STRATEGIC REPORT, REPORT OF THE DIRECTORS AND FINANCIAL

STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2016

FOR

SQS BFSI UK LTD

CONTENTS OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2016

	Page
Company Information	1
Strategic Report	2
Report of the Directors	4
Report of the Independent Auditors	6
Income Statement	7
Other Comprehensive Income	8
Balance Sheet	9
Statement of Changes in Equity	10
Cash Flow Statement	11
Notes to the Cash Flow Statement	12
Notes to the Financial Statements	13
Reconciliation of Equity	18
Reconciliation of Profit	20

COMPANY INFORMATION FOR THE YEAR ENDED 31ST MARCH 2016

DIRECTORS:	Ms Aarti Arvind Mr Phil Codd
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 2016

The directors present their strategic report for the year ended 31st March 2016.

REVIEW OF BUSINESS

SQS BFSI UK Limited, formerly known as "Thinksoft Global Services UK Limited" is a wholly owned subsidiary of SQS India BFSI Limited, formerly known as "Thinksoft Global Services Ltd". 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 SQS Group (SQS) is the world's leading specialist in software quality testing. SQS' is positioned as the market leader and has gained expertise over 30 years of successful consultancy. The company's competitive edge stems mainly from its PractiQ methodology, which is based on many years of project experience and specialist knowledge across a wide range of industries. With over 7,000 completed projects, SQS has a strong customer base, including half of the DAX-30, almost a third of the STOXX-50 and 20 FTSE-100 companies.

Founded in Cologne in 1982, SQS employs around 2,800 staff in Europe, Asia, North America and Africa. Along with a strong presence in Germany and the UK, SQS has further subsidiaries in Austria, Egypt, Finland, France, India, Ireland, the Netherlands, Norway, South Africa, Sweden, Switzerland, and the USA. SQS also has a joint venture in Portugal and a partnership with a company in Spain. In 2012, SQS generated a turnover of EUR 210.1 million. The company is listed on the AIM at the London Stock Exchange, with a secondary listing on the Deutsche Börse 'Open Market'.

Already UK region represents a major client base for SQS 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. With the acquisition of majority stakes by SQS in Thinksoft, the UK region is expected to grow strongly in this region as SQS is already a known service provider in this region. The company is expecting to have more synergies in working with SQS, in terms of accessing new markets and new client base in UK region, which would surely help us grow in the market.

STRATEGie REPORT FOR THE YEAR ENDED 31ST MARCH 2016

PRINCIPAL RISKS AND UNCERTAINTIES

The company's principal financial instrument comprise bank balances and trade debtors which !Iave 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. Irrterest Rate Risk : Irrterest rate risk is the risk that the value of a fmancial 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 trom 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 fmancial loss to the company. Trade Debtors are managed in respect of Credit and cash flows monitaring 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 places with credit worthy fmancial institutions.

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

ON BEHALF OF THE BOARD:

Ms Aarti Arvind - Director

REPORT OF THE DIRECTORS FOR THE YEAR ENDED 31ST MARCH 2016

The directors present their report with the financial statements of the company for the year ended 31st March 2016.

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 2016.

DIRECTORS

The directors who have held office during the period from 1st April 2015 to the date of this report are as follows:

Ms Cindy Truyens - resigned 19th January 2016 Dr Martin Müller - resigned 24th March 2016 Ms Aarti Arvind - appointed 24th March 2016 Mr Phil Codd - appointed 11th March 2016

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.

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 or she ought to have taken as a director in order to make himself or herself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

REPORT OF THE DIRECTORS FOR THE YEAR ENDED 31ST MARCH 2016

AUDITORS

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

ON BEHALFOFTHE BOARD:

Ms Aarti Arvind • Director

Date: 25/04/2016

Wehave audited the financial statements of SQS BFSI UK LTD für the year ended 31st March 2016 on pages seven to twenty The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic oflreland'.

