DRAFT RED HERRING PROSPECTUS
August 9, 2018
Please read Section 32 of the Companies Act, 2013
(*This Draft Red Herring Prospectus will be updated upon filing with the RoC*)
100% Book Built Issue

Nihilent
evolving ideas

NIHILENT LIMITED

Nihilent Limited ("**our Company**" or "**the Company**" or "**the Issuer**") was incorporated as 'Nihilent Technologies Private Limited', a private limited company under the Companies Act, 1956, pursuant to a certificate of incorporation dated May 29, 2000 issued by the Registrar of Companies, Maharashtra at Pune ("**RoC**"). Thereafter, our Company was converted into a public limited company pursuant to a special resolution passed in the extraordinary general meeting of the Shareholders held on September 3, 2015 and consequently, the name of our Company was changed to 'Nihilent Technologies Limited', pursuant to a fresh certificate of incorporation issued by the RoC on September 10, 2015. The name of our Company was further changed to 'Nihilent Limited' pursuant to a fresh certificate of incorporation issued by the ROC on January 22, 2018. . For further details, see "*History and Certain Corporate Matters*" on page 139.

Corporate Identity Number: U72900PN2000PLC014934.
Registered Office: Office No. 403 and 404, 4th floor, Weikfield IT Citi Infopark, Nagar Road, Pune – 411 014; **Contact Person:** Rahul S. Bhandari, Company Secretary and Compliance Officer; **Telephone:** +91 20 398 46100; **Facsimile:** +91 20 398 46499; **E-mail**: rahul.bhandari@nihilent.com; **Website**: www.nihilent.com

PROMOTERS OF OUR COMPANY: L. C. SINGH, HATCH INVESTMENTS (MAURITIUS) LIMITED AND DIMENSION DATA PROTOCOL B.V.

INITIAL PUBLIC OFFERING OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹10 EACH ("EQUITY SHARES") OF OUR COMPANY FOR CASH AT A PRICE OF ₹[●] PER EQUITY SHARE, INCLUDING A PREMIUM OF ₹[●] PER EQUITY SHARE, (THE "ISSUE PRICE") AGGREGATING UP TO ₹[●] MILLION, COMPRISING OF A FRESH ISSUE OF UP TO [●] EQUITY SHARES AGGREGATING UP TO ₹2,500 MILLION BY OUR COMPANY ("FRESH ISSUE") AND AN OFFER FOR SALE OF UP TO 2,125,599 EQUITY SHARES BY THE SELLING SHAREHOLDERS (INCLUDING AN OFFER FOR SALE OF UP TO 1,171,219 EQUITY SHARES AGGREGATING UP TO ₹[●] MILLION BY VASTU IT PRIVATE LIMITED, A MEMBER OF OUR PROMOTER GROUP), ("OFFERED SHARES") AGGREGATING UP TO ₹[●] MILLION (THE "OFFER FOR SALE" AND TOGETHER WITH THE FRESH ISSUE, THE "ISSUE"). THE ISSUE SHALL CONSTITUTE [●]%, OF THE POST-ISSUE PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.

THE PRICE BAND AND THE MINIMUM BID LOT SIZE WILL BE DECIDED BY OUR COMPANY AND THE SELLING SHAREHOLDERS IN CONSULTATION WITH THE BRLM, AND WILL BE ADVERTISED IN ALL EDITIONS OF [●] (A WIDELY CIRCULATED ENGLISH NATIONAL DAILY NEWSPAPER), ALL EDITIONS OF [●] (A WIDELY CIRCULATED HINDI NATIONAL DAILY NEWSPAPER) AND THE [●] EDITION OF [●] (A WIDELY CIRCULATED MARATHI NEWSPAPER, MARATHI BEING THE REGIONAL LANGUAGE OF MAHARASHTRA, WHERE OUR REGISTERED OFFICE IS SITUATED), AT LEAST FIVE WORKING DAYS PRIOR TO THE BID/ISSUE OPENING DATE IN ACCORDANCE WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, AS AMENDED ("SEBI ICDR REGULATIONS"), AND SUCH ADVERTISEMENT SHALL BE MADE AVAILABLE TO BSE LIMITED ("BSE") AND NATIONAL STOCK EXCHANGE OF INDIA LIMITED ("NSE", AND TOGETHER WITH BSE, THE "STOCK EXCHANGES") FOR THE PURPOSES OF UPLOADING ON THEIR RESPECTIVE WEBSITES.

THE FACE VALUE OF THE EQUITY SHARES IS ₹10 EACH AND THE ISSUE PRICE IS [●] TIMES THE FACE VALUE OF THE EQUITY SHARES

In case of a revision to the Price Band, the Bid/Issue Period shall be extended for at least three additional Working Days after revision of the Price Band, subject to the Bid/Issue Period not exceeding a total of 10 Working Days. Any revision in the Price Band and the revised Bid/Issue Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges, by issuing a press release, and also by indicating the change on the websites of the BRLM, and at the terminals of the members of the Syndicate.

In terms of Rule 19(2)(b)(i) of the Securities Contracts (Regulation) Rules, 1957, as amended (the "**SCRR**"), this is an Issue for at least 25% of the post-Issue paid-up Equity Share capital of our Company. The Issue is being made through the Book Building Process, and in compliance with Regulation 26(1) of the SEBI ICDR Regulations, wherein not more than 50% of the Issue shall be allocated on a proportionate basis to Qualified Institutional Buyers ("**QIBs**") ("**QIB Portion**"), provided that our Company and the Selling Shareholders, in consultation with the BRLM, may allocate up to 60% of the QIB Portion to Anchor Investors, on a discretionary basis ("**Anchor Investor Portion**"), of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is made to Anchor Investors ("**Anchor Investor Allocation Price**"). In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion (excluding the Anchor Investor Portion) ("**Net QIB Portion**"). Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only and the remainder of the Net QIB Portion, including any unsubscribed portion of the reservation for Mutual Funds, if any, shall be available for allocation on a proportionate basis to all QIBs including Mutual Funds, subject to valid Bids being received from them at or above the Issue Price. Further, not less than 15% of the Issue shall be available for allocation on a proportionate basis to Non-Institutional Investors and not less than 35% of the Issue shall be available for allocation to Retail Individual Investors, in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price. All Bidders (except Anchor Investors) shall mandatorily participate in this Issue only through the Application Supported by Blocked Amount ("**ASBA**") process and shall provide details of their ASBA Accounts. Anchor Investors are not permitted to participate in the Anchor Investor Portion through the ASBA process. For details, see "*Issue Procedure*" on page 420.

RISKS IN RELATION TO THE FIRST ISSUE

This being the first public issue of our Company, there has been no formal market for the Equity Shares. The face value of the Equity Shares is ₹10 each and the Floor Price and Cap Price are [●] times and [●] times of the face value of the Equity Shares, respectively. The Issue Price is [●] times the face value of the Equity Shares. The Issue Price (as determined and justified by our Company and the Selling Shareholders, in consultation with the BRLM, in accordance with the SEBI ICDR Regulations, and as stated in "*Basis for Issue Price*" on page 94) should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue, including the risks involved. The Equity Shares have not been recommended or approved by the Securities and Exchange Board of India ("**SEBI**"), nor does the SEBI guarantee the accuracy or adequacy of the contents of this Draft Red Herring Prospectus. Specific attention of the investors is invited to "*Risk Factors*" on page 18.

OUR COMPANY'S AND SELLING SHAREHOLDERS' ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to our Company and the Issue, which is material in the context of the Issue, that the information contained in this Draft Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions, misleading in any material respect. Further, the Selling Shareholders accept responsibility for and confirm only those statements specifically made by the Selling Shareholders in this Draft Red Herring Prospectus, to the extent of information specifically pertaining to the Selling Shareholders and their respective portion of the Offered Shares, are true and correct in all material aspects and are not misleading in any material respect.

LISTING

The Equity Shares offered through the Red Herring Prospectus are proposed to be listed on the Stock Exchanges. Our Company has received in-principle approvals from BSE and NSE for listing of the Equity Shares pursuant to their letters dated [●] and [●], respectively. For the purposes of this Issue, [●] is the Designated Stock Exchange. A signed copy of the Red Herring Prospectus and the Prospectus shall be delivered for registration to the RoC in accordance with Section 26(4) of the Companies Act, 2013. For details of the material contracts and documents available for inspection from the date of the Red Herring Prospectus up to the Bid/Issue Closing Date, see "*Material Contracts and Documents for Inspection*" on page 480.

BOOK RUNNING LEAD MANAGER	**REGISTRAR TO THE ISSUE**
MOTILAL OSWAL Investment Banking	LINKIntime
Motilal Oswal Investment Advisors Limited Motilal Oswal Tower, Rahimtullah Sayani Road, Opposite Parel ST Depot, Prabhadevi, Mumbai - 400 025 **Telephone**: +91 22 3846 4380 **Facsimile**: +91 22 3846 4315 **E-mail**: nihilent.ipo@motilaloswal.com **Investor grievance e-mail**: moiaplredressal@motilaloswal.com **Website:** www.motilaloswalgroup.com **Contact Person:** Subodh Mallya **SEBI Registration Number:** INM000011005	**Link Intime India Private Limited** C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg Vikhroli (West), Mumbai – 400 083 **Telephone**: +91 22 4918 6200 **Facsimile**: +91 22 4918 6195 **Email**: nihilent.ipo@linkintime.co.in **Investor grievance e-mail**: nihilent.ipo@linkintime.co.in **Website**: www.linkintime.co.in **Contact Person**: Shanti Gopalkrishnan **SEBI Registration No**: INR000004058

BID/ISSUE PERIOD

BID / ISSUE OPENS ON*	[●]	**BID / ISSUE CLOSES ON****	[●]

* *Our Company and the Selling Shareholders may, in consultation with the BRLM, consider participation by Anchor Investors, in accordance with the SEBI ICDR Regulations. The Anchor Investor Bidding Date shall be one Working Day prior to the Bid/Issue Opening Date.*

** *Our Company and the Selling Shareholders may, in consultation with the BRLM, decide to close the Bid/Issue Period for QIBs one Working Day prior to the Bid/Issue Closing Date, in accordance with the SEBI ICDR Regulations.*

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SECTION I – GENERAL

DEFINITIONS AND ABBREVIATIONS

This Draft Red Herring Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies, shall have the meanings ascribed to such terms herein, and references to any legislation, act, rule, regulation, circular, guideline, policy, notification or clarification will include any amendments or re-enactments thereto, from time to time. In case of any inconsistency between the definitions given below and the definitions contained in the General Information Document (as defined below), the definitions given in this section shall prevail.

Notwithstanding the foregoing, terms in the sections "Main Provisions of the Articles of Association", "Statement of Tax Benefits", "Objects of the Issue", "Industry Overview", "Our Business", "Risk Factors", "Regulations and Policies", "Financial Information", "Outstanding Litigation and Other Material Developments" and "Part B" of "Issue Procedure", will have the meaning ascribed to such terms in those respective sections.

Unless the context otherwise indicates, all references to "our Company", "the Company" and "the Issuer" are references to Nihilent Limited, a company incorporated in India under the Companies Act, 1956, with its Registered Office situated at Office No. 403 and 404, 4th Floor, Weikfield IT Citi Infopark, Nagar Road, Pune – 411 014. References to "we", "us" and "our" are references to our Company, together with its Subsidiaries, on a consolidated basis, unless the context indicates otherwise.

Company Related Terms

Term	Description
AoA/Articles of Association/ Articles	The articles of association of our Company, as amended from time to time
Audit Committee	The audit committee of our Company, constituted in accordance with Regulation 18 of the SEBI Listing Regulations and Section 177 of the Companies Act, 2013, as described in "*Our Management*" on page 151
Auditors/Statutory Auditors	The statutory auditor of our Company, being Price Waterhouse Chartered Accountants LLP
Board/Board of Directors	The board of directors of our Company, or a duly constituted committee thereof
Corporate Social Responsibility Committee	The corporate social responsibility committee of our Company, constituted in accordance with Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014, the details of which are provided in "*Our Management*" on page 151
Director(s)	The director(s) on our Board
Equity Shares	The equity shares of our Company of face value of ₹10 each
Group Companies	The group companies of our Company, as covered under the applicable accounting standards and other companies as considered material by our Board, if any, in accordance with the Materiality Policy. For further details, see "*Our Group Companies*" on page 173
Independent Director(s)	The independent director(s) of our Company, in terms of Section 2(47) and Section 149(6) of the Companies Act, 2013
IPO Committee	The committee of our Company constituted pursuant to a resolution passed by our Board on March 15, 2018 to facilitate the process of the Issue, as described in "*Our Management*" on page 151
Key Management Personnel/ Key Managerial Personnel/ KMP	Key management personnel of our Company in terms of Regulation 2(1)(s) of the SEBI ICDR Regulations, together with the key managerial personnel of our Company in terms of Section 2(51) of the Companies Act, 2013 and as described in "*Our Management*" on page 151
Materiality Policy	The policy adopted by our Board on May 15, 2018, for identification of Group Companies, material outstanding litigations and material creditors, pursuant to the requirements of the SEBI ICDR Regulations and for the purposes of the disclosure in this Draft Red Herring Prospectus
MoA/Memorandum of Association	The memorandum of association of our Company, as amended from time to time
Nomination and Remuneration Committee/NRC	The nomination and remuneration committee of our Company, constituted in accordance with Regulation 19 of the SEBI Listing Regulations and Section 178 of the Companies Act, 2013, the details of which are provided in "*Our Management*" on page 151

Term	Description
Promoter Group	Persons and entities constituting the promoter group in accordance with Regulation 2(1)(zb) of the SEBI ICDR Regulations. For further details, see "*Our Promoters and Promoter Group*" on page 169
Promoters	Promoters of our Company namely, L.C. Singh, Hatch Investments (Mauritius) Limited and Dimension Data Protocol B.V. For further details, see "*Our Promoters and Promoter Group*" on page 169
Registered Office	Registered office of our Company located at Office No. 403 and 404, 4th Floor, Weikfield IT Citi Infopark, Nagar Road, Pune – 411 014
Registrar of Companies/RoC	The Registrar of Companies, Maharashtra located at PCNTDA Green Building, Block A, 1st & 2nd Floor, Near Akurdi Railway Station, Akurdi, Pune – 411 044
Restated Consolidated Financial Information	The restated consolidated financial information of our Company, which comprises of the restated consolidated statement of assets and liabilities, the restated consolidated statement of profit and loss, the restated consolidated statement of changes in equity and the restated consolidated statement of cash flows, for Fiscals ended March 31, 2018, March 31, 2017, March 31, 2016, March 31, 2015 and March 31, 2014 and the significant accounting policies and other financial information including schedules, notes, and annexures thereto, included in this Draft Red Herring Prospectus, prepared under Ind AS and restated in accordance with the SEBI ICDR Regulations, SEBI Circular SEBI/HO/CFD/DIL/CIR/P/2016/47 dated March 31, 2016; and Guidance Note on Reports in Company Prospectuses (Revised 2016) issued by ICAI, and included in "*Financial Statements*" on page 181
Restated Financial Information	Collectively, the Restated Consolidated Financial Information and Restated Standalone Financial Information
Restated Standalone Financial Information	The restated standalone financial information of our Company, which comprise of the restated standalone statement of assets and liabilities, the restated standalone statement of profit and loss, the restated standalone statement of changes in equity and the restated standalone statement of cash flows, for Fiscals ended March 31, 2018, March 31, 2017, March 31, 2016, March 31, 2015 and March 31, 2014, and the significant accounting policies and other information including the schedules, notes and annexures thereto, included in this Draft Red Herring Prospectus, prepared under Ind AS and restated in accordance with the SEBI ICDR Regulations, SEBI Circular SEBI/HO/CFD/DIL/CIR/P/2016/47 dated March 31, 2016 and Guidance Note on Reports in Company Prospectuses (Revised 2016) issued by ICAI, and included in "*Financial Statements*" on page 181
Selling Shareholders	The selling shareholders as disclosed in "*Capital Structure*" on page 74
Shareholders	Shareholders of our Company holding Equity Shares, from time to time
Stakeholders' Relationship Committee	The stakeholders' relationship committee of our Company, constituted in accordance with Regulation 20 of the SEBI Listing Regulations and Section 178 of the Companies Act, 2013, the details of which are provided in "*Our Management*" on page 151
Subsidiaries	The subsidiaries of our Company, in accordance with the Companies Act, 2013 namely, BPA Technologies Private Limited; Intellect Bizware Services Private Limited; Nihilent Analytics Inc.; Nihilent Analytics Limited; Nihilent Australia Pty. Limited; Nihilent Nigeria Limited; Nihilent Tanzania Limited; Nihilent Technologies, Inc.; and Seventh August IT Services Private Limited.

Issue Related Terms

Term	Description
Acknowledgment Slip	The slip or document issued by the Designated Intermediary(ies) to a Bidder as proof of registration of the Bid
Allotted/Allotment/Allot	Unless the context otherwise requires, the allotment of Equity Shares to successful Bidders pursuant to the Fresh Issue and transfer of the Offered Shares by the Selling Shareholders to the successful Bidders, pursuant to the Issue
Allotment Advice	The note or advice or intimation of Allotment, sent to each successful Bidder who has been or would be Allotted the Equity Shares after approval of the Basis of Allotment by the Designated Stock Exchange
Allottee	A successful Bidder to whom the Equity Shares are Allotted
Anchor Investor	A QIB, who applies under the Anchor Investor Portion in accordance with the requirements

Term	Description
	specified in the SEBI ICDR Regulations and the Red Herring Prospectus. For further details, see "*Issue Procedure*" on page 420
Anchor Investor Allocation Price	The price at which Equity Shares will be allocated to the Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which will be decided by our Company and the Selling Shareholders, in consultation with the BRLM
Anchor Investor Bidding Date	The date one Working Day prior to the Bid/Issue Opening Date on which Bids by Anchor Investors shall be submitted, prior to and after which the BRLM will not accept any Bids in the Anchor Investor Portion, and allocation to the Anchor Investors shall be completed
Anchor Investor Issue Price	The final price at which the Equity Shares will be Allotted to Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which will be a price equal to or higher than the Issue Price but not higher than the Cap Price. The Anchor Investor Issue Price will be decided by our Company and the Selling Shareholders, in consultation with the BRLM
Anchor Investor Portion	Up to 60% of the QIB Portion, which may be allocated by our Company and the Selling Shareholders, in consultation with the BRLM, to Anchor Investors, on a discretionary basis, in accordance with SEBI ICDR Regulations. One-third of the Anchor Investor Portion is reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price
Application Supported by Blocked Amount/ASBA	The application (whether physical or electronic) by a Bidder (other than Anchor Investors) to make a Bid authorising the relevant SCSB to block the Bid Amount in the relevant ASBA Account
ASBA Account	A bank account maintained with an SCSB and specified in the ASBA Form which will be blocked by such SCSB to the extent of the appropriate Bid Amount in relation to a Bid by an ASBA Bidder (other than a Bid by an Anchor Investor)
ASBA Bidder	Prospective investors (other than Anchor Investors) in the Issue who intend to submit the Bid through the ASBA process
ASBA Form	An application form, whether physical or electronic, used by ASBA Bidders which will be considered as the application for Allotment in terms of the Red Herring Prospectus and the Prospectus
Banker(s) to the Issue	Escrow Bank(s), Refund Bank (s) and Public Issue Account Bank(s)
Basis of Allotment	The basis on which the Equity Shares will be Allotted, as described in "*Issue Procedure – Allotment Procedure and Basis of Allotment*" on page 455
Bid	An indication to make an offer during the Bid/Issue Period by an ASBA Bidder (other than an Anchor Investor), or on the Anchor Investor Bidding Date by an Anchor Investor, pursuant to submission of a Bid cum Application Form, to purchase our Equity Shares at a price within the Price Band, including all revisions and modifications thereto, to the extent permissible under the SEBI ICDR Regulations, in terms of the Red Herring Prospectus and the Bid cum Application Form. The term 'Bidding' shall be construed accordingly
Bid Amount	The highest value of the optional Bids as indicated in the Bid cum Application Form and payable by the Anchor Investor or as blocked in the ASBA Account of the ASBA Bidder, as the case may be, upon submission of the Bid in the Issue, as applicable
Bid cum Application Form	The form in terms of which the Bidder shall make a Bid, including an ASBA Form, and which shall be considered as the application for the Allotment pursuant to the terms of the Red Herring Prospectus and the Prospectus
Bid Lot	[●] Equity Shares
Bid/Issue Closing Date	Except in relation to Anchor Investors, the date after which the Designated Intermediaries shall not accept any Bids for the Issue, which shall be published in all editions of [●] (a widely circulated English national daily newspaper), all editions of [●] (a widely circulated Hindi national daily newspaper) and [●] edition of [●] (a widely circulated Marathi newspaper**,** Marathi being the regional language of Maharashtra, where our Registered Office is located) and in case of any revisions, the extended Bid/Issue Closing Date shall also be notified on the websites and terminals of the members of the Syndicate, as required under the SEBI ICDR Regulations. Our Company and the Selling Shareholders, in consultation with the BRLM, may decide to close the Bid/Issue Period for QIBs one Working Day prior to the Bid/Issue Closing Date, subject to the conditions imposed by the SEBI ICDR Regulations
Bid/Issue Opening Date	Except in relation to Anchor Investors, the date on which the Designated Intermediaries shall start accepting Bids for the Issue, which shall be published in all editions of [●] (a widely circulated English national daily newspaper), all editions of [●] (a widely circulated Hindi national daily newspaper) and [●] edition of [●] (a widely circulated Marathi newspaper**,** Marathi being the regional language of Maharashtra where our Registered Office is located)

Term	Description
Bid/Issue Period	Except in relation to Anchor Investors, the period between the Bid/Issue Opening Date and the Bid/Issue Closing Date, inclusive of both days during which prospective Bidders (excluding Anchor Investors) can submit their Bids, including any revisions thereof in accordance with the SEBI ICDR Regulations and the terms of the Red Herring Prospectus
Bidder/Applicant	Any prospective investor who makes a Bid pursuant to the terms of the Red Herring Prospectus and the Bid cum Application Form and unless otherwise stated or implied, includes an Anchor Investor
Bidding Centres	Centres at which the Designated Intermediaries shall accept the Bid cum Application Forms, being the Designated Branch for SCSBs, Specified Locations for the Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for CRTAs and Designated CDP Locations for CDPs
Book Building Process	The book building process as described in Part A of Schedule XI of the SEBI ICDR Regulations, in terms of which the Issue Price shall be determined
Broker Centres	Broker centres notified by the Stock Exchanges, where Bidders (other than Anchor Investors) can submit the Bid cum Application Forms to a Registered Broker. The details of such Broker Centres, along with the names and contact details of the Registered Brokers are available on the respective websites of the Stock Exchanges
CAN/Confirmation of Allocation Note	Notice or intimation of allocation of the Equity Shares sent to Anchor Investors, who have been allocated the Equity Shares, after the Anchor Investor Bidding Date
Cap Price	Higher end of the Price Band, subject to any revisions thereof, i.e. ₹[●] above which the Issue Price and Anchor Investor Issue Price will not be finalised and above which no Bids will be accepted
Circular on Streamlining of Public Issues	Circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Client ID	Client identification number maintained with one of the depositories in relation to the demat account
Collecting Depository Participants/CDPs	A depository participant, as defined under the Depositories Act, 1996 and registered under Section 12(1A) of the SEBI Act and who is eligible to procure Bids at the Designated CDP Locations in terms of the Circular on Streamlining of Public Issues
Collecting Registrar and Share Transfer Agents/CRTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations in terms of the Circular on Streamlining of Public Issues
Cut-off Price	Issue Price as finalised by our Company and the Selling Shareholders, in consultation with the BRLM, which may be any price within the Price Band. Only Retail Individual Investors are entitled to Bid at the Cut-off Price. QIBs (including Anchor Investors) and Non-Institutional Investors are not entitled to Bid at the Cut-off Price
Demographic Details	Details of the Bidders including the Bidders' address, names of the Bidders' father/husband, investor status, occupation and bank account details
Designated Branches	Such branches of the SCSBs which shall collect the Bid cum Application Forms used by Bidders (other than Anchor Investors), a list of which is available at the website of the SEBI (http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35) and updated from time to time and at such other website as prescribed by SEBI from time to time
Designated CDP Locations	Such centres of the Collecting Depository Participants where Bidders (except Anchor Investors) can submit the Bid cum Application Forms. The details of such Designated CDP Locations, along with the names and contact details of the CDPs are available on the respective websites of the Stock Exchanges and updated from time to time
Designated Date	The date on which funds are transferred from the Escrow Account and instructions are given to the SCSBs to unblock the ASBA Accounts and transfer the amounts blocked by the SCSBs, from the ASBA Accounts, to the Public Issue Account or the Refund Account, as applicable, in terms of the Red Herring Prospectus and the aforesaid transfer and instructions shall be issued only after finalisation of Basis of Allotment in consultation with the Designated Stock Exchange
Designated Intermediaries	Collectively, the members of the Syndicate, sub-syndicate/agents, SCSBs, Registered Brokers, CDPs and CRTAs, who are authorised to collect Bid cum Application Forms from the Bidders (other than Anchor Investors), in relation to the Issue
Designated RTA Locations	Such centres of the CRTAs where Bidders (except Anchor Investors) can submit the Bid cum Application Forms. The details of such Designated RTA Locations, along with the names and contact details of the CRTAs are available on the respective websites of the Stock Exchanges (www.nseindia.com and www.bseindia.com) and updated from time to time
Designated Stock Exchange	[●]
Draft Red Herring Prospectus/	This draft red herring prospectus dated August 9, 2018, issued in accordance with the SEBI ICDR

Term	Description
DRHP	Regulations, which does not contain complete particulars of the price at which our Equity Shares will be Allotted and the size of the Issue, including any addenda or corrigenda thereto
Eligible NRI	A non-resident Indian, resident in a jurisdiction outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom the Red Herring Prospectus constitutes an invitation to subscribe to the Equity Shares
Escrow Account(s)	Account(s) opened with Escrow Bank and in whose favour the Anchor Investors will transfer money through direct credit or NACH or NEFT or RTGS in respect of the Bid Amount when submitting a Bid
Escrow Agreement	Agreement to be entered into among our Company, the Selling Shareholders, the Registrar to the Issue, the BRLM and the Banker(s) to the Issue for collection of the Bid Amounts and where applicable remitting refunds, if any, on the terms and conditions thereof
Escrow Bank	A bank, which is a clearing member and registered with SEBI as a banker to an issue and with whom the Escrow Account will be opened
First Bidder	The Bidder whose name appears first in the Bid cum Application Form or the Revision Form and in case of joint Bids, whose name appears as the first holder of the beneficiary account held in joint names
Floor Price	The lower end of the Price Band, subject to any revisions thereof, at or above which the Issue Price and the Anchor Investor Issue Price will be finalised and below which no Bids will be accepted, and which shall not be less than the face value of the Equity Shares
Fresh Issue	The issue of up to [●] Equity Shares aggregating up to ₹2,500 million by our Company for subscription pursuant to the terms of the Red Herring Prospectus
General Information Document	The General Information Document for investing in public issues prepared and issued in accordance with the circular (CIR/CFD/DIL/12/2013) dated October 23, 2013, notified by SEBI and updated pursuant to the circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015, the circular (CIR/CFD/DIL/1/2016) dated January 1, 2016 and (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016, notified by SEBI and included in "*Issue Procedure*" on page 420
Book Running Lead Managers / BRLM	Motilal Oswal Investment Advisors Limited is the book running lead manager to the Issue
Gross Proceeds	The gross proceeds of the Fresh Issue that will be available to our Company
Issue	The initial public offer of up to [●] Equity Shares of face value of ₹10 each for cash at a price of ₹[●] each aggregating up to ₹[●] million, consisting of a Fresh Issue of up to [●] Equity Shares aggregating up to ₹2,500 million and an Offer for Sale of up to 2,125,599 Equity Shares aggregating up to ₹[●] million by the Selling Shareholders.
Issue Agreement	The agreement dated August 9, 2018 entered into among our Company, the Selling Shareholders and the BRLM, pursuant to which certain arrangements are agreed to in relation to the Issue
Issue Price	The final price at which Equity Shares will be Allotted to the successful Bidders (except Anchor Investors), as determined in accordance with the Book Building Process and determined by our Company and the Selling Shareholders, in consultation with the BRLM, in terms of the Red Herring Prospectus on the Pricing Date
Issue Proceeds	The gross proceeds of this Issue based on the total number of Equity Shares Allotted under this Issue and the Issue Price
Maximum RII Allottees	The maximum number of RIIs who can be allotted the minimum Bid Lot. This is computed by dividing the total number of Equity Shares available for Allotment to RIIs by the minimum Bid Lot
Minimum Promoters' Contribution	Aggregate of 20% of the fully diluted post-Issue equity share capital of our Company that are eligible to form part of the minimum promoter's contribution, as required under the provisions of the SEBI ICDR Regulations, held by our Promoters that shall be locked-in for a period of three years from the date of Allotment
Motilal Oswal	Motilal Oswal Investment Advisors Limited
Mutual Fund Portion	5% of the Net QIB Portion or [●] Equity Shares, which shall be available for allocation to Mutual Funds only, on a proportionate basis, subject to valid Bids being received at or above the Issue Price
Net QIB Portion	The portion of the QIB Portion less the number of Equity Shares Allotted to the Anchor Investors
Net Proceeds	Gross Proceeds less Issue expenses to the extent applicable to the Fresh Issue
Non-Institutional Investors/NIIs	All Bidders, including Category III FPIs that are not QIBs (including Anchor Investors) or Retail Individual Investors, who have Bid for Equity Shares for an amount of more than ₹200,000 (but not including NRIs other than Eligible NRIs)
Non-Institutional Portion	The portion of the Issue, being not less than 15% of the Issue or [●] Equity Shares, available for

Term	Description
	allocation on a proportionate basis to Non-Institutional Investors, subject to valid Bids being received at or above the Issue Price
Offer for Sale	The offer for sale of up to 2,125,599 Equity Shares by the Selling Shareholders, in terms of the Red Herring Prospectus
Offered Shares	Up to 2,125,599 Equity Shares aggregating up to ₹[●] million offered by the Selling Shareholders in the Offer for Sale.
Price Band	Price band of the Floor Price of ₹[●] and a Cap Price of ₹[●], including any revisions thereof. The Price Band and the minimum Bid Lot size for the Issue will be decided by our Company and the Selling Shareholders, in consultation with the BRLM, and shall be advertised in all editions of [●] (a widely circulated English national daily newspaper), all editions of [●] (a widely circulated Hindi national daily newspaper) and the [●] edition of [●] (a widely circulated Marathi newspaper**,** Marathi being the regional language of Maharashtra where our Registered Office is located) at least five Working Days prior to the Bid/Issue Opening Date, with the relevant financial ratios calculated at the Floor Price and at the Cap Price and shall be made available to the Stock Exchanges for the purpose of uploading on their websites
Pricing Date	The date on which our Company and the Selling Shareholders, in consultation with the BRLM, shall finalise the Issue Price
Prospectus	The Prospectus to be filed with the RoC in relation to this Issue, on or after the Pricing Date in accordance with the provisions of Section 26 of the Companies Act, 2013 and the SEBI ICDR Regulations, containing the Issue Price, the size of the Issue and certain other information, including any addenda or corrigenda thereto
Public Issue Account	The account(s) to be opened with the Banker(s) to the Issue under Section 40(3) of the Companies Act, 2013 to receive monies from the Escrow Account(s) and the ASBA Accounts on the Designated Date
Public Issue Account Bank	The banks with whom the Public Issue Account is opened for collection of Bid Amounts from Escrow Account and ASBA Account on the Designated Date
QIB Portion	The portion of the Issue, being not more than 50% of the Issue or [●] Equity Shares to be Allotted to QIBs on a proportionate basis, including the Anchor Investor Portion (in which allocation shall be on a discretionary basis, as determined by our Company and the Selling Shareholders, in consultation with the BRLM), subject to valid Bids being received at or above the Issue Price
Qualified Institutional Buyers/ QIBs	A qualified institutional buyer as defined under Regulation 2(1)(zd) of the SEBI ICDR Regulations
Red Herring Prospectus/RHP	The red herring prospectus to be issued in accordance with Section 32 of the Companies Act, 2013 and the SEBI ICDR Regulations, which will not have complete particulars of the price at which the Equity Shares shall be Allotted and which shall be filed with the RoC at least three Working Days before the Bid/Issue Opening Date and will become the Prospectus after filing with the RoC after the Pricing Date, including any addenda or corrigenda thereto
Refund Account(s)	Account(s) opened with the Refund Bank from which refunds, if any, of the whole or part of the Bid Amount shall be made to Anchor Investors
Refund Bank(s)	The bank(s) with whom the Refund Account(s) will be opened
Registered Brokers	Stock brokers registered with SEBI and the stock exchanges having nationwide terminals, other than the members of the Syndicate and eligible to procure Bids in terms of circular number CIR/CFD/14/2012 dated October 14, 2012, issued by SEBI
Registrar Agreement	The agreement dated August 7, 2018, entered into among our Company, the Selling Shareholders and the Registrar to the Issue in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to the Issue
Registrar to the Issue	Link Intime India Private Limited
Retail Portion	The portion of the Issue, being not less than 35% of the Issue or [●] Equity Shares, available for allocation to Retail Individual Investors, which shall not be less than the minimum Bid lot, subject to availability in the Retail Portion
Retail Individual Investors/RIIs	Bidders whose Bid Amount for Equity Shares in the Issue is not more than ₹200,000 in any of the bidding options in the Issue (including HUFs applying through their karta and Eligible NRIs and does not include NRIs other than Eligible NRIs)
Revision Form	The form used by the Bidders to modify the quantity of Equity Shares or the Bid Amount in any of their Bid cum Application Forms or any previous Revision Form(s), as applicable. QIBs and Non-Institutional Investors are not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of quantity of Equity Shares or the Bid Amount) at any stage

Term	Description
	Retail Individual Bidders can revise their Bids during the Bid/Issue Period and withdraw their Bids until Bid/Issue Closing Date
Self Certified Syndicate Banks/SCSBs	The banks registered with the SEBI which offer the facility of ASBA and the list of which is available on the website of the SEBI (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35) and updated from time to time and at such other websites as may be prescribed by SEBI from time to time
Share Escrow Agreement	The agreement to be entered into among the Selling Shareholders, our Company and a share escrow agent in connection with the transfer of the Offered Shares and credit of such Equity Shares to the demat account of the Allottees
Specified Locations	Bidding centres where the Syndicate shall accept Bid cum Application Forms, a list of which is included in the Bid cum Application Form
State Government	The government of a state in India
Stock Exchanges	Collectively, BSE Limited and National Stock Exchange of India Limited
Syndicate Agreement	The agreement to be entered into among the members of the Syndicate, our Company and the Selling Shareholders in relation to the collection of Bid cum Application Forms by the Syndicate Members (other than Bids directly submitted to the SCSBs under the ASBA process and Bids submitted to the Registered Brokers at the Broker Centres)
Syndicate Members	Intermediaries registered with the SEBI and permitted to carry out activities as an underwriter, as may be appointed by our Company, in consultation with the BRLM
Syndicate or members of the Syndicate	Collectively, the BRLM and the Syndicate Members
Systemically Important Non-Banking Financial Company	Systemically important non-banking financial company as defined under Regulation 2(1)(zla) of the SEBI ICDR Regulations, as a non-banking financial company registered with the Reserve Bank of India and having a net-worth of more than five thousand million rupees as per the last audited financial statements
Underwriters	The underwriters to be appointed in terms of the Underwriting Agreement
Underwriting Agreement	The agreement to be entered into among our Company, the Selling Shareholders and the Underwriters on or after the Pricing Date but prior to filing of the Prospectus
Working Day(s)	Any day, other than the second and fourth Saturdays of each calendar month, Sundays and public holidays, on which commercial banks in Mumbai are open for business, provided however, with reference to (a) announcement of Price Band; and (b) Bid/Issue Period, "*Working Day*" shall mean any day, excluding all Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business; and (c) period between the Bid/Issue Closing Date and the listing of the Equity Shares on the Stock Exchanges, "*Working Day*" shall mean all trading days of the Stock Exchanges, excluding Sundays and bank holidays, as per the SEBI Circular SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016

Conventional and General Terms and Abbreviations

Term	Description
₹ / Rs. / Rupees / INR	Indian Rupees
AIF(s)	Alternative Investment Funds, as defined in, and registered under the SEBI AIF Regulations
Air Act	Air (Prevention and Control of Pollution) Act, 1981
AS	Accounting standards referred to in the Companies (Accounting Standards) Rules, 2006 issued by the Institute of Chartered Accountants of India
BSE	BSE Limited
Category III FPIs	FPIs registered as category III FPIs under the SEBI FPI Regulations, which shall include all other FPIs not eligible under category I and II foreign portfolio investors, such as endowments, charitable societies, charitable trusts, foundations, corporate bodies, trusts, individuals and family offices
CDSL	Central Depository Services (India) Limited
CGST Act, 2017	Central Goods and Services Tax Act, 2017
CIN	Corporate Identity Number
CLRA	Contract Labour (Regulation and Abolition) Act, 1970

Term	Description
CMO	Chief Marketing Officer
Companies Act	Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon notification of the Notified Sections) and the Companies Act, 2013, read with the rules, regulations, clarifications and modifications thereunder
Companies Act, 1956	Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon notification of the Notified Sections) and the rules, regulations, modifications and clarifications made thereunder as the context requires
Companies Act, 2013	Companies Act, 2013, to the extent in force pursuant to the notification of the Notified Sections, read with the rules, regulations, notifications, clarifications and modifications thereunder
Competition Act	Competition Act, 2002
CPC	Code of Civil Procedure, 1908
CSR	Corporate Social Responsibility
Demat	Dematerialised
Depositories Act	The Depositories Act, 1996
Depository	A depository registered with the SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996
DIPP	Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, GoI
DP ID	Depository Participant's Identity number
EBITDA	Earnings (profit for the year) before Interest, Taxes, Depreciation and Amortisation
Environment Act	Environment (Protection) Act, 1986
EPF Act	Employees' Provident Fund and Miscellaneous Provisions Act, 1952
EPS	Earnings per share
ESI Act	Employees' State Insurance Act, 1948
ESOP	Employee Stock Option Plan
ESOS	Employee Stock Option Scheme
FCNR Account	Foreign Currency Non-Resident (Bank) account established in accordance with the FEMA
FDI	Foreign direct investment
FDI Policy	The consolidated FDI Policy, effective from August 28, 2017, issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India, and any modifications thereto or substitutions thereof, issued from time to time
FEMA	The Foreign Exchange Management Act, 1999 read with rules, regulations, notifications, circulars and directions thereunder
FEMA Regulations	Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017
Finance Act	Finance Act, 2018
Financial Year/Fiscal/Fiscal Year	The period of 12 months commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular calendar year
Fire Safety Act	Maharashtra Fire Prevention and Life Safety Measures Act, 2006
FPIs	Foreign Portfolio Investors, as defined and registered with SEBI under SEBI FPI Regulations
FVCI	Foreign venture capital investors as defined and registered with SEBI under the SEBI FVCI Regulations
GAAR	General Anti-Avoidance Rules
GDP	Gross Domestic Product
GoI/Central Government/ Government	The Government of India
GST	Goods and services tax
HUF(s)	Hindu Undivided Family(ies)
ICAI	Institute of Chartered Accountants of India
ICDS	Income Computation and Disclosure Standards
IFRS	International Financial Reporting Standards

Term	Description
IFSC	Indian Financial System Code
IGST Act, 2017	Integrated Goods and Services Tax Act, 2017
Income Tax Act	Income Tax Act, 1961
Ind AS	Indian Accounting Standards referred to in Companies (Indian Accounting Standard) Rules, 2015, as amended
Indian GAAP/IGAAP/Previous GAAP	In accordance with the accounting principles generally accepted in India, including the Accounting Standards as prescribed under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014
IPO	Initial public offering
IT	Information Technology
LLP	Limited Liability Partnership
MCA	Ministry of Corporate Affairs, GoI
MICR	Magnetic Ink Character Recognition
Mn	Million
Mutual Funds	Mutual funds registered with the SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
N.A.	Not applicable
NCDs	Non-convertible debentures
Notified Sections	Sections of the Companies Act, 2013 that have been notified by the MCA and are currently in effect
NR/Non-resident	A person resident outside India, as defined under FEMA and includes NRIs, FVCIs and FPIs
NRI	Non-Resident Indian as defined under the FEMA Regulations
NRO Account	Non-Resident Ordinary Account
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
OCB / Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA. OCBs are not allowed to invest in the Issue
P/E Ratio	Price/Earnings Ratio
PAN	Permanent account number
PAT	Profit after tax
RBI	Reserve Bank of India
Regulation S	Regulation S under the U.S. Securities Act
RoNW	Return on Net Worth
SCRA	Securities Contract (Regulation) Act, 1956
SCRR	Securities Contracts (Regulation) Rules, 1957
SE Act	Shops and establishment legislations as enacted by various state governments
SEBI	Securities and Exchange Board of India constituted under the SEBI Act
SEBI Act	Securities and Exchange Board of India Act, 1992
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
SEBI SBEB Regulations	Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014
SGST Act, 2017	State Goods and Services Tax Act, 2017, as enacted by various state governments

Term	Description
STT	Securities Transaction Tax
Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
Tshs	Tanzanian Shilling
Trademarks Act	Trademarks Act, 1999
U.S. GAAP	Generally Accepted Accounting Principles in the United State of America
U.S. Securities Act	U.S. Securities Act of 1933, as amended
US$/USD/US Dollar	United States Dollar, the official currency of the United States of America
USA/U.S./US/United States	United States of America, its territories and possessions, any state of the United States of America and the District of Columbia
VAT	Value Added Tax
VCFs	Venture capital funds as defined in and registered with the SEBI under the Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 or the SEBI AIF Regulations, as the case may be
VUCA	Volatility, Uncertainty, Complexity and Ambiguity
Water Act	The Water (Prevention and Control of Pollution) Act, 1974
ZAR	South African Rand

Industry Related Terms

Term	Description
ADM	Application Development Management
AECS	Autonomous, electrification, connectivity, shared mobility
A2A	Application-to-application
APAC	Asia-Pacific
API	Application Program Interface
B2B	Business to Business
B2C	Business to Consumers
B-BBEE	Broad Based Black Economic Empowerment
BFSI	Banking, Financial Services and Insurance
BI	Business Intelligence
BLA	Business Level Agreement
BPaaS	Business Process as a Service
BPM	Business Process Management
BU	Business Unit
C&E	Central & Eastern Europe
CAD/M	Custom Application Development/Management
CAGR	Compounded Annual Growth Rate
CC	Contact Centre
CE	Continental Europe
CEO	Chief Executive Officer
CFO	Chief Financial Officer
CIO	Chief Information Officer
CIS	Customer Interaction & Support
CMMI	Capability Maturity Model Integration
CMO	Chief Marketing Officer
COD	Cash On Delivery
COO	Chief Operating Officer

Term	Description
CPG	Consumer Product Group
CRM	Customer Relationship Management
CSO	Central Statistics Organisation
CTO	Chief Technology Officer
EMDEs	Emerging market and developing economies
ERP	Enterprise Resource Planning
ESP	Engineering Service Provider
F&A	Finance and Accounting
FDI	Foreign Direct Investment
FTE	Full Time Employee
GDC	Global Delivery Centre
GDP	Gross Domestic Production
GERD	Gross Economic R&D
GIC	Global In-house Centre
GST	Goods and Services Tax
HANA	High-Performance Analytic Appliance
HCM	Human Capital Management
HMS	Health Management System
HRO	Human Resource Outsourcing
IaaS	Infrastructure as a Service
ICT	Information and Communication Technology
IMF	International Monetary Fund
IoT	Internet of Things
IP	Intellectual Property
ISO	Infrastructure Services Outsourcing
ISP	Indian Service Providers
ISRO	Indian Space Research Organisation
IT	Information Technology
ITIL	Information Technology Infrastructure Library
ITO	IT Outsourcing
JV	Joint Venture
KPO	Knowledge Process Outsourcing
LATAM	Latin America
M&A	Mergers & Acquisitions
M2M	Machine to Machine
MA	Master of Arts
MBA	Master’s in Business Administration
MEA	Middle East & Africa
MNC	Multi National Company
MP	Madhya Pradesh
MPE	Media, Publishing and Entertainment
MSME	Micro, Small and Medium Enterprises
NLP	Natural Language Processing
ODC	Offshore Delivery Centre
OEM	Original Equipment Manufacturer
OPD	Outsourcing Product Development
OSPD	Outsourced Software Product Development

Term	Description
P&C	Property and Casualty
P3M3	Portfolio, Programme and Project Management Maturity Model
PaaS	Platform-as-a-Service
PCMM	People Capability Maturity Model
PE	Private Equity
PG	Post Graduate
PGDBM	Post Graduate Diploma in Business Management
PLM	Product Lifecycle Management
POS	Point of Sale
PPP	Public Private Partnership
R&D	Research & Development
RoI	Return on Investment
RoW	Rest of the World
RPA	Robotic Process Automation
SaaS	Software-as-a-Service
SAP	Systems, Applications and Products
SCM	Supply Chain Management
SFIA	Skills Framework for the Information Age
SG&A	Selling, General and Administration
SI	System Integration
SLA	Service Level Agreement
SMAC	Social, Mobile, Analytics and Cloud
SMACI	Social Media, Mobility, Analytics, Cloud and Internet of Everything
SMB	Small and Medium Businesses
SME	Small and Medium Enterprises
SOA	Service Oriented Architecture
SQA	Software Quality Assurance
T&M	Time and Material
TAT	Turn Around Time
TCS	Tata Consultancy Services
UX	User Experience
VAS	Value Added Services
VC	Venture Capital
WE	Western Europe

The words and expressions used but not defined in this Draft Red Herring Prospectus will have the same meaning as assigned to such terms under the Companies Act, the SEBI Act, the SEBI ICDR Regulations, the SCRA, the Depositories Act and the rules and regulations made thereunder.

