Promoter Nominee Director (as the case may be), and (b) any resolution in relation to the Affirmative Vote Matters not approved in accordance with Article 26(o), shall be deemed to be void and shall have no effect.

It is clarified that in the event that no Promoter Nominee Director is present at a meeting of the Board and thereafter at the adjourned meetings of the Board (including the Second Adjourned Board Meeting), any decision (including in relation to the Affirmative Vote Matters) may be approved / taken by the Board at the Second Adjourned Board Meeting except in the event that the Promoter Nominee Director has conveyed his disapproval in writing to the Company and the Investor Nominee Directors, prior to the date of the Second Adjourned Board Meeting, in relation to the Affirmative Vote Matter to be considered by the Board.

(l) Voting. At any Board meeting, each Director may exercise one vote. The adoption of any resolution of the Board shall, subject to Article 26(o), require (i) the affirmative vote of such number of Directors, present at a duly constituted meeting, as required under the Act; and (ii) the affirmative vote of at least one Investor Nominee Director, or the prior affirmative consent in writing of the Investor.

(m) Telephonic / Video Participation. To the extent permitted by Applicable Laws, Directors may participate in Board meetings by telephone or video conferencing or any other means of contemporaneous communication, provided that (i) each Director must acknowledge his presence for the purpose of the meeting and any Director not doing so shall not be entitled to speak or vote at the meeting; and (ii) each of the Directors shall be able to hear all other Directors from the commencement of the Board meeting until its completion.

(n) Resolution by circulation. A written resolution circulated to all Directors or members of committees of the Board, and signed by a majority of them as approved, shall (subject to compliance with the relevant requirements of the Act) be as valid and effective as a resolution duly passed at a meeting of the Board of the Company or committee of the Board of the Company, called and held in accordance with the terms herein. Provided however that: (i) such written resolution shall be circulated in draft form, together with the relevant papers, if any, to all the Directors at least 7 (seven) Business Days prior to the circulation of any final written resolution; (ii) such resolution shall be valid and effective only if it has received the consent of at least 1 (one) Investor Nominee Director and 1 (one) Promoter Nominee Director.

(o) Affirmative Voting Rights.

i. Subject to any additional requirements imposed by the Act, the Parties agree that the Board shall be empowered to take all decisions in relation to the Company and the Subsidiaries. Notwithstanding anything to the contrary contained herein, no decision shall be taken by the Company or its Board (or a Subsidiary or the board of directors of any Subsidiary), and no resolution shall be passed by the Board (or the board of directors of any Subsidiary), without the affirmative written consent or approval of at least 1 (one) Investor Nominee Director obtained at a validly convened Board meeting, meeting of the board of directors of a Subsidiary or meeting of any committee of the Board or Subsidiary, or the prior written consent of the Investor, or the affirmative vote of the Investor at a validly convened Shareholders Meeting or shareholders meeting of any Subsidiary. Without prejudice to the generality of the foregoing, the Parties agree that all decisions of the Company or the Subsidiaries relating *inter alia* to the following matters shall be first be taken up at the Board: (i) any capital raising or issuance, alteration or redemption or cancellation of any securities or the modification or amendment of the terms of any existing share capital, or any other change in the capital structure of the Company or any Subsidiaries; (ii) incurring any indebtedness; (iii) transactions between the Company and/or the Subsidiaries, and any Related Parties of any Shareholder; (iv) adoption, change or modification of any business plans or the scope of the Business; (v) appointment or change of CEO, CFO, other key employees including chief operating officers and business heads, statutory auditors / internal auditors of the Company and/or the Subsidiaries; (vi) merger, acquisition, joint venture or divestments of, or by, the Company or any Subsidiary, or their assets; (vii) any reorganization, financing, recapitalization or similar business combination proposed to be undertaken; (viii) any declaration or payment of any dividend or distribution by the Company and/ or the Subsidiaries; (ix) any liquidation, bankruptcy, insolvency, reorganization, arrangement, suspension of payments, assignment for the benefit of

creditors or any similar matter; and (x) any matter which requires a resolution to be passed by the board of directors or the shareholders of a company, under any Applicable Laws. Neither the Company nor any Shareholder, Director, officer, committee, committee member, employee, agent or any of their respective delegates shall take or permit the Company or any Subsidiary to take any actions in a manner contrary to the above.

ii. Subject to the provisions of Article 26(o)(i) above and Article 26 (k) above and Article 26(o)(iii) below, the matters listed in Article 27 below ("**Affirmative Vote Matters**") shall be considered approved only if such Affirmative Vote Matter has been approved in accordance with the procedure set forth below:

(a) if at a meeting of the Board, board of directors of a Subsidiary or any committees of the Board or board of directors of the Subsidiary, or if passed by circulation, by the affirmative vote of at least 1 (one) Promoter Nominee Director; or

(b) if at any Shareholders Meeting or shareholders meeting of a Subsidiary, by the affirmative vote cast by Ajit Isaac; or

(c) In any other case, by the prior written consent of Ajit Isaac.

iii. In the event that the Promoters do not grant their consent for any Affirmative Vote Matter as set out in Article 27 below which is taken up for consideration in any 3 (three) consecutive Board meetings ("**Unresolved Matter**"), the Board shall refer such Unresolved Matter to the Deadlock Committee and such matter shall be resolved (and thereafter approved by the entire Board) in accordance with the Recommendations of the Deadlock Committee. The Deadlock Committee shall, within a period of 15 (fifteen) Business Days from the reference made by the Board, make its Recommendations. Such Recommendations shall be valid and binding on the Board and the Promoter Nominee Director(s) and the Investor Nominee Director(s) shall take all necessary steps and exercise their voting right to effectuate the Recommendations.

(p) Decisions on matters relating to Subsidiaries. With respect to all matters that are to be taken up at any meeting of the board of directors of a Subsidiary, the Parties shall ensure that such matters are approved by the Board and the Shareholders (if required), prior to any action being taken by the board of directors or shareholders of the respective Subsidiaries. No resolution shall be adopted by the board of directors of any one or more of the Subsidiaries without the approval the Board in accordance with the terms of this Article 26. The Parties shall make best efforts to ensure that meetings of the board of directors of the Subsidiaries are held on the same day as the meetings of the Board.

(q) Shareholders Meetings. The Company shall hold at least 1 (one) general meeting of the Shareholders to be called as "**Annual General Meeting**" in each FY. All other general meetings of the Shareholders of the Company shall be called "**Extra-ordinary General Meetings**". The Annual General Meeting and the Extra-ordinary General Meetings are herein after collectively referred to as the "**Shareholders Meetings**".