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 nught 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.

Respective responsibilities of directors and auditors

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 für being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors

Scope of the audit of the financial statements

A description of the scope of an audit of fmancial statements is provided on the FRC's website at v.-ww.frc.org.uk/apb/scope/private.cfm.

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31st March 2016 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.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information giVen in the Strategie Report and the Report of the Directors for the financial year for which the financial statements are prepared is consistent with the financial statements.

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you i(m 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 arenot made; or
- we have not received all the information and explanations we require for our audit.

Virnal Shah (Senior Statutory Auditor) for and on behalf of PSJ Alexander & Co Chartered Accountants & Statutory Auditors 1 Doughty Street London WC1N2PH

Date:)}(0 5/?9.1?

INCOME STATEMENT FOR THE YEAR ENDED 31ST MARCH 2016

		201	6	201	5
	Notes	£	£	£	£
ſURNOVER			1,820,736		1,838,790
Staff costs Depreciation Dther operating charges	3	1,538,840 564 158,975		1,391,547 1,760 323,668	
			1,698,379		1,716,975
DPERATING PROFIT	5		122,357		121,815
nterest receivable and similar income			19,936		2,404
PROFIT ON ORDINARY ACTIVITI BEFORE TAXATION	IES		142,293		124,219
Fax on profit on ordinary activities	6		27,695		23,079
PROFIT FOR THE FINANCIAL YE	AR		114,598		101,140

OTHER COMPREHENSIVE INCOME FOR THE YEAR ENDED 31ST MARCH 2016

Notes	2016 £	2015 £
PROFIT FOR THE YEAR	114,598	101,140
OTHER COMPREHENSIVE INCOME	<u> </u>	-
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	114,598	101,140

BALANCESHEET 31ST MARCH 2016

		2016		2015	
	Notes	:Е	:Е	f	f.
FIXED ASSETS					
Tangihle assets	7		384		948
CURRENT ASSETS Debtors	8	1,843,825		-2. 10	
Cash at bank		I 901 150		549.211	
CREDITORS		3 744 975		1.002.121	
Arnounts falling due within one year	9	2,866 739		239.047	
NET CURRENT ASSETS			878,236		763,074
TOTAL ASSETS LESS CURRENT LIABILITIES			878,620		764,022
CAPITALAND RESERVES					
Called up share capital Retained earnings	10		50,000 528,620		3 -0,000 414,022
SHAREHOLDERS' FUNDS			7 620		764,022

The financial statements were approved by the Board of Directors on $\dots f(.9.4 \text{th}.9.\text{VL}.....$ and were signed on its behalfby:

Ms Aarti Arvind - Director

The notes form part of these financial statements

Page9

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH 2016

Called up share capital £	Retained earnings £	Total equity £
350,000	312,882	662,882
-	101,140	101,140
350,000	414,022	764,022
	114,598	114,598
350,000	528,620	878,620
	share capital £ 350,000 - 350,000 -	share capital £ Retained earnings £ 350,000 312,882 - 101,140 350,000 414,022 - 114,598

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2016

٢	Notes	2016 £	2015 £
Cash flows from operating activities	lotes		~
Cash generated from operations	1	(988,657)	353,660
Tax paid		(25,995)	(23,974)
Net cash from operating activities		(1,014,652)	329,686
Cash flows from investing activities			
Interest received		19,936	2,404
Net cash from investing activities		19,936	2,404
Cash flows from financing activities			
Group balances		2,346,655	(274,199)
Net cash from financing activities		2,346,655	(274,199)
Increase in cash and cash equivalents Cash and cash equivalents at beginning of		1,351,939	57,891
year	2	549,211	491,320
Cash and cash equivalents at end of year	2	1,901,150	549,211

NOTES TO THE CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2016

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

2016	2015
£	£
142,293	124,219
564	1,279
-	481
(19,936)	(2,404)
122,921	123,575
(1,255,434)	186,914
143,856	43,171
(988,657)	353,660
	£ 142,293 564 (19,936) 122,921 (1,255,434) 143,856

2. 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 2016	31/3/16 £	1/4/15 £
Cash and cash equivalents	1,901,150	549,211
Year ended 31st March 2015		
	31/3/15 £	1/4/14 £
Cash and cash equivalents	549,211	491,320

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2016

1. COMPANY INFORMATION

The company is a private company limited by shares and is incorporated in England and Wales.

