

**INFORMATION MEMORANDUM**  
**(For Listing on Institutional Trading Platform NSE - EMERGE)**  
**Dated: July 23, 2015**

[In accordance with SEBI (Listing of Specified Securities on Institutional Trading Platform) Regulations, 2013]



**HUSYS CONSULTING LIMITED**

Our Company was incorporated as “Husys Consulting Private Limited” under the Companies Act, 1956 vide certificate of incorporation dated August 24, 2005 issued by the Registrar of Companies, Andhra Pradesh, Hyderabad, India. Further, our Company was converted from Private Limited to a Public Limited company vide shareholders resolution dated July 1, 2015 and consequently the name of our Company was changed to “Husys Consulting Limited”. The Corporate Identification Number (CIN) of our Company is U74140TG2005PTC047222.

**Registered Office & Corporate Office:** Husys House, H.no. 1-8-505/E/D/A, Prakash Nagar Extension,  
Begumpet, Hyderabad – 500016, Telangana, India  
**Tel:** +91-040-65195632; **E-Mail:** gr@husys.net; **Website:** www.husys.net

**PROMOTERS OF THE COMPANY: MR. GUNDLAPALLY RAMALINGA REDDY AND  
MRS. GUNDLAPALLY PRAVEENA REDDY**

**THIS INFORMATION DOCUMENT IS BEING MADE IN TERMS OF THE CHAPTER XC OF THE  
SEBI (ICDR) REGULATIONS, 2009, AS AMENDED FROM TIME TO TIME**

**FOR LISTING OF 12,60,000 EQUITY SHARES OF RS. 10/- EACH FULLY PAID-UP ON  
INSTITUTIONAL TRADING PLATFORM (ITP) OF THE NSE EMERGE**

**ABSOLUTE RESPONSIBILITY OF THE COMPANY**

The Company, having made all reasonable inquiries, accepts responsibility for, and confirms that this Information Memorandum contains all information with regard to the Company, which is material and that the information contained in the Information Memorandum 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 Information Memorandum as a whole or any part thereof, misleading in any material respect.

## TABLE OF CONTENTS

<b>SECTION</b>	<b>PARTICULARS</b>	<b>PAGE</b>
<b>I.</b>	<b>GENERAL</b>	
	Definitions and Abbreviations	<b>02</b>
	General Information	<b>06</b>
	Eligibility Criteria	<b>08</b>
<b>II.</b>	<b>BUSINESS</b>	
	Description of our Business and Operations	<b>09</b>
	Financial Information	<b>18</b>
	Capital Structure	<b>25</b>
	Description of Property	<b>32</b>
<b>III.</b>	<b>RISK FACTORS</b>	<b>33</b>
<b>IV.</b>	<b>SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT</b>	<b>38</b>
<b>V.</b>	<b>OUR MANAGEMENT</b>	<b>39</b>
<b>VI.</b>	<b>OUR PROMOTERS</b>	<b>43</b>
<b>VII.</b>	<b>RELATED PARTY TRANSACTIONS</b>	<b>44</b>
<b>VIII.</b>	<b>OUTSTANDING LITIGATIONS</b>	<b>45</b>
<b>IX.</b>	<b>DECLARATION</b>	<b>46</b>

**SECTION I – GENERAL**

**DEFINITIONS AND ABBREVIATIONS**

In this Information Memorandum, unless the context otherwise requires, in the Information Memorandum, all references to “HUSYS”, “HCL”, “our Company”, “the Company”, “we”, “us” are to HUSYS CONSULTING LIMITED.

Unless the context otherwise indicates, the following terms have the meanings given below. References to statutes, rules, regulations, guidelines and policies will be deemed to include all amendments and modifications notified thereto.

**Company/ Industry related terms**

<b>Term</b>	<b>Description</b>
“HUSYS”, “HCL”, “our Company”, “the Company”, “we”, “us”	Husys Consulting Limited having its registered Office at Husys House, H.no. 1-8-505/E/D/A, Prakash Nagar Extension, Begumpet, Hyderabad – 500016, Telangana, India
Act or Companies Act	Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon notification of the Notified Sections) and the Companies Act, 2013
AOA/Articles/Articles of Association	Article of Association of the Company, as amended from time to time, unless the context otherwise specifies
Auditors / Statutory Auditors	The Statutory Auditors of the Company, M/s Chandan & Ranjith, Chartered Accountants.
Banker(s) to the Company	Bank of India, H. No. 3-4-215, R K Complex, Kachiguda Station Road, Hyderabad – 500027
Board of Directors/ Board/ Directors	The board of directors of the Company or a committee constituted thereof, unless the context otherwise specifies
Capital/ Share Capital/ Equity Share Capital	Equity Share Capital of the Company
Companies Act, 2013	The Companies Act, 2013, to the extent in force pursuant to the notification of the Notified Sections
CDSL	Central Depository Services (India) Limited
Depositories	NSDL and CDSL
Depositories Act	The Depositories Act, 1996 as amended from time to time
Depository Participant/DP	A depository participant as defined under the Depositories Act, 1996
Director(s)	The director(s) of the Company, unless otherwise specified.
Equity Share(s) or Share(s)	Equity shares of the Company of face value of Rs. 10/- each, fully paid up, unless otherwise specified in the context thereof
Financial Year/Fiscal/FY	Period of 12 month ended March 31 of that particular year unless stated otherwise
Information Memorandum/ Information Document	This document as filed with the Stock Exchanges is known as and referred to as the Information Memorandum
MOA/Memorandum/Memorandum of Association	Memorandum of Association of the Company, as amended from time to time, unless the context otherwise specifies
NSE Emerge ITP/ITP	Institutional Trading Platform under SME platform of NSE Emerge
NSDL	National Securities Depository Limited
Promoter(s)	The promoters of the Company.
Promoter Group	Includes such persons and entities constituting our promoter group in

	terms of Regulation 2 (1)(zb) of the SEBI ICDR Regulations
Registered Office	The registered office of the Company at Husys House, H.no. 1-8-505/E/D/A, Prakash Nagar Extension, Begumpet, Hyderabad – 500016, Telangana, India
Registrar/ Registrar & Share Transfer Agent	The Registrar & Share Transfer Agent of the Company i.e. Karvy Computershare Private Limited
SEBI Act	Securities and Exchange Board of India Act 1992, as amended from time to time
SEBI (ICDR) Regulations/ SEBI Regulations	SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 including instructions and clarifications issued by SEBI from time to time.
Stock Exchange	Shall refer to the NSE Limited where the Shares of the Company proposed to list.
T.P.	Transfer of Property Act, 1882

### Abbreviations

Term	Description
AGM	Annual General Meeting
AMS	Associate Management Service
AS	Accounting Standards issued by the Institute of Chartered Accountants of India
A.Y.	Assessment Year
B.A.	Bachelor of Arts
B.Com	Bachelor of Commerce
BG/LC	Bank Guarantee/ Letter of Credit
BIFR	Board for Industrial and Financial Reconstruction
C.A.	Chartered Accountant
CDSL	Central Depository Services (India) Limited
CEO	Chief Executive Officer
CFO	Chief Financial Officer
CG	Central Government
CIBIL	Credit Information Bureau (India) Limited
CIN	Corporate Identification Number
CS	Company Secretary
CSG	Career Star Group
CV	Curriculum Vitae
CXO	Chief Executive Level Officers
DNA	Deoxyribo Nucleic Acid, often referred to as the Core of the Organisation
DP	Depository Participant
ECS	Electronic Clearing System
EGM/EOGM	Extra Ordinary General Meeting of the shareholders
EBITDA	Earnings Before Interest, Tax, Depreciation and Amortisation
EPS	Earnings per Equity Share
Financial year/fiscal/ FY	Period of twelve months ended March 31 of that particular year, unless otherwise stated
GDP	Gross Domestic Product
HRD	Human Resource Development
HRFM	Human Resource Function Management
HRIS	Human Resource Information Systems
HUF	Hindu Undivided Family

Indian GAAP	Generally Accepted Accounting Principles in India
INR/Rs./Rupees	Indian Rupees, the legal currency of the Republic of India
I. T. Act	The Income-Tax Act, 1961, as amended from time to time, except as stated otherwise
IT	Information Technology
ITP	Institution Trading Platform of NSE Emerge
Listing Agreement	Listing agreement to be entered into by the Company with the Stock Exchange
MBA	Master in Business Administration
NA	Not Applicable
NAV	Net Asset Value being paid up equity share capital plus free reserves (excluding reserves created out of revaluation) less deferred expenditure not written off (including miscellaneous expenses not written off) and debit balance of Profit and Loss account, divided by number of issued Equity Shares
No.	Number
NR	Non Resident
NSDL	National Securities Depository Limited
P/E Ratio	Price/Earnings Ratio
PAN	Permanent Account Number allotted under the Income Tax Act, 1961
PAT	Profit after tax
PBT	Profit before tax
PEO	Professional Employer Organization
PSU	Public Sector Undertaking
RBI	Reserve Bank of India
RBI Act	The Reserve Bank of India Act, 1934, as amended from time to time
RoC	Registrar of Companies, Andhra Pradesh & Telanagana (Hyderabad)
RoNW	Return on Net Worth
RSE	Regional Stock Exchange
SME	Small And Medium Enterprises
SCRA	Securities Contracts (Regulation) Act, 1956, as amended from time to time
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended from time to time
SEBI	The Securities and Exchange Board of India constituted under the SEBI Act, 1992, as amended from time to time
State Government	The government of a state of the Union of India
UIN	Unique Identification Number
XLRI	Xavier Labour Relations Institute

## **CURRENCY OF PRESENTATION**

In this Information Memorandum, unless the context otherwise requires or unless stated otherwise, the financial data is derived from our financial statements prepared and in accordance with the applicable regulations. In this Information Memorandum, any discrepancies in any table between the total and the sums of the amounts mentioned are owing to rounding-off.

In this Information Memorandum, unless the context otherwise requires, all references to one gender also refers to another gender and the word “lacs” means “one hundred thousand” and the word “million” means “ten lacs” and the word “Crore” means “ten million” and the word billion refers to “Thousand Million”.

## **INDUSTRY & MARKET DATA**

Unless otherwise stated, Industry & Market data used throughout this Information Memorandum has been obtained from internal Company reports and Industry publications and the information contained in those publications has been obtained from sources believed to be reliable but their accuracy and completeness are not guaranteed and their reliability cannot be assured. Although we believe that industry data used in this Information Memorandum is reliable, it has not been independently verified. Similarly, internal Company reports, while believed by us to be reliable, have not been verified by any independent sources.

The extent to which the market and industry data used in this Information Memorandum is meaningful depends on the reader’s familiarity with and understanding of the methodologies used in compiling such data.

## **FORWARD LOOKING STATEMENTS**

Statements included in this Information Document which contain words or phrases such as “will”, “aim”, “will likely result”, “believe”, “expect”, “will continue”, “anticipate”, “estimate”, “intend”, “plan”, “contemplate”, “seek to”, “future”, “objective”, “goal”, “project”, “should”, “will pursue” and similar expression or variations of such expressions, that are “forward-looking statements”.