(r) Shareholders Meeting Notice. A meeting may be called by the Chairman or any 1 (one) Shareholder by giving notice in writing to the company secretary specifying the date, time and agenda for such Shareholders Meeting. A minimum 21 (twenty one) days' prior written notice shall be provided to all Shareholders of any Shareholders Meeting, accompanied by the agenda for such Shareholders Meeting unless the Investor and the Promoters shall have given written approval for such Shareholders Meeting to be called at shorter notice.

(s) Quorum. Subject to the provisions of the Act, all Shareholders Meetings shall require a quorum of at least 5 (five) Shareholders present in person or through their representative, provided, however, that such quorum must include an authorized representative of the Investor and a Promoter. The Investor and/ or its Affiliates shall have the right to nominate an authorized representative to represent itself. If such quorum is not present within one hour

from the time appointed for the meeting, the meeting shall be adjourned to the same time and place not earlier than ten (10) Business Days but no later than 21 (twenty-one) Business Days thereafter as the Chairman may determine after prior consultations with the at least one Investor Nominee Director. In the absence of a valid quorum at such adjourned meeting, the Shareholders present in person or through their representative thereat shall, notwithstanding anything to the contrary herein contained, constitute a quorum and all business transacted thereat shall be regarded as having been validly transacted provided, however, that no such adjourned meeting shall be held unless the authorized representative of the Investor is present. It is clarified that (i) in the event that no Promoter is present at a meeting of the Shareholders and thereafter at the adjourned meeting of the Shareholders, any decision (including in relation to the Affirmative Vote Matters) may be approved / taken by the Shareholders at such adjourned meeting except in the event that the Promoters have conveyed their disapproval in writing to the Company and the Investor Nominee Directors, prior to the date of the adjourned Shareholders meeting, in relation to the Affirmative Vote Matter to be considered by the Board; and (ii) no resolution shall be passed by the Shareholders unless the authorized representative of the Investor has provided consent for the passing of such resolution.

(t) Other matters: The Parties hereby agree that all decisions in relation to matters in connection with debt, loans, financing (other than by issue of further equity shares of the Company and/ or the Subsidiary) or any other similar matters which have the characteristics of debt, loan or financing, if taken in a manner that is contrary to Mr. Ajit Isaac's views in writing with respect to such matters (as expressed prior to the Board undertaking such decisions), shall result in the principal amount and interest cost of such debt, loans and financing not being taken into account for the purposes of computation of Cash Flows as set out in Article 32 below. The Parties hereby agree that all decisions in relation to appointment of any employees to the Company and/ or the Subsidiaries having a fixed salary in excess of Rs. 40,00,000 (Rupees Forty Lakhs), statutory auditors / internal auditors of the Company and/or the Subsidiaries or an amendment/change in the terms of such appointments shall be taken jointly on mutually agreed terms and conditions by the Company, the Promoters and the Investor.

110. AFFIRMATIVE VOTING RIGHTS

Affirmative Voting Rights include the following:

(a) Any capital raising or issuance of the Company where the other Promoters and Key Employees are not offered the pre-emptive rights under and in accordance with the terms of Article 31;

(b) Merger, demerger, spin-offs, acquisition, joint ventures, creation of legal entities, partnerships, or divestments, reorganization, restructuring, reconstruction, of, or by, the Company or any Subsidiary, or their shares/securities or assets including any reorganization, financing, recapitalization or similar business combination of the Company or a Subsidiary proposed to be undertaken; Provided that such event or transaction results either in a contribution or receipt by the Company of an amount that is more than INR 10,00,00,000 (Rupees ten crores only), or involves an issuance (or exchange) of securities that are valued at higher than INR 10,00,00,000 (Rupees ten crores only);

(c) Commencement of a new line of business, and discontinuing any line or activity (except where a decision for discontinuation of any business or activity is with respect to a business or activity that is a loss making business or activity for at least 2 (two) consecutive years), or any change of the scope of business including any diversification, of the business of the Company or a Subsidiary;

(d) Employment, at such designation and other terms as on the Effective Date, of the Promoters and Key Employees, except for a termination by the Company with cause (i.e. which is not a 'without cause' termination) in accordance with the terms of the relevant employment contract and the human resources policies of the Company;

(e) Transactions between the Company and/or the Subsidiaries, and any Related Parties of any Shareholder;

(f) Approval, amendment or modification of the terms and conditions relating to any stock option plan;

(g) Execution, amendment or termination of any Material Contracts by the Company or a Subsidiary, except where such decision with respect to any Material Contract is with respect to any Material Contract that is a loss making Material Contract for at least 2 (two) consecutive years);

(h) Any amendments to the Charter Documents or the Subsidiary Charter Documents that prejudicially affect the rights of the Promoters or the Key Employees;

(i) Any agreement or commitment to give effect to any of the foregoing.

111. TRANSFER OF EQUITY SECURITIES

(a) Lock in. Save and except for a transfer of Equity Shares pursuant to Article 26(a), the Equity Securities held by any of the Shareholders upon the coming into effect of the SHA, or acquired thereafter, shall be subject to a lock in of a period of 3 years ("**Lock In Period**") commencing from the Subscription Completion Date, and during such Lock In Period, no Shareholder shall Transfer or attempt to Transfer any Equity Securities or any right, title or interest therein or thereto, except with the prior written approval of all the other Parties. Any Transfer or attempt to Transfer Equity Securities in violation of this Article 28(a) shall be null and void *ab initio*, and the Company shall not register any such Transfer.

(b) Transfer Procedure. Subject to Article 28(a) above, Transfer may be made by any Party of equity securities of the Company and/or its Subsidiaries only if (i) the transferee has executed a Deed of Adherence (ii) the Transfer complies in all respects with the other applicable provisions of the Articles and other Transaction Documents, as applicable and (iii) the Transfer complies in all respects with Applicable Laws.

112. RIGHT OF FIRST REFUSAL

(a) Subject to Article 28, if any of the Shareholders other than the Investor and / or its Affiliates (the "**Transferor Shareholder**") propose to make a Transfer to any Person of any of the Equity Securities of the Company or any equity securities of the Subsidiaries owned by such Transferor Shareholder or the Company (in case of the Subsidiaries), the Investor shall have a right of first refusal in relation to such equity securities as set out in Article 29(b) and the Transferor Shareholder will not be entitled to sell any equity securities without first giving the Investor an opportunity to exercise such right of first refusal ("**ROFR**").

