



SQS India BFSI Limited
(Formerly Thinksoft Global Services Limited)
6A, Sixth Floor, Prince Infocity II
No. 283/3 & 283/4,
Rajiv Gandhi Salai (OMR)
Kandanchavadi, Chennai 600096, India

Phone: +91 44 4392 3200
Fax: +91 44 4392 3258
info-india@sqs.com
www.sqs-bfsi.com
CIN: L64202TN1998PLC066604

SEC/SE/024/16-17
Chennai, 28th April, 2016

Corporate Relationship Department
Bombay Stock Exchange
PJ Towers, Dalal Street
Mumbai – 400001

Sub: Outcome of the Meeting of Board of Directors held on 28 April, 2016
Ref: Scrip Code: 533121

Dear Sir/Madam,

The Meeting of Board of Directors of SQS India BFSI Limited (Formerly Thinksoft Global Services Limited) was held on Thursday, 28th April, 2016. The Board of Directors of the Company has inter-alia:

- 1) Adopted the Audited Financial Statements of the Company for the quarter and financial year ended 31st March 2016. Please find enclosed the:
 - a. Consolidated audited financial statements for the quarter and year ended 31st March, 2016 along with the Auditors' Report and Form A thereon.
 - b. Standalone audited financial statements for the quarter and year ended 31st March, 2016 along with the Auditors' Report and Form A thereon.
- 2) Has recommended payment of Rs.20/- (Rupees Twenty Only) per equity share (@ 200% per equity share of Rs.10/- each) as the Final Dividend of the Company for the financial year 2015-16. The Final Dividend, if declared by the Shareholders in the ensuing Annual General Meeting to be held on 28th July, 2016 will be paid on or before August 27, 2016. This is in addition to the interim dividend of Rs.4/- (Rupees Four Only) per equity share (@ 40% per equity share of Rs.10/- each) declared on 5th November, 2015.
- 3) Has appointed Mr. Reji Thomas Cherian as an Additional (Non-Executive) Director of the Company w.e.f. 28th April, 2016, who will hold office up to the date of ensuing Annual General Meeting. Mr. Reji Thomas Cherian is not related to any other Director of the Company. A brief profile of Mr. Reji Thomas Cherian is enclosed.





- 4) Has appointed Mr. S. Sampath Kumar (FCS 3838) as Company Secretary and Compliance Officer (Key Managerial Personnel) with effect from 28th April, 2016. A brief profile of Mr. S. Sampath Kumar is enclosed. His appointment is in place of Ms. S. Akila, who has resigned with effect from 28th April 2016.
- 5) Has allotted 26,000 Equity Shares to 6 Employees of the Company under "Thinksoft - Employee Stock Option Scheme 2011".
- 6) The Annual General Meeting of SQS India BFSI Limited (formerly Thinksoft Global Services Limited) is proposed to be held on **Thursday, 28th July, 2016.**

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated 9th September, 2015, we would like to inform that the meeting of the Board of Directors of the Company commenced at 10.00 a.m. and concluded at 3.00 p.m.

You are requested to take the above on record and oblige.

Thanking you,

Yours faithfully,

For SQS India BFSI Limited
(Formerly Thinksoft Global Services Limited)

A handwritten signature in blue ink, appearing to read 'S. Sampath Kumar', is written over the typed name.

S. Sampath Kumar
Company Secretary & Compliance Officer

R.S



Encl: As above.

SQS India BFSI Limited (formerly Thinksoft Global Services Limited)

CIN No:L64202TN1998PLC066604

Registered & Corporate office : 6A, Sixth Floor, Prince Infocity II, No. 283/3 & 283/4, Rajiv Gandhi Salai (OMR), Kandanchavadi, Chennai-600 096, INDIA.

