





# Beauty retailer Nykaa raises ₹100 cr from TPG Growth


**FE BUREAU**  
New Delhi, March 31

Nykaa posted about ₹570 crore in the year to March 2018. Although the firm continued to post losses, the number narrowed to ₹28.2 crore in FY18 compared to losses of ₹36.3 crore reported in FY17.

“Nykaa appears to be on track to joining Asia’s unicorn platform, paper.vc.

Nykaa’s earlier backers include Sunil Kant Munjal, TVS Shriram Growth Fund and a host of smaller angel investors such as corporate lawyer Zia Mody.

In an interview to *FE* last year, founder and CEO Falguni Nayar had said the firm that sells cosmetic products both online and offline is expected to turn profitable in FY19. Nayar had said the firm could cut down on its losses due to a reduction in marketing cost, including cost of customer acquisition.

**ICICI Prudential Asset Management Company Limited**  
Corporate Identity Number: U99999DL1993PLC054135

**Registered Office:** 12<sup>th</sup> Floor, Narain Manzil, 23, Barakhamba Road, New Delhi - 110 001.  
**Corporate Office:** One BKC, 13<sup>th</sup> Floor, Bandra Kurla Complex, Mumbai - 400 051.  
Tel.: +91 22 2652 5000, Fax: +91 22 2652 8100, Website: www.icicipruamc.com, Email id: enquiry@icicipruamc.com  
**Central Service Office:** 2<sup>nd</sup> Floor, Block B-2, Nirlon Knowledge Park, Western Express Highway, Goregaon (E), Mumbai - 400 063.  
Tel.: 022 2685 2000 Fax: 022 26868313

**Notice-cum-Addendum to the Scheme Information Document (SID) and Key Information Memorandum (KIM) of close ended schemes of ICICI Prudential Mutual Fund (the Schemes)**

Pursuant to the provisions of Securities and Exchange Board of India (Mutual Funds) (Fourth Amendment) Regulations, 2018, pertaining to the modified limits for total expense ratio (TER) that can be charged to mutual fund schemes, investors are requested to take note of the changes in the SID and KIM of the Schemes as stated under.

With effect from April 1, 2019, the total expenses of the respective scheme excluding issue or redemption expenses, whether initially borne by the Mutual Fund or by the Asset Management company, but including the investment management and advisory fee shall be subject to the following revised limits:

Existing TER limits			Revised TER limits	
Assets under management slab	TER limit for equity oriented schemes	TER limit for debt oriented/ interval schemes	Type of scheme	Revised TER limit
on the first ₹ 100 crores of the daily net assets	2.5%	2.25%	Close ended equity oriented schemes	1.25%
on the next ₹ 300 crores of the daily net assets	2.25%	2.00%	Close ended other than equity oriented schemes	1.00%
on the next ₹ 300 crores of the daily net assets	2.00%	1.75%	Interval schemes	1.00%
on balance of the assets	1.75%	1.50%		

With effect from April 1, 2019, the above percentages in the ‘Revised TER Limits’ column shall replace the existing maximum total expense ratio permissible to be charged under the respective scheme, as and where it appears in the SID and KIM of the respective schemes.

Investors may please note that all other provisions relating to expenses and additional expenses that may be charged under the schemes, as permitted by SEBI from time to time, remain unchanged.

The list of close ended schemes for the purpose of TER, wherein the above change shall be applicable, are stated below:

**I. Close ended equity oriented schemes:**

Name of the Schemes	
ICICI Prudential RIGHT Fund	ICICI Prudential Value Fund - Series 20
ICICI Prudential Value Fund - Series 4	ICICI Prudential Business Cycle Fund Series 1
ICICI Prudential Value Fund - Series 8	ICICI Prudential Long Term Wealth Enhancement Fund
ICICI Prudential Value Fund - Series 9	ICICI Prudential Growth Fund - Series 2
ICICI Prudential Value Fund - Series 10	ICICI Prudential Growth Fund - Series 3
ICICI Prudential Value Fund - Series 11	ICICI Prudential India Recovery Fund - Series 5
ICICI Prudential Value Fund - Series 12	ICICI Prudential India Recovery Fund - Series 7
ICICI Prudential Value Fund - Series 13	ICICI Prudential Growth Fund - Series 1
ICICI Prudential Value Fund - Series 14	ICICI Prudential Bharat Consumption Fund - Series 1
ICICI Prudential Value Fund - Series 15	ICICI Prudential Bharat Consumption Fund - Series 2
ICICI Prudential Value Fund - Series 16	ICICI Prudential Bharat Consumption Fund - Series 3
ICICI Prudential Value Fund - Series 17	ICICI Prudential Bharat Consumption Fund - Series 4
ICICI Prudential Value Fund - Series 18	ICICI Prudential Bharat Consumption Fund - Series 5

**II. Close ended other than equity oriented schemes**

All fixed maturity plans, capital protection oriented schemes and multiple yield funds, including schemes whose NFOs are currently ongoing, schemes pending for allotment and schemes for which launch documents have been filed with SEBI.

**All other provisions of the SID and KIM of the above specified schemes of ICICI Prudential Mutual Fund, except as specifically modified herein above remain unchanged.**

**This Notice-cum-addendum forms an integral part of the SID and KIM of the schemes of ICICI Prudential Mutual Fund, as amended from time to time.**


Place: Mumbai  
Date : March 30, 2019  
*No. 002/04/2019*

**For ICICI Prudential Asset Management Company Limited**  
Sd/-  
**Authorised Signatory**

**CALL MTNL/BSNL: 1800 222 999 • Others: 1800 200 6666 • Or, apply online at www.icicipruamc.com**

As part of the Go Green Initiative, investors are encouraged to register/update their e-mail id and mobile number with us to support paper-less communications.

**Mutual Fund investments are subject to market risks, read all scheme related documents carefully.**

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**Central Service Office:** 2<sup>nd</sup> Floor, Block B-2, Nirlon Knowledge Park, Western Express Highway, Goregaon (E), Mumbai - 400 063.  
Tel.: 022 2685 2000 Fax: 022 26868313

**Notice-cum-Addendum to the Scheme Information Document (SID) and Key Information Memorandum (KIM) of select open ended schemes of ICICI Prudential Mutual Fund (the Schemes)**

Pursuant to the provisions of Securities and Exchange Board of India (Mutual Funds) (Fourth Amendment) Regulations, 2018, pertaining to the modified limits for Total Expense Ratio (TER) that can be charged to Mutual Fund Schemes, investors are requested to take note of the changes in the SID and KIM of the Schemes as stated under.

With effect from April 1, 2019, the total expenses of the respective scheme excluding issue or redemption expenses, whether initially borne by the mutual fund or by the asset management company, but including the investment management and advisory fee shall be subject to the following revised limits:

Existing TER limits			Revised TER limits		
Assets under management slab	TER limit for equity oriented schemes	TER limit for debt oriented schemes	Assets under management slab	TER limit for equity oriented schemes	TER limit for other than equity oriented schemes
on the first ₹ 100 crores of the daily net assets	2.5%	2.25%	on the first ₹ 500 crores of the daily net assets	2.25%	2.00%
on the next ₹ 300 crores of the daily net assets	2.25%	2.00%	on the next ₹ 250 crores of the daily net assets	2.00%	1.75%
on the next ₹ 300 crores of the daily net assets	2.00%	1.75%	on the next ₹ 1,250 crores of the daily net assets	1.75%	1.50%
on balance of the assets	1.75%	1.50%	on the next ₹ 3,000 crores of the daily net assets	1.60%	1.35%
			on the next ₹ 5,000 crores of the daily net assets	1.50%	1.25%
			on the next ₹ 40,000 crores of the daily net assets	Total expense ratio reduction of 0.05% for every increase of ₹ 5,000 crores of daily net assets or part thereof	
			on balance of the assets	1.05%	0.80%

With effect from April 1, 2019, the above percentages in the ‘Revised TER limits’ column shall replace the existing maximum total expense ratio permissible to be charged under the respective scheme, as and where it appears in the SID and KIM of the respective schemes.

Investors may please note that all other provisions relating to expenses and additional expenses that may be charged under the schemes, as permitted by SEBI from time to time, remain unchanged.

The list of open ended schemes of ICICI Prudential Mutual Fund wherein the above change shall be applicable are stated below:

Open ended equity oriented schemes for the purpose of TER	
ICICI Prudential Dividend Yield Equity Fund	ICICI Prudential India Opportunities Fund
ICICI Prudential Long Term Equity Fund (Tax Saving)	ICICI Prudential Infrastructure Fund
ICICI Prudential Focused Equity Fund	ICICI Prudential Manufacture in India Fund
ICICI Prudential Large & Mid Cap Fund	ICICI Prudential Pharma Healthcare and Diagnostics (P.H.D) Fund
ICICI Prudential Bluechip Fund	ICICI Prudential Technology Fund
ICICI Prudential Midcap Fund	ICICI Prudential US Bluechip Equity Fund
ICICI Prudential Banking & Financial Services Fund	ICICI Prudential Smallcap Fund
ICICI Prudential Exports and Services Fund	ICICI Prudential Value Discovery Fund
ICICI Prudential FMCG Fund	ICICI Prudential Bharat Consumption Fund
ICICI Prudential Equity - Arbitrage Fund	ICICI Prudential Equity & Debt Fund
ICICI Prudential Child Care Fund (Gift Plan)	ICICI Prudential Balanced Advantage Fund
ICICI Prudential Retirement Fund - Hybrid Aggressive Plan	ICICI Prudential Retirement Fund - Pure Equity Plan
	ICICI Prudential Multi - Asset Fund

Open ended other than equity oriented schemes for the purpose of TER	
ICICI Prudential Banking & PSU Debt Fund	ICICI Prudential Liquid Fund
ICICI Prudential Corporate Bond Fund	ICICI Prudential Long Term Bond Fund
ICICI Prudential Credit Risk Fund	ICICI Prudential Savings Fund
ICICI Prudential All Seasons Bond Fund	ICICI Prudential Medium Term Bond Fund
ICICI Prudential Floating Interest Fund	ICICI Prudential Bond Fund
ICICI Prudential Gilt Fund	ICICI Prudential Money Market Fund
ICICI Prudential Constant Maturity Gilt Fund	ICICI Prudential Overnight Fund
ICICI Prudential Ultra Short Term Fund	ICICI Prudential Short Term Fund
ICICI Prudential Regular Savings Fund	ICICI Prudential Retirement Fund - Pure Debt Plan
ICICI Prudential Retirement Fund - Hybrid Conservative Plan	

Note: The above provisions, as applicable have been incorporated in the updated SID of ICICI Prudential Multi-Asset Fund dated April 1, 2019.

**All other provisions of the SID and KIM of the schemes of ICICI Prudential Mutual Fund, except as specifically modified herein above remain unchanged.**

**This Notice-cum-addendum forms an integral part of the SID and KIM of the schemes of ICICI Prudential Mutual Fund, as amended from time to time.**

Place: Mumbai  
Date : March 30, 2019  
*No. 001/04/2019*

**For ICICI Prudential Asset Management Company Limited**  
Sd/-  
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**Mutual Fund investments are subject to market risks, read all scheme related documents carefully.**

- 11.7.4 Eligible Shareholders who are holding Equity Shares in physical form and intend to participate in the Buyback will be required to approach the Seller Member along with the complete set of documents for verification procedures to be carried out. Such documents include (i) the tender form duly signed (by all Eligible Shareholders in case Equity Shares are held in joint names) in the same order in which they hold the Equity Shares, (ii) original Equity Share certificate(s), (iii) valid Form SH 4 (share transfer form) duly filled and signed by the transferors (i.e. by all registered Eligible Shareholders in same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer in favour of the Company, (iv) self-attested copy of the Eligible Shareholders' PAN Card and (v) any other relevant documents such as power of attorney, corporate authorization (including board resolution / specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original Eligible Shareholder has deceased, etc., as applicable. In addition, if the address of the Eligible Shareholder has undergone a change from the address registered in the register of members of the Company, the Eligible Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents, viz. valid Aadhaar Card, Voter Identity Card or Passport. In the event, any of the above referred details are not provided, then the Company may decide the validity of such bid / Tender Form in consultation with the Registrar and the Manager.

11.7.5 Based on the aforesaid documents, the Seller Member shall place the bid on behalf of the Eligible Shareholders who are holding Equity Shares in physical form and intend to tender Equity Shares in the Buyback using the Acquisition Window of the Stock Exchanges. Upon placing the bid, the Seller Member shall provide a TRS generated by the Exchange Bidding System to the Eligible Shareholder. The TRS will contain the details of order submitted such as folio number, Equity Share certificate number, distinctive number, number of Equity Shares tendered etc.

11.7.6 The Seller Member / Eligible Shareholder is required to deliver the original Equity Share certificate(s) and documents (as mentioned in paragraph 11.7.4 above) along with TRS either by registered post or courier or hand delivery to the Registrar (at the address mentioned at paragraph 14 below or the collection centre of the Registrar, details of which will be included in the Letter of Offer) within 2 (two) days of bidding by the Seller Member. The envelope should be super scribed as "SQS India BFSI Buyback 2019". One copy of the TRS will be retained by Registrar and they will provide an acknowledgment of the same to the Seller Member / Eligible Shareholder.

11.7.7 Eligible Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents is submitted. Acceptance of the physical Equity Shares for the Buyback shall be subject to verification as per the Buyback Regulations and any further directions issued in this regard. The Registrar will verify such bids based on the documents submitted on a daily basis and till such time BSE shall display such bids as 'unconfirmed physical bids'. Once the Registrar confirms the bids, it will be treated as 'confirmed bids'.

11.8 Modification/ cancellation of orders will be allowed during the tendering period of the Buyback.

11.9 The cumulative quantity tendered shall be made available on BSE's website (www.bseindia.com) throughout the trading session and will be updated at specific intervals during the tendering period.

12. **METHOD OF SETTLEMENT**

12.1 Upon finalization of the basis of acceptance as per Buyback Regulations, the settlement of trades shall be carried out in the manner similar to settlement of trades in secondary market and as intimated by the Clearing Corporation from time to time.

12.2 The Company will pay the consideration to the Company Broker who will transfer the funds pertaining to the Buyback to the Clearing Corporation's bank accounts as per the prescribed schedule. For Equity shares accepted under the Buyback, the Clearing Corporation will make direct funds payout to respective Eligible Shareholders. If the Eligible Shareholders' bank account details are not available or if the fund transfer instruction is rejected by the Reserve Bank of India or relevant Bank, due to any reason, then such funds will be transferred to the concerned Shareholder Brokers' settlement bank account for onward transfer to such Eligible Shareholders.

12.3 The Equity Shares bought back in dematerialized form would be transferred directly to the escrow account of the Company ("Company Demat Escrow Account") provided it is indicated by the Company Broker or it will be transferred by the Company Broker to the Company Demat Escrow Account on receipt of the Equity Shares from the clearing and settlement mechanism of the Stock Exchange.

12.4 Eligible Shareholder will have to ensure that they keep their Depository Participant ("DP") account active and unblocked to receive credit in case of return of Equity Shares, due to rejection or due to non-acceptance of shares under the Buyback. Excess Equity Shares or unaccepted Equity Shares, in dematerialised form, if any, tendered by the Eligible Shareholders would be transferred by the Clearing Corporation directly to the respective Eligible Shareholder's DP account. If the securities transfer instruction is rejected in the depository system, due to any issue then such securities will be transferred to the Seller Member's depository pool account for onward transfer to the shareholder. Any excess Equity Shares, in physical form, pursuant to proportionate acceptance / rejection will be returned back to the Eligible Shareholders directly by the Registrar. The Company is authorized to split the share certificate and issue new consolidated share certificate for the unaccepted Equity Shares, in case the Equity Shares accepted by the Company are less than the Equity Shares tendered in the Buyback by Eligible Shareholders holding Equity Shares in the physical form.

12.5 The Seller Member would issue contract note and pay the consideration for the Equity Shares accepted under the Buyback and return the balance unaccepted Equity Shares to their respective clients. The Company Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buyback.

12.6 Eligible Shareholders who intend to participate in the Buyback should consult their respective Seller Member for payment to them of any cost, charges and expenses (including brokerage) that may be levied by the Seller Member upon the selling Eligible Shareholders for tendering Equity Shares in the Buyback (secondary market transaction). The Buyback consideration received by the selling Eligible Shareholders from their respective Seller Member, in respect of accepted Equity Shares, could be net of such costs, charges and expenses (including brokerage) and the Company accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the selling Eligible Shareholders.

12.7 Further, the Company will not accept shares tendered for Buyback which are under restraint order of the court for transfer / sale and/or the title in respect of which is otherwise under dispute or where loss of share certificates has been notified to the Company and the duplicate share certificates have not been issued either due to such request being under process as per the provisions of law or otherwise.

12.8 The Equity Shares lying to the credit of the Company Demat Escrow Account and the Equity Shares bought back and accepted in physical form will be extinguished in the manner and following the procedure prescribed in the Buyback Regulations.

13. **COMPLIANCE OFFICER**


The Company has designated the following as the Compliance Officer for the Buyback:

**Mr. S. Sampath Kumar**  
Company Secretary & Compliance Officer  
6A, Sixth Floor, Prince Infocity II, No. 283/3 & 283/4, Rajiv Gandhi Salai (OMR), Kandanchavadi, Chennai - 600 096, Tamil Nadu, India.  
Tel: +91 44 4392 3200  
Fax: +91 44 4392 3258  
Email: SampathKumar.Seshadri@expleogroup.com

Investors may contact the compliance officer to the Buyback for any clarifications or to address their grievances, if any, during office hours i.e. 10.00 a.m. to 5.00 p.m. on all working days except Saturday, Sunday and public holidays, at the abovementioned address.


