DRAFT LETTER OF OFFER

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

This Draft Letter of Offer is being sent to you as a registered Equity Shareholder of SQS India BFSI Limited ("**Company**") as on the Record Date in accordance with the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended ("**Buyback Regulations**"). If you require any clarifications about the action to be taken, you may consult your stock broker or investment consultant or the Manager to the Buyback, namely ICICI Securities Limited, or the Registrar to the Buyback, namely, Cameo Corporate Services Limited. Please refer to the section on "*Definitions of Key Terms*" for the definition of the capitalized terms used herein.

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 **Tel:** +91 44 4392 3200; **Fax:** +91 44 4392 3258; **E-mail:** investor.sqsbfsi@expleogroup.com; **Website:** www.sqs-bfsi.com;

Contact Person: Mr. S. Sampath Kumar, Company Secretary and Compliance Officer

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 CRORES THIRTY FOUR LAKHS NINETY TWO THOUSAND AND EIGHT HUNDRED ONLY) FROM THE EQUITY SHAREHOLDERS / BENEFICIAL OWNERS OF EQUITY SHARES OF THE COMPANY AS ON APRIL 12, 2019 (THE "RECORD DATE"), ON A PROPORTIONATE BASIS THROUGH THE TENDER OFFER ROUTE.

1) The Buyback is in accordance with Article 135 of the Articles of Association of the Company, Sections 68, 69 and 70 of the Companies Act, 2013, as amended ("**Companies Act**" or the "**Act**"), the applicable rules framed thereunder including the Companies (Share Capital and Debentures) Rules, 2014, as amended ("**Share Capital Rules**") 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**").
2) 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.
3) The Letter of Offer will be sent to the Equity Shareholders / Beneficial Owners holding Equity Shares of the Company as on the Record Date i.e. Friday, April 12, 2019 ("**Eligible Shareholders**"). A copy of the Public Announcement, this Draft Letter of Offer and the Letter of Offer (including the Form of Acceptance-cum-Acknowledgement ("**Tender Form**")) shall be available on the website of SEBI at www.sebi.gov.in and on the website of the Company at www.sqs-bfsi.com.
4) The procedure for tender and settlement is set out in Paragraph 20 (Procedure for Tender / Offer and Settlement) of this Draft Letter of Offer. The Tender Form is enclosed together with this Draft Letter of Offer.
5) For mode of payment of consideration to the Eligible Shareholders, please refer to Paragraph 20 of this Draft Letter of Offer.
6) Eligible Shareholders are advised to read this Draft Letter of Offer and in particular, refer to Paragraph 17 (Details of Statutory Approvals) and Paragraph 21 (Note on Taxation) of this Draft Letter of Offer before tendering their Equity Shares in the Buyback.

MANAGER TO THE BUYBACK	REGISTRAR 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 **Contact Person**: Mr. Shekher Asnani / Mr. Rishi Tiwari **E-mail**: sqsindiabfsi.buyback@icicisecurities.com **Website**: www.icicisecurities.com **SEBI Registration Number**: INM000011179 **Validity period**: Permanent **Corporate Identity Number**: L67120MH1995PLC086241	**Cameo Corporate Services Limited** 'Subramanian Building', No.1, Club House Road, Chennai – 600 002, Tamil Nadu, India **Tel**: +91 44 4002 0700 / 0710 / 2846 0390 **Fax**: +91 44 2846 0129 **Contact Person**: Ms. Sreepriya K **E-mail**: priya@cameoindia.com **Website**: www.cameoindia.com **SEBI Registration Number**: INR000003753 **Validity Period**: Permanent **Corporate Identity Number**: U67120TN1998PLC041613

BUYBACK PROGRAMME	
Buyback Opening Date	[●]
Buyback Closing Date	[●]
Last Date and Time for Receipt of Completed Tender Forms	[●]

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1. SCHEDULE OF ACTIVITIES

Sr. No.	Activity	Date	Day
1	Date of Board Meeting approving the proposal of the Buyback	January 31, 2019	Thursday
2	Date of declaration of results of postal ballot for special resolution by the Equity Shareholders of the Company, approving the Buyback	March 28, 2019	Thursday
3	Date of Public Announcement for the Buyback	March 29, 2019	Friday
4	Date of publication of the Public Announcement for the Buyback	April 1, 2019	Monday
5	Record Date for determining the Buyback Entitlement and the names of Eligible Shareholders	April 12, 2019	Friday
6	Buyback Opening Date	[●]	[●]
7	Buyback Closing Date	[●]	[●]
8	Last date of receipt of completed Tender Forms and other specified documents including physical share certificates (if and as applicable) by the Registrar	[●]	[●]
9	Last date of verification of Tender Forms by the Registrar	[●]	[●]
10	Last date of providing Acceptance/ Non-acceptance of tendered Equity Shares to the Designated Stock Exchange by the Registrar	[●]	[●]
11	Last date of settlement of bids on the Designated Stock Exchange	[●]	[●]
12	Last date of dispatch of share certificate(s) by the Registrar / return of unaccepted demat Equity Shares by Designated Stock Exchange to Seller Member / Eligible Shareholders	[●]	[●]
13	Last date of extinguishment of Equity Shares	[●]	[●]

Note: Where last dates are mentioned for certain activities, such activities may happen on or before the respective last dates.

2. DEFINITION OF KEY TERMS

This Draft Letter of Offer uses certain definitions and abbreviations which, unless the context otherwise indicates or implies or specifies otherwise, shall have the meaning as provided below.

References to any legislation, act, regulation, rules, guidelines or policies shall be to such legislation, act, regulation, rules, guidelines or policies as amended, supplemented, or re-enacted from time to time and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision. The words and expressions used in this Draft Letter of Offer, but not defined herein shall have the meaning ascribed to such terms under the Buyback Regulations, the Companies Act and the rules and regulations made thereunder.

Term	Description
Acceptance / Accept / Accepted	Acceptance of Equity Shares tendered by Eligible Shareholders in the Buyback Offer
Acquisition Window	The facility for acquisition of Equity Shares through mechanism provided by the Designated Stock Exchange in the form of a separate window in accordance with the SEBI Circulars
Act or Companies Act	The Companies Act, 2013, as amended and rules framed thereunder (including any statutory modifications or amendments thereof)
Additional Equity Shares	Additional Equity Shares tendered by an Eligible Shareholder over and above the Buyback Entitlement of such Eligible Shareholder not exceeding the Equity Shares held by such Eligible Shareholder as on the Record Date
AOP	Association of Persons
Articles / Articles of Association	Articles of Association of the Company
Board Meeting	Meeting of the Board of Directors of the Company held on January 31, 2019 approving the proposal for the Buyback

Term	Description
Board / Board of Directors	Board of Directors of the Company (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorized "Committee" thereof)
BOI	Body of Individuals
BSE	BSE Limited
Buyback / Buyback Offer	The buyback by the Company of its fully paid-up equity shares of face value of ₹ 10 (Rupees Ten only) each 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 of the paid-up Equity Share capital of the Company) at a price of ₹ 550 (Rupees Five hundred and Fifty only) per Equity Share payable in cash for an aggregate amount not exceeding ₹ 25,34,92,800 (Rupees Twenty Five Crore Thirty Four Lakhs Ninety Two Thousand Eight Hundred Only) (excluding any expenses incurred or to be incurred for the buyback like filing fee payable to the SEBI, advisors' fees, public announcement publication expenses, printing and dispatch expenses, transaction costs, viz. brokerage, applicable taxes such as securities transaction tax, goods and services tax, stamp duty, etc.) from the Equity Shareholders of the Company as on the Record Date, by way of Tender Offer through the stock exchange mechanism in terms of the Buyback Regulations read with SEBI Circulars, on a proportionate basis
Buyback Closing Date	[●]
Buyback Entitlement	The number of Equity Shares that an Eligible Shareholder is entitled to tender in the Buyback Offer based on the number of Equity Shares held by such Eligible Shareholder on the Record Date and the ratio of Buyback applicable in the category to which such Eligible Shareholder belongs
Buyback Offer Price	Price at which Equity Shares will be bought back from the Eligible Shareholders i.e. ₹ 550 (Rupees Five hundred and Fifty only) per Equity Share, payable in cash
Buyback Offer Size/ Offer Size	Maximum number of Equity Shares proposed to be bought back (i.e. 4,60,896 Equity Shares) multiplied by the Buyback Offer Price (i.e. ₹ 550 per Equity Share), not exceeding ₹ 25,34,92,800 (Rupees Twenty Five Crore Thirty Four Lakhs Ninety Two Thousand Eight Hundred Only)
Buyback Opening Date	[●]
Buyback Period	The period between the date of declaration of results of the postal ballot for special resolution authorizing the Buyback of the Equity Shares of the Company and the date on which the payment of consideration to shareholders who have accepted the Buyback offer is made
Buyback Regulations	Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended
CDSL	Central Depository Services (India) Limited
Company	SQS India BFSI Limited*
Company Broker	ICICI Securities Limited
Designated Stock Exchange	The designated stock exchange for the Buyback, being, BSE Limited
DIN	Director Identification Number
DP	Depository Participant
Draft Letter of Offer	This draft letter of offer dated April 8, 2019
DTAA	Double Taxation Avoidance Agreement.
Eligible Shareholders	Shareholders holding Equity Shares, either in physical or dematerialized form, as on the Record Date
Equity Shares / Shares	Fully paid-up equity shares of face value of ₹ 10 (Rupees Ten only) each of the Company
Equity Shareholder / Shareholder	Holders of Equity Shares and includes beneficial owners thereof
Escrow Account	The Escrow Account titled "[●]" opened with the Escrow Agent in terms of Escrow Agreement
Escrow Agent	ICICI Bank Limited
Escrow Agreement	The escrow agreement dated [●] entered into amongst the Company, the Manager and the Escrow Agent
FEMA	Foreign Exchange Management Act, 1999, as amended
FII(s)	Foreign Institutional Investors
FPI(s)	Foreign Portfolio Investors
General Category	Eligible Shareholders other than Small Shareholders
HUF	Hindu Undivided Family
Income Tax Act/ ITA	Income-tax Act, 1961 (including any statutory modifications or re-enactment thereof)
Letter of Offer	Letter of offer dated [●] to be filed with SEBI containing disclosures in relation to the Buyback as

Term	Description
	specified in Schedule III of the Buyback Regulations, including comments received from SEBI on this Draft Letter of Offer
LODR Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended
Manager to the Buyback / Manager	ICICI Securities Limited
Management Rules	Companies (Management and Administration) Rules, 2014, as amended
Non-Resident Shareholders	Includes Non-Resident persons and bodies corporate, Non-Resident Indians (NRI), Foreign Institutional Investors (FIIs), Foreign Portfolio Investors (FPIs) and erstwhile OCBs
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
OCB	Overseas Corporate Bodies
Postal Ballot Notice	Postal ballot notice dated February 11, 2019, through which the shareholders of the Company approved the Buyback, results of which were announced on March 28, 2019
Promoter and Promoter Group	Promoter and promoter group of the Company as disclosed under the filings made by the Company under the listing agreement / the LODR Regulations, and the Takeover Regulations
Public Announcement / PA	The public announcement made in accordance with the Buyback Regulations, dated March 29, 2019, and published on April 1, 2019 in all editions of the Financial Express, an English daily and Jansatta, a Hindi national daily, and Makkal Kural, a Tamil daily (Tamil being the regional language), each with wide circulation
PAN	Permanent Account Number
RBI	Reserve Bank of India
Record Date	Friday, April 12, 2019, i.e. the date for the purpose of determining the Buyback Entitlement and the names of the Eligible Shareholders, to whom the Letter of Offer and Tender Form will be sent and who are eligible to participate in the Buyback Offer in accordance with Buyback Regulations
Registrar to the Buyback / Registrar	Cameo Corporate Services Limited
SEBI	Securities and Exchange Board of India
SEBI Circulars	SEBI circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015, read with SEBI circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, as amended
Selling Member(s)	Stockbroker(s) of Eligible Shareholder(s), through whom the Eligible Shareholder(s) want(s) to participate in the Buyback
Share Capital Rules	Companies (Share Capital and Debentures) Rules, 2014, as amended
Small Shareholder	An Eligible Shareholder, who holds Equity Shares of market value not more than ₹ 2,00,000 (Rupees Two Lakhs only) on the basis of closing price on the recognized stock exchange registering the highest trading volume, as on the Record Date i.e. April 12, 2019, as defined in Regulation 2(i)(n) of the Buyback Regulations
Stock Exchanges	BSE and NSE
Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended
Tender Form/Offer Form	Form of acceptance-cum-acknowledgement
Tender Offer	Method of buyback as defined in Regulation 2(i)(q) of the Buyback Regulations
Tendering Period	Period of 10 (Ten) Working Days from the Buyback Opening Date till the Buyback Closing Date (both days inclusive)
TRS	Transaction Registration Slip
Working Day	Working day as defined under Regulation 2(i)(s) of the Buyback Regulations

**Pursuant to a board resolution dated February 11, 2019 and a special resolution passed by the Equity Shareholders through a postal ballot notice dated February 11, 2019, the results of which were declared on March 28, 2019, the name of the Company is proposed to be further changed from "SQS India BFSI Limited" to "Expleo Solutions Limited". In this regard, the Company has filed its application vide Form INC-24 with the Ministry of Corporate Affairs on April 5, 2019 for approval of the Central Government and the Company has received an 'in-principle' approval from BSE vide its letter no. DCS/NC/SP/IP/1331/2018-19 dated March 8, 2019 and NSE vide its letter no. NSE/LIST/81 dated March 11, 2019. Accordingly, the aforesaid change in name of the Company, remains subject to its receipt of, the fresh certificate of incorporation from the Ministry of Corporate Affairs and the final approval from BSE and NSE.*

3. DISCLAIMER CLAUSE

As required, a copy of this Draft Letter of Offer has been submitted to SEBI. It is to be distinctly understood that submission of this Draft Letter of Offer to SEBI should not, in any way be deemed or construed that the same has been cleared or approved by SEBI. SEBI does not take any responsibility either for the financial soundness of the Company to meet the Buyback commitments or for the correctness of the statements made or opinions expressed in this Draft Letter of Offer. The

Manager to the Buyback, ICICI Securities Limited has certified that the disclosures made in this Draft Letter of Offer are generally adequate and are in conformity with the provisions of the Act and Buyback Regulations. This requirement is to facilitate investors to take an informed decision for tendering their Equity Shares in the Buyback.

It should also be clearly understood that while the Company is primarily responsible for the correctness, adequacy and disclosure of all relevant information in this Draft Letter of Offer, the Manager to the Buyback is expected to exercise due diligence to ensure that the Company discharges its duty adequately in this behalf and towards this purpose, the Manager to the Buyback, ICICI Securities Limited, has furnished to SEBI a due diligence certificate dated April 8, 2019 in accordance with Buyback Regulations which reads as follows:

"We have examined various documents and materials relevant to the Buyback as part of the due-diligence carried out by us in connection with the finalization of the Public Announcement and this Draft Letter of Offer. On the basis of such examination and the discussions with the Company, we hereby state that:

- *The Public Announcement and this Draft Letter of Offer are in conformity with the documents, materials and papers relevant to the Buyback Offer;*
- *All the legal requirements connected with the said Buyback Offer including the Buyback Regulations, have been duly complied with;*
- *The disclosures in the Public Announcement and this Draft Letter of Offer are, to the best of our knowledge, true, fair and adequate in all material respects for the Eligible Shareholders to make a well informed decision in respect of the captioned Buyback Offer;*
- *Funds used for Buyback shall be as per the provisions of the Companies Act."*

The filing of offer document with SEBI, does not, however, absolve the Company from any liabilities under the provisions of the Act or from the requirement of obtaining such statutory or other clearances as may be required for the purpose of the proposed Buyback.

The Board of Directors declare and confirm that no information / material likely to have a bearing on the decision of Eligible Shareholders has been suppressed / withheld and / or incorporated in the manner that would amount to mis-statement / mis-representation and in the event of it transpiring at any point of time that any information / material has been suppressed / withheld and / or amounts to a mis-statement / mis-representation, the Board of Directors and the Company shall be liable for penalty in terms of the provisions of the Act and the Buyback Regulations.

The Board of Directors also declare and confirm that funds borrowed from banks and financial institutions will not be used for the Buyback.

Disclaimer for U.S. Persons:

The information contained in this Draft Letter of Offer is exclusively intended for persons who are not US Persons as such term is defined in Regulations of the US Securities Act of 1933, as amended, and who are not physically present in the United States of America. This Draft Letter of Offer does not in any way constitute an offer to sell, or an invitation to sell, any securities in the United States of America or in any other jurisdiction in which such offer or invitation is not authorized or to any person to whom it is unlawful to make such offer or solicitation. Potential users of the information contained in this Draft Letter of Offer are requested to inform themselves about and to observe any such restrictions.

Disclaimer for Persons in foreign countries other than U.S.:

This Draft Letter of Offer does not in any way constitute an offer to sell or an invitation to sell, any securities in any jurisdiction in which such offer or invitation is not authorized or to any person to whom it is unlawful to make such offer or solicitation. Potential users of the information contained in this Draft Letter of Offer are requested to inform themselves about and to observe any such restrictions.

Important Notice to All Shareholders

1) This Draft Letter of Offer has been prepared for the purposes of compliance with the Buyback Regulations. Accordingly, the information disclosed may not be the same as that which would have been disclosed if this document had been prepared in accordance with the laws and regulations of any jurisdiction outside of India. The Company and the Manager to the Buyback are under no obligation to update the information contained herein at any time after the date of this Draft Letter of Offer. This Draft Letter of Offer shall be dispatched to all Shareholders whose names appear on the register of members of the Company, as of the Record Date. However, receipt of this Draft Letter of Offer by any Shareholders in a jurisdiction in which it would be illegal to make this Tender Offer, or where making this Tender Offer would require any action to be taken (including, but not restricted to, registration of this Draft Letter of Offer under any local securities laws), shall not be treated by such Shareholders as an offer being made to them. Potential users of the information contained in this Draft Letter of Offer are requested to inform themselves about and to observe any such restrictions. Any Eligible Shareholder who tenders his, her or its Equity Shares in the Buyback shall be deemed to have declared, represented, warranted and agreed that he, she or it is authorized under the provisions of any applicable local laws, rules, regulations and statutes to participate in the Buyback.

2) Forward Looking Statements

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

Actual results may differ materially from those suggested by forward-looking statements due to risks or uncertainties associated with expectations relating to, inter alia, regulatory changes pertaining to the industries in which the Company operates and its ability to respond to them, the Company's ability to successfully implement its strategy, its growth and expansion, technological changes, exposure to market risks, general economic and political conditions in India or other key markets where it operates which have an impact on its business activities or investments, the monetary and fiscal policies, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws, regulations and taxes and changes in competition in the industries in which the Company operates

4. TEXT OF THE RESOLUTION PASSED AT THE BOARD MEETING

The Buyback through the Tender Offer has been authorised and approved by the Board of Directors at its meeting held on January 31, 2019. The text of the resolution of the Board of Directors is set out below.