Website: www.sqs-bfsi.com;Tel: +91 44 4392 3200;Fax: +91 44 4392 3258



Statement of Consolidated Audited Financial Results for the Quarter / Year ended 31st March 2016

(Rupees in Millions)

Sr. No	Particulars	Audited for the Quarter ended	Unaudited for the Quarter ended	Unaudited for the Quarter ended	Audited year ended		Sr. No.	Statement of Assets and Liabilities		
								Particulars	As At 31.03.2016	As At 31.03.2015
		31.03.2016	31.12.2015	31.03.2015	31.03.2016	31.03.2015				
Part I										
1	Income from Operations						A	EQUITY AND LIABILITIES		
	a. Net Sales / Income from Operations	722	671	526	2,642	2,142	1	Shareholder's Funds		
	b. Other Operating Income	-	-	-	-	-		(a) Share Capital	106	106
	Total Income from Operations (Net)	722	671	526	2,642	2,142		(b) Reserves and Surplus	982	911
2	Expenses							(c) Money received against share warrants	-	-
	a. Employee benefit expense	442	433	345	1,676	1,361		Sub total shareholders funds	1,088	1,017
	b. Depreciation and amortisation expense	8	11	13	41	52	2	Share application money pending allotment	2	2
	c. Other expenses	115	112	144	425	410	3	Non-Current Liabilities		
	Total Expenses	565	556	502	2,142	1,823		(a) Long-term Provision	-	-
3	Profit/(Loss) from operations before other income, finance costs and exceptional items (1-2)	157	115	24	500	319		(b) Deferred tax liabilities (Net)	-	-
4	Other Income	2	1	5	65	17		(c) Other Long term liabilities	-	-
5	Profit / (Loss) from ordinary activities before finance costs and exceptional items (3+4)	159	116	29	565	336		(d) Long term borrowings	-	73
6	Finance Costs	1	-	4	3	16		Sub total Non current liabilities	-	73
7	Profit / (Loss) from ordinary activities after finance costs but before exceptional items (5-6)	158	116	25	562	320	4	Current Liabilities		
8	Exceptional Items	-	-	-	-	-		(a) Short-term borrowings	-	-
9	Profit/ (Loss) from ordinary activities before tax (7+8)	158	116	25	562	320		(b) Trade payables	34	44
10	Tax expenses	52	42	9	193	104		(c) Other current liabilities	333	210
11	Net Profit/ (Loss) from ordinary activities after tax (9-10)	106	74	16	369	216		(d) Short-term provisions	362	305
12	Extraordinary items (net of tax expense)	-	-	-	-	-		Sub total current liabilities	729	559
13	Net Profit/ (Loss) for the period (11-12)	106	74	16	369	216		TOTAL - EQUITY AND LIABILITIES	1,819	1,651
14	Share of Profit/ (Loss) of associates	-	-	-	-	-	B	ASSETS		
15	Minority Interest	-	-	-	-	-	1	Non-current assets		
16	Net Profit/(Loss) after taxes, Minority interest and share of profit / (Loss) of associates(13-14-15)	106	74	16	369	216		(a) Fixed assets	248	257
17	Paid-up Equity Share Capital of Rs 10/- each	106	106	106	106	106		(b) Non-current investments	-	-
18	Reserves excluding Revaluation Reserves (as per balance sheet of previous accounting year)	-	-	-	982	911		(c) Deferred tax assets (net)	6	7
19	Earnings Per Share (before and after extraordinary items)							(d) Long term loans and advances	4	3
	i) Basic EPS before/after extraordinary items (not annualized) (Face value of Rs. 10 each)	9.97	6.94	1.57	34.85	20.86		(e) Other non-current assets	4	4
	ii) Diluted EPS before/after extraordinary items (not annualized) (Face value of Rs.10 each)	9.91	6.89	1.55	34.62	20.57		Sub-total - Non-current assets	262	271
							2	Current assets		
								(a) Current investments	-	-
								(b) Trade receivables	544	567
								(c) Cash and cash equivalents	857	684
								(d) Short-term loans and advances	141	109
								(e) Other current assets	15	20
								Sub-total - Current assets	1,557	1,380
								TOTAL - ASSETS	1,819	1,651

Notes :-

- In terms of AS-17, issued by ICAI, the companies operations fall under single segment namely Information Technology Services.
- Other Income (Sl. no. 4) and Other Expenditure (Sl. No.2c) above includes Net Foreign Exchange Gain / (Loss) for the period as detailed below:

Particulars	Audited for the Quarter ended	Unaudited for the Quarter ended	Unaudited for the Quarter ended	Audited year ended	
	31.03.2016	31.12.2015	31.03.2015	31.03.2016	31.03.2015
Net Exchange Gain / (Loss)	1	(7)	(53)	55	(45)