Its registered office is 7-11 Moorgate, London EC2R 6AF

2. ACCOUNTING POLICIES

Basis of preparing the financial statements

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

These financial statements for the year ended 31 March 2016 are the first financial statements that comply with FRS 102. The year of transition is from 1 April 2014. The transition to FRS 102 has resulted in a small number of changes in accounting policies to those used previously.

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.

Turnover

Turnover represents the value of services provided to the 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.

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.

Hire purchase and leasing commitments

Rentals paid under operating leases are charged to profit or loss on a straight line basis over the period of the lease.

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31ST MARCH 2016

3. STAFF COSTS

Wages and salaries Social security costs	2016 £ 1,457,604 81,236	2015 £ 1,311,797 79,750
	1,538,840	1,391,547
The average monthly number of employees during the year was as follows:	2016	2015
Management Other staff	$ \begin{array}{r} 3\\ 31\\ \underline{}\\ \underline{}\\\underline{\\\underline{}\\\underline{}\\\underline{}\\\underline{}\\\underline{}\\\underline{}\\\phantom{3$	$ \begin{array}{r} 2 \\ 16 \\ \hline 18 \\ \hline \end{array} $
DIRECTORS' EMOLUMENTS	2016	2015
Directors' remuneration	£	£

5. **OPERATING PROFIT**

4.

The operating profit is stated after charging/(crediting):

	2016	2015
	£	£
Other operating leases	-	7,811
Depreciation - owned assets	564	1,279
Loss on disposal of fixed assets	-	481
Auditors remuneration	6,175	5,915
Foreign exchange differences	(17,296)	389

6. TAXATION

Analysis of the tax charge

The tax charge on the profit on ordinary activities for the year was as follows:

	2016 £	2015 £
Current tax: UK corporation tax	27,695	23,079
Tax on profit on ordinary activities	27,695	23,079

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31ST MARCH 2016

6. TAXATION - continued

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:

Profit on ordinary activities before tax	2016 £ 142,293	2015 £ 124,219
Profit on ordinary activities multiplied by the standard rate of corporation tax in the UK of 20% (2015 - 21%)	28,459	26,086
Effects of:		
Depreciation in excess of capital allowances	3	221
Marginal rate relief	-	(312)
(Over)/under estimate of tax provision	(767)	(2,916)
Total tax charge	27,695	23,079

7. TANGIBLE FIXED ASSETS

Intoidee Theo Abberto	F • (
	Fixtures and fittings £	Computer equipment £	Totals £
COST			
At 1st April 2015	5,764	5,556	11,320
Disposals		(67)	(67)
At 31st March 2016	5,764	5,489	11,253
DEPRECIATION			
At 1st April 2015	5,594	4,778	10,372
Charge for year	-	564	564
Eliminated on disposal	-	(67)	(67)
At 31st March 2016	5,594	5,275	10,869
NET BOOK VALUE			
At 31st March 2016	170	214	384
At 31st March 2015	170	778	948