(b) If any Transferor Shareholder intends to Transfer any Equity Securities to any Person other than the Investor, the Transferor Shareholder shall send a written notice ("**ROFR Notice**") to the Investor prior to such proposed Transfer, which notice shall state: (i) the name and address and beneficial ownership of the proposed transferee, (ii) the number of equity securities to be Transferred (the "**ROFR Shares**"), (iii) the amount and form of the proposed consideration for the Transfer, (iv) the other terms and conditions of the proposed Transfer, (v) a representation that no consideration, tangible or intangible, direct or indirect, is being provided to the Transferor Shareholder or its Affiliates that is not reflected in the price to be paid to the Transferor Shareholder; and (vi) a representation that the proposed transferee has been informed of the ROFR and Tag Along Right in accordance with the provisions of the Articles. The total value of the consideration for the proposed Transfer is referred to herein as the "**Proposed Consideration**". The ROFR Notice shall also annex the relevant documents between the Transferor Shareholder(s) and any other Persons which reflect such details.

(c) For a period of 30 (thirty) Business Days from the date of receipt of the ROFR Notice, the Investor shall have the right, exercisable at its sole discretion to elect, by way of a written notice ("**Election Notice**") issued in this behalf, to purchase all (but not less than all) of the ROFR Shares, either by itself or through its nominee, at a purchase price and on the terms and conditions set out in the ROFR Notice.

(d) If the Investor issues an Election Notice, the Transferor Shareholder will be bound to sell the ROFR Shares in accordance with the terms specified in the ROFR Notice within a period of

10 (ten) days from the date of issuance of the Election Notice. The said 10 (ten) day period shall be extended for any additional period necessary to obtain any approvals or consents in relation to such a transaction. At the closing of the sale of such ROFR Shares to the Investor by the Transferor Shareholder, the Transferor Shareholder shall deliver duly executed copies of such documents as may be required for the purpose of recording the Transfer of the ROFR Shares in favour of the Investors and/or its Affiliates.

(e) If the Transferor Shareholder does not receive an Election Notice within 30 (thirty) Business Days from the date of receipt of the ROFR Notice, it shall be deemed to be a waiver of the ROFR of the Investor and the Transferor Shareholder may sell the ROFR Shares to the proposed transferee named in the ROFR Notice, subject to the provisions of Article 23 and on the same terms and conditions specified in the ROFR Notice or on terms and conditions that are less favorable to the Transferor Shareholder than those specified in the ROFR Notice, within a maximum period of 30 (thirty) days from the expiry of the time available to the Investor to send the Election Notice, provided that if such sale is not concluded within a period of 30 (thirty) days from the expiry of the time available to the Investor to send the Election Notice the Transferor Shareholder shall not be entitled to consummate such sale, except by repeating the procedure set out in this Article 29. However, in the event that the Investor delivers an Election Notice, and subsequently fails to complete the purchase of the ROFR Shares in terms of Article 29(d), the Transferor Shareholder shall be entitled to Transfer the ROFR Shares to any person without following the procedure set out in this Article 29 within a period of 90 (ninety) days from the ROFR Notice.

(f) It is hereby clarified that except as provided for in Article 29(e), the Transferor Shareholder shall not Transfer the ROFR Shares if the Investor has served an Election Notice or if the period available to the Investor to serve an Election Notice has not expired.

113. TAG ALONG RIGHT

(a) If any Shareholder (hereinafter referred to as the "**Transferor(s)**") proposes to sell any Equity Securities ("**Sale Shares**") held by them in the Company to a third party ("**Proposed Acquirer**"), then, the other Shareholders ("**Non-Transferring Party**"), shall each have the right, but not an obligation, ("**Tag Along Right**") to Transfer up to such proportion of the Equity Securities owned by it, as is equal to the proportion that the Equity Securities proposed to be Transferred by the Transferor(s) bears to the total number of Equity Securities owned by the Transferor(s) (in each case calculated on a Fully Diluted Basis) along with the Transferor to the Proposed Acquirer. However, it is clarified that in the event that the proposed transfer of Sale Shares by the Transferor would result in a change in Control of the Company, the Non-Transferring Parties shall have the right, but not an obligation, to exercise the Tag Along Right over up to all Equity Securities held by it in the Company. Such Transfer pursuant to the Tag Along Right shall be completed on terms no less favorable than the terms offered to the Transferor, in terms of and in the manner set out in this Article 30.

(b) Process for exercise of the Pro-Rata Tag Along Right.

i. If any Transferor is proposing to Transfer any Equity Securities held by it to any Proposed Acquirer, then the Transferor shall provide a prior written notice (the "**Tag-along Offer Notice**") of at least 30 (thirty) Business Days to each Non Transferring Party, with a copy to the Company. The Tag-along Offer Notice shall state the following: (i) the name and address and beneficial ownership of the Proposed Acquirer, (ii) the number of Sale Shares proposed to be Transferred, (iii) a confirmation on whether the proposed Transfer would result in a change in Control of the Company, (iv) the amount and form of the proposed consideration for the Transfer, (v) the other terms and conditions of the proposed Transfer, (vi) a representation that no consideration, tangible or intangible, direct or indirect, is being provided to the Transferor or its Affiliates that is not reflected in the price to be paid to the Transferor, and (vii) a representation that the Proposed Acquirer has been informed of the Tag Along Right and is required to purchase any Equity Securities offered for sale by a Non-Transferring Party ("**Tag Along Securities**") in accordance with this Article 30(b).

ii. In the event any Non-Transferring Party, elects to exercise the Tag Along Right, such Non-Transferring Party shall deliver a written notice of such election to the Transferor (the "**Tag Response Notice**") within 30 (thirty) Business Days after the date of receipt of the Tag-along Offer Notice (the "**Tag-along Offer Period**") specifying (i) that it has elected to exercise its Tag Along Right and (ii) the number of Equity Securities that it proposes to exercise a Tag Along Right over.

iii. If any Non-Transferring Party decides to exercise the Tag Along Right, the Transferors shall cause the Proposed Acquirer to purchase simultaneously from such Non-Transferring Party, their Pro Rata Share of Tag Along Securities at the same price as is mentioned in the Tag-along Offer Notice.

iv. If any Non-Transferring Party decides to exercise the Tag Along Right and if the Proposed Acquirer is not willing to purchase the Tag Along Securities, then the Transferor shall not be entitled to sell any of its Equity Securities to the Proposed Acquirer.

v. If completion of the Transfer to the Proposed Acquirer does not take place within 30 (thirty) days following the expiry of the Tag-along Offer Period (which may be reasonably extended for receipt of any approvals required under Applicable Laws), the Transferor's right to Transfer the Sale Shares to such Proposed Acquirer shall lapse and the provisions of this Article 30(b) shall once again apply.

(c) With respect to a Transfer by one or more of the Transferor Shareholders, the ROFR Notice shall also be treated as a Tag-along Offer Notice for the purposes of this Article 30, provided that the details specified in Article 30(b) are stated in the ROFR Notice; and the period of 30 (thirty) Business Days stated in Article 30(b) shall commence from the date of receipt of the ROFR Notice by the Investor.