14. **REGISTRAR TO THE BUYBACK / INVESTOR SERVICE CENTRE**

In case of any queries, the Eligible Shareholders may contact the Registrar to the Buyback during office hours i.e. 10.00 a.m. to 5.00 p.m. on all working days except Saturday, Sunday and public holidays, at the following address:



**CAMEO**  
**CAMEO CORPORATE SERVICES LIMITED**  
'Subramanian Building', No.1, Club House Road, Chennai - 600 002, Tamil Nadu, India  
Tel: +91 44 2282 2460; Fax: +91 44 2846 0129  
Email ID: priya@cameoindia.com; Contact Person: Ms. Sreepriya K.  
SEBI Registration No.: INR000003753

15. **MANAGER TO THE BUYBACK**



**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  
Email ID: sqsindia@icicisecurities.com; Website: www.icicisecurities.com  
Investor grievance e-mail: customercare@icicisecurities.com  
Contact Person: Mr. Shekher Asnani / Mr. Rishi Tiwari  
SEBI Registration No.: INM000011179

16. **DIRECTORS' RESPONSIBILITY**

As per Regulation 24(i)(a) of the Buyback Regulations, the Board of Directors of the Company accepts responsibility for the information contained in this Public Announcement and confirms that such document contains true, factual and material information and does not contain any misleading information.

**For and on behalf of the Board of Directors of SQS INDIA BFSI LIMITED**

Sd/-	Sd/-	Sd/-
<b>Mr. Balaji Viswanathan</b> Managing Director & CEO DIN: 06771242 Date: March 29, 2019 Place: Chennai	<b>Prof. K. Kumar</b> Deputy Chairman & Director DIN: 02343860	<b>Mr. S. Sampath Kumar</b> Company Secretary and Compliance Officer ICSI Membership No. FCS 3838

CONCEPT





# SQS INDIA BFSI LIMITED

Corporate Identity Number (CIN): L64202TN1998PLC066604  
Registered Office: 6A, Sixth Floor, Prince Infocity II, No. 283/3 & 283/4, Rajiv Gandhi Salai (OMR), Kandanchavadi, Chennai – 600 096, Tamil Nadu, India  
Website: [www.sqs-bfsi.com](http://www.sqs-bfsi.com) | Email: [investor.sqsbfsi@explogroup.com](mailto:investor.sqsbfsi@explogroup.com); **Contact Person:** Mr. S. Sampath Kumar, Company Secretary and Compliance Officer  
Tel: +91 44 4392 3200 | Fax: +91 44 4392 3258

**PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS / BENEFICIAL OWNERS OF THE EQUITY SHARES OF SQS INDIA BFSI LIMITED (“COMPANY”) FOR BUYBACK OF EQUITY SHARES THROUGH A TENDER OFFER ROUTE AS PRESCRIBED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS, 2018, AS AMENDED.**

This public announcement (“Public Announcement”) is being made in accordance with the provisions of Regulation 7 (i) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (“Buyback Regulations”) and contains necessary disclosures including as specified in Schedule II to the Buyback Regulations.

**OFFER FOR A BUYBACK OF NOT EXCEEDING 4,60,896 (FOUR LAKHS SIXTY THOUSAND EIGHT HUNDRED AND NINETY SIX) FULLY PAID-UP EQUITY SHARES OF THE COMPANY HAVING FACE VALUE OF ₹ 10/- (RUPEES TEN ONLY) EACH AT A PRICE OF ₹ 550/- (RUPEES FIVE HUNDRED AND FIFTY ONLY) PER EQUITY SHARE PAYABLE IN CASH FOR A TOTAL CONSIDERATION NOT EXCEEDING ₹ 25,34,92,800/- (RUPEES TWENTY FIVE CRORE THIRTY FOUR LAKHS NINETY TWO THOUSAND EIGHT HUNDRED ONLY) ON A PROPORTIONATE BASIS THROUGH THE TENDER OFFER ROUTE.**

**1. DETAILS OF THE BUYBACK AND OFFER PRICE**

- The Board of Directors (the Board of Directors of the Company hereinafter referred to as the “**Board**” or “**Board of Directors**” which expression shall include any committee constituted) of SQS India BFSI Limited (“**Company**”), at its meeting held on January 31, 2019 (“**Board Meeting**”) has approved, subject to the approval of the shareholder / members by way of a Special Resolution and approvals of statutory, regulatory or governmental authorities as may be required under applicable laws, a buyback of not exceeding 4,60,896 (Four Lakhs Sixty Thousand Eight Hundred and Ninety Six) fully paid-up equity shares of face value of ₹ 10/- each (“**Equity Shares**”) of the Company at a price of up to ₹ 550/- (Rupees Five hundred and Fifty only) per Equity Share (“**Buyback Offer Price**”), payable in cash, for an aggregate amount not exceeding ₹ 25,34,92,800/- (Rupees Twenty Five Crores Thirty Four Lakhs Ninety Two Thousand Eight Hundred Only) (“**Buyback Offer Size**”) excluding transaction costs like filing fees payable to Securities and Exchange Board of India and other expenses such as advisors’ fees, public announcement and publication expenses, applicable taxes such as securities transaction tax, goods and services tax, stamp duty, printing and dispatch expenses and other incidental and related expenses from the existing shareholders / beneficial owners of Equity Shares of the Company, on a proportionate basis, through the tender offer route (“**Buyback**”). The shareholders / members of the Company have approved the Buyback by way of a special resolution and the results of the Postal Ballot were declared on March 28, 2019. Pursuant to the shareholders’ approval, the Board at its meeting held on March 29, 2019 has fixed the final Buyback Offer Price of ₹ 550/- (Rupees Five hundred and Fifty only) per Equity Share.
- The Buyback is in accordance with Article 135 of the Articles of Association of the Company, Section 68, 69 and 70 of the Companies Act, 2013 (“**Companies Act**” or the “**Act**”), the applicable rules framed thereunder including the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, of the Companies Act and the Buyback Regulations.
- The Buyback is further subject to approvals as may be necessary, from time to time from statutory, regulatory or governmental authorities as required under applicable laws including but not limited to Securities and Exchange Board of India (“**SEBI**”) and the stock exchanges where the Equity Shares of the Company are listed i.e. the BSE Limited (“**BSE**”) and National Stock Exchange of India Limited (“**NSE**”) (collectively, “**Stock Exchanges**”).
- The size of the Buyback represents 25% of the aggregate of the fully paid-up share capital and free reserves, of the Company as per the audited standalone financial results for the financial year ended March 31, 2018, which is not exceeding the statutory limit of 25% of the total fully paid-up share capital and free reserves prescribed under the Companies Act and the Buyback Regulations. The maximum number of Equity Shares proposed to be bought back represents 4.30% of the total number of Equity Shares of the paid-up Equity Share capital of the Company.
- Participation in the Buyback by the Eligible Shareholders (as defined below) may trigger capital gains taxation in India and their country of residence. The transaction of Buyback would also be chargeable to securities transaction tax in India. In due course, Eligible Shareholders will receive a Letter of Offer, which will contain a more detailed note on taxation. However, in view of the particularized nature of tax consequences, the Eligible Shareholders are advised to consult their own legal, financial and tax advisors prior to participating in the Buyback.
- A copy of this Public Announcement will be available on website of the Company at [www.sqs-bfsi.com](http://www.sqs-bfsi.com) and is expected to be available on the website of SEBI at [www.sebi.gov.in](http://www.sebi.gov.in) as during the period of the Buyback and on the website of the Stock Exchanges at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com).
- The Buy-back from non-resident members, Overseas Corporate Bodies and Foreign Institutional Investors/Foreign Portfolio investors and members of foreign nationality, if any etc. is subject to approvals as may be required including approval from RBI under the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, if any, and such approvals may be taken by such non-resident member.

**2. NECESSITY FOR THE BUYBACK**

- Board of the Company is of the view that the proposed Buyback will help the Company achieve the following objectives: (a) optimizing returns to shareholders; (b) enhancing overall shareholders value; and (c) to optimize the capital structure of the Company. The Board at its meeting held on January 31, 2019, considered this and after having taken into consideration the liquidity and financial position of the Company decided to allocate a sum of amount not exceeding ₹ 25,34,92,800/- (Rupees Twenty Five Crore Thirty Four Lakhs Ninety Two Thousand Eight Hundred Only) for returning to the members holding equity shares of the Company through the Buyback.
- After considering several factors and benefits to the members holding equity shares of the Company, the Board decided to recommend Buyback of not exceeding 4,60,896 (Four lakhs Sixty thousand Eight hundred and Ninety Six) Equity Shares (representing 4.30% of the total number of equity shares in the paid-up share capital of the Company) at a price of ₹ 550/- (Rupees Five hundred and Fifty only) per equity share for an aggregate amount not exceeding ₹ 25,34,92,800/- (Rupees Twenty Five Crore Thirty Four Lakhs Ninety Two Thousand Eight Hundred Only). Buyback is a more efficient form of returning surplus cash to the members holding equity shares of the Company, inter-alia, for the following reasons:
  - The Buyback will help the Company to return surplus cash to its members holding equity shares broadly in proportion to their shareholding, thereby, enhancing the overall return to members;
  - The Buyback, which is being implemented through the tender offer route as prescribed under the Buyback Regulations, would involve allocation of higher of number of shares as per their entitlement or 15% of the number of shares to be bought back, reserved for the small shareholders. The Company believes that this reservation for small shareholders would benefit a large number of public shareholders, who would get classified as “small shareholder”;
  - The Buyback gives an option to the members holding equity shares of the Company, who can choose to participate and get cash in lieu of equity shares to be accepted under the Buyback offer or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post the Buyback offer, without additional investment;
  - The Buyback may help in improving return on equity, by reducing in the equity base, thereby leading to long term increase in shareholders’ value; and
  - The Buyback will help to optimize the capital structure.The above objectives will be achieved by returning part of surplus cash back to shareholders through the Buyback process.
- Assuming full acceptance, the funds deployed by the Company towards the Buyback would be approximately ₹ 25,34,92,800/- (Rupees Twenty Five Crore Thirty Four Lakhs Ninety Two Thousand Eight Hundred Only). This shall impact the treasury income earned by the Company, on account of reduced amount of funds available for making investments. The Buyback is expected to result in overall enhancement of the shareholders’ value and will not in any manner impair the ability of the Company to pursue growth opportunities or meet its cash requirements for business operations.

**3. MAXIMUM AMOUNT REQUIRED FOR THE BUYBACK, ITS PERCENTAGE OF THE TOTAL PAID-UP CAPITAL AND FREE RESERVES AND THE SOURCES OF FUNDS FROM WHICH THE BUYBACK WOULD BE FINANCED**

- The maximum amount required for the Buyback will not be exceeding ₹ 25,34,92,800/- (Rupees Twenty Five Crore Thirty Four Lakhs Ninety Two Thousand Eight Hundred) excluding transaction costs like filing fees payable to Securities and Exchange Board of India and other expenses such as advisors’ fees, public announcement and publication expenses, applicable taxes such as securities transaction tax, goods and services tax, stamp duty, printing and dispatch expenses and other incidental and related expenses. The said amount works out to 25% of the aggregate of the fully paid-up share capital and free reserves, of the Company as per the audited standalone financial results for the financial year ended March 31, 2018, which is not exceeding the prescribed limit of 25%. The Buyback shall be made by the Company from its current surplus and / or cash balances and / or internal accruals of the Company and of such terms and conditions as the Board may decide from time to time in the absolute discretion of the Board as it may deem fit. The Company shall transfer from its free reserves, a sum equal to the nominal value of the Equity Shares bought back through the Buyback to the capital redemption reserve account and the details of such transfer shall be disclosed in its subsequent audited balance sheet.
- The Company confirms that as required under Section 68(2)(d) of the Companies Act, the ratio of the aggregate of secured and unsecured debts owed by the Company will be not more than twice the paid-up capital and free reserves after the Buyback. The funds borrowed by the Company, if any, from banks and financial institutions will not be used for the Buyback.

**4. MAXIMUM NUMBER OF EQUITY SHARES THAT THE COMPANY PROPOSE TO BUYBACK AND THE BASIS OF ARRIVING AT THE BUYBACK OFFER PRICE**

- The Company propose to buyback of not exceeding 4,60,896 (Four lakhs Sixty thousand Eight hundred and Ninety Six) fully paid-up Equity Shares of the Company representing 4.30% of the total paid-up equity share capital of the Company.
- The Equity Shares of the Company are proposed to be bought back at the Buyback Offer Price of ₹ 550/- (Rupees Five hundred and Fifty only) per Equity Share. The Buyback Offer Price has been arrived at after considering various factors such as the average closing prices of the equity shares of the Company on stock exchanges where the equity shares of the Company are listed, the net worth of the Company and the impact of the Buyback on the key financial ratios of the Company.

**5. The Buyback Offer Price represents:**

- premium of 30.5% and 29.7% over the closing prices of the equity shares on the BSE and NSE, respectively on January 28, 2019, being the date on which the Company intimated the Stock Exchanges of the date of the meeting of the Board wherein proposal of the Buyback was considered; and
- premium of 22.19% and 21.95% over the volume weighted average market price of the equity shares on BSE and NSE, respectively for a period of one month preceding January 28, 2019, being the date on which the Company intimated the Stock Exchanges of the date of the meeting of the Board wherein proposal of the Buyback was considered.

**6. METHOD ADOPTED FOR THE BUYBACK**

The Equity Shares will be bought back on a proportionate basis from all the equity shareholders of the Company as of April 12, 2019 (“**Record Date**”) (“**Eligible Shareholders**”) through the “tender offer” route, as prescribed under Regulation 4(iv)(a) of the Buyback Regulations, and, subject to applicable laws, facilitated through the stock exchange mechanism as specified under the “Mechanism for acquisition of share through Stock Exchanges” prescribed under the SEBI Circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with the “Streamlining the Process for Acquisition of Shares pursuant to Tender-Offers made by Takeovers, Buy Back and Delisting of Securities” as prescribed under the SEBI Circular CFD/DCR2/CIR/P/2016/131 dated December 09, 2016 (“**SEBI Circulars**”). Please refer to Paragraph 10 below for details regarding the Record Date and shareholders entitlement for tender in the Buyback.

**7. DETAILS OF SHAREHOLDING**

- The aggregate shareholding of the promoters and of the directors of the promoter where promoter is a company and of persons who are in control of the Company, and of the promoter group, directors and key managerial personnel of the Company as on the date of the Notice of the Postal Ballot (i.e. February 11, 2019):

Sl. No.	Name of shareholder	No. of Equity Shares held	No. of Equity Shares held in dematerialized form	Percentage of issued Equity Share capital
1.	SQS Software Quality Systems AG (Promoter)	57,58,804	57,58,804	53.75%
2.	Rajiv Kuchhal (Director)	67,692	67,692	0.63%
3.	K Kumar (Director)	11,000	11,000	0.10%
4.	S Rajagopalan (Director)	1,000	1,000	0.01%
5.	Phani Tangirala (Key Managerial Personnel)	17,320	17,320	0.16%
6.	S. Sampath Kumar (Company Secretary and Compliance Officer - Key Managerial Personnel)	5	5	0.00%

- No shares or other specified securities in the Company were either purchased or sold by the promoters and directors of the promoters, where the promoter is a company and by persons who are in control of the Company, and of the promoter group, directors and key managerial personnel of the Company, during a period of 6 months preceding the date of the Board Meeting at which the Buyback was approved and from that date till the date of notice of postal ballot for Buyback.
- Intention of the Promoter and Promoter Group to participate in the Buyback**  
The Promoter and Promoter Group of the Company vide their letters dated January 31, 2019 have confirmed that they will not be participating in the Buyback. However, the key managerial personnel of the Company may participate in the Buyback.
- CONFIRMATIONS FROM THE COMPANY AS PER THE PROVISIONS OF THE BUYBACK REGULATIONS AND THE COMPANIES ACT**
  - The funds borrowed, if any, from banks and financial institutions will not be used for the Buyback;
  - The Company shall not issue any Equity Shares or other securities (including by way of bonus) till the date of closure of the Buyback;
  - The Company shall pay the consideration only by way of cash;
  - The Company, as per the provisions of Section 68(8) of the Companies Act, shall not make further issue of the same kind of Equity Shares within a period of 6 (six) months after the completion of the Buyback, except by way of bonus shares or Equity Shares issued to discharge subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into Equity Shares;
  - The Company shall not raise further capital for a period of one year from the closure of the Buyback, except in discharge of its subsisting obligations;
  - The Company shall not withdraw the Buyback after the draft letter of offer is filed with SEBI or the Public Announcement for the Buyback is made;
  - The Company shall not buyback locked-in Equity Shares and non-transferable Equity Shares or other specified securities till the pendency of the lock-in or till the Equity Shares or other specified securities become transferable;
  - The Company shall transfer from its free reserves a sum equal to the nominal amount of the Equity Shares purchased through the Buyback to the capital redemption reserve account and the details of such transfer shall be disclosed in its subsequent audited balance sheet;
  - The Company shall not buyback its Equity Shares from any person through a negotiated deal whether on or off the Stock Exchanges or through spot transactions or through any private arrangement in the implementation of the Buyback;
  - The Company confirms that there are no defaults subsisting in repayment of deposits, interest thereon, redemption of debentures or interest payment thereon or redemption of preference shares or payment of dividend due to any shareholder, or repayment of any term loans or interest payable thereon to any financial institution or banking company;
  - The Company is in compliance with Sections 92, 123, 127 and 129 of the Companies Act;
  - There is no pendency of any scheme of amalgamation or arrangement or compromise as on date;
  - The ratio of the aggregate of secured and unsecured debts owed by the Company will not be more than twice the paid-up capital and free reserves after the Buyback;
  - The Buyback shall be completed within a period of one year from the date on which the results of the shareholders’ resolution with regard to the proposed buyback are declared; and
  - The Company shall not make any offer of buyback within a period of 1 (one) year from the date of closure of the Buyback.