CERTAIN CONVENTIONS, PRESENTATION OF FINANCIAL INDUSTRY AND MARKET DATA

Unless otherwise stated, all references to page numbers in this Draft Red Herring Prospectus are to page numbers of this Draft Red Herring Prospectus.

Currency and Units of Presentation

All references to "Rupee(s)", "Rs." or "₹" or "INR" are to Indian Rupees, the official currency of the Republic of India. All references to "US$" or "U.S. Dollars" or "USD" are to United States Dollars, the official currency of the United States of America.

This Draft Red Herring Prospectus contains conversions of certain other currency amounts into Indian Rupees that have been presented solely to comply with the requirements of SEBI ICDR Regulations. These conversions should not be construed as a representation that these currency amounts could have been, or can be converted into Indian Rupees, at any particular rate or at all.

The following table sets forth, for the periods indicated, information with respect to the exchange rate between the Rupee and the Australian Dollar (AUD), Pound Sterling (GBP), Nigerian Naira (NGN), Tanzanian Shilling (TZS), South African Rand (ZAR) and United States of America Dollar (USD) (in Rupees per USD):

(in ₹)

Currency	Exchange rate as on				
	March 31, 2018	March 31, 2017	March 31, 2016	March 31, 2015	March 31, 2014
AUD	50.014	49.747	50.361	48.946	55.381
GBP	91.902	80.841	94.871	93.354	99.624
NGN	0.182	0.210	0.341	0.317	0.368
TZS	0.029	0.030	0.031	0.035	0.038
USD	64.833	64.904	66.897	62.795	59.863
ZAR	5.566	5.002	4.326	5.232	5.664

Source: www.oanda.com. In case March 31 of any of the respective years is a public holiday, the previous working day has been considered.

Such conversions should not be considered as a representation that such currency amounts have been, could have been or could be converted into Rupees at any particular rate, the rates stated above or at all.

Financial and Other Data

Our Company's Fiscal Year commences on April 1 of each year and ends on March 31 of the next year. Accordingly, all references to a particular Fiscal Year are to the 12-month period ended March 31 of that year, unless otherwise specified.

Unless stated or the context requires otherwise, the financial information in this Draft Red Herring Prospectus is derived from our Restated Financial Information, and the related notes, schedules and annexures thereto included elsewhere in this Draft Red Herring Prospectus, which have been prepared in accordance with applicable provisions of the Companies Act and Ind AS, and restated in accordance with the SEBI ICDR Regulations.

We prepare our financial statements in accordance with Ind AS, which differs in some material respects from IFRS and U.S. GAAP. Accordingly, the degree to which our Restated Financial Information, as included in this Draft Red Herring Prospectus, will provide meaningful information is entirely dependent on the reader's level of familiarity with the Companies Act, 2013, Ind AS and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Draft Red Herring Prospectus should accordingly be limited. We have not attempted to quantify the impact of IFRS or U.S. GAAP on the financial data included in this Draft Red Herring Prospectus, nor do we provide a reconciliation of our financial statements to those under U.S. GAAP or IFRS. Furthermore, no attempt has been made to identify disclosures, presentation or classification of differences that would affect the manner in which transactions and events are reflected in our financial statements or the respective notes thereunder. We urge you to consult your own advisors regarding such differences and their impact on our financial data. See "*Risk Factors - Significant differences exist between Ind AS and other accounting principles, such as Indian GAAP, IFRS and U.S. GAAP, which may be material to investors' assessment of our financial condition.*" on page 34.

Unless stated otherwise, all the figures in this Draft Red Herring Prospectus have been presented in millions or in whole numbers where the numbers have been too small to present in million. One million represents 1,000,000 and one billion represents 1,000,000,000. Certain figures contained in this Draft Red Herring Prospectus, including financial information, have been subject to rounding adjustments. Any discrepancies in any table between the totals and the sum of the amounts listed are due to rounding off. All decimals have been rounded off to two decimal points. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given, and (ii) the sum of the figures in a column or row in certain tables may not conform exactly to the total figure given for that column or row. However, figures sourced from third-party industry sources may be expressed in denominations other than millions or may be rounded off to other than two decimal points in the respective sources, and such figures have been expressed in this Draft Red Herring Prospectus in such denominations or rounded-off to such number of decimal points as provided in such respective sources.

Market and Industry Data

Industry publications generally state that the information contained in those publications has been obtained from sources believed to be reliable but their accuracy and completeness are not guaranteed and their reliability cannot be assured. Accordingly, no investment decision should be made on the basis of such information. Although we believe that industry data used in this Draft Red Herring Prospectus is reliable, it has not been independently verified and neither we, nor the Selling Shareholders or the BRLM, jointly or severally, make any representation as to its accuracy or completeness. The extent to which the market and industry data used in this Draft Red Herring Prospectus is meaningful depends on the reader's familiarity with and understanding of the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which we conduct our business, and methodologies and assumptions may vary widely among different industry sources. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those disclosed in *"Risk Factors"* on page 18. Additionally, certain industry related information in the sections "*Summary of Industry*", "*Summary of Business*", "*Industry Overview*", "*Our Business*", "*Risk Factors*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operation*" on pages 41, 46, 101, 112, 18 and 361, respectively, has been derived from the *NASSCOM - The IT-BPM Sector in India 2018* report and from publicly available information, industry reports, data and statistics and has been extracted from official sources and other sources that we believe to be reliable, but which have not been independently verified by us or the BRLM.

FORWARD LOOKING STATEMENTS

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

Actual results may differ materially from those suggested by the forward-looking statements due to risks or uncertainties associated without expectations with respect to, but not limited to, regulatory changes pertaining to the industry in India and other jurisdictions in which our Company operates and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, technological changes, our Company's exposure to market risks, general economic and political conditions in India which have an impact on its business activities or investments, the monetary and fiscal policies of India, inflation, deflation in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws, regulations and taxes and changes in competition in its industry. Certain important factors that could cause actual results to differ materially from our Company's expectations include, but are not limited to, the following:

- the size, complexity, timing, pricing terms and profitability of significant contracts, as well as changes in the corporate decision-making processes of our clients;
- the business or financial condition of our clients or the economy generally, or any developments in the IT sector in macro-economic factors, which may affect the rate of growth in the use of technology in business, type of technology spending by our clients and the demand for our services;
- the high concentration of orders in a limited number of countries and the concentration of orders in certain industries;
- fluctuations in exchange rates;
- the effect of increased wage pressure in India and other countries in which we operate;
- the size and timing of our facilities' expansion;
- the proportion of projects that are performed at clients' sites compared to work performed at offshore facilities;
- our ability to expand sales to our existing customers and increase sales of our services to new customers, of whom some may be reluctant to change their current IT systems due to the high costs already incurred on implementing such systems and/or the potential disruption it would cause with personnel, processes and infrastructures; and
- our ability to forecast accurately our clients' demand patterns to ensure the availability of trained employees to satisfy such demand.

For further discussion on factors that could cause our actual results to differ from the expectations, see "*Risk Factors*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 18, 112 and 361, respectively. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual gains or losses could materially differ from those that have been estimated.

We cannot assure investors that the expectations reflected in these forward-looking statements will prove to be correct. Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements as a guarantee of future performance.

Forward-looking statements reflect the current views of our Company as of the date of this Draft Red Herring Prospectus and are not a guarantee of future performance. These statements are based on our management's beliefs and assumptions, which in turn are based on currently available information. Although we believe the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect. Neither our Company, Promoters, Directors, the Selling Shareholders, the BRLM nor any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition.

In accordance with regulatory requirements, our Company and the BRLM will ensure that investors in India are informed of material developments from the date of the Red Herring Prospectus until the time of the grant of listing and trading permission by the Stock Exchanges. The Selling Shareholders will, severally and not jointly, ensure that investors are informed of material developments in relation to statements and undertakings specifically made or confirmed by such Selling Shareholder in this Draft Red Herring Prospectus, the Red Herring Prospectus and the Prospectus until the time of the grant of listing and trading permission by the Stock Exchanges.

SECTION II - RISK FACTORS

An investment in equity shares involves a high degree of risk. Investors should carefully consider all the information in this Draft Red Herring Prospectus, including the risks and uncertainties described below, before making an investment in our Equity Shares. The risks described below are not the only ones relevant to us or our Equity Shares, but also to the industry in which we operate or to India. Additional risks and uncertainties, not currently known to us or that we currently do not deem material may also adversely affect our business, results of operations, cash flows and financial condition. If any of the following risks, or other risks that are not currently known or are not currently deemed material, actually occur, our business, results of operations, cash flows and financial condition could be adversely affected, the price of our Equity Shares could decline, and investors may lose all or part of their investment.

In order to obtain a complete understanding of our Company and our business, prospective investors should read this section in conjunction with "Our Business" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 112 and 361, respectively, as well as the other financial and statistical information contained in this Draft Red Herring Prospectus. In making an investment decision, prospective investors must rely on their own examination of us and our business and the terms of the Issue including the merits and risks involved. Potential investors should consult their tax, financial and legal advisors about the particular consequences of investing in the Issue. Unless specified or quantified in the relevant risk factors below, we are unable to quantify the financial or other impact of any of the risks described in this section.

This Draft Red Herring Prospectus also contains certain forward-looking statements that involve risks, assumptions, estimates and uncertainties. Our actual results could differ from those anticipated in these forward- looking statements as a result of certain factors, including the considerations described below and elsewhere in this Draft Red Herring Prospectus. For further information, see "Forward Looking Statements" on page 16.

Unless otherwise indicated, the financial information included herein is based on our Restated Consolidated Financial Information included in this Draft Red Herring Prospectus. For further information, see "Financial Statements" on page 181.

Risks relating to our Company

1. ***Adverse economic conditions or reduced information technology spending may adversely impact our revenues.***

   Our business depends on the overall demand for information technology and on the economic health of our current and prospective customers. The purchase of our services and products is often discretionary and may involve a significant commitment of capital and other resources. Weak economic conditions, or a reduction in information technology spending even if economic conditions improve, would likely adversely impact our business, results of operations and financial condition in a number of ways, including by lengthening our sales cycles, lowering prices for our products and services and reducing sales. In addition, any changes in the domestic or international political environment or deterioration in international relations as well as resulting regulatory or tax policy changes may adversely affect our business and financial results. Furthermore, during challenging economic times our customers may face issues in gaining timely access to sufficient credit, which could result in an impairment of their ability to make timely payments to us.

   An economic slowdown in one or more markets in which we operate could adversely affect our results of operations. Ongoing economic volatility and uncertainty and changing demand patterns may affect our business in a number of ways, including making it more difficult for us to accurately forecast client demand and effectively build our revenue and resource plans, particularly in the areas of consulting and technology.

2. ***Our business will be negatively affected if we are not able to anticipate and keep pace with rapid changes in technology or if growth in the use of technology in business is not as rapid as in the past***

   Our success will depend, in part, on our ability to develop and implement management and technology solutions that anticipate and keep pace with rapid and continuing changes in technology, industry standards and client preferences. We may not be successful in anticipating or responding to these developments on a timely basis, and our ideas may not be successful in the marketplace. Also, products and technologies developed by our competitors may make our service or product offerings uncompetitive or obsolete. Any one of these circumstances could have a material adverse effect on our ability to obtain and successfully complete important client engagements.

Our business is also dependent, in part, upon continued growth in the use of technology in business by our clients and prospective clients and their customers and suppliers. If the growth in the use of technology does not continue, demand for our services may decrease. Use of new technology for commerce generally requires the understanding and acceptance of a new way of conducting business and exchanging information. Companies that have already invested substantial resources in traditional means of conducting commerce and exchanging information may be particularly reluctant or slow to adopt a new approach that may make some of their existing personnel and infrastructure obsolete.

3. ***We derive a significant portion of our revenues from clients in South Africa. Therefore, factors that adversely affect the South African economy, or our ability to do business in South Africa, may adversely affect our business.***

We have historically derived, and may continue to derive, a significant portion of our revenues from clients geographically located in South Africa. For Fiscals 2018, 2017 and 2016, 58%, 57% and 61%, respectively, of our total revenues were derived from South Africa. Economic slowdowns in South Africa, declines in the value of the South African Rand, changes in South African laws including those relating to data security and privacy, laws that impose restrictions on outsourcing or immigration or hiring local employees or mandate requirements regarding compliance with Broad Based Black Economic Empowerment (B-BBEE) and other restrictions or factors that adversely affect the economic health of, or our ability to do business in, South Africa may adversely affect our business and profitability.

4. ***A significant percentage of our revenues are denominated in South African Rand, USD and other foreign currencies whereas, a significant percentage of our costs are denominated in Indian Rupees. As a result, we may face currency exchange risks.***

As of March 31, 2018, approximately 90 % our revenue from operations was generated from the export of services to customers in international markets, including, in particular, to South Africa and the United States of America. As of March 31, 2018, we derived approximately 58% and 19% of our revenue from operations from customers situated in South Africa and the United States of America, respectively. At the same time, a substantial proportion of our costs are denominated in Indian Rupees. The exchange rate between the Indian Rupee and the South African Rand, USD and other foreign currencies has changed considerably in recent years and may further fluctuate in the future. Such fluctuations in currency exchange rates may impact our results of operations. We expect that a majority of our revenues will continue to be generated in South African Rand and USD, and that a significant portion of our expenses will continue to be denominated in Indian Rupees. Accordingly, our operating results have been and will continue to be impacted by fluctuations in the exchange rate between the Indian Rupee and that of the South African Rand, USD and other foreign currencies.

We have sought to reduce the effect of exchange rate fluctuations on our operating results by implementing a Forex Risk Management Policy. Our Company hedges its net exposure (i.e. foreign currency receivables less foreign currency payables) at the overseas branches and receivables against the offshore business. The hedging is done through forward contracts entered with authorised dealers in India.

5. ***The loss of one or more members of our senior management team or an inability to attract and retain highly skilled employees, for which competition is intense, could adversely affect our planned growth.***

Our success depends largely upon the continued service of our senior management team. From time to time, there may be changes in our senior management team, which could disrupt our business. Members of our senior management could terminate their employment with us at any time. To execute our growth plan, we must attract and retain highly skilled employees. Competition for such personnel is intense, especially for engineers with high levels of experience in designing, developing and supporting software and for senior sales executives. We work on open-source software-based projects, making our developers highly marketable to other companies that work on similar projects. We may not be successful in attracting and retaining qualified personnel. We have from time to time experienced, and we expect to continue to experience, difficulty in hiring and retaining highly skilled employees with appropriate qualifications. Many of the companies with which we compete for experienced personnel have greater resources than we have. In addition, our compensation arrangements, such as our ESOP programs, may not always be successful in attracting new employees and retaining and motivating our existing employees. If we fail to attract new personnel or fail to retain and motivate our current personnel, our business and future growth prospects could be severely harmed.

6. ***Failure to manage our growth and maintain our corporate culture could harm our business and have an impact on the results of our operations.***

We expanded our business and operations in recent periods. For instance, our total income on a consolidated basis increased from ₹2,493.91 million in Fiscal 2014 to ₹4,327.86 million in Fiscal 2018. We have also expanded into additional geographic locations and added office space. We expect to continue to expand our operations in the near term; however, our recent growth rates may not be indicative of our future growth. Our success will depend in part on our ability to continue to grow and to manage this growth effectively.

Our recent growth has placed, and future growth will continue to place, significant demands on our management, infrastructure and other resources and will also result in an increase in our costs. We will need to continue to develop and improve our operational, financial and management controls, and our reporting systems and procedures to manage the expected growth of our operations and personnel, which will require significant capital expenditures and allocation of valuable management and employee resources. If we fail to implement these infrastructure improvements effectively, our ability to ensure uninterrupted operation of key business systems and comply with the rules and regulations that are applicable to public reporting companies will be impaired. Further, if we do not effectively manage the growth of our business and operations, the quality of our platform and services could suffer, and we may not be able to adequately address competitive challenges. This could impair our ability to attract new customers, retain existing customers or increase our services and products sold to our existing customers, all of which would adversely affect our brand, overall business, results of operations and financial condition.

We believe that our culture has been and will continue to be a key contributor to our success. Our culture and core principles are critical to how we run our business, how we engage with our key constituencies, including our customers, and how we build and deliver our offerings. If we do not continue to maintain our unique culture as we grow, our business could be harmed.

7. ***We derive a significant portion of our revenues from a limited number of clients. The loss of, or a significant reduction in the revenues we receive from, one or more of these clients, may adversely affect our business.***

We derive a significant portion of our revenues from a limited number of clients. For the Fiscals 2018, 2017 and 2016, our top five clients cumulatively accounted for 52%, 48% and 50%, respectively, of our revenues. For the same periods, the revenue contribution from our top customer for the relevant Fiscal, accounted for 26%, 22% and 25% of our revenues, respectively. Since there is significant competition for the services we provide and we are typically not an exclusive service provider to our large enterprise clients, the level of revenues from our largest clients could vary from year to year. Our largest clients typically retain us under master services agreements or teaming agreements that do not provide for specific amounts of guaranteed business from these clients. These agreements are typically terminable by our clients with short notice and without significant penalties. We largely depend on our ability to generate additional business from our base of existing clients. Due to the nature of services we offer, we have multi-level engagements with our clients and we perform a customized service to deliver solutions and services that are tailored to those needs. If a client is not satisfied with the nature of the outcome of the services performed by us or product developed by us, we could incur additional costs to address the situation, as a result the profitability of that work might be impaired, and the client's dissatisfaction with our services could damage our ability to obtain additional work from that client. This, coupled with any negative publicity around our inability to provide such service, may damage our business by affecting our ability to compete for new contracts with current and prospective clients. Our clients may also decide to reduce spending on consulting and IT services because of economic pressures and other factors, both internal and external, relating to their business. There are also other competitive service providers working for same clients. The loss of, or a significant reduction in the revenues that we receive from one or more of our major clients, may adversely affect our business and profitability.

8. ***We might not be able to replicate some of the solutions provided to some of our clients due to restrictive covenants in our agreements with them. This could limit our ability to monetize some of the learnings and intellectual property that we have developed and this may have an adverse effect on our results of operations and financial condition.***

Our Company has entered into several contracts with clients and business partners that have restrictive covenants such as non-compete and non-solicitation clauses which limits our ability to deploy, in part or whole, solutions that we may have developed/deployed as a result of such contracts. This may limit our ability to deploy solutions to new clients using the paradigms deployed in the aforesaid contracts. In such cases, there can be no guarantee that we will be able to monetize the know-how and intellectual property developed with such clients and/or business partners. If we are not able to recover the costs spent on development of such know-how or are restricted from using such solutions any further, this may have an adverse effect on our results of operations and financial condition.

9. ***Our auditors are subject to a SEBI order dated January 10, 2018, as modified by an order of the Securities Appellate Tribunal ("SAT") dated January 19, 2018 and a further order of the SAT dated February 15, 2018, that may hinder their ability to issue certificates in respect of our Company***

On January 10, 2018, SEBI passed an order (the "**SEBI Order**") against entities and firms practicing as chartered accountants in India under the brand and banner of Price Waterhouse (together, "**PW Entities**"), which includes our auditors. The SEBI Order related to alleged violations by PW Entities in connection with audit services provided to Satyam Computer Services Limited ("**SCSL**"), the chairman of whom in 2009 admitted and confessed to large scale financial manipulations in the books of account of SCSL. The SEBI Order provided, among other things, that:

- entities/firms practicing as Chartered Accountants in India under the brand and banner of PW, shall not directly or indirectly issue any certificate of audit or listed companies, compliance of obligations of listed companies and intermediaries registered with SEBI and the requirements under the SEBI Act, the SCRA, the Depositaries Act, those provisions of the Companies Act which are administered by SEBI under Section 24 thereof or the rules, regulations and guidelines made under those Acts which are administered by SEBI for a period of two years; and

- listed companies and intermediaries registered with SEBI shall not engage any audit firm forming part of the PW network, for issuing any certificate with respect to compliance of statutory obligations which SEBI is competent to administer and enforce, under various laws for a period of two years.

While the SEBI Order came into force with immediate effect on January 10, 2018, it provided that in order to remove operational difficulties, the SEBI Order will not impact audit assignments relating to the Fiscal 2017 already undertaken by the firms forming part of the PW network.

On January 19, 2018, the SAT passed an order ("**SAT Order 1**") clarifying that the SEBI Order will not impact assignments in respect of existing clients already undertaken by PW Entities in respect of Fiscal 2018, and that PW Entities would complete certification work with them as on the date of SAT Order 1. Moreover, the SAT directed PW Entities to give a list of existing clients to the SAT and SEBI; our Company was included in that list.

On February 15, 2018, the SAT passed an order ("**SAT Order 2**") extending the cut-off date mentioned in the SEBI Order to March 31, 2019 or until a newly constituted bench of the SAT takes an appropriate final decision in the matter, whichever is earlier. Therefore, until March 31, 2019, PW Entities are allowed to carry on audit and certification work of their existing clients. In light of the SAT Order 2, our auditors are currently able to continue with their ongoing engagement to audit our Company and deliver the necessary certificates for the Issue. However, there is no guarantee whether or when the SAT will issue a final decision as referred to in SAT Order 2. In the meanwhile our Company will evaluate the continuance of Price Waterhouse Chartered Accountants LLP as our Company's statutory auditors, as per applicable law. If we change our statutory auditor, such change may require, among other things, the approval of the shareholders through a special resolution. We cannot assure you that we will be able to change our statutory auditors, if required to do so, in a timely manner and a sudden change of our statutory auditors may be disruptive to our business and divert management attention. In the event that our statutory auditor are not able to issue the required certificates, we intend to replace them with another audit firm as the statutory auditor of our Company, which may lead to a delay in the completion of the required work by the auditors and hence result in a concomitant delay with regards the Issue.

10. ***Our investments in technology may not yield the intended results especially on our research and development.***

We invest in and intend to continue investing in human capital to enhance our R&D capabilities, particularly with a view to create solutions in emerging technologies that enhance our ability to develop tools for leading our entry into new areas such as payments and intelligent enterprises and developing products that address industry specific client requirements. Our focus areas currently include business intelligence and advanced analytics, deep learning, digital solutions, payments, ecommerce ecosystem, design thinking, customer experience and user experience. We also engage with our customers in developing intellectual property and products combining their expert knowledge of the business with our technical expertise. Our choice of focus areas and investments in technology and human capital for R&D are based on the management's perception of the IT industry. We cannot assure you that such investments will yield the intended results. Inability of our Company to achieve intended results from its investments in technology and human capital for R&D may adversely impact our cash flows and results of operations.

11. ***The consulting, information technology and outsourcing markets are highly competitive, and we may not be able to compete effectively.***

The markets in which we offer our services are highly competitive. Our competitors include:

- large multinational providers and consulting firms including the services arms of large global technology providers that offer some or all of the services that we do;
- off-shore service providers in lower-cost locations, particularly in India, that offer services globally that are similar to the services we offer, often at highly competitive prices and on more aggressive contractual terms;
- niche solution or service providers or local competitors that compete with us in a specific geographic market, industry segment or service area, including companies that provide new or alternative products, services or delivery models; and
- in-house departments of large corporations that use their own resources, rather than engage an outside firm for the types of services we provide.

Some competitors are companies that may have greater financial, marketing or other resources than we do and, therefore, may be better able to compete for new work and skilled professionals. Even if we have potential offerings that address marketplace or client needs, competitors may be more successful at selling similar services they offer, including to companies that are our clients. Some competitors are more established in certain markets, and that may make executing our geographic expansion strategy in these markets more challenging. Additionally, competitors may also offer more aggressive contractual terms, which may affect our ability to win work. Our future performance is largely dependent on our ability to compete successfully in the markets we currently serve, while expanding into additional markets. If we are unable to compete successfully, we could lose market share and clients to competitors, which could materially adversely affect our results of operations.

In addition, we may face greater competition due to consolidation of companies in the technology sector, through strategic mergers or acquisitions. Consolidation activity may result in new competitors with greater scale, a broader footprint or offerings that are more attractive than ours. For example, there has been a trend toward consolidation among hardware manufacturers, software developers and vendors, and service providers, which has resulted in the convergence of products and services. Over time, our access to such products and services may be reduced as a result of this consolidation. Additionally, vertically integrated companies are able to offer as a single provider more integrated services (software and hardware) to clients than we can in some cases and therefore may represent a more attractive alternative to clients. If buyers of services favour using a single provider for all technology needs, then such buyers may direct more business to such competitors. Also, as a result of competition, we may not be able to continue to charge the same rates we are charging. All the above factors could materially adversely affect our competitive position and our results of operations.

12. ***Incorrect or improper implementation or use of our software or inability of our platform to integrate with third-party software or hardware could result in customer dissatisfaction and negatively affect our business, operations, financial results and growth prospects.***

Our software is deployed in a wide variety of complex technology environments, and we believe our future success will depend on our ability to increase sales of our software subscriptions for use in such deployments. Our platform must also integrate with a variety of operating systems, software applications and hardware developed by others. We often assist our customers in achieving successful implementations for large, complex deployments. If we or our customers are unable to implement our software successfully, or are unable to do so in a timely manner, or if we are unable to devote the necessary resources to ensure that our solutions interoperate with other software, systems and hardware, customer perceptions of our company may be impaired, our reputation and brand may suffer and customers may choose not to increase their use of our software.

Once our platform is implemented on our customers' selected hardware, software or cloud infrastructure, our customers may depend on our support services to help them take full advantage of the solutions that we have developed for them, quickly resolve post-deployment issues and provide effective ongoing support. If our support organization or those of our partners does not offer high-quality services, our ability to sell our offerings to existing customers would be adversely affected. In addition, as we expand our operations internationally, our support organization will face additional challenges, including those associated with delivering support, training and documentation in languages other than English.

13. *We propose to utilize the Net Proceeds to undertake acquisitions for which targets have not been identified.*

We have in the past entered into certain strategic acquisitions and mergers, and continue to selectively evaluate targets or partners for growth and strategic initiatives in order to consolidate our market position in existing businesses, strengthen and expand our product portfolio, enhance our depth of experience, knowledge-base and know-how and increase our customers and geographical reach.

We intend to utilize ₹ 1,256.10 million from our Net Proceeds to fund inorganic growth opportunities by Fiscal 2021. This amount is based on our management's estimates, considering past acquisitions made by us. The actual deployment of funds will depend on a number of factors, including the timing, nature, size and number of strategic initiatives undertaken, as well as general factors affecting our results of operation, financial condition and access to capital. These factors will also determine the form of investment for these potential strategic initiatives, i.e., whether they will involve equity, debt or any other instrument or combination thereof.

Further, as on the date of filing this Draft Red Herring Prospectus, we have not entered into any definitive agreements towards such potential growth or strategic acquisitions. Pending finalization of acquisition, we intend to deposit the Net Proceeds only in scheduled commercial banks included in the Second Schedule of the Reserve Bank of India Act, 1934, as may be approved by our Board or IPO Committee.

It is also possible that we may not be able to identify suitable targets, or that if we do identify suitable targets, we may not be able to complete those transactions on terms commercially acceptable to us or at all. The inability to identify suitable targets or investments and the inability to complete such transactions may adversely affect our competitiveness and growth prospects. In the event we are unable to identify or conclude transactions for potential inorganic growth to the extent of ₹ 1,256.10 million or a part thereof by Fiscal 2021, we may utilize the balance amount for any other purposes only in accordance with Sections 13(8) and 27 of the Companies Act, 2013. This will entail an authorisation by the shareholders in a general meeting by way of a special resolution to vary the object and an exit opportunity to the shareholders who do not agree to such proposal to vary the objects, in accordance with our Articles of Association and Chapter VI-A of the SEBI ICDR Regulations.

Our ability to achieve benefits from past or future, strategic acquisitions and mergers, if any, will largely depend upon whether we are able to integrate the acquired businesses into the rest of our Company in an efficient and effective manner. The integration and the achievement of synergies requires, among other things, coordination of business development and employee retention, hiring and training policies, as well as the alignment of products, sales and marketing operations, compliance and control procedures, and information and software systems. Any difficulties encountered in combining operations could result in higher integration costs and lower savings than expected. The failure to successfully integrate an acquired business or the inability to realize the anticipated benefits of such acquisitions could significantly increase our expenses, which, without a commensurate increase in total revenue, would lead to a decrease in net revenue.

In addition, acquired businesses may have unknown or contingent liabilities, including liabilities for failure to comply with relevant laws and regulations, and we may become liable for the past activities of such businesses. Further, we may be subject to various obligations or restrictions under the relevant transaction tag-along rights, drag-along rights, right-of-first refusal for existing shareholders, lock-in clauses etc. These provisions may, as the case may be, prevent us from disposing or acquiring shares in the subject entities, or force us to sell or acquire shares in the subject entities where we may not otherwise have decided to.

14. *We may acquire other businesses which could require significant management attention, disrupt our business, dilute stockholder value and adversely affect our results of operations.*

As part of our business strategy, we have in the past made, and may in the future make, acquisitions or investments in complementary companies, products and technologies that we believe fit within our business model and can address the needs of our customers and potential customers. We have, in the past, pursued acquisitions and strategic partnerships as part of our growth strategy. In October 2014, we acquired the entire interest in GNet Group LLC. Over the last few years, we acquired 61% shareholding of Intellect Bizware Services Private Limited ("**IBSPL**"). The Company shall acquire the balance stake over a period of time. In October 2016, we acquired the entire shareholding of ICRA Techno Analytics Limited (now Nihilent Analytics Limited).

We intend to utilise ₹1,256.10 million from the Net Proceeds to fund our inorganic growth opportunities. In the future, we may not be able to acquire and integrate other companies, products or technologies in a successful manner. We may not be able to find suitable acquisition candidates, and we may not be able to complete such acquisitions on favourable terms, if at all. In addition, the pursuit of potential acquisitions may divert the attention of management and cause us to incur additional expenses in identifying, investigating and pursuing suitable acquisitions, whether or not they are consummated. If we do complete acquisitions, we may not ultimately strengthen our competitive position or achieve our goals, including increases in revenue, and any acquisitions we complete could be viewed negatively by our customers, investors and industry analysts. Further, we might not achieve our expected return on investment or may lose money. We could have difficulty in assimilating the personnel, operations, technology and software assets of the acquired company. These difficulties could disrupt our ongoing business, distract our management and employees and increase our expenses.

We may make further acquisitions or investments, including in geographies in which we do not currently operate, to expand our access to large clients, acquire new service offerings, or enhance our technical or research capabilities. We may have difficulties as a result of entering into new markets where we have limited or no direct prior experience or where competitors may have stronger market positions. We might fail to realise the expected benefits or strategic objectives of any acquisition we undertake.

Future acquisitions may reduce our cash available for operations and other uses. We may have to pay cash, incur debt or issue equity securities to pay for any such acquisition, each of which could adversely affect our financial condition or the value of our Equity Shares. The sale or issuance of equity to finance any such acquisitions would result in dilution to our stockholders. The incurrence of indebtedness to finance any such acquisition would result in increased fixed obligations and could also include covenants or other restrictions that would impede our ability to manage our operations. In addition, our future results of operations may be adversely affected by the dilutive effect of an acquisition, performance earnouts or contingent bonuses associated with an acquisition. Furthermore, acquisitions may require large, one-time charges and can result in increased debt, contingent liabilities, adverse tax consequences, additional stock-based compensation expenses, and the recording and subsequent amortization of amounts related to certain purchased intangible assets, any of which items could negatively affect our future results of operations. We may also incur goodwill impairment charges in the future if we do not realize the expected value of any such acquisitions.

15. ***If we are unable to protect our intellectual property rights, our competitive position could be harmed or we could be required to incur significant expenses to enforce our rights.***

Our ability to protect our intellectual property affects the success of our business. We rely on trade secret, patent, copyright and trademark laws and confidentiality agreements with employees and third parties, all of which offer only limited protection. The steps we have taken to protect our proprietary rights may not be adequate to preclude misappropriation of our proprietary information or infringement of our intellectual property rights, and our ability to police such misappropriation or infringement is uncertain, particularly in countries outside of the United States. While we have patents and patent applications pending, we may be unable to obtain patent protection for the technology covered in our patent applications or the patent protection may not be obtained quickly enough to meet our business needs. Even if patents are issued from our patent applications, which is not certain, they may be contested, circumvented or invalidated in the future. Moreover, the rights granted under any issued patents, such as in connection with open-source software, may not provide us with proprietary protection or competitive advantages, and, as with any technology, competitors may be able to develop similar or superior technologies to ours. In addition, we rely on contractual and license agreements with third parties in connection with their use of our products and technology. There is no guarantee that such parties will abide by the terms of such agreements or that we will be able to adequately enforce our rights.

Detecting and protecting against the unauthorized use of our products, technology and proprietary rights is expensive, difficult and, in some cases, impossible. Litigation may be necessary in the future to enforce or defend our intellectual property rights, to protect our trade secrets or to determine the validity and scope of the proprietary rights of others.

Such litigation could result in substantial costs and diversion of management resources, either of which could harm our business, results of operations and financial condition, and there is no guarantee that we would be successful. Furthermore, many of our current and potential competitors have the ability to dedicate substantially greater resources to protecting their technology or intellectual property rights than we do. Accordingly, despite our efforts, we may not be able to prevent third parties from infringing upon or misappropriating our intellectual property, which could result in a substantial loss of our market share.

16. ***Investments made in our growth may not achieve the expected associated benefits on a timely basis or at all.***

We have experienced, and may continue to experience, rapid growth and organizational change, which has placed, and may continue to place, significant demands on our management and our operational and financial resources. Additionally, we continue to increase the breadth and scope of our offerings and our operations. To support this growth, and to manage any future growth effectively, we must continue to improve our IT and financial infrastructures, our operating and administrative systems and our ability to manage headcount, capital and internal processes in an efficient manner. Our organizational structure is also becoming more complex as we grow our operational, financial and management infrastructure and we must continue to improve our internal controls as well as our reporting systems and procedures. We intend to continue to invest to expand our business, including investing in research and development and sales and marketing operations, hiring additional personnel, improving our internal controls, reporting systems and procedures, upgrading our infrastructure and increasing our office space. If we do not achieve the benefits anticipated from these investments, or if the achievement of these benefits is delayed, our results of operation may be adversely affected.

17. ***Our Company will not receive any proceeds from the Offer for Sale portion. Any variation in the utilisation of the Net Proceeds would be subject to certain compliance requirements, including prior shareholders' approval.***

The Issue includes an offer for sale of up to 2,125,599 Equity Shares by the Selling Shareholders. The proceeds from the Offer for Sale will be paid to Selling Shareholders and we will not receive any such proceeds. We propose to utilise the Net Proceeds for funding certain working requirements of our Company. For further details of the proposed objects of the Issue, see "*Objects of the Issue*" on page 86. At this stage, we cannot determine with any certainty if we would require the Net Proceeds to meet any other expenditure or fund any exigencies arising out of competitive environment, business conditions, economic conditions or other factors beyond our control. In accordance with Section 27 of the Companies Act, 2013, we cannot undertake any variation in the utilisation of the Net Proceeds without obtaining the shareholders' approval through a special resolution. In the event of any such circumstances that require us to undertake variation in the disclosed utilisation of the Net Proceeds, we may not be able to obtain the shareholders' approval in a timely manner, or at all. Any delay or inability in obtaining such shareholders' approval may adversely affect our business or operations.

Further, our Promoters or controlling shareholders would be required to provide an exit opportunity to the shareholders who do not agree with our proposal to change the objects of the Issue or vary the terms of such contracts, at a price and manner as prescribed by SEBI. Additionally, the requirement on Promoters or controlling shareholders to provide an exit opportunity to such dissenting shareholders may deter the Promoters or controlling shareholders from agreeing to the variation of the proposed utilisation of the Net Proceeds, even if such variation is in the interest of our Company. Further, we cannot assure you that the Promoters or the controlling shareholders of our Company will have adequate resources at their disposal at all times to enable them to provide an exit opportunity at the price prescribed by SEBI.

In light of these factors, we may not be able to undertake variation of objects of the Issue to use any unutilized proceeds of the Fresh Issue, if any, or vary the terms of any contract referred to in the Draft Red Herring Prospectus, even if such variation is in the interest of our Company. This may restrict our Company's ability to respond to any change in our business or financial condition by re-deploying the unutilised portion of Net Proceeds, if any, or varying the terms of contract, which may adversely affect our business and results of operations.

18. ***If we are unable to raise additional capital, our business prospects could be adversely affected.***

We intend to fund part of our expansion plans through our internal accruals, borrowed funds and from the Net Proceeds. We will continue to incur significant expenditure, especially in relation to our inorganic growth strategy of expansion through acquisitions. We cannot assure you that we will continue to have sufficient capital resources for our current operations or any future expansion plans that we may have. While we expect our cash on hand and cash flow from operations to be adequate to fund our existing commitments, our ability to incur any future borrowings is dependent upon the success of our operations and our ability to integrate the operations of the acquired entities with ours. Our ability to arrange financing and the costs of capital of such financing are dependent on numerous factors, including general economic and capital market conditions, credit availability from banks, investor confidence, the continued success of our operations and other laws that are conducive to our raising capital in this manner. If we decide to meet our capital requirements through debt financing, we may be subject to certain restrictive covenants. If we are unable to raise adequate capital in a timely manner and on acceptable terms, or at all, our business, results of operations, cash flows and financial condition could be adversely affected.