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31ST MARCH 2016

8.	DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEA	AR		
			2016	2015
			£	£
	Trade debtors		1,369,954	101,554
	Amounts owed by group undertakings		454,150	318,669
	Other debtors		19,721	32,430
	Prepayments		-	257
	riepuyments			
			1,843,825	452,910
9.	CREDITORS: AMOUNTS FALLING DUE WITHIN ONE Y	EAR		
			2016	2015
			£	£
	Trade creditors		-	203
	Amounts owed to group undertakings		2,484,686	2,550
	Taxation		28,500	26,800
	Social security and other taxes		25,143	47,318
	VAT		200,796	20,167
	Other creditors		21,583	8,426
	Accrued expenses		106,031	133,583
	Actual expenses			155,505
			2,866,739	239,047
10.	CALLED UP SHARE CAPITAL			
	Allotted, issued and fully paid:			
	Number: Class:	Nominal	2016	2015
		value:	£	£
	350,000 Ordinary	1.00	350,000	350,000
		1100		
11.	RESERVES			
				Retained earnings £
	At 1st April 2015			414,022
	Profit for the year			114,598
	At 31st March 2016			528,620

12. ULTIMATE PARENT COMPANY

SQS Software Quality Systems AG (incorporated in Germany) is regarded by the directors as being the company's ultimate parent company.

13. **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.

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31ST MARCH 2016

13. RELATED PARTY DISCLOSURES - continued

SQS Group Limited

Fellow subsidiary company

During the year, the company made a further unsecured loan of $\pounds 200,000$ to SQS Group Limited at an interest rate of 4.5%, which is payable quarterly.

	2016	2015
	£	£
Amount due from related party at the balance sheet date	450,000	250,000

14. ULTIMATE CONTROLLING PARTY

The ultimate controlling party is SQS Software Quality Systems AG.

RECONCILIATION OF EQUITY 1ST APRIL 2014 (DATE OF TRANSITION TO FRS 102)

Notes	UK GAAP £	Effect of transition to FRS 102 £	FRS 102 £
FIXED ASSETS		<u>~</u>	
Tangible assets	2,708	-	2,708
CURRENT ASSETS			
Debtors	363,075	-	363,075
Cash at bank	491,320	-	491,320
	854,395		854,395
CREDITORS			
Amounts falling due within one year	(194,221)		(194,221)
NET CURRENT ASSETS	660,174	-	660,174
TOTAL ASSETS LESS CURRENT			
LIABILITIES	662,882	-	662,882
NET ASSETS	662,882		662,882
CAPITAL AND RESERVES			
Called up share capital	350,000	-	350,000
Retained earnings	312,882	-	312,882
SHAREHOLDERS' FUNDS	662,882		662,882

RECONCILIATION OF EQUITY - continued 31ST MARCH 2015

	UK GAAP	Effect of transition to FRS 102	FRS 102
Notes	£	£	£
FIXED ASSETS Tangible assets	948		948
CURRENT ASSETS			
Debtors	452,910	-	452,910
Cash at bank	549,211	-	549,211
	1,002,121		1,002,121
CREDITORS			
Amounts falling due within one year	(239,047)	-	(239,047)
NET CURRENT ASSETS	763,074		763,074
TOTAL ASSETS LESS CURRENT			
LIABILITIES	764,022	-	764,022
NET ASSETS	764,022		764,022
CAPITAL AND RESERVES			
Called up share capital	350,000	-	350,000
Retained earnings	414,022	-	414,022
SHAREHOLDERS' FUNDS	764,022		764,022

RECONCILIATION OF LOSS FOR THE YEAR ENDED 31ST MARCH 2015

	UK GAAP	Effect of transition to FRS 102	FRS 102
	£	£	£
TURNOVER	1,838,790	-	1,838,790
Staff costs	(1,391,547)	-	(1,391,547)
Depreciation	(1,760)	-	(1,760)
Other operating charges	(323,668)	-	(323,668)
OPERATING PROFIT	121,815		121,815
Interest receivable and similar income	2,404	-	2,404
PROFIT ON ORDINARY ACTIVITIES			
BEFORE TAXATION	124,219	-	124,219
Tax on profit on ordinary activities	(23,079)	-	(23,079)
PROFIT FOR THE FINANCIAL YEAR	101,140		101,140