**8. CONFIRMATION FROM THE BOARD OF DIRECTORS**

The Board of Directors of the Company have made full enquiry into the affairs and prospects of the Company and confirms that:

- immediately following the date of the Board Meeting approving the Buyback, there will be no grounds on which the Company could be found unable to pay its debts and it shall ensure that this continues to be the case on the date on which the results of shareholders’ resolution passed by way of postal ballot / e-voting (“**Postal Ballot Resolution**”) will be declared.
- as regards the Company’s prospects for the year immediately following the date of the Board Meeting approving the Buyback as well as for the year immediately following the date of Postal Ballot Resolution, and having regard to the Board’s intention with respect to the management of Company’s business during that year and to the amount and character of the financial resources which will in the Board’s view be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of the Board Meeting as also from the date Postal Ballot Resolution; and
- in forming an opinion as aforesaid, the Board has taken into account the liabilities as if the Company was being wound up under the provisions of the Companies Act or the Insolvency and Bankruptcy Code, 2016 (including prospective and contingent liabilities).

**9. REPORT ADDRESSED TO THE BOARD OF DIRECTORS BY THE STATUTORY AUDITOR OF THE COMPANY ON PERMISSIBLE CAPITAL PAYMENT AND OPINION FORMED BY THE BOARD OF DIRECTORS REGARDING INSOLVENCY**

The text of the Report from the Statutory Auditor of the Company dated January 31, 2019 addressed to the Board is reproduced below:

**Quote**  
**Statutory Auditor’s Report in respect of proposed buy-back of equity shares by SQS India BFSI Limited (the “Company”) pursuant to the requirement of Schedule I to the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (the “Buy-back Regulations”)**

To,  
The Board of Directors  
SQS India BFSI Limited  
6A, Sixth Floor, Prince Infocity II,  
No. 283/3 & 283/4,  
Rajiv Gandhi Salai (OMR), Kandanchavadi,  
Chennai – 600 096.

- This Report is issued in accordance with the terms of the email dated January 23, 2019 received from the Company’s management and master engagement agreement dated August 10, 2017 with **SQS India BFSI Limited** (hereinafter referred to as the “**Company**”).
- In connection with the proposal of the Company to buy-back its equity shares in pursuance of the provisions of Section 68, 69 and 70 of the Companies Act, 2013 (the “**Act**”) and the Buy-Back Regulations, and in terms of the resolution passed by the directors of the Company in their meeting held on January 31, 2019, which is subject to the approval of the shareholders of the Company through a postal ballot, we have been engaged by the Company to perform a reasonable assurance engagement on the statement of determination of the amount of permissible capital payment (including premium) (“**Annexure A**”) (the “**Statement**”), which we have initiated for identification purposes only.
- The preparation of the Statement in accordance with Section 68(2)(c) of the Act and the compliance of the Buy-back Regulations, of determination of the amount of permissible capital payment for the buy-back is the responsibility of the Board of Directors of the Company, including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

**Board of Directors Responsibility for the Statement**

- Pursuant to the requirements of the Buy-back Regulations, it is our responsibility to provide reasonable assurance:
  - whether we have inquired into the state of affairs of the Company in relation to the audited standalone financial statements as at and for the year ended March 31, 2018;
  - if the amount of permissible capital payment as stated in Annexure A, has been properly determined considering the audited standalone financial statements as at March 31, 2018 in accordance with Section 68(2)(c) of the Act; and
  - if the Board of Directors of the Company, in their meeting held on January 31, 2019 have formed the opinion as specified in clause (x) of Schedule I to the Buy-back Regulations, on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the aforesaid date and from the date on which the results of the shareholders’ resolution with regard to the proposed buy-back are declared.
- The audited standalone financial statements for the year ended March 31, 2018 have been audited by us, on which we issued an unmodified audit opinion vide our report dated May 04, 2018. Our audit of these standalone financial statements was conducted in accordance with the Standards on Auditing as specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the audited standalone financial statements are free of material misstatement.
- We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
- We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

**Opinion**

- Based on inquiries conducted and our examination as above, we report that,
  - we have inquired into the state of affairs of the Company in relation to its audited standalone financial statements as at and for the year ended March 31, 2018;
  - The amount of permissible capital payment (including premium) towards the proposed buy-back of equity shares as computed in the Statement attached herewith, is properly determined in our view in accordance with Section 68(2)(c) of the Act. The amounts of share capital and free reserves have been extracted from the audited standalone financial statements of the Company as at and for the year ended March 31, 2018; and
  - the Board of Directors, in their meeting held on January 31, 2019, have formed their opinion, as specified in clause (x) of Schedule I to the Buy-back Regulations, on reasonable grounds, that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from date of passing of the board resolution dated January 31, 2019 and from the date on which the results of the shareholders’ resolution with regard to the proposed buy-back are declared.

**Restriction on Use**

- The report is addressed to and provided to the Board of Directors of the Company (i) in connection with the proposed buy-back of equity shares by the Company in pursuance to the provisions of Section 68 and other applicable provisions of the Act and the Buy-back Regulations, (ii) solely to enable the Board of Directors of the Company to include in the public announcement, draft letter of offer, letter of offer and other documents pertaining to the buy-back to be sent to the shareholders of the Company or filed with (a) the Registrar of Companies, Securities and Exchange Board of India, stock exchanges, public shareholders and any other regulatory authority as per applicable law and (b) the Central Depository Services (India) Limited, National Securities Depository Limited and (iii) for providing to the managers for the purpose of extinguishment of equity shares and may not be suitable for any other purpose.

**For KALYANIWALLA & MISTRY LLP**

**CHARTERED ACCOUNTANTS**

**Firm Registration Number 104607W/W100166**

**FARHAD M. BHESANIA**

**PARTNER**

**Membership Number 127355**

**Place:** Chennai

**Date:** January 31, 2019

Annexure A		
SQS India BFSI Limited		
Computation of amount of permissible capital payment towards buyback of equity shares in accordance with Section 68 of the Act		
Particulars	March 31, 2018 (₹ unless otherwise stated)	
Equity share capital	107,103,810	
<b>Total (A)</b>	<b>107,103,810</b>	
<b>Reserves</b>		
General reserve	181,091,695	
Retained Earnings	531,250,110	
Securities premium account	193,223,296	
Employee Stock Option Compensation Reserve	1,302,708	
<b>Total (B)</b>	<b>906,867,809</b>	
<b>Grand Total (A+B)</b>	<b>1,013,971,619</b>	
Maximum amount permissible for the Buy-back (as approved by the Board of Directors of the Company vide a resolution dated January 31, 2019, subject to the approval of the shareholders of the Company through a postal ballot, based on the audited standalone financial statements of the Company for the financial year ended March 31, 2018).	253,492,800	
Permissible capital payment towards buy-back of equity shares in accordance with Section 68 (2) of the Act (25% of paid up equity capital and free reserves).	253,492,905	

**Note:**

- Calculation in respect of Permissible Capital Payment for Buy-back of Equity Shares is done on the basis of the audited standalone financial statements for the year ended March 31, 2018.  
**For KALYANIWALLA & MISTRY LLP**  
**CHARTERED ACCOUNTANTS**  
**Firm Registration Number 104607W/W100166**  
**FARHAD M. BHESANIA**  
**PARTNER**  
**Membership Number 127355**  
**Place:** Chennai  
**Date:** January 31, 2019  
**Unquote**
- RECORD DATE AND SHAREHOLDERS’ ENTITLEMENT**
  - As required under the Buyback Regulations, the Company has fixed April 12, 2019 as the Record Date for the purpose of determining the entitlement and the names of the Eligible Shareholders who are eligible to participate in the Buyback.
  - In due course, Eligible Shareholders holding Equity Shares, either in physical or dematerialised form, as on the Record Date will receive a letter of offer in relation to the Buyback (“**Letter of Offer**”) along with a tender offer form indicating the entitlement of the Eligible Shareholder for participating in the Buyback.
  - The Equity Shares to be bought back as part of the Buyback are divided in two categories:
    - reserved category for Small Shareholders (as defined below); and
    - general category for all other Eligible Shareholders.
  - As defined under the Buyback Regulations, a “Small Shareholder” is an Eligible Shareholder who holds Equity Shares having market value, on the basis of closing price on BSE or NSE (as applicable, on which the highest trading volume in respect of the Equity Shares as on the Record Date), of not more than ₹ 2,00,000 (Rupees Two Lakhs only). In order to ensure that the same Eligible Shareholder with multiple demat accounts/folios do not receive a higher entitlement under the Small Shareholder category, the Equity Shares held by such Eligible Shareholder with a common Permanent Account Number (“**PAN**”) shall be clubbed together for determining the category (Small Shareholder or General) and entitlement under the Buyback. In case of joint shareholding, the Equity Shares held in cases where the sequence of the PANs of the joint shareholders is identical shall be clubbed together. In case of Eligible Shareholders’ holding physical shares, where the sequence of PAN is identical and where the PANs of all joint shareholders are not available, the registrar to the offer (“**Registrar**”) will check the sequence of the names of the joint holders and club together the Equity Shares held in such cases where the sequence of the name of joint shareholders are identical. The shareholding of institutional investors like mutual funds, insurance companies, foreign institutional investors/foreign portfolio investors etc., with common PAN are not proposed to be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares are held for different schemes/sub-accounts and have a different demat account nomenclature based on information prepared by the Registrar as per the shareholder records received from the depositories. Further, the Equity Shares held under the category of “clearing members” or “corporate body margin account” or “corporate body-broker” as per the beneficial position data as on Record Date with common PAN are not proposed to be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares are assumed to be held on behalf of clients.
  - In accordance with Regulation 6 of the Buyback Regulations, 15% of the number of Equity Shares which the Company proposes to buyback or number of Equity Shares entitled as per the shareholding of Small Shareholders, whichever is higher, shall be reserved for the Small Shareholders as part of this Buyback.
  - On the basis of the shareholding on the Record Date, the Company will determine the entitlement of each Eligible Shareholder, including Small Shareholders, to tender their Equity Shares in the Buyback. This entitlement for each Eligible Shareholder will be calculated based on the number of Equity Shares held by the respective Eligible Shareholder as on the Record Date and the ratio of the Buyback applicable in the category to which such Eligible Shareholder belongs. The final number of Equity Shares that the Company will purchase from each Eligible Shareholder will be based on the total number of Equity Shares tendered. Accordingly, the Company may not purchase all of the Equity Shares tendered by the Eligible Shareholders in the Buyback.
  - After accepting the Equity Shares tendered on the basis of entitlement, the Equity Shares left to be bought back, if any, in one category shall first be accepted, in proportion to the Equity Shares tendered over and above their entitlement in the Buyback by Eligible Shareholders in that category and thereafter from Eligible Shareholders who have tendered over and above their entitlement in the other category.
  - The participation of the Eligible Shareholders in the Buyback is voluntary. Eligible Shareholders may opt to participate, in part or in full, and receive cash in lieu of the Equity Shares accepted under the Buyback, or they may opt not to participate and enjoy a resultant increase in their percentage shareholding, after the completion of the Buyback, without any additional investment. Eligible Shareholders also have the option of tendering additional Equity Shares (over and above their entitlement) and participate in the shortfall created due to non-participation of some other Eligible Shareholders, if any.
  - The maximum tender under the Buyback by any Eligible Shareholder should not exceed the number of Equity Shares held by the Eligible Shareholder as on the Record Date.
  - The Equity Shares tendered as per the entitlement by Eligible Shareholders as well as additional Equity Shares tendered, if any, will be accepted as per the procedure laid down in Buyback Regulations.
  - Detailed instructions for participation in the Buyback (tender of Equity Shares in the Buyback) as well as the relevant time table will be included in the Letter of Offer which will be sent in due course to the Eligible Shareholders as on Record Date.
- PROCESS AND METHODOLOGY FOR THE BUYBACK**
  - The Buyback is open to all Eligible Shareholders / beneficial owners of the Company, holding Equity Shares either in physical and/ or demat form as on the Record Date.
  - The Buyback will be implemented using the mechanism prescribed by the SEBI Circulars and following the procedure prescribed in the Companies Act and the Buyback Regulations and as may be determined by the Board (including the committee authorized by the Board to complete the formalities of the Buyback) and on such terms and conditions as may be permitted under law from time to time.
  - For implementation of the Buyback, the Company has appointed ICICI Securities Limited as the registered broker to the Company (“**Company Broker**”) who will facilitate the process of tendering Equity Shares through stock exchange mechanism for the Buyback. In the tendering process, the Company Broker may also process the orders received from the Eligible Shareholders. The contact details of the Company Broker are as follows:  
**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  
Contact Person: Mr. Mitesh Shah/Mr. Allwyn Cardoza
  - BSE has been appointed as the ‘Designated Stock Exchange’ to provide the separate ‘Acquisition Window’ to facilitate placing of sell orders by the Eligible Shareholders who wish to tender Equity Shares in the Buyback. The details of the platform will be specified by BSE. In the event the Stock Broker of any Eligible Shareholder is not registered with BSE as a trading member / stock broker, then that Eligible Shareholder can approach any BSE registered stock broker and can register himself by using quick unique client code (UCC) facility through that BSE registered stock broker (after submitting all details as may be required by such BSE registered stock broker in compliance with applicable law). In case the Eligible Shareholder is not able to identify a BSE registered stock broker, then such Eligible Shareholder may contact the Manager to the Buyback for assistance in approaching a BSE registered stock broker.
  - At the beginning of the tendering period, the order for buying Equity Shares shall be placed by the Company through the Company Broker. During the tendering period, the order for selling the Equity Shares will be placed in the Acquisition Window by Eligible Shareholders through their respective stock brokers (“**Seller Member(s)**”) during normal trading hours of the secondary market. The Seller Members can enter orders for dematerialized Equity Shares as well as physical Equity Shares. In the tendering process, the Company Broker may also process the orders received from the Eligible Shareholders.
  - Procedure to be followed by Eligible Shareholders holding Equity Shares in dematerialised form:**
    - Eligible Shareholders who desire to tender the Equity Shares held by them in the dematerialised form under Buyback would have to do so through their respective Seller Member by giving details of Equity Shares they intend to tender under the Buyback.
    - The Seller Member would be required to place an order/bid on behalf of the Eligible Shareholders who wish to tender Equity Shares in the Buyback using the Acquisition Window of the Stock Exchanges. Before placing the order/bid, the Eligible Shareholder would be required to transfer the tendered Equity Shares to the special account specifically created for the purpose of the Buyback (“**Special Account**”) by the Clearing Corporation of India Limited (“**Clearing Corporation**”) by using the early pay-in mechanism as prescribed by the Stock Exchanges and the Clearing Corporation prior to placing the bid by the Seller Member.
    - The details of the Special Account of the Clearing Corporation and the settlement number shall be informed in the issue opening circular that will be issued by BSE / Clearing Corporation.
    - For custodian participant orders for dematerialized Equity Shares, early pay-in is mandatory prior to confirmation of order by the custodian participant. The custodian participant shall either confirm or reject the orders no later than the close of trading hours on the last day of the tendering period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed custodian participant orders, order modification shall revoke the custodian confirmation and the revised order shall be sent to the custodian again for confirmation.
    - Upon placing the bid, the Seller Member shall provide transaction registration slip (“**TRS**”) generated by the exchange bidding system to the Eligible Shareholder. The TRS will contain the details of order submitted such as bid ID number, application number, DP ID, client ID, number of Equity Shares tendered, etc.
  - Procedure to be followed by Eligible Shareholders holding Equity Shares in physical form:**
    - All Eligible Shareholders holding Equity Shares in physical form shall note that in terms of the proviso to Regulation 40 (1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018, effective from December 05, 2018, transfers of securities shall not be processed unless the securities are held in the dematerialized form with the depository. Further, as per the press release dated March 27, 2019 issued by SEBI, the transfer of securities after April 1, 2019 shall not be processed unless the securities are held in the dematerialised form.
    - In the Buyback, considering the timelines of activities prescribed under the Buyback Regulations, the acceptance of the tendered Equity Shares shall be undertaken only after April 1, 2019, consequently, any of the Eligible Shareholders who are desirous of tendering their Equity Shares held in physical form can do so only after such physical Equity Shares are dematerialized. Such Eligible Shareholders are advised to approach the concerned depository participant to have their Equity Shares dematerialized.
    - However, should the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended or any other applicable laws permit the processing of acceptance of Equity Shares held in physical form tendered during the Buyback as on the date of such acceptance, the procedure for the tendering to be followed by Eligible Shareholders holding Equity Shares in the physical form is as detailed below paras, subject to any modifications to the procedure as may be provided under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended or any other applicable laws.