All forward looking statements are subject to risks, uncertainties and assumptions that could cause actual results to differ materially from those contemplated by the relevant forward looking statement. Important factors that could cause actual results to differ materially from our expectations include, among others: -

- General economic and business conditions in India and other countries
- Our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks that have an impact on our business activities or investments
- The changes in monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest
- rates, foreign exchange rates, equity prices or other rates or prices
- The performance of the financial markets in India and globally, changes in domestic and foreign laws, regulations and taxes and changes in competition in our industry
- Changes in the value of the Rupee and other currencies
- The occurrence of natural disasters or calamities
- Change in political and social conditions in India

## GENERAL INFORMATION

Our Company was incorporated as “Husys Consulting Private Limited” under the Companies Act, 1956 vide certificate of incorporation dated August 24, 2005 issued by the Registrar of Companies, Andhra Pradesh, Hyderabad, India. Further, our Company was converted from Private Limited to a Public Limited Company vide shareholders resolution dated July 1, 2015 and consequently the name of our Company was changed to “Husys Consulting Limited”. The Corporate Identification Number (CIN) of our Company is U74140TG2005PTC047222.

### REGISTERED OFFICE

Husys House, H.no. 1-8-505/E/D/A,  
Prakash Nagar Extension, Begumpet,  
Hyderabad – 500016,  
Telangana, India  
**Tel:** +91-40-65195632  
**E-Mail:** gr@husys.net  
**Website:** www.husys.net

**COMPANY REGISTRATION NUMBER: 047222**

**COMPANY IDENTIFICATION NUMBER: U74140TG2005PTC047222**

### REGISTRAR OF COMPANIES

#### Registrar of Companies, Andhra Pradesh and Telengana, Hyderabad

2nd Floor, CPWD Bldg.  
Kendriya Sadan, Sultan Bazar, Koti,  
Hyderabad - 500195  
Tel: +91-040-4657937/ +91-040-4652807  
Website: www.mca.gov.in  
Email: [roc.hyderabad@mca.gov.in](mailto:roc.hyderabad@mca.gov.in)

### NAME OF STOCK EXCHANGE WHERE PROPOSED TO BE LISTED

Our Company proposes to list its Equity Shares on the Institutional Trading Platform of NSE Emerge

### BOARD OF DIRECTORS

Our Board of Directors comprise of the following members:

Name and DIN	Designation	DIN	Age (years)	Address
Gundlapally Ramalinga Reddy	Managing Director	00559079	45	H.NO.18-8-395/A, Narahari Nagar, Uppuguda, Hyderabad, 500053, Telangana, India
Gundlapally Praveena Reddy	Whole-time Director	00559136	39	H.NO.18-8-395/A, Narahari Nagar, Uppuguda, Hyderabad, 500053, Telangana, India
Nina Elizabeth Woodard	Independent Director	00754603	68	Flat 11 Second Floor Oceanview, Worli Sea Face, Mumbai, 400018, Maharashtra, India
Geeta Goti	Independent Director	06866598	49	Flat No. 403, Phase II, Modern Towers, Vidyanagar, Hyderabad, 500044, Telangana, India

For further details of Management of our Company, please refer to section titled "Our Management" on page 39 of this Information Memorandum.

### **STATUTORY AUDITORS**

#### **Chandan & Ranjith**

##### **Chartered Accountants**

Plot No. 104, Kavuri Hills, Madhapur,

Hyderabad – 500033

Telephone: +91-040-40023410

Fax: +91-040-40023410

Email: chandan@chandanca.com

Firm Registration No.: 012938S

Membership No.: 221975

Contact Person: S. Chandan Kumar

### **REGISTRAR TO THE COMPANY**

#### **Karvy Computershare Private Limited**

Karvy Selenium Tower B,

Plot 31-32, Gachibowli,

Financial District,

Nanakramguda,

Hyderabad – 500 032

Tel: +91-040 – 6716 2222

Fax:+91- 040 - 2343 1551

Email: varghese@karvy.com

Website: www.karvy.com

Contact Person: Varghese P A

SEBI Reg No.: INM000003531

### **BANKERS TO THE COMPANY**

#### **Bank of India**

H.No. 3-4-215, R K Complex,

Kachiguda Station Road,

Hyderabad – 500027

Tel: +91-040-27564456/, 27568957, 27587972

Fax:+91-040-27563035

Email: kachiguda.telangana@bankofindia.co.in

Website: www.bankofindia.co.in

Contact Person: Shankar Thangirala



## **ELIGIBILITY CRITERIA**

We are an unlisted company as on the date of filing of this Information Memorandum and we propose to list our Equity Shares on Institution Trading Platform (ITP) of NSE Emerge in terms of the Chapter XC of the SEBI (ICDR) Regulations, 2009. Our Company is eligible for the listing in terms of 106 Y and other provisions of Chapter XC of the SEBI (ICDR) Regulations, 2009.

We Confirm that:

1. The name of our company, our promoters, any of our group companies or directors does not appear in the wilful defaulters list of Reserve Bank of India as maintained by Credit Information Bureau (India) Limited;
2. There is no winding up petition against our company that has been admitted by a competent court;
3. Our company, group companies or subsidiaries have not been referred to the Board for Industrial and Financial Reconstruction within a period of five years prior to the date of application for listing;
4. No regulatory action has been taken against our company, our promoter or director, by the Board, Reserve Bank of India, Insurance Regulatory and Development Authority or Ministry of Corporate Affairs within a period of five years prior to the date of application for listing;
5. We were incorporated on August 24, 2005 and thus have not completed more than ten years after incorporation and our revenues have not exceeded Rs. One Hundred Crores in any of the previous financial years.
6. The paid up capital of our company has not exceeded twenty five crore rupees in any of the previous financial years;
7. Having been incorporated in the financial year 2005, we have more than one years' audited financial statement at the time of making this application;
8. In accordance with Regulation 106Y(h)(iii) of SEBI (ICDR) Regulations, 2009, as amended, the company has received finance from the Bank of India (BOI), a schedule bank in accordance with Reserve Bank of India Act, 1934 for its working capital requirements and a period three years has elapsed from the date of such financing and the funds so received have been fully utilised.

We further confirm that in accordance with Regulation 106 ZB of Chapter XC of the SEBI (ICDR) Regulations, 2009, Our Promoters i.e. Mr. Gundlapally Ramalinga Reddy and Mrs. Gundlapally Praveena Reddy have given their consent to lock-in 2,52,000 Equity Share representing 20.00 % of Paid up Capital of the Company.

We further confirm that in terms of Regulation 106ZC of the SEBI (ICDR) Regulations, 2009:

- i. All Equity Shares of our Company shall be in dematerialized form upon listing on Institutional Trading Platform.
- ii. Our Company is in the process of entering into a Tripartite Agreement with CDSL and NSDL dated. We further confirm that we shall have connectivity with at least one depository at all times.
- iii. The minimum trading lot on institutional trading platform shall be Rs. 10.00 Lacs.

## SECTION II – BUSINESS

### DESCRIPTION OF OUR BUSINESS AND OPERATIONS

Our Company was incorporated as “Husys Consulting Private Limited” under the Companies Act, 1956 vide certificate of incorporation dated August 24, 2005 issued by the Registrar of Companies, Andhra Pradesh and Telangana, Hyderabad, India. Further, our Company was converted from Private Limited to a public limited company vide shareholders resolution dated July 1, 2015 and consequently the name of our Company was changed to “Husys Consulting Limited”. The Corporate Identification Number (CIN) of our Company is U74140TG2005PTC047222.

Husys is in the business of creating the concept of HR Function Outsourcing (HR Function Management-HRFM). We focus to be the most innovative, trusted partner in delivering cost effective solutions in the arena of Human Resources Development to the Industry & Society. Our Objective is to be a One-Stop Solution Provider for all Human Resources Challenges of Today's Organizations. Our products are time tested and proven to be effective for business results with people involvement. We provide service products/solutions that are Customized, Cost & Time effective for Business Effectiveness.

We are a very young organization with 27 years of average age with more than 300 years of collective experience. We have been serving more than 15 different Industries with an ability to bring cross-Industry best practices for business success.

#### **Our Vision**

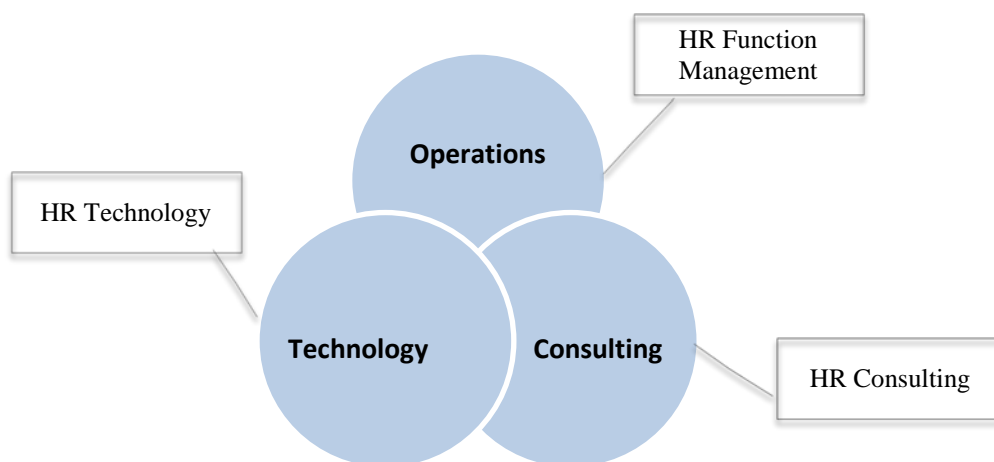
Synergizing Human Potential for Development of Business & Society

#### **Our Mission**

To be the leader in deploying & delivering high quality, innovative, cost effective and time sensitive HR Services, leveraging human potential for the advancement of both business and society

#### **Activity Description**

**Following are the Products / Services offered by the Company:**

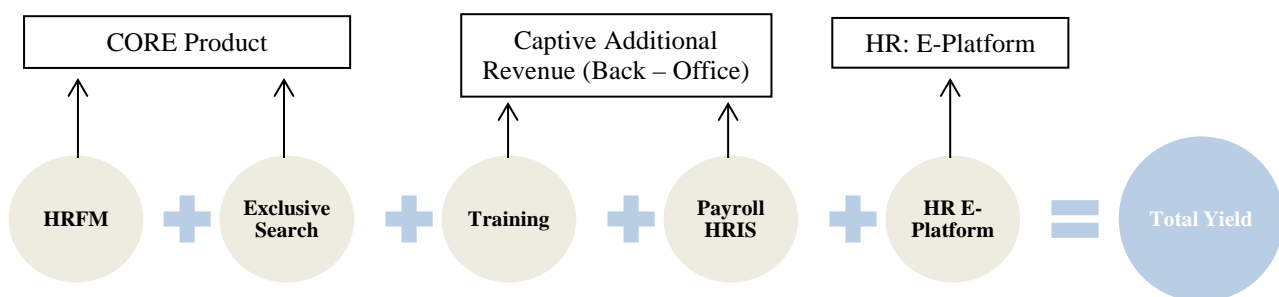


**I. HR OPERATIONS:**

This area of competency focuses primarily on the Operational excellence and delivery capability in terms of the day-to-day transactions of the Business. Our Company offers various products and services under this category. This area of specialization brings the best of the breed operational efficiencies in building and managing day-to-day business HR operations. The solutions are customized, based on the needs of the client; however the following are some of the areas of service provided.

