STRATEGIC REPORT, REPORT OF THE DIRECTORS AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020

FOR

EXPLEO SOLUTIONS UK LTD

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COMPANY INFORMATION FOR THE YEAR ENDED 31ST MARCH 2020

DIRECTORS: Mr Martin Hodgson

Mr Balaji Viswanathan

Mr Stephen Michael Magennis

REGISTERED OFFICE: 7-11 Moorgate

London EC2R 6AF

REGISTERED NUMBER: 07211807 (England and Wales)

AUDITORS: PSJ Alexander & Co

Chartered Accountants & Statutory Auditors

1 Doughty Street

London WC1N 2PH

BANKERS: ICICI Bank UK PLC

STRATEGIC REPORT FOR THE YEAR ENDED 31ST MARCH 2020

The directors present their strategic report for the year ended 31st March 2020.

REVIEW OF BUSINESS

Expleo Solutions UK Ltd (Formerly known as SQS BFSI UK LTD) is a wholly owned subsidiary of Expleo Solutions Limited (Formerly known as SQS India BFSI Limited). Expleo Solutions Limited (Formerly known as SQS India BFSI Limited) is a public Limited company incorporated under the laws of India and their shares are traded in two stock exchanges in India - NSE and BSE.

The entity is part of the SQS Group, the world's leading specialist in software quality. Together with Assystem Technologies, SQS has rebranded as Expleo.

Expleo (Erstwhile SQS Group) is a trusted partner for end-to-end, integrated engineering, quality services and management consulting for digital transformation. Expleo group helps businesses harness unrelenting technological change to successfully deliver innovations that will help them gain a competitive advantage and improve the everyday lives of people around the globe. The group operates in over 25 countries.

Expleo is the leading Business Assurance and Testing Specialist focusing exclusively on the Financial Sector. With a successful track record of over 15 years, and more than 14 million person hours of Testing, the company has served 150 plus customers in APAC, USA, UK and MiddleEast.

Its financial software testing services have helped system integrators and product development companies to achieve near defect-free rollouts of software products such as PRIME, TS2®, VisionPLUS®, Oracle FLEXCUBE®, T24, Equation, B@ncs24, CS Eximbills, FinnOneTM, Kondor+, Pan Credit, TS2, Siebel, Newton, Kastle, Genius, Premia, MIDAS, ClarityQ and Finacle.

Already UK region represents a major client base for Expleo as many of the client do make repeat orders for the testing services provided by us. We have a strong sales team working in UK and also in other countries in the Europe region sourcing business. The UK region is expected to grow strongly in this region as Expleo (Erstwhile SQS Group) is already a known service provider in this region. The company is expecting to have more synergies in terms of accessing new markets and new client base in UK region, which would surely help us grow in the market.

The revenue of the company for the FY 2019-20 amounted to GBP 2,201,810 (PY: GBP 3,442,656) and the Profit after tax amounted to GBP 113,343 (PY: 127,409).

The company is involved in providing software validation and verification services to its customers primarily in the banking, financial services and insurance segments. The company is in talks with the existing customers to obtain further projects and is focussed on increasing the client base in the UK region in the coming years.

The company has been delivering consistently even during the COVID -19 pandemic times. The business model of the Company enables the electronic delivery of IT services, which has been put in place for several years before the pandemic began. Therefore, the management believes that the Company's current business activities are not materially affected, since the service delivery and supervisory/management teams are able to work from home.

STRATEGIC REPORT FOR THE YEAR ENDED 31ST MARCH 2020

PRINCIPAL RISKS AND UNCERTAINTIES

The company's principal financial instrument comprise bank balances and trade debtors which have been generated through the company's regular operation. Due to the nature of the financial instruments used by the company there is low exposure to price risk. The company's approach to managing other risks applicable to the financial instruments concerned are as follows:

- 1. Interest Rate Risk: Interest rate risk is the risk that the value of a financial instrument will fluctuate due to changes in market interest rates. The company has no significant exposure to market risk for changes in interest rates because it has no interest bearing borrowings from any external sources.
- 2. Liquidity risk: Liquidity risk is the risk that the company will encounter difficulty in meeting financial obligations due to shortage of funds. The company has no significant liquidity risk as it maintains a level of cash and cash equivalents that is sufficient for working capital purpose. The liquidity risk is managed by maintaining a positive bank balance and ensuring there are sufficient funds to meet the payments as they fall due.
- 3. Credit Risk: Credit risk refers to the risk that the counterparty will default on its contractual obligation resulting in financial loss to the company. Trade Debtors are managed in respect of Credit and cash flows monitoring of amounts outstanding, and discussion with clients. The company only deal with creditworthy counterparties. The management however does not foresee any risk of default by the parties.