# सत्ता में आए तो आंध्र प्रदेश को विशेष राज्य का दर्जा देंगे : राहुल

कांग्रेस अध्यक्ष ने सभी कृषि कर्ज माफ करने का वादा भी किया

विजयवाड़ा/कल्याणदुर्ग (आंध्र प्रदेश), 31 मार्च (भाषा)।

कांग्रेस अध्यक्ष राहुल गांधी ने रविवार को वादा किया कि आगामी लोकसभा चुनावों में अगर उनकी पार्टी सत्ता में आती है, तो वह आंध्र प्रदेश को विशेष राज्य का दर्जा देंगे। साथ ही उन्होंने इस बात पर भी आश्चर्य जताया कि राज्य की पार्टियां इस मुद्दे को आक्रामकता से उठाने में विफल रहीं।

कांग्रेस अध्यक्ष ने आश्वासन दिया कि उनकी पार्टी गरीबी पर भी ‘सर्जिकल स्ट्राइक’ करेगी। उन्होंने कहा कि न्यूनतम आय (न्याय) योजना का उनका वादा एक अहिसक हथियार है जो अत्यंत गरीबों के उत्थान के लिए उपयोगी होगा। राज्य में लोकसभा एवं विधानसभा चुनाव साथ-साथ 11 अप्रैल को होने हैं। कांग्रेस आंध्र प्रदेश में अकेले चुनाव लड़ रही है।

कांग्रेस अध्यक्ष ने केंद्र सरकार पर दो भारत बनाने का आरोप लगाया और करीब 30 मिनट के अपने भाषण में कहा, ‘हमारा विचार एकजुट भारत बनाने का है जहां हर कोई खुश हो। हमने 2019 में तय किया है कि कांग्रेस गरीबी पर सर्जिकल स्ट्राइक करेगी, ‘अगर सरकार देश के

गरीब और कमजोर लोगों के खिलाफ युद्ध छेड़ सकती है तो हम गरीबी के खिलाफ युद्ध छेड़ेंगे। हम भारत के लोगों को न्याय देंगे। न्याय गरीबी के खिलाफ हमारा गैर हिंसक हथियार है।’ उन्होंने कहा कि 20 फीसद अत्यंत गरीबों को सालाना 72,000 रुपए देने का कांग्रेस का प्रस्ताव ऐतिहासिक है और वह 25 करोड़ लोगों एवं पांच करोड़ परिवारों को लाभ पहुंचाएगा। उन्होंने कहा कि लाभार्थियों की पहचान आधार कार्ड एवं अन्य तकनीकी सहायताओं से की जाएगी।

कांग्रेस अध्यक्ष ने अपने करीब 30 मिनट के भाषण में ज्यादातर वक्त सरकार पर निशाना साधा। राज्य के लिए अहम माने जाने वाले विशेष दर्जे के मुद्दे पर उन्होंने विभाजन के बाद आंध्र प्रदेश को विशेष दर्जा देने के संग्रग के आश्वासन को याद किया और कहा कि यह वादा और किसी ने नहीं बल्कि तत्कालीन प्रधानमंत्री मनमोहन सिंह ने किया था।

कांग्रेस अध्यक्ष ने नोटबंदी और जीएसटी की भी आलोचना की और कहा कि दलितों और अल्पसंख्यकों को धमकाया और निशाना बनाया जा रहा है। उन्होंने आरोप लगाया कि लोग मारे जा रहे हैं, महिलाओं का बलात्कार हो रहा है और भय का माहौल है। राहुल ने कहा कि हमारे

संविधान को बरबाद किया जा रहा है और हम हरगिज नहीं होने देंगे। राहुल ने कल्याणदुर्ग की जनसभा में कहा कि यदि उनकी पार्टी सत्ता में आती है तो आंध्र प्रदेश में रैयतों का कृषि ऋण माफ कर दिया जाएगा। उन्होंने जोर देकर कहा कि पार्टी की प्रस्तावित आय गारंटी योजना, क्रांतिकारी ‘न्याय’ देश की तस्वीर बदल देगी और गरीबी सदा के लिए मिटा देगी।

राहुल ने पिछले साल हुए विधानसभा चुनावों के बाद राजस्थान, छत्तीसगढ़ और मध्य प्रदेश में कांग्रेस की सरकारें बनने पर कृषि ऋण माफ किए जाने का जिफ्र करते हुए कहा कि वह इस दक्षिणी राज्य में भी इसी तरह का आश्वासन दे रहे हैं। उन्होंने कहा, ‘हाल ही में उत्तर भारत में चुनाव हुए थे और हमने इन तीनों राज्यों में सत्ता में आने पर 10 दिनों के अंदर कृषि ऋण माफ करने का वादा किया था। और मुझे यह कहते हुए गर्व है कि दो दिनों के अंदर हमने तीनों राज्यों में सभी कृषि ऋण माफ कर दिए।’ कांग्रेस अध्यक्ष ने कहा, ‘और मैं यहां आंध्र प्रदेश में भी यही वादा करना चाहता हूं। यदि आपने कांग्रेस सरकार (संभवतः केंद्र और राज्य, दोनों) के लिए वोट दिया तो हम सभी कृषि ऋण माफ कर देंगे।’



बीकानेर में रविवार को दीवार पर हथेली के निशान के जरिए एकजुटता का संदेश देती लड़कियां।

## तेलंगाना में धन बल, जातिगत राजनीति व बिरयानी के बदले स्वाद पर चर्चा

चेवेल्ला (तेलंगाना), 31 मार्च (भाषा)।

चेवेल्ला लोकसभा क्षेत्र के तांगेड़ापल्ली मंडल में कांग्रेस के कौंडा विश्वेश्वर रेड्डी को सुनने आए लोगों ने कहा कि वह राज्य के सबसे अमीर उम्मीदवार हैं, जिन्हें पैसा कमाने के लिए सत्ता की जरूरत नहीं है।

कड़ी धूप में रैली में लोगों के एकत्रित होने के क्रम में रेड्डी साधारण पोशाक एवं चप्पल में अपनी इनोवा कार से उतरे। उनकी संपत्ति करीब 223 करोड़ रुपए की है। इंजीनियर से उद्यमी बने विश्वेश्वर रेड्डी सी प्रताप रेड्डी के दामाद हैं, जो अपोलो ग्रुप ऑफ हॉस्पिटल्स के संस्थापक एवं प्रमुख हैं। उनके पहुंचने के बाद जैसे ही कांग्रेस कार्यकर्ता ने कार्यक्रम शुरू करने के लिए माइक उठाया, बिजली चली गई।

पुडुर मंडल के पूर्व सर्पंच शकील अहमद ने दावा किया, ‘बिजली गुल होती थी लेकिन रेड्डी के प्रचार स्थलों पर यह पिछले कुछ दिनों से हो रहा है।’ उन्होंने टीआरएस सरकार पर रेड्डी के लिए मुश्किलें बढ़ाने का आरोप लगाया। रेड्डी 2014 में टीआरएस की टिकट पर जीते थे

लेकिन पार्टी छोड़ने के बाद अब वह टीआरएस के जी रंजीत रेड्डी के खिलाफ चुनाव लड़ रहे हैं। विश्वेश्वर रेड्डी आंध्र प्रदेश के पूर्व उपमुख्यमंत्री कौंडा वेंकटरा रंगा रेड्डी के पोते हैं। रंगा रेड्डी नाम जिला कांग्रेस के इन्हीं नेता के नाम पर पड़ा था, जिसे पूर्व में हैदराबाद ग्रामीण के नाम से जाना जाता था। उन्होंने तेदेपा प्रमुख चंद्रबाबू नायडू और टीआरएस सुप्रीमो एवं तेलंगाना के मुख्यमंत्री के चंद्रशेखर राव पर निशाना साधा। उन्होंने कहा कि नायडू ने पिछड़ी जातियों को यादवों, गौड़ एवं कापू में बांटा वहीं राज इससे आगे जाते हुए उन समुदायों तक पहुंचे जिनकी आबादी एक से दो फीसद है।

विश्वेश्वर रेड्डी ने कहा कि यह तेलंगाना के ताने-बाने एवं राज्य की अर्थव्यवस्था को नुकसान पहुंचा रहा है। उन्होंने बाहर से खरीदी गई भेड़ एवं बकरियों के बारे में कहा, ‘आपको पता है टीआरएस के शासन में तेलंगाना की बिरयानी का स्वाद अलग क्यों है? हमारी बिरयानी अच्छी होती थी क्योंकि वह एक खास किस्म की भेड़ की होती थी।’

## अब उलेमाओं की अपील का असर नहीं होता मतदाताओं पर

पिछले दो-तीन दशक में जैसे-जैसे मुसलमानों में शिक्षा का प्रसार हुआ, उलेमाओं की अपीलों का रुतबा गिरता गया

नई दिल्ली 31 मार्च (भाषा)।

देश में चुनावों के दौरान एक समय वह भी था जब राजनीतिक दल मुसलिम अल्पसंख्यकों का समर्थन हासिल करने के लिए उलेमा (धर्मगुरुओं) की अपील का इंतजार करते थे और कई मौकों पर इस तरह की अपील का उन्हें फायदा भी मिला। चुनाव के दौरान उलेमा की ओर से अपील अब भी जारी हो रही हैं, लेकिन पिछले कुछ वर्षों में इनका प्रभाव लगातार कम ही हुआ है।

‘सेंटर फॉर द स्टडीज ऑफ डेवलपिंग सोसाइटीज’ (सोएसडीएस) में एसोसिएट प्रोफेसर हिलाल अहमद ने कहा कि यह गलत धारणा है कि मुसलमान उलेमा की अपील पर वोट देता है। उन्होंने कहा, ‘असल में, मुसलमान अपनी वक्ती और रोजमर्रा की जिंदगी के हिसाब से वोट देते हैं और इनकी अपीलों का उन पर असर नहीं होता।’ राजधानी में मुसलिम समाज के अलग-अलग वर्गों से हुई बातचीत में भी इसकी पुष्टि हुई। दिल्ली के मयूर विहार में रहने वाले और पेशे से चार्टर्ड

एकाउंटेंट शुजा जमीर ने कहा, ‘पिछले दो तीन दशक में जैसे-जैसे मुसलमानों में शिक्षा का प्रसार हुआ, उलेमा की अपीलों का रुतबा गिरता गया। आज हालात यह है कि पढ़ा-लिखा मुसलमान इनकी नहीं सुनता। वह अपनी समझ से वोट करता है।’

दिल्ली हाई कोर्ट में वकालत करने वाले युसुफ नकी भी कहते हैं कि चुनावों के संदर्भ में मौलानाओं की अपील किसी को प्रभावित नहीं करती। उन्होंने कहा, अगर अपील करनी ही है तो किसी ईमानदार और साफ-सुथरी छवि के उम्मीदवार को चुनने के लिए करनी चाहिए, न किसी पार्टी के पक्ष में।

पुरानी दिल्ली में कैमिस्ट की दुकान चलाने वाले 39 साल के मोहम्मद उमर कहते हैं, ‘अब मुसलमानों पर किसी अपील का कोई असर नहीं होता है। कम से कम दिल्ली का मुसलमान किसी भी मौलाना या इमाम की अपील पर अपना वोट नहीं देता है। हम पार्टी और उम्मीदवार देखकर वोट देते हैं।’ दिल्ली विश्वविद्यालय से पीएचडी कर रही हुमेरा हयात ने कहा कि संविधान हमें अपनी मर्जी

से उम्मीदवार का चुनने का हक देता है, इसलिए हमें किसी की क्यों सुननी चाहिए। उन्होंने कहा, ‘मजहब को लेकर भारतीय बहुत संवेदनशील होते हैं और मुझे लगता है कि पार्टियां मौलानाओं का एक मोहरे के तौर पर इस्तेमाल करती हैं।’

हिलाल अहमद के अनुसार, चुनाव में मुसलमानों का समर्थन हासिल करने के लिए उलेमा से अपने पक्ष में अपील कराने का सिलसिला 1967 के चुनाव में शुरू हुआ, जब तत्कालीन प्रधानमंत्री इंदिरा गांधी ने दक्षिण एशिया में मुसलमानों के सबसे बड़े शिक्षण संस्थान से अपने पक्ष में अपील जारी कराई थी। अहमद के मुताबिक ‘मुसलिम वोट बैंक’ शब्द पहली बार तब इस्तेमाल किया गया।

अहमद ने बताया कि देवबंद ने पहली बार इस तरह की अपील जारी कर कहा था कि चुनाव में मुसलमानों के लिए बेहतर होगा कि वो इंदिरा गांधी को वोट दें। दारुल उलूम देवबंद उत्तर प्रदेश के सहारनपुर जिले में स्थित है। यह दक्षिण एशिया में मुसलमानों का सबसे बड़ा शिक्षण संस्थान है। अहमद ने

बताया कि इसके बाद चुनावों में इस तरह की अपील जारी करने का एक तरह से सिलसिला ही शुरू हो गया।

दिल्ली की जामा मस्जिद के इमाम अब्दुल्ला बुखारी ने 1973 में इंदिरा गांधी के समर्थन में और बाद में 1977 में हुए चुनाव में जनता पार्टी के लिए अपील जारी की। बुखारी ने 1980 और 1984 में एक बार फिर कांग्रेस को वोट देने को कहा। बुखारी ने 1989 के चुनाव में पाला बदला और वीपी सिंह का समर्थन किया लेकिन 1992 में फिर से कांग्रेस के साथ आ गए। अहमद का मानना है कि उपरोक्त सभी चुनावों में बुखारी की अपील उसी पार्टी के लिए थी जिसके लिए मुसलिम मतदाता पहले ही मन बना चुका था।

गौरतलब है कि 2012 के उत्तर प्रदेश विधानसभा चुनाव में सपा के लिए, 2015 में दिल्ली विधानसभा चुनाव में आम आदमी पार्टी के लिए और 2017 के उत्तर प्रदेश विधानसभा चुनाव में बसपा के लिए अपील जारी की गई थी। इनके अलावा अलग-अलग पार्टियों के लिए भी अपील जारी की गई हैं।

## मध्य प्रदेश में 61.91 फीसद मतदाताओं के लिए रोजगार सबसे बड़ा मुद्दा

भोपाल, 31 मार्च (भाषा)।

अप्रैल-मई में मध्य प्रदेश की 29 लोकसभा सीटों पर होने वाले चुनाव के लिए प्रदेश के 61.91 फीसद मतदाताओं ने भ्रष्टाचार, आतंकवाद एवं कृषि संबंधित मुद्दों को तबज्जो न देते हुए अखंड रोजगार के अवसर उपलब्ध कराने को सबसे बड़ा मुद्दा बताया है।

खास बात यह है कि प्रदेश के शहरी क्षेत्र के साथ-साथ ग्रामीण क्षेत्र के मतदाताओं ने भी अच्छे रोजगार अवसर उपलब्ध कराने के मुद्दे को पहली प्राथमिकता दी है। लोक सभा चुनाव से कुछ ही महीने पहले चुनावों पर नजर

रखने वाली संस्था एसोसिएशन फॉर डेमोक्रेटिक रिफॉर्मर्स (एडीआर) द्वारा हाल ही में जारी किए गए राष्ट्रीय सर्वेक्षण में यह खुलासा किया गया है।

एडीआर की मध्य प्रदेश के लिए समन्वयक रोली शिवहरे ने बताया, ‘आगामी चुनाव में मध्य प्रदेश के मतदाताओं की केंद्र और राज्य सरकार से प्रदेश में रोजगार के अच्छे अवसर उपलब्ध कराना सबसे बड़ी अपेक्षा है। प्रदेश के 61.91 फीसद मतदाता इसे ही सबसे बड़ा चुनावी मुद्दा मानते हैं, जो राष्ट्रीय स्तर के 46.80 फीसदी के आंकड़े से 15.06 फीसद अधिक है।’ उन्होंने कहा, ‘प्रदेश के शहरी क्षेत्र के 70 फीसद

मतदाताओं ने अच्छे रोजगार के अवसर उपलब्ध कराने के मुद्दे को पहली प्राथमिकता दी है, जबकि ग्रामीण क्षेत्र के 59 फीसद मतदाताओं ने इसे पहली प्राथमिकता दी है।’ रोली ने बताया कि प्रदेश के 39.19 फीसद मतदाताओं की दूसरी प्राथमिकता कृषि उत्पादों के लिए अधिक मूल्यों की प्राप्ति है, जबकि 32.69 फीसद मतदाताओं ने अपना तीसरा मुद्दा बेहतर अस्पताल एवं प्राथमिक स्वास्थ्य केंद्र को बताया है।

उन्होंने कहा कि ग्रामीण इलाके के 56 फीसद मतदाताओं ने कृषि उत्पादों के लिए अधिक मूल्यों की प्राप्ति को दूसरा मुद्दा बताया। 40 फीसद मतदाताओं ने कृषि के लिए जल की उपलब्धता

के वास्ते बिजली प्रदाय को तीसरा मुद्दा कहा है। रोली ने बताया कि शहरी इलाके के 45 फीसद मतदाताओं ने बेहतर अस्पताल एवं प्राथमिक स्वास्थ्य केंद्र उपलब्ध कराने को दूसरी वरीयता दी है, जबकि 41 फीसदी मतदाताओं ने बेहतर कानून व्यवस्था को तीसरी प्राथमिकता माना है।

उन्होंने कहा कि सर्वेक्षण 31 मुद्दों पर मध्य प्रदेश सहित देश की 534 लोकसभा सीटों के करीब 2.73 लाख मतदाताओं पर किया गया है। यह सर्वेक्षण अक्टूबर 2018 और दिसंबर 2018 के बीच किया गया। इन मतदाताओं से पूछा गया कि आपके लिए सबसे बड़ा मुद्दा कौन सा है।

## बिहार में ताम्बी गंगा एक्सप्रेस के 13 डिब्बे पटरी से उतरे, छह घायल

पटना, 31 मार्च (भाषा)।



बिहार के सारण जिले में रविवार को छपरा-सुरत ताप्ती गंगा एक्सप्रेस के 13 डिब्बे पटरी से उतर गए, जिससे छह यात्री घायल हो गए।

उत्तर-पूर्व रेलवे के मुख्य जनसंपर्क अधिकारी (सीपीआरओ) संजय यादव ने बताया कि सुबह करीब नौ बजकर 45 मिनट पर वाराणसी डिविजन के अंतर्गत गौतम स्थान रेलवे स्टेशन के पास यह दुर्घटना हुई। सूरत जाने वाली यह ट्रेन छपरा जंक्शन से निकली थी, जिसके कुछ ही देर

बाद यह हादसा हुआ।

सीपीआरओ ने बताया कि हादसे में किसी की मौत होने की खबर नहीं है। उन्होंने बताया कि घायलों को एक स्थानीय अस्पताल में भर्ती कराया गया था। सीपीआरओ ने बताया कि मामूली रूप से घायल सभी छह यात्रियों को प्राथमिक उपचार के बाद अस्पताल से छुट्टी दे दी गई।