19. ***Our funding requirements and proposed deployment of the Net Proceeds are based on management estimates and have not been independently appraised and may be subject to change based on various factors, some of which are beyond our control.***

Our funding requirements and the proposed deployment of the Net Proceeds are based on management estimates, quotations from suppliers and our current business plan, and have not been appraised by an independent entity. Furthermore, in the absence of such independent appraisal, the deployment of the Net Proceeds is at our discretion. We may have to revise our expenditure and funding requirements as a result of variations in costs, estimates, quotations or other external factors, which may not be within the control of our management. This may entail rescheduling, revising or cancelling planned expenditure and funding requirements at the discretion of our Board. Further, quotations from suppliers are only valid for limited periods and there can be no assurance that we will be able to obtain new quotations from these or other suppliers on the same terms.

Further we intend to utilise ₹[●] million from the Net Proceeds for general corporate purposes. The funds earmarked for general corporate purposes based on the Cap Price and Floor Price constitute [●]% and [●]% of the Gross Proceeds of the Issue, respectively. The management has not made any specific commitments with respect to utilization of the Gross Proceeds that will be raised for general corporate purposes and therefore, will not be able to make adequate disclosures with regard to such utilization.

20. ***Our Company has acquired 61% of the shareholding of Intellect Bizware Services Private Limited ("IBSPL") under the terms of a share purchase and share subscription agreement dated September 1, 2015 amended vide a subsequent agreement dated December 21, 2015 ("SPSA") under which our Company is has the right to acquire the balance shareholding of IBSPL. Any such failure to acquire the remaining stake of IBSPL may adversely affect our results of operations and financial condition.***

Our Company entered into a SPSA with IBSPL and Mr. Syed Sabahat Husain Kazi, Mr. Lingam Gopalakrishna and Mr. Sanjay Prabhakar Gupte ("**Key Shareholders**"), to effectuate the acquisition of Intellect by our Company. Under the terms of the SPSA, as on the date of this Draft Red Herring Prospectus, our Company has acquired 61% of the equity shareholding of IBSPL and is granted an irrevocable unconditional right and option to acquire the balance 39% shareholding of IBSPL. The SPSA provides that our Company has the option to acquire the balance shareholding either directly or through its subsidiaries in a single transaction or in tranches. Our Company intends to acquire an additional 10% of the shareholding of IBSPL prior to listing of the Equity Shares and also utilize a portion of the Net Proceeds for the acquisition of the balance 29% stake in IBSPL. In the event that we are unable to acquire such remaining stake in a timely manner and at favourable commercial terms, the Key Shareholders may still exercise significant influence on IBSPL. Any such failure to acquire the remaining stake of IBSPL may adversely affect our results of operations and financial condition. For further details in relation to the IBSPL acquisition, see "*History and certain corporate matters – Summary of Material Agreements*" on page 142.

21. ***Our business is subject to evolving laws regarding privacy, data protection, and other related matters. Many of these laws are subject to change and could result in claims, changes to our business practices, monetary penalties, increased cost of operations, or declines in user growth or engagement, or otherwise which may harm our business.***

We are subject to laws and regulations that involve matters, including privacy and data protection, content, intellectual property, data security, data retention and deletion, protection of personal information, electronic contracts and other communications. The introduction of new products or expansion of our activities may subject us to additional laws and regulations.

These laws and regulations are constantly evolving and can be subject to significant change. As a result, the application, interpretation, and enforcement of these laws and regulations are often uncertain, particularly in the new and rapidly evolving industry in which we operate, and may be interpreted and applied inconsistently with our current policies and practices. Proposed legislation and regulations could also significantly affect our business. For example, the Personal Data Protection Bill, 2018, if implemented in its present form, will cast a series of obligations on our Company. Any changes in existing and proposed laws and regulations, could be costly to comply with and can delay or impede the development of new products and may also result in increase in our operating costs.

22. ***Our work with government clients exposes us to additional risks inherent in the government contracting environment.***

Our clients include national, provincial, state and local governmental entities. Our government work carries various risks inherent in the government contracting process. These risks include, but are not limited to, the following:

- Government entities often reserve the right to audit our contract costs and conduct inquiries and investigations of our business practices with respect to government contracts. Negative findings from existing and future audits, investigations or inquiries could affect our future sales and profitability by preventing us, by operation of law or in practice, from receiving new government contracts for some period of time.

- If a government client discovers improper or illegal activities in the course of audits or investigations, we may become subject to various civil and criminal penalties, which may include termination of contracts, forfeiture of profits, suspension of payments, fines and suspensions or debarment from doing business with other agencies of that government. The inherent limitations of internal controls may not prevent or detect all improper or illegal activities.

- Government contracts are subject to heightened reputational and contractual risks compared to contracts with commercial clients. For example, government contracts and the proceedings surrounding them are often subject to more extensive scrutiny and publicity. Negative publicity, including an allegation of improper or illegal activity, regardless of its accuracy, may adversely affect our reputation. Further, terms and conditions of government contracts also tend to be more onerous and are often more difficult to negotiate.

- Government entities typically fund projects through appropriated monies. While these projects are often planned and executed as multi-year projects, government entities usually reserve the right to change the scope of or terminate these projects for lack of approved funding and/or at their convenience. Changes in government or political developments, including budget deficits, shortfalls or uncertainties, government spending reductions or other debt constraints could result in our projects being reduced in price or scope or terminated altogether, which also could limit our recovery of incurred costs, reimbursable expenses and profits on work completed prior to the termination. Furthermore, if insufficient funding is appropriated to the government entity to cover termination costs, we may not be able to fully recover our investments.

- Political and economic factors such as pending elections, the outcome of recent elections, changes in leadership among key executive or legislative decision makers, revisions to governmental tax or other policies and reduced tax revenues can affect the number and terms of new government contracts signed or the speed at which new contracts are signed, decrease future levels of spending and authorisations for programs that we bid, shift spending priorities to programs in areas for which we do not provide services and/or lead to changes in enforcement or how compliance with relevant rules or laws is assessed.

The occurrences or conditions described above could affect not only our business with the particular government entities involved, but also our business with other entities of the same or other governmental bodies or with certain commercial clients, and could have a material adverse effect on our business or our results of operations.

23. ***We have provided a performance guarantee to the State of Queensland in relation to performance of obligations by our Subsidiary, Nihilent Australia Pty Limited ("Nihilent Australia") under a Government Information Technology Contracting ("GITC Agreement") entered into between Nihilent Australia and the State of Queensland.***

We have provided a performance guarantee dated April 28, 2014 ("**Performance Guarantee**") in relation to performance of obligations by our Subsidiary, Nihilent Australia under a GITC Agreement entered into between Nihilent Australia and the State of Queensland for supply of information communication technology products and / or services to customers. Under the terms of the performance guarantee, in the event Nihilent Australia fails to perform its obligations under the GITC Agreement, our Company shall complete or cause to be completed the obligations undertaken by Nihilent Australia. Further, our Company shall also be liable to indemnify any customers for any breach of obligations by Nihilent Australia. Although we have read and understood the terms of the GITC Contract, we cannot predict the impact of the invocation of the Performance Guarantee. Further, we cannot assure you whether we will be able to perform the obligations undertaken by Nihilent Australia upon invocation of the guarantee. Any inability of our Company to perform its obligations under the Performance Guarantee may adversely impact our profitability and financial condition.

24. ***We might be required to use open source software in providing services to our clients. There are risks associated with the use of open source software and may have an adverse effect on our results of operations and financial condition.***

Our Company may be required to use open source software in providing services to our clients. Further, some of our clients may also be using open source software on which some of our products and services may need to operate. There are significant benefits and risks associated with open source software. If a company were to buy a commercial closed source solution for an enterprise use, there is an elaborate procedure followed finalizing and purchasing a product. This includes requirement analysis, defining acceptance criteria, evaluating the product, security considerations etc. An open source product, however, might not undergo this kind of evaluation. This could pose business and security risk and lead to some unanticipated costs such as the losing credibility among our customers and may have an adverse effect on our results of operations and financial condition. Any claims or litigation could cause us to incur significant expenses and, if successfully asserted against us, could require that we pay substantial damages or ongoing royalty payments.

25. ***We may be liable to our clients for damages caused by system failures, disclosure of confidential information or data security breaches or any unscrupulous acts by our employees, which could harm our reputation and cause us to lose clients.***

Many of our contracts involve projects that are critical to the operations of our clients' businesses and provide benefits to our clients that may be difficult to quantify. Any failure in a client's system could result in a claim for substantial damages against us, regardless of our responsibility for such failure. In addition, we often have access to, or are required to collect and store, confidential client data. We face a number of threats to our data centres and networks such as unauthorised access, security breaches and other system disruptions. It is critical to our business that our infrastructure remains secure and is perceived by customers to be secure.

We seek to rely on encryption and authentication technology licensed from third parties to provide the security and authentication necessary to effect secure online transmission of confidential client information. Despite our security measures, advances in computer capabilities, new discoveries in the field of cryptography or other events or developments may result in a compromise or breach of the algorithms that we use to protect sensitive customer transaction data. Breaches of our security measures or the accidental loss, inadvertent disclosure or unapproved dissemination of confidential customer data could expose us, our customers or the individuals affected to a risk of loss or misuse of this information, or cause interruptions in our operations. We may be required to expend significant capital and other resources to protect against such security breaches, to alleviate problems caused by or to investigate such breaches, all of which could subject us to liability, damage our reputation and diminish the value of our brand name.

Although we attempt to limit our contractual liability for consequential damages in rendering our services, many of our client agreements do not limit our potential liability for breaches of confidentiality and we cannot be assured that such limitations on liability will be enforceable in all cases, or that they will otherwise protect us from liability for damages. Moreover, if any person, including any of our employees or former employees or subcontractors, penetrates our network security or misappropriates sensitive data, we could be subject to significant liability from our clients or from our clients' customers for breaching contractual confidentiality provisions or privacy laws. Unauthorised disclosure of sensitive or confidential client and customer data, whether through breach of our computer systems,

systems failure, loss or theft of assets containing confidential information or otherwise, could render us liable to our clients for damages, damage our reputation and cause us to lose clients.

Additionally, any fraud undertaken by an employee when deputed to a client or any unscrupulous acts by them could result in reputational harm. A successful assertion of one or more large claims against us that exceeds our available insurance coverage or results in changes to our insurance policies, including premium increases or the imposition of a large deductible or co-insurance requirement, could adversely affect our revenues and results of operations. We may also be liable to our clients for damages or termination of contract if we are unable to address disruption in services to them with adequate business continuity plans and/or for non-compliance with our clients' information security policies and procedures.

26. ***Disruption of operations at our software development facilities may adversely affect our business, financial condition and results of operations.***

Although our software development facilities are located at Pune, Mumbai, Kolkata, Chennai, Minneapolis, Dallas and Johannesburg, a significant volume of our software development is facilitated out of our Pune facility which is primarily focused at servicing our clients based in South Africa, India and other territories. These software development facilities are subject to operational risks, such as the breakdown or failure of equipment, power supply or processes, technology obsolescence, labour disputes, natural disasters and breakout of fires. The occurrence of any of these risks could significantly affect our business and results of operations. Although we continue to take precautions to minimise the risk of any significant operational problems at these facilities, our business, financial condition and results of operations may be adversely affected by any disruption of operations at any of these facilities.

27. ***Our operations are heavily dependent on the use of information technology enabled infrastructure and are also dependent on third party software which are license based.***

We are dependent on our information technology infrastructure to conduct our business activities, manage risks, implement our internal control systems and manage and monitor our business operations. Our investment in IT entails data management and recovery, cyber security and data security which helps us to directly expedite processes, lowering of cost, improvement in efficiency and accuracy, reducing business continuity risks and enables a secure environment and therefore is an essential element of our operational infrastructure. We use IT systems such as Navision and various software for major aspects of our business, including Human Capital Management as well as our administrative, finance and corporate departments. We use a mix of both onsite and cloud based services to provide the infrastructure. A failure or breakdown of any part of our IT infrastructure can interrupt our normal business operations and result in a slowdown in operational and management efficiency. A serious dispute with our service providers or termination of our licensing agreements or service contracts or the service provider being unavailable or its business being wound up can impact our ability to upgrade our IT infrastructure on a timely and cost-effective basis, which is critical to maintaining our competitiveness. If any of these events occur, our business, financial condition and result of operations may be adversely affected.

28. ***Our inability to protect or use our intellectual property rights and proprietary tool may adversely affect our business.***

Our software tools are our proprietary intellectual property and we rely on a combination of patent, copyright and trademark laws and confidentiality agreements with employees, customers and third parties to protect our intellectual property rights.

We may not be able to prevent infringement of our trademarks and a passing off action may not provide sufficient protection until such time that this registration is granted. For details on the copyrights used by us, see "*Government and Other Approvals*" on page 397.

We are also exposed to the risk that other entities may pass off their services as ours by imitating our brand name. Any such activities could harm the reputation of our brand and sales of our products, which could in turn adversely affect our financial performance and the market price of the Equity Shares. Notwithstanding the precautions we take to protect our intellectual property rights, it is possible that third parties may copy or otherwise infringe on our rights, which may have an adverse effect on our business, results of operations, cash flows and financial condition.

While we take care to ensure that we comply with the intellectual property rights of others, we cannot determine with certainty whether we are infringing any existing third-party intellectual property rights which may force us to alter our offerings. We may also be susceptible to claims from third parties asserting infringement and other related claims. If similar claims are raised in the future, these claims could result in costly litigation, divert management's attention and resources, subject us to significant liabilities and require us to enter into potentially expensive royalty or licensing agreements or to cease certain offerings. Furthermore, necessary licenses may not be available to us on satisfactory terms, if at all. Any of the foregoing could have an adverse effect on our business, results of operations, cash flows and financial condition. These protections may not be sufficient to prevent unauthorized parties from infringing upon or misappropriating our products, services or proprietary information in the jurisdictions in which we operate. In addition, although we believe that our products, services and proprietary information do not infringe upon the intellectual property rights of others and that we have all the rights necessary to use the intellectual property employed in our business, there can be no assurance that infringement claims will not be asserted against us in the future.

29. ***Our insurance coverage may not be adequate to protect us against all potential losses to which we may be subject, and this may have a material adverse effect on our business, financial condition and results of operations.***

We maintain such insurance coverage as we believe is customary in our industry. Our insurance policies, however, may not provide adequate coverage in certain circumstances and are subject to certain deductibles, exclusions and limits on coverage. We cannot assure you that the terms of our insurance policies will be adequate to cover any damage or loss suffered by us or that such coverage will continue to be available on reasonable terms or will be available in sufficient amounts to cover one or more large claims, or that the insurer will not disclaim coverage as to any future claim. In particular, we do not maintain business interruption insurance and therefore if our operations are interrupted, we would suffer loss of revenues, and our results of operations and cash flows would be adversely affected. A successful assertion of one or more large claims against us that exceeds our available insurance coverage or changes in our insurance policies, including premium increases or the imposition of a larger deductible or co-insurance requirement, could adversely affect our business, financial condition, results of operations and cash flows.

30. ***Our ability to pay dividends in the future will depend on our earnings, financial condition, working capital requirements, capital expenditures and restrictive covenants of our financing arrangements.***

Our ability to pay dividends in the future will depend on our earnings, financial condition, cash flow, working capital requirements and capital expenditure. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board and will depend on factors that our Board deems relevant, including among others, our future earnings, financial condition, cash requirements, business prospects and any other financing arrangements. Hence, while we have a formal dividend policy, we cannot assure you that we will be able to pay dividends in the future. For details of dividends paid by our Company in the past, see "*Dividend Policy*" on page 180.

31. ***Our Group Companies and certain entities within our Promoter Group or forming part of the Dimension Data group are engaged in a similar line of business. Any conflict of interest which may occur between our business and the business of the members of our Promoter Group, could adversely affect our business, prospects, results of operations and financial condition.***

Our Group Companies and certain entities within our Promoter Group as well as entities within the Dimension Data group are authorized under their constitutional documents to engage in a similar line of business as us. We cannot assure you that our Promoters will not favour the interests of such entities which are engaged in a similar lines of business as our Company.

We have not entered into any non-solicitation or non-compete agreement with such entities. There can be no assurance that such entities will not provide comparable services, expand their presence, solicit our employees or acquire interests in competing ventures in the locations or segments in which we operate. A conflict of interest may occur between our business and the business of such entities, which could have an adverse effect on our business, prospects, results of operations and financial condition.

32. ***We have entered into certain related party transactions and may continue to do so in the future. Any related party transactions that are not on an arm's length basis may adversely affect our business, results of operation and financial condition.***

We have in the past entered into transactions with related parties, including certain of our Promoters, relatives of our Promoters, Directors, and enterprises over which our Directors have a significant influence as well as advanced certain loans to the Employee Welfare Trust instituted by our Company. For further information, see "*Financial Statements - Restated Standalone Financial Information*" and "*Financial Statements - Restated Consolidated Financial Information*" on pages 276 and 182, respectively. While we believe that all such transactions have been conducted on an arm's length basis, we cannot assure you that we might have obtained more favourable commercial terms had such transactions not been entered into with related parties. Further, we may enter into related party transactions in the future and such related party transactions may potentially involve conflicts of interest. For example, in furtherance of our objects, to carry out replacement and upgradation activities at our corporate and branch offices, we may consider quotations received from Dimension Data India Private Limited, which is a related party, for purchase and licensing of certain software.

In Fiscal 2018, 2017 and 2016, the aggregate amount of such related party transactions was ₹ 390.57 million, ₹ 54.92 million and ₹ 157.61 million, respectively. The percentage of the aggregate value of such related party transactions to our revenue from operations in Fiscal 2018, 2017 and 2016 was 9.2%, 1.5%, and 5.1%, respectively. We cannot assure you that such transactions, individually or in the aggregate, will always be in the best interests of our minority shareholders and will not have an adverse effect on our business, results of operations, cash flows and financial condition.

33. ***We do not own certain premises used by our Company***.

Certain premises used by our Company have been obtained on a lease or license basis. Our registered and corporate office is held by our Company on a leave and license basis. If we are unable to renew the agreements under which we occupy or use the premises, on terms and conditions acceptable to us, or at all, we may suffer a disruption in our operations.

34. ***Any negative cash flows in the future would adversely affect our cash flow requirements, which may adversely affect our ability to operate our business and implement our growth plans, thereby affecting our financial condition.***

The following table sets forth certain information relating to our cash flows on a consolidated basis for the periods indicated. We may in the future experience negative cash flows.

In ₹ million

Particulars	Fiscal		
	2018	2017	2016
Net cash used in investing activities	(321.21)	(218.24)	(115.84)
Net cash used in financing activities	(186.73)	(196.33)	(49.00)
Net increase/(decrease) in cash and cash equivalents	21.52	(73.63)	(39.46)

Negative cash flows over extended periods, or significant negative cash flows in the short term, could materially impact our ability to operate our business and implement our growth plans. As a result, our cash flows, business, future financial performance and results of operations could be materially and adversely affected. For further information, see "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on page 361.

35. ***Our Promoters will continue to retain majority shareholding in our Company after the Issue, which will allow them to exercise control over us and potentially create conflicts of interest.***

As on March 31, 2018, our Promoters collectively held approximately 79.28% of the total paid-up share capital of our Company. For further details see "*Capital Structure*" on page 74 of this Draft Red Herring Prospectus. Accordingly, our Promoters will continue to exercise significant influence over and control the outcome of, matters requiring Board or Shareholders' approval. After this Issue, our Promoters will continue to exercise significant control or exert significant influence over our business and major policy decisions, including but not limited to control the composition of our Board, delay, defer or cause a change of our control or a change in our capital structure, delay, defer or cause a merger, consolidation, takeover or other business combination involving us.

The interests of our Promoters may conflict with your interests and the interests of our other Shareholders, and our Promoters could make decisions that may adversely affect our business operations, and hence the value of your investment in the Equity Shares.

36. ***The average cost of acquisition of Equity Shares by our Promoters will be less than the Issue Price.***

The average cost of acquisition of Equity Shares by our Promoters will be less than the Issue Price. The details of average cost of acquisition of Equity Shares acquired by our Promoters is set out below

Name of Promoters	Number of Equity Shares held	Average cost of acquisition of Equity Shares (₹)
L. C. Singh	2,020,000	0.001
Hatch Investments (Mauritius) Limited	13,808,781	20.027

37. ***One of our Group Companies has incurred losses in the past, which may have an adverse effect on our reputation and business.***

One of our Group Companies has incurred losses in the past, as set out below:

(USD in million, except per share data)

Name	Profit/(loss) after tax for the year ended September 30, 2017
Dimension Data North America Inc.	(8)

There can be no assurance that our Group Companies will not incur losses in the future which may have an adverse effect on our reputation and business.

38. ***There are certain outstanding legal proceedings against our Company, Subsidiaries and Group Companies. Any adverse outcome in any of these proceedings may adversely affect our profitability and reputation and may have an adverse effect on our results of operations and financial condition.***

There are certain outstanding legal proceedings involving our Company, Subsidiaries and Group Companies. These proceedings are pending at different levels of adjudication. The brief details of such outstanding litigation are as follows:

Nature of the cases	No. of cases outstanding	Amount involved (in ₹ million)
Litigation against our Company		
Direct Tax Proceedings	2	5.00
Outstanding actions taken by statutory or regulatory authorities	2	Not quantifiable
Litigation against our Subsidiaries		
Direct tax proceedings involving Nihilent Nigeria	1	0.79
Indirect tax proceedings involving Intellect Bizware	1	0.84
Litigation against our Group Company, Dimension Data India Private Limited		
Direct tax proceedings	9	1,125.03
Indirect tax proceedings	42	268.84

For further details, see the section titled "*Outstanding Litigation and Other Material Developments*" on page 394. We cannot assure you that these legal proceedings will be decided in favour of our Company, our Subsidiaries or our Group Companies, as the case may be, or that no further liability will arise out of these proceedings. Any adverse outcome in any of these proceedings may adversely affect our profitability and reputation and may have an adverse effect on our results of operations and financial condition.

External Risk Factors

Risks relating to investment in India

39. ***We are subject to regulatory, economic and social and political uncertainties and other factors beyond our control.***

We are incorporated in India and we conduct our corporate affairs and our business in India. Our Equity Shares are to be listed on the BSE and the NSE, subject to the receipt of the final listing and trading approvals from the respective Stock Exchanges. Consequently, our business, operations, financial performance and the market price of our Equity Shares will be affected by interest rates, government policies, taxation, social and ethnic instability and other political and economic developments affecting India.

Factors that may adversely affect the Indian economy, and hence our results of operations may include:

- any exchange rate fluctuations, the imposition of currency controls and restrictions on the right to convert or repatriate currency or export assets;
- any scarcity of credit or other financing in India, resulting in an adverse effect on economic conditions in India and scarcity of financing for our expansions;
- prevailing income conditions among Indian customers and Indian corporations;
- political instability, terrorism, military conflict, epidemic or public health issues in India or in countries in the region or globally, including in India's various neighbouring countries;
- macroeconomic factors and central bank regulation, including in relation to interest rates movements which may in turn adversely impact our access to capital and increase our borrowing costs;
- Instability in financial markets and volatility in, and actual or perceived trends in trading activity on, India's principal stock exchanges;
- decline in India's foreign exchange reserves which may affect liquidity in the Indian economy;
- downgrading of India's sovereign debt rating by rating agencies;
- difficulty in developing any necessary partnerships with local businesses on commercially acceptable terms and/or a timely basis.
- changes in India's tax, trade, fiscal or monetary policies;
- other significant regulatory or economic developments in or affecting India or its infrastructure sector; and
- international business practices that may conflict with other customs or legal requirements to which we are subject to, including anti-bribery and anti-corruption laws; being subject to the jurisdiction of foreign courts, including uncertainty of judicial processes and difficulty enforcing contractual agreements or judgments in foreign legal systems or incurring additional costs to do so.

Moreover, a fall in the purchasing power of our customers, for any reason whatsoever, including rising consumer inflation, availability of financing to our customers, changing governmental policies and a slowdown in economic growth may have an adverse effect on our customers' revenues, savings and could in turn negatively affect their demand for our products. For instance, demonetization of ₹500 and ₹1,000 currency notes was announced in November 2016. The immediate impact of the announcement led to people depositing their cash in banks and the Indian economy was drained out of liquid cash for a brief period.

In addition, any slowdown or perceived slowdown in the Indian economy, or in specific sectors of the Indian economy, could adversely affect our business, results of operations and financial condition and the price of the Equity Shares.

40. *Inflation in India could have an adverse effect on our profitability and if significant, on our financial condition.*

The annual rate of inflation was at 5.77% (provisional) for the month of June 2018 (over June 2017) as compared to 4.43% (provisional) for the previous month and 0.90% during the corresponding month of 2017. (*Source: Index Numbers of Wholesale Price in India, Review for the month of June 2018, published on July 16, 2018 by Government of India, Ministry of Commerce and Industry*). Continued high rates of inflation may increase our expenses related to salaries or wages payable to our employees or any other expenses. There can be no assurance that we will be able to pass on any additional expenses to our customers or that our revenue will increase proportionately corresponding to such inflation. Accordingly, high rates of inflation in India could have an adverse effect on our profitability and, if significant, on our financial condition.

41. *A slowdown in economic growth in India or political instability or changes in the Government in India could adversely affect our business.*

Our performance and the growth of our business are necessarily dependent on the health of the overall Indian economy. In the recent past, Indian economy has been affected by global economic uncertainties and liquidity crisis, domestic policy and political environment, volatility in interest rates, currency exchange rates, commodity and electricity prices, adverse conditions affecting agriculture, rising inflation rates and various other factors. Risk management initiatives by banks and lenders in such circumstances could affect the availability of funds in the future or the withdrawal of our existing credit facilities. The Indian economy is undergoing many changes and it is difficult to predict the impact of certain fundamental economic changes on our business. Conditions outside India, such as a slowdown or recession in the economic growth of other major countries, have an impact on the growth of the Indian economy. Additionally, an increase in trade deficit, a downgrading in India's sovereign debt rating or a decline in India's foreign exchange reserves could negatively affect interest rates and liquidity, which could adversely affect the Indian economy and our business. Any downturn in the macroeconomic environment in India could adversely affect our business, financial condition, results of operation and the trading price of our Equity Shares. Volatility, negativity, or uncertain economic conditions could undermine the business confidence and could have a significant impact on our results of operations. Changing demand patterns from economic volatility and uncertainty could have a significant negative impact on our results of operations.

Further, our performance and the market price and liquidity of the Equity Shares may be affected by changes in exchange rates and controls, interest rates, government policies, taxation, social and ethnic instability and other political and economic developments affecting India. The GoI has traditionally exercised and continues to exercise a significant influence over many aspects of the economy. Our business, the market price and liquidity of the Equity Shares may be affected by changes in GoI policy, taxation, social and civil unrest and other political, economic or other developments in or affecting India.

42. ***Our global operations expose us to numerous and sometimes conflicting legal and regulatory requirements, and violation of these regulations could harm our business.***

We have offices in South Africa, United Kingdom, Australia, USA, Nigeria, and Ireland and a significant number of our employees are assigned to engagements outside India. We intend to continue to establish development facilities and offices in international locations. We have operations in a number of countries outside India, including South Africa, the United States, United Kingdom, Nigeria, Ireland and Australia.

Since we provide services to clients throughout the world, we are subject to numerous, and sometimes conflicting, legal requirements on matters as diverse as import/export controls, content requirements, restrictions on remittances overseas where we operates, trade restrictions, the environment (including electronic waste), tariffs, taxation, sanctions, government affairs, anti-corruption, whistle blowing, internal and disclosure control obligations, data protection and privacy and labour relations and certain regulatory requirements that are specific to our clients' industries. For instance, we have operations in Nigeria where our income from Nigeria is subject to a withholding tax of 10% on registration of service contracts with National Office for Technology Acquisition and Promotion (NOTAP) for remitting funds outside Nigeria. Non-compliance with these regulations in the conduct of our business could result in fines, penalties, criminal sanctions against us or our officers, disgorgement of profits, prohibitions on doing business and have an adverse impact on our reputation. Gaps in compliance with these regulations in connection with the performance of our obligations to our clients could also result in exposure to monetary damages, fines and/or criminal prosecution, unfavourable publicity, restrictions on our ability to process information and allegations by our clients that we have not performed our contractual obligations. Many countries also seek to regulate the actions that companies take outside of their respective jurisdictions, subjecting us to multiple and sometimes competing legal frameworks in addition to our home country rules. Due to the varying degree of development of the legal systems of the countries in which we operate, local laws might be insufficient to defend us and preserve our rights. We could also be subject to risks to our reputation and regulatory action on account of any unethical acts by any of our employees, partners or other related individuals.

We have a number of employees located outside of India. We are subject to risks relating to compliance with a variety of national and local laws, including multiple tax regimes, labour laws, and employee health, safety, wages and benefits laws. We may, from time to time, be subject to litigation or administrative actions resulting from claims against us by current or former employees individually or as part of class actions, including claims of wrongful terminations, discrimination, misclassification or other violations of labour law or other alleged conduct. We may also, from time to time, be subject to litigation resulting from claims against us by third parties, including claims of breach of non-compete and confidentiality provisions of our employees' former employment agreements with such third parties or claims of breach by us of their intellectual property rights. Our failure to comply with applicable regulatory requirements could have a material adverse effect on our business, financial condition and results of operations.

43. ***Any adverse revision to India's debt rating by a domestic or international rating agency could adversely affect our business.***

India's sovereign debt rating could be adversely affected due to various factors, including changes in tax or fiscal policy or a decline in India's foreign exchange reserves, which are outside our control. Any adverse revisions to India's credit ratings for domestic and international debt by domestic or international rating agencies may adversely impact our ability to raise additional financing, and the interest rates and other commercial terms at which such additional financing is available. This could have an adverse effect on our business and financial performance, ability to obtain financing for capital expenditures and the price of the Equity Shares.

44. ***Significant differences exist between Ind AS and other accounting principles, such as Indian GAAP, IFRS and U.S. GAAP, which may be material to investors' assessment of our financial condition.***

Our Restated Financial Information as of and for the Fiscal Years 2018, 2017, 2016, 2015 and 2014 included in this Draft Red Herring Prospectus has been prepared under Ind AS notified under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015. For details in the manner in which our Restated Financial Information prepared in accordance with Ind AS are presented, please see "*Financial Statements*" on page 181. The implementation of Ind AS is recent and new pronouncements may have a material impact on our profitability going forward and our revenue may fluctuate significantly period over period. Except as otherwise provided in the Restated Financial Information with respect to Indian GAAP, no attempt has been made to reconcile any information given in this Draft Red Herring Prospectus to any other accounting principles or to base the information on any other accounting standards. Ind AS differs from other accounting principles with which prospective investors may be familiar, such as Indian GAAP, IFRS and U.S. GAAP. Accordingly, the degree to which the financial statements, which are restated in accordance with the SEBI ICDR Regulations, included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Ind AS. Persons not familiar with Ind AS should limit their reliance on the financial disclosures presented in this Draft Red Herring Prospectus.

In addition, our Restated Financial Information may be subject to change if new or amended Ind AS accounting standards are issued in the future or if we revise our elections or selected exemptions in respect of the relevant regulations for the implementation of Ind AS.

45. ***The occurrence of natural or man-made disasters could adversely affect our results of operations, cash flows and financial condition. Hostilities, terrorist attacks, civil unrest and other acts of violence could adversely affect the financial markets and our business.***

Our operations may be damaged or disrupted as a result of natural disasters such as earthquakes, floods, heavy rainfall, epidemics, tsunamis and cyclones and other events such as protests, riots and labour unrest. Such events may lead to the disruption of information systems and telecommunication services for sustained periods. They also may make it difficult or impossible for employees to reach our business locations which may affect our business. Damage or destruction that interrupts our operations could adversely affect our reputation, our relationships with our customers, our senior management team's ability to administer and supervise our business or it may cause us to incur substantial additional expenditure to repair or replace damaged equipment or rebuild parts of our infrastructure. While our insurance policies for assets cover such natural disasters, such policies may not be adequate to cover the loss arising from these events, which could adversely affect our results of operations and financial condition and the price of our Equity Shares.

Additionally, India has from time to time experienced instances of civil unrest and terrorist attacks, regional or international hostilities or other acts of violence of war as well as other adverse social, economic and political events. These events could lead to political or economic instability in India and may adversely affect the Indian economy. If such tensions occur in places where we operate or in other parts of the country, leading to overall political and economic instability, it could adversely affect our business, results of operations, financial condition and the trading price of our Equity Shares. Such incidents could also create a greater perception that investment in Indian companies involves a higher degree of risk and could have an adverse effect on our business and the market price of the Equity Shares.

46. ***The Indian tax regime is currently undergoing substantial changes which could adversely affect our business.***

The Government of India is presently in the process of reforming Indian tax laws. The Government has enacted the CGST, 2017 to lay a comprehensive national GST regime that combines taxes and levies by the central and state governments into a unified rate structure, which has been implemented with effect from July 1, 2017, and replaces indirect taxes on goods and services such as central excise duty, service tax, customs duty, central sales tax, state VAT, cess and surcharge and excise that were being collected by the central and state governments.

As regards the general anti-avoidance rules ("**GAAR**"), the provisions of Chapter X-A (sections 95 to 102) of the Income Tax Act, 1961, are applicable from assessment year 2019 (Fiscal 2018) onwards. The GAAR provisions intend to declare an arrangement as an "impermissible avoidance arrangement", if the main purpose or one of the main purposes of such arrangement is to obtain a tax benefit, and satisfies at least one of the following tests (i) creates rights, or obligations, which are not ordinarily created between persons dealing at arm's length; (ii) results, directly or indirectly, in misuse, or abuse, of the provisions of the Income Tax Act, 1961; (iii) lacks commercial substance or is deemed to lack commercial substance, in whole or in part; or (iv) is entered into, or carried out, by means, or in a manner, that is not ordinarily engaged for bona fide purposes. If GAAR provisions are invoked, the tax authorities will have wider powers, including denial of tax benefit or a benefit under a tax treaty. In the absence of any precedents on the subject, the application of these provisions is uncertain. As the taxation regime in India is undergoing a significant overhaul, its consequent effects on economy cannot be determined at present and there can be no assurance that such effects would not adversely affect our business, future financial performance and the trading price of the Equity Shares.

Further, the Government has issued a notification dated September 29, 2016 notifying a set of Income Computation and Disclosure Standards ("**ICDS**") that will be applied in computing taxable income and payment of income taxes thereon, effective from April 1, 2016. ICDS apply to all taxpayers following an accrual system of accounting for the purpose of computation of income under the heads of "Profits and gains of business/profession" and "Income from other sources". The ICDS deviates in several respects from concepts that are followed under general accounting standards, including Indian GAAP and Ind AS. For instance, where ICDS-based calculations of taxable income differ from Indian GAAP or Ind AS-based concepts, the ICDS-based calculations have the effect of requiring taxable income to be recognised earlier, increasing overall levels of taxation or both. This is the first time such specific standards have been issued for income taxes in India, and the impact of the ICDS on our tax incidence is uncertain.

47. ***Financial instability, economic developments and volatility in securities markets in other countries may also cause the price of the Equity Shares to decline.***

The Indian market and the Indian economy are influenced by economic and market conditions in other countries, particularly emerging market countries in Asia. Financial turmoil in Europe and elsewhere in the world in recent years has affected the Indian economy. Although economic conditions are different in each country, investors' reactions to developments in one country can have adverse effects on the securities of companies in other countries, including India. Recently, the currencies of a few Asian countries including India suffered depreciation against the US Dollar owing to amongst other, the announcement by the US government that it may consider reducing its quantitative easing measures. A loss of investor confidence in the financial systems of other emerging markets may cause increased volatility in Indian financial markets and, indirectly, in the Indian economy in general. Any worldwide financial instability could also have a negative impact on the Indian economy. Financial disruptions may occur again and could harm our business, future financial performance and the prices of the Equity Shares.

The global credit and equity markets have experienced substantial dislocations, liquidity disruptions and market corrections in recent years. Since September 2008, liquidity and credit concerns and volatility in the global credit and financial markets increased significantly with the bankruptcy or acquisition of, and government assistance extended to, several major US and European financial institutions. These and other related events, such as the European sovereign debt crisis, have had a significant impact on the global credit and financial markets as a whole, including reduced liquidity, greater volatility, widening of credit spreads and a lack of price transparency in global credit and financial markets. In response to such developments, legislators and financial regulators in the United States and other jurisdictions, including India, have implemented a number of policy measures designed to add stability to the financial markets.

However, the overall impact of these and other legislative and regulatory efforts on the global financial markets is uncertain, and they may not have the intended stabilizing effects. In the event that the current difficult conditions in the global credit markets continue or if there is any significant financial disruption, such conditions could have an adverse effect on our business, future financial performance and the trading price of the Equity Shares.

48. ***Investors may not be able to enforce a judgment of a foreign court against us.***

Our Company is incorporated under the laws of India and majority of our Promoters, Directors, Key Management Personnel and senior management personnel reside in India. Majority of our assets, and the assets of certain of our Promoters, Directors, key management personnel and other senior management, are also located in India. In addition, the regulatory regime of our various international territories may have similar restrictions on enforcement of foreign judgments. Where investors wish to enforce foreign judgments in India, they may face difficulties in enforcing such judgments. India is not a party to any international treaty in relation to the recognition or enforcement of foreign judgments. India exercises reciprocal recognition and enforcement of judgments in civil and commercial matters with a limited number of jurisdictions which includes the United Kingdom, Singapore and Hong Kong. In order to be enforceable, a judgment obtained in a jurisdiction which India recognises as a reciprocating territory must meet certain requirements of the Code of Civil Procedures, 1908 (the "**Civil Code**"). Further, the Civil Code only permits enforcement of monetary decrees not being in the nature of any amounts payable in respect of taxes or, other charges of a like nature or in respect of a fine or other penalty and does not provide for the enforcement of arbitration awards. Judgments or decrees from jurisdictions not recognised as a reciprocating territory by India cannot be enforced or executed in India. Even if a party were to obtain a judgment in such a jurisdiction, it would be required to institute a fresh suit upon the judgment and would not be able to enforce such judgment by proceedings in execution. Further, the party which has obtained such judgment must institute the new proceedings within three years of obtaining the judgment.

As a result, you may be unable to: (i) effect service of process outside of India upon us and such other persons or entities; or (ii) enforce in courts outside of India judgments obtained in such courts against us and such other persons or entities. It is unlikely that a court in India would award damages on the same basis as a foreign court if an action is brought in India. Furthermore, it is unlikely that an Indian court would enforce foreign judgments if it viewed the amount of damages awarded as excessive or inconsistent with Indian practice. A party seeking to enforce a foreign judgment in India is required to obtain prior approval from the RBI to repatriate any amount recovered pursuant to the execution of such foreign judgment, and any such amount may be subject to income tax in accordance with applicable laws.

49. *Rights of shareholders under Indian law may be more limited than under the laws of other jurisdictions.*

Our Articles and Indian law govern our corporate affairs. Legal principles relating to these matters and the validity of corporate procedures, directors' fiduciary duties and liabilities, and shareholders' rights may differ from those that would apply to a bank or corporate entity in another jurisdiction. Shareholders' rights under Indian law may not be as extensive as shareholders' rights under the laws of other countries or jurisdictions. Investors may have more difficulty in asserting their rights as one of our Shareholders than as a shareholder of a corporate entity in another jurisdiction.

Risks Relating to the Equity Shares

50. *Under Indian law, foreign investors are subject to investment restrictions that limit our ability to attract foreign investors, which may adversely affect the trading price of the Equity Shares.*

Under foreign exchange regulations currently in force in India, transfer of shares between non-residents and residents are freely permitted (subject to certain restrictions), if they comply with the valuation and reporting requirements specified by the RBI. If a transfer of shares is not in compliance with such requirements and does not fall under any of the exceptions specified by the RBI, then the RBI's prior approval is required. Additionally, shareholders who seek to convert Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India require a no-objection or a tax clearance certificate from the Indian income tax authorities. We cannot assure you that any required approval from the RBI or any other governmental agency can be obtained on any particular terms or at all. For further information, see "*Restriction on Foreign Ownership of Indian Securities*" on page 466.

51. *You may be subject to Indian taxes arising out of capital gains on the sale of the Equity Shares.*

Under current Indian tax laws, unless specifically exempted, capital gains arising from the sale of Equity Shares in an Indian company are generally taxable in India. The Finance Act has now levied taxes on such long term capital gains exceeding ₹0.1 million arising from sale of equity shares on or after April 1, 2018, while continuing to exempt the unrealized capital gains earned up to January 31, 2018 on such equity shares. Accordingly, you may be subject to payment of long-term capital gains tax in India, in addition to payment of STT, on the sale of any Equity Shares held for more than 12 months. STT will be levied on and collected by a domestic stock exchange on which the Equity Shares are sold.

Further, any gain realized on the sale of listed equity shares held for a period of 12 months or less will be subject to short-term capital gains tax in India. Capital gains arising from the sale of the Equity Shares may be partially exempt or exempt from taxation in India in cases where such exemption is provided under a treaty between India and the country of which the seller is resident. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdiction on a gain upon the sale of the equity shares.

52. ***Fluctuation in the exchange rate between the Indian Rupee and foreign currencies may have an adverse effect on the value of our Equity Shares, independent of our operating results.***

On listing, our Equity Shares will be quoted in Indian Rupees on the Stock Exchanges. Any dividends in respect of our Equity Shares will also be paid in Indian Rupees and subsequently converted into the relevant foreign currency for repatriation, if required. Any adverse movement in currency exchange rates during the time that it takes to undertake such conversion may reduce the net dividend to foreign investors. In addition, any adverse movement in currency exchange rates during a delay in repatriating outside India the proceeds from a sale of Equity Shares, for example, because of a delay in regulatory approvals that may be required for the sale of Equity Shares may reduce the proceeds received by Equity Shareholders. For example, the exchange rate between the Rupee and the U.S. dollar has fluctuated substantially in recent years and may continue to fluctuate substantially in the future, which may have an adverse effect on the trading price of our Equity Shares and returns on our Equity Shares, independent of our operating results.