114. PRE-EMPTIVE RIGHTS

(a) The Company shall not issue any securities (including any equity securities of the Company and the Subsidiaries) of any type or class to any Person (the "**Proposed Recipient**") unless the Company has offered the Investor (and its Affiliates who are Shareholders) and the Key Employees, in accordance with the provisions of this Article 31, the right to purchase such Shareholders' Pro Rata Share of such issuance for a per unit consideration, payable solely in cash, equal to the per unit consideration to be paid by the Proposed Recipient and otherwise on the same terms and conditions as are offered to the Proposed Recipient; provided, however, that the foregoing restriction shall not apply to any issuance of equity securities (i) to the Investor pursuant to the SSA and the SPA, (ii) pursuant to the terms of the New Employee Stock Options approved by the Investor, (iii) upon the conversion, exercise or exchange of options, warrants or convertible securities issued before or on or after the Effective Date in accordance with the terms of the SSA or SPA or the terms hereof, and (iv) in an initial public offer approved by the Board in accordance with the terms herein.

(b) Notice. Not less than 30 (thirty) Business Days before a proposed issuance of securities by the Company other than in connection with an issuance permitted under Article 31(a) (i), (ii), (iii) and (iv) (a "**Proposed Issuance**"), the Company shall deliver to each Shareholder to whom rights under this Article 31 are available, written notice of the Proposed Issuance setting forth (i) the number, type and terms of the securities to be issued, (ii) the consideration to be received by the Company in connection with the Proposed Issuance, (iii) the identity of the Proposed Recipients (if ascertained), and (iv) the calculation of the Pro Rata Share of each Shareholder to whom rights under this Article 24 are available.

(c) Exercise of Rights. Within 30 (thirty) Business Days following delivery of the notice referred to in Article 31(b), each such Shareholder electing to exercise its rights under this Article 31 shall give written notice to the Company specifying the number of securities to be purchased by such Shareholder. Failure by any Shareholder to give such notice within such 30 (thirty) Business Day period shall be deemed to be a waiver by such Shareholder of its rights under this Article 31 with respect to such Proposed Issuance. If any Shareholder fails to give the notice required under this Article 31(c) solely because of the Company's failure to comply

with the notice provisions of Article 31(b), then the Company shall not issue securities pursuant to this Article 31 and if purported to be issued, such issuance of securities shall be void. A Shareholder may assign to its Affiliate the right to acquire the securities pursuant to this Article 31, provided that such Affiliate complies with the provisions of the terms and conditions of the Articles.

(d) Failure to Subscribe. Subject to the Company's compliance with the notice provisions of Article 31(b), in the event that any Shareholder (a "**Non-Subscribing Shareholder**") notifies the Company that it declines to exercise its right to subscribe to its Pro Rata Share of the Proposed Issuance, in part or in whole, or is deemed to have waived its right in accordance with Article 31(c), or fails to settle the payment of the consideration required for the Proposed Issuance within the 45 (forty five) Business Day period following delivery of the notice referred to in Article 31(c) (except where such 45 (forty five) Business Day period is extended for an additional period necessary to obtain any Governmental Approvals required for such subscription and payment), the other Shareholders shall be entitled to subscribe to such securities not subscribed to by any Non-Subscribing Shareholder ("**Unsubscribed Securities**"). Where more than one Shareholder subscribes to such Unsubscribed Securities, such Unsubscribed Securities shall be allotted based on the proportion that the Pro Rata Share of each such subscribing Shareholders bears to each other. If there are any remaining Unsubscribed Securities which only one Shareholder is desirous of subscribing to, such Unsubscribed Securities shall be allotted to such Shareholder.

115. NEW EMPLOYEE STOCK OPTIONS

(a) Subject to the terms and conditions of the Articles and in the manner contemplated herein, Eligible Employees shall be Granted New Employee Stock Options from time to time in the manner set out below.

(b) Authority and Ceiling

i. The New Employee Stock Options shall be granted to the Eligible Employees on the Purchase Completion Date, subject to receiving approval of the Board in accordance with Article 26(o). Notwithstanding anything to the contrary contained herein, the provisions of this entire Article 25 shall apply only with respect to the New Employee Stock Options.

ii. The Eligible Employees may be Granted New Employee Stock Options which shall be exercisable in accordance with the terms hereof, provided that the total number of the New Employee Stock Options granted shall be determined in the following manner (and shall in no circumstance exceed the numbers stated below):

(1) In the event that the Company achieves the FY 2014 EBITDA Target and FY14 Cash Flows Target, the number of New Employee Stock Options granted shall be 2,316,936 ("**Scenario 1**"); or

(2) In the event that the Company does not achieve the FY 2014 EBITDA Target or the FY14 Cash Flows Target, the number of New Employee Stock Options granted shall be 2,398,758 ("**Scenario 2**").

iii. The New Employee Stock Options shall be Granted to the Eligible Employees on the Grant Date and shall be exercisable into such number of Equity Shares as set out below, with each such New Employee Stock Option conferring a right upon the Eligible Employee(s) to apply for one Equity Share of the Company, in accordance with the terms and conditions of such Grant.

(c) Administration

The New Employee Stock Options shall be administered by the Board. All questions of interpretation of these New Employee Stock Options shall be determined by the Board and such determination shall be final and binding upon all persons having an interest in the New Employee Stock Option.

(d) Vesting Schedule / Conditions

i. Vesting of the New Employee Stock Option would be subject to the conditions specified in this Article 32(d) and Article 35(g) which include, but are not limited to, continued employment with the Company; such that the New Employee Stock Options would Vest on the passage of time and in accordance with the completion of the conditions hereunder.

ii. Time of Vesting: The New Employee Stock Options shall Vest in the manner set out in Article 32(d)(iii) and Article 32(d)(iv) of this Article 32 below, over a period of 5 years, upon provision of the Cash Flows Certificate to the Board and the determination by the Board as to the quantum of Cash Flows of the Company and subject to the Company achieving at least the Target Threshold. For every FY to which this Article 32 applies, within 30 (thirty) days of the Board shall taking on record and verifying the fulfillment of the Threshold and/or the Cash Flows Target, the Board shall pass appropriate resolutions to cause the Vesting of the New Employee Stock Options and notify the Eligible Employees of the same.

iii. Manner of Vesting: 50% of the New Employee Stock Options for each FY shall Vest in Ajit Isaac and the remaining 50% of the New Employee Stock Options shall Vest in the remaining Eligible Employees, in the manner set out in this Article 32. Further, the New Employee Stock Options shall Vest in the Eligible Employees in the following manner, only in the event that the Target Threshold, as well as the Cumulative Target Threshold, for an FY, have been met:

FY	Cash Flows Target (INR crores)	% of Permitted Vesting of available FY Options, assuming that the Cash Flows Target is met	Maximum number of available FY Options	Permitted Vesting in the event the Actual Cash Flows Target is less than 100% of the Cash Flows Target but higher than the Target Threshold
FY 2014	0	10%	If Scenario 1 applies = 231,694 Or If Scenario 2 applies = 239,875	In the event the Cash Flows Target is not met, no New Employee Stock Options shall Vest in FY 2014. It is clarified that if the Cash Flows Target is met, the number of Vested Options shall be the maximum number of available FY 2014 Options, based on whether Scenario 1 applies or Scenario 2 applies.
FY 2015	10.1	15%	If Scenario 1 applies = 347,540 Or If Scenario 2 applies = 359,814	FY 2015 Options x [Actual Cash Flows for FY 2015/ Cash Flows Target for FY 2015]
FY 2016	31.3	25%	If Scenario 1 applies = 579,234 Or If Scenario 2 applies = 599,690	FY 2016 Options x [Actual Cash Flows for FY 2016/ Cash Flows Target for FY 2016]
FY 2017	58.5	25%	If Scenario 1 applies = 579,234	FY 2017 Options x [Actual Cash Flows for FY 2017/ Cash Flows Target for FY 2017]

FY	Cash Flows Target (INR crores)	% of Permitted Vesting of available FY Options, assuming that the Cash Flows Target is met	Maximum number of available FY Options	Permitted Vesting in the event the Actual Cash Flows Target is less than 100% of the Cash Flows Target but higher than the Target Threshold
			Or If Scenario 2 applies = 599,689	
FY 2018	76.5	25%	If Scenario 1 applies = 579,234 Or If Scenario 2 applies = 599,690	FY 2018 Options x [Actual Cash Flows for FY 2018/ Cash Flows Target for FY 2018]

iv. Claiming of Unvested shares: If the Company is unable to meet 100% of the Cash Flows Targets in any FY, due to which a portion (or all) of the New Employee Stock Options cannot be Vested in the Eligible Employees as permitted hereunder, upon the Company meeting 100% of the Total Cumulative Cash Flows Target of any subsequent FY, all previously Unvested Options to the full extent as could have Vested in FYs prior to such subsequent FYs shall stand immediately Vested in the Eligible Employees.

(e) Exercise

i. The Eligible Employees shall have the right to Exercise the Vested Options ("**Exercise Event**") at the Exercise Price at any time after Vesting, but before March 31, 2023.

ii. The Board shall, upon the happening of the Exercise Event, issue and allot Equity Shares to the Eligible Employees upon receipt of the corresponding consideration, being the Exercise Price per Equity Share.

iii. The Eligible Employees shall be entitled to Exercise their Exercise Right by payment of the consideration as aforesaid within the Exercise Period; and notwithstanding anything to the contrary contained herein, any New Employee Stock Options which are not Exercised within the Exercise Period shall permanently lapse.

116. EXIT OPTIONS

(a) Equity Put Option

Pursuant to the terms and conditions set out in Article 27 below, the Eligible Employees shall have the right but not the obligation to sell certain Equity Shares held by them to the Investor for the Equity Put Price per Equity Share, to the extent (and subject to the limitations) set out in the said Article 34.

(b) Initial Public Offering

i. The Parties may, at such time as the Parties may mutually agree, consider making an initial public offering of the Company's equity shares ("**IPO**") by listing the equity shares on such stock exchanges as the Parties may mutually agree.

ii. If the Parties propose to conduct an IPO, then the terms of the IPO, including size, terms, valuation of the Company and all aspects relating to the Company's positioning shall have to be approved by the Investor and Mr. Ajit Isaac.

iii. Subject to Applicable Laws, all fees and expenses required to be paid in respect of the IPO including those for any merchant bankers, underwriters, book-runners, issue registrars or other intermediaries involved in any manner in relation to the IPO shall be borne and paid for by the Company.

117. EQUITY PUT OPTION

(a) Equity Put Option

i. Put Option. Subject to Article 34(d)(iii) below and Article 35(g)(ii), the Eligible Employees shall have the right but not the obligation to sell such number of Equity Shares held by such Eligible Employees to the Investor ("**Equity Put Option**") upon determination of the Cash Flows in the manner set out in Article 34(a)(ii).

ii. Equity Put Option Notice. Within 30 (thirty) days of the Board taking on record and accepting the Cash Flows as set out in the Cash Flows Certificate for a particular FY and subject to fulfillment of conditions set out in Article 34(a)(iv) below, the Eligible Employees who desire to exercise the Equity Put Option shall issue a written notice (the "**Equity Put Option Notice**") to the Investor, which written notice shall state the number of Equity Shares held by each of such Eligible Employees which it proposes to Transfer in accordance with the terms of this Article 34 ("**Put Equity Shares**") and the bank account of each of such Eligible Employees wherein the Equity Put Price is to be credited by the Investor and/ or its Affiliates (as the case may be). If the Equity Put Option is not exercised within the time period set out above, such Equity Put Option right of the Eligible Employees shall lapse for that particular FY.

iii. Equity Purchase Payment Obligation. Within 60 (sixty) Business Days from the date of receipt of the Equity Put Option Notice ("**Equity Purchase Period**"), the Investor shall purchase the Put Equity Shares and for each Put Equity Share so purchased credit the Equity Put Price per Put Equity Share to the bank account designated by the Eligible Employees in accordance with Article 34(a)(ii).

(b) Conditions upon which the Eligible Employees may exercise the Equity Put Option.

i. The Eligible Employees may exercise the Equity Put Option as set out below:

FY	Condition for exercising Equity Put Option	Number of Equity Shares for which the Equity Put Option shall be applicable
2015	Upon the Cumulative Target Threshold for FY 2014 and FY 2015 having been met	10% of Current Management Shares, i.e., 693,889 Equity Shares
2016	Upon the Cumulative Target Threshold for FY 2014, FY 2015 and FY 2016 having been met	10% of Current Management Shares, i.e., 693,889 Equity Shares
2017	Upon the Cumulative Target Threshold for FY 2014, FY 2015, FY 2016 and FY 2017 having been met	20% of Current Management Shares, i.e., 1,387,778 Equity Shares

ii. Notwithstanding anything to the contrary stated above, it is clarified that the total number of Equity Shares for which the Equity Put Option is applicable is calculated taking into account the total shareholding of the Eligible Employees as of the date of the SSA, and each Eligible Employee shall be entitled to exercise the Equity Put Option for such percentage of the Equity Shares which are subject matter of the Equity Put Option for an FY as is equal to the Employee Proportion. For this purpose, the "**Employee Proportion**" shall be the proportion that the Equity Shares held by an Eligible Employee as on the date of execution of the SSA, bears to the total number of Equity Shares held by all Eligible Employees as on the date of execution of the SSA; and such proportion shall be expressed as a percentage.

iii. Notwithstanding the provisions contained herein, including Article 29 (*Right of First Refusal*), Article 30 (*Tag Along Right*) and Article 24 (*Pre*-Emptive *Rights*) and the provision of this Article 34, the Investor shall, if required on account of Applicable Laws, in place and instead of purchasing the Put Equity Shares pursuant to the provisions of this Article 34, infuse fresh capital in the Company, the proceeds of which shall be utilized to buy-back the Put Equity Shares at the Equity Put Price. In the event that the right under this Article 34(b)(iii) is exercised, the other Parties hereto shall take all necessary steps and exercise their voting rights to effectuate such exercise of the right by the Investor.