- **HR Function Management Solution (Core):** This is our Company’s Flagship & Primary Service that is mastered over a period of 12 years in India. We are the pioneers and leaders in building HR Departments and Management for Small and Medium Organizations.

A brief pictorial representation of the opportunities integrating other services is as below:



- **Exclusive Search:** In this solution our Company offers Talent Acquisition for clients. Husys usually has an exclusive mandate - 90% of the times, since exclusivity always gives us an opportunity to generate business and gain revenue stream using our capabilities.

These services require keeping the database, networking and a large pool of social/professional network in multiple industries. Our growing HRFM clients always have need for people and become exclusive mandates.

- Recruitment Assignments
  - Talent Reservoir
  - Project Based Requirements
  - Bid based long-term contracts for association
- **Associate Management Service (AMS):** This service contributes to largest revenue to our Company due to the deployment nature of resources and management of their employment on behalf of other organizations. Our Company has designed this model with a combination of Manpower Outsourcing and HR Function Management as the key ingredients. In this service the Company not only manages the Employment but also all the HR Related issues for the employees are tracked and supported for the employers. The following are the few of the services delivered, included or chosen for support in this service. Currently our Company provides this service for various International Partners and also International Companies in India.
    - Employer of Records (Professional Employer Organization – PEO as its call elsewhere in the world)
    - Payroll Management (Full Blown service outside of AMS and has a scope as well for Growth)
    - HR & Administration

- **Training & Assessment Services:** Our Company helps to assess the Training Needs of HRFM clients or need based support to organizations independently. This service focusses on fulfilling the Training needs of organization by helping them to get the best talent to Train their resources. Our Company keeps a pool of trainers and delivers based on the need and competency required by our clients.

## **II. HR CONSULTING:**

Our Company has been working on this competency from the Design of our core service. As HRFM requires 5-10% of the strategic consulting solution and derived from the Consulting competency of our Senior Team members. For Mid and Large organizations, this service becomes very attractive as they would have their own HR Department who take care of the Day-to-Day operations. Our Consulting Services are more relevant for any organization at various phases as mentioned below but not limited to:

- Organizational or/and Leadership Change
- Growth/Decline/Stagnant Phases
- Acquisition & Mergers
- Change in the Business Environment & Priorities
- International Changes

Our Company delivers the following services but not limited to:

- **HR Consulting Engagements:** In this service Husys would involve in building the strategic support where organization needs. Husys helps organization to focus on strategic support in the areas of Talent Engagement, Talent Management & Talent Development. These are project based needs and closed with specific time frames arising out of the business need. Husys shall deploy a competent Consultant who is signed up to work as Associates based on need. We identify and map the need and the competency of the consultant for deployment and delivery. We are tracking business currently :
  - Organizations who have need for Change and reach us or we attempt reach.
  - Bid based for Private / Governmental / Association / Projects
- **Outplacement:** Husys is a part of Career Star Group which represents 70 countries. Husys also the official licensee of Penna Plc. A UK based largest HR Company and the founding member of CSG. These mandates are assigned based on the Global mandates for large International organizations. The company has built our own internal processes framework for India based outplacement. This service is offered to organization who are making workforce redundant for various reasons. The company steps in and helps the career transition of the affected employees for the organization. The fee is paid by the company to keep their employer brand intact. The following are some of the activities.
  - Target : Workforce, Employees, Middle Management, Senior Management, CXO and Sr. Director Level
  - Helps in building confidence & recover the shock, career strategy to Get to Next job, starting own business & Retirement. Key to success is Job search, CV preparation, Interview preparation, salary/offer negotiations and Planned Transition.
- **HR Advisory:** This is a unique and long-term in many cases in which our senior consultants act as Advisor for the organization. This also has components of Transition and Interim Management options.

## **III. HR TECHNOLOGY:**

Human Resources usage of Technology has come a long way but there is a great scope and usage yet in the organizations. With 100 million working population in SME's and not many of them are the users of technology

providing a scope for our Technology Focus. This provides the direct access to the people who have the disposable income predicted every month. Husys identified some of the key areas of development to ensure the following needs are covered for the business revenues.

- **Automate HR Function:** A traditional HR Information System is deployed by helping all the day-to-day operations and data management for employees. The workflow of HR Function is also taken care by this model.

**Husys Unique Solutions:**

- **Integrate Collaboration Tool:** A tool that helps our partners / franchisees to enable running HR Function Management and various other services of Husys. It also helps in managing the support group companies where there are many companies and in various industries and spread across the State / Country. This integrates Billing and Knowledge management tool for our partners. This tool also enables the Back-Office functions for Husys, partners & companies.
- **Integrate and Enable HR E-Commerce:** This reduces the strain that SME's go through generally the Purchase Power due to the low volumes. Our product support would bring the collaboration and power of negotiation as aggregator for HR Services universe.

**Differentiation:**

Business Services	Description	Key Differentiator	Year	Industries Covered
			Started	
HR Function Management (HRFM)	End to End HR Solution: Husys Responsible for Setting up and Managing HR Department for SME's.	Pioneered by Husys. Cost Effective Solution, White Space Opportunity	2002	Textiles, IT, Pharma, HealthCare, Retail, Education, Services, Manufacturing, Power
Associate Management Services (AMS)	Employment Management as Employer. Manage the HR Support. (People Outsourcing + HR Service Model)	Our Strength is Building HR Operational Efficiency in Employee Relation	2007	Healthcare, BPO, NGO, Online Businesses, Sales Organisations, IT
Exclusive Search : Recruitment	Captive Requirements of HRFO Clients + Independent Clients	Captive with HRFM Clients, Take-up only Exclusive Searches	2009	Education, IT, Pharma, HealthCare, Retail, Education, Services, Manufacturing
Consulting	Need based HR Support	Client Need Based with Operationalization of HR support	2005	Construction, Power, Education,
Training	Providing Training for competency enhancement.	Mission HR® to build exclusive resource pool.	2002	Education, Power, IT,
Payroll & ApHusys / Misc	Payroll Services and Transaction based services. ApHusys – Cloud based Technology service product.	• Generic Services • Cloud based HRIS - ApHusys	2005 /2011	PSU, Power, Construction, Services, MNC's, Manufacturing
Outplacement	Helping organization in Transition of Resources	• Specialized Service	2013-14	Pharma, Manufacturing, Services, Internet

	during Retrenchment / Termination / Workforce Reduction	• Part of CSG – A worldwide organization representation present in 70 countries.		Based. Etc.,
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## STRENGTHS

- **Established Track record of 10 years** indicates the company’s ability to survive business cycles
- **Competent and Well qualified Promoters** in the same line of business for 10 years, wide industry experience of the chief promoter Mr. Gundlapally **Ramalinga** Reddy in the consultancy sector is likely to benefit business operations.
- **Well defined organization structure** supported by qualified and experiences second tier management that has decision making powers.
- **Diversified service profile**, the company provides an array of HR Management and Consulting services such as human resources function outsourcing, Human Resources Training, Human Resources Pay roll management, cloud based human resource information systems, Associate Management service and recruitments. Moreover, the company is also engaged in development of on-demand software services.
- **Customer focused growth strategies:** Continue to pursue our customer-focused “account mining” strategy which has yielded good results last year too, We will continue investing in our account management teams to extend our farming successes beyond Revenue per customer has been on the rise, signaling our success in mining focus accounts.
- **Superior corporate leadership and governance:** Our senior management comprises of some of the most seasoned leaders in the industry from diverse backgrounds, geographies and with different areas of specialization in the Human Resources industry. Their leadership and governance helped us deliver an all-round performance which was recognized by media (name the Awards) Assess candidates across a wide range of criteria, including financial performance, leadership, creativity, innovation and social responsibility. Other evaluation factors include the ability of candidates to create short-term advantage, long-term value, a competitive edge and the demonstration of leadership in the business community. Covered various aspects, including most convincing and coherent strategy, best system of corporate governance; most accessible senior management; most transparent financial accounts; best for shareholder value; most useful and informative website and most improved performance. This reflects Husys Consulting, ability to execute end-to-end lifecycle services from Human Resources Service concept to product development, testing and deployment and forging ‘Go-to-Market’ partnerships.
- **Robust sales organization:** As the company is going through a phase of moderate growth, the success of an organization is critically dependent upon the efficiency of its sales engine - ability to win new business and mine the existing clients. Over the last one year, following initiatives were undertaken in these areas: Creation of a dedicated team to focus on account planning and governance, significant strengthening of sales team, creation of separate hunting and farming teams to leverage the sales team capabilities efficiently, renewed focus to get strong good quality new logos to enable stronger growth. These initiatives have helped improve collaboration between Husys Consulting verticals and service lines.
- **Domain expertise and technical excellence:** We believe in the Human Synergies at work for helping the world to do business in next century. We strongly believe and advocate the collaboration for organizations to sustain business edge in the future. In view of our beliefs we constantly make our undying spirit of

collaborative ecosystem we partner with people who are like-minded and build synergies for a better world. The following are few partnerships Penna Inc., Career Star Group Inc., iWorkGlobal., Nina E Woodard Associates Inc., US.

- **People focus and high performance** culture: Our biggest strength is our people, we call ourselves Husyst Thinkers. As at march 31, 2014 we have 93 Husyst Thinkers. We ensure that we offer the best workplace to our Thinkers where they can perform to the best of their abilities. Our initiatives in the field of performance management, employee engagement, workplace sustainability, diversity and inclusivity have been strengthened throughout year. The company is forthcoming in recognizing and rewarding high performers. Company recognizes the fact that leadership is a critical component of its organizational strategy. Hence it is focused on developing leadership across organizational levels and helps leaders to transition seamlessly from one level to another. We continued to provide a comprehensive suite of leadership programs to all levels of career transitions. It included executive coaching, 360 degree feedback, one to one mentoring and specialized training tailored to new or experienced leaders.

## **OUR BUSINESS STRATEGY**

We are united by the Core Values that binds every Husyst (Our Team Members) to deliver the best to our clients. We strive to live up to these values and make every second of our service is delivered with the same rigor and consistency all through our journey with our clients.

### **Integrity:**

We are committed by the value of integrity and would not pursue any deviation to help our clients. We work for profitability of our clients while preserving the value for our existence. Our integrity is important to retain and sustain the growth for our clients and their employees.

### **Commitment:**

Our commitment to client delivery and the vision & Mission we set out for ourselves is the corner stone for our success. None of our associates would deviate from any commitments that we promised to deliver and try and excel in our effort in bringing more value.

### **Service:**

Every moment a positive experience for our clients make us to deliver the best. We understand to count our every hour and day in converting opportunities into action for our clients through people. We are bound by the set expectations and we strive to surpass every second in delivering the best to our clients.