53. ***The Equity Shares have never been publicly traded, and, after the Issue, the Equity Shares may experience price and volume fluctuations, and an active trading market for the Equity Shares may not develop. Further, the price of the Equity Shares may be volatile, and you may be unable to resell the Equity Shares at or above the Issue Price, or at all.***

Prior to the Issue, there has been no public market for the Equity Shares, and an active trading market on the Stock Exchanges may not develop or be sustained after the Issue. Listing and quotation does not guarantee that a market for the Equity Shares will develop, or if developed, the liquidity of such market for the Equity Shares. The Issue Price of the Equity Shares is proposed to be determined through a book-building process in accordance with the SEBI ICDR Regulations and may not be indicative of the market price of the Equity Shares at the time of commencement of trading of the Equity Shares or at any time thereafter. The market price of the Equity Shares may be subject to significant fluctuations in response to, among other factors, variations in our operating results of our Company, market conditions specific to the industry we operate in, developments relating to India, volatility in the securities markets in India and other jurisdictions, variations in the growth rate of financial indicators, variations in revenue or earnings estimates by research publications, and changes in economic, legal and other regulatory factors.

54. ***The Issue Price of the Equity Shares may not be indicative of the market price of the Equity Shares after the Issue.***

The Issue Price of the Equity Shares will be determined by our Company and the Selling Shareholders in consultation with the BRLM through the Book Building Process. This price will be based on numerous factors, as described under "*Basis for Issue Price*" on page 94 and may not be indicative of the market price for the Equity Shares after the Issue. The market price of the Equity Shares could be subject to significant fluctuations after the Issue, and may decline below the Issue Price. We cannot assure you that the investor will be able to resell their Equity Shares at or above the Issue Price.

55. ***Any future issuance of Equity Shares, or convertible securities or other equity linked securities by us may dilute your shareholding and any sale of Equity Shares by our Selling Shareholders or Promoters or significant shareholders may adversely affect the trading price of the Equity Shares.***

We may be required to finance our growth through future equity offerings. Any future issuances of Equity Shares, convertible securities or securities linked to the Equity Shares by our Company, including a primary offering, may lead to the dilution of investors' shareholdings in our Company. Any future issuances of Equity Shares or the disposal of Equity Shares by our Promoters or any of our Company's other principal Shareholders or the perception that such issuance or sales may occur, including to comply with the minimum public shareholding norms applicable to listed companies in India may adversely affect the trading price of the Equity Shares, which may lead to other adverse consequences including difficulty in raising capital through offering of the Equity Shares or incurring additional debt. There can be no assurance that we will not issue further Equity Shares or that the Shareholders will not dispose of, pledge or otherwise encumber the Equity Shares. Any future issuances could also dilute the value of your investment in the Equity Shares. In addition, any perception by investors that such issuances or sales might occur may also affect the market price of the Equity Shares.

56. ***The market value of the Equity Shares may fluctuate due to the volatility of the Indian securities markets.***

Indian securities markets may be more volatile than and not comparable to, the securities markets in certain countries with more developed economies and capital markets than India. Indian stock exchanges have, in the past, experienced substantial fluctuations in the prices of listed securities. Indian stock exchanges (including the BSE and the NSE) have experienced problems which, if such or similar problems were to continue or recur, could affect the market price and liquidity of the securities of Indian companies, including the Equity Shares. These problems have included temporary exchange closures, broker defaults, settlement delays and strikes by brokers. In addition, the governing bodies of Indian stock exchanges have, from time to time, imposed restrictions on trading in certain securities, limitations on price movements and margin requirements. Further, from time to time, disputes have occurred between listed companies, stock exchanges and other regulatory bodies, which in some cases may have a negative effect on market sentiment.

57. ***Holders of Equity Shares could be restricted in their ability to exercise pre-emptive rights under Indian law and could thereby suffer future dilution of their ownership position.***

Under the Companies Act, a company having share capital and incorporated in India must offer its holders of equity shares pre-emptive rights to subscribe and pay for a proportionate number of equity shares to maintain their existing ownership percentages before the issuance of any new equity shares, unless the pre-emptive rights have been waived by adoption of a special resolution by holders of three-fourths of the equity shares who have voted on such resolution. However, if the laws of the jurisdiction the investors are located in do not permit them to exercise their pre-emptive rights without our Company filing an offering document or registration statement with the applicable authority in such jurisdiction, the investors will be unable to exercise their pre-emptive rights unless our Company makes such a filing. If our Company elects not to file a registration statement, the new securities may be issued to a custodian, who may sell the securities for the investor’s benefit. The value the custodian receives on the sale of such securities and the related transaction costs cannot be predicted. In addition, to the extent that the investors are unable to exercise pre-emptive rights granted in respect of the Equity Shares held by them, their proportional interest in us would be reduced.

58. ***You will not be able to sell immediately on an Indian stock exchange any of the Equity Shares you purchase in the Issue.***

The Equity Shares will be listed on the Stock Exchanges. Pursuant to the applicable Indian laws, certain actions must be completed before the Equity Shares can be listed and trading in the Equity Shares may commence. Investors’ book entry, or ‘demat’ accounts with depository participants in India, are expected to be credited within one working day of the date on which the Basis of Allotment is approved by the Stock Exchanges. The Allotment of Equity Shares in this Issue and the credit of such Equity Shares to the applicant’s demat account with depository participant could take approximately six Working Days from the Bid Closing Date and trading in the Equity Shares upon receipt of final listing and trading approvals from the Stock Exchanges is expected to commence within six Working Days of the Bid Closing Date. There could be a failure or delay in listing of the Equity Shares on the Stock Exchanges. Any failure or delay in obtaining the approval or otherwise commence trading in the Equity Shares would restrict investors’ ability to dispose of their Equity Shares. There can be no assurance that the Equity Shares will be credited to investors’ demat accounts, or that trading in the Equity Shares will commence, within the time periods specified in this risk factor. We could also be required to pay interest at the applicable rates if allotment is not made, refund orders are not dispatched or demat credits are not made to investors within the prescribed time periods.

Prominent Notes:

1. Initial public offering of up to [●] Equity Shares for cash at a price of ₹[●] per Equity Share aggregating to ₹[●] million, comprising a Fresh Issue of up to [●] Equity Shares aggregating up to ₹2,500 million by our Company and an Offer for Sale of up to 2,125,599 Equity Shares aggregating up to ₹[●] million by the Selling Shareholders (including an Offer for Sale of up 1,171,219 Equity Shares aggregating up to ₹[●] million by Vastu IT Private Limited, a member of our Promoter Group). The Issue shall constitute [●]% of the post- Issue paid-up capital of our Company.

2. Our Company's net worth as on March 31, 2018 was ₹ 2,423.46 million and ₹ 2,053.08 million, as per our Restated Standalone Financial Information and Restated Consolidated Financial Information, respectively. Our Company's net asset value per Equity Share was ₹129.98 and ₹110.12 as at March 31, 2018, as per our Restated Standalone Financial Information and Restated Consolidated Financial Information, respectively. For details, see "*Financial Statements*" on page 181.

3. The average cost of acquisition per Equity Share by our Promoters, computed by dividing cumulative amount paid by our Promoters to acquire Equity Shares by cumulative number of Equity Shares, is as given below:

Name of the Promoter	No. of Equity Shares held	Average cost of acquisition per Equity Share (in ₹)
L. C. Singh	2,020,000	0.001
Hatch Investments (Mauritius) Limited	13,808,781	20.027

4. Except as disclosed in the section titled "*Our Group Companies*" and "*Related Party Transactions*" on pages 173 and 179, none of our Group Companies have any business or other interests in our Company.

5. For details of transactions entered into by our Company with our Subsidiaries and Group Companies in last Fiscal, including nature and cumulative value of such transactions, see "*Related Party Transactions*" on page 179.

6. Our Company has changed its name in the last three years preceding the date of this Draft Red Herring Prospectus, from *Nihilent Technologies Limited* to *Nihilent Limited* and consequently a fresh certificate of incorporation was issued by the RoC on January 22, 2018. The name of our Company was further changed to 'Nihilent Limited' since the Company provides a range of services, including consulting, analytics, design thinking , SAP, etc. However, there was no variation to the activities being undertaken by our Company. Accordingly, the objects clause of our Memorandum of Association was not required to be altered.

7. There have been no financing arrangements whereby the members of the Promoter Group, the directors of our Promoters, our Directors and their relatives, have financed the purchase by any other person of securities of our Company other than in the normal course of business of the financing entity during the period of six months immediately preceding the date of filing of this Draft Red Herring Prospectus with SEBI.

8. The BRLM has submitted a due diligence certificate with SEBI. For any complaints, information or clarifications pertaining to this Issue, the Bidders may contact the BRLM, the Registrar to the Issue and our Company.

9. All grievances, in relation to the ASBA process, may be addressed to the Registrar to the Issue, with a copy to the relevant Designated Intermediary, with whom the ASBA Form was submitted, quoting the full name of the sole or first Bidder, ASBA Form number, Bidders' DP ID, Client ID, PAN, address of the Bidder, number of Equity Shares applied for, date of submission of ASBA Form, name and address of the relevant Designated Intermediary, where the ASBA Form was submitted by the Bidder and ASBA Account number in which the amount equivalent to the Bid Amount was blocked. Further, the Bidder shall enclose the Acknowledgement Slip or provide the acknowledgement number received from the Designated Intermediary(ies) in addition to the documents/information mentioned hereinabove.

10. All grievances of the Anchor Investors may be addressed to the Registrar to the Issue, giving full details such as the name of the sole or first Bidder, Bid cum Application Form number, Bidders' DP ID, Client ID, PAN, date of the Bid cum Application Form, address of the Bidder, number of the Equity Shares applied for, Bid Amount paid on submission of the Bid cum Application Form and the name and address of the BRLM where the Bid cum Application Form was submitted by the Anchor Investor.

SECTION III – INTRODUCTION

SUMMARY OF INDUSTRY

The following information includes extracts from publicly available information, industry reports, data and statistics and has been extracted from official sources and other sources that we believe to be reliable, but which have not been independently verified by us or the BRLM, or any of our or their respective affiliates or advisers.

While we believe Industry sources and publications and the information contained are generally believed to be reliable, their accuracy, completeness and underlying assumptions are not guaranteed, and their reliability cannot be assured, and, accordingly, investment decisions should not be based on such information. Industry sources and publications are also prepared based on information and estimates as of specific dates and may no longer be current or reflect current trends. Such information, data and estimates may be approximations or use rounded numbers. All references to years in the section below are to calendar years unless specified otherwise. This section should be read in conjunction with the section titled "Industry Overview" on page 101.

Global Economic Outlook

A broad-based cyclical global recovery is underway, aided by a rebound in investment and trade, against the backdrop of benign financing conditions, generally accommodative policies, improved confidence, and the dissipating impact of the earlier commodity price collapse. Global growth is expected to be sustained over the next couple of years—and even accelerate somewhat in emerging market and developing economies (EMDEs) thanks to a rebound in commodity exporters. *(Source: Global Economic Prospects, January 2018, World Bank)*

The World Bank forecasts global economic growth to edge up to 3.1 percent in 2018 after a much stronger-than-expected 2017, as the recovery in investment, manufacturing, and trade continues. Growth in advanced economies is expected to moderate slightly to 2.2 percent in 2018, as central banks gradually remove their post-crisis accommodation and the upturn in investment growth stabilizes. Growth in emerging market and developing economies as a whole is projected to strengthen to 4.5 percent in 2018, as activity in commodity exporters continues to recover amid firming prices. *(Source: Global Economic Prospects, January 2018, World Bank)*

Indian Economic Outlook

India has emerged as the fastest growing major economy in the world as per the Central Statistics Organisation (CSO) and International Monetary Fund (IMF) and it is expected to be one of the top three economic powers of the world over the next 10-15 years, backed by its strong democracy and partnerships. India's GDP is estimated to have increased 6.6 per cent in 2017-18 and is expected to grow 7.3 per cent in 2018-19. *(Source: https://www.ibef.org/economy/ indian-economy-overview)*

India's gross domestic product (GDP) at constant prices grew by 7.2 per cent in September-December 2017 quarter as per the Central Statistics Organisation (CSO). Corporate earnings in India are expected to grow by 15-20 per cent in FY 2018-19 supported by recovery in capital expenditure. The tax collection figures between April 2017- February 2018 show an increase in net direct taxes by 19.5 per cent year-on-year and an increase in net direct taxes by 22.2 per cent year-on-year. *(Source: https://www.ibef.org/economy/indian-economy-overview)*

The Global IT-BPM Industry

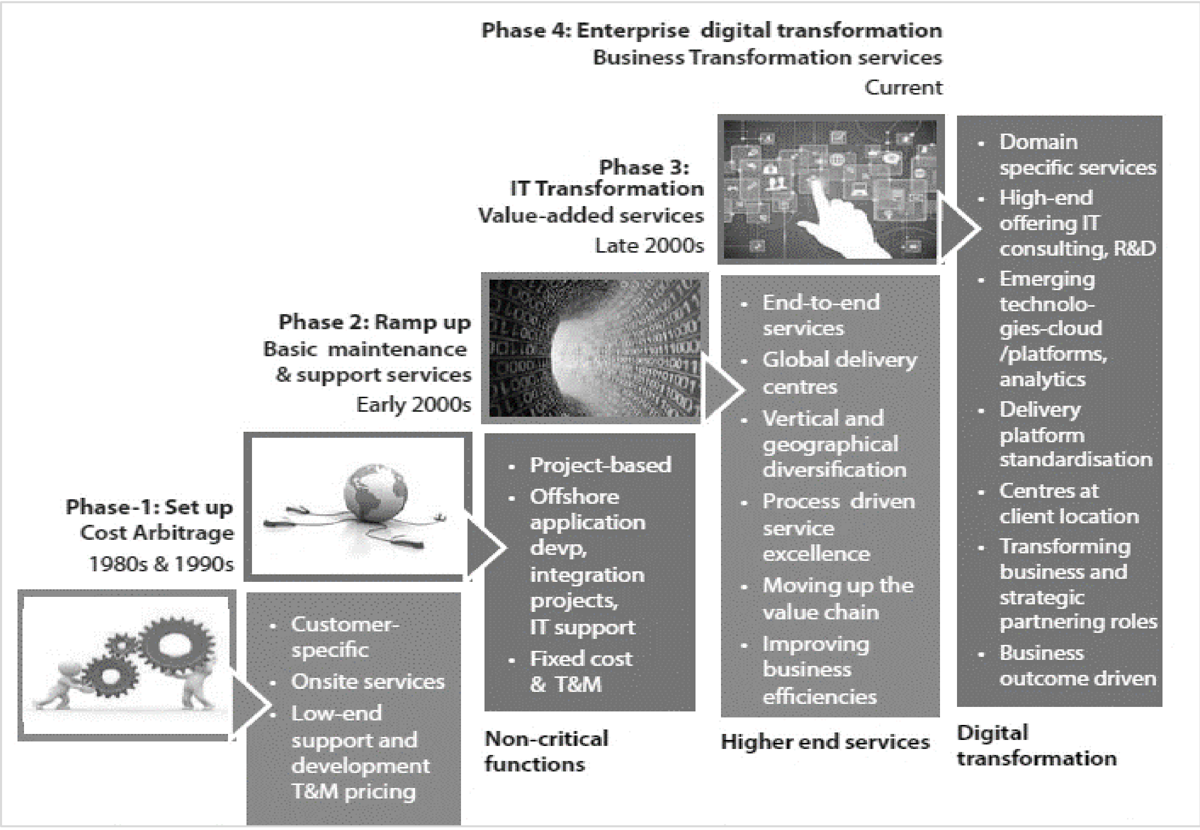
Overview

As digital technologies further embed into business, transformation is now moving from experimentation to mainstream – digital @scale. Tech enterprises globally are seeing significant RoI from digital business. Non-tech enterprises are exploiting digital with many firms re-branding themselves as digital first/digital only. From a technology perspective, IoT continues to drive connected products/services. The corresponding rise in data gathered and analysed is enabling extremely personalised experiences – the Segment of One. AI, esp. narrow AI, is finding applications not just in enterprises but in the day-to-day lives of individuals. AI and ML are finding applications across the industry spectrum, from automotive and healthcare to agriculture. Digital twin (digital replicas of real-world objects) is leading to the emergence of yet another parallel universe. As per Gartner, digital twins are currently enabling asset management and operational efficiencies; in the future, it offers potential savings in MRO and optimised IoT asset performance. Blockchain, another disruptive technology, is finding applications in government, healthcare, content distribution, supply chain, etc. The rise in digital technologies is increasing the need and importance of Cybersecurity – secured digital business – most visible example being the move from DevOps to "DevSecOps". These trends in turn are defining the tech buyers' annual agenda – with a focus on data monetisation, developing relevant digital capabilities at speed and scale, build platform-based business and embed design thinking in building products/services. *(Source: The IT-BPM Sector in India: Strategic Review 2018, NASSCOM (the "**NASSCOM 2018 Report**")*

According to NASSCOM, businesses all over the world are now facing a digital and connected customer – one who is informed, decisive and influential. Organizations have no choice but to use technology to undergo a digital transformation themselves. Digitization can extend the reach of organizations, enhance management decisions and accelerate development of new growth engines. Thus, unpredictable economic conditions and rapidly evolving customer requirements is influencing how and where each dollar is spent; as firms not only look to get more with less, but also get new, yet unrealized benefits. (*Source: The IT-BPM Sector in India, Strategic Review 2015, NASSCOM – February 2015 "**NASSCOM 2015 Report**"*)

NASSCOM notes that customers today expect technology not only to enable efficient operations, but also creating new avenues of growth. This scenario is both challenging and exciting, and is ensuring a dual role for technology, which will be used for both traditional applications that are anchored around stability and efficiency, and modern systems that focuses on agility, rapid application evolution and tighter alignment with business units. This is likely to dictate global technology spend with an increased need for enterprise digital transformation as the new way to engage and serve customers. (*Source: NASSCOM 2015 Report*)

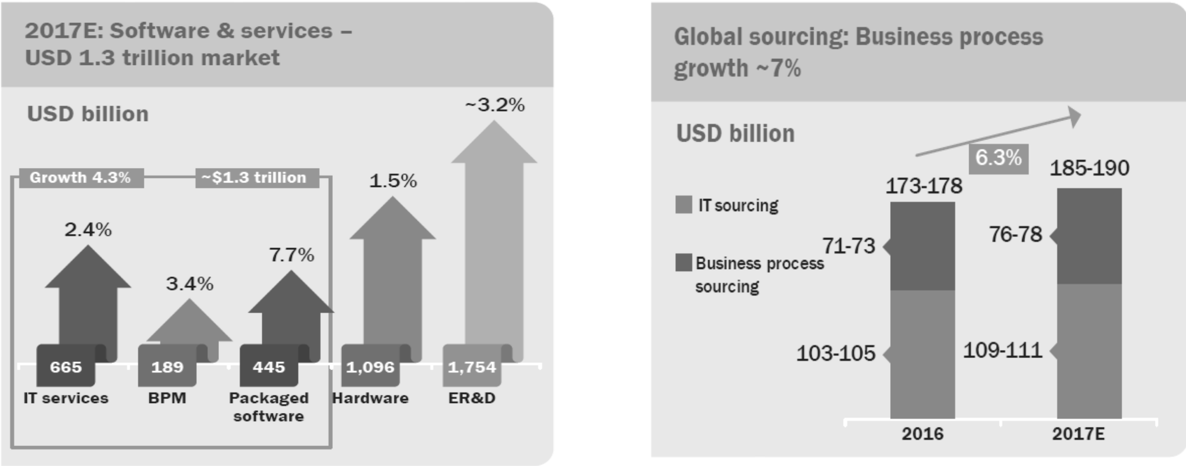
Exhibit 1: IT services industry has evolved to focus on enterprise digital transformation



Source: NASSCOM 2015 Report

The Global IT-BPM grew 4.3% and global sourcing sees faster growth at >6%. Packaged software growth was the fastest, followed by BPM and IT services. SaaS driving growth of package software especially FMS, HCM, analytics. The BPM sector will see greater implementations of RPA, driving efficiencies and cost savings. The IT services are being driven by continued demand for digital solutions BFSI and manufacturing lead IT spend – focus on digital transformation. ER&D also recovered from flat growth to 3.2% – autonomous, electrification, connectivity, shared mobility (AECS) driving spend Telecom, government, professional services – expected to up IT purchases Consumer spend flattening as focus shifts from devices to software (security, content management, file sharing, etc.). *(Source: NASSCOM 2018 Report)*

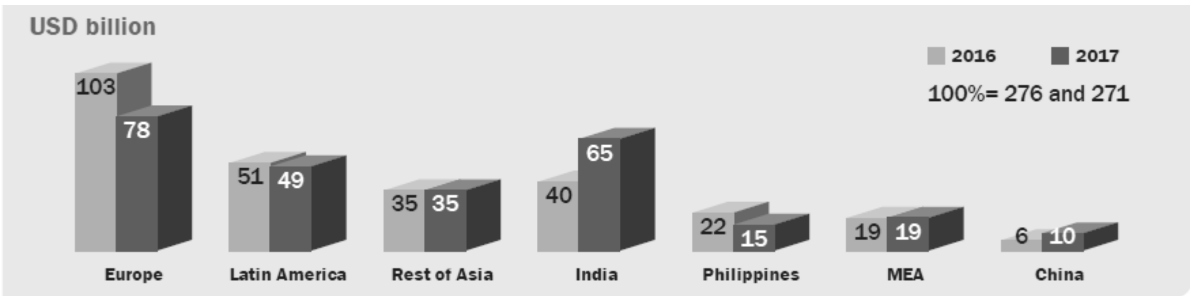
Exhibit 2: Global IT Spend



Source: NASSCOM 2018 Report

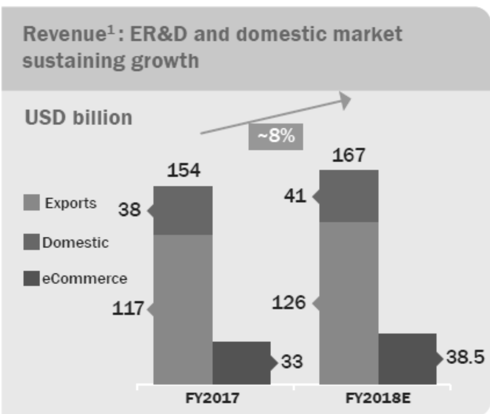
India accounts for ~55% of global sourcing – maintaining its status as the largest global sourcing country. US headquartered firms set up 271 delivery centres globally taking India's share to 24%. Significantly, India registered y-o-y growth of 63% in the no. of new centres. *(Source: NASSCOM 2018 Report)*

Exhibit 3: Global IT Centres



The Indian IT-BPM Industry

Exhibit 4: Indian IT-BPM Industry



Source: NASSCOM 2018 Report

India's IT-BPM industry is set to grow ~8% in FY2018 – from USD 154 billion in FY2017 to USD 167 billion (excl. eCommerce), an addition of USD 12 billion. Share in total service exports is estimated at >45% and the industry's contribution relative to India's GDP is ~7.9%. Overall, the industry is estimated to employ 3.97 million people, an addition of 105,000 people over FY2017. The industry comprises 17,000+ firms that offer a complete range of services. In the age of digital technologies, the industry has been adept at building the necessary skills and capabilities to address new and changing customer demands. Over the past few years, firms have made substantial investments in building their portfolio of capabilities around these technologies and have set up a number of labs and CoEs to deliver digital services to customers. Consequently, the industry is now well equipped to manage the stage of Bi-modal IT. While Global sourcing growth outperformed global IT-BPM spend growth in 2017, global sourcing grew 1.4X to reach USD 185-190 billion. India continued as the world's No.1 sourcing destination with a share of 55 per cent. 271 new global delivery centres were set up worldwide (by US headquartered firms) in 2017 - India accounted for 24% share and Europe (29%). currently the traditional services (ISO, CADM, software testing, F&A, HRO, etc.) continue to have a major share of revenue (~80%), the share of digital revenue is increasing rapidly. From about 14% in FY2016, it is now 18+% and is expected to reach 38% by 2025. *(Source: NASSCOM 2018 Report)*

Exhibit 5: Industry landscape is mature and diverse

	Up to 2000	2000-2010	2010-2016	2017 onwards
Revenue[1] (USD billion)	>8	~78	154	167
Employees[1] (million)	0.34	2.3	3.86	3.97
No. of firms[1]	~2,000	10,000-12,000	>16,000	~17,000
GDP share[1]	1.8%	6.1%	7.7%[3]	7.9%[3]
Exports[2] share	10.5%	26%	49%	>45%
Global sourcing[1] share	–	47%	55%	55%
Digital revenue	–	–	14%	18-20%
Value addition	• Standardisation, productivity improvement • Non-critical functions • Project-based • Fixed cost, T&M	• End-to-end services • Non-linear growth • Strategic partnerships • Pay-as-you-use	• Bimodal IT • Platform solutions • Product-as-a-service • Data monetisation	• Industrialisation of digital • Personalised experiences • Intelligent products, services • IoT, cognitive, blockchain • Autonomous, electrification, connected, shared mobility • New business models
	Collaboration	Value addition	Digital Business	DIGITAL @ SCALE
Revenue per employee (USD '000)	~17	~30	40	42

Source: NASSCOM 2018 Report
Note: 1. Data given for FY2000, FY2010, FY2017, FY2018
2. Share in total services exports
3. World Bank has revised its base from 2005 to 2010; hence, the change in % share vis-à-vis previous years
Indian IT-BPM exports market

In FY2018, IT-BPM exports from India are expected to reach USD 126 billion, a 7.7% growth over FY2017 and an addition of USD 9 billion. ER&D and product development continues to be the fastest growing segment at 12.8% driven by the demand for AECS-autonomous, electrification, connectivity and shared mobility. IT services growing at ~6% driven by growth in software testing and ISO (hosted applications). BPM exports expected to grow faster vis-à-vis FY2017, at 8%; analytics, RPA, chat-bots emerging as areas of growth. *(Source: NASSCOM 2018 Report)*

Indian IT-BPM domestic market

Domestic IT-BPM industry is also seeing continued growth as various government initiatives encourage technology usage and Indian enterprises rapidly implement digital technologies:

- Government: Technology adoption for its citizen and inter-departmental services
- Enterprises: M-wallets/m-banking for financial inclusion; digital marketing; online payments; analytics; automotive (EV/autonomous vehicles); etc.
- Smart projects: Smart cities, transportation, utilities, buildings, etc.
- Consumers: India is a growing internet market (2016 market size – USD 100-130 billion) and app (2016-USD21 billion) economy. India is the world's 2nd largest in terms of number app downloads (11+ billion in 2017, a 215% growth over 2016. Internet subscribers stood at ~465 million in 2017

eCommerce: At USD 38.5 billion, is seen to grow nearly 17% y-o-y. After a slow start in 2017, eCommerce bounced back due to an increase in online transactions to counter the note ban, supported further by the government's push for a cashless economy. Total funding grew >180%; M&A landscape was strong and witnessed some big-ticket deals; 2017 also witnessed the comeback of grocery retail and food-tech

SUMMARY OF OUR BUSINESS

The information in this section should be read together with, the detailed financial and other information included in this Draft Red Herring Prospectus, including the information contained in the sections titled "Risk Factors", "Management's Discussion and Analysis of Financial Condition and Results of Operations of our Company" and "Financial Statements" on pages 18, 361 and 181 respectively. Unless otherwise stated, the financial information of our Company used in this section has been derived from our Restated Consolidated Financial Information. This section should be read in conjunction with the section titled "Our Business" on page 112.

We are a global business consulting and IT solutions integration company. Our mission is to systemically deliver organizational change for our clients. As on June 30, 2018, we had more than 1,800 employees across offices located in India, South Africa, United States, United Kingdom and Australia.

Our Company was awarded the Red Herring Top 100 Award for Asia in 2011. Our Company was also awarded the Excellence Award from the Institute of Economic Studies in 2015. Our Company has also been selected as one of India's top emerging companies in the India Emerging 20 Program for fiscal 2015-16. Other awards our Company has won include the CIO Choice Honor and Recognition for Testing & CRM 2016, SAP Quality Award 2016 for fastest S4 HANA implementation, SAP APJ Partner Excellence Award 2017, SAP Partner of the Year Award 2015, Dun & Bradstreet Excellence Award, ET Now Leaders of Tomorrow Award for Intellect Bizware, Best Enterprise IT Consultancy 2018 & Award for Innovation in Digital Transformation by APAC Insider and Management Consultancy of the Year 2018 Award by CEO Today Magazine. Our corporate film won the Silver Dolphin at the Cannes Corporate Media & TV Awards 2017. Our leadership team has been featured in leading print and online publications including Corporate Tycoons & the CEO Magazine.

Our service offerings include:

Consulting**:** Our business consulting engagements for industry transformation and change management starts with analysing various aspects of the client's business using our design thinking approach and using this data along with inputs from the management to define and execute change strategy around the areas of product, process, people and technology.

Analytics**:** Our Company has significant capability in data sciences, deep learning, artificial intelligence, machine learning, natural language processing, cloud, IoT, blockchain and robotics which enables us to analyse data and implement solutions for organizations across industry verticals to increase their operational efficiency, productivity, security by leveraging this data.

Information Technology Solutions and Services**:** Our Company has capabilities in cloud services, data and systems integration services, SAP Leonardo, S4 HANA, CRM, blockchain development, product engineering, DevOps, and Scaled Agile Framework™, besides conventional IT programs which enable us to provide application development and maintenance, testing/QA and solution implementation services to our clients.

Over the years we have helped over 750 clients in more than thirty countries and deployed solutions across business functions. We have developed proprietary frameworks and methodologies in-house, based on competencies gained on assignments and our understanding of businesses, to aid our service offerings. These include tools such as MC^{3} ™ a patented tool which helps us provide our change management solutions, 14 Signals a tool which is used for evaluating perception, experience and aspirations of a customer, SightN2 a framework for digital marketing. We have also developed our own 'Design Thinking' and 'Product Lifecycle and Development' frameworks.

Our Company was incorporated on May 29, 2000 as a private limited company and was converted into a public limited company on September 10, 2015. Nedbank Africa Investment Limited through a special purpose vehicle Hatch Investments (Mauritius) Limited ("**Hatch**") invested ₹300 million in our Company. Subsequently, pursuant to a change in the investment strategy of the Nedcor Group, Dimension Data Protocol B.V. ("**DD Protocol**") and Adcorp Professional Services Limited ("**Adcorp Professional**") acquired Hatch in 2002 and 2006 respectively and each held 50 percent of the paid up share capital of Hatch. Thereafter, in October 2017, Hatch bought back the shares issued to Adcorp Professional making DD Protocol the sole controlling shareholder of Hatch. The current promoters of the Company are L.C. Singh, Hatch and DD Protocol. Hatch is an investment holding company which currently holds 69.16% of the total paid up Equity Share capital of our Company. DD Protocol, which is part of the Dimension Data group, is the controlling shareholder of Hatch. The Dimension Data group also provides ICT solutions to businesses worldwide.

As our initial investment came from investors in South Africa, we continue to derive a significant portion of our revenues from South Africa, where we have long standing relations with corporate clients. However, in recent years, as a part of our global strategy, we have been expanding our operations in other geographies such as the United States, United Kingdom, Australia, Ireland and India, both organically and through acquisitions. In the past we have acquired GNet Group LLC ("**GNet**"), a business intelligence and analytics company based out of Minneapolis, USA which is now merged into Nihilent Inc., a 61% shareholding of Intellect Bizware Services Private Limited ("**Intellect**"), a company based in Mumbai to strengthen our presence in the ERP space and Nihilent Analytics Limited (previously known as ICRA Techno Analytics Limited), a company based in Kolkata specializing in data analytics and machine learning. In addition to expanding our geographical presence, these acquisitions also complement our digital transformation capabilities, by bringing in strong IP–backed expertise in data science, BI and machine learning amongst others and enable us to provide a wider set of solutions to our clients. For further details, please see section titled "*History and Certain Corporate Matters*" on page 139. We also service our clients globally through our branch offices located in South Africa, United Kingdom and Ireland, and our subsidiaries located in India, Nigeria, Unites States and Australia.

A break-up of our consolidated revenue from operations for the Fiscal 2018, 2017 and 2016 from our various geographies in which customers are located is listed below:

(₹ in million)

Geographic Segment	For the year ended March 31		
	2018	2017	2016
Republic of South Africa	2,462.00	2,096.10	1,888.71
United States of America	821.00	661.15	477.13
India	418.00	375.81	137.95
United Kingdom	222.00	255.67	211.17
Australia	165.00	126.19	77.39
Rest of the world	153.89	180.87	322.00
Total Revenue from Operations	**4,241.89**	**3,695.79**	**3,114.35**

The key industries to which we provide our services include BFSI, media and entertainment, life sciences and healthcare, manufacturing, mobility and telecommunications, retail and consumer products. We have also been engaged by the government and public-sector companies in several countries on transformation and innovation programs. Our key clients include Nedbank Limited, MultiChoice Support Services Pty. Ltd,Amano McGann, American Enterprise Group, Inc., Assetic Australia Pty Ltd., The Banking Association South Africa, Goodman Fielder, SuperSport International (Pty) Ltd and Bajaj Finance Limited.

In the year 2000, we set up a software engineering facility in Pune. This facility at Pune was one of the select facilities world-over to be certified as CMMI Level 5 in 2004, and which was subsequently upgraded to CMMI- Dev® Maturity Level 5 on March 31, 2015. Furthermore, our Pune facility has also been certified ISO 9001:2015 for design, development, maintenance, re-engineering and migration of software solutions in client server, mainframe and web-based environment, and ISO 27001:2013 for application management services in the financial sector. We also have software development facilities located at Mumbai, Kolkata, Chennai, Minneapolis, Dallas and Johannesburg. Our Company has also invested in a sophisticated 'User Experience Laboratory' ("**UX Labs**"), located at its head office in Pune, and plans to open another UX Lab at Mumbai. Our UX Labs allow our clients to capture their real-world customer journeys and simulates model scenarios to enable them to build their digital platforms from experiences. Our UX Labs can also be used by customers for carrying out end user testing of their products and solutions as well as for ideation workshops for their upcoming initiatives. The data generated at our UX Labs can also be monitored remotely from different locations. Our UX Labs also have capabilities to examine cross cultural and demographic nuances which is helpful in building engaging and personalized experiences for our clients.

We make considerable investments in human resources to service our clients and to innovate and develop intellectual property to serve the needs of our customers. Based on our Restated Consolidated Financial Information, our total employee benefits expenses for the financial years ended 2018, 2017 and 2016 were 67.57%, 65.21% and 70.59% of our total expenditure (excluding tax expenses). We primarily employ post-graduates and graduates in engineering, statistical sciences and management who receive training in-house. Several of our consultants have undergone training run by Massachusetts Institute of Technology ("**MIT**") and the Interaction Design Foundation ("**IDF**").

Based on our Restated Consolidated Financial Information, our revenue from operations was ₹4,241.89 million, ₹3,695.79 million and ₹3,114.35 million and our profit attributable to owners of Nihilent Limited was ₹459.43 million, ₹263.06 million and ₹260.44 million for the financial years ended 2018, 2017 and 2016 respectively.

Our Strengths

Integrated business consulting and IT services approach, with a focus on enterprise transformation through our change management solutions

The last ten years have seen significant advancements in communication and digital technologies resulting in a fundamental change in consumer habits. Consumers are now empowered to demand better products and services from enterprises. As a result, in order to keep up with this change, companies are required to successfully set up frameworks and implement technologies to achieve growth, efficiency, productivity and customer loyalty. To achieve this, we believe that enterprises will have to adopt a 'Design Thinking' approach by understanding their customers' needs, wants and aspirations and then innovating products and services designed to attract customers. We have more than 100 employees trained in 'Design Thinking' and UX equipped to conduct customer immersion exercises to understand their needs, wants and aspirations. Our employees are also getting trained in the deployment and verification processes around heuristics. We believe that our Company's significant expertise in 'Design Thinking' coupled with our significant investment in related competence building, qualified manpower, certifications and our UX Labs makes us well suited to offer such solutions.

We have the capability to provide services across the value chain right from providing consultancy services, to assisting in formulating and implementing a portfolio of projects and subsequently monitoring them to ensure that the desired results are achieved. We have in the past developed and added a range of service offerings to address the varied and evolving requirements of our clients such as 'Design Thinking', 'idea validation', heuristic testing, human centred design and 'real-user' testing using eye tracking technology, emotion mapping and sentiment analysis for calibrating responses depending on the experiences. We also have a track record of executing several large, end-to-end, mission critical projects in diverse business areas and technology domains for clients.

For instance, we helped a large banking group in South Africa with the creation of their new digital platform which offers new customer experience. This digital platform aims to help the client achieve growth in the client base, cross-sell their other services to existing clients, and increase yield, while making the customer experience personalized. It also helps the bank to become more customer centric. We have also assisted a global parking solutions company implement a predictive analytics program using IOT and high-volume predictive analytics on Microsoft Azure, which enables them to expand, and reposition themselves as a digitally transformed leader across the ecosystem.

Our presence in various countries has enabled us to learn the best practices from across the geographies and in successful manner. We have also developed our own in-house tools such as MC^{3} ™ a patented framework that helps us bring about knowledge enabled transformation in organizations, thereby helping us partner with clients to successfully translating their business strategies into definitive business results. Our other patented framework 14Signals helps in capturing the needs, wants and aspiration of customers that helps us to design customer centric business strategies. The SightN2, a digital marketing platform developed by our US subsidiary, has already been successfully deployed at a major manufacturer of special entertainment vehicle in US. We intend to leverage this experience globally with other clients.

Owning our own tools and frameworks allows us to regularly improve our consulting platform to meet new customer needs and to seamlessly and rapidly deliver new features and functionality to our customers. Our range of offerings help our clients achieve their business objectives and enable us to obtain additional business from existing clients as well as address a larger base of potential new clients.

Long standing relationships with clients

We aim to establish long-term relationships with our clients by having a multi-layered engagement with various departments of the clients' organisation. Our broad range of service offerings help us to cross sell other service offerings to existing customers as well as acquire new customers. We conduct regular reviews with the senior management of our key clients to provide consistent service, and to work on future opportunities. We combine our comprehensive range of service offerings with industry specific experiences and insights to provide tailored solutions to our clients across business verticals, industries and geographies. Our commitment to client satisfaction serves to strengthen our relationships and provides us with the opportunity to get repeat business. For instance, 20 of our customers have been with us for over 5 years.

Significant geographic presence and ability to integrate acquisitions

We initially commenced our operations in the United Kingdom, United States and South Africa with a significant portion of our revenues being derived from South Africa. Subsequently, in order to de-risk our business, we have leveraged our experience gained in these markets to expand our operations in United Kingdom and United States as well as commence operations in other geographies such as Australia, Ireland, India and Nigeria. We also service our clients globally through our branch offices located in South Africa, United Kingdom and Ireland, and our subsidiaries located in India, Nigeria, Unites States and Australia. We now have a sales and marketing presence across six countries. The total number of employees at locations outside India as of June 30, 2018 was 377.

We believe that we have been successful in selectively identifying strategic acquisition, investment and collaboration targets in the past, and in integrating, developing, synergizing and leveraging these existing businesses and brand equity of our past acquisitions to enter into new business segments and geographies and thus expand our presence and service offerings. Our acquisitions also complement our digital transformation capabilities, by bringing in strong IP–backed expertise in data science, BI and machine learning amongst others. For instance, we expanded to the United States through the acquisition of GNet Group LLC by our US subsidiary during the year ended Fiscal 2015. This acquisition helped us create a significant presence in the US market. Subsequently we have acquired a 61% shareholding in Intellect, an ERP implementation, support and consulting services company located in Mumbai which has most clients based in India in Fiscal 2017. This acquisition has helped us strengthen our expertise around SAP and expand our presence in India and has also provided us with an opportunity to sell their services in multiple locations. We also recently acquired 100% of the issued share capital of Nihilent Analytics Limited (previously known as ICRA Techno Analytics Limited), a company engaged in software development, consultancy, engineering services and web development and hosting, business analytics and business process outsourcing.