It is hereby clarified that in the event that the mechanism set out in Article 34(b)(iii), if exercised, adversely affects any rights of any Party with respect to the acquisition of the Put Equity Shares (and shareholding thereafter), the Parties shall mutually complete such buyback on terms acceptable to the Promoters and the Investor.

118. COVENANTS OF THE COMPANY

(a) Financial Records. The Company shall allow the Investor, the Promoters and their authorized representatives the right during normal business hours to inspect its books and accounting records and those of the Company and the Subsidiaries, to make extracts and copies and to have full access to all of the Company's and each Subsidiary's property and assets.

(b) Reports. The Company shall and the Promoters shall procure that the Company shall provide to the Investor (i) within 45 (forty five) days after the end of each FY, the annual audited consolidated financial statements of the Company for such FY, (ii) within 45 (forty five) days after the end of each quarter, quarterly unaudited consolidated financial statements of the Company for such quarter, (iii) within 30 (thirty) days after the end of each month, monthly management accounts along with a management report, prepared and certified by the chief executive officer and the chief financial officer in the form to be mutually agreed between the Promoters and the Investor; and (iv) such other reports as the Board may determine. The Company shall furnish to the Investor and the Promoters such financial and other information relating to the business of the Company and its Subsidiaries as any of them may reasonably require.

(c) Breach and Litigation Notice. The Company shall give the Investor and Promoters all material information in relation to:

i. any breach by the Company or any Subsidiary of any Applicable Laws, which violation in any respect may have or had a material adverse effect on the Company and/or any Subsidiary;

ii. any known litigation, or claim which may have or had a material adverse effect on the Company and/or the Subsidiaries;

iii. any material dispute or notice of any material dispute with a major customer or supplier of the Company and /or any Subsidiary.

(d) Access Rights. The Company shall give reasonable access to the Investor, the Promoters and their authorized representatives (including lawyers, accountants, auditors and other professional advisors) to visit and inspect all properties, assets, corporate, financial and other records, reports, books, contracts and commitments of the Company and/or any Subsidiary, and to discuss and consult with respect to its business, actions plans, budgets and finances and any other matters that may have a material effect on the business and operations of the Company and/ or the Subsidiaries with the directors and executive officers of the 'management committee' of the Company, upon reasonable notice.

(e) Insurance. The Company shall, and shall ensure that each Subsidiary shall, keep insured at all times and maintain insurance policies in a sufficient amount and with such coverage as are generally maintained by responsible companies in the same industry. Such policies shall be sufficient to cover liabilities in relation to the Business and such other liabilities which the Company and the Subsidiaries may in the reasonable opinion of the Company and the Investor

be considered at risk in the course of their respective businesses. The Company shall take out directors and officers insurance for all Directors including the Investor Nominee Directors in a sufficient amount and with such coverage as is generally maintained by responsible companies in the same industry.

(f) Audit. The Company shall provide to the Investor and Promoters audited standalone and consolidated FY Accounts of the Company together with the Cash Flow Certificate for such FY (for the purpose of Article 32 and Article 34 and any other applicable provision contained herein) within a period of 45 (forty five) days from last date of each FY.

(g) Other Covenants. The Company and the Promoters agree and undertake that they shall:

i. Appropriately strengthen and staff such aspects and departments of the Company and the Subsidiaries that relate to legal, finance and the compliance matters;

ii. Within a period of 6 (six) months from the Subscription Completion Date, pay all statutory dues of the Company and the Subsidiaries as may be required under Applicable Laws (including but not limited to labour laws and all direct and indirect tax laws), including any penalties or any interest on delayed payments, such that the Company does not have any payable or outstanding statutory due (including interest) payable at the end of such period; and after the expiry of the period of 6 (six) months from the Subscription Completion Date, pay all statutory dues of the Company and the Subsidiaries within such time as may be required under Applicable Laws (including but not limited to labour laws and all direct and indirect tax laws), without incurring any penalty or interest on delayed payment exceeding an amount of INR 50,00,000 (Rupees fifty lakhs only) for any particular FY in relation to all statutory dues for that FY.

119. NON-COMPETE

For as long as any Promoter or any Key Employee is an employee of the Company or a Subsidiary, each such Promoter or Key Employee shall devote a substantial amount of his time to the management and operations of the Company and the Subsidiaries, as the case may be. Each of the Promoters or Key Employee shall, on and from the date hereof and during the Restricted Period, give up, part with, cease and refrain from directly or indirectly carrying on any Competing Business.

(a) Each of the Promoters or Key Employee shall not, directly or indirectly, either by themselves or in association with or through any Person (including any Affiliate or Related Party), in any manner whatsoever, during the Restricted Period:

i. carry on, own, manage, operate, join, assist, have an interest or control in any business /business entity which engages in a Competing Business, other than through the Company; or

ii. engage in or conduct or carry on any Competing Business; or

iii. on their own account or as an agent of any Person canvass or solicit for any Competing Business; or

iv. utilise the words or the names “Ikya”, “Avon”, “Magna” or “Coachieve” and other derivatives thereof together or separately or any other similar word or words in any trade mark, brand name or trade name for the purpose of any business including a Competing Business or do any act which adversely affects/injures the goodwill of the Company and its Subsidiaries, the “Ikya” “Avon”, “Magna” or “Coachieve” name or the aforesaid trademarks; or

v. solicit any customer, distributor, supplier, dealer or agent for the purpose of any Competing Business; or

vi. solicit, canvass or entice away any employee who is employed in managerial, professorial, supervisory, technical, sales or administrative capacity from the Company and / or the Subsidiaries.

(b) The restrictions in this Article 36 shall not be applicable to the following:

i. non-Controlling aggregate investments by any Promoter, taken together with the Affiliates of such Promoter, of less than 5% (five per cent) of the outstanding shares of any publicly traded entity;

ii. businesses or business interests of the Promoters disclosed in the disclosure letter delivered by the Company, Subsidiaries and the Promoters to the Investor.