- The consolidated financial results include the results of 100% subsidiaries SQS BFSI Inc., USA, SQS BFSI PTE. LTD, Singapore, Thinksoft Global Services (Europe) GmbH, Germany, SQS BFSI FZE, UAE and SQS BFSI UK Ltd, UK.
- The above financial results have been reviewed by the Audit committee and approved by the Board of Directors in the meeting held on 28th April 2016. The Statutory auditors have carried out Audit for the year ending 31st March 2016.
- The Board of Directors recommended a Final Dividend of Rs. 20 /- per equity share for the financial year 2015-16. The payment is subject to approval of the Share holders in the ensuing Annual General Meeting.
- Investors desirous of viewing the Standalone Financial results can access the Company's website (www.sqs-bfsi.com) or on the websites of BSE (www.bseindia.com) or NSE (www.nseindia.com).
- The prior period's figures have been regrouped / reclassified wherever necessary to conform to current quarter / period's classification.

By order of the Board
For SQS India BFSI Ltd (Formerly Thinksoft Global Services Ltd)

Aarti Arvind

Aarti Arvind
Managing Director

Place: Chennai
Date: 28th April 2016

24

INDEPENDENT AUDITOR'S REPORT

To the Members of SQS India BFSI Limited

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of SQS India BFSI Limited, (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") comprising of the consolidated Balance Sheet as at 31st March, 2016, the consolidated Statement of Profit and Loss, the consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the



PKF SRIDHAR & SANTHANAM LLP
Chartered Accountants

consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31st March, 2016, and their consolidated profit and their consolidated cash flows for the year ended on that date.

Other Matters

We did not audit the financial statements of five subsidiaries, whose financial statements reflect total assets of Rs.2,524 lakhs as at 31st March, 2016, total revenues of Nil and net cash flows amounting to Rs. 1127 lakhs for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, is based solely on the reports of the other auditors.

Report on Other Legal and Regulatory Requirements

As required by Section 143(3) of the Act, we report that:

1. We have sought and obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
2. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
3. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.



PKF SRIDHAR & SANTHANAM LLP
Chartered Accountants

4. In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
5. On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2016 taken on record by the Board of Directors of the Holding Company, none of the directors of the Group companies incorporated in India is disqualified as on 31st March, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
6. With respect to the adequacy of the internal financial controls over financial reporting of the Group excluding companies incorporated outside India and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".
7. With respect to the other matters to be included in the Auditor's Report on Consolidated Financial Statements in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i.) The Group has disclosed the impact of pending litigations on its financial position in its consolidated financial statements – Please refer Note 27 to the consolidated financial statements.
 - ii.) The Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii.) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Group.

For PKF Sridhar & Santhanam LLP

Chartered Accountants

Firm's Registration No.003990S/S200018



T V Balasubramanian

Partner

Membership No.027251

Place: Chennai

Date: 28th April 2016

PKF SRIDHAR & SANTHANAM LLP
Chartered Accountants

Annexure A

Referred to in paragraph 6 on 'Report on Other Legal and Regulatory Requirements' of our report of even date on the consolidated financial statements of SQS India BFSI Limited

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2016, we have audited the internal financial controls over financial reporting of SQS India BFSI Limited (hereinafter referred to as "the Holding Company"), which is a company incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the of the Holding company, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.



PKF SRIDHAR & SANTHANAM LLP
Chartered Accountants

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Holding Company, which is a company incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Other Matters

The group does not have any subsidiary, associate or jointly controlled entity which is incorporated in India other than the holding company.

For PKF Sridhar & Santhanam LLP
Chartered Accountants

Firm's Registration No.0039905/S200018



T V Balasubramanian

Partner

Membership No.027251



Place: Chennai

Date: 28th April 2016

FORM A (for audit report with unmodified opinion)

1.	Name of the Company:	SQS India BFSI Limited (formerly Thinksoft Global Services Limited)
2.	Annual Consolidated financial statements for the year ended	31 st March 2016
3.	Type of Audit observation	Un-modified
4.	Frequency of observation	Not Applicable
5.	Signed by -	
		
	Aarti Arvind Managing Director & CEO	N. Vaidyanathan Executive Director & CFO
	 	
	T. V. Balasubramanian Membership No. 027251 Partner PKF Sridhar & Santhanam LLP Chartered Accountants, Chennai Firm's Registration No. 003990S / S200018 Auditor of the Company	K. Kumar Chairman of Audit Committee

Place : Chennai

Date : April 28, 2016

SQS India BFSI Limited (formerly Thinksoft Global Services Limited)

CIN No:L64202TN1998PLC066604

Registered & Corporate office : 6A, Sixth Floor, Prince Infocity II, No. 283/3 & 283/4, Rajiv Gandhi Salai (OMR), Kandanchavadi, Chennai-600 096, INDIA.