### **Enterprising:**

Working with Entrepreneurs would never be possible unless being Enterprising in every activity that we perform. Every Husyst (Our team members) is trained to be an entrepreneur first and in HR Function later. We know the efforts of our enterprising clients in building and developing an organization of repute.

The Drivers of our environment:

- Integrity
- Commitment
- Human
- Service
- Enterprising

Found at India with an aim to redefine the Human Resources function. Husys originated out of a need for a good partnership for companies to grow. Business is all about how we keep our costs at optimum and deliver better results for the stakeholders. We have started our Operations based at Hyderabad in the year 2002. We have been successful in bagging the HR Functional Outsourcing contract within 1 month of operation, which meant a great historic achievement in managing HR Function and Outsourcing the same. Today we are the people who are synonymous with HR Function Outsourcing. We re-defined the way the HR Function Management is outsourced since 2002 with more than 300+ Clients (Including Fortune 500) and featured in various forums as the most innovative HR Business Model and applauded by Media in India.

**Few Firsts @ Husys:**

- First & Only Fully Integrated HR Function Management/Outsourcing Organization in India.
- First HR Function Outsourcing company Rated by CRISIL
- First to Introduce "Pooled HR Management" & "Startup HR Solutions"
- First to introduce MissionHR® (only On-the-Job HR Function Management program) in India.
- First Partner based Business Associates Model for an HR Function Management Company in India.
- One of the First Cloud based HRIS application launched (ApHusys: Application for Human Synergies) in India.

**THE SOURCES AND AVAILABILITY OF RAW MATERIALS**

Not being in the manufacturing industry, our Company does not have any raw material requirement.

**THE IMPORTANCE OF THE SEGMENT**

Companies will not survive if the marketing strategy is dependent upon targeting an entire mass market. The importance of market segmentation is that it allows a business to precisely reach a consumer with specific needs and wants. In the long run, this benefits the company because they are able to use their corporate resources more effectively and make better strategic marketing decisions.

Organizations create a set of segments to project their products focusing on a specific niche market. This niche market defines the product features aimed at satisfying specific market needs including the price, quality & demographic factors. Organizations use segmentation as a tool to make optimum utilization of their finite resources.


Market Segmentation and subsequent Product Differentiation Strategy by an organization is concentrating all marketing efforts on a small but specific and well defined segment of the population. This is done through identifying needs, wants and requirements that are being addressed poorly or not at all by other firms, and developing and delivering goods or services to satisfy them. As a strategy, Market Segmentation is aimed at being a big fish in a small pond instead of being a small fish in a big pond.

- In essence, objectives of segmentation analysis are:
  - To reduce risk in deciding where, when, how, and to whom a service, or brand will be marketed
  - To increase marketing efficiency by directing effort specifically toward the designated segment in a manner consistent with that segment's characteristics

While it is relatively easy to identify segments of consumers, most Company do not have the capabilities or the need to effectively market their services to all of the segments that can be identified. A company selects its target market because it exhibits the strongest affinity to a particular services or brand. It is in essence the most likely to buy the service.



**INTELLECTUAL PROPERTY**

Presently, Husys is a trade mark  registered in India. We do not own any other patent or trademark. Further we have not made an application for registration of our trademark/logo for ApHusys, InHusys under the Trade Marks Act and consequently do not enjoy the statutory protections accorded to a trademark registered in India. We are in the process of registering the trademarks for these two brands.

**LICENSES**

Sr. No.	Nature of Registration/ License	Registration/ License no.	Issuing Authority/Act	Date of issue	Date of Expiry
1	Certificate of Incorporation	U74140TG2005PTC047222	Registrar of Companies, Andhra Pradesh, Hyderabad	24.08.2005	Perpetual
2	Permanent Account number	AABCH5948N	Income Tax Department	24.08.2005	Perpetual
3	Tax Deduction Number	HYDH01416C	Income Tax Department	24.08.2005	Perpetual
4	Shops and establishment certificate	LO2/HYD/105/2006	Office of the Inspector and Labour Officer 2 Hyderabad	13.09.2006	Expired
5	Provident Fund	AP/HYD/53892	Regional Provident Fund Commissioner	24.08.2005	Perpetual
6	Employee State Insurance Corporation	52000271980001017	Regional Employee State Insurance Commissioner	24.08.2005	Perpetual
7	Service Tax	AABCH5948NST001	Commissioner of Customs, Central Excise and Service Tax	06.10.2005	Perpetual
8	Professional Tax	BGT/03/01/BP/PT/REGN/8 10/2006.07	Dy. Commercial Tax Officer	26.04.2006	Perpetual

**FRANCHISEE/ CONCESSIONS**

As on date, we do not have any franchisee. We have not entered in to any concession agreements.

**WORKING CAPITAL**

As on March 31st, 2015 our working capital comprised of the following:

Particulars	Amount (in Rupees)
Inventories	-
Trade Receivables	55,05,447
Cash & Bank Equivalentents	2,22,133
Short- Term Loans & Advances	1,06,70,400
<b>TOTAL (A)</b>	<b>1,63,97,980</b>
Short-term borrowings	1,47,38,839
Trade Payables	30,05,010
Other Current Liabilities	46,60,071

Short-term provisions	23,02,272
<b>TOTAL (B)</b>	<b>2,47,06,193</b>
<b>Net Working Capital (A) – (B)</b>	<b>-83,08,213</b>

### **RESEARCH & DEVELOPMENTS**

We have not incurred any amount during the last three fiscal years on company-sponsored research and development activities.

### **HUMAN RESOURCES**

As on date of this Information Memorandum, our Company has 105 employees as below:

<b>Sr. No.</b>	<b>Category</b>	<b>No. of employees</b>
1	Senior Management	7
2	Middle Management	6
3	Supervisory Level	10
4	Team Members	22
5	AMS Teams	60
	<b>TOTAL</b>	<b>105</b>

**FINANCIAL INFORMATION**
**PROVISIONAL BALANCE SHEET AS AT MARCH 31, 2015**
**(Amount in Rupees)**

	Note	As at March 31, 2015	As at March 31, 2014
<b>I.EQUITY &amp; LIABILITIES</b>			
<b>1.Shareholders' Funds</b>			
(a) Share Capital	2.1	1,26,00,000	63,00,000
(b) Reserves and Surplus	2.2	27,19,974	67,30,147
<b>Total</b>		<b>1,53,19,974</b>	<b>1,30,30,147</b>
<b>2.Share Application Money Received</b>		<b>42,90,000</b>	<b>-</b>
<b>3.Non-current Liabilities</b>			
(a) Deferred tax liabilities (Net)	2.3	11,60,951	5,85,740
(b) Long-term provisions	2.4	-	-
<b>Total</b>		<b>11,60,951</b>	<b>5,85,740</b>
<b>4.Current Liabilities</b>			
(a) Short-term Borrowings	2.5	1,47,38,839	1,06,09,635
(b) Trade payables	2.6	30,05,010	29,18,173
(c) Other current liabilities	2.7	46,60,071	61,58,023
(d) Short-term provisions	2.8	23,02,272	28,72,963
<b>Total</b>		<b>2,47,06,193</b>	<b>2,25,58,794</b>
<b>Total</b>		<b>4,54,77,118</b>	<b>3,61,74,681</b>
<b>II.ASSETS</b>			
<b>1.Non-Current Assets</b>			
(a) <b>Fixed Assets</b>	2.9		
(i) Tangible Assets		80,64,378	73,35,324
(ii)Capital Work-in-Progress		2,10,14,761	1,04,76,705
(b) Non-current investments		-	-
(c) Long - Term Loans & Advances	2.10		-
<b>Total</b>		<b>2,90,79,138</b>	<b>1,78,12,029</b>
<b>2.Current Assets</b>			
(a) Inventories		-	-
(b) Trade Receivables	2.11	55,05,448	91,82,862
(c) Cash and Cash equivalents	2.12	2,22,133	23,21,090
(d) Short-term loans and advances	2.13	1,06,70,399	68,58,700
		<b>1,63,97,980</b>	<b>1,83,62,652</b>
<b>Total</b>		<b>4,54,77,118</b>	<b>3,61,74,681</b>

**PROVISIONAL STATEMENT OF PROFIT & LOSS FOR THE PERIOD ENDED MARCH 31, 2015**

(Amount in Rupees)

	Note	Period from April 1, 2014 to March, 31 2015	Year ended March 31, 2014
<b>I</b> Revenue from Operations	2.14	9,25,45,667	5,20,62,331
<b>II</b> Other Income	2.15	83,288	7,03,181
<b>III TOTAL (I+II)</b>		<b>9,26,28,954</b>	<b>5,27,65,512</b>
<b>III EXPENSES</b>			
Employee benefits expense	2.16	7,52,46,275	4,13,99,085
Administration & Other Expenses	2.17	1,19,45,390	64,45,915
Financial Expenses	2.18	7,81,784	2,40,148
Depreciation	2.9	10,97,780	4,86,651
<b>TOTAL</b>		<b>8,90,71,229</b>	<b>4,85,71,799</b>
<b>V Profit/(loss) before tax and prior period items</b>		<b>35,57,725</b>	<b>41,93,714</b>
VII Prior period Adjustments (net)		-	-
<b>VIII Profit/(Loss) before Tax</b>		<b>35,57,725</b>	<b>41,93,714</b>
<b>IX Tax expenses</b>			
- Current tax		6,92,687	10,12,883
- Deferred Tax		5,75,211	3,88,090
<b>X Profit/(Loss) after Tax</b>		<b>22,89,827</b>	<b>27,92,741</b>
Profit Brought forward from last year			-
Amount available for Appropriations		<b>22,89,827</b>	<b>27,92,741</b>
Interim Dividend		-	-
Tax on Dividend		-	-
<b>Net Profit Transferred to Balance Sheet</b>		<b>22,89,827</b>	<b>27,92,741</b>

**2. NOTES TO ACCOUNTS**

(Amount in Rupees)

	As at March 31, 2015	As at March 31, 2014
<b>2.1 Share Capital</b>		
<b>Authorised:</b>		
25,00,000 (Previous year: 5,00,000) Equity Shares of Rs 10/- each	2,50,00,000	2,50,00,000
<b>Total</b>	<b>2,50,00,000</b>	<b>2,50,00,000</b>
<b>Issued, Subscribed and Paid up:</b>		
12,60,000 (Previous year: 6,30,000) Equity Shares of Rs 10/- each fully paid up	1,26,00,000	63,00,000
<b>Total</b>	<b>1,26,00,000</b>	<b>63,00,000</b>

Equity shareholders holding more than 5% of equity shares along with the number of equity shares held is as given below:

Name of the shareholder	As at March 31, 2015		As at March 31, 2014	
	No of shares	%	No of shares	%
G.Rama Linga Reddy	6,16,000	49	3,08,000	49
G.Praveena Reddy	6,44,000	51	3,22,000	51
	<b>12,60,000</b>		<b>6,30,000</b>	

(Amount in Rupees)