"**Resolved that** pursuant to the provisions of Article 135 of the Articles of Association of the Company and the provisions of Sections 68, 69, 70 and all other applicable provisions, if any, of the Companies Act, 2013, as amended, (the "**Companies Act**"), the Companies (Management and Administration) Rules, 2014, as amended (hereinafter referred to as "**Management Rules**"), the Companies (Share Capital and Debentures) Rules, 2014 (the "**Share Capital Rules**") to the extent applicable, and in compliance with Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (the "**Buyback Regulations**"), including any amendments, statutory modifications or re-enactments, for the time being in force and, subject to the approval of members of the Company by special resolution and further, subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications, if any, as may be prescribed or imposed by the appropriate authorities while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (the "**Board**", which expression shall include any committee constituted by the Board to exercise its powers, including the powers conferred by this resolution), the Board hereby approves the buyback by the Company of its fully paid-up equity shares of Rs. 10/- each ("**Equity Shares**") 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 of the paid-up Equity Share capital of the Company) at a price of up to Rs. 550/- (Rupees Five hundred and Fifty only) per Equity Share (the "**Buyback Price**") payable in cash, for an aggregate amount not exceeding Rs. 25,34,92,800/- (Rupees Twenty Five Crore Thirty Four Lakhs Ninety Two Thousand Eight Hundred Only) (excluding any expenses incurred or to be incurred for the buyback like filing fee payable to the Securities and Exchange Board of India ("**SEBI**"), advisors' fees, public announcement publication expenses, printing and dispatch expenses, transaction costs viz. brokerage, applicable taxes such as securities transaction tax, goods and services tax, stamp duty, etc.), (the "**Buyback Size**"), which is not exceeding 25% of the aggregate of the fully paid-up Equity Share capital and free reserves, as per the audited standalone financial statements of the Company for the financial year ended March 31, 2018, in accordance with the Companies Act and the Buyback Regulations, from the existing shareholders/beneficial owners of the Company, as on record date, on a proportionate basis through a "**Tender Offer**" as prescribed under the Buyback Regulations (the "**Buyback**"). The total number of Equity Shares to be bought back, i.e. up to 4,60,896 (Four lakhs Sixty thousand Eight hundred and Ninety Six) Equity Shares (representing 4.3% of the total number of Equity Shares of the paid-up Equity Share capital of the Company) or higher depending upon the final Buyback Price fixed by the Buyback Committee (defined herein below).

Resolved further that the Company, to the extent legally permissible, implement the Buyback using the "Mechanism for acquisition of shares through Stock Exchange pursuant to Tender-Offers under Takeovers, Buy Back and Delisting" notified by SEBI vide 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 for Takeovers, Buy Back and Delisting of Securities" as prescribed under the SEBI Circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016.

Resolved further that the Buyback shall be made by the Company from its current surplus and/or cash balances and/or internal accruals of the Company and on 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.

Resolved further that the Buyback shall be completed within a period of twelve months from the date of passing of the special resolution through postal ballot by the shareholders of the Company.

Resolved further that all of the shareholders of the Company, as on the record date, excluding the promoters and members of the promoter group, will be eligible to participate in the Buyback, except any shareholders who may be specifically prohibited under the Buyback Regulations or other applicable law.

Resolved further that 15% (fifteen per cent) of the Equity Shares that the Company proposes to Buyback or the number of Equity Shares entitled as per the shareholding of small shareholders as on the Record Date shall be reserved for small shareholders in accordance with the provisions of the Buyback Regulations.

Resolved further that the Buyback would be subject to the condition of maintaining minimum public shareholding requirements as specified in Regulation 38 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015 (the "Listing Regulations").

Resolved further that the Company shall not Buyback the locked-in Equity Shares or other specified securities and non-transferable shares or other specified securities till the pendency of the lock-in or till the Equity Shares or other specified securities become transferable.

Resolved further that the Buyback from non-resident shareholders, overseas corporate bodies (OCBs) and foreign institutional investors (FIIs) and shareholders of foreign nationality, if any, etc. shall be subject to such approvals if, and to the extent necessary or required including approvals from the Reserve Bank of India under the applicable Foreign Exchange Management Act, 1999, and the rules, regulations framed there under, if any and that such approvals shall be required to be taken by such shareholders themselves.

Resolved further that in terms of Regulation 24(iii) of the Buyback Regulations, Mr. S. Sampath Kumar, Company Secretary, be and is hereby appointed as the Compliance Officer for the Buyback and Cameo Corporate Services Limited, is appointed as the investors service centre for compliance with the Buyback Regulations and to redress the grievances of the investors for the Buyback. Cameo Corporate Services Limited is also appointed as the Registrar to the Offer.

Resolved further that the draft of the Declaration of Solvency prepared in the prescribed form, placed before the meeting be and is hereby approved and any two of the following Directors, Mr. Balaji Viswanathan, Managing Director & CEO, Prof. K. Kumar, Deputy Chairman & Director, Prof. S. Rajagopalan, Director and Mr. Rajiv Kuchhal, Director, be and are hereby severally authorized to sign the same, for and on behalf of the Board and file the same with the Registrar of Companies, Chennai, the Securities and Exchange Board of India and any other regulatory, governmental and statutory authorities, as required under applicable law.

Resolved further that the Board hereby confirms that it has made a full enquiry into the affairs and prospects of the Company and has formed the opinion:

a) that immediately following the date of this Board Meeting and the date on which the shareholders of the Company approve the proposed Buyback will be declared, there will be no grounds on which the Company could be found unable to pay its debts;

b) that as regards the Company's prospects for the year immediately following the date of this Board Meeting as well as for the year immediately following the date on which the shareholders of the Company approve the proposed Buyback will be declared approving the Buyback, and having regard to the Board's intentions with respect to the management of the 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 this Board Meeting until a period of one year from the date on which the shareholders of the Company approve the proposed Buyback;

c) that in forming its opinion aforesaid, the Board has taken into account the liabilities as if the Company were being wound up under the provisions of the Companies Act and the Insolvency and Bankruptcy Code, 2016 (including prospective and contingent liabilities).

Resolved further that the Board is of the view that the healthy cash flows that the Company has been able to consistently generate, the future projected cash flows of the Company and the anticipated funds required for capital expenditure and working capital to meet the expected future growth of the Company, the Buyback will help the Company achieve the following objectives:

a) optimizing returns to shareholders;

b) enhancing overall shareholders value; and

c) optimize the capital structure of the Company.

The overall objectives will be achieved through the Buyback and may lead to reduction in outstanding shares, improvement in earnings per share and enhanced return on invested capital. The Buyback will not in any manner impair the ability of the Company to pursue growth opportunities or meet its cash requirements for business operations.

Resolved further that the Board hereby confirms that:

a) All the Equity Shares for Buyback are fully paid-up;

b) That the Company, as per provisions of Section 68(8) of the Companies Act and Regulation 24(i)(f) of the Buyback Regulations shall not make further issue of the same kind of Equity Shares or other specified securities for a period of one year after the completion of the Buyback except by way of bonus shares or where the Equity Shares are 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;

c) the Company shall not Buyback locked-in Equity Shares and non-transferable Equity Shares till the pendency of the lock-in or till the Equity Shares become transferable;

d) that the Company shall not Buyback its Equity Shares from any person through negotiated deal whether on or off the Stock Exchanges or through spot transactions or through any private arrangement in the implementation of the Buyback;

e) that the promoters and the persons in control of the Company shall not deal in the shares of the Company in stock exchange, or off-market, including inter-se transfer among the Promoters from date of passing this Board resolution till the date of closing of the Buyback;

f) the Company shall not purchase equity shares under the Buyback from the promoters or persons in control of the Company;

g) the Company may purchase equity shares under the Buyback from the key managerial personnel of the Company;

h) that the Company shall not issue any shares or other specified securities including by way of bonus till the date of closure of the offer made under the Buyback Regulations;

i) that the Company shall not withdraw the offer to Buyback after the draft letter of offer in relation to the Buyback is filed with the Securities and Exchange Board of India;

j) that the Equity Shares bought back under the Buyback shall be cancelled and will not be held for re-issuance;

k) that the Company will pay the Buyback consideration only by way of cash;

l) that the debt equity ratio of the Company after the Buyback will be within the limit of 2:1 as prescribed under the Companies Act;

m) that there are no defaults subsisting in the repayment of deposits, redemption of debentures or preference shares or repayment of term loans to any financial institutions or banks;

n) that the Company has been in compliance with Sections 92, 123, 127 and 129 of the Companies Act;

o) that funds borrowed from banks and financial institutions will not be used for the Buyback;

p) there is no pendency of any scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Companies Act;

q) that the aggregate amount of the Buyback i.e. not exceeding Rs. 25,34,92,800/- (Rupees Twenty Five Crore Thirty Four Lakhs Ninety Two Thousand and Eight Hundred Only) does not exceed 25% of the aggregate of the fully paid-up Equity Share capital and free reserves, of the Company as per the latest audited standalone balance sheet of the Company as on March 31, 2018;

r) that the maximum number of Equity Shares proposed to be purchased under the Buyback i.e. 4,60,896 (Four lakhs Sixty thousand Eight hundred and Ninety Six) Equity Shares, does not exceed 4.3% of the total number of Equity Shares in the paid-up Equity Share capital as per the audited standalone balance sheet as on March 31, 2018;

s) That the ratio of the aggregate of secured and unsecured debts owed by the Company shall not be more than twice the paid-up Equity Share capital and free reserves after the Buyback.

Resolved further that no information / material likely to have a bearing on the decision of investors has been suppressed / withheld and / or incorporated in the manner that would amount to mis-statement / misrepresentation and in the event of it transpiring at any point of time that any information / material has been suppressed / withheld and / or amounts to a mis-statement / misrepresentation, the Board of Directors and the Company shall be liable for penalty in terms of the provisions of the Companies Act and the Buyback Regulations.

Resolved further that ICICI Securities Limited, be and is hereby appointed as the lead manager to the Buyback in accordance with the terms of the Buyback Regulations, on such terms and conditions as may be mutually agreed between the lead manager and the Company.

Resolved further that ICICI Securities Limited, be and is hereby appointed as the registered broker to the Company to facilitate the process of the Buyback of Equity Shares through the tender offer on such terms and conditions as may be mutually agreed between the broker and the Company, and the Company do hereby open a broking account with the broker for the purposes of the Buyback.

Resolved further that Shardul Amarchand Mangaldas & Co, Advocates, be and is hereby appointed as the legal counsel to the Buyback on such terms and conditions as may be mutually agreed between the Indian Legal Counsel and the Company.

Resolved further that the common seal of the Company, if necessary, may be affixed in terms of the Articles of Association of the Company to such documents as are required to be so affixed for the purposes of the Buyback.

Resolved that Mr. Balaji Viswanathan, Managing Director & CEO, Prof. K. Kumar, Deputy Chairman & Director, Prof. S. Rajagopalan, Director, Mr. Rajiv Kuchhal, Director, Mr. Desikan Narayanan, Chief Financial Officer and Mr. S. Sampath Kumar, Company Secretary and Compliance Officer, be and are hereby jointly and / or severally authorized to make the necessary application to any statutory, regulatory or governmental authorities as may be required under applicable law and to sign, execute, seal and endorse all such papers, deeds, documents, agreements and forms, which are necessary and incidental, and further to do all such acts and deeds, matters and things that may be required in connection with the Buyback or for matters incidental thereto, filling all such documents, decelerations, undertakings with appropriate authorities and completing such other formalities as may be required for the Buyback, and to give effect to the abovementioned resolutions.

Resolved that a Committee be and is hereby formed as "Buyback Committee" consisting of Mr. Balaji Viswanathan, Managing Director & CEO, Prof. K. Kumar, Deputy Chairman and Director, Prof. S. Rajagopalan, Director and Mr. Rajiv Kuchhal, Director, of the Company and the Buyback Committee be and are hereby jointly and / or severally authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, usual or proper, as it may consider to be in the best interests of the shareholders, including but not limited to:

a) finalizing the terms of the Buyback including the mechanism for the Buyback, Record Date, entitlement ratio, schedule of activities, opening and closing date of the Buyback, time frame for completion of the Buyback and the final Buyback Price;

b) opening, operating and closing of all necessary accounts including bank accounts, depository account (including escrow) as per applicable law for the purpose of payment, and, authorizing persons to operate the said accounts;

c) entering into escrow arrangements as may be required in terms of the Buyback Regulations;

d) arranging for bank guarantees as may be necessary for the Buyback in accordance with applicable law;

e) preparation, finalisation, signing and filing of public announcement, the draft letter of offer/ letter of offer with the SEBI, Registrar of Companies, Chennai, the Stock Exchanges and other appropriate authority(ies);

f) signing, executing and delivering such other documents, deeds and writings and to do all such acts, matters and things as it may, in its absolute discretion deem necessary, expedient or proper, to be in the best interest of the shareholders for the implementation of the Buyback, and to initiate all necessary actions for preparation and issue of various documents and such other undertakings, agreements, papers, documents and correspondence as may be necessary for the implementation of the Buyback to the SEBI, Reserve Bank of India, Registrar of Companies, Chennai, stock exchanges, depositories and/or other appropriate authorities;

g) completing any process or requirements to procure approval of the members of the Company for the proposed Buyback during the postal ballot process;

h) approving the explanatory statement to be annexed to the meeting of the shareholders of the Company in relation to the proposed Buyback, if required;

i) appointment of lawyers, bankers, depository participants and other intermediaries, agencies, advisors, advertising agencies, consultants or representatives and to decide and settle the remuneration for all such intermediaries/ agencies/ persons, including by the payment of commission, brokerage, fee, charges etc and enter into agreements/ letters in respect thereof;

j) determining limits on the participation of the promoters of the Company in the Buyback, if any;

k) making all necessary applications, providing all necessary information and documents to, and representing the Company before third parties, including, statutory auditors, in relation to the Buyback;

l) taking all actions for obtaining all necessary certificates and reports from statutory auditors and other third parties as required under applicable law;

m) taking all actions for extinguishment of dematerialised shares and physical destruction of the share certificates in respect of the Equity Shares bought back by the Company;

n) proposing the final acceptance of shares tendered under the Buyback process;

o) proposing and accepting any change(s) or modification(s) in the Buyback mechanism and the documents connected with the said Buyback including declaring a reduction/extension of the Buyback offer period, as may be deemed fit and necessary in compliance with applicable law;

p) dealing with stock exchanges (including their clearing corporations), where the equity shares of the Company are listed, and to sign, execute, and deliver such documents as may be necessary or desirable in connection with implementing the Buyback using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI vide 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 for Takeovers, Buy Back and Delisting of Securities" as prescribed under the SEBI Circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016;

q) settling and resolve any queries or difficulties raised by SEBI, stock exchanges, ROC and any other authorities whatsoever in connection to any matter incidental to and ancillary to the Buyback;

r) any other action as may be necessary for the completion of the Buyback; and

s) delegation of all or any of the authorities conferred above to any executive, officer and/or representative of the Company, in order to give effect to the Buyback.

Resolved further that the Buyback Committee be and is hereby authorised to delegate all or any of the authorities conferred on it to any Director(s) / Officer(s) / Authorised Representative(s) of the Company.

Resolved further that the quorum for any meeting of the Buyback Committee for implementing the Buyback shall be any two members.

Resolved further that the Company Secretary of the Company shall act as Secretary of the Buyback Committee.

Resolved further that for the purpose of giving effect to this resolution, the Buyback Committee be and is hereby authorised to give such directions as may be necessary or desirable and to settle any questions or difficulties whatsoever that may arise in relation to the Buyback.

Resolved further that Mr. Balaji Viswanathan, Managing Director & CEO and Mr. S. Sampath Kumar, Company Secretary and Compliance Officer of the Company, be and are hereby severally authorised to file necessary e-form with the Registrar of Companies, Chennai and to do all such acts, deeds and things as may be necessary to give effect to the above resolution.

Resolved further that nothing contained herein shall confer any right on any shareholder to offer and/or any obligation on the Company or the Board to buyback any Equity Shares, and/or impair any power of the Company or the Board to terminate any process in relation to such buyback, if so permissible by law.

Resolved further that a certified true copy of this resolution, if necessary, be forwarded by the signature of any one of the aforesaid authorized persons to all such concerned departments and authorities."

5. DETAILS OF THE PUBLIC ANNOUNCEMENT

5.1 In accordance with Regulation 7(i) of the Buyback Regulations, the Company has made the Public Announcement dated March 29, 2019, which was published in the following newspapers on April 1, 2019:

Sr. No.	Name of the Newspaper	Language	Edition
1.	Financial Express	English	All editions
2.	Janasatta	Hindi	All editions
3.	Makkal Kural	Tamil	Chennai

5.2 The Public Announcement was issued within 2 (two) Working Days from the date of passing the special resolution by the Equity Shareholders approving the Buyback through postal ballot, the results of which were declared on March 28, 2019.

5.3 The Company will publish further notices or corrigenda, if any, in the abovementioned newspapers.

5.4 A copy of the Public Announcement is available on the SEBI website at www.sebi.gov.in and on the website of the Company at www.sqs-bfsi.com.

6. DETAILS OF THE BUYBACK

6.1 The Buyback has been authorized by a resolution of the Board of Directors on January 31, 2019. The Board had sought approval of the shareholders of the Company for Buyback, by a special resolution, through notice of postal ballot dated February 11, 2019 ("**Postal Ballot Notice**"), the results of which were announced on March 28, 2019. The shareholders of the Company have approved the Buyback by special resolution through postal ballot process. The details of the Buyback are set out below:

Name of the Company	SQS India BFSI Limited*
Maximum number of Equity Shares proposed to be bought back pursuant to the Buyback.	The Company proposes to buyback not exceeding 4,60,896 (Four Lakhs Sixty Thousand Eight Hundred and Ninety Six) fully paid-up Equity Shares of face value of ₹ 10 (Rupees Ten only) each of the Company.
Number of Equity Shares proposed to be bought back pursuant to the Buyback as a percentage of the existing paid-up equity share capital of the Company.	The Equity Shares to be bought back pursuant to the Buyback represents 4.30% of the total paid-up Equity Share capital.
Buyback Offer Price.	The Equity Shares of the Company are proposed to be bought back at a price of ₹ 550 (Rupees Five hundred and Fifty only) per Equity Share.
Applicable regulations of SEBI and provisions of the Act, in accordance with which the Buyback is made.	The Buyback is being undertaken in terms of Chapter III of the Buyback Regulations through a tender offer route and in accordance with other applicable provisions of the Buyback Regulations, the SEBI Circulars and Sections 68, 69 and 70 and other applicable provisions, if any, of the Act, and the applicable rules framed thereunder, including the Share Capital Rules.
Methodology for the Buyback.	The Buyback is on a proportionate basis through the "Tender Offer" route, as prescribed under the Buyback Regulations and in accordance with the "Mechanism for acquisition of shares through Stock Exchanges" as prescribed under the SEBI Circulars. For the purposes of this Buyback, BSE will be the Designated Stock Exchange and will provide the acquisition window for facilitating tendering of Equity Shares under the Buyback.
Maximum amount to be expensed towards the Buyback and its percentage with respect to the total paid-up equity share capital and free reserves and percentage with respect to net worth of the Company.	The maximum amount require for Buyback will not exceed ₹ 25,34,92,800 (Rupees Twenty Five Crores Thirty Four Lakhs Ninety Two Thousand Eight Hundred Only) (excluding any expenses incurred or to be incurred for the buyback like filing fee payable to the SEBI, advisors' fees, public announcement publication expenses, printing and dispatch expenses, transaction costs viz. brokerage, applicable taxes such as securities transaction tax, goods and services tax, stamp duty, etc.). 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 statutory

	limit of 25% of the total fully paid-up share capital and free reserves prescribed under the Companies Act and the Buyback Regulations.
Shareholding of the Promoter and its percentage with respect to the total paid-up equity share capital of the Company.	Please refer to Paragraph 13 (Capital Structure and Shareholding Pattern) of this Draft Letter of Offer, for details of the shareholding of the Promoter and its percentage with respect to the total paid-up Equity Share capital of the Company.
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.
Promoter's shareholding after the completion of the Buyback.	Please refer to the Paragraph 13 (Capital Structure and Shareholding Pattern) of this Draft Letter of Offer, for details of the shareholding of the Promoter following completion of the Buyback.