Website: www.sqs-bfsi.com; Tel: +91 44 4392 3200; Fax: +91 44 4392 3258



Statement of Standalone Audited Financial Results for the Quarter / Year ended 31st March 2016

(Rupees in Millions)

Sr. No	Particulars	Statement of Assets and Liabilities				
		Audited for the Quarter ended	Unaudited for the Quarter ended	Unaudited for the Quarter ended	Audited year ended	
		31.03.2016	31.12.2015	31.03.2015	31.03.2016	31.03.2015
	Part I					
1	Income from Operations					
	Net Sales / Income from Operations	722	671	526	2,642	2,142
	Other Operating Income					
	Total Income from Operations (Net)	722	671	526	2,642	2,142
2	Expenses					
	a. Employee benefit expense	304	270	196	1,061	812
	b. Depreciation and amortisation expense	8	10	13	40	52
	c. Onsite delivery expenses	142	163	114	594	442
	d. Other expenses	123	125	182	497	556
	Total Expenses	577	568	505	2,192	1,862
3	Profit/(Loss) from operations before other income, finance costs and exceptional items (1-2)	145	103	21	450	280
4	Other Income	1	1	5	51	17
5	Profit/(Loss) from ordinary activities before finance costs and exceptional items (3+4)	146	104	26	501	297
6	Finance Costs	-	-	3	2	16
7	Profit/(Loss) from ordinary activities after finance costs but before exceptional items (5-6)	146	104	23	499	281
8	Exceptional Items	-	-	-	-	-
9	Profit/ (Loss) from ordinary activities before tax (7+8)	146	104	23	499	281
10	Tax expenses	50	40	7	180	96
11	Net Profit/ (Loss) from ordinary activities after tax (9-10)	96	64	16	319	185
12	Extraordinary items (net of tax expense)	-	-	-	-	-
13	Net Profit/ (Loss) for the period (11-12)	96	64	16	319	185
14	Share of Profit/ (Loss) of associates	-	-	-	-	-
15	Minority Interest	-	-	-	-	-
16	Net Profit/(Loss) after taxes, Minority interest and share of profit / (Loss) of associates(13-14-15)	96	64	16	319	185
17	Paid-up Equity Share Capital of Rs 10/- each	106	106	106	106	106
18	Reserves excluding Revaluation Reserves (as per balance sheet of previous accounting year)	-	-	-	764	743
19	Earnings Per Share (before and after extraordinary items)					
	i) Basic EPS before/after extraordinary items (not annualized) (Face value of Rs. 10 each)	9.06	6.04	1.50	30.09	17.81
	ii) Diluted EPS before/after extraordinary items (not annualized) (Face value of Rs.10 each)	9.00	5.99	1.48	29.90	17.56

Notes :-

1 In terms of AS-17, issued by ICAI, the companies operations fall under single segment namely Information Technology Services.

2 Other Income (Sl. no. 4) and Other Expenditure (Sl. No.2d) above includes Net Foreign Exchange Gain / (Loss) for the period as detailed below:

Particulars	Audited for the Quarter ended		Unaudited for the Quarter ended		Audited year ended	
	31.03.2016		31.12.2015		31.03.2015	
Net Exchange Gain / (Loss)	(1)	(6)	(44)	43	(37)	

3 The above financial results have been reviewed by the Audit committee and approved by the Board of Directors in the meeting held on 28th April 2016. The Statutory auditors have carried out Audit for the year ending 31st March 2016.

4 The Board of Directors recommended a Final Dividend of Rs. 20 /- per equity share for the financial year 2015-16. The payment is subject to approval of the Share holders in the ensuing Annual General Meeting.