Cash at bank are placed with credit worthy financial institutions.

4. Foreign Currency Risk: The company has no significant exposure to foreign currency risk.

SECTION 172(1) STATEMENT

Company is exempt from the above disclosure on the grounds that threshold being not exceeded.

ON BEHALF OF THE BOARD:

Mr Balaji Viswanathan - Director

21st May 2020

REPORT OF THE DIRECTORS FOR THE YEAR ENDED 31ST MARCH 2020

The directors present their report with the financial statements of the company for the year ended 31st March 2020.

PRINCIPAL ACTIVITY

The principal activity of the company in the year under review was that of IT related services, in particular the independent testing of software for the financial services industry. The company provides services mainly to its parent company in India.

DIVIDENDS

No dividends will be distributed for the year ended 31st March 2020.

EVENTS SINCE THE END OF THE YEAR

Information relating to events since the end of the year is given in the notes to the financial statements.

DIRECTORS

The directors shown below have held office during the whole of the period from 1st April 2019 to the date of this report.

Mr Martin Hodgson Mr Balaji Viswanathan

Other changes in directors holding office are as follows:

Mr Wolfgang Hubert Moll - resigned 27th June 2019 Mr Stephen Michael Magennis - appointed 27th June 2019

ENGAGEMENT WITH EMPLOYEES

Company is exempt from the above disclosure on the grounds that threshold being not exceeded.

ENGAGEMENT WITH SUPPLIERS, CUSTOMERS AND OTHERS

Business relationship with suppliers, customers and others has been healthy and strong as before and being maintained throughout the year.

STATEMENT OF CORPORATE GOVERNANCE ARRANGEMENTS

Company is exempt from the above disclosure on the grounds that threshold being not exceeded.

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Strategic Report, the Report of the Directors and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

REPORT OF THE DIRECTORS FOR THE YEAR ENDED 31ST MARCH 2020

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

So far as the directors are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the company's auditors are unaware, and each director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

AUDITORS

The auditors, PSJ Alexander & Co, will be proposed for re-appointment at the forthcoming Annual General Meeting.

ON BEHALF OF THE BOARD:

Mr Balaji Viswanathan - Director

21st May 2020

Opinion

We have audited the financial statements of Expleo Solutions UK Ltd (the 'company') for the year ended 31st March 2020 which comprise the Income Statement, Other Comprehensive Income, Balance Sheet, Statement of Changes in Equity, Cash Flow Statement and Notes to the Financial Statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31st March 2020 and of its profit for the year then ended:
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

Other information

The directors are responsible for the other information. The other information comprises the information in the Strategic Report and the Report of the Directors, but does not include the financial statements and our Report of the Auditors thereon.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Strategic Report and the Report of the Directors for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic Report and the Report of the Directors have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the Strategic Report or the Report of the Directors.

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Responsibilities of directors

As explained more fully in the Statement of Directors' Responsibilities set out on page four, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditors' responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue a Report of the Auditors that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at www.frc.org.uk/auditorsresponsibilities. This description forms part of our Report of the Auditors.

Use of our report

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in a Report of the Auditors and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Vimal Shah (Senior Statutory Auditor) for and on behalf of PSJ Alexander & Co Chartered Accountants & Statutory Auditors 1 Doughty Street London WC1N 2PH

28th May 2020

INCOME STATEMENT FOR THE YEAR ENDED 31ST MARCH 2020

		2020	0	201	9
	Notes	£	£	£	£
TURNOVER			2,201,810		3,442,656
Staff costs Depreciation Other operating expenses	4	1,846,894 41 229,986	2,076,921	3,105,678 326 185,480	3,291,484
OPERATING PROFIT	6		124,889		151,172
Interest receivable and similar income			12,534		9,110
PROFIT BEFORE TAXATION			137,423		160,282
Tax on profit	7		24,080		32,873
PROFIT FOR THE FINANCIAL YE	CAR		113,343		127,409

OTHER COMPREHENSIVE INCOME FOR THE YEAR ENDED 31ST MARCH 2020

	Notes	2020 £	2019 £
PROFIT FOR THE YEAR		113,343	127,409
OTHER COMPREHENSIVE	INCOME	<u>-</u>	
TOTAL COMPREHENSIVE FOR THE YEAR	INCOME	113,343	127,409

EXPLEO SOLUTIONS UK LTD (REGISTERED NUMBER: 07211807)