Strong and tenured management team

The senior management team includes highly experienced managers from the Indian IT services industry. Some of our senior management team have been with us for approximately 18 years and have been instrumental in the growth of our Company. For instance, L.C. Singh, our founder is recognized as a pioneer in the IT services industry. Minoo Dastur, our Chief Executive Officer and Whole-Time Director began his career in the information systems industry in 1983. He held multiple operational roles in driving large programs and projects, his experience covering IT consulting, marketing as well as sales. Ashok Sontakke, our Vice President - quality and processes has several years of experience in quality control and quality assurance functions. Shubhabrata Banerjee, our CFO, has around 22 years of experience in finance and accounting.. Cdr. Das Mallya (Retd.), heads the Global Human Capital & Resource Management Group (RMG) vertical at our Company, he has experience of over 25 years in the Indian Navy Vineet Bahal, Senior Vice President currently heads our Techno-Commercial division, prior to which he has essayed various roles at our Company. Venkataraman Kavasseri, President of Subsidiary, Nihilent Inc., has more than three decades of experience in the IT industry. Abhay Ghate, our Vice President Strategic Initiatives has over 25 years of experience in the IT industry. Deepak Prabhu, our associate vice president – entreprise transformation consulting, has extensive and hands-on experience across continents and has been overseeing the expansion of consulting services in various geographies. Sabahat Kazi, co-founder at Intellect Bizware, our Subsidiary, has over 16 years of experience in the IT industry. Sundaresan Narayanan is the Vice President –Strategic Initiatives, with over 37 years of IT industry experience. We also have an eminent team of advisors drawn from the industry and academia. Dr. M Vidyasagar, one of our advisors, is a Professor of Systems Biology Science at the University of Texas, Dallas and a professor at Indian Institute of Technology,. Prateep Guha, an advisory to the Company and former managing director of Nihilent Analytics, is a management graduate from Indian Institute of Management, Calcutta and a master's in science from Northern Illinois University. Soumitra Bhattacharya, an advisor to our Company holds a bachelors in technology from IIT-Kharagpur. He has several years of experience in manufacturing, supply chain and quality management. Kumar Gaurav, Vice President - Sales solution sales and profitability management globally.. Rahul Bhandari, our Company Secretary is responsible for secretarial compliances at our Company. He holds a bachelor's degree in law from Symbiosis Law School, Pune and a bachelor's degree as well as a post graduate degree in commerce from Marathwada Mitra Mandal College of Commerce, Pune. He is a member of the Institute of Company Secretaries of India and has around 17 years of experience in the field.

A cohesive team of our experienced senior management coupled with trained managers and skilled employees enables us to identify new avenues of growth and help us to implement our business strategies in an efficient manner and to continue to build on our track record of successful projects.

Our Strategy

Focus on deepening and strengthening our relationships with our customers

Over the years we have developed long standing relationships with our clients. Given the nature of our service, our success depends on our ability to help clients deliver more value to their end customers. We devote a lot of attention to being able to understand the behaviour, preferences and trends of our customer's customer through immersive research. This gives us a unique perspective that we bring to our engagements. We also conduct periodic market scans to identify technologies with the potential for causing significant changes in the way processes were being managed. We intend to focus on using our 'Design Thinking' framework to do a deep study of their customers and develop innovative solutions and iterate with the direct interactions with the users to develop unique customized products. With this approach, we aim to become an indispensable part of our client's operating and growth strategy, enabling us to serve our clients across multiple touchpoints and projects.

Expanding our service offerings

We will continue to leverage our service offerings to develop an in-depth understanding of how industries are structured and operate, key trends within the industries and how companies are affected by these trends, and how companies can create or lose value. We intend to continue expanding our range of service offerings to increase business from our existing clients and acquire new clients. NASSCOM estimates that 80% of incremental expenditure over the next decade may be driven by digital technologies that would need to be integrated with legacy core technologies (*Source: NASSCOM Report*). We intend to therefore continue to retain and grow our expertise in conventional IT platforms while investing in newer platforms such as machine learning and advanced analytics, big data, mobile systems, social media, natural language processing, the Internet of Things and predictive BI. Over the last two years we have added competencies in business intelligence and data management and have added ERP deployment and solutions competencies through organic and inorganic investments. Our Company has also invested in a sophisticated UX Lab, located at its head office in Pune, and plans to open another UX Lab at Mumbai. We also propose to set up a heuristic testing centre to provide specialised end-to-end Testing as a Service ("**TaaS**") to our clients. This will give our clients the assurance that the systems and applications developed help their businesses to achieve their objectives and requirements and to predict the risk associated with their systems or the products before they go live. We also plan to set up a media laboratory in Pune. We intent to use this media laboratory to create video content which can be used by us to help us to explain concepts to our clients as well as enable our client to visualise and futuristic scenarios to clients with the help of augmented realty and virtual realty. We also intend to use the media laboratories to record and curate stakeholder interviews for strategic engagements and video testimonials of clients.

Besides digital technologies, changes would be driven by investments in business processes and the way enterprises would be managed in future. This market segment will continue to grow 4 – 6% and would reach up to USD 250 billion by 2025 (*Source: NASSCOM Report*). We increasingly work with our clients to create value by leveraging information technology to reinvent and transform fundamental business operations through our proprietary change management framework i.e. MC^{3}™, 14 Signals and Design Thinking. We strive to leverage our industry expertise and technology and business process skills to help clients discover and create new business models and, in many cases, transform entire business functions to capitalise on the growth of this market segment.

Expansion of our global capabilities

We intend to further expand our global presence organically and through acquisitions, which will provide us with greater competitive advantages in acquiring and servicing global clients. We have, in the past, demonstrated the ability to successfully acquire and integrate new businesses. For instance, our investment in GNet and Nihilent Analytics has given us a foothold in the USA, and the UK, which is a mature market for IT-BPM services. Further, our acquisition of Intellect has expanded our presence domestically in the Indian IT-BPM sector, which the NASSCOM report believes provides a level playing field for small as well as large players. We continue to selectively evaluate targets for strategic acquisitions and investments in the USA, Europe and other emerging markets. We intend to establish additional sales offices as well as global development centers with UX Labs and recruit local employees to augment our client engagement and deliver solutions from proximate locations. Leveraging on our experience, we have expanded our operations over the years in the United States, United Kingdom, Australia, Ireland, India and Nigeria.

Continuing to strengthen our human capital

We aim to develop our position as a coveted employer in the Indian IT services industry and place special emphasis on attracting and retaining highly skilled employees. We have already have more than 100 employees trained in Design Thinking and UX equipped to conduct customer immersion exercises to understand their needs, wants and aspirations. At the same time, our employees are also getting trained in the deployment and verification processes around heuristics . We intend to keep hiring management graduates and train them in Design Thinking and our proprietary frameworks, and skill them with BPM techniques like 6 Sigma, LEAN, Balanced Scorecard and SCAMPI besides MC^3 ™ and 14 Signals. We will continue to hire people with statistical qualifications and train them as data scientists to further enhance our data analytics capacity. We will work to increase our co-operation with known statistical bodies and individuals. We will continue to invest in the career development and training of our employees, with the objective of further enhancing their technical and leadership skills. As a tool for employee engagement and retention, our Company has issued sweat equity and ESOPs to employees over the years. Further, we intend to attract, hire, develop and retain our professionals, which are critical to our enterprise, by formulating ESOP schemes in the future to offer ESOPs to eligible employees.

Enhance our delivery capabilities through investments in R&D

To deliver value to our clients more quickly, it is critical to create assets and intellectual property, such as software and business architectures and process methodologies, which enable us to rapidly implement market-ready solutions for our clients. To this end, we intend to continue investing in our employees and increase our R&D capabilities, particularly with a view to create solutions in emerging technologies that enhance our ability to develop tools for leading our entry into new areas such as payments and intelligent enterprises and developing products that address industry specific client requirements. Our focus areas currently include business intelligence and advanced analytics, deep learning, digital solutions, payments, ecommerce ecosystem, Design Thinking, CX & UX. The outputs of our R&D activities will continue to differentiate us from our competitors and position us well for winning complex projects. Our work extends to sectors that are constantly changing, with disruptions being the norm. At the same time, we monitor the changes happening in specific industries and keeping ourselves aware of the customers’ aspirations and align our solution accordingly. This approach would keep differentiating us in the market.

SUMMARY OF FINANCIAL INFORMATION

The following tables set forth summary financial information derived from our Restated Financial Information as of and for the fiscal years ended March 31, 2014, 2015, 2016, 2017 and 2018. These financial statements have been prepared in accordance with Ind AS, applicable provisions of the Companies Act and restated in accordance with the SEBI ICDR Regulations, and are presented in "*Financial Statements*" on page 181.

The consolidated and standalone summary financial information presented below should be read in conjunction with our Restated Financial Information, the notes thereto and in "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on page 361.

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RESTATED STANDALONE STATEMENT OF ASSETS AND LIABILITIES

(₹ in million)

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)	As at March 31, 2015 (Proforma)	As at March 31, 2014 (Proforma)
ASSETS					
I. Non-current assets					
Property, plant and equipment	74.62	30.64	54.15	63.66	64.25
Capital work-in-progress	-	34.01	-	-	-
Intangible assets	4.03	3.26	5.89	15.37	14.48
Financial assets					
(a) Investments	1,200.96	1,165.74	478.24	274.88	73.33
(b) Loans	30.20	26.51	34.00	16.86	15.91
(c) Other financial assets	0.83	0.83	0.89	0.34	0.34
Deferred tax assets (net)	81.41	69.60	45.79	37.75	31.94
Income tax assets	115.79	85.95	105.88	81.16	59.46
Other non-current assets	66.47	78.01	81.25	61.11	21.64
Total non-current assets	**1,574.31**	**1,494.55**	**806.09**	**551.13**	**281.35**
II. Current assets					
Financial assets					
(a) Investments	311.03	202.51	45.14	264.07	452.48
(b) Trade receivables	586.79	620.06	538.61	533.45	577.39
(c) Cash and cash equivalents	346.56	314.30	487.40	546.96	528.96
(d) Bank balance other than cash and cash equivalents above	-	152.22	301.14	145.62	3.84
(e) Unbilled revenue	204.22	221.03	143.71	135.64	119.59
(f) Loans	2.91	16.98	8.82	11.82	3.80
(g) Other financial assets	0.82	6.28	3.71	-	-
Other current assets	76.19	42.88	66.34	41.12	60.03
Total current assets	**1,528.52**	**1,576.26**	**1,594.87**	**1,678.68**	**1,746.09**
Total Assets	**3,102.83**	**3,070.81**	**2,400.96**	**2,229.81**	**2,027.44**
EQUITY AND LIABILITIES					
EQUITY					
Equity share capital	199.66	199.66	199.66	199.66	199.66
Other Equity					
Reserves and surplus	2,233.48	2,058.17	1,777.54	1,659.87	1,357.94
Other reserves	(9.68)	(28.70)	(92.25)	(36.21)	(29.68)
Total other equity	**2,223.80**	**2,029.47**	**1,685.29**	**1,623.66**	**1,328.26**
Total equity	**2,423.46**	**2,229.13**	**1,884.95**	**1,823.32**	**1,527.92**

(₹ in million)

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)	As at March 31, 2015 (Proforma)	As at March 31, 2014 (Proforma)
LIABILITIES					
I. Non-current liabilities					
Employee benefit obligations	35.67	29.79	32.29	31.36	25.32
Total non-current liabilities	**35.67**	**29.79**	**32.29**	**31.36**	**25.32**
II. Current liabilities					
Financial liabilities					
(a) Borrowings	-	-	120.00	-	-
(b) Trade payables					
- total outstanding dues of micro enterprises and small enterprises	-	0.31	-	-	-
- total outstanding dues of creditors other than micro enterprises and small enterprises	78.32	100.00	49.77	53.85	84.22
(c) Other financial liabilities	173.01	527.58	121.30	131.96	161.56
Employee benefit obligations	6.15	33.58	23.15	18.59	20.08
Income tax liabilities	28.43	31.03	49.74	30.35	31.53
Other current liabilities	357.79	119.39	119.76	140.38	176.81
Total current liabilities	**643.70**	**811.89**	**483.72**	**375.13**	**474.20**
Total liabilities	**679.37**	**841.68**	**516.01**	**406.49**	**499.52**
Total Equity and Liabilities	**3,102.83**	**3,070.81**	**2,400.96**	**2,229.81**	**2,027.44**

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RESTATED STANDALONE STATEMENT OF PROFIT AND LOSS

(₹ in million)

Particulars	For the year ended				
	March 31, 2018	March 31, 2017	March 31, 2016 (Proforma)	March 31, 2015 (Proforma)	March 31, 2014 (Proforma)
Income					
Revenue from operations	2,800.62	2,593.77	2,512.22	2,678.34	2,427.71
Other income	149.48	45.54	50.77	40.13	45.41
Total Income	**2,950.10**	**2,639.31**	**2,562.99**	**2,718.47**	**2,473.12**
Expenses					
Employee benefits expense	1,606.04	1,535.60	1,543.52	1,482.16	1,308.16
Depreciation and amortisation expense	34.71	38.65	61.63	53.28	32.85
Other expenses	631.44	594.67	555.03	520.13	445.44
Finance cost	20.78	24.73	3.02	-	-
Total expenses	**2,292.97**	**2,193.65**	**2,163.20**	**2,055.57**	**1,786.45**
Profit before tax	**657.13**	**445.66**	**399.79**	**662.90**	**686.67**
Tax expense					
Current tax	218.38	189.32	147.75	222.05	231.61
Deferred tax	(12.14)	(24.01)	(8.65)	(4.09)	(5.36)
Total tax expense	**206.24**	**165.31**	**139.10**	**217.96**	**226.25**
Profit for the year, as restated	**450.89**	**280.35**	**260.69**	**444.94**	**460.42**
Other comprehensive income					
Items that may be reclassified to profit or loss					
Exchange differences on translation of foreign operations	29.08	48.38	(56.04)	(6.53)	0.99
Tax effect	(10.06)	15.17	-	-	-
	19.02	63.55	(56.04)	(6.53)	0.99
Items that will not be reclassified to profit or loss					
Re-measurements of post employment benefit obligations	0.92	0.77	1.77	(5.05)	(8.18)
Tax effect	(0.32)	(0.27)	(0.61)	1.72	2.78
	0.60	0.50	1.16	(3.33)	(5.40)
Total other comprehensive income for the year (net of tax)	**19.62**	**64.05**	**(54.88)**	**(9.86)**	**(4.41)**
Total comprehensive income for the year, as restated	**470.51**	**344.40**	**205.81**	**435.08**	**456.01**
Earning per equity share					
Basic earning per share (₹)	24.18	15.04	14.00	24.01	24.98
Diluted earning per share (₹)	24.18	15.04	13.98	23.93	24.81

RESTATED STANDALONE STATEMENT OF CASH FLOWS

(₹ in million)

	Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016 (Proforma)	For the year ended March 31, 2015 (Proforma)	For the year ended March 31, 2014 (Proforma)
A	**Cash flow from operating activities:**					
	Profit before tax, as restated	**657.13**	**445.66**	**399.79**	**662.90**	**686.67**
	Adjustments for:					
	Depreciation and amortisation expense	34.71	38.65	61.63	53.28	32.85
	Provision for impairment of value of investment in subsidiary	10.50	-	-	-	-
	Unwinding of discount on security deposits	(1.73)	(2.28)	(1.97)	(1.14)	(1.00)
	Interest income classified as investing cash flows	(17.09)	(25.85)	(27.10)	(18.03)	(15.02)
	Finance costs	20.78	24.73	3.02	-	-
	Change in fair value of investments	-	-	1.73	(0.60)	(1.13)
	Share based payments	-	-	-	0.47	0.30
	Dividend income from investments at FVTPL - Mutual Fund Units	(12.94)	(14.16)	(9.28)	(16.97)	(25.70)
	Dividend income from investments carried at cost - from subsidiaries	(64.36)	-	-	-	-
	(Profit) / Loss on sale of Property, plant and equipment	1.01	(0.20)	(1.47)	(0.22)	0.03
	(Profit) / Loss on sale of investments	-	-	(2.65)	(2.64)	(1.99)
	Provision for doubtful debts and advances	54.82	18.71	7.60	10.92	17.43
	Unrealised foreign exchange loss / (gain) (net)	29.08	48.38	(56.04)	(6.53)	0.99
	Operating profit before working capital changes	**711.91**	**533.64**	**375.26**	**681.44**	**693.43**
	Adjustments for changes in working capital :					
	- (Increase) / decrease in trade receivables	(21.55)	(100.16)	(12.76)	33.02	(219.24)
	- (Increase) / decrease in other current assets	(33.31)	23.34	(25.22)	19.08	(16.57)
	- Decrease / (increase) in other non - current assets	28.54	3.24	(24.37)	(37.70)	(5.53)
	- (Decrease) / increase in unbilled revenue	16.81	(77.32)	(8.07)	(16.05)	(68.92)
	- (Increase) / decrease in other non-current financial assets	0.09	0.06	-	-	-
	- (Decrease) / increase in non-current loans	(1.96)	5.21	(15.17)	0.19	(2.29)
	- (Decrease) / increase in current loans	14.07	(8.16)	3.00	(8.02)	(3.80)
	- Increase / (decrease) in employee benefit obligations - non current	6.80	(1.73)	2.70	0.99	(0.65)
	- (Decrease) / increase in employee benefit obligations - current	(27.43)	10.43	4.56	(1.49)	15.78
	- (Decrease) / increase in trade payables	(21.99)	50.54	(4.08)	(30.37)	12.54
	- Increase / (decrease) in other current financial liabilities	28.79	22.92	(10.66)	(29.60)	9.50
	- Increase / (decrease) in other current liabilities	22.11	(0.37)	(20.62)	(36.43)	115.97
	Cash generated from operations	**722.88**	**461.64**	**264.57**	**575.06**	**530.22**
	- Income taxes paid (net of refunds)	(260.88)	(172.93)	(153.08)	(244.93)	(235.13)

(₹ in million)

Particulars		For the year ended March 31, 2018		For the year ended March 31, 2017		For the year ended March 31, 2016 (Proforma)		For the year ended March 31, 2015 (Proforma)		For the year ended March 31, 2014 (Proforma)	
	Net cash generated from operating activities		**462.00**		**288.71**		**111.49**		**330.13**		**295.09**
B	**Cash flow from Investing activities:**										
	Payment for property, plant and equipment and intangible assets	(54.19)		(47.26)		(38.54)		(55.43)		(62.14)	
	Proceeds from sale of property, plant and equipment	2.64		0.92		1.58		0.36		0.37	
	Payment for purchase of current investments	(950.69)		(724.46)		(812.03)		(282.93)		(4,757.67)	
	Proceeds from sale of investments	829.23		567.09		1,034.53		474.57		4,600.51	
	Payment for investments in fixed deposits	-		-		(156.07)		(141.78)		1.21	
	Proceeds from maturity of fixed deposits	152.22		148.98		-		-		-	
	Payment for acquisition of a subsidiary	(367.50)		(320.00)		(203.36)		(201.55)		(4.53)	
	Interest received	22.55		23.28		20.98		17.87		14.81	
	Dividend received from Mutual Fund Units	12.94		14.16		9.28		16.97		25.70	
	Dividend received from Subsidiary	64.36		-		-		-		-	
	Net cash used in investing activities		**(288.44)**		**(337.29)**		**(143.63)**		**(171.92)**		**(181.74)**
C	**Cash flow from financing activities:**										
	Proceeds from / (Repayment of) borrowings	-		(120.00)		120.00		-		-	
	Interest paid	(36.64)		(7.11)		(3.02)		-		-	
	Transaction with non-controlling interest	(45.72)		-		-		-		-	
	Amount received from employee welfare trust	-		-		-		-		16.29	
	Dividend paid to company's shareholders (including tax thereon)	(59.89)		-		(144.18)		(140.15)		(140.15)	
	Net cash used in financing activities		**(142.25)**		**(127.11)**		**(27.20)**		**(140.15)**		**(123.86)**
	Net Increase / (Decrease) in cash and cash equivalents (A+B+C)		**31.31**		**(175.69)**		**(59.34)**		**18.06**		**(10.51)**
	Cash and cash equivalents as at beginning of the year		**314.30**		**487.40**		**546.96**		**528.96**		**539.25**
	Effect of unrealised exchange gain / loss on cash and cash equivalents		0.95		2.59		(0.22)		(0.06)		0.22
	Cash and cash equivalents as at end of the year		**346.56**		**314.30**		**487.40**		**546.96**		**528.96**

Reconciliation of cash and cash equivalents as per the statement of cash flows

(₹ in million)

Particulars		**As at March 31, 2018**		**As at March 31, 2017**		**As at March 31, 2016 (Proforma)**		**As at March 31, 2015 (Proforma)**		**As at March 31, 2014 (Proforma)**
Cash and cash equivalents as per above comprises of the following:										
Cash on hand		0.11		0.03		0.01		0.09		0.03
Balances with banks										
- in current accounts		288.06		267.86		434.62		521.11		448.77
- in EEFC accounts		38.14		46.41		52.77		25.76		59.30
- Deposit with maturity of less than 3 months		20.25		-		-		-		20.86
Total		**346.56**		**314.30**		**487.40**		**546.96**		**528.96**

RESTATED CONSOLIDATED STATEMENT OF ASSETS AND LIABILITIES

(₹ in million)

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)	As at March 31, 2015 (Proforma)	As at March 31, 2014 (Proforma)
ASSETS					
I. Non-current assets					
Property, plant and equipment	115.99	84.33	73.49	76.53	64.93
Capital work-in-progress	-	34.01	-	-	-
Intangible assets	109.06	144.63	109.51	65.73	14.48
Goodwill	572.18	570.26	302.52	148.24	-
Financial assets					
(a) Investments	-	-	0.35	3.91	31.00
(b) Loans	40.97	35.30	35.84	18.04	15.93
(c) Other financial assets	1.09	1.08	0.89	0.34	0.34
	-	-	-		
Deferred tax assets (net)	95.71	37.82	15.84	34.42	22.00
Income tax assets	132.00	102.06	110.67	82.34	59.66
Other non-current assets	69.83	82.14	81.35	61.46	21.65
Total non-current assets	**1,136.83**	**1,091.63**	**730.46**	**491.01**	**229.99**
II. Current assets					
Financial assets					
(a) Investments	311.03	202.51	45.14	264.07	452.48
(b) Trade receivables	751.95	788.96	676.32	560.06	566.85
(c) Cash and cash equivalents	622.80	596.05	637.87	676.92	544.08
(d) Bank balance other than cash and cash equivalents above	52.50	250.48	301.14	148.62	3.84
(e) Unbilled revenue	278.11	299.80	129.15	123.85	121.69
(f) Loans	8.38	21.87	8.95	12.61	3.80
(g) Other financial assets	1.84	7.20	3.71	-	-
				-	
Other current assets	91.59	48.18	67.02	45.21	60.35
Total current assets	**2,118.20**	**2,215.05**	**1,869.30**	**1,831.34**	**1,753.09**
Total Assets	**3,255.03**	**3,306.68**	**2,599.76**	**2,322.35**	**1,983.08**
EQUITY AND LIABILITIES					
EQUITY					
Equity share capital	186.44	186.44	186.44	185.80	185.12
Other equity					
Reserves and surplus	1,888.83	1,695.03	1,426.30	1,586.84	1,311.38
Other reserves	(22.19)	(51.67)	(90.66)	(43.60)	(15.35)
Equity attributable to owners of Nihilent Limited	**2,053.08**	**1,829.80**	**1,522.08**	**1,729.04**	**1,481.15**
Non-controlling interest	78.18	82.84	73.29	(7.19)	(1.68)
Total equity	**2,131.26**	**1,912.64**	**1,595.37**	**1,721.85**	**1,479.47**
LIABILITIES					
I. Non-current liabilities					
Financial liabilities					
(a) Borrowings	-	-	33.45	78.49	-
(b) Other financial liabilities	242.78	281.07	313.73	22.23	-

(₹ in million)

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)	As at March 31, 2015 (Proforma)	As at March 31, 2014 (Proforma)
Employee benefit obligations	60.41	51.60	32.29	31.36	25.32
Total non-current liabilities	**303.19**	**332.67**	**379.47**	**132.08**	**25.32**
II. Current liabilities					
Financial liabilities					
(a) Borrowings	-	2.51	120.00	-	-
(b) Trade payables					
- total outstanding dues of micro enterprises and small enterprises	-	0.37	-	-	-
- total outstanding dues other than micro enterprises and small enterprises	115.49	177.99	77.74	64.08	85.41
(c) Other financial liabilities	261.89	661.71	210.55	210.82	168.85
Employee benefit obligations	15.80	43.21	24.33	18.59	20.14
Income tax liabilities	41.77	40.10	56.57	30.46	31.47
Other current liabilities	385.63	135.48	135.73	144.47	172.42
Total current liabilities	**820.58**	**1,061.37**	**624.92**	**468.42**	**478.29**
Total liabilities	**1,123.77**	**1,394.04**	**1,004.39**	**600.50**	**503.61**
Total equity and liabilities	**3,255.03**	**3,306.68**	**2,599.76**	**2,322.35**	**1,983.08**

RESTATED CONSOLIDATED STATEMENT OF PROFIT AND LOSS

(₹ in million)

Particulars	**For the year ended March 31, 2018**	**For the year ended March 31, 2017**	**For the year ended March 31, 2016 (Proforma)**	**For the year ended March 31, 2015 (Proforma)**	**For the year ended March 31, 2014 (Proforma)**
Income					
Revenue from operations	4,241.89	3,695.79	3,114.35	2,923.28	2,447.79
Other income	85.97	54.01	59.46	40.65	46.12
Total Income	**4,327.86**	**3,749.80**	**3,173.81**	**2,963.93**	**2,493.91**
Expenses					
Purchases of traded software licenses	61.23	92.07	14.22	-	-
Employee benefits expense	2,465.47	2,140.94	1,931.47	1,706.79	1,314.11
Depreciation and amortisation expense	106.78	94.75	94.07	62.24	32.91
Other expenses	972.04	902.10	676.13	579.29	483.16
Finance cost	43.09	53.32	20.11	1.28	-
Total expenses	**3,648.61**	**3,283.18**	**2,736.00**	**2,349.60**	**1,830.18**
Profit before tax	**679.25**	**466.62**	**437.81**	**614.33**	**663.73**
Tax expense					
Current tax	263.18	229.26	168.20	222.34	231.66
Deferred tax	(57.74)	(38.19)	(6.81)	(14.56)	(5.35)
Total tax expense	**205.44**	**191.07**	**161.39**	**207.78**	**226.31**
Profit for the year, as restated	**473.81**	**275.55**	**276.42**	**406.55**	**437.42**
Other comprehensive income					
Items that may be reclassified to profit or loss					
(a) Exchange differences on translation of foreign operations	40.93	24.86	(44.55)	(13.70)	1.06
Tax effect	(10.06)	15.18	-	-	-
	30.87	**40.04**	**(44.55)**	**(13.70)**	**1.06**
Items that will not be reclassified to profit or loss					
a) Changes in fair value of FVOCI equity instruments	-	(0.35)	(3.56)	(27.09)	2.28
Tax effect	-	0.13	1.35	10.29	(0.87)
	-	**(0.22)**	**(2.21)**	**(16.80)**	**1.41**
(b) Re-measurement of post-employment benefit obligations	(0.87)	0.69	1.90	(5.05)	(8.18)
Tax effect	0.15	(0.24)	(0.66)	1.72	2.78
	(0.72)	**0.45**	**1.24**	**(3.33)**	**(5.40)**
Total other comprehensive income for the year, net of tax	**30.15**	**40.27**	**(45.52)**	**(33.83)**	**(2.93)**
Total comprehensive income for the year, as restated	**503.96**	**315.82**	**230.90**	**372.72**	**434.49**
Profit is attributable to:					

(₹ in million)

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016 (Proforma)	For the year ended March 31, 2015 (Proforma)	For the year ended March 31, 2014 (Proforma)
Owners of Nihilent Limited	459.43	263.06	260.44	409.81	442.77
Non controlling interests	14.38	12.49	15.98	(3.26)	(5.35)
Other comprehensive income attributable to:					
Owners of Nihilent Limited	28.76	43.21	(45.82)	(31.58)	(2.81)
Non controlling interests	1.39	(2.94)	0.30	(2.25)	(0.12)
Total comprehensive income attributable to:					
Owners of Nihilent Limited	488.19	306.27	214.62	378.23	439.96
Non controlling interests	15.77	9.55	16.28	(5.51)	(5.47)
Earnings per equity share for profit attributable to the owners of Nihilent Limited:					
Basic earning per share (₹)	24.64	14.11	13.98	22.12	24.02
Diluted earning per share (₹)	24.64	14.11	13.97	22.04	23.86

RESTATED CONSOLIDATED STATEMENT OF CASH FLOWS

(₹ in million)

Particulars		For the year ended									
		March 31, 2018		March 31, 2017		March 31, 2016 (Proforma)		March 31, 2015 (Proforma)		March 31, 2014 (Proforma)	
A	**Cash flow from operating activities:**										
	Profit before tax, as restated	**679.25**		**466.62**		**437.81**		**614.33**		**663.73**	
	Adjustments for:										
	Depreciation and amortisation expense	106.78		94.75		94.07		62.24		32.91	
	Interest income	(23.96)		(32.08)		(28.12)		(18.41)		(15.04)	
	Unwinding of discount on security deposits	(2.06)		(2.28)		(1.97)		(1.14)		(1.00)	
	Finance costs	21.14		26.80		5.82		1.28		-	
	Dividend income from investments at FVTPL - Mutual Fund Units	(12.94)		(14.16)		(9.28)		(16.97)		(25.70)	
	Provision for doubtful debts and advances	51.67		20.54		9.07		12.20		19.47	
	Interest expenses (redemption liability)	21.95		26.52		14.29		-		-	
	Change in fair value of investments	-		-		1.73		(0.60)		(1.13)	
	Share based payments	-		-		-		0.47		0.30	
	(Profit)/Loss on sale of property, plant and equipment	1.16		(0.20)		(0.64)		0.01		0.37	
	(Profit) on sale of investments	-		-		(2.65)		(2.64)		(1.99)	
	Unrealised foreign exchange loss / (gain) (net)	40.93		24.86		(49.04)		(13.70)		1.06	
	Operating profit before working capital changes	**883.92**		**611.37**		**471.09**		**637.07**		**672.98**	
	Adjustments for changes in working capital :										
	- (Increase)/decrease in trade receivables	(14.66)		31.00		(79.42)		37.18		(230.95)	
	- (Increase)/decrease in other current assets	(43.42)		33.56		(14.90)		19.34		(22.58)	
	- (Increase) in other non - current financial assets	(3.62)		26.40		(15.83)		(0.97)		(2.27)	
	- Decrease/(Increase) in unbilled revenue	21.67		(153.03)		(5.30)		(2.16)		(69.48)	
	- Decrease/(Increase) in loans	13.49		(12.92)		3.66		(8.81)		2.40	
	- Decrease/decrease in other non-current assets	18.81		(0.79)		(23.66)		(37.40)		(5.54)	
	- Increase/(decrease) in non current provisions	0.92		(34.14)		(6.97)		17.18		(8.18)	
	- Increase/(decrease) in current provisions	1.47		56.53		(20.08)		(5.13)		16.30	
	- (Decrease)/Increase in trade payables	(62.87)		48.95		4.79		(25.08)		10.55	
	- (Decrease)/Increase in other current financial liabilities	(18.59)		26.65		0.29		4.10		23.41	
	- Increase/(decrease) in other current liabilities	33.85		(70.70)		(17.85)		(54.41)		118.20	
	Cash generated from operations	**830.97**		**562.88**		**295.80**		**580.92**		**504.84**	
	- Taxes paid	(301.51)		(221.94)		(170.42)		(246.03)		(235.50)	
	Net cash generated from operating activities		**529.46**		**340.94**		**125.38**		**334.88**		**269.34**
B	**Cash flow from Investing activities:**										
	Payment for property, plant and equipment and intangible assets	(74.52)		(72.93)		(42.60)		(80.50)		(62.87)	
	Proceeds from sale of property, plant and equipment	2.02		1.27		1.65		0.11		0.04	
	Payment for purchase of current investments	(950.69)		(738.62)		(812.55)		(282.93)		(4,757.67)	
	Proceeds from sale of investments	829.24		567.09		1,032.80		474.57		4,600.51	

(₹ in million)

	Particulars	For the year ended									
		March 31, 2018		**March 31, 2017**		**March 31, 2016 (Proforma)**		**March 31, 2015 (Proforma)**		**March 31, 2014 (Proforma)**	
	Payment for acquisition of a subsidiary, net of cash acquired	-		(68.46)		(175.76)		(201.96)		-	
	Repayment of redeemable debentures	(367.50)		-		-		-		-	
	Proceeds from maturity of fixed deposits/(Increase in fixed deposits)	197.98		50.66		(153.07)		(144.78)		1.21	
	Dividend received from Mutual Fund Units	12.94		14.16		9.28		16.97		25.70	
	Interest received	29.32		28.59		24.41		18.27		14.82	
	Net cash used in investing activities		**(321.21)**		**(218.24)**		**(115.84)**		**(200.25)**		**(178.26)**
C	**Cash flow from financing activities:**										
	Increase in borrowings/ (Repayment of borrowings), net	(34.96)		(185.39)		86.46		125.59		-	
	Increase in share capital	-		-		0.64		0.68		1.35	
	Capital infusion by minority	-		-		5.97		-		3.79	
	Transaction with non-controlling interest	(45.72)		-		-		-		-	
	Interest paid	(37.00)		(10.94)		(5.82)		(1.28)		-	
	Dividend paid to company's shareholders (including tax thereon)	(69.05)		-		(136.25)		(131.49)		(131.19)	
	Net cash used in financing activities		**(186.73)**		**(196.33)**		**(49.00)**		**(6.50)**		**(126.05)**
	Net increase/ (decrease) in cash and cash equivalents (A+B+C)		**21.52**		**(73.63)**		**(39.46)**		**128.13**		**(34.97)**
	Cash and cash equivalents as at beginning of the year		**596.05**		**637.87**		**676.92**		**544.08**		**579.05**
	Add/Less: Effect of unrealised exchange gain / loss on cash and cash equivalents		5.23		31.81		0.41		4.71		-
	Cash and cash equivalents as at end of the year		**622.80**		**596.05**		**637.87**		**676.92**		**544.08**

Reconciliation of cash and cash equivalents as per the statement of cash flows

(₹ in million)

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)	As at March 31, 2015 (Proforma)	As at March 31, 2014 (Proforma)
Cash and cash equivalents as per above comprises of the following: (Annexure V, note 8)					
Cash on hand	0.25	0.20	0.18	0.11	0.05
Balances with banks					
- in current accounts	534.34	532.64	584.92	651.05	463.87
- in EEFC accounts	38.14	46.42	52.77	25.76	59.30
- Deposit with maturity of less than 3 months	50.07	16.79	-	-	20.86
Total	**622.80**	**596.05**	**637.87**	**676.92**	**544.08**

THE ISSUE

The following table summarises the details of the Issue:

Issue of Equity Shares	Up to [●] Equity Shares, aggregating up to ₹[●] million
of which:	
Fresh Issue [(1)]	Up to [●] Equity Shares, aggregating up to ₹2,500 million
Offer for Sale [(2)]	Up to 2,125,599
of which:	
The Issue comprises of:	
A) QIB Portion [(3)(4)]	Not more than [●] Equity Shares
of which:	
(i) Anchor Investor Portion	[●] Equity Shares
(ii) Balance available for allocation to QIBs other than Anchor Investors (assuming Anchor Investor Portion is fully subscribed)	[●] Equity Shares
of which:	
(a) Available for allocation to Mutual Funds only (5% of the Net QIB Portion)	[●] Equity Shares
(b) Balance for all QIBs including Mutual Funds	[●] Equity Shares
B) Non-Institutional Portion [(4)]	Not less than [●] Equity Shares
C) Retail Portion [(4)]	Not less than [●] Equity Shares
Pre and post Issue Equity Shares	
Equity Shares outstanding prior to the Issue	19,965,800 Equity Shares
Equity Shares outstanding after the Issue	[●] Equity Shares
Use of Net Proceeds	See "*Objects of the Issue*" on page 86. Our Company will not receive any proceeds from the Offer for Sale

Notes:

(1) *The Issue has been authorised by a resolution passed by our Board of Directors at its meeting held on May 15, 2018. Our Shareholders vide a special resolution passed at an extraordinary general meeting held on July 10, 2018, authorised the Issue.*

(2) *For further details of Offered Shares proposed to be sold in the Offer for Sale, please see "Capital Structure – Details of Offered Shares being sold in the Issue" on page 79.*

Each of the Selling Shareholders have specifically confirmed that their respective portion of the Offered Shares, have been held by each one of them for a period of at least one year prior to the filing of this Draft Red Herring Prospectus with SEBI, calculated in the manner as set out under Regulation 26(6) of SEBI ICDR Regulations, and that the Offered Shares are eligible for being offered for sale in the Issue as required by the SEBI ICDR Regulations.

(3) *Our Company and the Selling Shareholders, in consultation with the BRLM, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis at the Anchor Investor Allocation price in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. Post-allocation to Anchor Investors, the QIB Portion will be reduced by such number of Equity Shares. [●] Equity Shares (representing 5% of the Net QIB Portion) shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion, including any unsubscribed portion of the reservation for Mutual Funds, if any, shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Issue Price. However, if the aggregate demand from the Mutual Funds is less than [●] Equity Shares, the balance Equity Shares available for Allotment in the Mutual Fund Portion will be added to the Net QIB Portion and allocated proportionately to the QIB Bidders (other than the Anchor Investors) in proportion to their Bids. Further, not less than 15% of the Issue shall be available for allocation on a proportionate basis to Non-Institutional Investors and not less than 35% of the Issue shall be available for allocation to Retail Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at*

or above the Issue Price. For further details, see "Issue Procedure" beginning on page 420.

(4) *Subject to valid Bids being received at or above the Issue Price, undersubscription, if any, in any category except the QIB Portion, would be allowed to be met with spill over from any other category or combination of categories, as applicable, at the discretion of our Company and the Selling Shareholders, in consultation with the BRLM and the Designated Stock Exchange, subject to applicable law. In the event of an undersubscription in the Issue, Equity Shares offered pursuant to the Fresh Issue shall be allocated to the extent of 90% of the Fresh Issue, prior to the Offered Shares. However, allocating of 90% of the Fresh Issue, the Offered Shares, shall be allocated prior to allocating the remaining Equity Shares offered pursuant to the Fresh Issue.*

Allocation to all categories, except the Anchor Investor Portion and the Retail Portion, if any, shall be made on a proportionate basis, subject to valid Bids received at or above the Issue Price. The allocation to each Retail Individual Investor shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in Retail Portion, and the remaining available Equity Shares, if any, shall be Allocated on a proportionate basis. For further details, see "*Issue Procedure – Allotment Procedure and Basis of Allotment*" on page 455. Further, for details in relation to the terms of the Issue, see section titled "*Terms of the Issue*" on page 415. For details, including in relation to grounds for rejection of Bids, refer to "*Issue Structure*" and "*Issue Procedure*" on pages 412 and 420, respectively.

GENERAL INFORMATION

Our Company was incorporated as 'Nihilent Technologies Private Limited', a private limited company under the Companies Act, 1956 pursuant to a certificate of incorporation dated May 29, 2000 issued by the RoC. Thereafter, our Company was converted into a public limited company pursuant to a special resolution passed at an extraordinary general meeting of the Shareholders held on September 3, 2015 and consequently, the name of our Company was changed to 'Nihilent Technologies Limited', pursuant to a fresh certificate of incorporation issued by the RoC on September 10, 2015. The name of our Company was further changed to 'Nihilent Limited' since the Company provides a range of services, including consulting, analytics, design thinking , SAP, etc. and a fresh certificate of incorporation dated January 22, 2018 was issued by the RoC.

Registered Office of our Company

The address and certain other details of our registered office are as follows:

Nihilent Limited
Office No. 403 and 404, 4th floor
Weikfield IT Citi Infopark
Nagar Road, Pune – 411 014
Telephone: +91 22 3984 6100
E-mail: rahul.bhandari@nihilent.com
Website: www.nihilent.com

Company Registration Number and Corporate Identity Number

The registration number and corporate identity number of our Company are as follows:

a. Registration number: 014934
b. Corporate identity number: U72900PN2000PLC014934

Registrar of Companies

Our Company is registered with the Registrar of Companies, Maharashtra at Pune, which is situated at the following address:

PCNTDA Green Building
Block A, 1st and 2nd Floor
Near Akurdi Railway Station
Akurdi, Pune – 411 044

Board of Directors

The following table sets out the brief details of our Board as on the date of this Draft Red Herring Prospectus:

Name	Designation	DIN	Address
Jeremy John Ord	Non-Executive Chairman	01583325	19 A, Coronation Road, Sandhurst, Johannesburg - 2196, South Africa
L. C. Singh	Executive Vice Chairman and Whole-Time Director	01034826	D-301, Adhara, One North, Magarpatta, Pune - 411028
Scott Douglas Gibson	Non-Executive Director	07996879	105 South Avenue, Atholl, Gauteng, Johannesburg
Santosh Pande	Independent Director	01070414	House No. 1C, One Apartment, Sector 22, Gurgaon - 122015
Kasaragod Ashok Kini	Independent Director	00812946	B-202, Mantri Pride Apartment, Mountain Road, 1st Block, Jayanagar,

Name	Designation	DIN	Address
			Bangalore – 560011
Satish K. Tripathi	Independent Director	07277285	889 Lebrun Road, Amherst, New York 142 26, United States of America
Lila Firoz Poonawalla	Independent Director	00074392	Fili Villa, S. No. 23, Baner Road, Balewadi, Pune – 411 045
Minoo Darab Dastur	President**,** CEO and Whole-Time Director	01095903	17 Chateau Marine, B Road, Marine Drive, Mumbai - 400 020

For further details of our Board of Directors, see "*Our Management*" on page 151.

Company Secretary and Compliance Officer

Rahul S. Bhandari is the Company Secretary and Compliance Officer of our Company. His contact details are as follows:

Rahul S. Bhandari
Nihilent Limited
Office No. 403 and 404, 4th floor
Weikfield IT Citi Infopark
Nagar Road, Pune - 411014
Telephone: +91 20 398 46100
Facsimile: +91 20 398 46499
E-mail: rahul.bhandari@nihilent.com

Investor Grievances

Bidders can contact the Company Secretary and Compliance Officer and/or the Registrar to the Issue in case of any pre-Issue or post-Issue related problems such as non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders or non-receipt of funds by electronic mode, etc. For all Issue related queries and for redressal of complaints, Bidders may also write to the BRLM, in the manner provided below.