उन्होंने बताया कि यह घटना छपरा शहर से 10 किलोमीटर की दूरी पर हुई। यादव ने बताया, ‘हादसे के कारण का पता अभी नहीं चल सका है।’

<p>11.7.4 Eligible Shareholders who are holding Equity Shares in physical form and intend to participate in the Buyback will be required to approach the Seller Member along with the complete set of documents for verification procedures to be carried out. Such documents include (i) the tender form duly signed (by all Eligible Shareholders in case Equity Shares are held in joint names) in the same order in which they hold the Equity Shares, (ii) original Equity Share certificate(s), (iii) valid Form SH 4 (share transfer form) duly filled and signed by the transferors (i.e. by all registered Eligible Shareholders in same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer in favour of the Company, (iv) self-attested copy of the Eligible Shareholders' PAN Card and (v) any other relevant documents such as power of attorney, corporate authorization (including board resolution / specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original Eligible Shareholder has deceased, etc., as applicable. In addition, if the address of the Eligible Shareholder has undergone a change from the address registered in the register of members of the Company, the Eligible Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents, viz. valid Aadhaar Card, Voter Identity Card or Passport. In the event, any of the above referred details are not provided, then the Company may decide the validity of such bid / Tender Form in consultation with the Registrar and the Manager.</p>	<p>12.3 The Equity Shares bought back in dematerialized form would be transferred directly to the escrow account of the Company ("Company Demat Escrow Account") provided it is indicated by the Company Broker or it will be transferred by the Company Broker to the Company Demat Escrow Account on receipt of the Equity Shares from the clearing and settlement mechanism of the Stock Exchange.</p> <p>12.4 Eligible Shareholder will have to ensure that they keep their Depository Participant ("DP") account active and unblocked to receive credit in case of return of Equity Shares, due to rejection or due to non-acceptance of shares under the Buyback. Excess Equity Shares or unaccepted Equity Shares, in dematerialised form, if any, tendered by the Eligible Shareholders would be transferred by the Clearing Corporation directly to the respective Eligible Shareholder's DP account. If the securities transfer instruction is rejected in the depository system, due to any issue then such securities will be transferred to the Seller Member's depository pool account for onward transfer to the shareholder. Any excess Equity Shares, in physical form, pursuant to proportionate acceptance/ rejection will be returned back to the Eligible Shareholders directly by the Registrar. The Company is authorized to split the share certificate and issue new consolidated share certificate for the unaccepted Equity Shares, in case the Equity Shares accepted by the Company are less than the Equity Shares tendered in the Buyback by Eligible Shareholders holding Equity Shares in the physical form.</p>	<p>14. <b>REGISTRAR TO THE BUYBACK /INVESTOR SERVICE CENTRE</b> In case of any queries, the Eligible Shareholders may contact the Registrar to the Buyback during office hours i.e. 10.00 a.m. to 5.00 p.m. on all working days except Saturday, Sunday and public holidays, at the following address:</p> <div style="text-align: center;">  <p><b>CAMEO</b> <b>CAMEO CORPORATE SERVICES LIMITED</b> 'Subramanian Building', No.1, Club House Road, Chennai – 600 002, Tamil Nadu, India <b>Tel:</b> +91 44 4002 0700 / 4002 0710; <b>Fax:</b> +91 44 2846 0129 <b>Email ID:</b> priya@cameoindia.com; <b>Contact Person:</b> Ms. Sreepriya K. <b>SEBI Registration No.:</b> INR000003753</p> </div>												
<p>11.7.5 Based on the aforesaid documents, the Seller Member shall place the bid on behalf of the Eligible Shareholders who are holding Equity Shares in physical form and intend to tender Equity Shares in the Buyback using the Acquisition Window of the Stock Exchanges. Upon placing the bid, the Seller Member shall provide a TRS generated by the Exchange Bidding System to the Eligible Shareholder. The TRS will contain the details of order submitted such as folio number, Equity Share certificate number, distinctive number, number of Equity Shares tendered etc.</p> <p>11.7.6 The Seller Member / Eligible Shareholder is required to deliver the original Equity Share certificate(s) and documents (as mentioned in paragraph 11.7.4 above) along with TRS either by registered post or courier or hand delivery to the Registrar (at the address mentioned at paragraph 14 below or the collection centre of the Registrar, details of which will be included in the Letter of Offer) within 2 (two) days of bidding by the Seller Member. The envelope should be super scribed as "SOS India BFSI Buyback 2019". One copy of the TRS will be retained by Registrar and they will provide an acknowledgment of the same to the Seller Member / Eligible Shareholder.</p>	<p>12.5 The Seller Member would issue contract note and pay the consideration for the Equity Shares accepted under the Buyback and return the balance unaccepted Equity Shares to their respective clients. The Company Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buyback.</p> <p>12.6 Eligible Shareholders who intend to participate in the Buyback should consult their respective Seller Member for payment to them of any cost, charges and expenses (including brokerage) that may be levied by the Seller Member upon the selling Eligible Shareholders for tendering Equity Shares in the Buyback (secondary market transaction). The Buyback consideration received by the selling Eligible Shareholders from their respective Seller Member, in respect of accepted Equity Shares, could be net of such costs, charges and expenses (including brokerage) and the Company accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the selling Eligible Shareholders.</p>	<p>15. <b>MANAGER TO THE BUYBACK</b></p> <div style="text-align: center;">  <p><b>ICICI SECURITIES LIMITED</b> ICICI Centre, H.T. Parekh Marg, Churchgate, Mumbai – 400 020, Maharashtra, India <b>Tel:</b> +91 22 2288 2460; <b>Fax:</b> +91 22 2282 6580 <b>Email ID:</b> sqsindia@icicisecurities.com; <b>Website:</b> www.icicisecurities.com <b>Investor grievance e-mail:</b> customercare@icicisecurities.com <b>Contact Person:</b> Mr. Shekher Asnani / Mr. Rishi Tiwari <b>SEBI Registration No.:</b> INM000011179</p> </div>												
<p>11.8 Modification/ cancellation of orders will be allowed during the tendering period of the Buyback.</p> <p>11.9 The cumulative quantity tendered shall be made available on BSE's website (www.bseindia.com) throughout the trading session and will be updated at specific intervals during the tendering period.</p> <p>12. <b>METHOD OF SETTLEMENT</b></p> <p>12.1 Upon finalization of the basis of acceptance as per Buyback Regulations, the settlement of trades shall be carried out in the manner similar to settlement of trades in secondary market and as intimated by the Clearing Corporation from time to time.</p> <p>12.2 The Company will pay the consideration to the Company Broker who will transfer the funds pertaining to the Buyback to the Clearing Corporation's bank accounts as per the prescribed schedule. For Equity shares accepted under the Buyback, the Clearing Corporation will make direct funds payout to respective Eligible Shareholders. If the Eligible Shareholders' bank account details are not available or if the fund transfer instruction is rejected by the Reserve Bank of India or relevant Bank, due to any reason, then such funds will be transferred to the concerned Shareholder Brokers' settlement bank account for onward transfer to such Eligible Shareholders.</p>	<p>13. <b>COMPLIANCE OFFICER</b> The Company has designated the following as the Compliance Officer for the Buyback:</p> <p><b>Mr. S. Sampath Kumar</b> Company Secretary &amp; Compliance Officer 6A, Sixth Floor, Prince Infocity II, No. 283/3 &amp; 283/4, Rajiv Gandhi Salai (OMR), Kandanchavadi, Chennai – 600 096, Tamil Nadu, India. Tel: +91 44 4392 3200 Fax: +91 44 4392 3258 Email: SampathKumar.Seshadri@expleogroup.com</p> <p>Investors may contact the compliance officer to the Buyback for any clarifications or to address their grievances, if any, during office hours i.e. 10.00 a.m. to 5.00 p.m. on all working days except Saturday, Sunday and public holidays, at the abovementioned address.</p>	<p>16. <b>DIRECTORS' RESPONSIBILITY</b> As per Regulation 24(i)(a) of the Buyback Regulations, the Board of Directors of the Company accepts responsibility for the information contained in this Public Announcement and confirms that such document contains true, factual and material information and does not contain any misleading information.</p> <p><b>For and on behalf of the Board of Directors of SQS INDIA BFSI LIMITED</b></p> <table border="1"> <thead> <tr> <th>Sd/-</th><th>Sd/-</th><th>Sd/-</th></tr> </thead> <tbody> <tr> <td><b>Mr. Balaji Viswanathan</b></td><td><b>Prof. K. Kumar</b></td><td><b>Mr. S. Sampath Kumar</b></td></tr> <tr> <td><b>Managing Director &amp; CEO</b></td><td><b>Deputy Chairman &amp; Director</b></td><td><b>Company Secretary and Compliance Officer</b></td></tr> <tr> <td><b>DIN: 06771242</b></td><td><b>DIN: 02343860</b></td><td><b>ICSI Membership No. FCS 3838</b></td></tr> </tbody> </table> <p><b>Date:</b> March 29, 2019 <b>Place:</b> Chennai</p> <p style="text-align: right;">CONCEPT</p>	Sd/-	Sd/-	Sd/-	<b>Mr. Balaji Viswanathan</b>	<b>Prof. K. Kumar</b>	<b>Mr. S. Sampath Kumar</b>	<b>Managing Director &amp; CEO</b>	<b>Deputy Chairman &amp; Director</b>	<b>Company Secretary and Compliance Officer</b>	<b>DIN: 06771242</b>	<b>DIN: 02343860</b>	<b>ICSI Membership No. FCS 3838</b>
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# SQS INDIA BFSI LIMITED

Corporate Identity Number (CIN): L64202TN1998PLC066604

Registered Office: 6A, Sixth Floor, Prince Infocity II, No. 283/3 & 283/4, Rajiv Gandhi Salai (OMR), Kandanchavadi, Chennai – 600 096, Tamil Nadu, India

Website: www.sqs-bfsi.com | Email: investor.sqs@expleogroup.com; Contact Person: Mr. S. Sampath Kumar, Company Secretary and Compliance Officer

Tel: +91 44 4392 3200 | Fax: +91 44 4392 3258

## PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS / BENEFICIAL OWNERS OF THE EQUITY SHARES OF SQS INDIA BFSI LIMITED ("COMPANY") FOR BUYBACK OF EQUITY SHARES THROUGH A TENDER OFFER ROUTE AS PRESCRIBED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS, 2018, AS AMENDED.

This public announcement ("Public Announcement") is being made in accordance with the provisions of Regulation 7 (i) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended ("Buyback Regulations") and contains necessary disclosures including as specified in Schedule II to the Buyback Regulations.

**OFFER FOR A BUYBACK OF NOT EXCEEDING 4,60,896 (FOUR LAKHS SIXTY THOUSAND EIGHT HUNDRED AND NINETY SIX) FULLY PAID-UP EQUITY SHARES OF THE COMPANY HAVING FACE VALUE OF ₹ 10/- (RUPEES TEN ONLY) EACH AT A PRICE OF ₹ 550/- (RUPEES FIVE HUNDRED AND FIFTY ONLY) PER EQUITY SHARE PAYABLE IN CASH FOR A TOTAL CONSIDERATION NOT EXCEEDING ₹ 25,34,92,800/- (RUPEES TWENTY FIVE CRORE THIRTY FOUR LAKHS NINETY TWO THOUSAND EIGHT HUNDRED ONLY) ON A PROPORTIONATE BASIS THROUGH THE TENDER OFFER ROUTE.**

### 1. DETAILS OF THE BUYBACK AND OFFER PRICE

- The Board of Directors (the Board of Directors of the Company hereinafter referred to as the "Board" or "Board of Directors" which expression shall include any committee constituted) of SQS India BFSI Limited ("Company"), at its meeting held on January 31, 2019 ("Board Meeting") has approved, subject to the approval of the shareholder / members by way of a Special Resolution and approvals of statutory, regulatory or governmental authorities as may be required under applicable laws, a buyback of not exceeding 4,60,896 (Four Lakhs Sixty Thousand Eight Hundred and Ninety Six) fully paid-up equity shares of face value of ₹ 10/- each ("Equity Shares") of the Company at a price of up to ₹ 550/- (Rupees Five hundred and Fifty only) per Equity Share ("Buyback Offer Price"), payable in cash, for an aggregate amount not exceeding ₹ 25,34,92,800/- (Rupees Twenty Five Crores Thirty Four Lakhs Ninety Two Thousand Eight Hundred Only) ("Buyback Offer Size") excluding transaction costs like filing fees payable to Securities and Exchange Board of India and other expenses such as advisors' fees, public announcement and publication expenses, applicable taxes such as securities transaction tax, goods and services tax, stamp duty, printing and dispatch expenses and other incidental and related expenses from the existing shareholders / beneficial owners of Equity Shares of the Company, on a proportionate basis, through the tender offer route ("Buyback"). The shareholders / members of the Company have approved the Buyback by way of a special resolution and the results of the Postal Ballot were declared on March 28, 2019. Pursuant to the shareholders' approval, the Board at its meeting held on March 29, 2019 has fixed the final Buyback Offer Price of ₹ 550/- (Rupees Five hundred and Fifty only) per Equity Share.

- The Buyback is in accordance with Article 135 of the Articles of Association of the Company, Section 68, 69 and 70 of the Companies Act, 2013 ("Companies Act" or the "Act"), the applicable rules framed thereunder including the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, of the Companies Act and the Buyback Regulations.

- The Buyback is further subject to approvals as may be necessary, from time to time from statutory, regulatory or governmental authorities as required under applicable laws including but not limited to Securities and Exchange Board of India ("SEBI") and the stock exchanges where the Equity Shares of the Company are listed i.e., the BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") (collectively, "Stock Exchanges").

- The size of the Buyback represents 25% of the aggregate of the fully paid-up share capital and free reserves, of the Company as per the audited standalone financial results for the financial year ended March 31, 2018, which is not exceeding the statutory limit of 25% of the total fully paid-up share capital and free reserves prescribed under the Companies Act and the Buyback Regulations. The maximum number of Equity Shares proposed to be bought back represents 4.30% of the total number of Equity Shares of the paid-up Equity Share capital of the Company.

- Participation in the Buyback by the Eligible Shareholders (as defined below) may trigger capital gains taxation in India and their country of residence. The transaction of Buyback would also be chargeable to securities transaction tax in India. In due course, Eligible Shareholders will receive a Letter of Offer, which will contain a more detailed note on taxation. However, in view of the particularized nature of tax consequences, the Eligible Shareholders are advised to consult their own legal, financial and tax advisors prior to participating in the Buyback.

- A copy of this Public Announcement will be available on website of the Company at www.sqs-bfsi.com and is expected to be available on the website of SEBI at www.sebi.gov.in as during the period of the Buyback and on the website of the Stock Exchanges at www.bseindia.com and www.nseindia.com.

- The Buy-back from non-resident members, Overseas Corporate Bodies and Foreign Institutional Investors/Foreign Portfolio investors and members of foreign nationality, if any etc. is subject to approvals as may be required including approval from RBI under the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, if any, and such approvals may be taken by such non-resident member.

### 2. NECESSITY FOR THE BUYBACK

- Board of the Company is of the view that the proposed Buyback will help the Company achieve the following objectives: (a) optimizing returns to shareholders; (b) enhancing overall shareholders value; and (c) to optimize the capital structure of the Company. The Board at its meeting held on January 31, 2019, considered this and after having taken into consideration the liquidity and financial position of the Company decided to allocate a sum of amount not exceeding ₹ 25,34,92,800/- (Rupees Twenty Five Crore Thirty Four Lakhs Ninety Two Thousand Eight Hundred Only) for returning to the members holding equity shares of the Company through the Buyback.

- After considering several factors and benefits to the members holding equity shares of the Company, the Board decided to recommend Buyback of not exceeding 4,60,896 (Four lakhs Sixty thousand Eight hundred and Ninety Six) Equity Shares (representing 4.30% of the total number of equity shares in the paid-up share capital of the Company) at a price of ₹ 550/- (Rupees Five hundred and Fifty only) per equity share for an aggregate amount not exceeding ₹ 25,34,92,800/- (Rupees Twenty Five Crore Thirty Four Lakhs Ninety Two Thousand Eight Hundred Only). Buyback is a more efficient form of returning surplus cash to the members holding equity shares of the Company, inter-alia, for the following reasons:

- The Buyback will help the Company to return surplus cash to its members holding equity shares broadly in proportion to their shareholding, thereby, enhancing the overall return to members;
- The Buyback, which is being implemented through the tender offer route as prescribed under the Buyback Regulations, would involve allocation of higher of number of shares as per their entitlement or 15% of the number of shares to be bought back, reserved for the small shareholders. The Company believes that this reservation for small shareholders would benefit a large number of public shareholders, who would get classified as "small shareholder";
- The Buyback gives an option to the members holding equity shares of the Company, who can choose to participate and get cash in lieu of equity shares to be accepted under the Buyback offer or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post the Buyback offer, without additional investment;
- The Buyback may help in improving return on equity, by reducing in the equity base, thereby leading to long term increase in shareholders' value; and
- The Buyback will help to optimize the capital structure.

The above objectives will be achieved by returning part of surplus cash back to shareholders through the Buyback process.

- Assuming full acceptance, the funds deployed by the Company towards the Buyback would be approximately ₹ 25,34,92,800/- (Rupees Twenty Five Crore Thirty Four Lakhs Ninety Two Thousand Eight Hundred Only). This shall impact the treasury income earned by the Company, on account of reduced amount of funds available for making investments. The Buyback is expected to result in overall enhancement of the shareholders' value and will not in any manner impair the ability of the Company to pursue growth opportunities or meet its cash requirements for business operations.