(c) The Promoters, hereby agree and confirm that any breach by the Promoters of the obligations set out in this Article 36 shall be deemed to be a material breach of the obligations of the Promoters under these Articles. The Key Employees hereby agree and confirm that any breach by the Key Employees of the obligations set out in this Article 36 shall be deemed to be a material breach of the obligations of the Key Employees under these Articles.

(d) The Promoters shall cause each of the Eligible Employees who are receiving any Equity Shares pursuant to Article 32 to execute appropriate agreements pursuant to which they shall be required to (i) maintain full confidentiality of Confidential Information relating to the Company or any Subsidiary, and (ii) to not compete in any manner with the Company (including in any manner as contemplated in this Article 29) in any territory in which either the Company or any Subsidiary has a business presence or any such territory where the board of the Company or any Subsidiary has resolved to have a business presence, until 12 (twelve) months after the later of the cessation of their employment with the Company or any Subsidiary.

(e) In the event that the terms of employment of any of the Promoters prescribe conditions that are in the nature of those specified in Article 36 (b) above, and such conditions are stricter than those specified in Article 36(b) above, such stricter terms of employment of any of the Promoters shall apply and shall be deemed to be incorporated herein.

SCHEDULE

DEED OF ADHERENCE

This **DEED OF ADHERENCE** dated [●] (this "**Deed**") is made and entered into among:

A. **Thomas Cook (India) Limited**, a company organized and existing under the Companies Act, 1956 having its principal place of business at Thomas Cook Building, Dr. D.N. Road, Fort, Mumbai 400001 (hereinafter referred to as the "**Investor**", which expression shall, unless repugnant to the context or meaning thereof, be deemed to include its successors);

B. **Ikya Human Capital Solutions Private Limited**, a company incorporated under the provisions of the Companies Act, 1956, with its registered office at 27, 4th Floor, S.V. Towers, 80 Feet Road, 6th Block, Koramangala, Bangalore – 560095 (hereinafter referred to as the "**Company**", which expression shall, unless repugnant to the context or meaning thereof, be deemed to include its successors);

C. **Person Set out in Annexure I**, (hereinafter collectively referred to as the "**Promoters**", which expression shall, unless repugnant to the context or meaning thereof, be deemed to include (as applicable) their respective successors and permitted assigns, or their heirs and legal representatives);

D. **Person Set out in Article 18(aaa) of the Articles**, (hereinafter collectively referred to as the "**Key Employees**", which expression shall, unless repugnant to the context or meaning thereof, be deemed to include (as applicable) their respective successors and permitted assigns, or their heirs and legal representatives);

E. **Other Shareholders as set out in Article 18(ggg) of the Articles**, (hereinafter collectively referred to as the "**Other Shareholders**", which expression shall, unless repugnant to the context or meaning thereof, be deemed to include (as applicable) their respective successors and permitted assigns, or their heirs and legal representatives);

F. [**New Shareholder**], a company incorporated under the provisions of the Companies Act, 1956, with its registered office at [●] (hereinafter referred to as the "**New Shareholder**", which expression shall, unless repugnant to the context or meaning thereof, be deemed to include its successors).

(The Company, the Investor and Promoters are hereinafter referred to individually as an "**Original Party**" and collectively as the "**Original Parties**")

WHEREAS

A. In terms of the Shareholders Agreement dated February 5, 2013 between the Original Parties, (the "**Agreement**"), the Original Parties are permitted to Transfer Equity Securities to the New Shareholder, subject to the provisions of the Agreement including the execution of a Deed of Adherence by the New Shareholder, being this Deed.

B. The New Shareholder is an entity / person eligible under the Agreement to whom [●] [*insert name of transferor*] ("**Transferring Party**") intends to Transfer the said Equity Securities in accordance with the Agreement and the New Shareholder is now executing this Deed as required under the Agreement.

NOW, THEREFORE THIS DEED WITNESSETH AS FOLLOWS:

1. Consent to the terms of the Agreement by the New Shareholder

1.1. The New Shareholder covenants, undertakes and agrees with the Original Parties that by executing this Deed it shall be bound by all the duties and obligations of any nature whatsoever cast upon the Transferring Party under the Agreement in respect of the said Equity Securities it acquires.

1.2. The New Shareholder hereby confirms to the Original Parties that it has received a copy of the Agreement.

2. Representations and Warranties

The New Shareholder confirms and represents and warrants to the Original Parties that each of representations and warranties set out in Clause 12 (*Representations and Warranties*) to the SHA is true and correct in respect of itself as of the date hereof.

3. Definitions

Capitalized terms used in this Deed but not defined herein shall have the meanings ascribed to them in the Agreement.

4. Governing Law and Dispute Resolution

The Parties hereby agree and confirm that the provisions of Clauses 16 of the SHA (*Governing Law* and *Dispute Resolution*) shall apply *mutatis mutandis* to this Deed, as if set out specifically herein and incorporated into this Deed.

IN WITNESS WHEREOF, the Original Parties and the New Shareholder have entered into this Deed the day and year first above written.

For **Ikya Human Capital Solutions Private Limited**:

By:

Name: Mr. Ajit Isaac

Designation: Managing Director

For the **Promoters**:

By:

Name: Ajit Isaac

For the **Thomas Cook (India) Limited**:

By:

Name: Ram Kenkare

Designation: Head of Legal and Compliance

By **Mr. Ajit Isaac**:

Designation: Managing Director

For the **Key Employees**:

By:

Name: Ajit Isaac

For the **Other Shareholders**:

By:

Name: Ajit Isaac

For **[New Shareholder]**

By:

Name: [●]

Designation: [●]

SECTION IX: OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two years before the date of this Draft Red Herring Prospectus) which are or may be deemed material have been entered or are to be entered into by our Company. These contracts, copies of which will be attached to the copy of the Red Herring Prospectus which will be delivered to the RoC for registration, and also the documents for inspection referred to hereunder, may be inspected at the Registered & Corporate Office between 10 a.m. and 5 p.m. on all Working Days from the date of the Red Herring Prospectus until the date of Allotment.

A. Material Contracts for the Issue

1. Issue Agreement dated January 31, 2016 amongst our Company and the BRLMs.

2. Registrar Agreement dated January 19, 2016 amongst our Company and the Registrar to the Issue.

3. Escrow Agreement dated [●] amongst our Company, the BRLMs, the Syndicate Members, the Escrow Collection Bank(s), the Refund Bank(s) and the Registrar to the Issue.