All Issue related grievances, other than by Anchor Investors, may be addressed to the Registrar to the Issue, with a copy to the relevant Designated Intermediary, with whom the ASBA Form was submitted, quoting the full name of the sole or first Bidder, ASBA Form number, Bidders' DP ID, Client ID, PAN, address of the Bidder, number of Equity Shares applied for, date of ASBA Form, name and address of the relevant Designated Intermediary, where the Bid was submitted and ASBA Account number in which the amount equivalent to the Bid Amount was blocked. Further, the Bidder shall enclose the Acknowledgement Slip or provide the acknowledgement number received from the Designated Intermediaries in addition to the documents/information mentioned hereinabove.

All grievances of the Anchor Investors may be addressed to the Registrar to the Issue, giving full details such as the name of the sole or first Bidder, Bid cum Application Form number, Bidders' DP ID, Client ID, PAN, date of the Bid cum Application Form, address of the Bidder, number of the Equity Shares applied for, name and address of the relevant Designated Intermediary, unique transaction reference number, the name of the relevant bank, Bid Amount paid on submission of the Bid cum Application Form and the name and address of the BRLM where the Bid cum Application Form was submitted by the Anchor Investor.

All grievances relating to Bids submitted with Registered Brokers, may be addressed to the Stock Exchanges, with a copy to the Registrar to the Issue.

Further, Bidders shall also enclose a copy of the Acknowledgment Slip received from the Designated Intermediaries in addition to the information mentioned hereinabove.

Book Running Lead Manager

Motilal Oswal Investment Advisors Limited

Motilal Oswal Tower, Rahimtullah Sayani Road,
Opposite Parel ST Depot, Prabhadevi,
Mumbai - 400 025
Telephone: +91 22 3980 4200
Facsimile: +91 22 3980 4315
E-mail: nihilent.ipo@motilaloswal.com
Investor Grievance E-mail: moiaplredressal@motilaloswal.com
Website: www.motilaloswal.com
Contact Person: Subodh Mallya / Kristina Dias
SEBI Registration No.: INM000011005

Syndicate Members

[●]

Responsibilities of the Book Running Lead Managers

Motilal Oswal Investment Advisors Limited ("**Motilal Oswal**") is the sole Book Running Lead Manager to this Issue. The list of major responsibilities of the Book Running Lead Manager, inter alia, is as follows:

Sr. No.	Activity	Responsibility
1.	Capital structuring with the relative components and formalities such as type of instruments, allocation between primary and secondary, etc.	Motilal Oswal
2.	Pre-Issue due diligence of the Company's operations/ management/ business plans/ legal etc. Drafting and design of the DRHP, RHP and Prospectus. Ensure compliance with stipulated requirements and completion of prescribed formalities with the Stock Exchanges, RoC and SEBI including finalization of RHP, Prospectus and RoC filing of the same, follow up and coordination till final approval from all regulatory authorities	Motilal Oswal
3.	Drafting and approval of statutory advertisements	Motilal Oswal
4.	Drafting and approval of other publicity material including non-statutory advertisement, corporate advertisement, brochure, etc. and filing of media compliance report with SEBI	Motilal Oswal
5.	Appointment of all other intermediaries (e.g. Registrar(s), Printer(s), Monitoring Agency and Banker(s) to the Issue, Advertising agency etc.) including coordinating all agreements to be entered with such parties	Motilal Oswal
6.	International Institutional Marketing of the Issue, which will cover, inter alia: • International Institutional Marketing strategy; • Finalising the list for division of investors for meetings; and • Finalizing international road show and investor meeting schedules	Motilal Oswal
7.	Preparation of road show presentation and FAQs	Motilal Oswal
8.	Domestic Institutional Marketing of the Issue, which will cover, inter alia: • Domestic Institutional Marketing strategy; • Finalising the list for division of investors for meetings; and • Finalizing domestic road show schedules and investor meeting schedules	Motilal Oswal
9.	Non-institutional marketing of the Issue which will cover, inter alia, formulating marketing strategies for Non-institutional Investors	Motilal Oswal
10.	Retail Marketing of the Issue, which will cover, inter alia, • Formulating marketing strategies, preparation of publicity budget; • Finalizing Media and PR strategy; • Finalizing centres for holding conferences for press and brokers etc.; • Finalizing collection centres; and • Follow-up on distribution of publicity and Issue material including form, prospectus and deciding on the quantum of the Issue material	Motilal Oswal
11.	Managing the book and finalization of pricing in consultation with the Company and the Selling Shareholders	Motilal Oswal
12.	Coordination with Stock-Exchanges for book building software, bidding terminals, mock trading and intimation to stock exchanges for anchor portion etc. and deposit of 1% security deposit	Motilal Oswal
13.	Post-issue activities, management of escrow accounts, finalization of the basis of Allotment based on technical rejections, basis advertisement, listing of instruments, demat credit and refunds/unblocking of funds, payment of the applicable STT, coordination with SEBI and Stock	Motilal Oswal

Sr. No.	Activity	Responsibility
	Exchanges for refund of 1% security deposit and coordination with various agencies connected with the post-issue activity such as registrars to the issue, bankers to the issue, SCSBs, including responsibility for execution of underwriting arrangements, as applicable	

Legal Counsel to the Issue

Khaitan & Co
One Indiabulls Centre
13th Floor, Tower 1
841 Senapati Bapat Marg
Mumbai – 400 013
Telephone: +91 22 6636 5000
Facsimile: +91 22 6636 5050

Registrar to the Issue

Link Intime India Private Limited
C-101, 1st Floor, 247 Park
Lal Bahadur Shastri Marg
Vikhroli (West), Mumbai – 400 083
Telephone: +91 22 4918 6200
Facsimile: +91 22 4918 6195
Email: nihilent.ipo@linkintime.co.in
Investor grievance e-mail: nihilent.ipo@linkintime.co.in
Website: www.linkintime.co.in
Contact Person: Shanti Gopalkrishnan
SEBI Registration No: INR000004058

Escrow Bank

[●]

Public Issue Account Bank

[●]

Refund Bank

[●]

Designated Intermediaries

Self –Certified Syndicate Banks

The list of banks that have been notified by SEBI to act as the SCSBs for the ASBA process is provided on the website of SEBI at http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35, or at such other website as may be prescribed by SEBI from time to time. A list of the Designated Branches of the SCSBs, with which a Bidder (other than an Anchor Investor), not bidding through the Syndicate/sub-syndicate or through a Registered Broker, CRTA or CDP may submit the Bid cum Application Forms, is available at http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35, or at such other website as may be prescribed by SEBI from time to time.

Syndicate SCSB Branches

In relation to Bids (other than Bids by Anchor Investor) submitted to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of Bid cum Application Forms from the members of the Syndicate is available on the website of the SEBI (http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35), or at such other website as may be prescribed by SEBI from time to time. For more information on such branches collecting Bid cum Application Forms from the Syndicate at Specified Locations, see the website of the SEBI (http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35).

Registered Brokers

Bidders can submit Bid cum Application Forms in the Issue using the stock broker network of the Stock Exchanges, *i.e.* through the Registered Brokers at the Broker Centres. The list of the Registered Brokers, including details such as postal address, telephone number and e-mail address, is provided on the websites of BSE and NSE at www.bseindia.com and www.nseindia.com, respectively, as may be updated from time to time. In relation to ASBA Bids submitted to the Registered Brokers at the Broker Centres, the list of branches of the SCSBs at the Broker Centres named by the respective SCSBs to receive deposits of the ASBA Forms from the Registered Brokers will be available on the website of the SEBI (www.sebi.gov.in) or at such other website as may be prescribed by SEBI from time to time.

Collecting Registrar and Share Transfer Agents

The list of the CRTAs eligible to accept Bid cum Application Forms at the Bidding Centres, including details such as address, telephone number and e-mail address, are provided on the websites of BSE and NSE at www.bseindia.com and www.nseindia.com, respectively, as may be updated from time to time.

Collecting Depository Participants

The list of the CDPs eligible to accept ASBA Forms at the Bidding Centres, including details such as name and contact details, are provided on the websites of BSE and NSE at www.bseindia.com and www.nseindia.com, respectively, as may be updated from time to time.

Auditors to our Company

Price Waterhouse Chartered Accountants LLP
Chartered Accountants
7th Floor, Tower A, Wing 1, Business Bay, Airport Road
Yerwada, Pune 411 006, Maharashtra, India
Telephone: +91 20 4100 4444
Facsimile: +91 20 4100 6161
E-mail: ipo.pd@in.pwc.com
ICAI Firm Registration Number: 012754N/N500016
Peer Review Number: 007678*
**Peer review certificate dated December 15, 2014 of Price Waterhouse Chartered Accountants LLP was valid for a period of three years. Price Waterhouse Chartered Accountants LLP is subject to an ongoing peer review process by the Peer Review Board of the Institute of Chartered Accountants of India and the renewal of peer review certificate is under process.*

Bankers to our Company

FirstRand Bank Limited
TCG Financial Centre, 5th Floor
C-53, G Block, Bandra Kurla Complex
Mumbai – 400 051
Telephone: +91 22 6625 8755
Facsimile: +91 22 6625 8676
Email: akanksha.gupta@firstrand.co.in
Website: www.firstrand.co.in
Contact Person: Akanksha Gupta

Credit Rating

As the Issue comprises of Equity Shares, there is no credit rating for the Issue.

Grading of the Issue

No credit agency registered with SEBI has been appointed in respect of obtaining grading for the Issue.

Appraising Entity

No appraising agency has been appointed in respect of any of the Objects of the Issue.

Monitoring Agency

In terms of Regulation 16(1) of the SEBI ICDR Regulations, a monitoring agency shall be appointed to monitor the utilisation of the Net Proceeds and details thereof shall be updated, prior to the registration of the Red Herring Prospectus with the RoC. For further details, please see "*Objects of the Issue-Monitoring of Utilisation of Funds*" on page 93.

Experts

Except as stated below, our Company has not obtained any expert opinions:

Our Company has received written consent dated August 9, 2018 from the Statutory Auditors, namely, Price Waterhouse Chartered Accountants LLP, Chartered Accountants to include its name as an expert under Section 26 of the Companies Act, 2013 in this Draft Red Herring Prospectus in relation to the reports of the Statutory Auditors dated August 9, 2018, on the Restated Standalone Financial Information and Restated Consolidated Financial Information of our Company, included in this Draft Red Herring Prospectus and such consent has not been withdrawn up to the time of delivery of this Draft Red Herring Prospectus. A written consent under the provisions of the Companies Act, 2013 is different from a consent filed with the U.S. Securities and Exchange Commission under Section 7 of the U.S. Securities Act, which is applicable only to transactions involving securities registered under the U.S. Securities Act. As the Equity Shares are proposed to be offered as a part of an initial public offering in India and the Equity Shares have not been and will not be registered under the U.S. Securities Act, the Statutory Auditors have not given consent under Section 7 of the U.S. Securities Act. In this regard, the Statutory Auditors have given consent to be referred to as "experts" in this Draft Red Herring Prospectus in accordance with the requirements of the Companies Act, 2013. The term "experts" as used in this Draft Red Herring Prospectus is different from those defined under the U.S. Securities Act, which is applicable only to transactions involving securities registered under the U.S. Securities Act. The reference to the Statutory Auditors as "experts" in this Draft Red Herring Prospectus is not made in the context of the U.S. Securities Act but solely in the context of this initial public offering in India.

Trustees

As the Issue comprises of Equity Shares, there are no trustees appointed for the Issue.

Book Building Process

Book building, in the context of the Issue, refers to the process of collection of Bids from investors on the basis of the Red Herring Prospectus and the Bid cum Application Forms. The Price Band and the Minimum Bid Lot size will be decided by our Company and the Selling Shareholders, in consultation with the BRLM, and will be advertised in all editions of [●] (a widely circulated English national daily newspaper), all editions of [●] (a Hindi national daily newspaper) and the [●] edition of [●] (a widely circulated Marathi newspaper, Marathi being the regional language of Maharashtra where our Registered Office is located), at least five Working Days prior to the Bid/Issue Opening Date and shall be made available to the Stock Exchanges for the purposes of uploading on their respective websites. The Issue Price will be decided by our Company and the Selling Shareholders, in consultation with the BRLM, after the Bid/Issue Closing Date.

All Bidders (except Anchor Investors) can participate in this Issue only through the ASBA process. Anchor Investors are not permitted to participate in the Issue through the ASBA process.

In terms of the SEBI ICDR Regulations, QIBs and Non-Institutional Investors are not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail

Individual Investors can revise their Bid(s) during the Bid/Issue Period and withdraw their Bid(s) until Bid/Issue Closing Date. Anchor Investors are not allowed to withdraw their Bids after the Anchor Investor Bidding Date. Except Allocation to Retail Individual Investors and the Anchor Investors, Allocation in the Issue will be on a proportionate basis. Allocation to the Anchor Investors will be on a discretionary basis.

Each Bidder by submitting a Bid in the Issue, will be deemed to have acknowledged the above restrictions and the terms of the Issue.

For further details on method and process of Bidding, see "*Issue Structure*" and "*Issue Procedure*" on pages 412 and 420, respectively.

Bidders should note the Issue is also subject to obtaining (i) final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment; and (ii) the final approval of the RoC after the Prospectus is filed with the RoC.

Illustration of Book Building Process and the Price Discovery Process

For an illustration of the Book Building Process and the price discovery process, see "*Issue Procedure – Part B – Basis of Allocation – Illustration of the Book Building and Price Discovery Process*" on page 454.

Underwriting Agreement

After the determination of the Issue Price and allocation of Equity Shares but prior to the filing of the Prospectus with the RoC, our Company and the Selling Shareholders intend to enter into an Underwriting Agreement with the Underwriters for the Equity Shares proposed to be offered through the Issue. Pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriters will be several and will be subject to certain conditions to closing, as specified therein.

The Underwriting Agreement is dated [●]. The Underwriters have indicated their intention to underwrite the following number of Equity Shares:

(This portion has been intentionally left blank and will be filled in before filing of the Prospectus with the RoC)

Name, address, telephone, facsimile and e-mail of the Underwriters	Indicative number of Equity Shares to be underwritten	Amount underwritten (₹ in million)
[●]	[●]	[●]
[●]	[●]	[●]

The abovementioned amounts are provided for indicative purposes only and would be finalised after the determination of the Issue Price and finalisation of the Basis of Allotment, subject to the provisions of the SEBI ICDR Regulations.

In the opinion of our Board of Directors (based on representations made to our Company by the Underwriters), the resources of the Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full. The Underwriters are registered with the SEBI under Section 12(1) of the SEBI Act or registered as brokers with the Stock Exchange(s). Our Board/IPO Committee, at its meeting held on [●], has accepted and entered into the Underwriting Agreement mentioned above on behalf of our Company.

Allocation among the Underwriters may not necessarily be in proportion to their underwriting commitments set forth in the table above. Notwithstanding the above table, the Underwriters shall be severally responsible for ensuring payment with respect to Equity Shares allocated to Bidders procured by them in accordance with the Underwriting Agreement.

The extent of underwriting obligations, and the Bids to be underwritten in the Issue shall be as per the Underwriting Agreement.

In the event of any default in payment, the respective Underwriter, in addition to other obligations defined in the Underwriting Agreement, will also be required to procure subscriptions for/subscribe to Equity Shares to the extent of the defaulted amount in accordance with the Underwriting Agreement.

CAPITAL STRUCTURE

The share capital of our Company, as of the date of this Draft Red Herring Prospectus, is set forth below:

	Particulars	Aggregate nominal value (in ₹)	Aggregate value at Issue Price* (in ₹)
A	**AUTHORISED SHARE CAPITAL** (1)		
	40,000,000 Equity Shares of face value ₹10 each	400,000,000	-
	Total	**400,000,000**	-
B	**ISSUED, SUBSCRIBED AND PAID UP SHARE CAPITAL BEFORE THE ISSUE AS OF THE DATE OF THIS DRAFT RED HERRING PROSPECTUS**		
	19,965,800 Equity Shares of face value ₹10 each	199,658,000	-
	Total	**199,658,000**	-
C	**PRESENT ISSUE** (2)		
	Issue of up to [●] Equity Shares of face value ₹10 each aggregating upto ₹[●] million	[●]	[●]
	which includes		
	Fresh Issue of up to [●] Equity Shares of face value ₹10 each aggregating up to ₹2,500 million	[●]	[●]
	Offer for Sale of up to 21,25,599 Equity Shares of face value ₹10 each by the Selling Shareholders, aggregating upto ₹ [●] million	[●]	[●]
E	**ISSUED, SUBSCRIBED AND PAID UP SHARE CAPITAL AFTER THE ISSUE**		
	[●] Equity Shares of face value ₹10 each	[●]	[●]
F	**SECURITIES PREMIUM ACCOUNT**		
	Before the Issue	96,166,000	
	After the Issue	[●]	

***** *To be updated upon finalisation of Issue Price.*

(1) *For details of the changes in the authorised share capital of our Company, see "History and Certain Corporate Matters – Amendments to our Memorandum of Association" on page 139.*

(2) *The Issue has been authorized by our Board of Directors pursuant to a resolution passed at its meeting held on May 15, 2018 and by a resolution of our Shareholders passed in their extraordinary general meeting held on July 10, 2018.*

Notes to Capital Structure

1. Equity share capital history of our Company

The history of the equity share capital of our Company is provided in the following table:

Date of allotment of Equity Shares	No. of Equity Shares	Face value per Equity Share (₹)	Issue price per Equity Share (₹)	Nature of consideration	Reason/Nature of allotment	Cumulative number of Equity Shares	Cumulative paid up equity share capital (₹)
May 29, 2000	200	10	10	Cash	Subscription to MoA (1)	200	2,000
March 25, 2001	7,254,870	10	20.03	Cash	Further issue (2)	7,255,070	72,550,700
March 25, 2001	10,800	10	10	Cash	Further issue (3)	7,265,870	72,658,700
April 20, 2001	7,725,130	10	20.03	Cash	Further issue (4)	14,991,000	149,910,000
June 21, 2001	1,990,000	10	10	Cash	Further issue (5)	16,981,000	169,810,000
October 31, 2001	2,567,300	10	-	Other than cash	Allotment of sweat equity shares in accordance with	19,548,300	195,483,000

Date of allotment of Equity Shares	No. of Equity Shares	Face value per Equity Share (₹)	Issue price per Equity Share (₹)	Nature of consideration	Reason/Nature of allotment	Cumulative number of Equity Shares	Cumulative paid up equity share capital (₹)
					Section 79A of the Companies Act, 1956 (6)		
September 12, 2002	30,000	10	-	Other than cash	Allotment of sweat equity shares in accordance with Section 79A of the Companies Act, 1956 (7)	19,578,300	195,783,000
October 9, 2002	67,500	10	-	Other than cash	Allotment of sweat equity shares in accordance with Section 79A of the Companies Act, 1956 (8)	19,645,800	196,458,000
January 28, 2005	133,332	10	10	Cash	Further issue (9)	19,779,132	197,791,320
May 16, 2005	66,668	10	10	Cash	Further issue (10)	19,845,800	198,458,000
August 24, 2005	120,000	10	-	Other than cash	Allotment of sweat equity shares in accordance with Section 79A of the Companies Act, 1956 (11)	19,965,800	199,658,000

(1) *100 Equity Shares allotted to L. C. Singh and 100 Equity Shares allotted to Nimisha Singh.*

(2) *Equity Shares allotted to Hatch Investments (Mauritius) Limited.*

(3) *10,000 Equity Shares allotted to Employee Welfare Trust (held through its trustees), 100 Equity Shares each allotted to Santosh Pande, Minoo Dastur, Namadeva Prabhu Basrur, Srinivas Adavirao Kulkarni, Vistasp A. Wadia, Subramaniam Iyer, Shobha Agarwal and Karuna Agarwal.*

(4) *Equity Shares allotted to Hatch Investments (Mauritius) Limited.*

(5) *Equity Shares allotted to Employee Welfare Trust (held through its trustees).*

(6) *2,019,800 Equity Shares allotted to L. C. Singh, 180,000 Equity Shares allotted to Santosh Pande, 40,000 Equity Shares allotted to Subramaniam Iyer, 100,000 Equity Shares allotted to Srinivas Adavirao Kulkarni, 50,000 Equity Shares allotted to Minoo Dastur, 112,500 Equity Shares allotted to Namadeva Prabhu Basrur, 40,000 Equity Shares allotted to Shobha Agarwal and 25,000 Equity Shares allotted to Vistasp Wadia. 40,100 Equity Shares allotted to Subramaniam Iyer were subsequently transferred to the employee welfare trust pursuant to a settlement agreement entered with our Company on termination of his employment.*

(7) *Equity Shares allotted to Karuna Agarwal.*

(8) *20,000 Equity Shares allotted to Santosh Pande, 25,000 Equity Shares allotted to Srinivas Adavirao Kulkarni, 12,500 Equity Shares allotted to Namadeva Prabhu Basrur and 10,000 Equity Shares allotted to Shobha Agarwal.*

(9) *Equity Shares allotted to Sunil Kumar Singhal.*

(10) *Equity Shares allotted to Sunil Kumar Singhal.*

(11) *75,000 Equity Shares allotted to Minoo Dastur, 20,000 Equity Shares allotted to Karuna Agarwal, 25,000 Equity Shares allotted to Ashok Sontakke.*

2. **Equity Shares issued for consideration other than cash**

Except as set forth below, our Company has not issued any Equity Shares for consideration other than cash:

Date of allotment of the Equity Shares	Name of allottees	Number of the Equity Shares	Face value (₹)	Reasons for allotment	Benefits accrued to our Company
October 31, 2001	L. C. Singh	2,019,800	10	Allotment of sweat equity shares in accordance with Section 79A of the Companies Act, 1956	Allotment to certain employees in lieu of services provided
	Santosh Pande	180,000			
	Subramaniam Iyer	40,000*			
	Srinivas Adavirao Kulkarni	100,000			
	Minoo Dastur	50,000			
	Namadeva Prabhu Basrur	112,500			
	Shobha Agarwal	40,000			
	Vistasp Wadia	25,000			
A (total)		**2,567,300**			
September 12, 2002	Karuna Agarwal	30,000	10	Allotment of sweat equity shares in accordance with Section 79A of the Companies Act, 1956	Allotment to certain employees in lieu of services provided
B (total)		**30,000**			
October 9, 2002	Santosh Pande	20,000	10	Allotment of sweat equity shares in accordance with Section 79A of the Companies Act, 1956	Allotment to certain employees in lieu of services provided
	Srinivas Adavirao Kulkarni	25,000			
	Namadeva Prabhu Basrur	12,500			
	Shobha Agarwal	10,000			
C (total)		**67,500**			
August 24, 2005	Minoo Dastur	75,000	10	Allotment of sweat equity shares in accordance with Section 79A of the Companies Act, 1956	Allotment to certain employees in lieu of services provided
	Karuna Agarwal	20,000			
	Ashok Sontakke	25,000			
D (total)		**120,000**			
Total (A+B+C+D)		**2,784,800**			

*****_40,100 Equity Shares allotted to Subramaniam Iyer were subsequently transferred to the Employee Welfare Trust pursuant to a settlement agreement entered with our Company on termination of his employment._

3. Our Company has not issued any Equity Shares or preference shares during the one year preceding the date of filing of this Draft Red Herring Prospectus.

4. Our Company has not allotted any Equity Shares in terms of any scheme approved under Sections 391-394 of the Companies Act, 1956 or Sections 230-232 of the Companies Act, 2013.

5. Our Company has not made any issue of specified securities at a price lower than the Issue Price during the preceding one year from the date of filing of this Draft Red Herring Prospectus.

6. Our Company has not issued any Equity Shares out of revaluation reserves since incorporation. Our Company has not revalued its assets since incorporation.

7. **History of build-up, contribution and lock-in of Promoter's shareholding**

   As on the date of this Draft Red Herring Prospectus, our Promoters hold in aggregate, 15,828,781 Equity Shares, which constitutes 79.28% of the issued, subscribed and paid-up equity share capital of our Company. The details regarding our Promoters' shareholding is set out below.

A. Build-up of Promoter's shareholding in our Company

Set forth below is the build-up of the equity shareholding of our Promoters, since incorporation of our Company:

(i) L. C. Singh

Sr. No.	Date of allotment/ transfer	Nature of allotment/ Details of transfer	Number of Equity Shares	Face Value (₹)	Issue/ transfer Price per Equity Share (₹)	Nature of consideration	Percentage of pre-issue paid-up capital (%)	Percentage of post-issue paid-up capital (%)
1.	June 2, 2000	Subscription to MOA	100	10	10	Cash	0.001	[●]
2.	March 23, 2001	Transfer from Nimisha Singh	100	10	10	Cash	0.001	[●]
3.	October 31, 2001	Allotment of sweat equity shares	2,019,800	10	-	Other than cash	10.12	[●]
Total			**2,020,000**				**10.12**	

(ii) Hatch Investments (Mauritius) Limited

Sr. No.	Date of allotment/ transfer	Nature of allotment/ Details of transfer	Number of Equity Shares	Face Value (₹)	Issue/ transfer Price per Equity Share (₹)	Nature of consideration	Percentage of pre-issue paid-up capital (%)	Percentage of post-Issue paid-up capital (%)
1.	March 25, 2001	Allotment	7,254,870	10	20.03**	Cash	36.34	[●]
2.	April 20, 2001	Allotment	7,725,130	10	20.03**	Cash	38.69	[●]
3.	August 02, 2006	Transfer to Vastu IT Private Limited	(1,171,219)	(10)	-	-	(5.87)	[●]
Total			**13,808,781**				**69.16**	

** *Rounded off to two decimal points*

All the Equity Shares held by our Promoters were fully paid-up on the respective date of acquisition of such Equity Shares. Further, none of the Promoters are beneficiaries of the Employee Welfare Trust.

B. Shareholding of our Promoter and Promoter Group

Set forth below is the shareholding of our Promoters and Promoter Group in our Company as on the date of this Draft Red Herring Prospectus:

Sr. No.	Name of shareholder	Pre-Issue		Post-Issue	
		Number of Equity Shares	Percentage of equity share capital (%)	Number of Equity Shares	Percentage of equity share capital (%)
(A) Promoters					
1.	Hatch Investment (Mauritius) Limited	13,808,781	69.16	[●]	[●]
2.	L. C. Singh	2,020,000	10.12	[●]	[●]
	Total (A)	**15,828,781**	**79.28**	[●]	[●]
(B) Promoter Group					
1.	Vastu IT Private Limited	1,171,219	5.87	[●]	[●]
	Total (B)	**1,171,219**	**5.87**	**[●]**	**[●]**
	Total (A+B)	**17,000,000**	**85.15**	[●]	[●]

C. Details of Minimum Promoter's Contribution locked-in for three years

Pursuant the SEBI ICDR Regulations, an aggregate of 20% of the fully diluted post-Issue paid up equity share capital of our Company held by the Promoters shall be provided towards minimum promoter's contribution and be locked-in for a period of three years from the date of Allotment ("**Minimum Promoter's Contribution**").

Set forth below are the details of the Equity Shares that will be locked up as Minimum Promoter's Contribution for a period of three years from the date of Allotment in the Issue.

Name of the Promoter	No. of Equity Shares held pre-Issue	No. of Equity Shares to be locked-in#	Date of allotment of Equity Shares	Date of acquisition and when made fully paid-up	Acquisition price	Nature of transaction	Face value per Equity Share (₹)	% of pre-Issue equity share capital	% of the fully diluted post-Issue equity paid- up capital
L. C. Singh	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
Hatch Investment (Mauritius) Limited	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]

** To be updated at the Prospectus stage.*
 # For a period of three years from the date of Allotment.

For details on the build-up of the equity share capital held by our Promoters, see "- *Build-up of our Promoters' shareholding in our Company*" on page 76.

Our Promoters, Hatch Investments (Mauritius) Limited and Mr. L. C Singh have *vide* their letters dated August 8, 2018 and August 9, 2018, respectively, consented to the inclusion of such number of Equity Shares held by them, in aggregate, as may constitute 20% of the fully diluted post-Issue equity share capital of our Company as Minimum Promoter's Contribution.

Further, our Promoters have, severally and not jointly, agreed to not sell, transfer, charge, pledge or otherwise encumber in any manner the Minimum Promoter's Contribution from the date of filing this Draft Red Herring Prospectus, until the expiry of the lock-in period specified above, or for such other time as required under SEBI ICDR Regulations, except as may be permitted, in accordance with the SEBI ICDR Regulations.

All the Equity Shares held by our Promoters were fully paid-up on the respective date of acquisition of such Equity Shares.

The Minimum Promoter's Contribution has been brought in to the extent of not less than the specified minimum lot and from the person identified as 'Promoter' under the SEBI ICDR Regulations. The Equity Shares that are being locked-in are not, and will not be, ineligible for computation of Minimum Promoter's contribution under Regulation 33 of the SEBI ICDR Regulations. In this regard, our Company confirms that:

(i) the Equity Shares offered as part of the Minimum Promoter's Contribution do not comprise Equity Shares acquired during the three years preceding the date of this Draft Red Herring Prospectus for consideration other than cash and where revaluation of assets or capitalisation of intangible assets was involved or bonus issue out of revaluations reserves or unrealised profits or against Equity Shares that are otherwise ineligible for computation of Minimum Promoter's Contribution;

(ii) the Minimum Promoter's Contribution does not include Equity Shares acquired during the one year preceding the date of this Draft Red Herring Prospectus at a price lower than the price at which the Equity Shares are being offered to the public in the Issue; and

(iii) our Company has not been formed by conversion of a partnership firm into a company and hence, no Equity Shares have been issued in the one year immediately preceding the date of this Draft Red Herring Prospectus pursuant to conversion from a partnership firm;

(iv) Except Hatch Investments (Mauritius) Limited, whose Equity Shares will be dematerialised prior to filing of the Red Herring Prospectus, the Equity Shares held by our Promoters and offered as part of the Minimum

Promoter’s Contribution, are in dematerialised form; and

(v) the Equity Shares held by our Promoters that are offered as part of the Minimum Promoters’ Contribution are not subject to any pledge or any other encumbrance.

D. Details of pre-Issue equity share capital locked-in for one year

In terms of Regulation 37 of the SEBI ICDR Regulations, the entire pre-Issue equity share capital shall be locked-in for a period of one year from the date of Allotment, except (a) the Minimum Promoter’s Contribution which shall be locked in as above; and (b) Offered Shares which are successfully transferred as part of the Offer for Sale; (c) 117,300 Equity Shares held by the current employees of the Company as on the date of this Draft Red Herring Prospectus which were transferred to them by the Employee Welfare Trust pursuant to the exercise of options granted under the various ESOP Schemes.

The aforesaid lock-in arrangement shall be subject to any subsequent amendments to the lock-in requirements under applicable provisions of the SEBI ICDR Regulations. Any unsubscribed portion of the Offered Shares would also be locked in as required under the SEBI ICDR Regulations.

E. Lock in of Equity Shares Allotted to Anchor Investors

Any Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked-in for a period of 30 days from the date of Allotment.

F. Other requirements in respect of lock-in

Pursuant to Regulation 39 of the SEBI ICDR Regulations, Equity Shares held by our Promoters, which are locked-in for a period of one year from the date of Allotment, may be pledged only with scheduled commercial banks or public financial institutions as collateral security for loans granted by such banks or public financial institutions, provided that the pledge of such Equity Shares is one of the terms of the sanction of such loans. Equity Shares locked-in as Minimum Promoter’s Contribution for three years can be pledged only if in addition to fulfilling the aforementioned requirements, such loans have been granted by such scheduled commercial banks or public financial institutions for the purpose of financing one or more of the objects of the Issue.

In terms of Regulation 40 of the SEBI ICDR Regulations, Equity Shares held by our Promoters may be transferred to a member of the Promoter Group or a new promoter or persons in control of our Company, subject to continuation of lock-in applicable to the transferee for the remaining period and compliance with provisions of the Takeover Regulations as applicable and such transferee shall not be eligible to transfer them till the lock-in period stipulated in SEBI ICDR Regulations has expired.

Further, in terms of Regulation 40 of the SEBI ICDR Regulations, Equity Shares held by persons other than our Promoters prior to the Issue and locked-in for a period of one year, may be transferred to any other person holding Equity Shares which are locked in along with the Equity Shares proposed to be transferred, subject to the continuance of the lock-in at the hands of the transferee and compliance with the provisions of the Takeover Regulations.

8. ***Details of Offered Shares being sold in the Issue***

The following shareholders are offering for sale an aggregate of 2,125,599 Equity Shares in this Issue pursuant to the consent letters issued to our Board of Directors:

Sr. No.	Name of the shareholder	No. of Equity Shares held as on the date of this Draft Red Herring Prospectus	No. of Equity Shares offered	Date of the consent/ transmittal letter
1.	Vastu IT Private Limited (Promoter Group)	1,171,219	1,171,219	08-Jul-18
2.	Minoo Darab Dastur.	230,100	230,100	03-Jul-18
3.	Shobha Agarwal	80,100	80,100	04-Jul-18

Sr. No.	Name of the shareholder	No. of Equity Shares held as on the date of this Draft Red Herring Prospectus	No. of Equity Shares offered	Date of the consent/ transmittal letter
4.	Karuna Agarwal	55,100	55,100	07-Jul-18
5.	Robin Virendrakumar Rastogi	50,000	50,000	05-Jul-18
6.	Sundaresan Narayan	55,000	50,000	10-Jul-18
7.	Selva Manoharan Philip	45,000	45,000	10-Jul-18
8.	Abhay Yeshwant Ghate	51,800	41,500	11-Jul-18
9.	Santosh Pande	200,100	40,000	06-Jul-18
10.	Ashok Raghunath Sontakke	40,000	40,000	04-Jul-18
11.	Bommireddipalli Ravi Teja	38,500	38,500	10-Jul-18
12.	Vineet Bahal	44,000	36,000	10-Jul-18
13.	Vijay Shivaji Zende	35,400	30,000	11-Jul-18
14.	Kiran Kisanrao Chaudhari	29,500	29,500	04-Jul-18
15.	Abhimanyu Kumar Sinha	30,080	25,080	03-Jul-18
16.	Nishant Baranwal	25,000	25,000	04-Jul-18
17.	Kamlesh Ashok Sancheti	21,000	15,000	08-Jul-18
18.	Namadeva Prabhu Basrur	125,100	12,500	04-Jul-18
19.	Shrikant Janardan Brahme	12,000	12,000	04-Jul-18
20.	Shohel Noor Haji Mohammed	15,500	10,000	10-Jul-18
21.	Vimala Seshadri	9,000	9,000	03-Jul-18
22.	Abhijit Vishwanath Bongale	8,000	8,000	03-Jul-18
23.	Sandeep Sreedharan	8,000	8,000	02-Jul-18
24.	Hemant Manohar Garud	9,000	7,000	04-Jul-18
25.	Sameer Bapat	9,500	5,500	11-Jul-18
26.	Biju Pillai	5,000	5,000	10-Jul-18
27.	Sabhajeet S Giri	12,000	5,000	04-Jul-18
28.	Ashok Ankushrao Borate	5,000	5,000	07-Jul-18
29.	Anurag B Shah	4,700	4,700	06-Jul-18
30.	Rajesh K Sajnani	9,000	4,500	07-Jul-18
31.	Manisha C Mulay	5,000	4,000	09-Jul-18
32.	Girish R Sarolkar	3,400	3,400	03-Jul-18
33.	Farhad Khambata	3,000	3,000	10-Jul-18
34.	Vishwas Kulkarni	2,600	2,600	11-Jul-18
35.	Arindam Dutta	3,000	2,500	05-Jul-18
36.	Rahul Surendrasing Bhandari	5,000	2,500	11-Jul-18
37.	Roiz Vivienne Carol	3,000	2,000	09-Jul-18
38.	Abhijit Pantoji	1,800	1,800	03-Jul-18
39.	Avijit Karmakar	3,000	1,500	20-Jul-18
40.	Gurumukh Das Maheshwari	1,200	1,200	02-Jul-18
41.	Sachidanand Ramrao Kulkarni	1,200	1,200	06-Jul-18
42.	Nilesh V Dharwadkar	1,500	1,000	11-Jul-18
43.	Vishal Madhusudan Dhanuka	1,200	600	09-Jul-18
Total		**2,468,599**	**2,125,599**	

The Equity Shares being offered in this Issue have been held by the respective Selling Shareholder for a period of more than one year prior to the filing of the Draft Red Herring Prospectus with SEBI.

9. **Shareholding of our Directors and/or Key Management Personnel**

Except as set forth below, none of our Directors or Key Management Personnel hold any Equity Shares as on the date of this Draft Red Herring Prospectus:

Sr. No.	Name of the Shareholder	Designation	No. of Equity Shares*	Percentage of pre-Issue

				shareholding (%)
Directors				
1.	L. C. Singh	Executive Vice Chairman & Whole Time Director	2,020,000	10.12
2.	Minoo Dastur	President and Chief Executive Officer, Director	230,100	1.15
3.	Santosh Pande	Independent Director	200,100	1.00
Key Management Personnel				
1.	Shubhabrata Banerjee	Group Chief Financial Officer	75,000	0.38
2.	Sundaresan Narayanan	Vice President –Strategic Initiatives	55,000	0.28
3.	Abhay Ghate	Vice President Strategic Initiatives	51,800	0.26
4.	Robin Rastogi	Vice President and Regional Head- Australia	50,000	0.25
5.	Vineet Bahal	Senior Vice President - Techno Commercial	44,000	0.22
6.	Rahul S. Bhandari	Group Legal Officer and Company Secretary	5,000	0.03
Total			**2,731,000**	**13.69**

** As of the date of this Draft Red Herring Prospectus*

10. **Equity Shares held by top ten shareholders**

The following are the details of the top ten shareholders of our Company, as on the date of this Draft Red Herring Prospectus, ten days prior to the date of this Draft Red Herring Prospectus and two years prior to the date of this Draft Red Herring Prospectus:

Sr. No.	Name of the Shareholder	No. of Equity Shares	Percentage of pre-Issue shareholding (%)	Percentage of post-Issue shareholding (%)
1.	Hatch Investments Mauritius Limited	13,808,781	69.16	[●]
2.	L. C. Singh	2,020,000	10.12	[●]
3.	Employee Welfare Trust held through its trustee IDBI Trusteeship Services Limited	1,321,420	6.62	[●]
4.	Vastu IT Private Limited	1,171,219	5.87	[●]
5.	Minoo Dastur	230,100	1.15	[●]
6.	Santosh Pande	200,100	1.00	[●]
7.	Sunil Kumar Singhal	200,000	1.00	[●]
8.	Namdeva Prabhu Basrur	125,100	0.63	[●]
9.	Shobha Agarwal	80,100	0.40	[●]
10.	Shubhabrata Banerjee	75,000	0.38	[●]
Total		**19,231,820**	**96.32**	[●]

11. **Our shareholding pattern**

Set forth below is the shareholding pattern of our Company as on the date of this Draft Red Herring Prospectus.

Category (I)	Category of Shareholder (II)	No. of Shareholders (III)	No. of fully paid up Equity Shares held (IV)	No. of partly paid-up Equity Shares held (V)	No. of shares underlying depository receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+ (VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of voting rights held in each class of securities (IX) No of voting rights			No. of shares underlying outstanding convertible securities (including warrants) (X)	Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)= (VII)+(X) As a % of (A+B+C2)	Number of locked in shares (XII)		Number of shares pledged or otherwise encumbered (XIII)		Number of Equity Shares held in dematerialised form (XIV)
								Class - Equity	Total	Total as a % of (A+B+C)			No. (a)	As a % of total shares held (b)	No. (a)	As a % of total shares held (b)	
(A)	**Promoters and Promoter Group**	**3**	**17,000,000**	**-**	**-**	**17,000,000**	**85.15**	**17,000,000**	**17,000,000**	**85.15**	**-**	**85.15**	**-**	**-**	**-**	**-**	**3,191,219**
(B)	**Public**	**62**	**1,644,380**	**-**	**-**	**1,644,380**	**8.24**	**1,644,380**	**1,644,380**	**8.24**	**-**	**8.24**	**-**	**-**	**-**	**-**	**14,79,880**
(C)	**Non-Promoter Non-Public**	**1**	**1,321,420**	**-**	**-**	**1,321,420**	**6.62**	**1,321,420**	**1,321,420**	**6.62**	**-**	**6.62**	**-**	**-**	**-**	**-**	**1,321,420**
(C) (1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C) (2)	Shares held by Employee Trusts	1	1,321,420	-	-	1,321,420	6.62	1,321,420	1,321,420	6.62	-	6.62	-	-	-	-	1,321,420
	Total (A)+(B)+(C)	**66**	**19,965,800**	**-**	**-**	**19,965,800**	**100.0**	**19,965,800**	**19,965,800**	**100.00**	**-**	**100.00**	**-**	**-**	**-**	**-**	**59,92,519**

12. **Employee Stock Option Scheme**

Our Company had instituted an Employee Stock Option Plan ("**ESOP Plan**"), pursuant to a resolution of our Board passed in its meeting held on March 3, 2002 and a resolution of our Shareholders passed at their extraordinary general meeting held on March 3, 2002. Pursuant to the ESOP Plan, our Company had allotted 2,000,000 Equity Shares to the Employee Welfare Trust.

Under the ESOP Plan, our Company formulated the following employee stock options schemes: (i) The Nihilent Technologies Private Limited – Joining Employee Stock Option Scheme; (ii) The Nihilent Technologies Private Limited – Employee Stock Option Scheme 2002; (iii) The Nihilent Technologies Private Limited – Employee Stock Option Scheme 2005; (iv) The Nihilent Technologies Private Limited – Employee Stock Option Scheme 2006; (v) The Nihilent Technologies Private Limited – Employee Stock Option Scheme 2007; (vi) The Nihilent Technologies Private Limited – Employee Stock Option Scheme 2010; and (vii) The Nihilent Technologies Limited – Employee Stock Option Scheme 2015 (collectively the "**ESOP Schemes**").