**Pursuant to a board resolution dated February 11, 2019 and a special resolution passed by the Equity Shareholders through a postal ballot notice dated February 11, 2019, the results of which were declared on March 28, 2019, the name of the Company is proposed to be further changed from "SQS India BFSI Limited" to "Expleo Solutions Limited". In this regard, the Company has filed its application vide Form INC-24 with the Ministry of Corporate Affairs on April 5, 2019 for approval of the Central Government and the Company has received an 'in-principle' approval from BSE vide its letter no. DCS/NC/SP/IP/1331/2018-19 dated March 8, 2019 and NSE vide its letter no. NSE/LIST/81 dated March 11, 2019. Accordingly, the aforesaid change in name of the Company, remains subject to its receipt of, the fresh certificate of incorporation from the Ministry of Corporate Affairs and the final approval from BSE and NSE.*

6.2 The Company confirms that after the completion of the Buyback, the non-promoter shareholding of the Company shall not fall below the minimum level required as per Regulation 38 of the LODR Regulations.

7. AUTHORITY FOR THE BUYBACK

7.1 This Buyback is in accordance with Article 135 of the Articles of Association of the Company, Sections 68, 69 and 70 of the Companies Act, the applicable rules framed thereunder including the Share Capital Rules and other applicable provisions, if any, of the Companies Act and the Buyback Regulations.

7.2 This 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 SEBI and the Stock Exchanges.

7.3 This Buyback has been duly authorised by a resolution of the Board of Directors dated January 31, 2019. Further, the Buyback has been authorised by the Equity Shareholders by a special resolution through postal ballot (including e-voting) in accordance with the provisions of Section 110 of the Act read with Rule 22 of the Management Rules, the results of which were announced on March 28, 2019.

8. NECESSITY OF THE BUYBACK

8.1 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 Crores Thirty Four Lakhs Ninety Two Thousand Eight Hundred Only) for returning to the members holding equity shares of the Company through the Buyback.

8.2 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 Crores 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:

(i) 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;
(ii) 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";
(iii) 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;

(iv) 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

(v) 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.

8.3 Assuming full acceptance, the funds deployed by the Company towards the Buyback would be approximately ₹ 25,34,92,800 (Rupees Twenty Five Crores 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.

9. MANAGEMENT DISCUSSION AND ANALYSIS OF THE LIKELY IMPACT OF THE BUYBACK ON THE COMPANY

9.1 The Company believes that the Buyback is not likely to cause any material impact on the profitability or earnings of the Company except to the extent of reduction in the amount available for investment, which the Company could have otherwise deployed towards generating investment income. Assuming full response to the Buyback, the funds deployed by the Company towards the Buyback would not exceed ₹ 25,34,92,800 (Rupees Twenty Five Crores Thirty Four Lakhs Ninety Two Thousand Eight Hundred Only), excluding any expenses incurred or to be incurred for the buyback like filing fee payable to the SEBI, advisors' fees, public announcement publication expenses, printing and dispatch expenses, transaction costs viz. brokerage, applicable taxes such as securities transaction tax, goods and services tax, stamp duty, etc.

9.2 In terms of the Buyback Regulations, under the tender offer route, a promoter has the option to participate in a buyback. However, in this 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 this Buyback.

9.3 Assuming response to the Buyback is to the extent of 100% (full acceptance) from all the Eligible Shareholders up to their entitlement, the aggregate shareholding of the Promoter after the completion of the Buyback shall increase to 56.17% of the post-Buyback total paid-up Equity Share capital of the Company from 53.75% of the pre-Buyback total paid-up Equity Share capital of the Company, and the aggregate public shareholding of the Company shall decrease to 43.83% of the post-Buyback total paid-up Equity Share capital of the Company from 46.25% of the pre-Buyback total paid-up Equity Share capital of the Company.

9.4 The Buyback shall not result in a change in control or otherwise affect the existing management structure of the Company.

9.5 Consequent to the Buyback and based on the number of Equity Shares bought back from the Non-Resident Shareholders, Indian financial institutions, banks, mutual funds and the public including other bodies corporate, the shareholding of each such person shall undergo a change.

9.6 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, in accordance with the Act, even if the response to the Buyback is to the extent of 100% (full acceptance).

9.7 The Company believes that the Buyback will not impact the growth opportunities of the Company.

9.8 The Company shall not raise further capital for a period of 1 (one) year from the closure of the Buyback except in discharge of its subsisting obligations.

9.9 The Company shall not issue new Equity Shares or other specified securities (including by way of a bonus) till the date of closure of the Buyback.

9.10 The Promoter shall not deal in the Equity Shares of the Company in the Stock Exchanges or off-market, including any inter se transfer of Equity Shares amongst the promoters / promoter group for the period between the date of passing of the special resolution and the date of the closure of the Buyback in accordance with the Buyback Regulations.

9.11 Salient financial parameters pursuant to the Buyback based on the audited standalone and consolidated financial statements and the unaudited limited review standalone and consolidated financial results of the Company are set out below:

Parameter (based on audited financial statements for year ended March 31, 2018)	**Standalone**		**Consolidated**	
	Pre Buyback	**Post Buyback**	**Pre Buyback**	**Post Buyback**
Net worth (₹ in million)	1,013.97	751.58	1,285.96	1,023.56
Return on net worth (%)[(1)]	28%	36%	25%	30%

Parameter (based on audited financial statements for year ended March 31, 2018)	Standalone		Consolidated	
	Pre Buyback	Post Buyback	Pre Buyback	Post Buyback
Earnings Per Equity Share (₹)[2]	26.19	26.46	29.90	30.33
Book Value Per Equity Share (₹)[3]	94.67	73.33	120.07	99.86
Price / Earnings ratio (times) [4]	18.36	18.18	16.08	15.86
Total debt equity ratio (times)	-	-	-	-

Notes:

(1) Return on Net worth = Profit after tax of relevant period / Net worth at the end of relevant period.

(2) Earnings per Equity Share = Profit after tax / Number of weighted average equity shares.

(3) Book Value per Equity Share = Net worth (Excluding revaluation reserves and miscellaneous expenditure to the extent not written off, if any) at the end of relevant period / Number of shares outstanding at the end of relevant period

(4) Price/Earnings ratio is calculated as closing market price of the Equity Share on NSE on the last trading day of the relevant period, divided by Earnings per Equity Share for the relevant period on pre and post Buyback basis.

Parameter (based on unaudited limited reviewed financial results for nine months period December 31, 2018)	Standalone		Consolidated	
	Pre Buyback	Post Buyback	Pre Buyback	Post Buyback
Net worth (₹ in million)	988.47	726.08	1,295.16	1,032.76
Return on net worth (%)[1]	24%	31%	21%	25%
Earnings Per Equity Share (₹)[2]	21.84	21.95	25.08	25.34
Book Value Per Equity Share (₹)[3]	92.27	70.82	120.89	100.73
Price / Earnings ratio (times) [4]	20.71	20.60	18.03	17.85
Total debt equity ratio (times)	-	-	-	-

Notes:

(1) Return on Net worth = Profit after tax of relevant period / Net worth at the end of relevant period. Return on Net worth for nine months ended December 31, 2018 has not been annualised.

(2) Earnings per Share = Profit after tax / Number of weighted average equity shares. Earnings per Share for nine months ended December 31, 2018 has not been annualised.

(3) Book Value per Share = Net worth (Excluding revaluation reserves and miscellaneous expenditure to the extent not written off, if any) at the end of relevant period / Number of shares outstanding at the end of relevant period

(4) Price/Earnings ratio is calculated as closing market price of the Equity Share on NSE on the last trading day of the relevant period, divided by Earnings per Equity Share for the relevant period on pre and post Buyback basis.

10. BASIS OF CALCULATING THE BUYBACK OFFER PRICE

10.1 The Equity Shares are proposed to be bought back at a price of ₹ 550 (Rupees Five hundred and Fifty only) per share ("**Buyback Offer Price**"). The Buyback Offer Price has been arrived at after considering various factors such as the average closing price of the Equity Shares on the 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.

10.2 The Buyback Offer Price represents:

(i) premium of 30.5% and 29.7% over the closing price of the Equity Share on BSE and NSE, respectively, as 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

(ii) premium of 22.19% and 21.95% to the volume weighted average market price of the Equity Share 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.

11. SOURCES OF FUNDS FOR THE BUYBACK

11.1 Assuming full acceptance, the funds that would be employed by the Company for the purpose of the Buyback of 4,60,896 (Four Lakhs Sixty Thousand Eight Hundred and Ninety Six) Equity Shares at a price of ₹ 550 (Rupees Five

hundred and Fifty only) per Equity Share would be ₹ 25,34,92,800 (Rupees Twenty Five Crores Thirty Four Lakhs Ninety Two Thousand Eight Hundred Only) excluding any expenses incurred or to be incurred for the buyback like filing fee payable to the SEBI, advisors' fees, public announcement publication expenses, printing and dispatch expenses, transaction costs viz. brokerage, applicable taxes such as securities transaction tax, goods and services tax, stamp duty, etc.

11.2 The funds for the implementation of the Buyback will be sourced out of the free reserves of the Company and/or such other source as may be permitted by the Buyback Regulations or the Act.

11.3 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.

11.4 The funds borrowed by the Company, if any, from banks and financial institutions will not be used for the Buyback.

11.5 The Company confirms that 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.

12. DETAILS OF THE ESCROW ACCOUNT AND THE AMOUNT TO BE DEPOSITED THEREIN

12.1 In accordance with Regulation 9(xi) of the Buyback Regulations, an escrow agreement ("**Escrow Agreement**") will be entered into amongst the Company, the Manager and the Escrow Agent on [●].

12.2 In accordance with the Buyback Regulations and pursuant to the Escrow Agreement, the Company will open an Escrow Account in the name and style "[●]" bearing account number [●] with the Escrow Agent, namely, [●] having its registered office at [●]. In accordance with Regulation 9(xi) of the Buyback Regulations, the Company proposes to deposit the applicable amount in the Escrow Account and/or arrange for a bank guarantee issued in favour of the Manager to the Buyback and/or deposit of acceptable securities with appropriate margin with the Manager on or before the Buyback Opening Date. In accordance with the Buyback Regulations, the Manager to the Buyback will be empowered to operate the Escrow Account and bank guarantee. Such bank guarantee shall be valid until 30 (Thirty) days after the expiry of Buyback period i.e. until [●]. In accordance with the Buyback Regulations, in case the Escrow Account consists of securities, the Manager will be empowered to realise the value of such Escrow Account by sale or otherwise and if there is any deficit on realisation of the value of the securities, the Manager shall be liable to make good any such deficit.

12.3 M/s. Kalyaniwalla & Mistry LLP (Partner's Name: Farhad M. Bhesania; Membership Number: 127355; Firm Registration Number: 104607W/W100166), Chartered Accountants, having its office at Esplanade House, 29, Hazarimal Somani Marg, Fort, Mumbai – 400 001. (Tel: +91 022 6158 6200, 6158 7200; Fax: +91 022 6158 6200, 6158 6275), has certified vide its certificate dated January 31, 2019 that the Company has adequate funds for the purposes of the Buyback of 4,60,896 (Four Lakhs Sixty Thousand Eight Hundred and Ninety Six) Equity Shares at a price of ₹ 550 (Rupees Five hundred and Fifty only) per Equity Share.

12.4 Based on the aforementioned certificate, the Manager to the Buyback confirms that they are satisfied that firm arrangements for fulfilling the obligations under the Buyback are in place and that the Company has the ability to implement the Buyback in accordance with the Buyback Regulations.

13. CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

13.1 The present capital structure of the Company as on the date of the Public Announcement is set out below:

Sr. No.	Particulars	Aggregate value at face value of ₹ 10 each (in ₹ million)
A	**AUTHORISED SHARE CAPITAL**	
	1,20,00,000 Equity Shares	1,20.00
B	**ISSUED, SUBSCRIBED AND FULLY PAID-UP SHARE CAPITAL**(1)	
	1,07,13,381 Equity Shares	107.13

13.2 Assuming full acceptance in the Buyback (i.e. of 4,60,896 (Four Lakhs Sixty Thousand Eight Hundred and Ninety Six) Equity Shares), the capital structure of the Company post Buyback would be as follows:

Sr. No.	Particulars	Aggregate value at face value of ₹ 10 each (in ₹ million)
A	**AUTHORISED SHARE CAPITAL**	
	1,20,00,000 Equity Shares	1,200.00
B	**ISSUED, SUBSCRIBED AND FULLY PAID-UP SHARE CAPITAL**	
	1,02,52,485 Equity Shares	1,025.25

13.3 The Company has not undertaken any Buyback in the last three years.

13.4 The Company confirms that there are no partly paid-up equity shares or calls in arrears and it does not have any convertible securities.

13.5 There is no pending scheme of amalgamation or compromise or arrangement pursuant to any provisions of the Act.

13.6 The shareholding pattern of the Company (i) pre-Buyback as on the date of Public Announcement; and (ii) after the completion of the Buyback is set out below:

Category	Pre-Buyback		Post-Buyback#	
	Number of Equity Shares	% of Shareholding	Number of Equity Shares	% of Shareholding
Promoter and Promoter Group	57,58,804	53.75	57,58,804	56.17
Foreign Investors (including Non Resident Indians / FIIs / FPIs / Foreign Nationals / OCBs)	9,170	0.09	44,93,681	43.83
Financial Institutions / Banks / NBFCs and Mutual Funds / Insurance Companies	3,55,395	3.32		
Others (Resident Individuals, Bodies Corporate, Clearing Members, Trust, and HUF)	45,90,012	42.84		
Total	**1,07,13,381**	**100.00**	**1,02,52,485**	**100.00**

 # Assuming full acceptance of 4,60,896 Equity Shares in the Buyback as per the Buyback Entitlement.

13.7 The aggregate shareholding of (i) the Promoter and Promoter Group; (ii) directors of the Promoter companies; and (iii) the Directors and Key Managerial Personnel of the Company as on the date of Postal Ballot Notice i.e. February 11, 2019 and date of Public Announcement i.e. March 29, 2019:

Aggregate shareholding of the Promoter and Promoter Group as on the date of Postal Ballot Notice and Public Announcement:

Sr. No.	Name	Number of Equity Shares Held	% Shareholding
1.	SQS Software Quality Systems AG (Promoter)	57,58,804	53.75%

Aggregate shareholding of the directors of the Promoter companies as on as on the date of Postal Ballot Notice and Public Announcement:

Nil

Aggregate shareholding of the Directors and Key Managerial Personnel of the Company as on the date of Postal Ballot Notice and Public Announcement:

Sr. No.	Name	Designation	Number of Equity Shares held	% Shareholding
1.	Rajiv Kuchhal	Director	67,692	0.63%
2.	K Kumar	Director	11,000	0.10%

Sr. No.	Name	Designation	Number of Equity Shares held	% Shareholding
3.	S Rajagopalan	Director	1,000	0.01%
4.	Phani Tangirala	Key Managerial Personnel	17,320	0.16%
5.	S. Sampath Kumar	Key Managerial Personnel – Company Secretary and Compliance Officer	5	0.00%

13.8 Aggregate Equity Shares purchased or sold by (i) Promoter and Promoter Group; (ii) directors of the Promoter companies; and (iii) Directors & Key Managerial Personnel of the Company during a period of 12 (twelve) months preceding the date of the Public Announcement i.e. March 29, 2019:

i. Aggregate of Equity Shares purchased or sold by the Promoter and Promoter Group: Nil

ii. Aggregate Equity Shares purchased or sold by the directors of the Promoter companies: Nil

iii. Aggregate Equity Shares purchased or sold by the Directors and Key Managerial Personnel of the Company: Nil

14. BRIEF INFORMATION OF THE COMPANY

14.1 The Company was initially incorporated on June 08, 1998 as "Relliant Global Services (India) Private Limited" as a private limited company under the Companies Act, 1956. The name of the Company was subsequently changed to "Thinksoft Global Services Private Limited" and a fresh certificate of incorporation was obtained by the Company on December 17, 1999. The Company was converted into a public limited company with effect from August 19, 2008 and the name of the Company was accordingly changed to "Thinksoft Global Services Limited". The name of the Company was further changed to "SQS India BFSI Limited" with effect from August 05, 2014. The registered office of the Company is situated at 6A, Sixth Floor, Prince Infocity II, No. 283/3 & 283/4, Rajiv Gandhi Salai (OMR), Kandanchavadi, Chennai – 600 096, Tamil Nadu, India.

14.2 Pursuant to a board resolution dated February 11, 2019 and a special resolution passed by the Equity Shareholders through a postal ballot notice dated February 11, 2019, the results of which were declared on March 28, 2019, the name of the Company is proposed to be further changed from "SQS India BFSI Limited" to "Expleo Solutions Limited". In this regard, the Company has filed its application vide Form INC-24 with the Ministry of Corporate Affairs on April 5, 2019 for approval of the Central Government and the Company has received an 'in-principle' approval from BSE vide its letter no. DCS/NC/SP/IP/1331/2018-19 dated March 8, 2019 and NSE vide its letter no. NSE/LIST/81 dated March 11, 2019. Accordingly, the aforesaid change in name of the Company, remains subject to its receipt of, the fresh certificate of incorporation from the Ministry of Corporate Affairs and the final approval from BSE and NSE.

14.3 The Company is engaged in the business of information technology services, more specifically independent software testing (validation and verification) services, exclusively to the banking, financial services, insurance and financial technology industries worldwide.

14.4 For the financial year ended March 31, 2018, the Company has reported total revenue of ₹ 2,838.02 million as against ₹ 2,609.27 million for the financial year ended March 31, 2017 on a standalone basis, recording an increase of 8.76%. The Company reported ₹ 280.07 million as profit for the financial year March 31, 2018 against ₹ 223.86 million during for the financial year ended March 31, 2017.