	As at March 31, 2015	As at March 31, 2014
<b>2.2 Reserves &amp; Surplus</b>		
<i>General Reserve</i>		
Opening balance	<b>67,30,147</b>	<b>39,37,406</b>
Less: Amount transferred for Bonus Shares	<b>63,00,000</b>	
Add: Amount transferred from statement of profit and loss	22,89,827	<b>27,92,741</b>
<b>Total</b>	<b>27,19,974</b>	<b>67,30,147</b>
<b>Non - Current liabilities</b>		
<b>2.3 Deferred Tax liability (net)</b>		
Deferred tax liability comprises of following:		
Opening Balance	5,85,740	1,97,650
- Difference between tax depreciation and book depreciation	5,75,211	3,88,090

<b>Total</b>	<b>11,60,951</b>	<b>5,85,740</b>
Deferred tax assets comprise of the following:		
- On account of unabsorbed depreciation	-	-
- On account of provisions	-	-
<b>Total</b>	<b>-</b>	<b>-</b>
<b>Deferred Tax liability (net)</b>	<b>11,60,951</b>	<b>5,85,740</b>
<b>2.4 Long-term Provisions</b>		
Provision for FBT	-	-
<b>Total</b>		<b>-</b>
<b>Current liabilities</b>		
<b>2.5 Short-term Borrowings</b>		
Loan from BOI	1,47,38,839	1,06,09,635
<b>Total</b>	<b>1,47,38,839</b>	<b>1,06,09,635</b>
<b>2.6 Trade Payables</b>		
- Micro, Small and Medium Enterprises	-	-
- Others	30,05,010	29,18,173
<b>Total</b>	<b>30,05,010</b>	<b>29,18,173</b>
<b>2.7 Other Current liabilities</b>		
Other current liabilities	4,49,864	10,00,000
Statutory Liabilities	42,10,207	51,58,023
<b>Total</b>	<b>46,60,071</b>	<b>61,58,023</b>
<b>2.8 Short-term Provisions</b>		
Provision for Expenses	16,09,585	18,60,080
Provision for Income Tax payable	6,92,687	10,12,883
<b>Total</b>	<b>23,02,272</b>	<b>28,72,963</b>
<b>Non-Current Assets</b>		
<b>2.10 Long - Term Loans &amp; Advances</b>		
Ram Mohan Reddy		-
GR Reddy		-

Satish Reddy		-
Satish Reddy		-
Viswas S.p		-
<b>Total</b>		-
<b>2.11 Trade Receivables</b>		
<b>Debts outstanding for a period exceeding six months</b>		
Secured & considered good	-	
Unsecured & considered good	55,05,448	91,82,862
	55,05,448	91,82,862
Less: Provision for doubtful debts	-	-
	55,05,448	91,82,862
<b>Other debts, considered good</b>		
Secured & considered good	-	-
Unsecured & considered good		-
<b>Total</b>	<b>55,05,448</b>	<b>91,82,862</b>
<b>2.12 Cash and Cash equivalents</b>		
Cash on hand	55,930	3,417
Balances with scheduled banks:		
in current accounts	1,66,203	23,17,673
in deposit accounts	-	-
<b>Total</b>	<b>2,22,133</b>	<b>23,21,090</b>
<b>2.13 Short-term loans &amp; advances</b>		
<b>Unsecured, considered good</b>		
Advances to vendors		
Balances with IT authorities		6,17,970
Balances with Central Excise and other authorities	65,99,807	57,62,040
Prepaid expenses		-
Other current assets	3,78,281	2,28,690
<b>Unsecured, considered good</b>	<b>36,92,311</b>	<b>2,50,000</b>
	<b>1,06,70,399</b>	<b>68,58,700</b>

**Note 2.9 - Fixed Assets**
**(Amount in Rupees)**

Assets	GROSS BLOCK					ACCUMULATED DEPRECIATION				NET BOOK VALUE	
	Rate of Dep	As at 01.04.2014	Additions	Dispos als	As at 31.03.2015	Up to 31.03.2014	For the period	ON DISPOS ALS	As at 31.03.2015	As at 31.03.2015	As at 31.03.2014
<b>Tangible Assests</b>											
Computers & Software	16.21%	<b>10,35,161</b>	2,49,055	-	12,84,216	5,54,463	1,86,483		7,40,946	5,43,270	4,80,698
Furniture & Fixtures	6.33%	19,53,701	3,70,500	-	23,24,201	4,50,127	1,38,798		5,88,925	17,35,276	15,03,574
Buildings	1.63%	11,97,075	-	-	11,97,075	78,049	19,512		97,561	10,99,514	11,19,026
Air Conditioner	6.33%	1,27,786	74,700	-	2,02,486	31,157	12,468		43,625	1,58,861	96,629
LCD Players	6.33%	25,000	-	-	25,000	11,080	1,583		12,663	12,338	13,920
Printer & Scanner	6.33%	7,800	-	-	7,800	2,716	494		3,210	4,590	5,084
Mobile	6.33%	1,09,322	13,999	-	1,23,321	17,683	7,787		25,470	97,851	91,639
Vehicles	9.50%	13,68,105	10,27,080	-	23,95,185	5,24,938	1,99,778		7,24,716	16,70,469	8,43,167
Microwan	6.33%	5,990	-	-	5,990	1,516	379		1,895	4,095	4,474
Electrical - Network Equipments	6.33%	70,650	91,500	-	1,62,150	392	9,252		9,644	1,52,506	70,258
Invertor & Electrical Equipments	6.33%	1,58,829	-	-	1,58,829	21,352	10,054		31,406	1,27,423	1,37,477
<b>Total</b>		<b>60,59,419</b>	<b>18,26,834</b>	<b>-</b>	<b>78,86,253</b>	<b>16,93,473</b>	<b>5,86,588</b>	<b>-</b>	<b>22,80,061</b>	<b>56,06,192</b>	<b>43,65,946</b>
<b>Intangible Assests</b>											
HRIS Software	16.21%	31,53,563	-	-	31,53,563	1,84,185	5,11,193		6,95,378	24,58,185	29,69,378
<b>Total</b>		<b>92,12,982</b>	<b>18,26,834</b>	<b>-</b>	<b>1,10,39,816</b>	<b>18,77,658</b>	<b>10,97,780</b>	<b>-</b>	<b>29,75,438</b>	<b>80,64,378</b>	<b>73,35,324</b>

**(Amount in Rupees)**

	As at March 31, 2015	As at March 31, 2014
<b>2.14 Revenue from Operations</b>		
HR Function Outsourcing	80,18,539	1,16,69,832
Recruitment Fees	25,97,620	18,06,354
HR Consulting	63,21,596	39,42,404
Captive Resource Fee	-	4,38,500
Outplacement Services	1,01,17,573	66,63,927
Mission HR		
HRIS Fee	5,44,852	
Training Fee	1,86,000	84,640



PEO (Exports)	5,97,11,092	
PEO (Domestic)	50,48,394	2,74,56,674
<b>Total</b>	<b>9,25,45,667</b>	<b>5,20,62,331</b>
<b>2.15 Other Income</b>		
Other than Non-Operating Income		
Other Income	12,947	9,661
Interest on deposit	30,951	6,090
IT Refund	39,390	6,87,430
<b>Total</b>	<b>83,288</b>	<b>7,03,181</b>
<b>2.16 Employee benefits expense</b>		
Salaries, Wages, Bonus and other allowances	7,26,08,005	4,11,53,609
Contribution to Provident Fund and Other Funds	25,90,413	-
Staff Welfare	47,858	2,45,476
<b>Total</b>	<b>7,52,46,275</b>	<b>4,13,99,085</b>
<b>2.17 Administration and other expenses</b>		
Rent	28,63,982	11,62,460
Rates & Taxes	3,80,241	1,96,558
Insurance	-	-
Repairs & maintenance	83,725	1,55,254
Travelling & Conveyance	5,04,187	10,45,024
Communication expenses	6,75,026	4,12,550
Legal & Professional fees	13,87,671	13,16,995
Auditors Remuneration	55,000	25,000
Other expenses	59,95,557	21,32,074
<b>Total</b>	<b>1,19,45,390</b>	<b>64,45,915</b>
<b>2.18 Interest &amp; Financial Cost</b>		
Bank Charges	56,243	1,20,792
Interest On Bank Loan - BOI	76,596	1,03,341
FE Fluctuation	32,766	-
Interest On Expenses	6,16,179	16,015
<b>Total</b>	<b>7,81,784</b>	<b>2,40,148</b>

### CAPITAL STRUCTURE

The share capital of the Company as at the date of this Information Memorandum is set forth below:

(Amount in Rupees, except share data)

Sl. No.	Particulars	Aggregate value at face value
<b>A</b>	<b>Authorized Share Capital</b>	
	25,00,000 Equity Shares of face value of Rs.10/- each	2,50,00,000
<b>B</b>	<b>Issued, subscribed and paid-up Equity Share Capital</b>	
	12,60,000 Equity Shares of face value of Rs. 10 each	1,26,00,000
<b>C</b>	<b>Securities Premium Account</b>	-

### CLASSES OF SHARES

The Company has only one class of share capital i.e. Equity Shares of Rs. 10/- each only.

### DETAILS OF INCREASE IN THE AUTHORISED SHARE CAPITAL OF OUR COMPANY

Date of Meeting	Nature of Meeting	No. of Equity Shares	Face Value (Rs.)	Cumulative No. of Equity Shares	Cumulative Authorised Share Capital
On incorporation August 24, 2005	--	10,000	10	10,000	1,00,000
September 29, 2008	EGM	4,90,000	10	4,50,000	45,00,000
July 1, 2014	EGM	20,00,000	10	25,00,000	2,50,00,000

### NOTES TO CAPITAL STRUCTURE

#### 1) Equity Share Capital History of Our Company

Our Company has made allotments of Equity Shares from time to time. Our Company has not made any allotment of preference shares. The following is the Equity share capital build-up of our Company:

Date of Allotment	No. of Equity Shares Allotted	Face Value (Rs.)	Issue Price (Rs.)	Consideration	Reason for Allotment	Cumulative No. of Equity Shares	Cumulative Paid up Share Capital (Rs.)	Cumulative Share Premium (Rs.)
On incorporation August 24, 2005	10,000	10	10	Cash	Initial Subscription	10,000	1,00,000	NIL
April 29, 2008	4,10,000	10	10	Cash	Preferential Allotment	4,20,000	42,00,000	NIL
February 10, 2014	2,10,000	10	10	Cash	Preferential Allotment	6,30,000	63,00,000	NIL
October 10, 2014	6,30,000	10	-	Other than Cash	Bonus Issue	12,60,000	1,26,00,000	NIL

**2) Shares allotted for consideration other than cash**

The following shares were allotted for consideration other than cash:

<b>Date of Allotment</b>	<b>Number of Equity Shares Allotted</b>	<b>Face Value (Rs.)</b>	<b>Issue Price (Rs.)</b>	<b>Consideration</b>	<b>Reason for Allotment</b>
October 10, 2014	6,30,000	10	-	Bonus	Bonus Issue in the ratio of 1:1

Bonus Equity shares have been issued by capitalizing Reserves and Surplus.