All the options granted under these ESOP schemes have been either exercised or cancelled and therefore these employee stock option schemes have been considered closed.

Details of grants, exercise and lapsed options prior to this Draft Red Herring Prospectus under all the ESOP Schemes on a cumulative basis are as follows:

Particulars	Details
Total options granted	14,03,000
Options forfeited/lapsed/cancelled	599,320*
Options exercised	803,680
Total number of Equity Shares arising as result of exercise of options	803,680
Total number of vested options in force	Nil
Total number of options in force	Nil

**This includes all lapsed employee stock options which were available for fresh grant under the ESOS and were cancelled by the Board of Directors at its meeting held on May 15, 2018.*

13. Except Hatch Investments (Mauritius) Limited, whose Equity Shares will be dematerialised prior to filing of the Red Herring Prospectus, the Equity Shares held by our Promoters and members of our Promoter Group are held in dematerialised form.

14. The members of the Promoter Group, or the directors of our Promoter, or our Directors and their immediate relatives have not sold or purchased any Equity Shares during the six months immediately preceding the date of this Draft Red Herring Prospectus.

15. Our Company, our Directors or the BRLM have not entered into any buy-back and/or standby arrangements for the purchase of Equity Shares.

16. As on the date of this Draft Red Herring Prospectus there are no outstanding warrants, options or rights to convert debentures, loans or other convertible instruments or any rights, which would entitle the Promoters or the Shareholders or any other person any option to acquire/receive any Equity Shares after the Issue.

17. The Equity Shares are fully paid-up and there are no partly paid-up Equity Shares as on date of this Draft Red Herring Prospectus. The Equity Shares issued pursuant to this Issue shall be fully paid-up at the time of Allotment.

18. Our Company shall not make any further issue of Equity Shares and/or any securities convertible into Equity Shares, whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner, during the period commencing from filing of this Draft Red Herring Prospectus with SEBI until the Equity Shares have been listed on the Stock Exchanges or all application monies have been refunded, as the case may be.

19. Our Company presently does not intend or propose to nor has it entered into any negotiations or consideration to alter its capital structure for a period of six months from the Bid/Issue Opening Date, by way of split or consolidation of the denomination of Equity Shares, or further issue of Equity Shares (including issue of securities convertible into or exchangeable for, directly or indirectly into Equity Shares), whether on a preferential basis or issue of bonus issue of

Equity Shares or on a rights basis or by way of further public issue of Equity Shares or qualified institutions placement or otherwise.

20. There shall be only one denomination of the Equity Shares, unless otherwise permitted by law.

21. Except for 1,171,219 Equity Shares proposed to be sold in the Offer for Sale by Vastu IT Private Limited, our Promoters and the members of the Promoter Group will not participate in the Issue. Accordingly, other than with respect to the Offer for Sale by Vastu IT, the Promoters and members of the Promoter Group will not receive any proceeds from the Issue.

22. There has been no financing arrangement whereby the members of the Promoter Group, or the directors of our Promoter, or our Directors and their relatives have financed the purchase by any other person of securities of our Company other than in normal course of the business of the financing entity during the period of six months immediately preceding the date of this Draft Red Herring Prospectus.

23. Total number of Shareholders of our Company as on the date of this Draft Red Herring Prospectus are 66.

24. As on the date of this Draft Red Herring Prospectus, none of the Equity Shares are subject to any pledge or encumbrance.

25. No payment, direct or indirect in the nature of discount, commission, and allowance or otherwise shall be made either by us or by our Promoters to the persons who are Allotted Equity Shares pursuant to the Issue.

26. No person connected with the Issue, including, but not limited to, the BRLM, the members of the Syndicate, our Company, the Selling Shareholders, our Subsidiaries, our Directors, our Promoters or the members of the Promoter Group and our Group Companies, shall offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any Bidder for making a Bid in the Issue.

27. Our Company has not made any public issue of its Equity Shares or rights issue of any kind since its incorporation.

28. The BRLM and its associates do not hold any Equity Shares as on the date of this Draft Red Herring Prospectus. The BRLM and its affiliates may engage in transactions with and perform services for our Company in the ordinary course of business or may in the future engage in commercial banking and investment banking transactions with our Company, our Subsidiaries and/or the Selling Shareholders, for which they may in the future receive customary compensation.

29. Any over-subscription to the extent of 10% of the Issue can be retained for the purpose of rounding off to the nearer multiple of minimum allotment lot.

30. The Issue is being made through the Book-Building process, in accordance with Regulation 26(1) of the SEBI ICDR Regulations, wherein not more than 50% of the Issue shall be available for allocation on a proportionate basis to QIBs. Our Company and Selling Shareholders may, in consultation with the BRLM, allocate up to 60% of the QIB Portion to Anchor Investors, on a discretionary basis, out of which at least one-third will be available for allocation to domestic Mutual Funds only, subject to valid Bids being received from domestic Mutual Funds at or above the Issue Price. In the event of under-subscription or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only and the remainder of the Net QIB Portion, including any unsubscribed portion of the reservation for Mutual Funds, if any, shall be available for allocation on a proportionate basis to QIBs, including Mutual Funds, subject to valid Bids being received from them at or above the Issue Price. Further, not less than 15% of the Issue shall be available for allocation on a proportionate basis to Non-Institutional Investors and not less than 35% of the Issue shall be available for allocation to Retail Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Issue Price. Under-subscription if any, in any category, except in the QIB Portion, would be allowed to be met with spill over from any other category or a combination of categories at the discretion of our Company and the Selling Shareholders in consultation with the BRLM and the Designated Stock Exchange. Subject to availability of Equity Shares, each Retail Individual Investor shall be Allotted not less than the minimum Bid Lot, and the remaining Equity Shares, if available, shall be allotted to all Retail Individual Investors on a proportionate basis.

31. A Bidder cannot make a Bid exceeding the number of Equity Shares offered through this Issue and subject to the investment limits or maximum number of Equity Shares that can be held by them under applicable law. For more information see "*Issue Procedure*" on page 420.

32. Our Company shall comply with such disclosure and accounting norms as may be specified by SEBI from time to time.

33. Except for Mutual Funds sponsored by entities related to the BRLM, Syndicate Members and any persons related to the BRLM or Syndicate Members cannot apply in the Issue under the Anchor Investor Portion. No person related to our Promoters or other members of the Promoter Group shall apply under the Anchor Investor Portion.

34. Our Company shall ensure that transactions in the Equity Shares by our Promoters and the members of the Promoter Group during the period between the date of registering the Red Herring Prospectus with the RoC and the Bid/Issue Closing Date, if any, shall be reported to the Stock Exchanges within 24 hours of such transaction.

OBJECTS OF THE ISSUE

The Issue comprises of a Fresh Issue and an Offer for Sale.

The Offer for Sale

The Selling Shareholders will be entitled to the proceeds of the Offer for Sale after deducting their proportion of Issue related expenses. Our Company will not receive any proceeds from the Offer for Sale.

Net Proceeds

The details of the Net Proceeds are set forth in the table below:

Particulars[(1)]		**Estimated Amount (in ₹million)**
Gross proceeds of the Fresh Issue		Up to 2,500
Less:	Issue expenses to be borne by our Company[(1)]	[●]
Net Proceeds		**[●]**

(1) To be determined on finalisation of the Issue Price and updated in the Prospectus prior to the filing with the Registrar of Companies.

The Fresh Issue

Our Company proposes to utilise the Net Proceeds towards funding the following objects:

1. Funding inorganic growth;
2. Replacement and upgradation activities at our corporate office;
3. Relocating our branch office and setting up a Heuristic testing center in Chennai;
4. Setting up of a user experience laboratory ("**UX Lab**") and a media laboratory; and
5. General corporate purposes.

In addition we expect to achieve the benefits of listing our Equity Shares on the Stock Exchanges, which we believe amongst other things will maintain and enhance our brand image and visibility as well as make future ESOP Schemes more effective in retaining employees.

The main objects and objects incidental and ancillary to the main objects as set out in our Memorandum of Association enable us to undertake our existing business activities and the activities for which funds are being raised by us through the Fresh Issue.

Requirement of Funds and Utilisation of Net Proceeds

The Net Proceeds are proposed to be utilised in the manner as set forth below:
(In ₹ million)

Particulars	**Total Estimated Utilization from Net Proceeds**	**Amount to be deployed in Fiscal**		
		2019	**2020**	**2021**
Funding inorganic growth	1,256.10	333.33	410.33	521.43
Replacement and upgradation activities at our corporate office	242.63	121.32	121.31	-
Relocating our branch office and setting up a Heuristic testing center in Chennai	188.12	-	188.12	-
Setting up of a user experience laboratory ("UX Lab") and a media laboratory	130.69	130.69	-	-
General corporate purposes*	[●]	[●]	[●]	[●]
Total	**[●]**	**[●]**	**[●]**	**[●]**

** The amount will be finalised upon determination of the Issue Price.*

The above fund requirements, deployment of funds and the intended use of the Net Proceeds as described herein are based on our current business plan, management estimates and for certain objects, quotations from suppliers. Moreover, we may be required to revise our estimated expenditure, fund allocation and deployment schedule, owing to factors such as general or local economic and business conditions, escalation in costs, increased competition, changes in design or configuration of the premises identified by us, incurring pre-operative expenses and other external factors, which may not be within the control of our management. Our fund requirements have not been appraised by any bank or financial institution or any other external agency. The funding requirements and deployment as mentioned above may have to be revised and may entail rescheduling and / or revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure at the discretion of our management, subject to compliance with applicable law. For further details, please see *Risk Factor No. 19 - Our funding requirements and proposed deployment of the Net Proceeds are based on management estimates and have not been independently appraised, and may be subject to change based on various factors, some of which are beyond our control.*" on page 26. In the event the estimated utilization of the Net Proceeds in a scheduled Fiscal Year is not completely utilised, the same shall be done in the subsequent Fiscal Year. Further, if the Net Proceeds are not completely utilised for the objects stated above by Fiscal Year 2021 due to factors such as: (i) economic and business conditions; (ii) timely completion of the Issue; (iii) market conditions outside the control of our Company; and (iv) other commercial considerations; the Net proceeds would be utilised (in part or full) in subsequent periods as may be determined by our Company in accordance with the applicable law.

Further, increased fund requirements for a particular purpose may be financed by surplus funds, if any, available in respect of the other purposes for which funds are being raised in this Fresh Issue. In case of a shortfall in raising requisite capital from the Net Proceeds towards meeting the objects of the Fresh Issue, we may explore a range of options including utilising our internal accruals and seeking debt from financial institutions and other lenders. We believe that such alternate arrangements would be available to fund any such shortfalls.

Details of the Objects of the Issue

The details in relation to the objects of the Fresh Issue are set forth below:

1. Funding inorganic growth

We have been very successful in selectively identifying, completing and integrating strategic acquisitions in the past. Post our acquisitions, we have been able to develop synergies with the acquired business and have leveraged these existing businesses and their brand equity to enter into new business segments, geographies and expand our service offerings. Our past acquisitions have also complemented our digital transformation capabilities, by bringing in strong IP–backed expertise in the areas of data science, analytics BI and machine learning amongst others. For instance, our acqusition of erstwhile GNet has helped strengthen our digital strategy execution capabilities and increase our presence in the United States. Similarly, we have acquired a 61 percent shareholding in Intellect Bizware Services Private Limited ("**Intellect**"), an ERP implementation, support and consulting services company located in Mumbai which has majority of clients based in India. This acquisition has helped us strengthen and expand our presence in India and has also provided us with an opportunity to sell their services in multiple geographies where we operate. In October 2016, we acquired a 100 percent shareholding in ICRA Techno Analytics Limited (now known as Nihlent Analytics Limited), a company based in Kolkata specializing in data analytics and machine learning, from ICRA Limited, a Moody's Company.

Since we have been able to successfully acquire and integrate companies in the past, we intend to continue to grow inorganically through acquiring and integrating companies that complement our competencies and enable us to achieve our business objectives.

***Rationale for acquisitions*:**

The following are the key objectives which we intend to achieve while considering as acquisition:

(a) **To gain new clients and expand our service offerings:** We intend to continue expanding our range of service offerings to increase business from our existing clients as well as acquire new clients. Further, due to the dynamic nature of our business, we often receive requests from existing as well as new clients to provide certain services which are not part of our current service offering. In light of this, similar to our past acquisitions, it is important that an acquisition enables us to increase our service offerings, gain new clients as well as provides us with a platform to cross sell our existing services to new clients.

(b) **To enhance our technological capabilities:** As our clients seek complex solutions, we believe our acquisitions will help us to stay relevant with emerging technologies. We intend to identify acquisition targets with expertise in areas such as machine learning, advanced analytics, big data, mobile systems, social media, natural language processing, the IOT and predictive BI.

(c) **Enhancing our geographical reach:** One of our strategies is to increase our customer and revenue from geographies such as the United States, Europe and other emerging markets. To achieve this, we seek to acquire entities which have a geographical presence in these regions. This would help us to either establish our presence or enhance our service offerings in these regions. Additionally, we look at acquisitions that help us obtain a more localised knowledge about the requirements of a particular market or client.

Acqusition process:

Our acquistion strategy is supervised by our Board. While acquiring a company, we typically follow the process menitoned below:

- Identifying the target company. We have appointed SA Global Advisors who will be assisting us in identifying some of our proposed acqusitions. SA Global Advisors has advised us on the acquisition of GNet;

- Entering into a non-disclosure agreement with the target company;

- Conducting a detailed due diligence of the target company by hiring relevant specialists,external advisors and agencies; and

- On satisfactory conclusion of the due diligence exercise, our Company enters into definitive agreements to acquire the target company based on the approval of the Board and the shareholders, if required.

Acqusition of the balance shareholding in Intellect

Our Company has entered into a Share Purchase and Shareholders' Agreement ("**SPSA**") dated September 1, 2015 with Intellect along with Mr. Syed Sabahat Kazi, Mr. Lingam Gopalakrishna and Mr. Sanjay Prabhakar Gupte (jointly referred to as "**Key Shareholders**"). Under the terms of the SPSA, our Company has acquired 61% of the equity shareholding of IBSPL and has a right and option to acquire the balance shareholding of the IBSPL. The SPSA provides that our Company has the option to acquire the balance shareholding in the following manner: 10% in FY 2019; 10% in FY 2020 and 9% in FY 2021. The Company also has the option to acquire the balance shareholding in one tranche. The acquisition price for the balance shareholding is based on a valuation methodology which is linked to a targeted EBITDA determined by the parties vis à vis the actual EBITDA achieved at the end of each year in the manner set forth in the SPSA (the actual EBITDA may be subject to the adjustments based on the mutual discussion between the parties). Since the acquisition price of the balance shareholding of IBSPL is linked to a valuation methodology set forth in the SPSA, the exact value cannot be determined at this stage. We may acquire another tranche amouting to 10% of the shareholding of Intellect prior to listing. We intend to use the a part of the Net Proceeds allocated for inorganic growth to acquire the balance shareholding in Intellect which would remain with the Key Shareholders, post listing.

As on the date of this Draft Red Herring Prospectus, except for the acquisition of the balance shareholding in Intellect pursuant to the SPSA as mentioned above, we have not entered into any definitive agreements towards any furture acquisitions. The amount of Net Proceeds allocated for inorganic growth is based on our management's current estimates from our discussions and negotiations with potential targets and partners and other relevant considerations. The actual deployment of the funds will depend on a number of factors, including the timing, nature, size and number of strategic acqusitions undertaken, as well as general factors affecting our results of operation, financial condition and access to capital. These factors will also determine the form of investment for these potential strategic initiatives, i.e., whether they will involve equity, debt or any other instrument or combination thereof. The portion of the Net Proceeds allocated towards this object may not be the total value or cost of any such strategic initiatives, but is expected to provide us with sufficient financial leverage to enter into binding agreements. In the event that there is a shortfall of funds required for such strategic initiatives, such shortfall shall be met out of our internal accruals or debt or any combination thereof.

2. Replacement and upgradation activities at our corporate office

As a consulting and IT services company, we continually spend to upgrade our hardware and sofware. As a result, our Company intends to utilise ₹242.62 million from the Net Proceeds for purchase of IT hardware and software at our corporate office in Pune. The requirement assessment has been made on the basis of projects in hand as well as projects expected. The break up of the expenses proposed to be incurred to purchase IT hardware and software is listed below:

Particulars*	Vendors	Amount (in ₹ million)
Hardware		
Communication equipment (LED television, projector, webcam, speakers/microphones)	AS Infotech E-Solutions Private Limited ("AS Infotech")	0.81
Network equipment (network switch, Wi-Fi access points)	AS Infotech	4.44
Network server	Sunfire Technologies Private Limited ("Sunfire")	15.44
Replacement, new and project specific laptops	AS Infotech, Rahul Commerce Private Limited	115.20
Printers (Multi Function Printers)	AS Infotech	0.17
Tech equipment – Misc	Om Enterprises, AS Infotech	6.10
Hardware Total		**142.16**
Software		
Cloud solutions from Microsoft (Microsoft Azure)	Dimension Data India Private Limited ("**Dimension Data India**")	3.64
Development (Visual Studio, MS SQL, MS Sharepoint)	Dimension Data India	25.38
Deployment and monitoring tools (robotic process automation and DevOps)	Dimension Data India	17.00
IOT Hub (MS IOT Hub/Event Manager)	Dimension Data India	47.30
Licenses for MS Window Server (250 licenses for WindowsServer CAL)	Dimension Data India	2.11
Network monitoring and reporting software (ManageEnginer)	Softcell Technologies Limited	4.10
R&D (Miscellaneous hardware for R&D including Mobile Devices, Hard Drives and RAM sticks)	AS Infotech	0.94
Software Total		**100.47**
Total Expense		**242.63**

**The above figures are based on quotations received from various vendors*

We have received quotations from various vendors which are valid as on the date of this Draft Red Herring Prospectus. However, we have not entered into any definitive agreements with any of these vendors and there can be no assurance that the same vendors would be engaged to eventually supply the above mentioned items at the same costs. The abovementioned quantities are based on management estimates. Further, the above estimate do not include freight costs, taxes, import duties and installation costs, flutuations in currency rates. We intend to meet this costs from our internal accruals. We do not intend to purchase any second-hand items.

3. Relocating our branch office and setting up a Heuristic testing centre in Chennai

We are currently operating our Chennai branch office from a 2,750 square feet leased premises. We intend to increase the scale of our operations in Chennai to offer services such as consulting, heuristic testing and design thinking. Towards this objective, we intend to shift our current branch office to a another leased premises which the management estimates to be around 11,500 square feet. We intend to utilise ₹188.12 million from the Net Proceeds towards expenses incurred for design and fit outs, purchase additional hardware and software and for setting up a heuristic testing centre. Our heuristic testing centre will enable us to provide specialised end-to-end Testing as a Service ("**TaaS**") to our clients. This gives clients the assurance that the systems and applications developed help their businesses to achieve their objectives and requirements and predicts the risk associated with their systems or the products before they go live. We intend to equip our heuristic testing centre with tools to undertake multiple large-scale testing engagements and equipment to track user experience and usability across a range of devices and environments.The break up of the expenses proposed to be incurred is listed below:

Particulars*	**Vendors**	**Amount (in ₹ million)**
Civil construction, fit outs and electronic equipments	Elements	64.30
Purchasing UPS systems	Consul Neowatt Power Solutions Private Limited	2.59
Networking equipment (network switch, Wi-Fi access points)	Cubix	16.10
Network Servers	AS Infotech, Sunfire	11.44
Laptops (Alienware)	AS Infotech	30.00
Tech equipment (eye tracker, emotion analytics, eye scanner biometric and motion sensors)	Om Enterprises	9.70
Equipments (Cloudbees DevOptics)	AS Infotech	5.00
Editing and productivity software (Office 365 and MS Visual Studio)	Dimension Data India	12.99
Robotic process automation software (UI Path)	Dimension Data India	36.00
Total Expense		**188.12**

We have received quotations from various vendors which are valid as on the date of this Draft Red Herring Prospectus. However, we have not entered into any definitive agreements with any of these vendors and there can be no assurance that the same vendors would be engaged to eventually supply the above mentioned items at the same costs. The abovementioned quantities are based on management estimates. We do not intend to purchase any second-hand items.

4. Setting up User Experience Lab and Media laboratory

UX Lab in Mumbai

Our UX Lab is primarily used for our design thinking and digital transformation projects. We intend to equip our UX Lab with devises and tools to enable our customers to monitor and analyse our services. Our UX Lab can also be used by customers for carrying out end user testing of their products and solutions as well as for ideation workshops for their upcoming initiatives. For further details on our UX Lab please see section titled "*Our Business – UX Labs*" on page 120. We propose to leverage from our experience in setting up a UX Lab in Pune to set up another UX Lab in Mumbai. We intend to lease a premise to set up this UX Lab and our management estimate that the area required to set up this UX Lab will be around 7,000 square feet. Our new UX Lab in Mumbai will be equipped with the following capabilities:

- **Sensors**: We intend to purchase sensors for identification and verification of fingerprints, facial expressions and guestures and audio recognition.
- **Simulation room**: We intend to set up a simulation room to create a simulated environment of the actual business ecosystem, using augmented realty and virtual realty where possible to determine how customers behave in an environment.
- **Observation room:** This room would enable our design team to record, retrieve, and assess the user interactions non-intrusively. This room is equipped with a number of tools that allow us to qualitatively and quantitatively gather data and insights from customer interactions.
- **Design room**: We intend to set up our design room with specialist equipment and digital solutions such as smart boards, heat mapping software and speech recognition tools.

Media Laboratory in Pune

We propose to set up a Media Laboratory in Pune.We intend to use this media laboratory to create video content which can be used by us to help us to explain concepts to our clients as well as enable our client to visualise and futuristic scenarios to clients with the help of augmented realty and virtual realty. We also intend to use the media laboratories to record and curate stakeholder interviews and videos for strategic engagements. The media laboratory will also test video effectiveness using emotion analysitcs and engagement sensors such as eye tracker and guesture movements.

Our Company intends to utilise ₹130.69 million from the Net Proceeds towards setting up of this UX Lab in Mumbai, and media laboratory in Pune. The break-up of the proposed expenses are as follows:

Particulars*	**Vendors**	**UX Lab Amount (₹ million)**	**Media lab Amount (₹ million)**
Civil construction, fit outs and electronic equipments	Elements	40.30	7.00
Purchasing UPS systems	Consul Neowatt Power Solutions Private	1.05	-
Networking equipment (Network Switch, Wi-Fi Access Points)	Cubix	16.10	-
Network servers	AS Infotech, Sunfire	11.44	-
Laptops (Alienware)	AS Infotech Solution	6.00	1.00
Tech equipment (eye tracker, emotion analytics, eye scanner, biometric and motion sensors, cameras and lenses)	Fifth Dimension, Om Enterprises	6.10	20.34
Equipments (Cloudbees DevOptics and Radio Locus brainwave kit)	AS Infotech	2.20	-
Editing and productivity software (Office 365 and MS Visual Studio)	Dimension Data India	1.73	0.43
Robotic process automation software (UI Path)	Dimension Data India	17.00	-
Total Expense		**101.92**	**28.77**

* *The above figures are based on quotations received from various vendors.*

General corporate purposes

Our Company proposes to deploy the balance Net Proceeds aggregating to ₹[●] million towards general corporate purposes, subject to such utilisation not exceeding 25% of the Gross Proceeds, in compliance with the SEBI Regulations. The general corporate purposes for which our Company proposes to utilise Net Proceeds include purchasing office premises, meeting working capital requirements, strenghtening our Company's R&D capabilities and meeting exigencies and expenses incurred, by our Company in the ordinary course of business. In addition to the above, our Company may utilise the Net Proceeds towards other expenditure (in the ordinary course of business) considered expedient and as approved periodically by the Board or a duly constituted committee thereof, subject to compliance with necessary provisions of the Companies Act. Our Company's management, in accordance with the policies of the Board, shall have flexibility in utilising surplus amounts, if any.

Issue Expenses

The total expenses of the Issue are estimated to be approximately ₹ [●] million. Other than listing fees, which will be paid by the Company, all other Issue related expenses shall be shared amongst the Company and the Selling Shareholders, as agreed between them in compliance with applicable law, upon successful completion of the Issue. Any payments made by our Company in relation to the Issue on behalf of the Selling Shareholders shall be reimbursed by the Selling Shareholders as agreed between the Company and the Selling Shareholders.

The break-up of the estimated Issue related expenses is set forth below:

Sr. No.	**Activity**	**Estimated amount*** **(₹ in million)**	**As a % of total estimated Issue related expenses***	**As a % of Issue Size***
1.	Payment to the BRLM (including brokerage and selling commission)	[●]	[●]	[●]
2.	Selling commission and processing fees for SCSBs and brokerage, selling commission and bidding charges for the Members of the Syndicate, Registered Brokers, RTAs and CDPs (1) (2) (3)	[●]	[●]	[●]

Sr. No.	Activity	Estimated amount* (₹ in million)	As a % of total estimated Issue related expenses*	As a % of Issue Size*
3.	Fees payable to the Registrar to the Issue	[●]	[●]	[●]
4.	Others: i. Listing fees, SEBI filing fees, book building software fees and other regulatory expenses; ii. Printing and stationery expenses; iii. Advertising and marketing for the Issue; iv. Monitoring Agency Expenses v. Fees payable to legal counsel; and vi. Miscellaneous	[●]	[●]	[●]
	Total Estimated Issue related expenses	[●]	[●]	[●]

* *To be incorporated in the Prospectus after finalisation of the Issue Price.*
(1) *SCSBs will be entitled to a processing fee of ₹ [●] (plus applicable service tax) per ASBA Form, for processing the ASBA procured by Designated Intermediaries (other than the SCSBs themselves) from Retail Individual Bidders and Non-Institutional Bidders and submitted to the SCSBs.*

(2) *Registered Brokers, RTAs and CDPs will be entitled to bidding charges/uploading charges of ₹ [●] (plus applicable service tax) per valid ASBA Form which are directly procured by them from Retail Individual Bidders and Non-Institutional Bidders, uploaded on the electronic bidding system of the Stock Exchanges and submitted to the SCSBs for processing.*

(3) *Selling commission payable to Members of the Syndicate, SCSBs, RTAs and CDPs on Bids directly procured from Retail Individual Bidders and Non-Institutional Bidders would be as follows:*

Portion for Retail Individual Bidders	*[●]% of the Amount Allotted* (plus applicable service tax)*
Portion for Non-Institutional Bidders	*[●]% of the Amount Allotted* (plus applicable service tax)*

** Amount Allotted is the product of the number of Equity Shares Allotted and the Issue Price.*

Further, the Members of Syndicate, RTAs and CDPs will be entitled to bidding charges/uploading charges of ₹ [●] (plus applicable service tax) per valid ASBA Form. The terminal from which the Bid has been uploaded will be taken into account in order to determine the total bidding charges payable to the relevant RTA/CDP.

The commissions and processing fees shall be payable within 30 Working Days post the date of the receipt of the final invoices of the respective intermediaries by the Company or in accordance with the agreements / engagement letters entered into between the Company and the respective intermediaries.

For the avoidance of doubt, all of the above shall be subject to applicable Service Tax, Swachh Bharat Cess and Krishi Kalyan Cess, to the extent applicable.

Means of Finance

The fund requirements set out above are proposed to be entirely funded from the Net Proceeds. Accordingly, our Company confirms that there is no requirement to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, excluding the Net Proceeds.

Interim use of Net Proceeds

Our Company, in accordance with the policies established by the Board from time to time, will have flexibility to deploy the Net Proceeds. Pending utilisation for the purposes described above, our Company will deposit the Net Proceeds only with scheduled commercial banks included in Second Schedule of Reserve Bank of India Act, 1934. In accordance with Section 27 of the Companies Act, 2013, our Company confirms that it shall not use the Net Proceeds for any investment in the equity markets.

Bridge Financing Facilities

Our Company has not raised any bridge loans from any bank or financial institution as on the date of this Draft Red Herring Prospectus, which are proposed to be repaid from the Net Proceeds.

Monitoring utilisation of funds

Our Company has appointed [●] as the monitoring agency in relation to the Issue. Our Board and the Monitoring Agency will monitor the utilisation of Net Proceeds of the Issue and the Monitoring Agency will submit its report to our Board in terms of Regulation 16(2) of the SEBI ICDR Regulations.

Pursuant to the SEBI Listing Regulations, our Company shall on a quarterly basis disclose to the Audit Committee the uses and application of the Net Proceeds. The Audit Committee shall make recommendations to our Board for further action, if appropriate. Our Company shall, on an annual basis, prepare a statement of funds utilised for purposes other than those stated in this Draft Red Herring Prospectus and place it before the Audit Committee. Such disclosure shall be made only till such time that all the Net Proceeds have been utilised in full. The statement shall be certified by the Statutory Auditors of our Company. Furthermore, in accordance with Regulation 32 of SEBI Listing Regulations, our Company shall furnish to the Stock Exchanges on a quarterly basis, a statement including material deviations, if any, in the utilisation of the Net Proceeds of the Issue from the objects of the Issue as stated above.

Variation in objects

In accordance with Sections 13(8) and 27 of the Companies Act, 2013, our Company shall not vary the objects of the Fresh Issue without our Company being authorised to do so by the Shareholders by way of a special resolution through a postal ballot. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution ("**Postal Ballot Notice**") shall specify the prescribed details as required under the Companies Act, 2013. The Postal Ballot Notice shall simultaneously be published in the newspapers, one in English and one in Marathi, the regional language of the jurisdiction where our Registered Office is situated.

Other confirmations

Our Company has received quotes from Dimension Data India, a related party of the Company. Our Company will undertake all transactions with Dimension Data India in compliance with applicable law. No part of the Net Proceeds will be paid by our Company to our Directors, or Key Management Personnel, except in the normal course of business and in compliance with applicable law.

BASIS FOR ISSUE PRICE

The Issue Price will be determined by our Company in consultation with the BRLM, based on the assessment of market demand for the Equity Shares offered through the Book Building Process and on the basis of quantitative and qualitative factors as described below. The face value of the Equity Shares is ₹ 10 each and the Issue Price is [●] times the face value at the lower end of the Price Band and [●] times the face value at the higher end of the Price Band. Bidders should see "*Our Business*", "*Risk Factors*" and "*Financial Statements*" on pages 112, 18 and 181, respectively, to have an informed view before making an investment decision.

Qualitative Factors

We believe the following business strengths provide us with a competitive advantage in the Industry:

- Integrated business consulting and IT services approach, with a focus on enterprise transformation through our change management solutions;
- Long-standing relationships with clients;
- Significant geographic presence and ability to integrate acquisitions;
- Strong and tenured management team.

Quantitative Factors

The information presented below relating to our Company is based on the Restated Consolidated Financial Information and Restated Standalone Financial Information. For details, see "*Financial Statements*" beginning on page 181.

Some of the quantitative factors which may form the basis for computing the Issue Price are as follows:

A. Basic and Diluted Earnings Per Share ("EPS"):

On a Consolidated Basis

Period Ended	Basic EPS		Diluted EPS	
	EPS for par value of ₹ 10 per share (in ₹)	Weight	EPS for par value of ₹ 10 per share (in ₹)	Weight
Fiscal 2016	13.98	1	13.97	1
Fiscal 2017	14.11	2	14.11	2
Fiscal 2018	24.64	3	24.64	3
Weighted average	**19.35**		**19.35**	

On a Standalone Basis

Period Ended	Basic EPS		Diluted EPS	
	EPS for par value of ₹ 10 per share (in ₹)	Weight	EPS for par value of ₹ 10 per share (in ₹)	Weight
Fiscal 2016	14.00	1	13.98	1
Fiscal 2017	15.04	2	15.04	2
Fiscal 2018	24.18	3	24.18	3
Weighted average	**19.44**		**19.43**	

Formula used for calculation of EPS is given below:

$$\text{Basic Earnings per share (₹)} : \frac{\text{Net profit as restated, attributable to equity shareholders}}{\text{Weighted average number of equity shares outstanding during the year}}$$

$$\text{Diluted Earnings per share (₹)} : \frac{\text{Net profit as restated, attributable to equity shareholders}}{\text{Weighted average number of dilutive equity shares outstanding during the year}}$$

B. Price/Earning ("P/E") ratio in relation to Price Band of ₹ [●] to ₹ [●] per Equity Share:

Particulars	P/E based on the lower end of the Price Band		P/E based on the higher end of the Price Band	
	Basic EPS	Diluted EPS	Basic EPS	Diluted EPS
Restated Consolidated Financials as at [●]	[●]	[●]	[●]	[●]
Restated Standalone Financials as at [●]	[●]	[●]	[●]	[●]

C. Industry P/E ratio

Highest P/E Ratio (x)	27.96
Lowest P/E Ratio (x)	20.93
Industry Composite P/E Ratio (x)	23.46

D. Return on Net Worth ("RoNW")

On a Consolidated Basis

Period Ended	RoNW (%)	Weight
Fiscal 2016	17.11	1
Fiscal 2017	14.37	2
Fiscal 2018	22.38	3
Weighted average	**18.57**	

On a Standalone Basis

Period Ended	RoNW (%)	Weight
Fiscal 2016	13.83	1
Fiscal 2017	12.57	2
Fiscal 2018	18.61	3
Weighted average	**15.80**	

Formula used for calculation of RoNW is given below:

Return on net worth (%) : $\frac{\textit{Net profit after tax as restated}}{\textit{Net worth as at the end of the year}}$

E. Minimum Return on Total Net Worth after Issue needed to maintain Pre-Issue EPS for the year ended [●]

Particulars	At Floor Price	At Cap Price
To maintain pre-Issue basic EPS		
On Consolidated basis	[●]	[●]
On Standalone basis	[●]	[●]
To maintain pre-Issue diluted EPS		
On Consolidated basis	[●]	[●]
On Standalone basis	[●]	[●]

F. Net Asset Value per Equity Share

Financial Year ended	Consolidated (₹)	Standalone (₹)
March 31, 2016	81.73	101.22
March 31, 2017	98.14	119.57
March 31, 2018	110.12	129.98
Issue price	[●]	[●]
After the Issue	[●]	[●]

Net Asset Value (NAV) per equity share (₹): $\frac{\textit{Net worth as restated at the end of the year}}{\textit{Number of equity shares outstanding at the end of the year}}$

G. Comparison with Listed Industry Peers

Name of the company	Total Income (₹ in million)	Face Value per Equity Share (₹)	P/E[3]	EPS (Diluted) (₹)	Return on Net Worth (%)[4]	Net Asset Value/ Share (₹)[5]
Nihilent Limited[1]	4,327.86	10	[●]	24.64	22.38	110.12
Peer Group						
Mindtree Limited[2]	56,530.00	10	27.96	34.28	20.80	167.23
Persistent Systems Limited[2]	31,528.04	10	20.93	40.39	20.18	370.95
Zensar Technologies Limited[2]	31,821.30	10	21.49	53.20	14.77	265.90

Notes:

1. *Based on Restated Consolidated Financial Information of our Company for the Fiscal 2018 and includes revenue from operations and other income.*
2. *Based on consolidated financials for the Financial Year 2018 and includes revenue from operations and other income.*
3. *P/E figures for the peers are computed based on closing market price as on August 8, 2018 of Mindtree Limited, Persistent Systems Limited and Zensar Technologies Limited viz. ₹ 958.55, ₹ 845.50 and ₹ 1,143.25 per equity share, respectively, on BSE (available at www.bseindia.com) divided by diluted EPS based on the annual reports of respective companies.*
4. *Return on Net Worth is calculated as Net Profit After Tax for the year divided by Shareholders Funds (share capital plus reserves and surplus / other equity). For the calculation of Return on Net Worth of our Company, please refer to Annexure XIII: Restated Consolidated Statement of Accounting Ratios.*
5. *Net Asset Value per share is calculated as Shareholders Funds available to equity shareholders divided by paid-up number of equity shares of the Company outstanding as on March 31, 2018. For the calculation of Net Asset Value per Share of our Company, please refer to Annexure XIII: Restated Consolidated Statement of Accounting Ratios.*

H. The Issue Price will be [●] times of the face value of the Equity Shares.

The Issue Price of ₹ [●] has been determined by our Company, in consultation with the BRLM, on the basis of demand from Bidders for Equity Shares through the Book Building Process and is justified in view of the above qualitative and quantitative parameters.

Investors should read the above-mentioned information along with "*Risk Factors*", "*Financial Statements*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 18, 181 and 361, respectively, to have a more informed view. The trading price of the Equity Shares of our Company could decline due to the factors mentioned in "*Risk Factors*" or any other factors that may arise in the future and you may lose all or part of your investments.

I. Average cost of acquisition of Equity Shares by the Promoters is as given below and Issue Price at upper end of Price Band is ₹ [●].

Name of Promoters	Number of Equity Shares held	Average cost of acquisition of Equity Shares (₹)
L. C. Singh	2,020,000	0.001
Hatch Investments (Mauritius) Limited	13,808,781	20.027

STATEMENT OF TAX BENEFITS

Date: August 2, 2018

To,
The Board of Directors
Nihilent Limited
Office No. 403 and 404, 4th floor
Weikfield IT Citi Infopark
Nagar Road, Pune – 411 014
Maharashtra, India

Dear Ma'am/Sirs,

Subject: Statement of possible special tax benefits ('the Statement') available to Nihilent Limited ("the Company") and its shareholders prepared in accordance with the requirement in Schedule VIII – CLAUSE (VII) (L) of Securities and Exchange Board of India (Issue of Capital Disclosure Requirements) Regulations 2009, as amended ('the Regulations')

We hereby report that the enclosed Annexure prepared by the Company, states the possible special tax benefits available to the Company and to the shareholders of the Company under the Income Tax Act, 1961, Customs Act, 1962 and the Central Goods and Services Tax Act, 2017 as amended by the Finance Act, 2018 (i.e. applicable for financial year 2018-19, relevant to the assessment year 2019-20) presently in force in India as on the signing date. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the various Acts as mentioned above. Hence, the ability of the Company or its shareholders to derive the special tax benefits is dependent upon fulfilling such conditions, which is based on business imperatives the Company may face in the future and accordingly, the Company may or may not choose to fulfil.

The benefits discussed in the enclosed Annexure cover only special tax benefits available to the Company and do not cover any general tax benefits available to the company. Further, the preparation of the Statement and its contents is the responsibility of the Management. We were informed that this statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the proposed initial public offering of equity shares of the Company comprising an offer for sale of equity shares by certain shareholders (the "**Proposed Offer**") particularly in view of the fact that certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the possible special tax benefits, which an investor can avail. Neither we are suggesting nor advising the investors to invest money based on the Statement.

We do not express any opinion or provide any assurance as to whether:

- The Company or its shareholders will continue to obtain these benefits in future; or
- The conditions prescribed for availing the benefits have been/ would be met with.

The contents of the enclosed statement are based on information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company.

Our views expressed herein are based on the facts and assumptions indicated to us. No assurance is given that the revenue authorities/ courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes. We shall not be liable to the Company for any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We will not be liable to any other person in respect of this statement.

The enclosed annexure is intended for your information and for inclusion in the Draft Red Herring Prospectus in connection with the proposed issue of equity shares and is not to be used, referred to or distributed for any other purpose without our prior written consent.

For Kirtane & Pandit LLP
Chartered Accountants

ICAI Firm Registration No: 105215W / W100057
Peer Review Certificate No: 009073

CA Mehul R Shah
Partner

Membership No: 129408
Place: Pune
Date: August 2, 2018

ANNEXURE TO THE STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO NIHILENT LIMITED ('THE COMPANY') AND ITS SHAREHOLDERS UNDER THE APPLICABLE TAX LAWS IN INDIA

Outlined below are the possible Special tax benefits available to the Company and its shareholders under the tax laws in force in India (*i.e.* applicable for the Financial Year 2018-19 relevant to the assessment year 2019-20). These benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant tax laws. Hence, the ability of the Company or its shareholders to derive the Special tax benefits is dependent upon fulfilling such conditions, which based on business imperatives it faces in the future, it may or may not choose to fulfil.

UNDER THE INCOME TAX ACT, 1961 ("THE ACT")

A. BENEFITS TO THE COMPANY UNDER THE ACT:

The Company will be entitled to deduction under the sections mentioned hereunder from its total income chargeable to Income Tax.

1. Special tax benefits available to the Company

Relief under section 90 of the Act

As communicated by the management, the company has branches in South Africa, United Kingdom and Ireland. The company is eligible to claim relief under section 90 of the Act against the taxes paid / payable in South Africa , United Kingdom and Ireland respectively, subject to satisfaction of relevant conditions prescribed in the Act / relevant tax treaty, if any.

2. Special Tax Benefits to the shareholders of the Company

There are no Special Tax benefits available to the shareholders of the company.

UNDER THE CUSTOMS ACT, 1962

The Company, being an STP unit, would be permitted to import specified goods without payment of Customs duty (including IGST) subject to fulfilment of prescribed conditions (Notification no. 52/2003-Cus. dated 31 March 2003 as amended from time to time).