14.5 The Equity Shares of the Company are listed on NSE (Code: SQSBFSI) and BSE (Security Code: 533121).

14.6 Details of the changes in share capital of the Company since incorporation are as follows:

Date of Issue/Allotment	No. of Equity Shares	Face Value (₹)	Issue Price (₹)	Consideration in cash / other than cash	Nature of allotment	Cumulative No. of Equity Shares	Cumulative Equity Share Capital (₹)
July 08, 1998	200	10	10	Cash	Subscription to memorandum	200	2,000
March 26, 2000	1,07,653	10	10	Cash	Fresh allotment	1,07,853	10,78,530
March 26, 2000	2,347	10	10	Cash	Fresh allotment	1,10,200	11,02,000
June 16, 2000	25,000	10	712.5	Cash	Fresh allotment	1,35,200	13,52,000
August 03, 2000	6,000	10	712.5	Cash	Fresh allotment	1,41,200	14,12,000
March 14, 2001	1,143	10	712.5	Cash	Fresh allotment	1,42,343	14,23,430
March 24, 2001	30,000	10	1,100	Cash	Fresh allotment	1,72,343	17,23,430
July 30, 2001	43,14,120	10	0	Bonus	Bonus in the ratio of	44,86,463	4,48,64,630

Date of Issue/Allotment	No. of Equity Shares	Face Value (₹)	Issue Price (₹)	Consideration in cash / other than cash	Nature of allotment	Cumulative No. of Equity Shares	Cumulative Equity Share Capital (₹)
					40:1		
July 30, 2001	25,79,600	10	0	Bonus	Bonus in the ratio of 40:1	70,66,063	7,06,60,630
April 08, 2003	1,620	10	10	Cash	Employee stock options	70,67,683	7,06,76,830
October 19, 2006	1,76,962	10	10	Cash	Employee stock options	72,44,645	7,24,46,450
December 19, 2007	4,18,058	10	32	Cash	Preferential allotment	76,62,703	7,66,27,030
September 12, 2008	6,220	10	10	Cash	Employee stock options	76,68,923	7,66,89,230
September 12, 2008	1,62,500	10	32	Cash	Employee stock options	78,31,423	7,83,14,230
September 17, 2008	5,43,878	10	0	Bonus	Bonus in the ratio of 1:9	83,75,301	8,37,53,010
September 17, 2008	3,26,278	10	42.55	Cash	Preferential allotment	87,01,579	8,70,15,790
September 17, 2008	2	10	42.55	Cash	Residuary fractional entitlements	87,01,581	8,70,15,810
October 14, 2009	13,50,000	10	125.00	Cash	Initial public offering	1,00,51,581	10,05,15,810
January 24, 2013	72,100	10	38.05	Cash	Employee stock options	1,01,23,681	10,12,36,810
April 25, 2013	4,800	10	38.05	Cash	Employee stock options	1,01,28,481	10,12,84,810
July 25, 2013	22,800	10	38.05	Cash	Employee stock options	1,01,51,281	10,15,12,810
October 17, 2013	20,300	10	38.05	Cash	Employee stock options	1,01,71,581	10,17,15,810
January 23, 2014	64,500	10	38.05	Cash	Employee stock options	1,02,36,081	10,23,60,810
January 23, 2014	31,600	10	114.70	Cash	Employee stock options	1,02,67,681	10,26,76,810
April 23, 2014	9,600	10	38.05	Cash	Employee stock options	1,02,77,281	10,27,72,810
April 23, 2014	24,468	10	114.70	Cash	Employee stock options	1,03,01,749	10,30,17,490
June 02, 2014	4,088	10	38.05	Cash	Employee stock options	1,03,05,837	10,30,58,370
July 24, 2014	25,500	10	38.05	Cash	Employee stock options	1,03,31,337	10,33,13,370
July 24, 2014	13,568	10	114.70	Cash	Employee stock options	1,03,44,905	10,34,49,050
October 30, 2014	14,100	10	38.05	Cash	Employee stock options	1,03,59,005	10,35,90,050
October 30, 2014	32,900	10	114.70	Cash	Employee stock options	1,03,91,905	10,39,19,050
January 22, 2015	82,500	10	38.05	Cash	Employee stock options	1,04,74,405	10,47,44,050
January 22, 2015	70,894	10	114.70	Cash	Employee stock options	1,05,45,299	10,54,52,990
April 23, 2015	16,500	10	114.70	Cash	Employee stock options	1,05,61,799	10,56,17,990
November 05, 2015	61,740	10	114.70	Cash	Employee stock options	1,06,23,539	10,62,35,390
January 28, 2016	15,210	10	114.70	Cash	Employee stock options	1,06,38,749	10,63,87,490
April 28, 2016	3,600	10	38.05	Cash	Employee stock options	1,06,42,349	10,64,23,490
April 28, 2016	22,400	10	114.70	Cash	Employee stock	1,06,64,749	10,66,47,490

Date of Issue/Allotment	No. of Equity Shares	Face Value (₹)	Issue Price (₹)	Consideration in cash / other than cash	Nature of allotment	Cumulative No. of Equity Shares	Cumulative Equity Share Capital (₹)
					options		
July 28, 2016	10,132	10	114.70	Cash	Employee stock options	1,06,74,881	10,67,48,810
February 02, 2017	5,000	10	114.70	Cash	Employee stock options	1,06,79,881	10,67,98,810
April 27, 2017	6,000	10	114.70	Cash	Employee stock options	1,06,85,881	10,68,58,810
July 27, 2017	2,250	10	114.70	Cash	Employee stock options	1,06,88,131	10,68,81,310
October 26, 2017	10,000	10	114.70	Cash	Employee stock options	1,06,98,131	10,69,81,310
January 25, 2018	12,250	10	114.70	Cash	Employee stock options	1,07,10,381	10,71,03,810
May 04, 2018	3,000	10	114.70	Cash	Employee stock options	1,07,13,381	10,71,33,810

14.7 The Board of Directors of the Company as on the date of the Public Announcement (i.e. March 29, 2019) was as under:

Sr. No.	Name, Qualification, Occupation, Age and DIN	Designation	Date of Joining/Appointment	Other Directorships/ Interests
1.	Rene Wolfgang Franz Gawron **Qualification**: Graduate Businessmen **Occupation:** Professional **Age:** 57 **DIN:** 06744645	Chairman & Director (Non-Executive)	December 27, 2013	a. Expleo Technology Germany AG b. SQS Software Quality Systems France SASU c. SQS USA Inc. d. Expleo Technology Ltd UK e. Expleo Italia S.P.A f. SQS Software Quality Systems (Schweiz) AG g. Expleo India Infosystems Pvt Ltd h. Trissential LLC i. Galmont Consulting LLC j. Double Consulting S.r.l., Italy k. Expleo Germany Holding GmbH l. SQS Software Quality Systems Nordic AB, Stockholm, Sweden m. SQS Software Quality Systems Finland OY, Espoo, Finland n. SQS Software Quality Systems Sweden AB, Stockholm, Sweden o. SQS Software Quality Systems Norway AS, Oslo, Norway
2.	Prof. K. Kumar **Qualification**: B. E. (Electrical & Electronics Engineering), Madurai Kamaraj University and PGDM and Fellowship (Doctoral level) from the Indian Institute of Management, Bengaluru	Deputy Chairman & Independent Director	September 17, 2008	IIITB Innovation Centre

Sr. No.	Name, Qualification, Occupation, Age and DIN	Designation	Date of Joining/Appointment	Other Directorships/ Interests
	Occupation: Professor **Age:** 61 **DIN**: 02343860			
3.	Balaji Viswanathan **Qualification**: BSc., Physics and CWA (I) **Occupation:** Professional **Age:** 47 **DIN**: 06771242	Managing Director and CEO	September 1, 2018	a. Expleo Solutions Pte. Ltd, Singapore b. Expleo Solutions UK Ltd., UK c. SQS BFSI Inc. USA d. SQS BFSI FZE. UAE
4.	Lilian Jessie Paul **Qualification**: B. E. (Computer Science and Engineering) from National Institute of Technology, Trichy and MBA from Indian Institute of Management, Calcutta **Occupation:** Business **Age:** 48 **DIN**: 02864506	Independent Director	October 30, 2014	a. Paul Writer Strategic Services Private Ltd. b. Gagglers Inc (Advisory) c. Icon Hospitality Private Limited d. Royal Orchid Hotels Limited e. Bajaj Consumer Care Limited
5.	Olivier Aldrin **Qualification**: Graduate, Neoma Business School (France) **Occupation:** Professional **Age:** 54 **DIN**: 08345218	Director (Non-Executive)	January 31, 2019	a. Expleo Groupe b. Expleo Groupe c. Expleo d. Assystem Talent International Management e. Expleo Canada Inc. f. Expleo US Inc. g. Assystem Engineering Consulting Co. Ltd. h. Moorhouse Consulting Ltd.
6.	Prof. S Rajagopalan **Qualification**: B. Tech (Chemical Engineering) from Indian Institute of Technology, Kanpur, PGDM from Indian Institute of Management, Bengaluru and PhD from Indian Institute of Technology, Kanpur **Occupation:** Professor **Age:** 63 **DIN**: 01584674	Independent Director	September 17, 2008	a. Spatial Data Private Limited b. Sustaintech India Private Limited
7.	Rajiv Kuchhal **Qualification**: B.E. (Electrical Engineering) from Indian Institute of Technology, Delhi **Occupation:** Advisor **Age:** 53 **DIN**: 02257381	Independent Director	September 21, 2011	a. DesiCrew Solutions Private Limited b. Invendis Technologies India Private Limited c. Ipomo Communications India Private Limited d. Hippocampus Learning Centres Private Limited e. Desicrew Services Kaup Private Limited f. Jatan Securities Private Limited g. Obopay Mobile Technology India Private Limited h. Ebhana Software and Services Private Limited i. Magnasoft Consulting India

Sr. No.	Name, Qualification, Occupation, Age and DIN	Designation	Date of Joining/Appointment	Other Directorships/ Interests
				Private Limited j. IQLECT Software Solutions Private Limited k. Transcendix Partners LLP l. Mark Partners LLP m. Comalpha Advisors LLP
8.	Ralph Gillessen **Qualification**: Bachelor of Business Administration, Germany **Occupation:** Professional **Age:** 49 **DIN**: 05184138	Director (Non-Executive)	August 9, 2018	a. Expleo Technology Germany AG b. Expleo India Infosystems Pvt Ltd c. SQS BFSI INC, USA d. SQS Group Management Consulting GmbH, Austria e. SQS Group Management Consulting GmbH, Germany f. Expleo Technology Egypt, Cairo, Egypt g. Expleo Technology Ltd UK h. Expleo Technology Ireland LTD., Dublin, Ireland i. Trissential LLC j. SQS Software Quality Systems Ges. mbH k. SQS BFSI FZE, UAE l. Expleo Germany GmbH m. Silver Atena GmbH n. Expleo Lightning solutions GmbH
9.	Ulrich Josef Paul Baumer **Qualification**: Qualified lawyer in Germany and in USA (New York) **Occupation:** Professional **Age:** 48 **DIN**: 06763831	Independent Director	December 27, 2013	Nil

14.8 The details of changes in the Board of Directors during the last 3 years preceding the date of the Public Announcement (i.e. March, 29, 2019) are as under:

Sr. No	Name	Appointment / Resignation / Cessation	Effective Date	Reason
1.	Olivier Aldrin	Appointment	January 31, 2019	Appointed as an Additional Director (Non-Executive)*
2.	Diederik Vos	Resignation	January 02, 2019	Personal reasons
3.	Balaji Viswanathan	Appointment	September 1, 2018	Appointed as a Managing Director and CEO
4.	Ralph Gillessen	Appointment	August 9, 2018	Appointed as an Additional Director (Non-Executive)*
5.	K. Ramaseshan	Resignation	July 17, 2018	Personal reasons
6.	David Bellin	Resignation	May 04, 2018	Personal reasons
7.	K. Ramaseshan	Appointment	January 25, 2018	Appointed as Executive Director
8.	Aarti Arvind	Resignation	January 25, 2018	Personal reasons
9.	Diederik Vos	Appointment	October 26, 2017	Appointed as Additional Director (Non-Executive)
10.	N. Vaidyanathan	Retirement	September 5, 2017	Superannuation

Sr. No	Name	Appointment / Resignation / Cessation	Effective Date	Reason
11.	Reji Thomas Cherian	Appointment	July 28, 2016	Appointed as Additional Director (Non-Executive)
12.	Reji Thomas Cherian	Resignation	April 27, 2017	Personal reasons

**Regularised as an non-executive director, pursuant to a special resolution passed by the Equity Shareholders through postal ballot notice dated February 11, 2019, the results of which were announced on March 28, 2019.*

14.9 The Buyback will not result in any benefit to any Directors of the Company / Promoter / person in control of the Company / group companies except to the extent of their intention to participate in the Buyback (if any) and actual participation in the Buyback and the change in their shareholding as per the response received in the Buyback, as a result of the extinguishment of Equity Shares which will lead to a reduction in the Equity Share capital of the Company, post Buyback.

15. FINANCIAL INFORMATION ABOUT THE COMPANY

15.1 The Company has adopted Indian Accounting Standards ("**Ind AS**") as notified under the Companies Act, 2013, from April 1, 2017 with the effective date of such transition being April 1, 2016.

15.2 The salient features of the financial information of the Company as extracted from the unaudited limited reviewed standalone and consolidated financial results of the Company for nine months ended December 31, 2018 and from the audited standalone and consolidated financial statements for last financial year ended March 31, 2018, prepared under Ind AS and from the audited standalone and consolidated financial statements for two financial years ended March 31, 2017 and March 31, 2016, prepared under erstwhile Indian Generally Accepted Accounting Principles ("**IGAAP**") are set out below:

(₹ in million)

Standalone				
Particulars	**Nine months period ended December 31, 2018 (Unaudited)** [(1)]	**As at and for the year ended**		
		FY 2018 (Audited)	**FY 2017 (Audited)**	**FY 2016 (Audited)**
Total Income[(2)]	2,212.74	2,844.91	2,609.27	2,692.54
Total Expenses (Incl. Interest and Depreciation)	1,844.36	2,415.18	2,263.78	2,193.83
Interest	0.31	2.87	1.96	1,090.28
Depreciation	40.88	55.36	51.77	40.30
Profit before tax	368.38	429.73	345.50	498.71
Provision for tax	134.43	149.66	121.63	180.07
Profit after tax	233.95	280.07	223.87	318.65
Equity Share Capital	107.13	107.10	106.80	106.39
Reserves & Surplus/Other Equity	881.34	906.87	932.12	1,020.57
Total Equity/ Networth	988.47	1,013.97	1,038.92	1,126.95
Total debt	-	-	-	-

Notes:

*(1) On adoption of Ind AS, the Company has opted to measure the changes in fair value of equity through Other Comprehensive Income ("**OCI**") and consequently, net gains realised on sale of such investments are classified under OCI and do not form part of Total Income.*

(2) Includes revenue from operations, Profit on sale of long term investments (net) and other income.

(₹ in million)

Consolidated				
Particulars	**Nine months period ended December 31, 2018 (Unaudited)** [(1)]	**As at and for the year ended**		
		FY 2018 (Audited)	**FY 2017 (Audited)**	**FY 2016 (Audited)**
Total Income[(2)]	2,217.03	2,844.99	2,610.10	2,706.32
Total Expenses (Incl. Interest and Depreciation)	1,807.70	2,365.85	2,239.83	2,144.29

Consolidated				
Particulars	**Nine months period ended December 31, 2018 (Unaudited)** [1]	**As at and for the year ended**		
		FY 2018	**FY 2017**	**FY 2016**
		(Audited)	**(Audited)**	**(Audited)**
Interest	0.31	2.87	1.96	425.34
Depreciation	41.05	55.50	51.96	40.50
Profit before tax	409.32	479.14	370.27	562.04
Provision for tax	140.67	159.38	132.14	193.04
Profit after tax	268.65	319.75	238.13	368.99
Equity Share Capital	107.13	107.10	106.80	106.39
Reserves & Surplus/Other Equity	1,188.02	1,178.85	1,164.43	1,238.60
Total Equity/ Networth	1,295.16	1,285.96	1,271.23	1,344.99
Total debt	-	-	-	-

Notes:

*(1) On adoption of Ind AS, the Company has opted to measure the changes in fair value of equity through Other Comprehensive Income ("**OCI**") and consequently, net gains realised on sale of such investments are classified under OCI and do not form part of Total Income.*

(2) Includes revenue from operations, Profit on sale of long term investments (net) and other income.

15.2 The financial ratios of the Company as extracted from the unaudited limited reviewed standalone and consolidated financial results of the Company for nine months ended December 31, 2018 and from the audited standalone and consolidated financial statements for last financial year ended March 31, 2018, prepared under Ind AS and from the audited standalone and consolidated financial statements for two financial years ended March 31, 2017 and March 31, 2016, prepared under erstwhile IGAAP are set out below:

(₹ in million, except per share data)

Standalone				
Particulars	**Nine months period ended December 31, 2018 (Unaudited)** [1]	**As at and for the year ended**		
		FY 2018	**FY 2017**	**FY 2016**
		(Audited)	**(Audited)**	**(Audited)**
Earnings per Share – Basic (₹)[2]	21.84	26.19	20.98	20.27
Earnings per Share – Diluted (₹)[2]	21.84	26.19	20.92	20.22
Book Value Per Share (₹)[3]	92.27	94.67	97.28	105.93
Return on Net worth (%)[4]	24%	28%	22%	28%
Debt-Equity ratio (In times)	-	-	-	-
Total Debt/ Net worth (In times)	-	-	-	-

Notes:

(1) Consequent upon adoption of Ind AS, the Company has measured its financial assets/liabilities at fair value and subsequently the ratios have been measured accordingly.

(2) Earnings per Share = Profit after tax / Number of weighted average equity shares. Earnings per Share for nine months ended December 31, 2018 has not been annualised.

(3) Book Value per Share = Net worth (Excluding revaluation reserves and miscellaneous expenditure to the extent not written off, if any) at the end of relevant period / Number of shares outstanding at the end of relevant period

(4) Return on Net worth = Profit after tax of relevant period / Net worth at the end of relevant period. Return on Net worth for nine months ended December 31, 2018 has not been annualised.

(₹ in million, except per share data)

Consolidated				
Particulars	**Nine months period ended December 31, 2018 (Unaudited)** [1]	**As at and for the year ended**		
		FY 2018	**FY 2017**	**FY 2016**
		(Audited)	**(Audited)**	**(Audited)**
Earnings per Share – Basic (₹)[2]	25.08	29.90	22.31	21.61

Consolidated				
Particulars	**Nine months period ended December 31, 2018 (Unaudited)** [(1)]	**As at and for the year ended**		
		FY 2018 (Audited)	**FY 2017 (Audited)**	**FY 2016 (Audited)**
Earnings per Share – Diluted (₹)[(2)]	25.08	29.90	22.26	21.56
Book Value Per Share (₹)[(3)]	120.89	120.07	119.03	126.42
Return on Net worth (%)[(4)]	21%	25%	19%	27%
Debt-Equity ratio (In times)	-	-	-	-
Total Debt/ Net worth (In times)	-	-	-	-

Notes:

(1) Consequent upon adoption of Ind AS, the Company has measured its financial assets/liabilities at fair value and subsequently the ratios have been measured accordingly.

(2) Earnings per Share = Profit after tax / Number of weighted average equity shares. Earnings per Share for nine months ended December 31, 2018 has not been annualised.

(3) Book Value per Share = Net worth (Excluding revaluation reserves and miscellaneous expenditure to the extent not written off, if any) at the end of relevant period / Number of shares outstanding at the end of relevantperiod

(4) Return on Net worth = Profit after tax of relevant period / Net worth at the end of relevant period. Return on Net worth for nine months ended December 31, 2018 has not been annualised.

15.2 The Company confirms that it will comply with the provisions of the Takeover Regulations, if applicable.

15.3 The Company confirms that it has complied with the provisions of Sections 68, 69 and 70 of the Act and all other provisions of the Act, as may be applicable to Company.

16. STOCK MARKET DATA

16.1 The Company's Equity Shares are listed on the BSE and NSE.

16.2 The high, low and average market prices in preceding three financial years (April to March period) and the monthly high, low and average market prices for the six months preceding the date of the Public Announcement (i.e. March 29, 2019) from and the corresponding volumes on the BSE and NSE is as follows:

NSE:

Period	**High**			**Low**			**Average (₹)**	**Total No. of Equity Shares Traded**
	High (₹)	**Date of High**	**No. of Equity Shares Traded**	**Low (₹)**	**Date of Low**	**No. of Equity Shares Traded**		
April 1, 2018 to March 31, 2019	584.65	10-May-18	282,343	387.15	23-Oct-18	2,465	473.77	2,690,330
April 1, 2017 to March 31, 2018	593.80	18-Dec-17	212,838	415.20	22-Aug-17	31,515	508.44	4,090,126
April 1, 2016 to March 31, 2017	1,193.25	12-May-16	31,552	518.70	21-Mar-17	72,894	840.50	4,079,394

Source: www.nseindia.com

Note: High, Low and Average (for the period) price for the period are based on closing prices

BSE:

Period	**High**			**Low**			**Average (₹)**	**Total No. of Equity Shares Traded**
	High (₹)	**Date of High**	**No. of Equity Shares Traded**	**Low (₹)**	**Date of Low**	**No. of Equity Shares Traded**		
April 1, 2018	588.85	10-May-18	36,607	390	24-Oct-18	283	473.53	378,020

Period	High			Low			Average (₹)	Total No. of Equity Shares Traded
	High (₹)	Date of High	No. of Equity Shares Traded	Low (₹)	Date of Low	No. of Equity Shares Traded		
to March 31, 2019								
April 1, 2017 to March 31, 2018	595.50	19-Dec-17	6,432	410.30	22-Aug-17	6,329	508.55	789,194
April 1, 2016 to March 31, 2017	1,196.25	12-May-16	1,798	520.80	21-Mar-17	8,030	840.65	767,895

Source: www.bseindia.com

Note: High, Low and Average (for the period) price for the period are based on closing prices

NSE:

Period	High			Low			Average (₹)	Total No. of Equity Shares Traded
	High (₹)	Date of High	No. of Equity Shares Traded	Low (₹)	Date of Low	No. of Equity Shares Traded		
March 1, 2019 to March 31, 2019	514.95	20-Mar-19	4,617	495.20	5-Mar-19	9,149	504.03	183,737
February 1, 2019 to February 28, 2019	501.45	26-Feb-19	24,599	434.45	4-Feb-19	3,966	461.22	245,451
January 1, 2019 to January 31, 2019	467.70	31-Jan-19	9,124	424.05	28-Jan-19	2,509	450.37	98,426
December 1, 2018 to December 31,	460.10	27-Dec-18	3,240	423.05	12-Dec-18	4,266	442.60	72,232
November 1, 2018 to November 30, 2018	457.15	12-Nov-18	8,201	436.80	5-Nov-18	4,136	445.30	82,245
October 1, 2018 to October 31, 2018	439.80	31-Oct-18	8,774	387.15	23-Oct-18	2,465	408.18	239,715

Source: www.nseindia.com

Note: High, Low and Average (for the period) price for the period are based on closing prices

BSE:

Period	High			Low			Average (₹)	Total No. of Equity Shares Traded
	High (₹)	Date of High	No. of Equity Shares Traded	Low (₹)	Date of Low	No. of Equity Shares Traded		
March 1, 2019 to March 31, 2019	516.65	19-Mar-19	3,431	495.00	8-Mar-19	454	503.23	24,522

Period	High			Low			Average (₹)	Total No. of Equity Shares Traded
	High (₹)	Date of High	No. of Equity Shares Traded	Low (₹)	Date of Low	No. of Equity Shares Traded		
February 1, 2019 to February 28, 2019	499.40	26-Feb-19	1,564	430.05	4-Feb-19	3047	460.13	37,707
January 1, 2019 to January 31, 2019	468.75	30-Jan-19	1,282	421.50	28-Jan-19	951	450.28	12,348
December 1, 2018 to December 31,	453.70	21-Dec-18	364	423.95	14-Dec-18	269	440.36	13,122
November 1, 2018 to November 30, 2018	466.65	12-Nov-18	12,696	436.05	27-Nov-18	368	446.54	26,090
October 1, 2018 to October 31, 2018	441.20	31-Oct-18	966	390.00	24-Oct-18	283	409.20	23,764

Source: www.bseindia.com
Note: High, Low and Average (for the period) price for the period are based on closing prices

16.3 Notice of the Board Meeting convened to consider the proposal of the Buyback was given to the NSE and BSE on January 28, 2019. The Board, at its meeting held on January 31, 2019, approved the proposal for the Buyback at a price of ₹ 550 (Rupees Five Hundred only) per Equity Share and the intimation was sent to NSE and BSE on the same day. The closing market price of the Equity Shares on NSE and BSE, during this period, are summarised below.