BALANCE SHEET 31ST MARCH 2020

		2020		2019	
	Notes	£	£	£	£
FIXED ASSETS					
Tangible assets	8		2		42
CURRENT ASSETS					
Debtors	9	6,114,419		6,097,427	
Cash at bank		1,453,024		1,024,892	
		7,567,443		7,122,319	
CREDITORS					
Amounts falling due within one year	10	6,224,464		5,892,723	
NET CURRENT ASSETS			1,342,979		1,229,596
TOTAL ASSETS LESS CURRENT					
LIABILITIES			1,342,981		1,229,638
CAPITAL AND RESERVES					
Called up share capital	11		350,000		350,000
Retained earnings	12		992,981		879,638
SHAREHOLDERS' FUNDS			1,342,981		1,229,638

The financial statements were approved by the Board of Directors and authorised for issue on 21st May 2020 and were signed on its behalf by:

Mr Balaji Viswanathan - Director

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH 2020

	Called up share capital £	Retained earnings	Total equity £
Balance at 1st April 2018	350,000	752,229	1,102,229
Changes in equity Total comprehensive income Balance at 31st March 2019	350,000	127,409 879,638	1,229,638
Changes in equity Total comprehensive income	<u> </u>	113,343	113,343
Balance at 31st March 2020	350,000	992,981	1,342,981

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2020

	Notes	2020	2019
	Notes	£	£
Cash flows from operating activities			
Cash generated from operations	17	452,051	(188,229)
Tax paid		(36,453)	(26,700)
Net cash from operating activities		415,598	(214,929)
Cash flows from investing activities			
Interest received		12,534	9,110
Net cash from investing activities		12,534	9,110
Increase/(decrease) in cash and cash	•	428,132	(205,819)
Cash and cash equivalents at beginning year	ing of 18	1,024,892	1,230,711
Cash and cash equivalents at end of	year 18	1,453,024	1,024,892

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020

1. STATUTORY INFORMATION

Expleo Solutions UK Ltd is a private company, limited by shares, registered in England and Wales. The company's registered number and registered office address can be found on the Company Information page.

2. STATEMENT OF COMPLIANCE

These financial statements have been prepared in accordance with Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" and the Companies Act 2006.

3. ACCOUNTING POLICIES

Basis of preparing the financial statements

The financial statements have been prepared under the historical cost convention.

The presentation currency is UK Pound Sterling (£).

Going concern

These financial statements have been prepared on the going concern basis which is dependent on the following considerations by the directors:

- The company has substantial net assets, and remains profitable. Its external customers are well known companies in the financial sector.
- The company is not dependant on external financing.
- Forecasts of revenues and sales orders for the next 1-2 years indicate that the company will continue to meet its liabilities as they fall due.

Based on the above, the director has concluded that there are no material uncertainties that may cast significant doubt on the ability of the company to continue as a going concern.

Turnover and trade debtors

Turnover represents the value of services provided to the immediate parent undertaking in India. It is determined in accordance with the transfer pricing agreement between the two companies and recognised in the period to which they relate.

Turnover excludes Value Added Taxes.

Invoices raised to end-customers and any trade debtors' balances due from these end-customers belong to the parent undertaking.

Tangible fixed assets

Depreciation is provided at the following annual rates in order to write off each asset over its estimated useful life.

Fixtures and fittings - at varying rates on cost
Computer equipment - at varying rates on cost

Foreign currencies

Assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of transaction. Exchange differences are taken into account in arriving at the operating result.

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NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31ST MARCH 2020

4.	EMPLOYEES AND DIRECTORS	2020	2019
	Wages and salaries Social security costs	£ 1,804,839 42,055	£ 3,035,642 70,036
		1,846,894	3,105,678
	The average number of employees during the year was as follows:	2020	2019
	Other staff	<u>21</u>	<u>32</u>
5.	DIRECTORS' EMOLUMENTS	2020	2019
	Directors' remuneration	£ 	£
6.	OPERATING PROFIT		
	The operating profit is stated after charging:		
	Depreciation - owned assets Auditors remuneration Foreign exchange differences	2020 £ 40 6,300 51,671	2019 £ 326 6,300 40,809
7.	TAXATION		
	Analysis of the tax charge The tax charge on the profit for the year was as follows:	2020 £	2019 £
	Current tax: UK corporation tax	24,080	32,873
	Tax on profit	24,080	32,873

7. **TAXATION - continued**

8.

9.