**MINIMUM PROMOTER SHAREHOLDING AND LOCK-IN**

Our Promoters i.e. Mr. Gundlapally Ramalinga Reddy and Mrs. Gundlapally Praveena Reddy have given their consent to lock-in 2,52,000 Equity Share representing 20.00 % of Paid up Capital of the Company.

The details of the Promoters' Equity Shares to be locked-in for a period of not less than three years is as follows:

<b>Name of Promoter</b>	<b>No. of Shares</b>	<b>As a % of Post Issue Share Capital</b>
Mr. Gundlapally Ramalinga Reddy	1,26,000	10.00
Mrs. Gundlapally Praveena Reddy	1,26,000	10.00
<b>TOTAL</b>	<b>2,52,000</b>	<b>20.00%</b>

**SHAREHOLDING PATTERN OF OUR COMPANY**

Statement showing Share Holding Pattern of Our Company as per clause 34 of Listing Agreement of NSE EMERGE Institutional Trading Platform

**(I)(a) Statement showing Shareholding Pattern**

Category code	Category of shareholder	Number of shareholders	Total number of shares	Number of shares held in dematerialized form	Total shareholding as a percentage of total number of shares	Shares pledged or otherwise encumbered	
						Number of shares	As a percentage of (VII) = (VIII)/(IV)* 100
(I)	(II)	(III)	(IV)	(V)	As a percentage of (A+B) (VI)	(VII)	(VIII) = (VII)/(IV)* 100
<b>(A)</b>	<b>Promoter and Promoter Group</b>						
<b>(1)</b>	<b>Indian</b>						
(a)	Individuals/ Hindu Undivided Family	2	12,60,000	-	100.00	-	-
(b)	Central Government/ State Government(s)	-	-	-	-	-	-
(c)	Bodies Corporate	-	-	-	-	-	-
(d)	Financial Institutions/ Banks	-	-	-	-	-	-
(e)	Any Other (specify)	-	-	-	-	-	-
	<b>Sub-Total (A)(1)</b>	2	12,60,000	-	100.00	-	-
<b>(2)</b>	<b>Foreign</b>						
(a)	Individuals (Non-Resident Individuals/ Foreign Individuals)	-	-	-	-	-	-
(b)	Bodies Corporate	-	-	-	-	-	-
(c)	Institutions	-	-	-	-	-	-
(d)	Qualified Foreign Investor	-	-	-	-	-	-
(e)	Any Other (specify)	-	-	-	-	-	-
	<b>Sub-Total (A)(2)</b>	-	-	-	-	-	-
	<b>Total Shareholding of Promoter and Promoter Group (A) = (A)(1)+(A)(2)</b>	2	12,60,000	-	100.00	-	-

<b>(B)</b>	<b>Public Shareholding</b>						
<b>(1)</b>	<b>Institutions</b>						
(a)	Mutual Funds/UTI	-	-	-	-	-	-
(b)	Financial Institutions/Banks	-	-	-	-	-	-
(c)	Central Government/ State Government(s)	-	-	-	-	-	-
(d)	Alternative Investment Fund/Venture Capital Funds	-	-	-	-	-	-
(e)	Insurance Companies	-	-	-	-	-	-
(f)	Foreign Institutional Investors	-	-	-	-	-	-
(g)	Foreign Venture Capital Investors	-	-	-	-	-	-
(h)	Qualified Foreign Investor	-	-	-	-	-	-
(i)	Any Other (specify)	-	-	-	-	-	-
	<b>Sub-Total (B)(1)</b>	-	-	-	-	-	-
<b>(2)</b>	<b>Non-institutions</b>						
(a)	Bodies Corporate	-	-	-	-	-	-
(b)	Individuals -						
	i. Individual shareholders holding nominal share capital up to Rs. 1 lakh	-	-	-	-	-	-
	ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	-	-	-	-	-	-
(c)	Qualified Foreign Investor	-	-	-	-	-	-
(d)	Any Other (specify):	-	-	-	-	-	-
	Non Resident Individual	-	-	-	-	-	-
	Hindu Undivided Family	-	-	-	-	-	-
	<b>Sub-Total (B)(2)</b>	-	-	-	-	-	-
	<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>	-	-	-	-	-	-
	<b>TOTAL (A)+(B)</b>	2	12,60,000	-	100.00	-	-
<b>(C)</b>	<b>Shares held by Custodians and against which Depository Receipts have been issued</b>						
1	Promoter & Promoter Group	-	-	-	-	-	-
2	Public	-	-	-	-	-	-
	<b>Sub-Total (C)</b>	-	-	-	-	-	-
	<b>GRAND TOTAL (A)+(B)+(C)</b>	2	12,60,000	-	100.00	-	-

**(I)(b) Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Promoter and Promoter Group"**

Sr.	Name of the shareholder	Details of shares held		Shares pledged or otherwise encumbered (*)			Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
		Number of shares held	As a % of grand total (A)+(B)+(C)	Number of shares	As a % (VI)=(V)/(III)*100	As a % of grand total (A)+(B)+(C) of sub-clause (I)(a)	Number of warrants held	As a % total number of warrants of the same class	Number of convertible securities held	As a % total number of convertible securities of the same class	
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)	(X)	(XI)	(XII)
1	Gundlapally Ramalinga Reddy	6,16,000	48.89	0	0.00	0.00	0	0.00	0	0.00	N.A.
2	Gundlapally Praveena Reddy	6,44,000	51.11	0	0.00	0.00	0	0.00	0	0.00	N.A.
	<b>TOTAL</b>	<b>12,60,000</b>	<b>100.00</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>	<b>N.A.</b>

**(I)(c) Statement showing shareholding of persons belonging to the category "Public" and holding more than 1% of the total number of shares:**

<b>Sr. No.</b>	<b>Name of the shareholder</b>	<b>Number of shares</b>	<b>Shares as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in statement at para (I)(a) above}</b>
NIL			

**(I)(d) Statement showing details of locked-in shares**

<b>Sr. No.</b>	<b>Name of the shareholder</b>	<b>Number of locked in shares</b>	<b>Locked-in shares as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}</b>
NIL			

**(II)(a) Statement showing details of Depository Receipts (DRs)**

<b>Sr. No.</b>	<b>Type of outstanding DR (ADRs, GDRs, SDRs, etc.)</b>	<b>Number of outstanding DRs</b>	<b>Number of shares underlying outstanding DRs</b>	<b>Shares underlying outstanding DRs as a percentage of total number of shares {i.e. Grand Total (A)+(B)+© indicated in Statement at para (I)(a) above}</b>
<b>NIL</b>				

**(II)(b) Statement showing Holding of Depository Receipts (DRs), where underlying shares are in excess of 1% of the total number of shares**


<b>Sr. No.</b>	<b>Name of the DR Holder</b>	<b>Type of Outstanding DR (ADRs, GDRs, SDRs, etc.)</b>	<b>Number of shares underlying outstanding DRs</b>	<b>Shares underlying outstanding DRs as a percentage of total number of shares {i.e. Grand Total (A)+(B)+© indicated in Statement at para (I)(a) above}</b>
<b>NIL</b>				



## DESCRIPTION OF PROPERTY

The brief details of the properties are set out below:

### A. Intellectual Property Rights

Presently, Husys is a trade mark  registered in India. We do not own any other patent or trademark. Further we have not made an application for registration of our trademark/logo for ApHusys, InHusys under the Trade Marks Act and consequently do not enjoy the statutory protections accorded to a trademark registered in India. We are in the process of registering the trademarks for these two brands.

### B. Land and Property

Sr. No.	Location of property	Document and date	Lessor/ Licensor	Key Terms of the Agreement	Whether any such property has been acquired from related parties
1	H.no. 1-8-505/E/D/A, Prakash Nagar Extension, Begumpet, Hyderabad – 500016, Telangana, India	Rental Agreement April 01, 2015	Mr. Gundlapally Ramalinga Reddy	The tenancy period commenced from April 1, 2015 for a period of 11 months for Rent of Rs. 99,480/- per month	The Owner of the Property is Mr. Gundlapally Ramalinga Reddy, Managing Director of the Company

Except this, the company has no other property.

### SECTION III – RISK FACTORS

The Risk Factors have been determined on the basis of their materiality. The following factors have been considered for determining the materiality:

- Some events may not be material individually but may be found material collectively.
- Some events may have material impact qualitatively instead of quantitatively.
- Some events may not be material at present but may be having immaterial impact in future.

Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify the financial or other implication of any risks mentioned herein under:

#### INTERNAL RISK FACTORS

**1) *We do not own our Registered from which we operate.***

Our Company operates from rented premises. If the owners of the premises do not renew the lease and license agreement under which we occupy the premises or renew such agreements on terms and conditions that are unfavourable to our Company, we may suffer a disruption in our operations or have to pay increased rentals which could have a material adverse effect on our business, financial condition and results of operations.

**2) *Future issuances of Equity Shares or future sales of Equity Shares by our Promoters and certain shareholders, or the perception that such sales may occur, may result in a decrease of the market price of our Equity Shares.***

In the future, we may issue additional equity securities for financing and other general corporate purposes. In addition, our Promoters and certain shareholders may dispose of their interests in our Equity Shares directly, indirectly or may pledge or encumber their Equity Shares. Any such issuances or sales or the prospect of any such issuances or sales could result in a dilution of shareholders' holding or a negative market perception and potentially in a lower market price of our Equity Shares.

**3) *Certain agreements may not have been registered as a result of which our operations may be impaired.***

Certain of our agreements may not be registered under Indian law. In the event of any such irregularity, we may not be able to enforce our rights under such agreements, businesses or properties in the event of a dispute with a third party.

**4) *Our inability to effectively implement our growth strategies or manage our growth could have an adverse effect on our business, results of operations and financial condition.***

Our growth strategy envisages a strong asset size and operational income growth. However, there could be a possibility that we may not grow at a comparable rate to our growth rate in the past or the required growth rate to effectively compete in the market either in terms of profit or income. Further, such growth strategy will place significant demands on our management, financial and other resources. It will require us to continuously develop and improve our operational, financial and internal controls and more importantly adhering to quality and high standards that meet customer expectations. Any inability on our part to manage such growth could disrupt our business prospects, impact our financial condition and adversely affect our results of operations.

**5) *We are dependent on our management team for success whose loss could seriously impair the ability to continue to manage and expand business efficiently.***

Our success largely depends on the continued services and performance of our management and other key personnel. The loss of service of the Promoters and other senior management could seriously impair the ability to continue to manage and expand the business efficiently. Further, the loss of any of the senior management or other key personnel may adversely affect the operations, finances and profitability of our Company. Any failure or inability of our Company to efficiently retain and manage its human resources would adversely affect our ability to implement new projects and expand our business.

- 6) *Currently, we are not protected through any insurance coverage and our assets may not have good secondary value, which is a risk. This may have a material adverse impact on our business.***

Our Professional Indemnity Insurance expired on July 8, 2015. Currently, we do not have any insurance policy to provide adequate coverage to our assets. Any damage or loss of our assets would have a material and adverse impact on our business operations and profitability. However, an application for renewal of the policy has been made.