### 3. MAXIMUM AMOUNT REQUIRED FOR THE BUYBACK, ITS PERCENTAGE OF THE TOTAL PAID-UP CAPITAL AND FREE RESERVES AND THE SOURCES OF FUNDS FROM WHICH THE BUYBACK WOULD BE FINANCED

- The maximum amount required for the Buyback will not be exceeding ₹ 25,34,92,800/- (Rupees Twenty Five Crore Thirty Four Lakhs Ninety Two Thousand Eight Hundred) excluding transaction costs like filing fees payable to Securities and Exchange Board of India and other expenses such as advisors' fees, public announcement and publication expenses, applicable taxes such as securities transaction tax, goods and services tax, stamp duty, printing and dispatch expenses and other incidental and related expenses. The said amount works out to 25% of the aggregate of the fully paid-up share capital and free reserves, of the Company as per the audited standalone financial results for the financial year ended March 31, 2018, which is not exceeding the prescribed limit of 25%. The Buyback shall be made by the Company from its current surplus and / or cash balances and / or internal accruals of the Company and of such terms and conditions as the Board may decide from time to time in the absolute discretion of the Board as it may deem fit. The Company shall transfer from its free reserves, a sum equal to the nominal value of the Equity Shares bought back through the Buyback to the capital redemption reserve account and the details of such transfer shall be disclosed in its subsequent audited balance sheet.

- The Company confirms that as required under Section 68(2)(d) of the Companies Act, the ratio of the aggregate of secured and unsecured debts owed by the Company will be not more than twice the paid-up capital and free reserves after the Buyback. The funds borrowed by the Company, if any, from banks and financial institutions will not be used for the Buyback.

### 4. MAXIMUM NUMBER OF EQUITY SHARES THAT THE COMPANY PROPOSE TO BUYBACK AND THE BASIS OF ARRIVING AT THE BUYBACK OFFER PRICE

- The Company propose to buyback of not exceeding 4,60,896 (Four lakhs Sixty thousand Eight hundred and Ninety Six) fully paid-up Equity Shares of the Company representing 4.30% of the total paid-up equity share capital of the Company.

- The Equity Shares of the Company are proposed to be bought back at the Buyback Offer Price of ₹ 550/- (Rupees Five hundred and Fifty only) per Equity Share. The Buyback Offer Price has been arrived at after considering various factors such as the average closing prices of the equity shares of the Company on stock exchanges where the equity shares of the Company are listed, the net worth of the Company and the impact of the Buyback on the key financial ratios of the Company.

- The Buyback Offer Price represents:
  - premium of 30.5% and 29.7% over the closing prices of the equity shares on the BSE and NSE, respectively on January 28, 2019, being the date on which the Company intimated the Stock Exchanges of the date of the meeting of the Board wherein proposal of the Buyback was considered; and
  - premium of 22.19% and 21.95% over the volume weighted average market price of the equity shares on BSE and NSE, respectively for a period of one month preceding January 28, 2019, being the date on which the Company intimated the Stock Exchanges of the date of the meeting of the Board wherein proposal of the Buyback was considered.

### 5. METHOD ADOPTED FOR THE BUYBACK

The Equity Shares will be bought back on a proportionate basis from all the equity shareholders of the Company as of April 12, 2019 ("Record Date") ("Eligible Shareholders") through the "tender offer" route, as prescribed under Regulation 4(iv)(a) of the Buyback Regulations, and, subject to applicable laws, facilitated through the stock exchange mechanism as specified under the "Mechanism for acquisition of share through Stock Exchanges" prescribed under the SEBI Circular CIR/CFD/POICYCELL/17/2015 dated April 13, 2015 read with the "Streamlining the Process for Acquisition of Shares pursuant to Tender-Offers made for Takeovers, Buy Back and Delisting of Securities" as prescribed under the SEBI Circular CFD/DCR2/CIR/P/2016/131 dated December 09, 2016 ("SEBI Circulars"). Please refer to Paragraph 10 below for details regarding the Record Date and shareholders entitlement for tender in the Buyback.

### 6. DETAILS OF SHAREHOLDING

- The aggregate shareholding of the promoters and of the directors of the promoter where promoter is a company and of persons who are in control of the Company, and of the promoter group, directors and key managerial personnel of the Company as on the date of the Notice of the Postal Ballot (i.e. February 11, 2019):

Sl. No.	Name of shareholder	No. of Equity Shares held	No. of Equity Shares held in dematerialized form	Percentage of issued Equity Share capital
1.	SQS Software Quality Systems AG (Promoter)	57,58,804	57,58,804	53.75%
2.	Rajiv Kuchhal (Director)	67,692	67,692	0.63%
3.	K Kumar (Director)	11,000	11,000	0.10%
4.	S Rajagopalan (Director)	1,000	1,000	0.01%
5.	Phani Tangirala (Key Managerial Personnel)	17,320	17,320	0.16%
6.	S. Sampath Kumar (Company Secretary and Compliance Officer - Key Managerial Personnel)	5	5	0.00%

- No shares or other specified securities in the Company were either purchased or sold by the promoters and directors of the promoters, where the promoter is a company and by persons who are in control of the Company, and of the promoter group, directors and key managerial personnel of the Company, during a period of 6 months preceding the date of the Board Meeting at which the Buyback was approved and from that date till the date of notice of postal ballot for Buyback.

### 6.3 Intention of the Promoter and Promoter Group to participate in the Buyback

The Promoter and Promoter Group of the Company vide their letters dated January 31, 2019 have confirmed that they will not be participating in the Buyback. However, the key managerial personnel of the Company may participate in the Buyback.

### 7. CONFIRMATIONS FROM THE COMPANY AS PER THE PROVISIONS OF THE BUYBACK REGULATIONS AND THE COMPANIES ACT

- The funds borrowed, if any, from banks and financial institutions will not be used for the Buyback;
- The Company shall not issue any Equity Shares or other securities (including by way of bonus) till the date of closure of the Buyback;
- The Company shall pay the consideration only by way of cash;
- The Company, as per the provisions of Section 68(8) of the Companies Act, shall not make further issue of the same kind of Equity Shares within a period of 6 (six) months after the completion of the Buyback, except by way of bonus shares or Equity Shares issued to discharge subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into Equity Shares;
- The Company shall not raise further capital for a period of one year from the closure of the Buyback, except in discharge of its subsisting obligations;
- The Company shall not withdraw the Buyback after the draft letter of offer is filed with SEBI or the Public Announcement for the Buyback is made;
- The Company shall not buyback locked-in Equity Shares and non-transferable Equity Shares or other specified securities till the pendency of the lock-in or till the Equity Shares or other specified securities become transferable;
- The Company shall transfer from its free reserves a sum equal to the nominal amount of the Equity Shares purchased through the Buyback to the capital redemption reserve account and the details of such transfer shall be disclosed in its subsequent audited balance sheet;
- The Company shall not buyback its Equity Shares from any person through a negotiated deal whether on or off the Stock Exchanges or through spot transactions or through any private arrangement in the implementation of the Buyback;
- The Company confirms that there are no defaults subsisting in repayment of deposits, interest thereon, redemption of debentures or interest payment thereon or redemption of preference shares or payment of dividend due to any shareholder, or repayment of any term loans or interest payable thereon to any financial institution or banking company;
- The Company is in compliance with Sections 92, 123, 127 and 129 of the Companies Act;
- There is no pendency of any scheme of amalgamation or arrangement or compromise as on date;
- The ratio of the aggregate of secured and unsecured debts owed by the Company will not be more than twice the paid-up capital and free reserves after the Buyback;
- The Buyback shall be completed within a period of one year from the date on which the results of the shareholders' resolution with regard to the proposed buyback are declared; and
- The Company shall not make any offer of buyback within a period of 1 (one) year from the date of closure of the Buyback.

### 8. CONFIRMATION FROM THE BOARD OF DIRECTORS

The Board of Directors of the Company have made full enquiry into the affairs and prospects of the Company and confirms that:

- immediately following the date of the Board Meeting approving the Buyback, there will be no grounds on which the Company could be found unable to pay its debts and it shall ensure that this continues to be the case on the date on which the results of shareholders' resolution passed by way of postal ballot / e-voting ("Postal Ballot Resolution") will be declared;
- as regards the Company's prospects for the year immediately following the date of the Board Meeting approving the Buyback as well as for the year immediately following the date of Postal Ballot Resolution, and having regard to the Board's intention with respect to the management of Company's business during that year and to the amount and character of the financial resources which will in the Board's view be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of the Board Meeting as also from the date Postal Ballot Resolution; and
- in forming an opinion as aforesaid, the Board has taken into account the liabilities as if the Company was being wound up under the provisions of the Companies Act or the Insolvency and Bankruptcy Code, 2016 (including prospective and contingent liabilities).

### 9. REPORT ADDRESSED TO THE BOARD OF DIRECTORS BY THE STATUTORY AUDITOR OF THE COMPANY ON PERMISSIBLE CAPITAL PAYMENT AND OPINION FORMED BY THE BOARD OF DIRECTORS REGARDING INSOLVENCY

The text of the Report from the Statutory Auditor of the Company dated January 31, 2019 addressed to the Board is reproduced below:

#### Quote

**Statutory Auditor's Report in respect of proposed buy-back of equity shares by SQS India BFSI Limited (the "Company") pursuant to the requirement of Schedule I to the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (the "Buy-back Regulations")**

To,

The Board of Directors  
SQS India BFSI Limited  
6A, Sixth Floor, Prince Infocity II,  
No. 283/3 & 283/4,  
Rajiv Gandhi Salai (OMR), Kandanchavadi,  
Chennai – 600 096.

- This Report is issued in accordance with the terms of the email dated January 23, 2019 received from the Company's management and master engagement agreement dated August 10, 2017 with **SQS India BFSI Limited** (hereinafter referred to as the "Company").
- In connection with the proposal of the Company to buy-back its equity shares in pursuance of the provisions of Section 68, 69 and 70 of the Companies Act, 2013 (the "Act") and the Buy-Back Regulations, and in terms of the resolution passed by the directors of the Company in their meeting held on January 31, 2019, which is subject to the approval of the shareholders of the Company through a postal ballot, we have been engaged by the Company to perform a reasonable assurance engagement on the statement of determination of the amount of permissible capital payment (including premium) ("Annexure A") (the "Statement"), which we have initiated for identification purposes only.

#### Board of Directors Responsibility for the Statement

- The preparation of the Statement in accordance with Section 68(2)(c) of the Act and the compliance of the Buy-back Regulations, of determination of the amount of permissible capital payment for the buy-back is the responsibility of the Board of Directors of the Company, including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

#### Auditor's Responsibility

- Pursuant to the requirements of the Buy-back Regulations, it is our responsibility to provide reasonable assurance:
  - whether we have inquired into the state of affairs of the Company in relation to the audited standalone financial statements as at and for the year ended March 31, 2018;
  - if the amount of permissible capital payment as stated in Annexure A, has been properly determined considering the audited standalone financial statements as at March 31, 2018 in accordance with Section 68(2)(c) of the Act; and
  - if the Board of Directors of the Company, in their meeting held on January 31, 2019 have formed the opinion as specified in clause (x) of Schedule I to the Buy-back Regulations, on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the aforesaid date and from the date on which the results of the shareholders' resolution with regard to the proposed buy-back are declared.
- The audited standalone financial statements for the year ended March 31, 2018 have been audited by us, on which we issued an unmodified audit opinion vide our report dated May 04, 2018. Our audit of these standalone financial statements was conducted in accordance with the Standards on Auditing as specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the audited standalone financial statements are free of material misstatement.
- We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
- We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

#### Opinion

- Based on inquiries conducted and our examination as above, we report that,
  - we have inquired into the state of affairs of the Company in relation to its audited standalone financial statements as at and for the year ended March 31, 2018;
  - The amount of permissible capital payment (including premium) towards the proposed buy-back of equity shares as computed in the Statement attached herewith, is properly determined in our view in accordance with Section 68(2)(c) of the Act. The amounts of share capital and free reserves have been extracted from the audited standalone financial statements of the Company as at and for the year ended March 31, 2018; and
  - the Board of Directors, in their meeting held on January 31, 2019, have formed their opinion, as specified in clause (x) of Schedule I to the Buy-back Regulations, on reasonable grounds, that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from date of passing of the board resolution dated January 31, 2019 and from the date on which the results of the shareholders' resolution with regard to the proposed buy-back are declared.

#### Restriction on Use

- The report is addressed to and provided to the Board of Directors of the Company (i) in connection with the proposed buy-back of equity shares by the Company in pursuance to the provisions of Section 68 and other applicable provisions of the Act and the Buy-back Regulations, (ii) solely to enable the Board of Directors of the Company to include in the public announcement, draft letter of offer, letter of offer and other documents pertaining to the buy-back to be sent to the shareholders of the Company or filed with (a) the Registrar of Companies, Securities and Exchange Board of India, stock exchanges, public shareholders and any other regulatory authority as per applicable law and (b) the Central Depository Services (India) Limited, National Securities Depository Limited and (iii) for providing to the managers for the purpose of extinguishment of equity shares and may not be suitable for any other purpose.

For KALYANIWALLA & MISTRY LLP

CHARTERED ACCOUNTANTS

Firm Registration Number 104607W/W100166

FARHAD M. BHESANIA

PARTNER

Membership Number 127355

Place: Chennai

Date: January 31, 2019

Annexure A	
SQS India BFSI Limited	
Computation of amount of permissible capital payment towards buyback of equity shares in accordance with Section 68 of the Act	
Particulars	March 31, 2018 (₹ unless otherwise stated)
Equity share capital	107,103,810
<b>Total (A)</b>	<b>107,103,810</b>
<b>Reserves</b>	
General reserve	181,091,695
Retained Earnings	531,250,110
Securities premium account	193,223,296
Employee Stock Option Compensation Reserve	1,302,708
<b>Total (B)</b>	<b>906,867,809</b>
<b>Grand Total (A+B)</b>	<b>1,013,971,619</b>
Maximum amount permissible for the Buy-back (as approved by the Board of Directors of the Company vide a resolution dated January 31, 2019, subject to the approval of the shareholders of the Company through a postal ballot, based on the audited standalone financial statements of the Company for the financial year ended March 31, 2018)	253,492,800
Permissible capital payment towards buy-back of equity shares in accordance with Section 68 (2) of the Act (25% of paid up equity capital and free reserves)	253,492,905

#### Note:

- Calculation in respect of Permissible Capital Payment for Buy-back of Equity Shares is done on the basis of the audited standalone financial statements for the year ended March 31, 2018.
- For KALYANIWALLA & MISTRY LLP  
CHARTERED ACCOUNTANTS  
Firm Registration Number 104607W/W100166  
FARHAD M. BHESANIA  
PARTNER  
Membership Number 127355  
Place: Chennai  
Date: January 31, 2019  
Unquote

### 10. RECORD DATE AND SHAREHOLDERS' ENTITLEMENT

- As required under the Buyback Regulations, the Company has fixed April 12, 2019 as the Record Date for the purpose of determining the entitlement and the names of the Eligible Shareholders who are eligible to participate in the Buyback.
- In due course, Eligible Shareholders holding Equity Shares, either in physical or dematerialised form, as on the Record Date will receive a letter of offer in relation to the Buyback ("Letter of Offer") along with a tender offer form indicating the entitlement of the Eligible Shareholder for participating in the Buyback.
- The Equity Shares to be bought back as part of the Buyback are divided in two categories:
  - reserved category for Small Shareholders (as defined below); and
  - general category for all other Eligible Shareholders.

- As defined under the Buyback Regulations, a "Small Shareholder" is an Eligible Shareholder who holds Equity Shares having market value, on the basis of closing price on BSE or NSE (as applicable, on which the highest trading volume in respect of the Equity Shares as on the Record Date), of not more than ₹ 2,00,000 (Rupees Two Lakhs only). In order to ensure that the same Eligible Shareholder with multiple demat accounts/folios do not receive a higher entitlement under the Small Shareholder category, the Equity Shares held by such Eligible Shareholder with a common Permanent Account Number ("PAN") shall be clubbed together for determining the category (Small Shareholder or General) and entitlement under the Buyback. In case of joint shareholding, the Equity Shares held in cases where the sequence of the PANs of the joint shareholders is identical shall be clubbed together. In case of Eligible Shareholders' holding physical shares, where the sequence of PAN is identical and where the PANs of all joint shareholders are not available, the registrar to the offer ("Registrar") will check the sequence of the names of the joint holders and club together the Equity Shares held in such cases where the sequence of the name of joint shareholders are identical. The shareholding of institutional investors like mutual funds, insurance companies, foreign institutional investors/foreign portfolio investors etc. with common PAN are not proposed to be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares are held for different schemes/sub-accounts and have a different demat account nomenclature based on information prepared by the Registrar as per the shareholder records received from the depositories. Further, the Equity Shares held under the category of "clearing members" or "corporate body margin account" or "corporate body broker" as per the beneficial position data as on Record Date with common PAN are not proposed to be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares are assumed to be held on behalf of clients.

- In accordance with Regulation 6 of the Buyback Regulations, 15% of the number of Equity Shares which the Company proposes to buyback or number of Equity Shares entitled as per the shareholding of Small Shareholders, whichever is higher, shall be reserved for the Small Shareholders as part of this Buyback.

- On the basis of the shareholding on the Record Date, the Company will determine the entitlement of each Eligible Shareholder, including Small Shareholders, to tender their Equity Shares in the Buyback. This entitlement for each Eligible Shareholder will be calculated based on the number of Equity Shares held by the respective Eligible Shareholder as on the Record Date and the ratio of the Buyback applicable in the category to which such Eligible Shareholder belongs. The final number of Equity Shares that the Company will purchase from each Eligible Shareholder will be based on the total number of Equity Shares tendered. Accordingly, the Company may not purchase all of the Equity Shares tendered by the Eligible Shareholders in the Buyback.

- After accepting the Equity Shares tendered on the basis of entitlement, the Equity Shares left to be bought back, if any, in one category shall first be accepted, in proportion to the Equity Shares tendered over and above their entitlement in the Buyback by Eligible Shareholders in that category and thereafter from Eligible Shareholders who have tendered over and above their entitlement in the other category.