Event	Date	NSE (₹)	BSE (₹)
Notice of the Board Meeting convened to consider the proposal of the Buyback	January 28, 2019	424.05	421.50
1 Trading Day Post-Notice of Board Meeting	January 29, 2019	447.30	446.85
1 Trading Day Prior to Board Meeting	January 30, 2019	467.70	468.75
Board Meeting Date	January 31, 2019	467.70	468.05
1 Trading Day Post-Board Meeting	February 1, 2019	435.05	435.05

Source: www.nseindia.com and www.bseindia.com

17. DETAILS OF STATUTORY APPROVALS

17.1 The Buyback Offer is subject to approval, if any required, under the provisions of the Act, the Buyback Regulations and/or such other applicable rules and regulations in force for the time being.

17.2 The Buyback of Shares from Non-Resident Shareholders will be subject to approvals, if any, of the appropriate authorities, including RBI, as may be required. The Company will have the right to make payment to the Eligible Shareholders in respect of whom no prior RBI approval is required and not accept Equity Shares from the Eligible Shareholders in respect of whom prior RBI approval is required in the event copies of such approvals are not submitted.

17.3 Non-Resident Shareholders (excluding OCBs) permitted under general permission under the consolidated Foreign Direct Investment policy issued by the Government of India read with applicable regulations issued under FEMA, are not required to obtain approvals from RBI.

17.4 By agreeing to participate in the Buyback, the Non-Resident Shareholders give the Company the authority to make, sign, execute, deliver, acknowledge and perform all applications to file regulatory reportings, if required, including FC-TRS form, if necessary and undertake to provide assistance to the Company for such regulatory reporting, if required by the Company.

17.5 As of date, there is no other statutory or regulatory approval required to implement the Buyback Offer, other than that indicated above. If any statutory or regulatory approval becomes applicable subsequently, the Buyback will be subject

to such statutory or regulatory approval(s). In the event of any delay in receipt of any statutory / regulatory approvals, changes to the proposed timetable of the Buyback Offer, if any, shall be intimated to Stock Exchanges.

18. DETAILS OF THE REGISTRAR TO THE BUYBACK AND COLLECTION CENTRE

18.1 Eligible Shareholders who wish to tender their Equity Shares in the Buyback can hand deliver Tender Form and all relevant documents along with the TRS generated by the exchange bidding system at any of the below mentioned collection centers of the Registrar to the Buyback Offer in accordance to the procedure as set out in this Draft Letter of Offer. The envelope should be super scribed as "**SQS India BFSI Buyback 2019**". All centers will be open during the period of Buyback Offer i.e. [●] to [●] between 10.00 a.m. to 5 p.m. on all working days (except Saturday, Sundays and Bank Holidays):

Name and Address of the Collection Centres	Contact Person	Phone No.	Fax No.	Mode of Delivery
Cameo Corporate Services Limited Subramanian Building, No.1 Club House Road Chennai 600002	Mr. D. Narasimhan	044- 40020734 / 735	044-28460129	By Registered Post/Speed Post
Cameo Corporate Services Limited No. 9, T.C Palaya Main Road, Akshya Nagar, Ramamurthy Nagar, Bangalore – 560 016	Mr. Sathya Narayanan	86390 40415	-	By Hand Delivery
Cameo Corporate Services Limited 10/10-A, Mettupalayam Road Cheran Nagar, Coimbatore 641 029	Mr. Neelakandan	86100 71673	-	By Hand Delivery
Cameo Corporate Services Limited H.No. 22, Meena Arcade, II Floor Moti Valley, 4th Lane Trimulgherry, Secunderabad – 500 015	Mr. Suresh	86603 28017	-	By Hand Delivery
Cameo Corporate Services Limited 304, Sai Sadan, III Floor, 76-78, Mody Street, Fort, Mumbai – 400 001	Mr. Prashant N Sanil	022 – 2264 4325	-	By Hand Delivery
Cameo Corporate Services Limited 904-906, 9th Floor, Shahpuri Tower, C-58 Community Centre, Janakpuri, New Delhi-110058	Mr. Syed Mohideen	95660 44075	-	By Hand Delivery

18.2 Applicants who cannot hand deliver their Tender Form and other relevant documents at the collection centres, may send Tender Form and other relevant documents only by registered/speed post or courier, at their own risk, by super-scribing the envelope as "**SQS India BFSI Buyback 2019**", to the Registrar to the Buyback at its office set out below, so that the same are received not later than 2 (two) days from the Buyback Closing Date i.e. [●] (by 5 p.m.):

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: priya@cameoindia.com
Contact Person: Ms. Sreepriya K.
Website: www.cameoindia.com
SEBI Registration Number: INR000003753
Corporate Identity Number: U67120TN1998PLC041613

In case of any query, the shareholders may contact the Registrar during working hours i.e. 10 a.m. and 5 p.m. on all working days except Saturday, Sunday and public holidays.

18.3 ELIGIBLE SHAREHOLDERS ARE REQUESTED TO NOTE THAT THE TENDER FORM, TRS AND OTHER RELEVANT DOCUMENTS SHOULD NOT BE SENT TO THE COMPANY OR TO THE MANAGER TO THE BUYBACK.

19. PROCESS AND METHODOLOGY FOR THE BUYBACK

19.1 The Company proposes to buy back up to 4,60,896 (Four Lakhs Sixty Thousand Eight Hundred and Ninety Six) Equity Shares aggregating up to 4.30% of the total paid-up Equity Share capital of the Company at a price of ₹ 550 (Rupees Five hundred and Fifty only) per Equity Share payable in cash for an aggregate consideration not exceeding ₹ 25,34,92,800 (Rupees Twenty Five Crores Thirty Four Lakhs Ninety Two Thousand Eight Hundred Only) constituting 25% of the aggregate of the fully paid-up Equity Share capital and free reserves, as per the audited

standalone financial statements of the Company for the financial year ended March 31, 2018, from the Eligible Shareholders on a proportionate basis through a Tender Offer, pursuant to Article 135 of the Articles of Association of the Company, Sections 68, 69 and 70 and other applicable provisions, if any, of the Act, the relevant rules framed thereunder including the Share Capital Rules, to the extent applicable, and the Buyback Regulations. The Equity Shareholders approved the Buyback by way of a special resolution through postal ballot, the results of which were announced 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 subject to the receipt of approvals as may be required, including but not limited to SEBI and the Stock Exchanges.

19.2 The Company expresses no opinion as to whether Eligible Shareholders should participate in the Buyback and, accordingly, Eligible Shareholders are advised to consult their own advisors to consider participation in the Buyback.

19.3 The shareholding of the Promoter and Promoter Group as of the date of the Public Announcement is 57,58,804 Equity Shares which represents 53.75% of the existing total paid-up Equity Share capital of the Company. In terms of the Buyback Regulations, under the Tender Offer route, the promoters have an option of participating in a buyback. However, in this 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 this Buyback

19.4 Assuming acceptance of all Equity Shares tendered in the Buyback from the Eligible Shareholders up to their respective Buyback Entitlement, the shareholding of the Promoter and Promoter Group after the completion of the Buyback will increase to 56.17% of the post-Buyback total paid-up Equity share capital of the Company.

Record Date and Ratio of Buyback as per the Buyback Entitlement in each Category

19.5 The Company has fixed April 12, 2019 as the Record Date for the purpose of determining the Buyback Entitlement and the names of the Equity Shareholders, who are eligible to participate in the Buyback.

19.6 The Equity Shares to be bought back pursuant to the Buyback are divided into 2 (two) categories:

19.6.1 Reserved category for Small Shareholders ("**Reserved Category**"); and

19.6.2 General category for all other Eligible Shareholders ("**General Category**")

19.7 As defined in 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, on which the highest trading volume in respect of the Equity Shares on the Record Date was recorded, of not more than ₹ 2,00,000 (Rupees Two Lakhs only). As on the Record Date, the closing price on [●], having the highest trading volume, was ₹ [●] per Equity Share. Accordingly all Eligible Shareholders holding not more than [●] Equity Shares as on the Record Date are classified as 'Small Shareholders' for the purpose of the Buyback.

19.8 Based on the aforementioned definition, there are [●] Small Shareholders of the Company with an aggregate shareholding of [●] Equity Shares as on the Record Date, which constitutes [●] of the total paid-up Equity Share capital of the Company and [●]% of the maximum number of Equity Shares which are proposed to be bought back as part of this Buyback.

19.9 In accordance with Regulation 6 of the Buyback Regulations, the reservation for the Small Shareholders will be the higher of:

19.9.1 15% of the number of Equity Shares which the Company proposes to buy back i.e. 15% of 4,60,896 (Four Lakhs Sixty Thousand Eight Hundred and Ninety Six) Equity Shares which is 69,134 (Sixty Nine Thousand Eight Hundred and Ninety Six) Equity Shares; or

19.9.2 The number of Equity Shares entitled as per their shareholding as on the Record Date (i.e. ([●]/[●]) x [●]) which is [●] Equity Shares.

19.10 All the outstanding Equity Shares have been used for computing the Buyback Entitlement of Small Shareholders.

19.11 Based on the above analysis and in accordance with Regulation 6 of the Buyback Regulations, [●] Equity Shares have been reserved for the Small Shareholders ("**Reserved Portion**") and accordingly, the General Category for all other Eligible Shareholders shall consist of [●] Equity Shares ("**General Portion**").

19.12 Based on the above Buyback Entitlements, the ratio of Buyback for both categories is set out below:

Category of Eligible Shareholder	Ratio of Buyback (i.e. Buyback Entitlement)
Reserved category for Small Shareholders	[●] Equity Shares for every [●] Equity Share held on the Record Date
General category for all other Eligible Shareholders	[●] Equity Shares for every [●] Equity Share held on the Record Date

Fractional Entitlements

19.13 If the Buyback Entitlement under the Buyback, after applying the abovementioned ratios to the Equity Shares held on Record Date is not in the multiple of one Equity Share, then the fractional entitlement shall be ignored for computation of Buyback Entitlement to tender Equity Shares in the Buyback for both categories of Eligible Shareholders.

19.14 On account of ignoring the fractional entitlement, those Small Shareholders who hold [●] or less Equity Shares as on Record Date will be dispatched a Tender Form with zero entitlement. Such Small Shareholders may tender Additional Equity Shares as part of the Buyback and will be given preference in the Acceptance of one Equity Share, if such Small Shareholders have tendered Additional Equity Shares.

Basis of Acceptance of Equity Shares validly tendered in the Reserved Category for Small Shareholders

19.15 Subject to the provisions contained in this Draft Letter of Offer, the Company will accept the Equity Shares tendered in the Buyback by the Small Shareholders in the Reserved Category in the following order of priority:

19.15.1 Acceptance of 100% Equity Shares from Small Shareholders in the Reserved Category, who have validly tendered their Equity Shares to the extent of their Buyback Entitlement or the number of Equity Shares tendered by them, whichever is less.

19.15.2 After the Acceptance as described in Paragraph 19.15.1 above, in case there are any Equity Shares left to be bought back from Small Shareholders in the Reserved Category, the Small Shareholders who were entitled to tender zero Equity Shares (on account of fractional entitlement), and have tendered Additional Equity Shares as part of the Buyback, shall be given preference and one Equity Share each from such Additional Equity Shares shall be bought back in the Reserved Category.

19.15.3 After the Acceptance as described in Paragraph 19.15.2 above, in case there are any Equity Shares left to be bought back in the Reserved Category, the Additional Equity Shares tendered by the Small Shareholders over and above their Buyback Entitlement, shall be accepted in proportion of the Additional Equity Shares tendered by them and the Acceptance per Small Shareholder shall be made in accordance with the Buyback Regulations. Valid Acceptances per Small Shareholder shall be equal to the Additional Equity Shares validly tendered by the Small Shareholder divided by the total Additional Equity Shares validly tendered and multiplied by the total pending number of Equity Shares to be accepted in Reserved Category. For the purpose of this calculation, the Additional Equity Shares taken into account for such Small Shareholders, from whom one Equity Share has been Accepted in accordance with the Paragraph 19.15.2, shall be reduced by one.

Adjustment for fractional results in case of proportionate Acceptance, as described above:

19.16 For any Small Shareholder, if the number of Additional Equity Shares to be Accepted, calculated on a proportionate basis is not a multiple of one and the fractional Acceptance is greater than or equal to 0.50, then the fraction would be rounded off to the next higher integer.

19.17 For any Small Shareholder, if the number of Additional Equity Shares to be Accepted, calculated on a proportionate basis is not in the multiple of one and the fractional Acceptance is less than 0.50, then the fraction shall be ignored.

Basis of Acceptance of Equity Shares validly tendered in the General Category

19.18 Subject to the provisions contained in this Draft Letter of Offer, the Company will accept the Equity Shares tendered in the Buyback by all other Eligible Shareholders in the General Category in the following order of priority:

19.18.1 Acceptance of 100% Equity Shares from other Eligible Shareholders in the General Category who have validly tendered their Equity Shares, to the extent of their Buyback Entitlement, or the number of Equity Shares tendered by them, whichever is less.

19.18.2 After the Acceptance as described in Paragraph 19.18.1 above, in case there are any Equity Shares left to be bought back in the General Category, the Additional Equity Shares tendered by the other Eligible Shareholders over and above their Buyback Entitlement shall be Accepted in proportion of the Additional Equity Shares tendered by them and the acceptances per shareholder shall be made in accordance with the Buyback Regulations, i.e. valid acceptances per shareholder shall be equal to the Additional Equity Shares validly tendered by the Eligible Shareholders divided by the total Additional Equity Shares validly tendered in the General Category and multiplied by the total pending number of Equity Shares to be Accepted in General Category.

Adjustment for fractional results in case of proportionate acceptance as described above

19.19 For any Eligible Shareholder, if the number of Additional Equity Shares to be Accepted, calculated on a proportionate basis is not in the multiple of one and the fractional Acceptance is greater than or equal to 0.50, then the fraction would be rounded off to the next higher integer.

19.20 For any Eligible Shareholder, if the number of Additional Equity Shares to be Accepted, calculated on a proportionate basis is not in the multiple of one and the fractional Acceptance is less than 0.50, then the fraction shall be ignored.

Basis of Acceptance of Equity Shares between categories

19.21 In the event the Equity Shares tendered by the Small Shareholders in accordance with the process set out under Paragraph 19.15 (*Basis of Acceptance of Equity Shares validly tendered in the Reserved Category for Small Shareholders*) of this Draft Letter of Offer is less than the Reserved Portion, Additional Equity Shares tendered by the Eligible Shareholders in the General Category over and above their Buyback Entitlement shall, in accordance with the Buyback Regulations, be Accepted in proportion of the Additional Equity Shares tendered by them i.e. valid acceptances per shareholder shall be equal to the Additional Equity Shares validly tendered by an Eligible Shareholder in the General Category divided by the total Additional Equity Shares validly tendered in the General Category and multiplied by the Additional Equity Shares that can be accepted due to shortfall in the Reserved Portion.

19.22 In the event the Equity Shares tendered by the Eligible Shareholders in the General Category in accordance with the process set out under Paragraph 19.18 (*Basis of Acceptance of Equity Shares validly tendered in the General Category*) of this Draft Letter of Offer is less than the General Portion, Additional Equity Shares tendered by the Eligible Shareholders in the Reserved Category over and above their Buyback Entitlement shall, in accordance with the Buyback Regulations, be Accepted in proportion of the Additional Equity Shares tendered by them i.e. valid acceptances per shareholder shall be equal to the Additional Equity Shares validly tendered by an Eligible Shareholder in the Reserved Category divided by the total Additional Equity Shares validly tendered in the Reserved Category and multiplied by the Additional Equity Shares that can be accepted due to shortfall in the General Portion.

19.23 A Small Shareholder who has received a Tender Form with zero Buyback Entitlement and who has tendered Additional Shares shall be eligible for priority Acceptance of one Equity Share before Acceptance, as mentioned above, out of the Equity Shares left to be bought back in the General Category, provided no Acceptance could take place from such Small Shareholder in accordance with the section entitled "*Basis of Acceptance of Equity Shares validly tendered in the Reserved Category for Small Shareholders*".

Adjustment for fractional results in case of proportionate Acceptance, as described above:

19.24 For any Shareholder, if the number of Additional Equity Shares to be Accepted, calculated on a proportionate basis is not a multiple of one and the fractional Acceptance is greater than or equal to 0.50, then the fraction would be rounded off to the next higher integer

19.25 For any Shareholder, if the number of Additional Equity Shares to be Accepted, calculated on a proportionate basis is not in the multiple of one and the fractional Acceptance is less than 0.50, then the fraction shall be ignored.

19.26 In case of any practical issues, resulting out of rounding-off of Shares or otherwise, the Board or any person(s) authorized by the Board will have the authority to decide such final allocation with respect to such rounding-off or any excess of Equity Shares or any shortage of Equity Shares after allocation of Equity Shares as set out in the process described in Paragraph 19.

Miscellaneous

19.27 For avoidance of doubt, it is clarified that:

19.27.1 The Equity Shares Accepted under the Buyback from each Eligible Shareholder, in accordance with the paragraphs above, shall not exceed the number of Equity Shares tendered by the respective Eligible Shareholders;

19.27.2 The Equity Shares Accepted under the Buyback from each Eligible Shareholder, in accordance with the paragraphs above, shall not exceed the number of Equity Shares held by respective Eligible Shareholder as on the Record Date; and

19.27.3 The Equity Shares tendered by any Eligible Shareholder over and above the number of Equity Shares held by such Eligible Shareholder as on the Record Date shall not be considered for the purpose of Acceptance in accordance with the paragraphs above.