- 7) *We are subject to risks arising from exchange and/or interest rate fluctuations.***

We have incurred and expect to incur expenditure and earn revenue denominated in foreign currencies in the course of our operations when acquiring or monetising our content and in respect of overseas market. Any fluctuation of the Indian Rupee against the currency in which we have an exposure may increase the Indian Rupee costs to us of our expenditure or may reduce the revenue to us.

We do not currently use any instruments such as interest rate swaps, options and other derivative instruments for the purposes of mitigating our exposure to interest rate risk. However, this is kept under review, and we may enter into such instruments in the future.

- 8) *Moderate scalability of the business.***

Our Company has been operational for almost near to 10 years and has not scaled up since then. Sales of the Company have been in the range of Rs. 76.63 Lakhs to Rs. 315.56 lakhs over the past three years (2012-13, 2011-12 and 2010-11), whereas during the year 2013-14 was Rs. 520.62 Lacs and wherein during the 2014-15 Rs. 925.00 Lakhs, sales has growth up by 43%. Thus the ability of the company to scale up its operations and demonstrate growth trajectory remains to be seen.

- 9) *The company has made certain erroneous RoC filings.***

Our company has made certain unintended erroneous RoC filings due to lack of knowledge. The same is being rectified now. This rectification of records with RoC may or may not attract certain financial penalties. The company will have to bear the financial penalties as and when imposed.

## **EXTERNAL RISK FACTORS**

- 1) *Instability of economic policies and the political situation in India could adversely affect our business.***

The Government of India has pursued the economic liberalization policies including relaxing restrictions on the private sector over the past several years. The present Government has also announced policies and taken initiatives that support continued economic liberalization. The Government has traditionally exercised and continues to exercise a significant influence over many aspects of the Indian economy. Our Company's business, and the market price and liquidity of the Equity Shares, may be affected by changes in interest rates, changes in Government policy, taxation, social and civil unrest and other political, economic or other developments in or affecting India.

- 2) ***A slowdown in economic growth in India or in the states of India, in which we operate, could cause our business to suffer.***

The performance and growth of our business are dependent on the health of the overall Indian economy and the economy of the State in India in which we operate. Indian economy may be adversely affected by factors such as adverse changes in liberalization policies, social disturbances, terrorist attacks and other acts of violence or war, natural calamities or interest rates changes, which may also affect the industry in which we operate. Any such factor may contribute to a decrease in economic growth in India which could adversely impact our business and financial performance.

- 3) ***Significant differences exist between Indian GAAP and other accounting principles, such as IFRS, which may be material to investors' assessment of our financial condition and results of operations. Our failure to successfully convert to IND AS within the prescribed time framework could have an adverse effect on our stock price.***

Our financial statements, including the financial statements provided in this Information Memorandum, are prepared in accordance with Indian GAAP. We have not attempted to quantify the impact of IFRS or U.S. GAAP on the financial data included in this Information Memorandum, nor do we provide a reconciliation of our financial statements to those of U.S. GAAP or IFRS. U.S. GAAP and IFRS differ in significant respects from Indian GAAP. Accordingly, the degree to which the Indian GAAP financial statements included in this Information Memorandum will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Information Memorandum should accordingly be limited. In addition, in our transition to IFRS reporting, we may encounter difficulties in the on-going process of implementing and enhancing our management information systems.

- 4) ***Natural calamities and force majeure events may have an adverse impact on our business.***

Certain events that are beyond control such as earthquakes, fire, floods and drought and similar natural calamities may cause interruption in the business of the Company that could adversely affect its result of operations.

- 5) ***Any downgrading of India's debt rating by an independent may harm our ability to raise financing.***

Any adverse revisions to India's credit ratings for domestic and international debt by international rating agencies may adversely impact our ability to raise additional financing, and the interest rate and other commercial terms at which such additional financing may be available. This could have adverse effect on our business and future financial performance, its ability to obtain financing for capital expenditures and the price of our Equity Shares.

- 6) ***Foreign investors are subject to foreign investment restrictions under Indian law that limits our ability to attract foreign investors.***

Under the foreign exchange regulations currently in force in India, transfers of shares between non-residents and residents are freely permitted (subject to certain exceptions) if they comply with the pricing guidelines and reporting requirements specified by the RBI. If the transfer of shares, which are sought to be transferred, is not in compliance with such pricing guidelines or reporting requirements or fall under any of the exceptions referred to above, then the prior approval of the RBI will be required. Additionally, shareholders who seek to convert the Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India will require a no objection/ tax clearance certificate from the income tax authority. There can be no assurance that any approval required from the RBI or any other government agency can be obtained on any particular terms or at all.

- 7) ***Regional hostilities, terrorist attacks, communal disturbances, civil unrest and other acts of violence or war involving India and other countries may result in a loss of investor confidence and adversely affect the financial markets and our business.***

Terrorist attacks, civil unrest and other acts of violence or war may negatively affect the Indian markets on which our Equity Shares will trade and also adversely affect the worldwide financial markets. Military activity or terrorist attacks in India may result in investor concern about stability in the region, which may adversely affect the price of our Equity Shares. Events of this nature in the future, as well as social and civil unrest within other countries in Asia, could influence the Indian economy and could have an adverse effect on the market for securities of Indian companies, including our Equity Shares.

- 8) ***Third party statistical and financial data in this Information Memorandum may be incomplete or unreliable.***

We have not independently verified data from industry publications contained herein and although we believe these sources to be reliable, we cannot assure you that they are complete or reliable. Such data may also be produced on a different basis from comparable information compiled with regard to other countries. Therefore, discussions of matters relating to India and its economy are subject to the caveat that the statistical and other data upon which such discussions are based have not been verified by us and may be incomplete or unreliable.

#### **RISK RELATING TO EQUITY SHARES**

- 9) ***Future issuance or sale of Equity shares by the existing shareholders could significantly affect the trading price of the Equity Shares.***

The future issuances of Equity Shares by us or the disposal of Equity Shares by any of the major shareholders or the perception by the investors that such issuance or sales might occur could affect the trading price of the Equity Shares. There can be no assurance that we will not issue further Equity Shares or that the shareholders will not dispose off, pledge or otherwise encumber their Equity Shares.

- 10) ***Our ability to pay any dividends in the future will depend upon future earnings, financial condition, cash flows, working capital requirement and capital expenditures.***

The amount of our future dividend payments, if any, will depend upon our Company's future earnings, financial condition, cash flows, working capital requirements, capital expenditures, applicable Indian legal restrictions and other factors. There can be no assurance that our Company will be able to pay dividends.

- 11) ***The price of our Equity Shares may be volatile, or an active trading market for our Equity Shares may not develop.***

Till date there has been no public market for our Equity Shares. We propose to list our Equity Shares on Equity Shares on Institution Trading Platform (ITP) of NSE Emerge. We cannot assure that pursuant to listing on ITP, active trading market of our Equity Shares would develop as trading on ITP is subject to certain restrictions viz minimum trading lot on institutional trading platform is Rs. 10 Lacs. Further the securities listed on ITP will be mandatorily exited within 18 months of triggering various events as mentioned in Regulation 106ZD of SEBI (ICDR) Regulations. There can be no assurance that an active trading market for our Equity Shares will develop or be sustained after the listing.

- 12) ***There are certain restrictions on daily movements in the price of the Equity Shares, which may adversely affect shareholder's ability to sell, or the price at which it can sell, Equity Shares at a particular point in time.***

Subsequent to the listing, we will be subject to a daily “circuit breaker” imposed by NSE, which does not allow transactions beyond specified increases or decreases in the price of the Equity Shares. This circuit breaker operates independently of the index-based, market-wide circuit breakers generally imposed by SEBI on Indian stock exchanges.

The percentage limit on our circuit breakers will be set by the stock exchanges based on the historical volatility in the price and trading volume of the Equity Shares. The NSE may not inform us of the percentage limit of the circuit breaker in effect from time to time and may change it without our knowledge. This circuit breaker will limit the upward and downward movements in the price of the Equity Shares. As a result of imposing circuit limit, no assurance can be given regarding your ability to sell your Equity Shares or the price at which you may be able to sell your Equity Shares at any particular time.

***13) Investor(s) may be subject to Indian taxes arising out of capital gains on the sale of the Equity Shares.***

Under current Indian tax laws and regulations, capital gains arising from the sale of equity shares in an Indian company are generally taxable in India. Any gain realised on the sale of listed equity shares on a stock exchange held for more than 12 months is not subject to capital gains tax in India if securities transaction tax (“STT”) is paid on the transaction. STT will be levied on and collected by a domestic stock exchange on which the Equity Shares are sold. Any gain realised on the sale of equity shares held for more than 12 months to an Indian resident, which are sold other than on a recognised stock exchange and on 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 listed equity shares held for a period of 12 months or less will be subject to short term capital gains tax. Any change in tax provisions may significantly impact your return on investments.

***14) Conditions in the Indian Securities market may affect the price or liquidity of the Equity Shares.***

Indian stock exchanges have, in the past, experienced problems that have affected the market price and liquidity of the securities of Indian companies, such as temporary exchange closures, broker defaults, settlement delays and strikes by brokers. In addition, the governing bodies of the Indian stock exchanges have from time to time restricted securities from trading, limited price movements and increased margin requirements. Further, disputes have occurred on occasion between listed companies and the Indian stock exchanges and other regulatory bodies that, in some cases, have had a negative effect on market sentiment. If similar problems occur in the future, the market price and liquidity of the Equity Shares could be adversely affected.

**SECTION IV - SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT**

**Information with respect to the shareholding of a beneficial owner**

The following table details the information concerning the beneficial ownership of equity shares of our Company by each person known by us to be the beneficial owner (In case different from registered owner), as on the date of this Information Memorandum:

<b>Class/ type of securities</b>	<b>Name and address of beneficial owner</b>	<b>Amount and nature of beneficial ownership</b>	<b>Percent</b>
Equity Shares	Nil	NA	NA

**Information with respect to the shareholding of Management**

The following table details the shareholding of the Directors in their personal capacity and either as sole or first holder, as on the date of this Information Memorandum:

<b>Name of Director</b>	<b>No. of Shares held</b>	<b>Holding in Percentage</b>
Mr. Gundlapally Ramalinga Reddy	6,16,000	48.89
Mrs. Gundlapally Praveena Reddy	6,44,000	51.11
<b>TOTAL</b>	<b>12,60,000</b>	<b>100.00</b>

**Shareholders agreement**

There are no shareholders' agreements relating to our Company's shares or involving our Company to which either our Promoters or our Company is a party as on the date of this Information Memorandum.

**SECTION V - OUR MANAGEMENT**

**Board of Directors**

As on the date of this Information Memorandum, our Company has four directors on the Board.