- The participation of the Eligible Shareholders in the Buyback is voluntary. Eligible Shareholders may opt to participate, in part or in full, and receive cash in lieu of the Equity Shares accepted under the Buyback, or they may opt not to participate and enjoy a resultant increase in their percentage shareholding, after the completion of the Buyback, without any additional investment. Eligible Shareholders also have the option of tendering additional Equity Shares (over and above their entitlement) and participate in the shortfall created due to non-participation of some other Eligible Shareholders, if any.

- The maximum tender under the Buyback by any Eligible Shareholder should not exceed the number of Equity Shares held by the Eligible Shareholder as on the Record Date.

- The Equity Shares tendered as per the entitlement by Eligible Shareholders as well as additional Equity Shares tendered, if any, will be accepted as per the procedure laid down in Buyback Regulations.

- Detailed instructions for participation in the Buyback (tender of Equity Shares in the Buyback) as well as the relevant time table will be included in the Letter of Offer which will be sent in due course to the Eligible Shareholders as on Record Date.

### 11. PROCESS AND METHODOLOGY FOR THE BUYBACK

- The Buyback is open to all Eligible Shareholders / beneficial owners of the Company, holding Equity Shares either in physical and / or demat form as on the Record Date.
- The Buyback will be implemented using the mechanism prescribed by the SEBI Circulars and following the procedure prescribed in the Companies Act and the Buyback Regulations and as may be determined by the Board (including the committee authorized by the Board to complete the formalities of the Buyback) and on such terms and conditions as may be permitted under law from time to time.

- For implementation of the Buyback, the Company has appointed ICICI Securities Limited as the registered broker to the Company ("Company Broker") who will facilitate the process of tendering Equity Shares through stock exchange mechanism for the Buyback. In the tendering process, the Company Broker may also process the orders received from the Eligible Shareholders. The contact details of the Company Broker are as follows:

#### 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

Contact Person: Mr. Mitesh Shah/Mr. Allwyn Cardoza

- BSE has been appointed as the "Designated Stock Exchange" to provide the separate 'Acquisition Window' to facilitate placing of sell orders by the Eligible Shareholders who wish to tender Equity Shares in the Buyback. The details of the platform will be specified by BSE. In the event the Stock Broker of any Eligible Shareholder is not registered with BSE as a trading member / stock broker, then that Eligible Shareholder can approach any BSE registered stock broker and can register himself by using quick unique client code (UCC) facility through that BSE registered stock broker (after submitting all details as may be required by such BSE registered stock broker in compliance with applicable law). In case the Eligible Shareholder is not able to identify a BSE registered stock broker, then such Eligible Shareholder may contact the Manager to the



## நிகோபார் தீவுகளில் நிலநடுக்கம்: ரிக்டர் அளவுகோலில் 4.8 ஆக பதிவு

போர்ட்ப்ரீளேர், ஏப். 1 – நிகோபார் தீவுகளில் இன்று காலை ஏற்பட்ட நிலநடுக்கம் காரணமாக கட்டிடங்கள் குலுங்கியதால் மக்கள் பீதி அடைந்தனர்.

நிகோபார் தீவுகளில் இன்று காலை 6.௦4 மணியளவில் லேசான நிலநடுக்கம் ஏற்பட்டது. ரிக்டர் அளவுகோலில் 4.8 அலகாக பதிவாகியிருந்ததாக அமெரிக்க புவியியல் ஆய்வு மையம் தெரிவித்துள்ளது. இந்த நிலநடுக்கம் காரணமாக அப்பகுதியில் உள்ள கட்டிடங்கள் குலுங்கின. இதனால் மக்கள் பீதி அடைந்தனர். நிலநடுக்கத்தால் பொருட்சேதமோ, உயிர்ச்சேதமோ ஏற்பட்டதாக தகவல் வெளியாகவில்லை. முன்னதாக கடந்த மாதம் அந்தமான் தீவுகளில் 4.5 ரிக்டர் அளவிலும், ஜனவரி மாதம் நிகோபார் தீவுகளில் 6.௦ ரிக்டர் அளவிலும் நிலநடுக்கம் ஏற்பட்டது குறிப்பிடத்தக்கது.

## நேபாளத்தில் புயல், மழை,வெள்ளத்தில் சிக்கி 27 பேர் பலி: மீட்பு பணியில் ராணுவம் தீவிரம்

காத்மண்டூ, ஏப். 1 – நேபாளத்தில் ஏற்பட்ட கடுமையான புயல், மழை மற்றும் வெள்ளத்தில் சிக்கி 27 பேர் பலியாகியுள்ளனர். 4௦0க்கும் மேற்பட்டோர் படுகாயமுற்றனர். நேபாளத்தில் கடந்த சில நாட்களாக கன மழை பெய்து வருகிறது. இதனால் ஏற்பட்ட வெள்ளத்தின் மக்கள் சிக்கி தவித்து வருகின்றனர். இதையடுத்து ராணுவத்தினர், போலீசார் மற்றும் மீட்டப்புப்பணியினர் வெள்ளத்தில் சிக்கிய மக்களை மீட்கும் பணியில் தொடர்ந்து ஈடுபட்டு வருகின்றனர். இந்நிலையில் இன்று காலை ஏற்பட்ட புயல் மற்றும் கன மழையில் சிக்கி 27 பேர் பறிதாபமாக உயிரிழந்தனர்.

மேலும் 4௦0க்கும் மேற்பட்டோர் படுகாயமுற்றனர். அவர்களை மீட்டு போலீசார் மருத்துவமனைக்கு கொண்டு சென்றனர். அவர்களுக்கு தொடர்ந்து சிகிச்சை மேற்கொள்ளப்பட்டுவருகின்றது. இது குறித்து ராணுவ செய்தி தொடர்பாளர் யம் பிரசாத் தாகல் கூறுகையில், 2 எம்ஜி ரக ஹெலிகாப்டர்கள் தயார் நிலையில் உள்ளது. மேலும் சிமரா பகுதியில் மிகப்பெரிய விமானம், மக்களை மீட்க தயார் நிலையில் உள்ளது. 1௦0க்கும் மேற்பட்ட ராணுவ வீரர்கள் புயல் மழையால் பாதிக்கப்பட்ட இடங்களுக்கு அனுப்பி வைக்கப்பட்டுள்ளனர். தொடர்ந்து மீட்புப்பணிகள் தீவிரமாக நடைபெற்று வருகிறது என கூறினார்.

## பான் எண்ணுடன் ஆதாரை இணைக்க மேலும் 6 மாதம் அவகாசம் மத்திய அரசு அறிவிப்பு

புதுடெல்லி,மார்க். 1 – பான் எண்ணுடன் ஆதாரை இணைக்க காலஅவகாசத்தை மேலும் 6 மாதங்களுக்கு நீட்டித்து மத்திய அரசு அறிவித்துள்ளது.

நிரந்தர கணக்கு எண்ணுடன் (பான்) ஆதாரை இணைக்க மார்க் 31-ந் தேதி கடைசி என்று மத்திய அரசு கடந்த ஆண்டு அறிவித்தது. இந்நிலையில்

தாக்குதல் நடத்த முயற்சி நடக்கிறது

## போலீஸ் பாதுகாப்பு கேட்டு திருமாவளவன் டி.ஜி.பி.யிடம் மனு

சென்னை, ஏப். 1 – தன் மீது தாக்குதல் நடத்த வாய்ப்பு இருப்பதால் போலீஸ் பாதுகாப்பு வேண்டும் என திருமாவளவன் சார்பில் டி.ஜி.பி.யிடம் மனு அளிக்கப்பட்டுள்ளது.

விடுதலை சிறுத்தைகள் கட்சி தலைவர் திருமாவளவன், தனக்கு பாதுகாப்பு கேட்டு கடந்த சில வருடங்களுக்கு முன்பு சென்னை ஐகோர்ட்டில் வழக்கு தொடர்ந்தார். 2௦15, 2௦16, 2௦17ம் ஆண்டுகளில் நடந்த தஞ்சாவூர், பாலக்கோட்டை கிராமத்தில் கொடியேற்று நிகழ்ச்சியில் பங்கேற்ற போது திருமாவளவன் மீது நாடா்டு வெடி குண்டு தாக்குதல் வெவ்வாசி தாலுவாசில் நடந்த நிகழ்ச்சியில் தாக்குதல் நடத்த முயற்சி செய்தனர். விழுப்புரம் மாவட்டம் வி.சாத்தனூரில் நிகழ்ச்சி ஒன்றில் பங்கேற்க வந்த போது

## மதவேறுபாடு இல்லாத இந்தியாவை உருவாக்க வேண்டும்

லக்னோ, ஏப். 1 – ஒருவருடைய மதத்தைப்பற்றி கேள்வி எழுப்பாத இந்தியாவை உருவாக்க வேண்டும் என தேர்தல் பிரச்சாரத்தின் போது பிரியங்கா காந்தி கூறியுள்ளார். உத்தரபிரதேசத்தில் பிரியங்கா காந்தி கூறாவளி சுற்றுப்பயணம் செய்து வருகிறார். இந்த சுற்றுப் பயணத்தின் போது மாணவிகளையும் சந்தித்தார். அப்போது கேட்கப்பட்ட பல்வேறு கேள்விகளுக்கு பதில் அளித்தார். ராசூல்காந்தி பற்றி கேட்கப்பட்ட கேள்விக்கு பிரியங்கா அளித்த பதில் வருமாறு:–

## ரஜினிகாந்த் தூண்டுதலால் என் வீட்டில் சோதனை

மாண்டியா, ஏப். 1 – நடிகர் ரஜினிகாந்த் தூண்டுதலால் தான் தன் வீட்டில் வருமான வரித்துறை சோதனை நடைபெற்றதாக கர்நாடக அமைச்சர் குற்றங்கூறியுள்ளார். கன்னடநடிகராக இருந்து அரசியலில் இறங்கி அமைச்சராக இருந்தவர் அம்பரீஷ். இவர் மறைந்ததை அடுத்து அவரது மனைவியும், நடிகையுமான சுமலதா கர்நாடக அரசியலில் குதித்துள்ளார். அம்பரீசும் சுமலதாவும் நடிகர் ரஜினிகாந்துக்கு நெருங்கிய குடும்ப நண்பர்கள். சுமலதா காங்கிரசில் தனக்கு மாண்டியா தொகுதியில் போட்டியிட வாய்ப்பு அளிக்கப்படும் என்று எதிர்பார்த்தார். அவருக்கு சிட் மறுக்கப்பட்டதால் அதே தொகுதியில் சுயேச்சையாக போட்டியிடுகிறார். மாண்டியாவில் காங்கிரஸ் கூட்டணியில் இருக்கும் மதசார்பற்ற ஜனதாதளம் கட்சி சார்பில் அமைச்சர் சி.எஸ்.புட்டராஜுவுக்கு சிட்

தாக்குதல் நடத்த திட்டமிட்டதாகவும் குறிப்பிட்டு வழக்கு தொடர்ந்தார்.

அப்போது நீதிபதி இளந்திரையன் மனு மீது விசாரணை நடத்தி பாதுகாப்பு கேட்டு போலீஸ் டி.ஜி.பி.யிடம் முறையிட வேண்டும் என கூறி வழக்கை முடித்து வைத்தார். இந்த நிலையில் தற்போது பாராளுமன்ற தேர்தல் நடைபெறுவதால் 40 தொகுதிகளுக்கும் பிரச்சாரம் செய்ய செல்ல வேண்டியது இருப்பதால் தனக்கு பாதுகாப்பு கொடுக்க வேண்டும் எனக்கோரி உள்துறை செயலாளர், டி.ஜி.பி. மற்றும் கடலூர் மாவட்ட போலீஸ் சூப்பிரண்டு ஆகியோருக்கு கடந்த மார்க் மாதம் 19 ந் தேதி திருமாவளவன் சார்பில் மனு கொடுக்கப்பட்டது.

மேலும் சென்னை ஐகோர்ட்டிலும், பாதுகாப்பு கேட்டு அவர் சார்பாக வக்கீல் பாலகிருஷ்ணன் மனுதாக்கல்

### பிரியங்கா காந்தி பேச்சு

ராசூல்காந்தியிடம் நிறைய மாற்றம் ஏற்பட்டுள்ளதை காண்கிறேன். கட்சியில் புதியவர்களுக்கு வாய்ப்பளிக்க விரும்புகிறார். என்னை பொருத்தவரை ராசூலின் யோசனை சரியானது தான். ஆனால் கட்சியில் உள்ள பலர் ராசூலின் இந்த முயற்சியை கண்டு பயப்படுகிறார்கள். தொடர்ந்து கேட்ட கேள்விகளுக்கு பதில் அளித்த பிரியங்கா, சுதந்திரத்துக்குப் பிறகு அரசு குடும்பங்களுக்கு சலுகைகள் வழங்கப்பட்டன. பிரதமராக இருந்த

செய்தார். இந்த மனு மீதான விசாரணை இன்று நடைபெறுகிறது. டி.ஜி.பி.யிடம் திருமாவளவன் சார்பில் கொடுக்கப்பட்ட மனுவில் கூறி இருப்பதாவது:–

சிதம்பரம் பாராளுமன்ற தொகுதியில் தான் போட்டியிடுவதால் தொகுதி முழுவதும் சென்று மக்களை சந்திக்க வேண்டியுள்ளது. இது தவிர கூட்டணி கட்சி வேட்பாளர்களை ஆதரித்தும் பிரச்சாரம் செய்ய 4௦ தொகுதிகளுக்கும் செல்ல இருப்பதால் பிரச்சாரத்தில் ஈடுபடும் போது போலீஸ் பாதுகாப்பு வழக்க வேண்டும். ஏற்கனவே தாக்குதல் முயற்சி நடந்து இருப்பதால் தேர்தல் பிரச்சாரத்தில் எளிதாக புகுந்து வன்முறையை தூண்ட வாய்ப்பு உள்ளது. அதனால் முழுமையான பாதுகாப்பு அளிக்க வேண்டும் என அதில் குறிப்பிடப்பட்டுள்ளது.

எனது பாட்டி அதை விரும்பவில்லை. நாங்கரும் எந்த சலுகைகளையும் விரும்பவில்லை. இந்த நாட்டில் வாழ்பவர்கள் அனைவரும் சமமாக இருக்க வேண்டும். இந்துவா, முஸ்லீமா, கிறிஸ்தவரா என்று ஒருவருடைய மதத்தைப்பற்றி கேள்வி எழுப்பாத இந்தியாவை உருவாக்க வேண்டும். நீ எந்த மதத்தை சேர்ந்தவன் என்ற கேள்வியை முன்வைக்காத தலைமுறை உருவாக வேண்டும். உங்களுக்கு சமஉரிமை அளிக்கப்பட வேண்டும். இளைஞர்கள் சாதனை படைக்க வேண்டும். இவை என் கனவு. இவ்வாறு பிரியங்கா கூறினார்.

## கர்நாடக அமைச்சர் குற்றச்சாட்டு

கொடுக்கப்பட்டது. கடந்த வாரம் கர்நாடக முதல்வர் குமாரசாமி மாண்டியாவில் நிருபர்களிடம் கூறும்போது, வருமான வரித்துறை அதிகாரிகள் கர்நாடகத்தில் பெரிய அளவில் எங்கள் கட்சி தலைவர்களின் வீடுகளில் சோதனை நடத்த திட்டமிட்டுள்ளனர் என்று பரபரப்பு தகவலை வெளியிட்டார். அவர் கூறியதை போலவே அடுத்த நாளை வருமான வரித்துறை அதிகாரிகள் அதிரடி சோதனைகளில் ஈடுபட்டனர்.

மாண்டியா மாவட்டம் பாண்டவபுரா தாலுகாவில் உள்ள சின்ன குருசி கிராமத்தில் உள்ள புட்டராஜு வீட்டில் வருமான வரித்துறையினர் சோதனை நடத்தினர். மைசூரில் உள்ள அவுது சகோதரரின் மகன்கள் வீட்டிலும் அதிகாரிகள் சோதனை நடத்தினர். ஹாசனில் பொதுப் பணித்துறை அமைச்சர் எச்.டி. வேண்ணாவின் நெருங்கிய ஒப்பந்ததாரர்களின் வீடுகளிலும் வருமானவரித் துறையினர் சோதனை நடத்தினர்.

புட்டராஜு வீடு, உறவினர்கள் வீடுகளில் நடந்த சோதனைகளில் சில முக்கியமான ஆவணங்கள் சிக்கியதாக கூறப்படுகிறது. இந்த சோதனைகளின்போது, மத்திய போலீசார் மட்டுமே பாதுகாப்பு பணியில் ஈடுபடுத்தப்பட்டனர். மாநில போலீஸாரை வருமான வரித்துறை அதிகாரிகள் பயன்படுத்தவில்லை. இது கர்நாடக அரசியலில் பரபரப்பை ஏற்படுத்தியது.

வருமான வரி சோதனை

குறித்து புட்டராஜு நிருபர்களிடம் கூறியதாவது:–

வருமான வரித்துறை அதிகாரிகள் அடங்கிய 3 குழுவின்ர எனது வீட்டில் சோதனை நடத்தினார்கள். மத்திய போலீஸ் பாதுகாப்பு படையை சேர்த்த 8 பேர், பாதுகாப்பு பணியில் ஈடுபட்டனர். இந்த சோதனையின் பின்னணியில் 1௦0 சதவீதம் பாரதீய ஜனதா உள்ளது. பாரதீய ஜனதா ஆதரவு பெற்ற சுயேச்சை வேட்பாளரான சுமலதா தான் இதற்கு காரணம். அவர் அவரது குடும்ப நண்பர் ரஜினிகாந்த் உதவியுடன் பாரதீய ஜனதா தலைவர் அமிதஷாவை தொடர்புக்கொண்டு எனது வீட்டில் சோதனை நடத்த கேட்டுக்கொண்டுள்ளார். எனவே என் வீட்டில் நடந்த சோதனையில் ரஜினிகாந்துக்கும் தொடர்பு உள்ளது.