Clubbing of Entitlement

19.28 In accordance with Regulation 9(ix) of Buyback Regulations, in order to ensure that the same shareholders with multiple demat accounts/folios do not receive a higher entitlement under the Small Shareholder category, the Company shall club together the Equity Shares held by such shareholders with a common PAN for determining the category (Small Shareholder or General) and entitlement under the Buyback. In case of joint shareholding, the Company will club together the Equity Shares held in cases where the sequence of the PANs of the joint shareholders is identical. In case of physical shareholders, where the sequence of PANs is identical and where the PANs of all joint shareholders are not available, the Company 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 PANs and name of joint shareholders are identical. The shareholding of institutional investors like mutual funds, pension funds/trusts and insurance companies etc., with common PAN will not be clubbed together for determining the category and will be considered separately, where these Equity Shares are held for different schemes and have a different demat account nomenclature based on information prepared by the Registrar and Transfer Agent as per the shareholder records received from the depositories.

20. PROCEDURE FOR TENDER / OFFER AND SETTLEMENT

20.1 The Buyback is open to all Eligible Shareholders who hold Equity Shares either in physical form or dematerialized form. The Company proposes to effect the Buyback through a Tender Offer, on a proportionate basis. The Letter of Offer and Tender Form, outlining the terms of the Buyback as well as the detailed disclosures as specified in the Buyback Regulations, will be mailed/dispatched to Eligible Shareholders. The Letter of Offer, shall be sent through electronic means to Eligible Shareholder(s) who have registered their email ids with the depositories / the Company, and for those Eligible Shareholder(s) who have not registered their email ids with the depositories / the Company, the Letter of Offer shall be dispatched through physical mode by registered post / speed post / courier. In case of non-receipt of Letter of Offer and the Tender Form, please follow the procedure mentioned in Paragraph 20.10.

20.2 The Company will not accept any Equity Shares offered in the Buyback where the title of shares is under dispute or which are under any restraint order of a court or such similar authority for transfer/sale of such Equity Shares or where loss of share certificates(s) 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. In accordance with Regulation 24 (v) of the Buyback Regulations, the Company shall not buyback locked-in Equity Shares and non-transferable Equity Shares until the pendency of the lock-in or until such Equity Shares become transferable. The Company shall accept all the Equity Shares validly tendered in the Buyback by Eligible Shareholders, on the basis of their Buyback Entitlement as on the Record Date.

20.3 An unregistered shareholder may also tender his shares for Buyback by submitting the duly executed transfer deed for transfer of shares, purchased prior to Record Date, in his name, along with the offer form, copy of his PAN card and of the person from whom he has purchased shares and other relevant documents as required for transfer, if any.

20.4 Eligible Shareholders will have to transfer their Equity Shares from the same demat account in which they were holding such Equity Shares as on the Record Date, and in case of multiple demat accounts, Eligible Shareholders are required to tender the applications separately from each demat account. In case of any changes in the demat account in which the Equity Shares were held as on Record Date, such Eligible Shareholders should provide sufficient proof of the same to the Registrar to the Buyback and such tendered Equity Shares may be accepted subject to appropriate verification and validation by the Registrar to the Buyback.

20.5 As disclosed in Paragraph 19 (Process and Methodology of Buyback) above, the Equity Shares proposed to be bought as a part of the Buyback are divided into 2 (two) categories; (i) Reserved Category for Small Shareholders, and (ii) the General Category for other Eligible Shareholders; and the Buyback Entitlement of an Eligible Shareholders in each category shall be calculated accordingly.

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

20.7 Eligible Shareholders' participation in the Buyback is voluntary. Eligible Shareholders may choose to participate, in part or in full, and receive cash in lieu of the Equity Shares accepted under the Buyback, or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, after the completion of the Buyback, without any additional investment. Eligible Shareholders may also tender a part of their Buyback Entitlement. Eligible Shareholders also have the option of tendering Additional Equity Shares (over and above their Buyback Entitlement but not more than their shareholding as on Record Date) and participate in the shortfall created due to non-participation of some other Eligible Shareholders, if any. The Acceptance of any Equity Shares tendered in excess of the Buyback Entitlement by the Eligible Shareholder shall be in terms of procedure outlined herein.

20.8 The maximum tender under the Buyback by an Eligible Shareholder cannot exceed the number of Equity Shares held by such Eligible Shareholder as on the Record Date.

20.9 The Buyback shall be implemented using the "Mechanism for acquisition of shares through Stock Exchange" pursuant to the SEBI Circulars, and following the procedure prescribed in the Act, the Buyback Regulations and as may be determined by the Board (including the committee authorized to complete the formalities of the Buyback) and on such terms and conditions as may be permitted by law from time to time.

THE NON-RECEIPT OF THE LETTER OF OFFER BY, OR ACCIDENTAL OMISSION TO DISPATCH THE LETTER OF OFFER TO ANY PERSON WHO IS ELIGIBLE TO RECEIVE THE SAME TO PARTICIPATE IN THE BUYBACK, SHALL NOT INVALIDATE THE BUYBACK OFFER IN ANY WAY.

20.10 In case of non-receipt of the Letter of Offer and the Tender Form:

i) In case the Eligible Shareholder holds Equity Shares in dematerialised form: If Eligible Shareholder(s) who have been sent the Letter of Offer through electronic means wish to obtain a physical copy of the Letter of Offer, they may send a request in writing to the Company or Registrar at the address or email id mentioned at the cover page of the Letter of Offer stating name, address, number of Equity Shares held on Record Date, client ID number, DP name / ID, beneficiary account number, and upon receipt of such request, a physical copy of the Letter of Offer shall be provided to such Eligible Shareholder. An Eligible Shareholder may participate

in the Buyback by downloading the Tender Form from the website of the Company i.e. www.sqs-bfsi.com or by providing his / her / its application in writing on a plain paper, signed by all Eligible Shareholders (in case of joint holding), stating name and address of the Eligible Shareholder(s), number of Equity Shares held as on the Record Date, Client ID number, DP Name, DP ID, beneficiary account number and number of Equity Shares tendered for the Buyback.

ii) In case the Eligible Shareholder holds Equity Shares in physical form: An Eligible Shareholder may participate in the Buyback by providing his / her / its application in writing on a plain paper signed by all Eligible Shareholders (in case of joint holding) stating name, address, folio number, number of Equity Shares held, Equity Share certificate number, number of Equity Shares tendered for the Buyback and the distinctive numbers thereof, enclosing the original Equity Share certificate(s), copy of Eligible Shareholder's PAN card(s) and executed share transfer form duly witnessed in favour of the Company. Eligible Shareholders must ensure that the Tender Form, along with the TRS and requisite documents, reach the Registrar to the Buyback not later than 2 (two) days from the Buyback Closing Date i.e. [●] (by 5 p.m.). If the signature(s) of the Eligible Shareholders provided in the plain paper application/ Transfer Form-SH4 differs from the specimen signature(s) recorded with the Registrar of the Company or are not in the same order (although attested), such Tender Forms are liable to be rejected under this Buyback.

20.11 Please note that Eligible Shareholder(s) who intend to participate in the Buyback will be required to approach their respective Selling Member(s) (along with the complete set of documents for verification procedures in case of Equity Shares held in physical form) and have to ensure that their bid is entered by their respective Selling Member(s) in the electronic platform to be made available by Designated Stock Exchange before the Buyback Closing Date.

20.12 The Company shall accept Equity Shares validly tendered by the Eligible Shareholder(s) in the Buyback on the basis of their shareholding as on the Record Date and the Buyback Entitlement. Eligible Shareholder(s) who intend to participate in the Buyback using the "plain paper" option as mentioned above are advised to confirm their Buyback Entitlement from the Registrar to the Buyback, before participating in the Buyback.

20.13 The acceptance of the Buyback made by the Company is entirely at the discretion of the Eligible Shareholders of the Company. The Company does not accept any responsibility for the decision of any Eligible Shareholder to either participate or to not participate in the Buyback. The Company will not be responsible in any manner for any loss of Equity Share certificate(s) and other documents during transit and the Eligible Shareholders are advised to adequately safeguard their interest in this regard.

20.14 For implementation of the Buyback, the Company has appointed ICICI Securities Limited as the registered broker to the Company ("**Company Broker**") to facilitate the process of tendering of Equity Shares through the 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. Allwyn Cardoza / Mr. Mitesh Shah
SEBI Registration Number. INB011286854 (BSE), INB230773037 (NSE)

20.15 BSE has been appointed as the '**Designated Stock Exchange'** to provide a separate acquisition window ("**Acquisition Window**") to facilitate placing of sell orders by Eligible Shareholders who wish to tender their Equity Shares in the Buyback. The details of the platform will be specified by the Designated Stock Exchange from time to time.

20.16 In the event Selling Member 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.

20.17 All Eligible Shareholders, through their respective Selling Member(s) will be eligible and responsible to place orders in the Acquisition Window.

20.18 All Eligible Shareholders can enter orders for Equity Shares in demat form as well as Equity Shares in physical form.

20.19 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 shall be placed in the Acquisition Window by the Eligible Shareholders through their respective Selling Member(s) during normal trading hours of the secondary market.

20.20 The Seller Member(s) 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.

20.21 Modification / cancellation of orders and multiple bids from a single Eligible Shareholder will be allowed during the Tendering Period. Multiple bids made by a single Eligible Shareholder for selling the Equity Shares shall be clubbed and considered as 'one' bid for the purposes of Acceptance.

20.22 The cumulative quantity tendered shall be made available on BSE's and NSE's websites. www.bseindia.com and www.nseindia.com, respectively, throughout the Tendering Period, and will be updated at specific intervals during the Tendering Period.

20.23 All documents sent by the Eligible Shareholders will be at their own risk. Eligible Shareholders are advised to adequately safeguard their interests in this regard.

20.24 Procedure to be followed by Eligible Shareholders holding Equity Shares in dematerialised form:

20.24.1 Eligible Shareholders who desire to tender their Equity Shares held in the dematerialised form under the Buyback would have to do so through their respective Selling Member(s) by indicating to such Selling Member(s) the details of Equity Shares they intend to tender under the Buyback.

20.24.2 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 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.

20.24.3 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.

20.24.4 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.

20.24.5 Upon placing the bid, the Seller Member shall provide 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.

20.24.6 Eligible Shareholders shall also provide all relevant documents, which are necessary to ensure transferability of the Equity Shares in respect of the Tender Form to be sent. Such documents may include (but not be limited to):

(i) Duly attested power of attorney, if any person other than the Eligible Shareholder has signed the Tender Form;

(ii) Duly attested death certificate and succession certificate/ legal heirship certificate, in case any Eligible Shareholder has expired; and

(iii) In case of companies, the necessary certified corporate authorizations (including board and/ or general meeting resolutions).

20.24.7 **In case of demat Equity Shares, submission of Tender Form and TRS is not required. After the receipt of the demat Equity Shares by the clearing corporation and a valid bid in the exchange bidding system, the Buyback shall be deemed to have been accepted, for Eligible Shareholders holding Equity Shares in demat form**.

20.24.8 The Eligible Shareholders will have to ensure that they keep the DP account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to prorated Buyback decided by the Company. Further, Eligible Shareholders will have to ensure that they keep the saving account attached with the DP account active and updated to receive credit remittance due to acceptance of Buyback of shares by the Company.

20.25 Procedure to be followed by Eligible Shareholders holding Equity Shares in physical form:

20.25.1 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.

20.25.2 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.

20.25.3 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.

20.25.4 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.

20.25.5 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.

20.25.6 The Seller Member / Eligible Shareholder is required to deliver the original Equity Share certificate(s) and documents (as mentioned in paragraph 20.25.4 above) along with TRS either by registered post or courier or hand delivery to the Registrar (at the address mentioned at paragraph 27 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 acknowledgement of the same to the Seller Member / Eligible Shareholder.

20.25.7 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'.

20.25.8 All documents as mentioned above, shall be enclosed with the valid Tender Form, otherwise the Equity Shares tendered will be liable for rejection. The Equity Shares shall be liable for rejection on the following grounds amongst others: (i) If there is any other company's equity share certificate(s) enclosed with the Tender Form instead of the Equity Share certificate(s) of the Company; (ii) If the transmission of Equity Shares is not completed, and the Equity Shares are not in the name of the Eligible Shareholders; (iii) If the Eligible Shareholders tender Equity Shares but the Registrar to the Buyback does not receive the Equity Share certificate(s); (iv) In case the signature on the Tender Form and Form SH-4 does not match as per the specimen signature recorded with Company / Registrar of the Company (v) In case the Form SH-4 is not witnessed.

20.25.9 In case any Eligible Shareholder has submitted Equity Shares in physical form for dematerialization, such Equity Shareholders should ensure that the process of getting the Equity Shares dematerialized is completed

well in time so that they can participate in the Buyback before Buyback Closing Date.

20.26 For Equity Shares held by Eligible Shareholders, being Non-Resident Shareholders

20.26.1 Eligible Shareholders, being Non-Resident Shareholders (excluding FIIs) should also enclose a copy of the permission received by them from the RBI, if applicable, to acquire the Equity Shares held by them in the Company.

20.26.2 In case the Equity Shares are held on repatriation basis, the Eligible Shareholder, being a Non-Resident Shareholder, should obtain and enclose a letter from its authorised dealer / bank confirming that at the time of acquiring such Equity Shares, payment for the same was made by such Eligible Shareholder, from the appropriate account as specified by RBI in its approval. In case the Eligible Shareholder, being a Non-Resident Shareholder, is not in a position to produce the said certificate, the Equity Shares would be deemed to have been acquired on non-repatriation basis, and in that case, the Eligible Shareholder shall submit a consent letter addressed to the Company, allowing the Company to make the payment on a non-repatriation basis in respect of the valid Equity Shares accepted under the Buyback.

20.26.3 If any of the above stated documents (as applicable) are not enclosed along with the Tender Form, the Equity Shares tendered by Eligible Shareholders, being Non-Resident Shareholders, under the Buyback are liable to be rejected.

20.27 Acceptance of orders

20.27.1 The Registrar to the Buyback shall provide details of order acceptance to clearing corporation within specified timelines.

20.28 Method of Settlement

20.28.1 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.

20.28.2 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.

20.28.3 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.

20.28.4 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.

20.28.5 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.

20.28.6 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.

20.28.7 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.

20.28.8 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.

20.29 Rejection Criteria

20.29.1 The Equity Shares tendered by Eligible Shareholders would be liable to be rejected on the following grounds.

For Eligible Shareholders holding shares in the dematerialized form if:

a) The Shareholder is not an Eligible Shareholder of the Company as on the Record Date;

For Eligible Shareholders holding Equity Shares in the physical form if:

a) The documents mentioned in the Tender Form for Eligible Shareholders holding Equity Shares in physical form are not received by the Registrar on or before the close of business hours of [●] (by 5.p.m.);
b) If there is any other company share certificate enclosed with the Tender Form instead of the share certificate of the Company;
c) If the transmission of Equity Shares is not completed, and the Equity Shares are not in the name of the Eligible Shareholders;
d) If the Eligible Shareholders bid the Equity Shares but the Registrar does not receive the physical Equity Share certificate;
e) In the event the signature in the Tender Form and Form SH-4 do not match as per the specimen signature recorded with Company or Registrar;
f) If the Share Transfer Form – SH4 is not witnessed; or
g) Where there exist any restraint order of a Court/ any other competent authority for transfer / disposal/ sale or where loss of share certificates has been notified to the Company or where the title to the Equity shares is under dispute of otherwise not clear or where any other restraint subsists.

21. NOTE ON TAXATION

THE FOLLOWING SUMMARY OF THE TAX CONSIDERATIONS IS BASED ON THE READING OF THE CURRENT PROVISIONS OF THE TAX LAWS OF INDIA AND THE REGULATIONS THEREUNDER, THE JUDICIAL AND THE ADMINISTRATIVE INTERPRETATIONS THEREOF, WHICH ARE SUBJECT TO CHANGE OR MODIFICATION BY SUBSEQUENT LEGISLATIVE, REGULATORY, ADMINISTRATIVE OR JUDICIAL DECISIONS. ANY SUCH CHANGES COULD HAVE DIFFERENT IMPLICATIONS ON THESE TAX CONSIDERATIONS.

IN VIEW OF THE COMPLEXITY AND THE SUBJECTIVITY INVOLVED IN THE TAX CONSEQUENCES OF A BUY BACK TRANSACTION, ELIGIBLE SHAREHOLDERS ARE REQUIRED TO CONSULT THEIR TAX ADVISORS FOR THE TAX TREATMENT IN THEIR HANDS CONSIDERING THE RELEVANT TAX PROVISIONS, FACTS AND CIRCUMSTANCES OF THEIR CASE.

THE COMPANY DOES NOT ACCEPT ANY RESPONSIBILITY FOR THE ACCURACY OR OTHERWISE OF THIS TAX SUMMARY AND EXPLICITLY DISOWNS ANY LIABILITY ARISING OUT OF ANY ACTION INCLUDING A TAX POSITION TAKEN BY THE ELIGIBLE SHAREHOLDER BY RELYING ON THIS SUMMARY.

THE SUMMARY OF TAX CONSIDERATIONS RELATING TO BUY BACK OF EQUITY SHARES LISTED ON THE STOCK EXCHANGE SET OUT BELOW SHOULD BE TREATED AS INDICATIVE AND FOR GENERAL GUIDANCE PURPOSES ONLY

1. GENERAL

The Indian tax year runs from 1 April to 31 March. The basis of charge of Indian income-tax depends upon the residential status of the taxpayer during a tax year. A person who is a tax resident of India is liable to taxation in India on his worldwide income, subject to certain prescribed tax exemptions provided under the Income Tax Act 1961

('Income Tax Act' or 'ITA').

A person who is treated as a non-resident for Indian tax purposes is generally liable to tax in India only on his/her India sourced income or income received by such person in India. In case of shares of a Company, the source of income from shares would depend on the 'situs' of the shares. As per judicial precedents, generally the "situs" of the shares is where company is "incorporated" and where its shares can be transferred. Accordingly, since SQS India BFSI Limited ("SQS") is incorporated in India, the shares of SQS would be "situated" in India and any gains arising to a non-resident on transfer of such shares should be taxable in India under the ITA subject to any specific exemption in this regard. Further, the non-resident can avail the beneficial tax treatment prescribed under the relevant Double Tax Avoidance Agreement ("DTAA") subject to satisfaction of the relevant conditions and documentary compliance requirements prescribed under the ITA. The ITA also provides for different tax regimes / rates applicable to the gains arising on buyback of shares, based on the period of holding, residential status and category of the shareholder, nature of the income earned, etc. The summary tax implications on buyback of equity shares listed on the stock exchange/s in India is set out below. All references to equity shares in this note refer to equity shares listed on the stock exchanges in India unless stated otherwise.

2. CLASSIFICATION OF SHAREHOLDERS:

Shareholders can be classified under the following categories:

1. Residents

   i. Individuals

   ii. Hindu Undivided Family (HUF)

   iii. Association of Persons (AOP) and Body of Individuals (BOI)

   iv. Indian Companies

   v. Others

2. Non-residents

   i. Non-resident Indians

   ii. Foreign citizens

   iii. Foreign companies

   iv. Foreign Institutional Investors (FII)/Foreign Portfolio Investors (FPI)

   v. Others

3. CLASSIFICATION OF INCOME

Gains arising from the transfer of shares may be treated either as "capital gains" or as "business income" for tax purposes, depending upon whether such shares were held as a capital asset (held as investment) or trading asset (i.e. stock-in-trade).