5 The prior period's figures have been regrouped / reclassified wherever necessary to conform to current quarter / period's classification.

Place: Chennai
Date: 28th April 2016

By order of the Board
For SQS India BFSI Ltd (Formerly Thinksoft Global Services Ltd)
Aarti Arvind
Aarti Arvind
Managing Director

PKF SRIDHAR & SANTHANAM LLP

Chartered Accountants

INDEPENDENT AUDITOR'S REPORT

To the members of SQS India BFSI Limited

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of SQS India BFSI Limited, which comprise the Balance Sheet as at 31st March, 2016, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.



PKF SRIDHAR & SANTHANAM LLP
Chartered Accountants

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2016, and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the "Annexure A", a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books
 - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (d) in our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.



PKF SRIDHAR & SANTHANAM LLP
Chartered Accountants

(e) On the basis of the written representations received from the directors as on 31st March, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.

(f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

(g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i.) The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements – Please refer Note 28 to the standalone financial statements.

ii.) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

iii.) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company

For PKF Sridhar & Santhanam LLP

Chartered Accountants

Firm's Registration No. 003990S/S200018



T V Balasubramanian

Partner

Membership No. 027251

Place: Chennai

Date: 28th April 2016

Annexure A

Referred to in paragraph 1 on 'Report on Other Legal and Regulatory Requirements' of our report of even date

1. (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.

(b) The Company has a regular program of verifying fixed assets every year which, in our opinion, is reasonable having regard to the size of the Company and nature of its assets. Fixed assets have been physically verified by the management during the year as per the said program. As informed, there were no discrepancies identified by the management that required adjustment in the financial statement

(c) The title deeds of immovable properties are held in the name of the Company
2. The Company does not have inventory and hence, clause (ii) is not applicable.
3. According to information and explanation given to us, the Company has not granted any loans to parties covered under Section 189 register and hence clause (iii) is not applicable
4. Based on our audit procedures & according to the information and explanation given to us, in respect of loans, investments, guarantees and security (if any), provisions of Section 185 and 186 of the Act (where applicable) have been complied with.
5. Based on our audit procedures & according to the information and explanation given to us, the Company has not accepted any deposits from the public within the meaning of the Act and the rules made there under and hence clause (v) is not applicable
6. The Company is not required to maintain cost records prescribed by the Central Government under sub-section (1) of Section 148 of the Act.
7. (a) According to the information and explanations given to us and the records of the Company examined by us, the Company has generally been regular in depositing undisputed statutory dues including income-tax, service tax, cess and any other statutory dues applicable to it with the appropriate authorities. According to the information and explanation given to us and the records of the Company examined by us, no undisputed amounts payable in respect of income-tax, service tax, cess and any other statutory dues were in arrears, as at 31st March 2016 for a period of more than six months from the date they became payable.



PKF SRIDHAR & SANTHANAM LLP
Chartered Accountants

(b) Dues relating to service tax and income tax, which have not been deposited on account of disputes with the related authorities, are stated in table below:

Name of the statute	Period	Amount (Rs. in Lacs)	Forum where the dispute is pending
Service tax	FY 2004 to FY 2006	72	Customs, Excise and Service Tax Appellate Tribunal (South Zone bench)
Income tax	FY 2007, FY 2009, FY 2012 & FY 2013	596	CIT Appeals

8. The Company has not taken any loans from banks or financial institutions and hence clause (viii) is not applicable.
9. The Company has not raised moneys from the public during the year and hence clause (ix) is not applicable.
10. To the best of our knowledge and belief and according to the information and explanations given to us, we report that no fraud on or by the Company, by its officers or employees has been noticed or reported during the year.
11. Based on our audit procedures and as per the information and explanations given to us, Managerial remuneration paid or provided during the year is in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Companies Act, 2013.
12. The Company is not a Nidhi Company in accordance with Nidhi Rules 2014. Accordingly, the provisions of clause (xii) of the Order are not applicable.
13. Based on the audit procedures performed and according to information and explanations given to us, all the transactions with the related parties are in compliance with Section 177 and Section 188 of the Act where applicable and the details have been disclosed in the financial statements as required by the applicable accounting standards.
14. Based on the audit procedures performed and information and explanation given to us, we report that the Company has not made any preferential allotments of shares during the year.