சோதனை நடப்பதற்கு முன்பு சுமலதா தனது பிரச்சாரத்தில் எங்கள் கட்சி தலைவர்கள் வினாவில் சிக்குவார்கள் என்று பேசியதற்கு வீடியோ ஆதாரம் உள்ளது. அவர்கள் தனியார் ஓட்டலில் அமர்ந்து வாக்காளர்களுக்கு பணம் தருகிறார்கள். அதை நாங்கள் கண்காணித்து வருகிறோம். என் வீட்டில் அதிகாரிகள் ரூ.3௦ ஆயிரம் பணம் எடுத்தனர். அதையும் திரும்பி கொடுத்துவிட்டனர். அம்பரீஷ் இறந்தபோது பாராளுமன்றத்தில் பாரதீய ஜனதாவில் மரியாதை தரவில்லை. தேவகவுடா தலையிட்ட பின்னர் தான் அம்பரீஷ் மறைவுக்கு இரங்கல் தெரிவிக்கப்பட்டது. இதை சுமலதா மறக்க கூடாது. இவ்வாறு அவர் கூறினார்.



### மீன்களில் வாக்காளர் விழிப்புணர்வு ஸ்டிக்கர் ஒட்டும் பணி: கடலூர் கலெக்டர் அன்புச்செல்வன் துவக்கி வைத்தார்

கடலூர், ஏப். 1 – சிதம்பரம் பஸ் நிலையத்தில் மாதிரி வாக்குச்சாவுடி மையத்தை கலெக்டர் அன்புச்செல்வன் திறந்து வைத்தார்.

கடலூர், சிதம்பரம் பகுதிகளில் வருகின்ற பாராளுமன்ற தேர்தலில்லில் 100 % வாக்குப்பதிவை வலியுறுத்தி சைக்கிள் பேரணி, கலை நிகழ்ச்சிகள், மாத்ரி வாக்குச்சாவுடி மையம், கையெழுத்து இயக்கம், துண்டு பிரசுரங்கள் போன்ற பல்வேறு விழிப்புணர்வு நிகழ்ச்சிகள் மாவட்ட தேர்தல் அலுவலர், மாவட்ட கலெக்டர் வெ.அன்புச்செல்வன் தலைமையில் நடைபெற்றது.

இந்நிகழ்ச்சியில் மாவட்ட தேர்தல் அலுவலர், மாவட்ட கலெக்டர் வெ.அன்புச்செல்வன் தெரிவித்ததாவது:– கடலூர் மாவட்டத்தில் 1௦௦% வாக்கு பதிவுபட வாக்குச்சாவுடியில் அடிப்படை வசதிகளான குடிநீர், கழிவறை வசதி, ஊனமுற்றோர் மற்றும் முதியோர்கள் வாக்களிக்க ஏதுவாக சாய்வுத்தளம், சக்கர நாற்காலி போன்ற வசதிகள் செய்யப்பட்டுள்ளன.

வாக்காளர்கள் தங்கள் வாக்காளர் பட்டியலில் உள்ள விவரங்களை தெரிந்துகொள்ள 1950 என்ற எண்ணை தொடர்பு கொண்டு தெரிந்து கொள்ளலாம். மேலும் பொதுமக்கள் தேர்தல் தொடர்பான புகார்கள் 18௦0425853௦ என்ற கட்டணமில்லா தொலைபேசி எண்ணில் தொடர்பு கொண்டு புகார்கள் தெரிவிக்கலாம்.

மேலும், இத்தேர்தலில் முறைகேடுகள் ஏதும் நடைபெறா வண்ணம் அனைத்து ஏற்பாடுகளும் செய்யப்பட்டுள்ளது. வாக்குச்சாவுட்கள் கண்காணிக்கப்பட்டு கொண்டனர்.

## ஜம்மு–காஷ்மீரில் 4 லஷ்கர் இ தொய்யா பயங்கரவாதிகள் சுட்டுக் கொலை

ஸ்ரீநகர், ஏப். 1 –

ஜம்மு காஷ்மீரில் இன்று காலை நடைபெற்ற துப்பாக்கி சண்டையில் லஷ்கர் இ தொய்யா அமைப்பைச் சேர்ந்த 4 பயங்கரவாதிகள் சுட்டுக் கொல்லப்பட்டனர்.

ஜம்மு காஷ்மீரின் புல்வாமா பகுதியில் கடந்த மாதம் பிப்ரவரி 14ம் தேதி காஷ்மீரின் நடத்தப்பட்ட தாக்குதலில் 4௦ சிஆர்பிஎப் வீரர்கள் பலியாகினர். இதையடுத்து ஜம்மு காஷ்மீரின் எல்லைப்பகுதிகளிலும், பொது இடங்களிலும் பாதுகாப்புப் படையினர் தீவிர கண்காணிப்பில் ஈடுபட்டுள்ளனர். இந்நிலையில் ஜம்மு காஷ்மீரின் புல்வாமா மாவட்டத்தில் உள்ள லாசிபுரா பகுதியில் லஷ்கர் இ தொய்யா அமைப்பின் பயங்கரவாதிகள் ஊடுருவி இருப்பதாக ராணுவத்திற்கு தகவல் கிடைத்துள்ளது. இதனையடுத்து

வருகிறது. பொதுமக்கள் அனைவரும் கடலூர் மாவட்டத்தில் 100% வாக்குப்பதிவினை செய்திட வேண்டும்.

இவ்வாறு அவர் தெரிவித்தார். முன்னதாக கடலூர் துறைமுகம் மற்றும் மார்க்கெட்டில் வருகின்ற பாராளுமன்ற தேர்தலில் 100% வாக்கு பதிவாகிட பொதுமக்களிடையே விழிப்புணர்வு ஏற்படுத்திடும் வகையில் தேர்தல் விழிப்புணர்வு துண்டு பிரசுரங்களை மாவட்ட தேர்தல் அலுவலர், மாவட்ட கலெக்டர் வெ.அன்புச்செல்வன் வழங்கினார்கள்.

இதனை தொடர்ந்து சிதம்பரம் தெற்கு வீதியில் பள்ளி மாணவ, மாணவிகளின் வாக்காளர் விழிப்புணர்வு சைக்கிள் பேரணி, சிதம்பரம் கிழக்கு வீதியில் வாக்காளர் விழிப்புணர்வு கையெழுத்து இயக்கத்தினையும் மாவட்ட தேர்தல் அலுவலர் , மாவட்ட கலெக்டர் ஆகியோர் தொடங்கி வைத்தார்கள்.

அதன்பின்னர் சிதம்பரம் பேருந்து நிலையத்தில் அமைக்கப்பட்டுள்ள மாத்ரி வாக்குச்சாவுடி மையத்தினை மாவட்ட தேர்தல் அலுவலர் , மாவட்ட கலெக்டர் வெ.அன்புச்செல்வன் மற்றும் தேர்தல் பொது பார்வையாளர் ஜி.பி.பாட்டீல் திறந்து வைத்து பார்வையிட்டார்கள்.

இந்நிகழ்ச்சிகளில் கடலூர் சார் ஆட்சியர் சரூபு, சிதம்பரம் சார் ஆட்சியர் விசுமகஜன், துணை இயக்குநர் (மீன்வளம்) ரேனுகா, உதவி மேலும், இத்தேர்தலில் முறைகேடுகள் ஏதும் நடைபெறா வண்ணம் அனைத்து ஏற்பாடுகளும் செய்யப்பட்டுள்ளது. வாக்குச்சாவுட்கள் கண்காணிக்கப்பட்டு கொண்டனர்.

பாதுகாப்புப்படையினர் அப்பகுதிக்கு விளையும் பயங்கரவாதிகளை சுற்றி வளைத்தனர். அப்போது பயங்கரவாதிகள் துப்பாக்கியால் சுட்டு தாக்குதல் நடத்தினர். பாதுகாப்பு படையினரும் பதிலடி கொடுத்தனர். சிறிது நேரம் நடந்த இந்த துப்பாக்கி சண்டையில் 4 பயங்கரவாதிகள் சுட்டுக் கொல்லப்பட்டனர். இந்த சணையில் 3 பாதுகாப்புப்படையினர், 1 போலீசார் படுகாயமுற்றனர். அவர்கள் மருத்துவமனையில் சேர்க்கப்பட்டு சிகிச்சை அளிக்கப்பட்டு வருகிறது. இந்த துப்பாக்கி சண்டையில், பயங்கரவாதிகளிடமிருந்து 2 ஏகே ரக துப்பாக்கிகள், 1 எஸ்எல்ஆர் ரக துப்பாக்கி ஆகியவை பறிமுதல் செய்யப்பட்டதாக அதிகாரிகள் தெரிவித்துள்ளது குறிப்பிடத்தக்கது.

11.7.4 Eligible Shareholders who are holding Equity Shares in physical form and intend to participate in the Buyback will be required to approach the Seller Member along with the complete set of documents for verification procedures to be carried out. Such documents include (i) the tender form duly signed (by all Eligible Shareholders in case Equity Shares are held in joint names) in the same order in which they hold the Equity Shares, (ii) original Equity Share certificate(s), (iii) valid Form SH 4 (share transfer form) duly filled and signed by the transferors (i.e. by all registered Eligible Shareholders in same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer in favour of the Company, (iv) self-attested copy of the Eligible Shareholders' PAN Card and (v) any other relevant documents such as power of attorney, corporate authorization (including board resolution / specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original Eligible Shareholder has deceased, etc., as applicable. In addition, if the address of the Eligible Shareholder has undergone a change from the address registered in the register of members of the Company, the Eligible Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents, viz. valid Aadhaar Card, Voter Identity Card or Passport. In the event, any of the above referred details are not provided, then the Company may decide the validity of such bid / Tender Form in consultation with the Registrar and the Manager.

11.7.5 Based on the aforesaid documents, the Seller Member shall place the bid on behalf of the Eligible Shareholders who are holding Equity Shares in physical form and intend to tender Equity Shares in the Buyback using the Acquisition Window of the Stock Exchanges. Upon placing the bid, the Seller Member shall provide a TRS generated by the Exchange Bidding System to the Eligible Shareholder. The TRS will contain the details of order submitted such as follo number, Equity Share certificate number, distinctive number, number of Equity Shares tendered etc.

11.7.6 The Seller Member / Eligible Shareholder is required to deliver the original Equity Share certificate(s) and documents (as mentioned in paragraph 11.7.4 above) along with TRS either by registered post or courier or hand delivery to the Registrar (at the address mentioned at paragraph 14 below or the collection centre of the Registrar, details of which will be included in the Letter of Offer) within 2 (two) days of bidding by the Seller Member. The envelope should be super scribed as "SQS India BFSI Buyback 2019". One copy of the TRS will be retained by Registrar and they will provide an acknowledgment of the same to the Seller Member / Eligible Shareholder.

11.7.7 Eligible Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents is submitted. Acceptance of the physical Equity Shares for the Buyback shall be subject to verification as per the Buyback Regulations and any further directions issued in this regard. The Registrar will verify such bids based on the documents submitted on a daily basis and till such time BSE shall display such bids as 'unconfirmed physical bids'. Once the Registrar confirms the bids, it will be treated as 'confirmed bids'.

11.8 Modification/ cancellation of orders will be allowed during the tendering period of the Buyback.

11.9 The cumulative quantity tendered shall be made available on BSE's website (www.bseindia.com) throughout the trading session and will be updated at specific intervals during the tendering period.

##### 12. METHOD OF SETTLEMENT

12.1 Upon finalization of the basis of acceptance as per Buyback Regulations, the settlement of trades shall be carried out in the manner similar to settlement of trades in secondary market and as intimated by the Clearing Corporation from time to time.

12.2 The Company will pay the consideration to the Company Broker who will transfer the funds pertaining to the Buyback to the Clearing Corporation's bank accounts as per the prescribed schedule. For Equity shares accepted under the Buyback, the Clearing Corporation will make direct funds payout to respective Eligible Shareholders. If the Eligible Shareholders' bank account details are not available or if the fund transfer instruction is rejected by the Reserve Bank of India or relevant Bank, due to any reason, then such funds will be transferred to the concerned Shareholder Brokers' settlement bank account for onward transfer to such Eligible Shareholders.

12.3 The Equity Shares bought back in dematerialized form would be transferred directly to the escrow account of the Company ("Company Demat Escrow Account") provided it is indicated by the Company Broker or it will be transferred by the Company Broker to the Company Demat Escrow Account on receipt of the Equity Shares from the clearing and settlement mechanism of the Stock Exchange.

12.4 Eligible Shareholder will have to ensure that they keep their Depository Participant ("DP") account active and unblocked to receive credit in case of return of Equity Shares, due to rejection or due to non-acceptance of shares under the Buyback. Excess Equity Shares or unaccepted Equity Shares, in dematerialised form, if any, tendered by the Eligible Shareholders would be transferred by the Clearing Corporation directly to the respective Eligible Shareholder's DP account. If the securities transfer instruction is rejected in the depository system, due to any issue then such securities will be transferred to the Seller Member's depository pool account for onward transfer to the shareholder. Any excess Equity Shares, in physical form, pursuant to proportionate acceptance/ rejection will be returned back to the Eligible Shareholders directly by the Registrar. The Company is authorized to split the share certificate and issue new consolidated share certificate for the unaccepted Equity Shares, in case the Equity Shares accepted by the Company are less than the Equity Shares tendered in the Buyback by Eligible Shareholders holding Equity Shares in the physical form.

12.5 The Seller Member would issue contract note and pay the consideration for the Equity Shares accepted under the Buyback and return the balance unaccepted Equity Shares to their respective clients. The Company Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buyback.

12.6 Eligible Shareholders who intend to participate in the Buyback should consult their respective Seller Member for payment to them of any cost, charges and expenses (including brokerage) that may be levied by the Seller Member upon the selling Eligible Shareholders for tendering Equity Shares in the Buyback (secondary market transaction). The Buyback consideration received by the selling Eligible Shareholders from their respective Seller Member, in respect of accepted Equity Shares, could be net of such costs, charges and expenses (including brokerage) and the Company accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the selling Eligible Shareholders.

12.7 Further, the Company will not accept shares tendered for Buyback which are under restraint order of the court for transfer /sale and/or the title in respect of which is otherwise under dispute or where loss of share certificates has been notified to the Company and the duplicate share certificates have not been issued either due to such request being under process as per the provisions of law or otherwise.

12.8 The Equity Shares lying to the credit of the Company Demat Escrow Account and the Equity Shares bought back and accepted in physical form will be extinguished in the manner and following the procedure prescribed in the Buyback Regulations.

##### 13. COMPLIANCE OFFICER

The Company has designated the following as the Compliance Officer for the Buyback:

**Mr. S. Sampath Kumar**  
Company Secretary & Compliance Officer  
6A, Sixth Floor, Prince Infocity II, No. 283/3 & 283/4, Rajiv Gandhi Salai (OMR), Kandanchavadi, Chennai – 600 096, Tamil Nadu, India.  
Tel: +91 44 4392 3200  
Fax: +91 44 4392 3258  
Email: Sampath.Kumar.Seshadri@explegroup.com  
Investors may contact the compliance officer to the Buyback for any clarifications or to address their grievances, if any, during office hours i.e. 10.00 a.m. to 5.00 p.m. on all working days except Saturday, Sunday and public holidays, at the abovementioned address.

14. **REGISTRAR TO THE BUYBACK /INVESTOR SERVICE CENTRE**  
In case of any queries, the Eligible Shareholders may contact the Registrar to the Buyback during office hours i.e. 10.00 a.m. to 5.00 p.m. on all working days except Saturday, Sunday and public holidays, at the following address:

  
**CAMEO CORPORATE SERVICES LIMITED**  
'Subramanian Building', No.1, Club House Road, Chennai – 600 002, Tamil Nadu, India  
**Tel:** +91 44 4002 0700 / 4002 0710; **Fax:** +91 44 2846 0129  
**Email ID:** prnya@cameoindia.com; **Contact Person:** Ms. Sreepriya K. SEBI Registration No.: INF000003753

##### 15. MANAGER TO THE BUYBACK

  
**ICICI SECURITIES LIMITED**  
ICICI Centre, H.T. Parekh Marg, Churchgate, Mumbai – 400 020, Maharashtra, India  
**Tel:** +91 22 2282 2460; **Fax:** +91 22 2282 6580  
**Email ID:** sqsindia@bsi.icicisecurities.com; **Website:** www.icicisecurities.com  
**Investor grievance e-mail:** customercare@icicisecurities.com  
**Contact Person:** Mr. Shekher Asnani / Mr. Rishi Tiwari  
**SEBI Registration No.:** INM000011179

##### 16. DIRECTORS' RESPONSIBILITY

As per Regulation 24(i)(a) of the Buyback Regulations, the Board of Directors of the Company accepts responsibility for the information contained in this Public Announcement and confirms that such document contains true, factual and material information and does not contain any misleading information.

For and on behalf of the Board of Directors of SQS INDIA BFSI LIMITED

Sd/-	Sd/-	Sd/-
<b>Mr. Balaji Viswanathan</b>	<b>Prof. K. Kumar</b>	<b>Mr. S. Sampath Kumar</b>
<b>Managing Director &amp; CEO</b>	<b>Deputy Chairman &amp; Director</b>	<b>Company Secretary and Compliance Officer</b>
<b>DIN:</b> 06771242	<b>DIN:</b> 02343860	<b>ICSI Membership No.</b> FCS 3838
<b>Date:</b> March 29, 2019		
<b>Place:</b> Chennai		<b>CONCEPT</b>