Traditionally, the issue of characterization of income arising from sale of shares has been a subject matter of litigation with the tax authorities. The Central Board of Direct Taxes ("CBDT"), the apex body for Income-tax administration has issued Circular no. 6 of 2016, as per which, if the taxpayer opts to consider the shares as stock-in-trade, the income arising from the transfer of such shares would be treated as its business income. Also, if such shares are held for a period of more than 12 months, if the taxpayer desires to treat the income arising from the transfer thereof as "capital gains", the same shall not be put to dispute by the Tax Officer. However, this stand, once taken by the assessee in a particular assessment year, shall remain applicable in the subsequent assessment years also and the taxpayer shall not be allowed to opt a different / contrary stand in this regard in the subsequent years.

Further, investments by FII in any securities in accordance with the regulations made under the Securities Exchange Board of India Act, 1992 would be treated as a capital asset under the provisions of the ITA.

3.1. SHARES HELD AS CAPITAL ASSET (Investment)

As per the provisions of the ITA, where the shares are held as investments, income arising from the transfer of such shares is taxable under the head "Capital Gains". Capital gains on buyback of shares are governed by the provisions of Section 46A of the ITA and would attract capital gains in the hands of shareholders as per provisions of Section 48 of the ITA. The provisions of buy back under Section 115QA in Chapter XII-DA of the ITA do not apply for shares listed on the stock exchange and hence, exemption under section 10(34A) of ITA would not be relevant for buy-back of shares of a listed company.

For non-residents, capital gains would be subject to taxability under the ITA or provisions of relevant DTAA, whichever is more beneficial. However, in order to avail the benefits of DTAA, the non-resident shareholder shall obtain the certificate referred to in sub-section (4) of section 90 of the Income Tax Act and shall also furnish the prescribed particulars referred to in sub-section (5) of section 90 of the Income Tax Act.

3.1.1. Period of holding

Depending on the period for which the shares are held, the gains would be taxable as "short-term capital gain" or "long-term capital gain":

I. In respect of equity shares held for a period of less than or equal to 12 months prior to the date of transfer, the same shall be treated as a short- term capital asset, and the gains arising there from shall be taxable as "short term capital gains" ("STCG").

II. Similarly, where equity shares are held for a period of more than 12 months prior to the date of transfer, the same shall be treated as a long- term capital asset, and the gains arising there from shall be taxable as "long – term capital gains" ("LTCG")

3.1.2. Buyback of shares through a recognized stock exchange

Where transaction for transfer of such equity shares (i.e. buyback) is entered into through a recognized stock exchange and such transaction is chargeable to Securities Transaction Tax (STT). STT is a tax payable in India on the value of securities on every purchase or sale of securities that are listed on the Indian Stock Exchange. Currently, the STT rate applicable on the purchase or sale of shares on the stock exchange is 0.1% of the value of security.

The taxability of buyback proceeds in the hands of eligible shareholders is as under:

3.1.3. Long-term capital gain (LTCG)

The Finance Act, 2018 has withdrawn the exemption under section 10(38) for LTCG arising from transfer of equity shares on or after 1 April 2018. Section 112A of the ITA provides for taxation of income arising from the transfer of such shares, which is explained in the following paragraphs-

The gain accrued on transfer of such equity shares till 31 January 2018 has been grandfathered by providing that for the purpose of computing LTCG the cost of shares acquired before 1 February 2018 shall be the higher of the following-

i) Actual cost of acquisition; or

ii) Lower of -

a) Fair market value* or

b) Full value of consideration received or accruing as a result of the transfer of the shares

* - fair market value has been defined to mean the highest price of the equity share quoted on any recognized stock exchange on 31 January 2018.

After considering the exemption provided above, LTCG arising from transfer of equity shares, exceeding ₹ 100,000, will be taxable at 10% without allowing the benefit of indexation. The benefit of rebate for resident individuals under section 87A of ITA is not available on tax computed under section 112A.

Section 112A of the ITA shall not apply if such equity shares were acquired on or after 01 October 2004 and STT was not paid. In this regard, the Central Government has issued a Notification No. 60/2018/F. No. 370142/9/2017-TPL dated 1st October 2018. According to the notification the chargeability of STT will not be a condition for equity shares acquired before 1st October 2004 and enumerates certain situations wherein section 112A of the ITA will continue to be applicable even if STT is not paid at the time of acquisition of equity shares.

The situations enumerated in the notification are as follows:

(a) Where acquisition of existing listed equity shares in a company, whose equity shares are not frequently traded on a recognised stock exchange of India, was made through a preferential issue, subject to certain exceptions;

(b) Where transaction for acquisition of existing listed equity share in a company was not entered through a recognised stock exchange of India, subject to certain exceptions;

(c) Acquisition of equity share of a company during the period beginning from the date on which the company was delisted from a recognised stock exchange and ending on the date on which the company was again listed on a recognised stock exchange in accordance with the Securities Contracts (Regulation) Act, 1956 read with Securities and Exchange Board of India Act, 1992 (15 of 1992) and any rules made there under.

The notifications inter alia provides certain exceptions to the aforesaid situations where the provisions of Section 112A would not apply. Where provisions of section 112A are not applicable, LTCG will be chargeable to tax at 20% and rebate under section 87A for resident individuals will be available. However, for a resident shareholder, an option is available to pay tax on such LTCG at either 20% with indexation or 10% without indexation.

3.1.4. Short-term capital gain (STCG)

STCG arising from such transaction would be subject to tax @ 15% under Section 111A of the ITA. Rebate for resident individuals under section 87A is available on tax payable under section 111A. Unlike in the case of LTCG,

no amendment has been made that requires payment of STT at the time equity shares are acquired for eligibility of the concessional rate of 15% on STCG.

Further, in case of resident Individual or HUF, the benefit of maximum amount which is not chargeable to income-tax (i.e. basic exemption limit) is required to be considered while computing tax on such LTCG or STCG taxable under Section 112A or 111A of the ITA.

In addition to the above LTCG or STCG tax, Surcharge, Health and Education Cess are leviable (Please refer to note on the rate of surcharge and cess).

Where transaction for transfer of such equity shares (i.e. buyback) is executed through a recognized stock exchange, it is liable to Securities Transaction Tax ('STT'). Currently, the STT rate applicable on the purchase or sale of shares on the stock exchange is 0.1% of the value of security.

MAT implications would get triggered in the hands of a resident corporate shareholder. Foreign companies will not be subject to MAT if the country of residence of such of the foreign company has entered into a DTAA with India and such foreign company does not have a permanent establishment in India.

Non-resident shareholders can avail beneficial provisions of the applicable DTAA entered into by India subject to fulfilling of the relevant conditions and the documentary compliance prescribed under the ITA.

3.2. SHARES HELD AS STOCK-IN-TRADE

If the shares are held as stock-in-trade by any of the eligible shareholders of the company, then the gains would be characterised as business income and taxed under "profits and gains from business or profession". In such a case, the provisions of section 46A of IT Act will not apply.

i. Resident Shareholders:

a. For individuals, HUF, AOP, BOI, profits would be taxable at applicable slab rates;

b. Domestic company having turnover or gross receipts not exceeding ₹ 250 crores in the year 2016-17 would be taxable @ 25%.

c. For persons other than stated in (a) and (b) above, profits would be taxable @ 30%.

No benefit of indexation by virtue of period of holding would be available in any case.

ii. Non-Resident Shareholders:

a. Non-resident shareholders can avail beneficial provisions of the applicable DTAA entered into by India subject to fulfilling relevant conditions and the documentary compliance prescribed under the ITA.

b. Where DTAA provisions are not applicable:

a. For non-resident individuals, HUF, AOP, BOI, profits would be taxable at applicable slab rates

b. For foreign companies, profits would be taxed in India @ 40%

c. For other non-resident shareholders, such as foreign firms, profits would be taxed in India @ 30%.

In addition to the above, surcharge as applicable, health and education cess are leviable.

4. TAX DEDUCTION AT SOURCE

4.1. In case of Resident Shareholders

In absence of any specific provision under the IT Act, the Company shall not deduct tax on the consideration payable to resident shareholders pursuant to the said Buyback.

4.2. In the case of Non-Resident Shareholders

The non-resident is primarily responsible for discharging of tax, as applicable, since the buyback is through stock exchange.

The non-resident shareholder must compute such gains (if any) on this transaction and immediately pay applicable taxes in India in consultation with their custodians/ authorized dealers/ tax advisors appropriately. The non-resident shareholders must file their tax return in India inter-alia considering gains arising on this buyback of shares in consultation with their tax advisors.

The non-resident shareholders undertake to indemnify the Company if any tax demand is raised on the Company on account of gains arising to the non-resident shareholders on buyback of shares by the Company. The non-resident shareholders also undertake to provide the Company, on demand, the relevant details in respect of the taxability / non-taxability of the proceeds arising on buyback of shares by the Company, copy of tax return filed in India, evidence of the tax paid etc.

5. TAX SLABS^

Taxpayer type	Maximum amount not chargeable to tax
Resident individuals who is a senior citizen (60 years or more but less than 80 years as on last date of financial year)	₹ 3,00,000
Resident individuals who is a super senior citizen (80 years or more at any time during the financial year)	₹ 5,00,000
In case of any other individual	₹ 2,50,000
In case of HUF, AOP, BOI, Artificial judicial person	₹ 2,50,000

6. Rebate under section 87A for resident individuals^

A resident individual is eligible for a rebate of tax liability or ₹ 12,500 whichever is lower.

7. SURCHARGE AND CESS^

In addition to the above Capital Gain Tax, Surcharge and Health & Education Cess are leviable as under:

Taxpayer	Range of total income	Rate
Domestic companies	Exceeds ₹ 01 crore but does not exceed ₹ 10 crore	7%
	Exceeds ₹ 10 crore	12%
Companies other than domestic companies	Exceeds ₹ 01 crore but does not exceed ₹ 10 crore	2%
	Exceeds ₹ 10 crore	5%
Individuals, HUF, AOP, BOI	Exceeds ₹ 50 Lakhs but does not exceed ₹ 01 crore	10%
	Exceeds ₹ 01 crore	15%
Firms, Local Authority	Exceeds ₹ 01 crore	12%

Health and education cess^ @ 4% is leviable in all cases.

In the case of non-residents availing the beneficial tax treatment prescribed under the DTAA, the rate of tax prescribed in the DTAA is all inclusive flat rate and surcharge and cess are not to be added separately to the rate prescribed in the DTAA. Judicial precedents have supported such proposition and interpretation.

^ - Tax slabs, rebate, surcharge and cess are updated as per current tax laws (Finance Act, 2019), i.e. applicable for financial year 2019-20 onwards.

Notes

i. The above note on taxation sets out the provisions of law in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the disposal of equity shares.

ii. All the above benefits are as per the current tax laws (including amendments made by the Finance Act, 2019), legislation, its judicial interpretation and the policies of the regulatory authorities are subject to change from time to time, and these may have a bearing on the benefits listed above. Accordingly, any change or amendments in the law or relevant regulations would necessitate a review of the above.

iii. The above note on taxation sets out the provisions of law in a summary manner only and does not purport to be a complete analysis or listing of all potential tax consequences of the disposal of equity shares. This note is neither binding on any regulators nor can there be any assurance that they will not take a position contrary to the comments mentioned herein. Taxpayer should consult with his own tax advisor/s for applying the tax provisions considering the facts and circumstances attendant to his case.

iv. Several of these benefits are dependent on the shareholders fulfilling the conditions prescribed under the provisions of the relevant sections under the relevant tax laws.

v. The tax rate and other provisions may undergo changes.

22. DECLARATION BY THE BOARD OF DIRECTORS

Declaration as required under clause (ix) and clause (x) of Schedule I under the Buyback Regulations:

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

i. 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.

ii. 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

iii. 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).

23. AUDITOR'S CERTIFICATE

The text of the report dated January 31, 2019 of Kalyaniwalla & Mistry LLP, the Statutory Auditors of the Company, addressed to the Board of Directors of the Company 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.

1. 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"**).

2. 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 initialed for identification purposes only.

Board of Directors Responsibility for the Statement

3. 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

4. Pursuant to the requirements of the Buy-back Regulations, it is our responsibility to provide reasonable assurance:

(i) 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;
(ii) 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
(iii) 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.

5. 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.

6. 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.

7. 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

8. Based on inquiries conducted and our examination as above, we report that,

   (i) 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;
   (ii) 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
   (iii) 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

9. 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
Total (A)	**107,103,810**

Reserves	
General reserve	181,091,695
Retained Earnings	531,250,110
Securities premium account	193,223,296
Employee Stock Option Compensation Reserve	1,302,708
Total (B)	**906,867,809**
Grand Total (A+B)	**1,013,971,619**
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:

a) 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

24. DOCUMENTS FOR INSPECTION

The copies of the following documents referred to hereunder are available for inspection by Shareholders of the Company at the registered office at 6A, Sixth Floor, Prince Infocity II, No. 283/3 & 283/4, Rajiv Gandhi Salai (OMR), Kandanchavadi, Chennai – 600 096, Tamil Nadu, India, from 11 a.m. to 1 p.m. on any Working Day during the Tendering Period:

i. Certificate of incorporation of the Company;
ii. Memorandum and Articles of Association of the Company;
iii. Annual reports of the Company for the financial years ended 2016, 2017 and 2018;
iv. Unaudited limited review standalone and consolidated financial results approved by the Board for the nine months period ended December 31, 2018;
v. Copy of resolution passed by the Board of Directors in relation to the Buyback at its meeting held on January 31, 2019 and March 29, 2019;
vi. Copy of special resolution of the Equity Shareholders passed by way of postal ballot, the results of which were announced on March 28, 2019;
vii. Auditor's Report prepared by Kalyaniwalla & Mistry LLP, in terms of clause (xi) of Schedule I of the Buyback Regulations;
viii. Public Announcement dated March 29, 2019, and published on April 1, 2019;
ix. Declaration of solvency and an affidavit as per Form SH-9 of the Share Capital Rules;
x. Certificate dated January 31, 2019 issued by Kalyaniwalla & Mistry LLP, confirming that the Company has adequate funds for the purposes of the Buyback;
xi. Copy of the Escrow Agreement dated [●];
xii. Copy of the SEBI letter dated [●] providing its observations in terms of the Buyback Regulations.

xiii. Opinion dated April, 2, 2019 obtained by the Company on taxation.

25. DETAILS OF THE COMPLIANCE OFFICER

The details of the Compliance Officer are set out below.

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

Eligible Shareholders may contact the Compliance Officer for any clarification or to address their grievances, if any, during 10.00 a.m. to 5.00 p.m. on all Working Days during the Tendering Period.

26. DETAILS OF THE REMEDIES AVAILABLE TO THE ELIGIBLE SHAREHOLDERS

26.1 In case of any grievances relating to the Buyback (i.e. non-receipt of the Buyback consideration, Equity Share certificate, demat credit, etc.) the Eligible Shareholder can approach the Compliance Officer and/or the Manager to the Buyback and/or the Registrar to the Buyback for redressal.

26.2 If the Company makes any default in complying with the requirements under the Act or any rules made thereunder as may be applicable to the Buyback, the Company or any officer of the Company who is in default shall be liable in terms of the Act.

26.3 The address of the concerned office of the Registrar of Companies is as follows:

Registrar of Companies, Chennai
Block No.6, B Wing 2nd Floor, Shastri Bhawan 26,
Haddows Road, Chennai - 600034
Tel: 044-28270071
Fax: 044-28234298
Email: roc.chennai@mca.gov.in

27. DETAILS OF THE REGISTRAR TO THE BUYBACK AND INVESTOR SERVICE CENTRE

In case of any query, the Eligible Shareholders may contact the Registrar to the Buyback on any day except Saturday, Sunday and public holidays between 10.00 a.m. to 5.00 p.m. 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: priya@cameoindia.com
Contact Person: Ms. Sreepriya K.
Website: www.cameoindia.com
SEBI Registration Number: No. INR000003753
Corporate Identity Number: U67120TN1998PLC041613

28. DETAILS OF THE 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
Contact Person: Mr. Shekher Asnani / Mr. Rishi Tiwari
E-mail: sqsindiabfsi.buyback@icicisecurities.com
Website: www.icicisecurities.com
SEBI Registration Number: INM000011179
Validity period: Permanent
Corporate Identity Number: L67120MH1995PLC086241

29. DECLARATION BY THE DIRECTORS REGARDING AUTHENTICITY OF THE INFORMATION IN THIS DRAFT LETTER OF OFFER

As per Regulation 24(i)(a) of the Buyback Regulations, the Board of Directors accept full responsibility for the information contained in this Draft Letter of Offer and confirms that this Draft Letter of Offer contains true, factual and material information and does not contain any misleading information. This Draft Letter of Offer is issued under the authority of the Board of Directors and in terms of the resolution passed by the Board of Directors on January 31, 2019:

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

Sd/-	**Sd/-**	**Sd/-**
Mr. Balaji Viswanathan **Managing Director & CEO** **DIN: 06771242**	**Prof. K. Kumar** **Deputy Chairman & Director** **DIN: 02343860**	**Mr. S. Sampath Kumar** **Company Secretary and Compliance Officer** **ICSI Membership No. FCS 3838**

Date: April 8, 2019

Enclosures: Offer Form

30. OFFER FORM

i. Tender Form (for Eligible Shareholders holding Equity Shares in dematerialised form).
ii. Tender Form (for Eligible Shareholders holding Equity Shares in physical form).
iii. Form No. SH-4 – Securities Transfer Form.

TENDER FORM (FOR ELIGIBLE SHAREHOLDERS HOLDING EQUITY SHARES IN DEMATERIALISED FORM)

BUY-BACK OPENS ON:			**[●], [●], 2019**		
BUY-BACK CLOSES ON:			**[●], [●], 2019**		
For Registrar / Collection Centre use					
Inward No.		**Date**		**Stamp**	
Status ***(please tick appropriate box)***					
	Individual		FII		Insurance Co.
	Foreign Co.		NRI/OCB		FVCI
	Body Corporate		Bank / FI		Pension / PF
	VCF		Partnership/LLP		Others (specify)
India Tax Residency Status: Please tick appropriate box					
	Resident in India		**Non-Resident in India**		**Resident of** _____ **(Shareholder to fill the country of residence)**
Route of Investment (For NR Shareholders only)					
	Portfolio Investment Scheme				**Foreign Investment Scheme**

Bid Number:

Date:

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.

Dear Sirs,

Sub: Letter of Offer dated [●] in relation to the buyback of up to 4,60,896 (Four Lakhs Sixty Thousand Eight Hundred and Ninety Six) Equity Shares of SQS India BFSI Limited ("Company") at a price of ₹ 550 (Rupees Five hundred and Fifty only) per Equity Share ("Buyback Offer Price") payable in cash ("Buyback")

1. I / We, (having read and understood the Letter of Offer dated [•]) hereby tender my / our Equity Shares in response to the Buyback in accordance with the terms and conditions set out below and in the Letter of Offer.
2. I / We authorize the Company to buy back the Equity Shares offered (as mentioned below) and to issue instruction(s) to the Registrar to the Buyback to extinguish such Equity Shares accepted.
3. I / We hereby affirm that the Equity Shares comprised in this tender are offered for the Buyback by me / us free from all liens, equitable interests, charges and encumbrances.
4. I / We declare that there are no restraints / injunctions or other order(s) of any nature which limits / restricts in any manner my / our right to tender / offer Equity Shares for the Buyback and that I / we am / are legally entitled to tender / offer for the Buyback.
5. I / We agree that the Company will pay the Buyback Offer Price only after due verification of the validity of the documents and that the consideration will be paid as per secondary market mechanism.
6. I/ We acknowledge that the responsibility to discharge the tax due on any gains arising on buy-back is on me / us. I / We agree to compute gains on this transaction and immediately pay applicable taxes in India and file tax return in consultation with our custodians/authorized dealers/tax advisors appropriately.
7. I/ We undertake to indemnify the Company if any tax demand is raised on the Company on account of gains arising to me / us on buyback of shares. I / We also undertake to provide the Company, the relevant details in respect of the taxability / non-taxability of the proceeds arising on buyback of shares by the Company, copy of tax return filed in India, evidence of the tax paid etc.
8. I/We agree that the excess demat Equity Shares or unaccepted demat Shares tendered, if any, may be delivered to the Selling Member by the clearing corporation in pay-out.
9. I / We undertake to return to the Company any consideration in respect of the Buyback that may be wrongfully received by me / us.
10. I / We undertake to execute any further documents and give any further assurances that may be required or expedient to give effect to my / our tender/offer and agree to abide by any decision that may be taken by the Company to effect the Buyback in accordance with the Companies Act and the Buyback Regulations.
11. Details of Equity Shares held and tendered / offered in the Buyback:

	In Figures	**In Words**
Number of Equity Shares held as on Record Date		
Number of Equity Shares entitled for Buyback (Buyback Entitlement)		
Number of Equity Shares offered for Buyback		

Note: Eligible Shareholders also have the option of tendering Additional Equity Shares (over and above their Buyback Entitlement) and participate in the shortfall created due to non-participation of some other Eligible Shareholders, if any. The acceptance of any Equity Shares tendered in excess of the Buyback Entitlement by the Eligible Shareholder shall be in terms of Paragraphs 19 and 20 of the Letter of Offer. Equity Shares tendered by any Eligible Shareholder over and above the number of Equity Shares held by such Eligible Shareholder as on the Record Date shall not be considered for the purpose of Acceptance.