PKF SRIDHAR & SANTHANAM LLP
Chartered Accountants

15. Based on the audit procedures performed and information and explanation given to us, the Company has not entered into any non-cash transactions with the directors or persons connected with them.
16. Based on our audit procedures and according to the information and explanations given to us, the Company is not required to be registered under Section 45-IA of Reserve Bank of India Act, 1934.

For PKF Sridhar & Santhanam LLP
Chartered Accountants
Firm's Registration No.003990S/S200018



T V Balasubramanian
Partner
Membership No.027251

Place: Chennai
Date: 28th April 2016

ANNEXURE B

Referred to in paragraph 2 (f) on 'Report on Other Legal and Regulatory Requirements' of our report of even date

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of SQS India BFSI Limited ("the Company") as of March 31, 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The



PKF SRIDHAR & SANTHANAM LLP

Chartered Accountants

procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria



PKF SRIDHAR & SANTHANAM LLP
Chartered Accountants

established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For PKF Sridhar and Santhanam LLP
Chartered Accountants
Firm's Registration No. 003990S/S200018



T V Balasubramanian

Partner

Membership No. 027251



Place: Chennai

Date: 28th April 2016

FORM A (for audit report with unmodified opinion)

1.	Name of the Company:	SQS India BFSI Limited (formerly Thinksoft Global Services Limited)
2.	Annual Standalone financial statements for the year ended	31 st March 2016
3.	Type of Audit observation	Un-modified
4.	Frequency of observation	Not Applicable
5.	Signed by -	
	<i>Aarti Arvind</i>	<i>N. Vaidyanathan</i>
	Aarti Arvind Managing Director & CEO	N. Vaidyanathan Executive Director & CFO
	<i>T. V. Balasubramanian</i>	<i>K. Kumar</i>
	T. V. Balasubramanian Membership No. 027251 Partner	K. Kumar Chairman of Audit Committee
	PKF Sridhar & Santhanam LLP Chartered Accountants, Chennai Firm's Registration No. 003990S / S200018 Auditor of the Company	

Place : Chennai

Date : April 28, 2016



Profile of Reji Thomas Cherian

Reji Thomas Cherian is an Additional Director of SQS India BFSI Limited

He holds a B.E (Computer Science & Engineering) degree and is trained as Change Agent at MIT-Boston, Stanford, INSEAD, IIM. He has also obtained a certificate from Harvard Management Program – Capgemini.

Mr. Reji Thomas Cherian has over 2.5 decades of Industry and business expertise both across industry verticals like Telecom and Transportation as well as deep technical prowess in Telecom technologies. His core competencies includes managing large businesses, telecom transformations, expert on managing and build of global development centers for captives, Business Process Re-engineering, Telecom BSS/OSS, Mergers & Acquisitions. He is an active speaker at forums and collegiums and has published thought leadership on telecom trends.

He is currently the Head of SQS Indian operations and is responsible for driving the growth across the entities of SQS in India and to assist in the integration and building synergies for the group, both local and globally, expanding the footprint across the various verticals.





Profile of S. Sampath Kumar

Sampath is a Senior Secretarial person with more than 20 years of Secretarial experience in both manufacturing, service and financial services enabled industries. He has also put in hands on experience in Finance and Legal fields in manufacturing and service industries. He has good professional track record in Secretarial field showcasing compliance and adherence to other laws.

In his previous role as Deputy General Manager – Secretarial and Legal in BGR Energy Systems he was responsible for getting approvals from Governmental authorities for power sector companies over and above focused on secretarial and legal compliance for various business challenges. He was based in Chennai. Prior to joining BGR Energy Systems he was with CAMS (Mutual Fund Service Provider) where he led the Secretarial and Legal function for the Company in Chennai. He has also worked as Company Secretary with Sterling Holiday Resorts (India) Limited for more than a decade and as Senior Executive - Secretarial of Tube Investments of India Limited.

He holds a Fellow Membership of the Institute of Company Secretaries of India (ICSI), New Delhi, Master of Business Administration in Finance & Marketing from Madras University and LLB from Bangalore University.

Sampath is married and has 1 children. He is passionate about learning new concepts & sports.

A handwritten signature in blue ink, appearing to read 'S. Sampath Kumar', is written in a cursive style.