4. Syndicate Agreement dated [●] amongst our Company, the BRLMs, the Syndicate Members and the Registrar to the Issue.

5. Underwriting Agreement dated [●] amongst our Company and the Underwriters.

B. Material Documents

1. Certified copies of the updated Memorandum and Articles of Association of our Company, as amended from time to time.

2. Resolution of the Board dated December 22, 2015 in relation to the Issue and other related matters.

3. Resolution of our Shareholders dated December 23, 2015 in relation to the Issue and other related matters.

4. Copies of the annual reports of our Company as of and for the 12 months ended March 31, 2011, 2012 and 2013, respectively, as of and for the nine months ended December 31, 2013, as of and for the 15 months ended March 31, 2015.

5. The examination reports of the Statutory Auditor dated January 18, 2016 on the Restated Consolidated Financial Statements and Restated Standalone Financial Statements included in this Draft Red Herring Prospectus.

6. The Statement of Tax Benefits dated January 19, 2016 from BSR & Associates LLP.

7. Consent of our Directors, the BRLMs, the Legal Advisors to our Company as to Indian law, the Legal Advisor to the Underwriters as to Indian law, the International Legal Advisors to the Underwriters, the Registrar to the Issue, the Bankers to our Company, our Company Secretary and Compliance Officer, the Chief Financial Officer, the Escrow Collection Banks, the Refund Banks, the Syndicate Members and the Bankers to the Issue in their respective capacities.

8. Consent of BSR & Associates LLP, Chartered Accountants to include its name as required under Section 26(1)(a)(v) of the Companies Act, 2013 in this Draft Red Herring Prospectus and as an "Auditor"or "Statutory Auditor" and "Expert" in respect of the reports of the Auditors on the Restated Consolidated Financial Statements and Restated Standalone Financial Statements included in this Draft Red Herring Prospectus and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

9. SEBI's observation letter number [●] dated [●]

10. Business transfer agreement dated December 5, 2015 between Murugesan Srinivasa Viswanathan and Quesscorp Holdings Pte. Ltd.

11. Share purchase agreement dated October 14, 2015 between Quesscorp Holdings Pte. Ltd., Randstad India Private Limited and Randstad Lanka (Private) Limited.

12. Share purchase agreement dated June 1, 2015 between Transfield Services (International) PTY. LTD., Middle East Business Development Company WLL and our Company.

13. Stock purchase agreement dated February 12, 2015 between Aramark India Private Limited, Aramark India Holdings LLC, Aramark Senior Notes Company and our Company.

14. Share purchase agreement dated November 3, 2014 and amendment to share purchase agreement dated December 31, 2015 between Fairfax Financial Holdings Limited, Magna Infotech Inc. and our Company.

15. Share purchase agreement dated June 5, 2014 between Hofincons Infotech & Industrial Services Private Limited, Transfield Services Limited, Transfield Services (India) PTY Limited and our Company.

16. Purchase and sale agreement dated September 17, 2014 between ICICI Bank Limited and our Company.

17. Share purchase agreement dated July 14, 2008 between Avon Facility Management Services Private Limited, our Company, RVS Rao and certain sellers.

18. Share purchase agreement dated May 9, 2013 between Avon Facility Management Services Private Limited, our Company and Ashok Biradar.

19. Share purchase agreement dated May 9, 2013 between Avon Facility Management Services Private Limited, our Company and Ramachandran Balan.

20. Share purchase agreement dated May 9, 2013 between Avon Facility Management Services Private Limited, our Company and RVS Rao.

21. Share purchase agreement dated May 9, 2013 between Avon Facility Management Services Private Limited, our Company and Vinod Parmeswaran.

22. Share purchase cum shareholders agreement dated November 1, 2010, supplemental agreement to the share purchase cum shareholders agreement dated December 15, 2010 and share purchase agreement dated May 10, 2013 between Magna Infotech Private Limited, our Company and certain sellers.

23. Share purchase agreement dated October 30, 2009 between Coachieve Solutions Private Limited, our Company and certain sellers.

24. Share purchase agreement dated February 5, 2013 between TCIL, Fairbridge Capital (Mauritius) Limited, Park Equity Holdings Limited, Hithendra KR, Guruprasad S, Vijay Sivaram, Subrata Kumar Nag, Ajit Isaac, Net Resources Investment Private Limited and our Company.

25. Share subscription agreement dated February 5, 2013 between TCIL, Fairbridge Capital (Mauritius) Limited, Hithendra KR, Guruprasad S, Vijay Sivaram, Subrata Kumar Nag, Ajit Isaac, Net Resources Investment Private Limited and our Company.

26. Shareholders' agreement dated February 5, 2013 between TCIL, Hithendra KR, Guruprasad S, Vijay Sivaram, Subrata Kumar Nag, Ajit Isaac, Net Resources Investment Private Limited and our Company.

27. Amendment and termination agreement dated December 24, 2015 between Ajit Isaac, TCIL, our Company, Hithendra KR, Guruprasad S, Vijay Sivaram, Subrata Kumar Nag and Net Resources Investment Private Limited.

28. Promoter escrow agreement dated December 15, 2015 between Ajit Isaac, TCIL, J. Sagar Associates, through its office located in Bengaluru, and our Company.

29. Due Diligence Certificate dated February 1, 2016 addressed to the SEBI from the BRLMs.

30. In-principle listing approvals dated [●] and [●] issued by the BSE and the NSE, respectively.

31. Tripartite Agreement dated October 28, 2013 among our Company, NSDL and the Registrar to the Issue.

32. Tripartite Agreement dated July 14, 2015 among our Company, CDSL and the Registrar to the Issue.

33. Consent letter dated January 15, 2016 from Frost & Sullivan for using excerpts of the report titled "Assessment of Outsourced Services Market in India, Frost & Sullivan, January 2016".

34. Consent letter dated January 13, 2016 from Strategy Meets Action for using excerpts of the report titled "2015 – Insurance Technology – Priorities and Spending".

Any of the contracts or documents mentioned in this Draft Red Herring Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to our Shareholders, subject to compliance with the provisions contained in the Companies Act and other relevant statutes.

DECLARATION

We hereby certify and declare that all relevant provisions of the Companies Act and the guidelines / regulations issued by the Government or the regulations / guidelines/circulars issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or rules made or guidelines or regulations issued thereunder, as the case may be. We further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTORS OF OUR COMPANY

Ajit Abraham Isaac (*Chairman and Managing Director and CEO)*	**Chandran Ratnaswami** (*Non Executive, Additional Director (Nominee))*
Madhavan Karunakaran Menon (*Non Executive, Nominee Director)*	**Pratip Chaudhuri** (*Non Executive, Independent Director)*
Pravir Kumar Vohra (*Non Executive, Independent Director)*	**Revathy Ashok** (*Non Executive, Independent Director)*
Sanjay Anandaram (*Non Executive, Independent Director)*	**Subrata Kumar Nag** (*Executive and Wholetime Director and Chief Financial Officer) (Nominee Director)*

Place: Bengaluru
Date: February 1, 2016