The following table sets forth details of our Board as on the date of this Information Memorandum:

Name, Designation, Address, Nationality, PAN and DIN	Date of Appointment	Other Directorships
<p><b>GUNDLAPALLY RAMALINGA REDDY</b></p> <p><i>Designation: Managing Director</i></p> <p><i>Term: Not liable to retire by rotation</i></p> <p><i>Age: 45</i></p> <p><i>Father's Name: Gundlapally Venkat Reddy</i></p> <p><i>DIN: 00559079</i></p> <p><i>Address: H.NO. 18-8-395/A, Narahari Nagar, Uppuguda, Hyderabad, 500053, Andhra Pradesh, India</i></p> <p><i>Occupation: Business</i></p> <p><i>Nationality: Indian</i></p>	<p>24/08/2005</p>	<p>1. Corvesta Software Solutions India Private Limited</p>
<p><b>GUNDLAPALLY PRAVEENA REDDY</b></p> <p><i>Designation: Whole-time Director</i></p> <p><i>Term: Not liable to retire by rotation</i></p> <p><i>Age: 39</i></p> <p><i>Father's Name: M Shankar Reddy</i></p> <p><i>DIN: 00559136</i></p> <p><i>Address: H.NO.18-8-395/A, Uppuguda, Falaknuma, Chatrinaka, Hyderabad, 500053, Andhra Pradesh, India</i></p> <p><i>Occupation: Business</i></p> <p><i>Nationality: Indian</i></p>	<p>24/08/2005</p>	<p>NIL</p>



<p><b>NINA ELIZABETH WOODARD</b></p> <p><i>Designation: Independent Director</i></p> <p><i>Term: Not liable to retire by rotation</i></p> <p><i>Age: 68</i></p> <p><i>Father's Name: Alexander Rhodes Mathews</i></p> <p><i>DIN: 00754603</i></p> <p><i>Address: Flat 11 Second Floor Ocean View, Worli Sea Face, Mumbai, 400018, Maharashtra, INDIA</i></p> <p><i>Occupation: Business</i></p> <p><i>Nationality: American</i></p>	<p>20/09/2014</p>	<p>NIL</p>
<p><b>GEETA GOTI</b></p> <p><i>Designation: Independent Director</i></p> <p><i>Term: Not liable to retire by rotation</i></p> <p><i>Age: 49</i></p> <p><i>Father's Name: Siddappa Golla</i></p> <p><i>DIN: 06866598</i></p> <p><i>Address: Flat No. 403, Phase II,, Modern Towers, Vidyanagar, Hyderabad, 500044, Andhra Pradesh, India</i></p> <p><i>Occupation: Business</i></p> <p><i>Nationality: Indian</i></p>	<p>20/09/2014</p>	<p>NIL</p>

**Brief Profile of Our Directors**

**GUNDLAPALLY RAMALINGA REDDY, *Managing Director and Chairman***

Gundlapally Ramalinga Reddy is a visionary with zeal to build and support enterprises. He is a Post Graduate in Business Administration (MBA), having specialized in Human Resources. He also has Bachelor's degree in Law and a Diploma in Training and Development from ISTD, New Delhi (Affiliated to American Society for Training & Development-ASTD). He is also the Chairman of Veena Educational Society in India. He has spent over 23 years of contribution in exploring People Capability and Synergy for Business and Society. He has been instrumental in building two new organizations in his work career: the First Air Cargo Airline in the Country & Largest Software Services Company.

He pioneered the concept and a copyrighted process to his credit called “HR Function Outsourcing & Management (HRFO/HRFM)” in building and managing HR function for organizations. He has also authored "1st Job" for the benefit of Students who are looking to make a mark in the first job of their career.

**GUNDLAPALLY PRAVEENA REDDY, *Whole-time Director***

Gundlapally Praveena Reddy is a Graduate in Science having specialized in Micro Biology. She is an active member for the support and encouragement of gymnastic sport for overall development. She is also holding national Brevet as National judge with ID No. 3155. She is also the Secretary of Veena Educational Society in India.

**NINA ELIZABETH WOODARD, *Independent Director***

Nina Elizabeth Woodard is a graduate of American Banking Institute Graduate School of Human Resources and is a certified a Senior Professional in Human Resources (SPHR) and a Global Professional in Human Resources (GPHR) by Society for Human Resource Management. She currently serves as the President and Chief 'N' Sights Officer for Nina E. Woodard & Associates. Prior to finding Nina E. Woodard & Associates, she was associated with Strategic Human Resource Management India Pvt. Ltd., a wholly owned subsidiary of Society for Human Resource Management (SHRM) US and Aradhanaa Human Resources Consultancy Pvt. Ltd. her own India based company founded in June 2002.

**GEETA GOTI, *Independent Director***

Geeta Goti holds a Master’s Degree in Social Work and a Bachelor’s Degree in Law as academic artillery. She has an overall 23 years of rich HR experience with exposure to across Government, Manufacturing, Banking, Research, Consulting and IT services organizations. She has been associated with NHRD Hyderabad chapter as executive committee member, secretary and is life member of the organization. She also serves as executive member of Confederation of Women Entrepreneurs (COWE).

**Relationship between the Directors**

Name of Directors	Nature of Relationship
Gundlapally Ramalinga Reddy And Gundlapally Praveena Reddy	Husband and Wife

**Non- Executive Directors**

Currently, non-executive Directors are not being paid sitting fees or any other kind of remuneration. However in the future, pursuant to the board resolution passed on 05<sup>th</sup> June, 2015, each Non-Executive director will be paid sitting fees of Rs. 2,500/- for attending each meeting, subject to the approval of Shareholders.

**Terms and Conditions of Employment of the Directors**

Directors of the Company may be paid sitting fees, commission and any other amounts as may be decided by Board in accordance with the provisions of Articles of Association, the Companies Act and other applicable laws and regulations.

Mr. Gundlapally Ramalinga Reddy has been appointed as Managing Director w.e.f. 24.08.2005 the details of terms and conditions are as follows:

Name	Gundlapally Ramalinga Reddy
Designation	Managing Director


Period	With effect from 24.08.2005
Remuneration	<b>Salary</b> Rs. 98,284/- p.m. (Rupees Ninety Eight Thousands Two Hundred and Eighty Four only).  <b>Perquisites - NIL</b>

**Confirmations**

- There is no arrangement or understanding with major shareholders, customers, suppliers or others, pursuant to which any our Directors were selected as director or as members of the senior management.
- There is no service contracts entered into by the Directors with our Company.
- None of our Directors are on the RBI List of wilful defaulters as on date of filing this Information Memorandum.
- Further, neither our Company, nor our Promoters, nor persons forming part of our Promoter Group, nor Directors and persons in control of our Company have been/are debarred from accessing the capital market by SEBI.

**SECTION VI - OUR PROMOTERS**

The following individuals are the Promoters of our Company:

	<b>Name</b>	Gundlapally Ramalinga Reddy
	<b>Age</b>	45
	<b>Residential Address</b>	H.No. 18-8-395/A, Narahari Nagar, Uppuguda, Hyderabad - 500053, Telangana, India
	<b>Educational Qualification</b>	MBA, LL.B, Dip.T&D
	<b>Driving License No</b>	DLRAP012144542009
	<b>Voter ID Number</b>	NA
	<b>Passport No</b>	G3830014
	<b>PAN</b>	ACWPG9793J
	<b>Bank Account No</b>	860610110009008
	<b>Name of the bank</b>	Bank Of India
	<b>Name</b>	Gundlapally Praveena Reddy
	<b>Age</b>	39
	<b>Residential Address</b>	H.No. 18-8-395/A, Narahari Nagar, Uppuguda, Hyderabad - 500053, Telangana, India
	<b>Educational Qualification</b>	(B.Sc-Microbiology), Completed National Rhythmic Gymnastics Judging Course
	<b>Driving License No</b>	NA
	<b>Voter ID Number</b>	DMR2672855
	<b>Passport No</b>	J3435725
	<b>PAN</b>	AJAPG2020M
	<b>Bank Account No</b>	860610110009231
	<b>Name of the bank</b>	Bank of India

For a complete profile of each of our Promoters, i.e. their age, personal address, educational qualifications, experience, positions/ posts held in the past and other directorships of our Promoters, please refer to the section titled “Our Management” beginning on page 39 of this Information Memorandum.

**SECTION VII - RELATED PARTY TRANSACTIONS**

Disclosure of Related Party Transactions in accordance with Accounting Standard (AS-18) “Related Party Disclosures” issued by the Institute of Chartered Accountants of India:

**Details of the transactions with Related Parties during the Financial Year 2013-14 and 2014-15:**

Please refer to page 32 of this Information Document.

**SECTION VIII - OUTSTANDING LITIGATIONS**

*Except as stated herein, there are no outstanding or pending litigation, suits, civil prosecution, criminal proceedings or tax liabilities against our Company, our Directors, our Promoters and Promoter Group and there are no defaults, non-payment of statutory dues, over dues to banks and financial institutions, defaults against bank and financial institutions and there are no outstanding debentures, bonds, fixed deposits or preference shares issued by our Company; no proceedings initiated for economic or other offences (including past cases where penalties may or may not have been awarded and irrespective of whether they are specified under paragraph (I) of Part I of Schedule XIII of the Companies Act, 1956), and no disciplinary action has been taken by SEBI or any stock exchanges against our Promoters, our Directors or Promoter Group Companies.*

**I. LITIGATIONS OR LEGAL PROCEEDINGS INVOLVING OUR COMPANY**

1. The Income Tax Officer, Hyderabad issued a notice dated May 18, 2015 to our Company in respect of the Assessment Year 2013 – 14, requesting additional information in relation to the return filed by the Company. There has been no further communication on this matter since the date of submitting the additional information is September 06, 2015.

**II. LITIGATIONS OR LEGAL PROCEEDINGS INVOLVING OUR PROMOTERS**

NIL

**III. LITIGATIONS OR LEGAL PROCEEDINGS INVOLVING OUR DIRECTORS**

NIL

**IV. LITIGATIONS OR LEGAL PROCEEDINGS INVOLVING OUR GROUP COMPANIES**

NIL

**V. DEFAULTS**

There are no defaults outstanding in meeting statutory dues, institutional dues and towards instrument holders like debentures, fixed deposits etc.

**VI. POTENTIAL LITIGATIONS**

There are no potential litigations against our Company, our Promoters, our Directors, our Subsidiary or our Group Entities that we are currently aware of or in connection with which, we have received notice.

**VII. MATERIAL DEVELOPMENTS**

In the opinion of the Board, there has not arisen, since the date of the last audited financial statements disclosed in this Information Memorandum, any circumstances that materially or adversely affect or are likely to affect the profitability of the Company on a or the value of our assets or our ability to pay our material liabilities within the next twelve months.

## SECTION IX – DECLARATION

All relevant provisions of the Companies Act, 1956 & 2013, and the guidelines issued by the Government of India or the SEBI (ICDR) Regulations issued by Securities and Exchange Board of India, as the case may be, have been complied with and no statement made in this Information Memorandum is contrary to the provisions of the Companies Act, 1956 & 2013, the Securities and Exchange Board of India Act, 1992 or the rules made there under or regulations issued, as the case may be. We further certify that all statements in this Addendum to Information Memorandum are true and correct.

### SIGNED BY THE DIRECTORS OF OUR COMPANY:



**Gundlapally Ramalinga Reddy**  
Managing Director



**Gundlapally Praveena Reddy**  
Whole-time Director



**Nina Elizabeth Woodard**  
Independent Director



**Geeta Goti**  
Independent Director

**Date: July 23, 2015**

**Place: Hyderabad**