_____*Tear along this line*_____

Acknowledgement Slip for SQS India BFSI Limited – Buyback Offer 2019
(To be filled by the Eligible Shareholder)(Subject to verification)

Ledger Folio No. / DP ID–Client ID.:

Received from Mr./Ms./M/s._____

Tender Form, original TRS along with:

No. of Equity Shares offered for Buyback (in figures)_____(in words)_____

Stamp of Collection Center

Please quote Ledger Folio No./ DP ID-Client ID for all future correspondence

12. Details of account with Depository Participant (DP):

Name of the Depository (tick whichever is applicable)	**NSDL** ☐	**CDSL** ☐
Name of the Depository Participant		
DP ID		
Client ID with Depository Participant		

13. Eligible Shareholders Details:

Particulars	**First/Sole Holder**	**Joint Shareholder 1**	**Joint Shareholder 2**	**Joint Shareholder 3**
Full Name(s) of the Eligible Shareholder				
Signature(s)*				
PAN No.				
Address of the First/ Sole Eligible Shareholder				
Telephone No./ Email ID				

**Corporate must affix rubber stamp and sign under valid authority. The relevant corporate authorisation should be enclosed with the application form submitted.*

INSTRUCTIONS

1. The Buyback will open on [•] and close on [•].
2. This Tender Form has to be read along with the Letter of Offer and is subject to the terms and conditions mentioned in the Letter of Offer.
3. Eligible Shareholders who desire to tender their Equity Shares in the dematerialized form under the Buyback would have to do so through their respective Selling Member by indicating the details of Equity Shares they intend to tender under the Buyback.
4. The Equity Shares tendered in the Buyback shall be rejected if (i) the Equity Shareholder is not an Eligible Shareholder of the Company as on the Record Date; (ii) if there is a name mismatch in the demat account of the Eligible Shareholder, (iii) in case of receipt of the completed Tender Form and other documents but non-receipt of Equity Shares in the special account of the clearing corporation, or (iv) a non-receipt of valid bid in the exchange bidding system.
5. The Eligible Shareholders will have to ensure that they keep the DP account, in which they held shares as of Record Date and from where the shares are tendered, active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to the Buyback being on a proportionate basis in terms of the Buyback Entitlement.
6. In case of non-receipt of the Letter of Offer, Eligible Shareholders holding Equity Shares may participate in the Buyback by providing their application in plain paper in writing signed by all Eligible Shareholders (in case of joint holding), stating name and address of the Eligible Shareholder(s), number of Equity Shares held as on the Record Date, Client ID number, DP Name, DP ID, beneficiary account number and number of Equity Shares tendered for the Buyback.
7. Eligible Shareholders to whom the Buyback is made are free to tender Equity Shares to the extent of their Buyback Entitlement in whole or in part or in excess of their Buyback Entitlement.
8. All documents sent by Eligible Shareholders will be at their own risk. Eligible Shareholders are advised to safeguard adequately their interests in this regard.
9. By agreeing to participate in the Buyback the Non-Resident Shareholders give the Company the authority to make, sign, execute, deliver, acknowledge and perform all applications to file regulatory reportings, if required, including FC-TRS form, if necessary and undertake to provide assistance to the Company for such regulatory reporting, if required by the Company.
10. **The Tender Form and TRS is not required to be submitted to the Company, Manager or the Registrar. After the receipt of the demat Equity Shares by the clearing corporation and a valid bid in the exchange bidding system, the Buyback shall be deemed to have been accepted for the Eligible Shareholders holding Equity Shares in demat form.**

For details, please also read and follow the procedures set out in the Paragraphs 19 and 20 in the Letter of Offer.

All capitalised items shall have the meaning ascribed to them in the Letter of Offer.

_____*Tear along this line*_____

ALL FUTURE CORRESPONDENCE IN CONNECTION WITH THIS BUYBACK SHOULD BE ADDRESSED TO THE REGISTRAR AT THE FOLLOWING ADDRESS QUOTING YOUR FOLIO NUMBER:

Cameo Corporate Services Limited
'Subramanian Building', No.1, Club House Road,
Chennai – 600 002, Tamil Nadu, India
Tel: +91 44 4002 0700 / 0710 / 2846 0390
Fax: +91 44 2846 0129
Email: **priya@cameoindia.com**
Contact Person: Ms. Sreepriya K

TENDER FORM (FOR ELIGIBLE SHAREHOLDERS HOLDING EQUITY SHARES IN PHYSICAL FORM)

BUY-BACK OPENS ON:			**[●], [●], 2019**		
BUY-BACK CLOSES ON:			**[●], [●], 2019**		
For Registrar / Collection Centre use					
Inward No.		**Date**		**Stamp**	
Status *(please tick appropriate box)*					
	Individual		FII		Insurance Co.
	Foreign Co.		NRI/OCB		FVCI
	Body Corporate		Bank / FI		Pension / PF
	VCF		Partnership/LLP		Others (specify)
India Tax Residency Status: Please tick appropriate box					
	Resident in India		**Non-Resident in India**		**Resident of _____ (Shareholder to fill the country of residence)**
Route of Investment (For NR Shareholders only)					
	Portfolio Investment Scheme			**Foreign Investment Scheme**	

Bid Number:

Date:

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.

Dear Sirs,

Sub: Letter of Offer dated [●] in relation to the buyback of up to 4,60,896 (Four Lakhs Sixty Thousand Eight Hundred and Ninety Six) Equity Shares of SQS India BFSI Limited ("Company") at a price of ₹ 550 (Rupees Five hundred and Fifty only) per Equity Share ("Buyback Offer Price") payable in cash ("Buyback")

1. I / We, having read and understood the Letter of Offer dated [●] hereby tender my / our Equity Shares in response to the Buyback in accordance with the terms and conditions set out below and in the Letter of Offer.
2. I / We authorize the Company to buy back the Equity Shares offered (as mentioned below) and to issue instruction(s) to the Registrar to the Buyback to extinguish the Equity Share certificates accepted.
3. I / We hereby affirm that the Equity Shares comprised in this tender are offered for the buy back by me / us free from all liens, equitable interests, charges and encumbrances.
4. I / We declare that there are no restraints / injunctions or other order(s) of any nature which limits / restricts in any manner my / our right to tender / offer Equity Shares for the Buyback and that I / we am / are legally entitled to tender / offer for the Buyback.
5. I / We agree that the Company is not obliged to accept any Equity Shares tendered / offered for Buyback where loss of Equity Share certificates has been notified to the Company.
6. I/ We acknowledge that the responsibility to discharge the tax due on any gains arising on buy-back is on me / us. I / We agree to compute gains on this transaction and immediately pay applicable taxes in India and file tax return in consultation with our custodians/ authorized dealers/ tax advisors appropriately.
7. I/ We undertake to indemnify the Company if any tax demand is raised on the Company on account of gains arising to me / us on buyback of shares. I / We also undertake to provide the Company, the relevant details in respect of the taxability / non-taxability of the proceeds arising on buyback of shares by the Company, copy of tax return filed in India, evidence of the tax paid etc.
8. I / We agree that the Company will pay the Buyback Offer Price only after due verification of the validity of the documents and that the consideration will be paid as per secondary market mechanism.
9. I / We undertake to return to the Company any consideration in respect of the Buyback that may be wrongfully received by me / us.
10. I / We undertake to execute any further documents and give any further assurances that may be required or expedient to give effect to my / our tender / offer and agree to abide by any decision that may be taken by the Company to effect the Buyback in accordance with the Companies Act and the Buyback Regulations.
11. I / We authorize the Company to split the Equity Share certificates and issue a new consolidated Equity 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.
12. I / We agree that the excess demat Equity Shares or unaccepted demat Shares, if any, tendered would be returned to the Selling Member by clearing corporation in payout.
13. Applicable for all Non-resident shareholders.
    - I / We undertake to pay income taxes in India on any income arising on such Buyback accordance with prevailing income tax laws in India. I / We also undertake to indemnify the Company against any income tax liability on any income earned on such Buyback of shares by me / us. Details of bank account of the sole or first Shareholder to be incorporated in the consideration warrant (to be mandatorily filled).
    - I / We, being a Non-Resident Shareholder, agree to obtain and submit all necessary approvals, if any and to the extent required from the concerned authorities including approvals from the Reserve Bank of India ("**RBI**") under Foreign Exchange Management Act, 1999, as amended (the "**FEMA**") and the rules and regulations framed there under, for tendering Equity Shares in the Buyback, and also undertake to comply with the reporting requirements, if applicable, under the FEMA and any other rules, regulations and guidelines, in regard to remittance of funds outside India.
14. Details of the Equity Shares held and tendered/ offered in the Buyback:

	In Figures	**In Words**
Number of Equity Shares held as on Record Date		

	In Figures	In Words
Number of Equity Shares Entitled for Buyback (Buyback Entitlement)		
Number of Equity Shares offered for Buyback (including Additional Shares)		

Note: Eligible Shareholders also have the option of tendering Additional Equity Shares (over and above their Buyback Entitlement) and participate in the shortfall created due to non-participation of some other Eligible Shareholders, if any. The Acceptance of any Equity Shares tendered in excess of the Buyback Entitlement by the Eligible Shareholder shall be in terms of Paragraphs 19 and 20 of the Letter of Offer. Equity Shares tendered by any Eligible Shareholder over and above the number of Equity Shares held by such Eligible Shareholder as on the Record Date shall not be considered for the purpose of Acceptance.

Tear along this line

Acknowledgement Slip for SQS India BFSI Limited – Buyback Offer 2019

(to be filled by the Eligible Shareholder)(subject to verification)

Ledger Folio No. / DP ID–Client ID:

Received from Mr./Ms./M/s._____

Tender Form, original TRS along with:

No. of Equity Shares offered for Buyback (in figures)_____(in words) _____

Stamp of Collection Center

Please quote Ledger Folio No. /DP ID-Client ID for all future correspondence

15. Details of Equity Share Certificate(s) enclosed: Total No. of Equity Share:_____Certificates Submitted:

Sr. No.	Folio No.	Equity Share Certificate No.	Distinctive No(s)		No. of Equity Shares
			From	To	
1					
2					
3					
4					
Total:					

In case the number of folios and Equity Share certificates enclosed exceed four, please attach a separate sheet giving details in the same format as above.

16. Details of other Documents (Please √ as appropriate, if applicable) enclosed:

	Power of Attorney – SQS India BFSI Limited		Corporate Authorizations
	Succession Certificate		Death Certificate
	Self-attested copy of Permanent Account Number (PAN Card)		Original Share Transfer Form SH4 duly executed and witnessed
	TRS		Others (please specify)
	RBI approvals for acquiring the Equity Shares of SQS India BFSI Limited tendered in the Buyback		

17. Details of the bank account of the sole or first Eligible Shareholder to be incorporated in the consideration warrant (to be mandatorily filled):

Name of the Bank	Branch and City	IFSC and MICR Code	Account Number (indicate type of account)

18. Eligible Shareholders Details:

Particulars	First/Sole Holder	Joint Shareholder 1	Joint Shareholder 2	Joint Shareholder 3
Full Name(s) of the Eligible Shareholder				
Signature(s)*				
PAN No.				
Address of the First/ Sole Eligible Shareholder				
Telephone No./ Email ID				

**Corporate must affix rubber stamp and sign under valid authority. The relevant corporate authorisation should be enclosed with the application form submitted.*

INSTRUCTIONS

1. The Buyback will open on [•] and close on [•].
2. This Tender Form has to be read along with the Letter of Offer and is subject to the terms and conditions mentioned in the Letter of Offer.

3. Eligible Shareholders who wish to tender their Equity Shares in response to this Buyback should submit the following documents to their Selling Member, who in turn would deliver the said documents along with the TRS to the Registrar to the Buyback not later than 2 (two) days from the Buyback Closing Date i.e. [•] (by 5 p.m.); the documents should be sent to the Registrar to the Buyback only after the placement of a valid bid; non-submission of the below mentioned documents directly to the Registrar to the Buyback shall result in the rejection of the tendered Equity Shares.

   i. The relevant Tender Form duly signed by all Eligible Shareholders in case shares are in joint names) in the same order in which they hold the Equity Shares;

   ii. Original Equity Share certificates;

   iii. Self-attested copy of the Permanent Account Number (PAN) Card;

   iv. Transfer deed (Form SH-4) duly signed (by all Eligible Shareholders in case Equity Shares are held jointly) in the same order in which they hold the Equity Shares and witnessed.

   v. Self-attested copy of the Shareholder's PAN Card

   vi. Any other relevant documents such as (but not limited to):

      - Duly attested Power of Attorney if any person other than the Equity Shareholder has signed the relevant Tender Form
      - Notarized copy of death certificate and succession certificate or probated will, as applicable, if the original Shareholder has deceased
      - Necessary corporate authorisations, such as Board Resolutions etc., in case of companies

   vii. In addition to the above, if the address of the Shareholder has undergone a change from the address registered in the Register of Members of the Company, the Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhar Card, Voter Identity Card or Passport.

4. In case of non-receipt of the Letter of Offer, Eligible Shareholders holding Equity Shares may participate in the offer by providing their application in plain paper in writing signed by all Eligible Shareholders (in case of joint holding), stating name, address, folio number, number of Equity Shares held, Equity Share certificate number, number of Equity Shares tendered for the Buyback and the distinctive numbers thereof, enclosing the original Equity Share certificate(s), copy of Eligible Shareholder's PAN card(s) and executed share transfer form in favour of the Company. Eligible Shareholders must ensure that the Tender Form, along with the TRS and requisite documents, reach the Registrar to the Buyback not later than 2 (two) days from the Buyback Closing Date i.e. [•] (by 5 p.m.).

5. Eligible Shareholders should also provide all relevant documents in addition to the above documents, which include but are not limited to: (i) duly attested power of attorney registered with the Registrar, if any person other than the Eligible Shareholder has signed the relevant Tender Form; (ii) duly attested death certificate / succession certificate in case any Eligible Shareholder is deceased; and (iii) necessary corporate authorisations, such as board resolution etc., in case of companies.

6. Eligible Shareholders to whom the Buyback is being made are free to tender Equity Shares to the extent of their entitlement in whole or in part or in excess of their entitlement.

7. All documents sent by the Selling Member / custodian will be at their own risk and the Selling Member / custodian is advised to adequately safeguard their interests in this regard.

8. All documents as mentioned above, shall be enclosed with the valid Tender Form, otherwise the Equity Shares tendered will be liable for rejection. The Equity Shares shall be liable for rejection on the following grounds amongst others: (i) if there is any other company's equity share certificate enclosed with the Tender Form instead of the Equity Share certificate of the Company; (ii) if the transmission of Equity Shares is not completed, and the Equity Shares are not in the name of the Eligible Shareholder; (iii) if the Eligible Shareholders tender Equity Shares but the Registrar does not receive the Equity Share certificate; (iv) in case the signature on the Tender Form and Form SH-4 does not match as per the specimen signature recorded with Company/ Registrar of the Company and (v) In case the Transfer Form – SH4 is not witnessed.

9. By agreeing to participate in the Buyback the Non-Resident Shareholders give the Company the authority to make, sign, execute, deliver, acknowledge and perform all applications to file regulatory reportings, if required, including FC-TRS form, if necessary and undertake to provide assistance to the Company for such regulatory reporting, if required by theCompany.

For details, please also read and follow the procedures set out in the Paragraphs 19 and 20 in the Letter of Offer.

All capitalised items shall have the meaning ascribed to them in the Letter of Offer.

Tear along this line

ALL FUTURE CORRESPONDENCE IN CONNECTION WITH THIS BUYBACK SHOULD BE ADDRESSED TO THE REGISTRAR AT THE FOLLOWING ADDRESS QUOTING YOUR FOLIO NUMBER:

Cameo Corporate Services Limited
'Subramanian Building', No.1, Club House Road,
Chennai – 600 002, Tamil Nadu, India
Tel: +91 44 4002 0700 / 0710 / 2846 0390
Fax: +91 44 2846 0129
Email: **priya@cameoindia.com**
Contact Person: Ms. Sreepriya K

Form No. SH-4 - Securities Transfer Form

[Pursuant to Section 56 of the Companies Act, 2013 and Sub-Rule (1) of Rule 11* of the Companies (Share Capital and Debentures) Rules 2014*]

Date of execution:____/____/_____

FOR THE CONSIDERATION stated below the "Transferor(s)" named do hereby transfer to the "Transferee(s)" named the securities specified below subject to the conditions on which the said securities are now held by the Transferor(s) and the Transferee(s) do hereby agree to accept and hold the said securities subject to the conditions aforesaid.

CIN:	L	6	4	2	0	2	T	N	1	9	9	8	P	L	C	0	6	6	6	0	4

Name of the company (in full): **SQS India BFSI Limited**
Name of the Stock Exchange where the company is listed, (if any): **BSE Limited and National Stock Exchange of India Limited**

DESCRIPTION OF SECURITIES:

Kind/ Class of securities (1)	**Nominal value of each unit of security (2)**	**Amount called up per unit of security (3)**	**Amount paid up per unit of security (4)**
Equity Shares	₹10.00	₹[●]	₹[●]

No. of Securities being Transferred		**Consideration received (₹)**	
In figures	**In words**	**In words**	**In figures**

Distinctive Number	**From**			
	To			
Corresponding Certificate Nos.				

Transferor's Particulars

Registered Folio Number:			
Sr. No.	**Name(s) in full**	**PAN**	**Signature(s)**
1.			
2.			
3.			

I, hereby confirm that the transferor has signed before me.

Signature of the Witness: _____

Name of the Witness: _____

Address, Pincode of the Witness: _____

Transferee's Particulars		
Name in full (1)	**Father's/ Mother's / Spouse's Name (2)**	**Address & E-mail ID (3)**
[SQS India BFSI Limited – Buyback Offer 2019]	N.A.	**Address:** SQS India BFSI Limited, 6A, Sixth Floor, Prince Infocity II, No. 283/3 & 283/4, Rajiv Gandhi Salai (OMR), Kandanchavadi, Chennai – 600 096. **E-mail ID :**
Occupation (4)	**Existing Folio No., if any (5)**	**Signature (6)**
Business		1. _____ 2. _____ 3. _____

Folio No. of Transferee:_____

Value of Stamp affixed: Rs._____

Enclosures:
1. Certificate of shares or debentures or other securities
2. If no certificate is issued, letter of allotment
3. Copy of PAN Card of all the Transferee(s) (For all listed Cos.)
4. Others, Specify,_____

Specimen Signature of Transferee(s)

1. _____

2. _____

3. _____

Stamps

For Office Use Only

Checked by : _____

Signature Tallied by : _____

Entered in the Register of Transfer on:_____vide Transfer No.: _____

Approval Date : _____

Power of Attorney / Probate / Death Certificate / Letter of Administration

Registered on:_____at No. : _____