Reconciliation of total tax charge included in profit and loss

The tax assessed for the year is lower than the standard rate of corporation tax in the UK. The difference is explained below:

		2020 £	2019 £
Profit before tax		137,423	160,282
Profit multiplied by the standard rate of corporation tax in the U. (2019 - 19%)	K of 19%	26,110	30,454
Effects of: Expenses not deductible for tax purposes		348	2,425
Capital allowances in excess of depreciation Adjustments to tax charge in respect of previous periods		(2,378)	(6
Total tax charge		24,080	32,873
TANGIBLE FIXED ASSETS			
	Fixtures and fittings £	Computer equipment £	Totals £
COST	-		-
At 1st April 2019			
and 31st March 2020	4,927	801	5,728
DEPRECIATION			
At 1st April 2019	4,885	801	5,686
Charge for year	40	-	40
At 31st March 2020	4,925	801	5,726
NET BOOK VALUE			
At 31st March 2020	2	-	2
At 31st March 2019	42	<u> </u>	42
DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YI	EAR		
		2020	2019
		£	£
Trade debtors		964,123	1,383,260
Amounts owed by group undertakings		5,130,633	4,711,131
Other debtors		13,903 5 760	2,915
Prepayments		5,760	121
		6,114,419	6,097,427

10.	CREDITORS	S: AMOUNTS FALLING DU	E WITHIN ONE YEAR		
				2020	2019
				£	£
		l to group undertakings		5,708,399	5,316,760
	Taxation			5,500	17,873
	Social security	and other taxes		15,236	26,219
	VAT			228,160	184,398
	Other creditors			5,172	13,778
	Accrued exper	nses		261,997	333,695
				6,224,464	5,892,723
	Allotted, issued Number: 350,000	d and fully paid: Class: Ordinary	Nominal value: 1.00	2020 £ 350,000	2019 £ 350,000
12.	RESERVES				Retained
					earnings £
	At 1st April 20)19			879,638
	Profit for the y				113,343
	At 31st March	2020			992,981

13. ULTIMATE PARENT COMPANY

Expleo Technology Germany GmbH (incorporated in Germany) is regarded by the directors as being the company's ultimate parent company.

The immediate parent company is Expleo Solutions Limited (Formerly known as SQS India BFSI Limited) a company registered in India and listed on the NSE and BSE exchanges. Copies of the consolidated financial statements can be obtained from the company's website.

14. **RELATED PARTY DISCLOSURES**

The company has taken advantage of exemption, under the terms of Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland', not to disclose related party transactions with wholly owned subsidiaries within the group.

15. POST BALANCE SHEET EVENTS

The COVID-19 outbreak throughout the world has caused business disruption due to shelter-in-place regulations imposed by various governments. While the disruption is currently expected to be temporary, there is considerable uncertainty around the duration of the closings. The extent of the impact of COVID-19 on operational and financial performance will depend on certain developments, including duration and spread of the outbreak, the future impact on the customers, employees and vendors, all of which are uncertain and cannot be predicted.

The business model of the Company enables the electronic delivery of IT services, which has been put in place for several years before the pandemic began. Therefore, the management believes that the Company's current business activities are not materially affected, since the service delivery and supervisory/ management teams are able to work from home.

At present, the ultimate outcome of the pandemic cannot be determined, but management is of the opinion that the extent to which COVID-19 may impact the financial condition or results of operations is not material. Accordingly, no provision for any liability that may result has been made in the financial statements.

16. ULTIMATE CONTROLLING PARTY

The ultimate controlling party is Ardian LBO Fund VI B of Expleo Group.

17. RECONCILIATION OF PROFIT BEFORE TAXATION TO CASH GENERATED FROM OPERATIONS

	2020	2019
	£	£
Profit before taxation	137,423	160,282
Depreciation charges	41	326
Finance income	(12,534)	(9,110)
	124,930	151,498
(Increase)/decrease in trade and other debtors	(16,992)	540,514
Increase/(decrease) in trade and other creditors	344,113	(880,241)
Cash generated from operations	452,051	(188,229)

18. CASH AND CASH EQUIVALENTS

The amounts disclosed on the Cash Flow Statement in respect of cash and cash equivalents are in respect of these Balance Sheet amounts:

Year ended 31st March 2020

	£	1/4/19 £
Cash and cash equivalents	1,453,024	1,024,892
Year ended 31st March 2019		
	31/3/19	1/4/18
	£	£
Cash and cash equivalents	1,024,892	1,230,711

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NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31ST MARCH 2020

19. ANALYSIS OF CHANGES IN NET FUNDS

	At 1/4/19 £	Cash flow £	At 31/3/20 £
Net cash Cash at bank	1,024,892	428,132	1,453,024
	1,024,892	428,132	1,453,024
Total	1,024,892	428,132	1,453,024