UNDER THE Central Goods and Services Tax Act, 2017 (CGST Act)

The Company, being an STP unit, may procure manufactured goods locally without payment of Goods and Services tax subject to fulfilment of prescribed conditions (Section 147 of CGST Act read with notification no. 48/2017-Central Tax dated October 18, 2017)

Notes:

- The above Statement of Possible Special Tax Benefits sets out the provisions of law in a summary manner only and is not a complete analysis or listing full potential tax consequences of the purchase, ownership and disposal of equity shares;

- The above Statement of Possible Special Tax Benefits sets out the Possible Special Tax Benefits available to the Company and its shareholders under the current tax laws presently in force in India;

- This Statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences, the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the issue;

- This statement does not discuss any tax consequences under any law for the time being in force, as applicable of any country outside India. The shareholders / investors are advised to consult their own professional advisors regarding possible Income tax consequences that apply to them in any country other than India.

- In respect of non-residents, the tax rates and the consequent taxation shall be further subject to any benefits available under the Double Taxation Avoidance Agreement, if any, between India and the country in which the non-resident has fiscal domicile / residence.

SECTION IV – ABOUT OUR COMPANY

INDUSTRY OVERVIEW

The following information includes extracts from publicly available information, industry reports, data and statistics and has been extracted from official sources and other sources that we believe to be reliable, but which have not been independently verified by us or the BRLM, or any of our or their respective affiliates or advisers.

While we believe Industry sources and publications and the information contained are generally believed to be reliable, their accuracy, completeness and underlying assumptions are not guaranteed, and their reliability cannot be assured, and, accordingly, investment decisions should not be based on such information. Industry sources and publications are also prepared based on information and estimates as of specific dates and may no longer be current or reflect current trends. Such information, data and estimates may be approximations or use rounded numbers. All references to years in the section below are to calendar years unless specified otherwise.

Global Economic Outlook

A broad-based cyclical global recovery is underway, aided by a rebound in investment and trade, against the backdrop of benign financing conditions, generally accommodative policies, improved confidence, and the dissipating impact of the earlier commodity price collapse. Global growth is expected to be sustained over the next couple of years—and even accelerate somewhat in emerging market and developing economies (EMDEs) thanks to a rebound in commodity exporters. *(Source: Global Economic Prospects, January 2018, World Bank)*

The World Bank forecasts global economic growth to edge up to 3.1 percent in 2018 after a much stronger-than-expected 2017, as the recovery in investment, manufacturing, and trade continues. Growth in advanced economies is expected to moderate slightly to 2.2 percent in 2018, as central banks gradually remove their post-crisis accommodation and the upturn in investment growth stabilizes. Growth in emerging market and developing economies as a whole is projected to strengthen to 4.5 percent in 2018, as activity in commodity exporters continues to recover amid firming prices. *(Source: Global Economic Prospects, January 2018, World Bank)*

Indian Economic Outlook

India has emerged as the fastest growing major economy in the world as per the Central Statistics Organisation (CSO) and International Monetary Fund (IMF) and it is expected to be one of the top three economic powers of the world over the next 10-15 years, backed by its strong democracy and partnerships. India's GDP is estimated to have increased 6.6 per cent in 2017-18 and is expected to grow 7.3 per cent in 2018-19. *(Source: https://www.ibef.org/economy/ indian-economy-overview)*

India's gross domestic product (GDP) at constant prices grew by 7.2 per cent in September-December 2017 quarter as per the Central Statistics Organisation (CSO). Corporate earnings in India are expected to grow by 15-20 per cent in FY 2018-19 supported by recovery in capital expenditure. The tax collection figures between April 2017- February 2018 show an increase in net direct taxes by 19.5 per cent year-on-year and an increase in net direct taxes by 22.2 per cent year-on-year. *(Source: https://www.ibef.org/economy/indian-economy-overview)*

The Global IT-BPM Industry

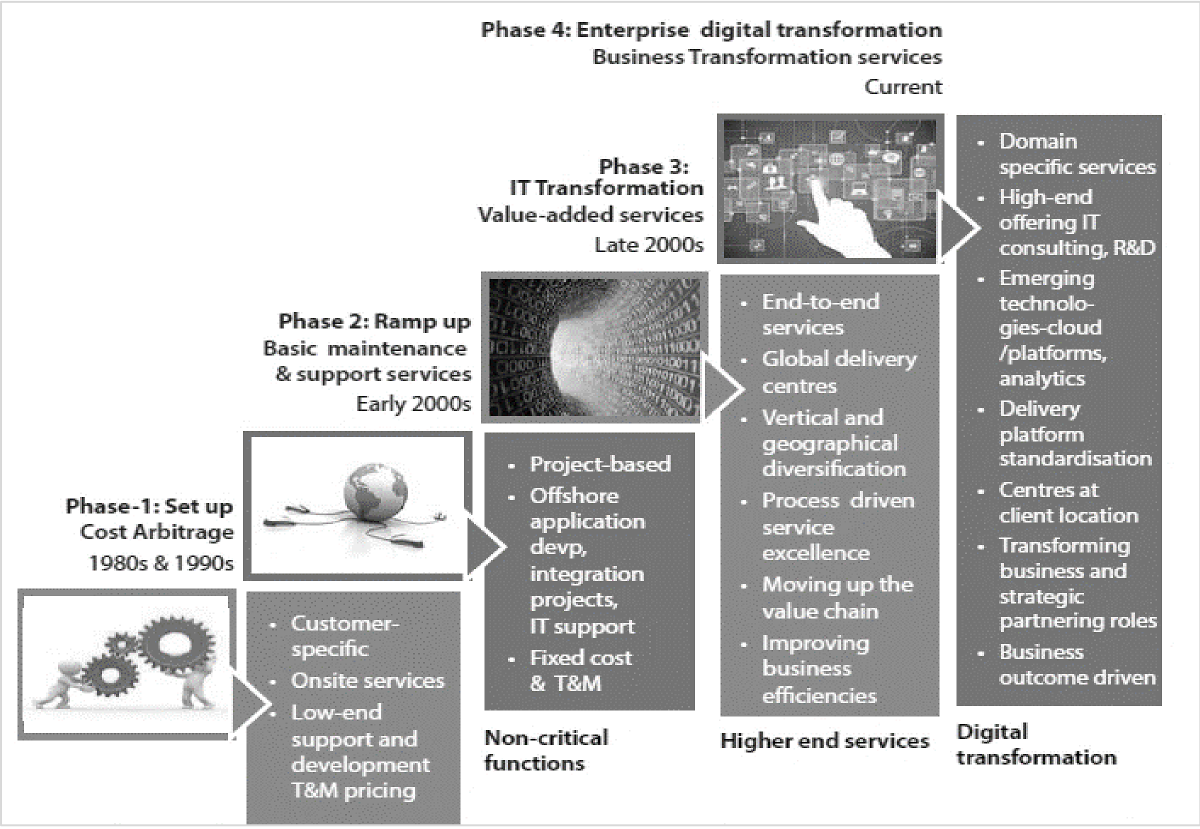
Overview

As digital technologies further embed into business, transformation is now moving from experimentation to mainstream – digital @scale. Tech enterprises globally are seeing significant RoI from digital business. Non-tech enterprises are exploiting digital with many firms re-branding themselves as digital first/digital only. From a technology perspective, IoT continues to drive connected products/services. The corresponding rise in data gathered and analysed is enabling extremely personalised experiences – the Segment of One. AI, esp. narrow AI, is finding applications not just in enterprises but in the day-to-day lives of individuals. AI and ML are finding applications across the industry spectrum, from automotive and healthcare to agriculture. Digital twin (digital replicas of real-world objects) is leading to the emergence of yet another parallel universe. As per Gartner, digital twins are currently enabling asset management and operational efficiencies; in the future, it offers potential savings in MRO and optimised IoT asset performance. Blockchain, another disruptive technology, is finding applications in government, healthcare, content distribution, supply chain, etc. The rise in digital technologies is increasing the need and importance of Cybersecurity – secured digital business – most visible example being the move from DevOps to "DevSecOps". These trends in turn are defining the tech buyers' annual agenda – with a focus on data monetisation, developing relevant digital capabilities at speed and scale, build platform-based business and embed design thinking in building products/services. *(Source: The IT-BPM Sector in India: Strategic Review 2018, NASSCOM (the "**NASSCOM 2018 Report**")*

According to NASSCOM, businesses all over the world are now facing a digital and connected customer – one who is informed, decisive and influential. Organizations have no choice but to use technology to undergo a digital transformation themselves. Digitization can extend the reach of organizations, enhance management decisions and accelerate development of new growth engines. Thus, unpredictable economic conditions and rapidly evolving customer requirements is influencing how and where each dollar is spent; as firms not only look to get more with less, but also get new, yet unrealized benefits. (*Source: The IT-BPM Sector in India, Strategic Review 2015, NASSCOM – February 2015 "**NASSCOM 2015 Report**"*)

NASSCOM notes that customers today expect technology not only to enable efficient operations, but also creating new avenues of growth. This scenario is both challenging and exciting, and is ensuring a dual role for technology, which will be used for both traditional applications that are anchored around stability and efficiency, and modern systems that focuses on agility, rapid application evolution and tighter alignment with business units. This is likely to dictate global technology spend with an increased need for enterprise digital transformation as the new way to engage and serve customers. (*Source: NASSCOM 2015 Report*)

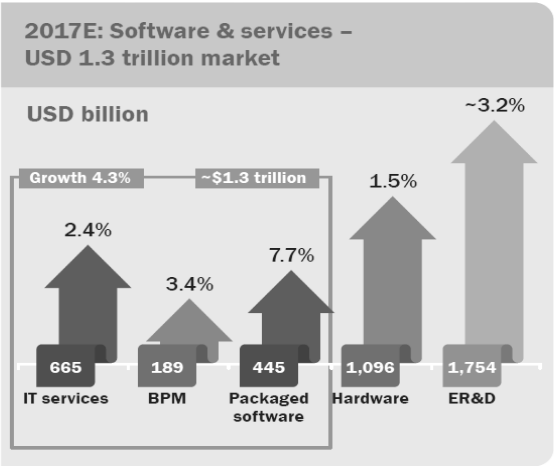
Exhibit 6: IT services industry has evolved to focus on enterprise digital transformation

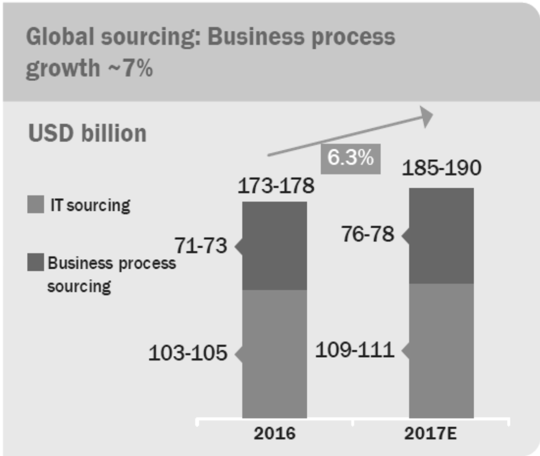


Source: NASSCOM 2015 Report

The Global IT-BPM grew 4.3% and global sourcing sees faster growth at >6%. Packaged software growth was the fastest, followed by BPM and IT services. SaaS driving growth of package software especially FMS, HCM, analytics. The BPM sector will see greater implementations of RPA, driving efficiencies and cost savings. The IT services are being driven by continued demand for digital solutions BFSI and manufacturing lead IT spend – focus on digital transformation. ER&D also recovered from flat growth to 3.2% – autonomous, electrification, connectivity, shared mobility (AECS) driving spend Telecom, government, professional services – expected to up IT purchases Consumer spend flattening as focus shifts from devices to software (security, content management, file sharing, etc.). *(Source: NASSCOM 2018 Report)*

Exhibit 7: Global IT Spend

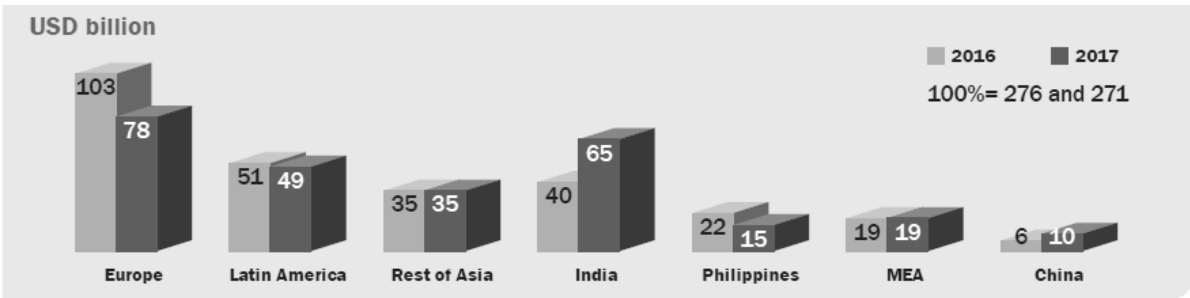




Source: NASSCOM 2018 Report

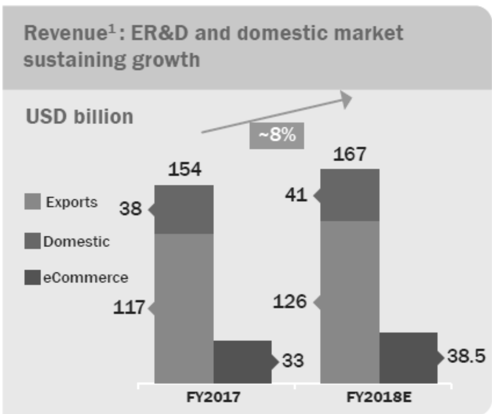
India accounts for ~55% of global sourcing – maintaining its status as the largest global sourcing country. US headquartered firms set up 271 delivery centres globally taking India's share to 24%. Significantly, India registered y-o-y growth of 63% in the no. of new centres. *(Source: NASSCOM 2018 Report)*

Exhibit 8: Global IT Centres



The Indian IT-BPM Industry

Exhibit 9: Indian IT-BPM Industry



Source: NASSCOM 2018 Report

India's IT-BPM industry is set to grow ~8% in FY2018 – from USD 154 billion in FY2017 to USD 167 billion (excl. eCommerce), an addition of USD 12 billion. Share in total service exports is estimated at >45% and the industry's contribution relative to India's GDP is ~7.9%. Overall, the industry is estimated to employ 3.97 million people, an addition of 105,000 people over FY2017. The industry comprises 17,000+ firms that offer a complete range of services. In the age of digital technologies, the industry has been adept at building the necessary skills and capabilities to address new and changing customer demands. Over the past few years, firms have made substantial investments in building their portfolio of capabilities around these technologies and have set up a number of labs and CoEs to deliver digital services to customers. Consequently, the industry is now well equipped to manage the stage of Bi-modal IT. While Global sourcing growth outperformed global IT-BPM spend growth in 2017, global sourcing grew 1.4X to reach USD 185-190 billion. India continued as the world's No.1 sourcing destination with a share of 55 per cent. 271 new global delivery centres were set up worldwide (by US headquartered firms) in 2017 - India accounted for 24% share and Europe (29%). currently the traditional services (ISO, CADM, software testing, F&A, HRO, etc.) continue to have a major share of revenue (~80%), the share of digital revenue is increasing rapidly. From about 14% in FY2016, it is now 18+% and is expected to reach 38% by 2025. *(Source: NASSCOM 2018 Report)*

Exhibit 10: Industry landscape is mature and diverse

	Up to 2000	2000-2010	2010-2016	2017 onwards
Revenue[1] (USD billion)	>8	~78	154	167
Employees[1] (million)	0.34	2.3	3.86	3.97
No. of firms[1]	~2,000	10,000-12,000	>16,000	~17,000
GDP share[1]	1.8%	6.1%	7.7%[3]	7.9%[3]
Exports[2] share	10.5%	26%	49%	>45%
Global sourcing[1] share	–	47%	55%	55%
Digital revenue	–	–	14%	18-20%
Value addition	• Standardisation, productivity improvement • Non-critical functions • Project-based • Fixed cost, T&M	• End-to-end services • Non-linear growth • Strategic partnerships • Pay-as-you-use	• Bimodal IT • Platform solutions • Product-as-a-service • Data monetisation	• Industrialisation of digital • Personalised experiences • Intelligent products, services • IoT, cognitive, blockchain • Autonomous, electrification, connected, shared mobility • New business models
	Collaboration	Value addition	Digital Business	DIGITAL @ SCALE
Revenue per employee (USD '000)	~17	~30	40	42

Source: NASSCOM 2018 Report
Note: 1. Data given for FY2000, FY2010, FY2017, FY2018
2. Share in total services exports
3. World Bank has revised its base from 2005 to 2010; hence, the change in % share vis-à-vis previous years
Indian IT-BPM exports market

In FY2018, IT-BPM exports from India are expected to reach USD 126 billion, a 7.7% growth over FY2017 and an addition of USD 9 billion. ER&D and product development continues to be the fastest growing segment at 12.8% driven by the demand for AECS-autonomous, electrification, connectivity and shared mobility. IT services growing at ~6% driven by growth in software testing and ISO (hosted applications). BPM exports expected to grow faster vis-à-vis FY2017, at 8%; analytics, RPA, chat-bots emerging as areas of growth. *(Source: NASSCOM 2018 Report)*

Indian IT-BPM domestic market

Domestic IT-BPM industry is also seeing continued growth as various government initiatives encourage technology usage and Indian enterprises rapidly implement digital technologies:

- Government: Technology adoption for its citizen and inter-departmental services

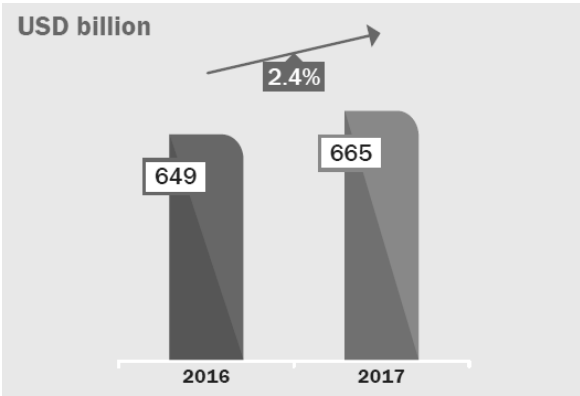
- Enterprises: M-wallets/m-banking for financial inclusion; digital marketing; online payments; analytics; automotive (EV/autonomous vehicles); etc.
- Smart projects: Smart cities, transportation, utilities, buildings, etc.
- Consumers: India is a growing internet market (2016 market size – USD 100-130 billion) and app (2016-USD21 billion) economy. India is the world's 2nd largest in terms of number app downloads (11+ billion in 2017, a 215% growth over 2016. Internet subscribers stood at ~465 million in 2017
- eCommerce: At USD 38.5 billion, is seen to grow nearly 17% y-o-y. After a slow start in 2017, eCommerce bounced back due to an increase in online transactions to counter the note ban, supported further by the government's push for a cashless economy. Total funding grew >180%; M&A landscape was strong and witnessed some big-ticket deals; 2017 also witnessed the comeback of grocery retail and food-tech

IT Services

Global IT Services

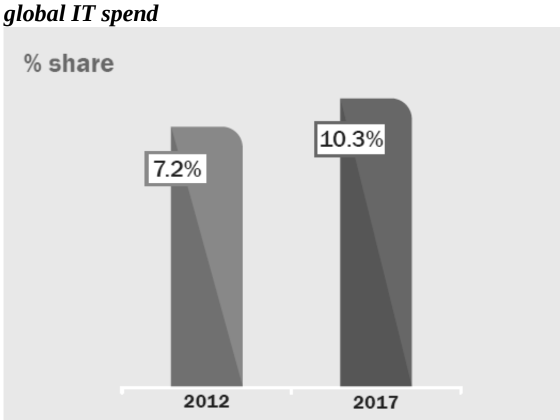
Global IT services spend and sourcing spend in 2017 has remained positive as enterprises across the globe have started focusing on digital transformation of their businesses. The earlier small-scale proof of concept digital projects have started evolving into larger implementations even as discretionary spend has improved slightly adding to the positive growth scenario. A significant percentage of the IT services growth was led by the Americas and APAC market. Custom application development growth increased substantially driven by SMAC adoption. Demand for IT consulting services grew, while systems integration grew marginally. *(Source: NASSCOM 2018 Report)*

Exhibit 11: IT Spend Growth reamins moderate



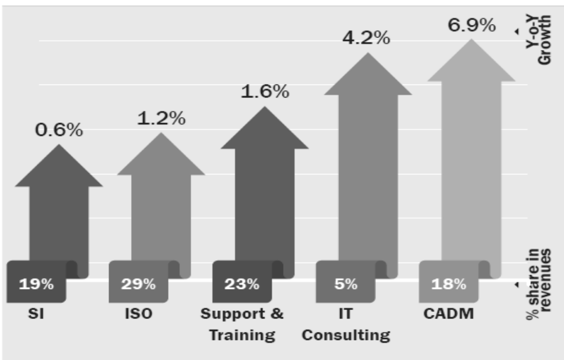
Source: NASSCOM 2018 Report

Exhibit 12: India steadily building share in global IT spend



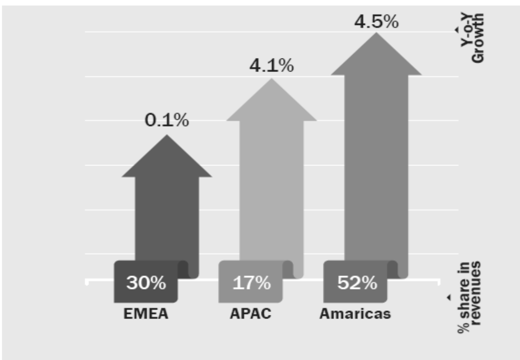
Source: NASSCOM 2018 Report

Exhibit 13: IT Consulting and CADM key growth drivers



Source: NASSCOM 2018 Report

Exhibit 14: Americas regain growth



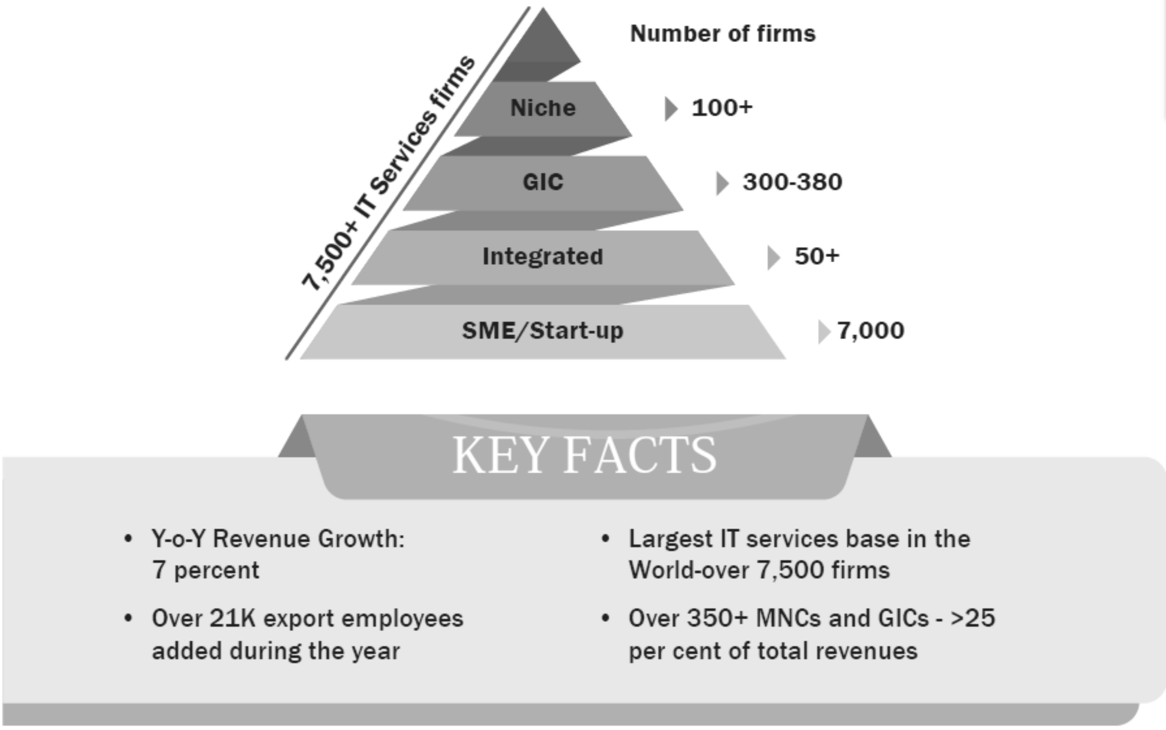
Source: NASSCOM 2018 Report

The global IT sourcing market has grown at 5.7% in 2017, with India accounting for 67% of the overall sourcing market. Growth driven by moderate demand for sourcing from traditional source markets and industry verticals, but impressive demand from emerging markets and verticals. *(Source: NASSCOM 2018 Report)*

Indian IT Services

The IT services sector in India is expected to touch revenues worth USD 86 billion in FY2018, with a growth rate of nearly 7 per cent over FY2017. Of the total Indian IT services market in FY2018, contribution of the exports revenue is 80 per cent, while the remaining 20 per cent is attributed to domestic clients. IT services exports segment has added over 20,000 employees in FY2018, at a growth rate of 1.6 per cent over previous year. The IT services employee base accounts for 34 per cent of the total IT-BPM employee base.

Exhibit 15: India has the world's largest IT services base



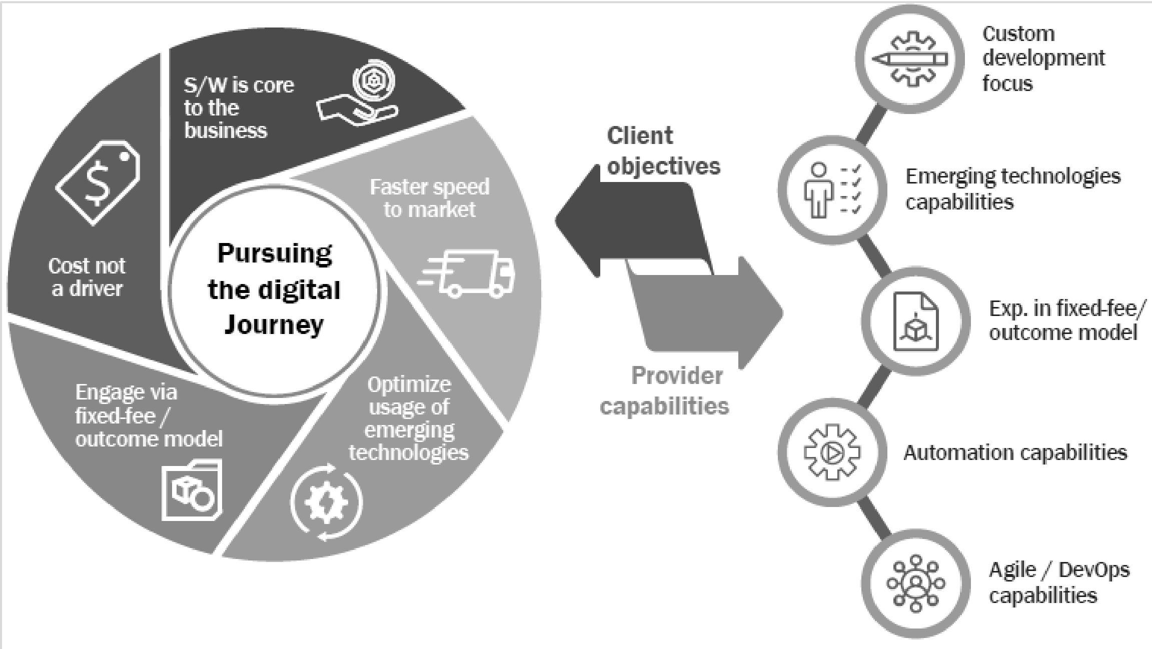
Source: NASSCOM 2018 Report

The IT services segment aggregated export revenues of USD 69 billion in FY2018, accounting for 55 percent of total exports, a growth of nearly 6 percent over FY2017. IT outsourcing exhibited strong growth, driven by increased spend in infrastructure services outsourcing (ISO), software testing and custom application development and management (CADM). The vertical market was driven by emerging verticals of healthcare, retail and utilities, even as the traditional verticals like BFSI and manufacturing continued to be the largest shareholders.

Several aspects of the businesses in which the client companies operate are contributing to the increase in business for IT services. These include focus on core business leading to increase in outsourcing services; rise in discretionary spending driving project-oriented services and new type of services emphasising on bimodal IT to gain traction.

Custom Application Development & Management (CADM) together account for about 47 percent share of IT Service exports. CADM exports during FY2018 are set to reach USD 32.4 billion, a growth of 5.1 per cent over last year. The digital era demands a new approach to application management. Enterprises need to continuously innovate, evolve and integrate their applications to achieve better business outcomes. CADM is moving away from tactical efficiency gains to providing strategic capabilities for transformation and innovation.

Exhibit 16: High-end service provider capabilities that enterprises focused on digital services seek



Source: NASSCOM 2018 Report

Business Process Management (BPM)

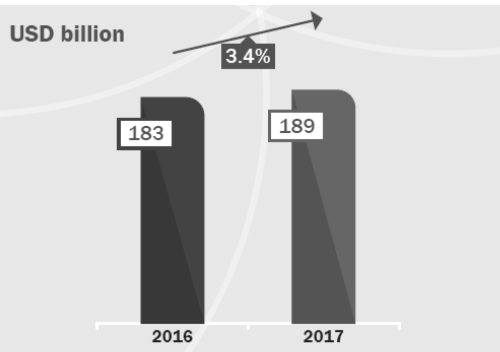
Global BPM Industry

The global cyclical upswing that began midway through 2016 continues to gather strength. Business environment is going through fundamental shifts as financial conditions remain buoyant across the world. The positive developments give good cause for greater confidence and have begun creating a marked shift in the BPM market which has been driven by the increasing use of automation and digital transformation. (*Source: NASSCOM 2018 Report)*

Increased activity in 'high value services', analytics and redesign of existing processes drives spend and sourcing growth. Global BPM spend grew at 3.4% in 2017 to reach USD 189 billion. India's share in global spend has been consistently rising over the last few years as focus shifts on providing high-end services. (*Source: NASSCOM 2018 Report)*

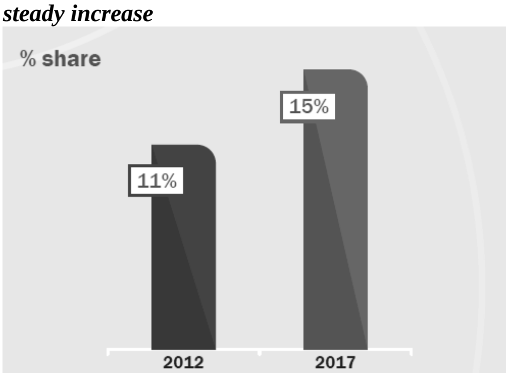
The global BPM sourcing market has grown at 7% in 2017, with India accounting for 37% of the overall sourcing market. The overall growth has picked up momentum as firms increasingly outsource larger parts of their processes to obtain maximum value and fulfil their digital agenda.

Exhibit 17: Global BPM spend continues to be moderate



Source: NASSCOM 2018 Report

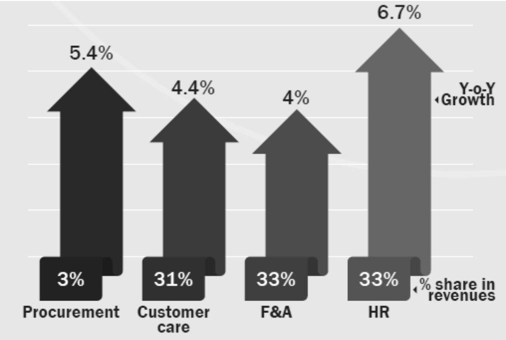
Exhibit 18: India share in global BPM spend; steady increase



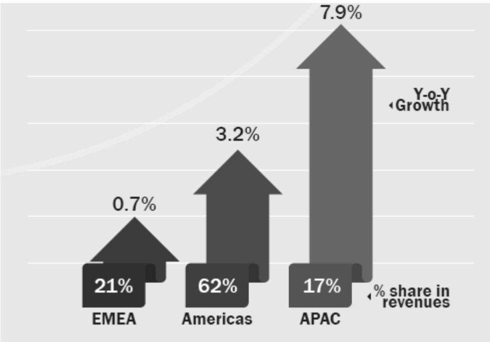
Source: NASSCOM 2018 Report

Exhibit 19: All services record positive growth

Exhibit 20: APAC - The key growth market



Source: NASSCOM 2018 Report

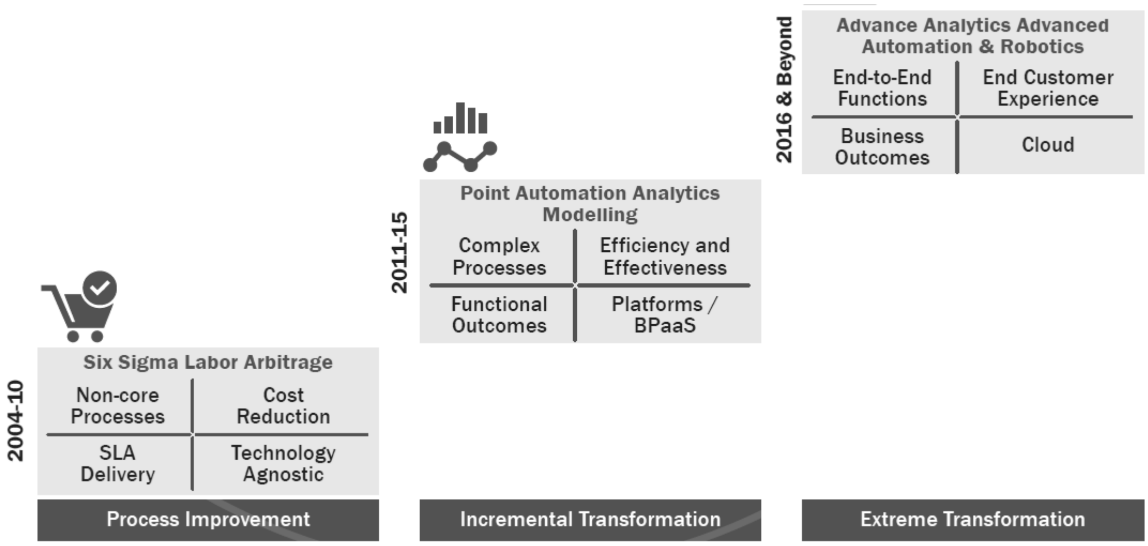


Source: NASSCOM 2018 Report

Indian BPM Industry

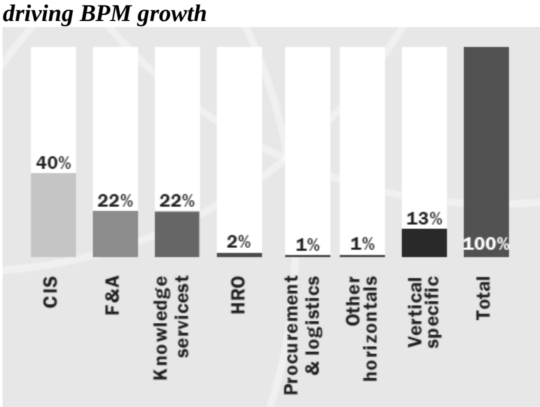
India remains the largest BPM base in the world with more than 2,500 firms providing BPM services. Over 500+ MNCs and GICs contributing to >35 per cent of the total revenues. Over 36,000 net employee additions; building domain experts, and specialists through lateral hiring and contract workers

Exhibit 21: Shifting landscape of the Indian BPM Industry



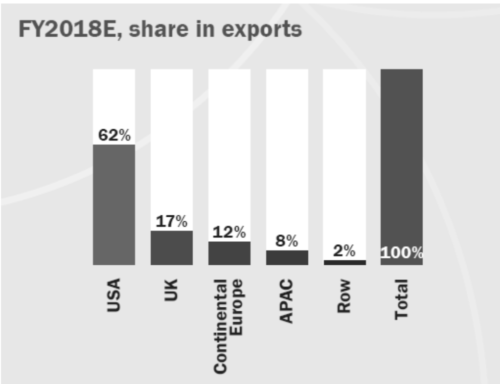
Source: NASSCOM 2018 Report

Exhibit 22: Knowledge services lead by analytics driving BPM growth



Source: NASSCOM 2018 Report

Exhibit 23: US and Europe continue as the main market

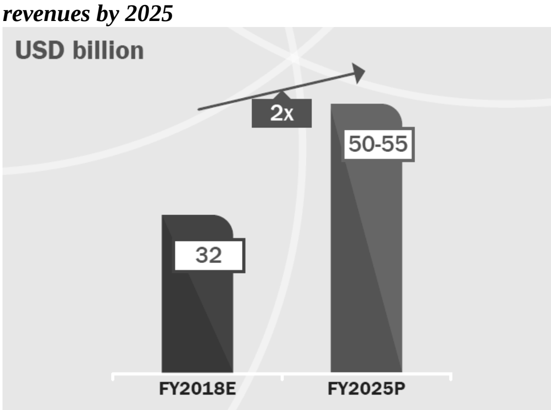


Source: NASSCOM 2018 Report

The outlook for BPM industry in the next 2 to 5 years remains optimistic. Growing competitiveness from new destinations, shift to becoming a digital enterprise, coupled with the pressure on businesses to run cost efficiently will be the key drivers.

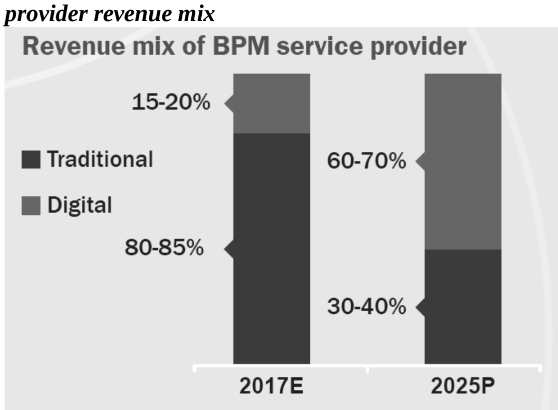
Service providers will continue to explore new cadre of customers, focused on differentiated customer experience and business outcomes. Firms will migrate processes to business process-as-a-service offerings, analytics becomes an integral part of their model. Analytics companies focus on developing point solutions to address highly specific analytics use cases, deploying specialized techniques, such as machine learning and neural networks. Firms will automate more processes to bring innovation to existing clients, improve
productivity and maintain cost advantage. Levels of adoption and maturity of digital technologies will accelerate to become an industry norm. Focus on reskilling and upskilling existing employee base in digital technologies will continue. Emerging skills that will be in high demand include robotics, big data analytics, artificial intelligence and machine learning

Exhibit 24: BPM Industry likely to double its revenues by 2025



Source: NASSCOM 2018 Report

Exhibit 25: Automation expected to change the BPM service provider revenue mix

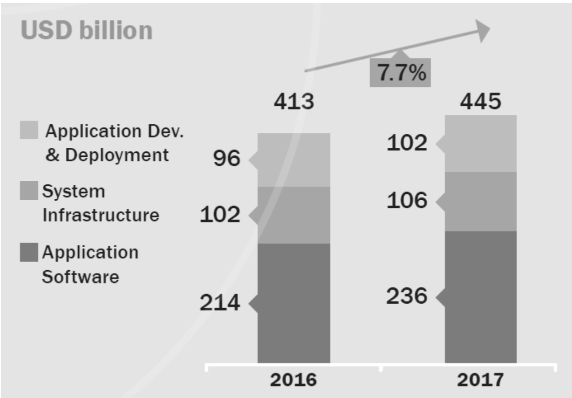


Source: NASSCOM 2018 Report

Software Products

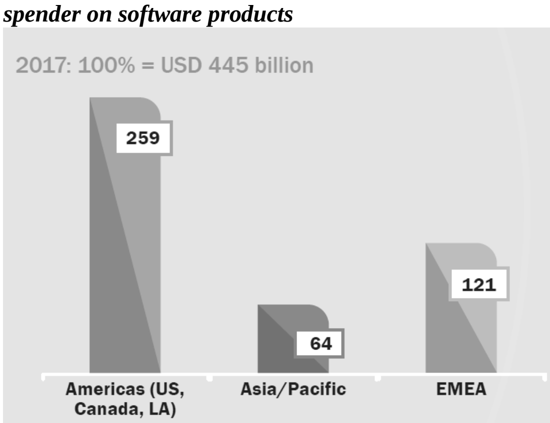
As per IDC, the global software product market was valued at USD 445 billion in 2017, having grown 7.7% YoY. Global players continue to witness a slowing down in on-premise but a rapidly growing cloud business. This is clearly an era of intelligent software with voice-assistance, real-time analytics, predictive insights, mobility, better UX, connectivity, security and faster computing. Gartner predicts that by 2020 almost every new software product will have Artificial intelligence components. CRM, Marketing Technologies and Data Analytics, are some of the top areas for adoption of AI/ML. The shift to cloud-based products continues to grow rapidly. Cloud business saw a 30% Y-o-Y growth during 2017 (USD 104 billion) vis-a-vis USD 80 billion in 2016. (*Source: NASSCOM 2018 Report)*

Exhibit 26: Global software product market valued at USD 445 billion



Source: NASSCOM 2018 Report

Exhibit 27: Americas continued to be the largest spender on software products



Source: NASSCOM 2018 Report

Clearly EMEA (Europe, Middle East, and Africa) is one of the top destinations for BFSI solutions, while the US, which is much more known to experiment with nascent and newer technologies, is one of the top destinations for a wide range of products such as CRM, Martech, digital Fintech solutions, content/communication/collaboration solutions and BI-analytics solutions. *(Source: NASSCOM 2018 Report)*
Artificial Intelligence, Machine Learning, Neural Networks and Deep-tech are no more just the prerogative of large global MNCs. Almost 56% of the leading B2B software product firms in India have/are implementing AI elements into their

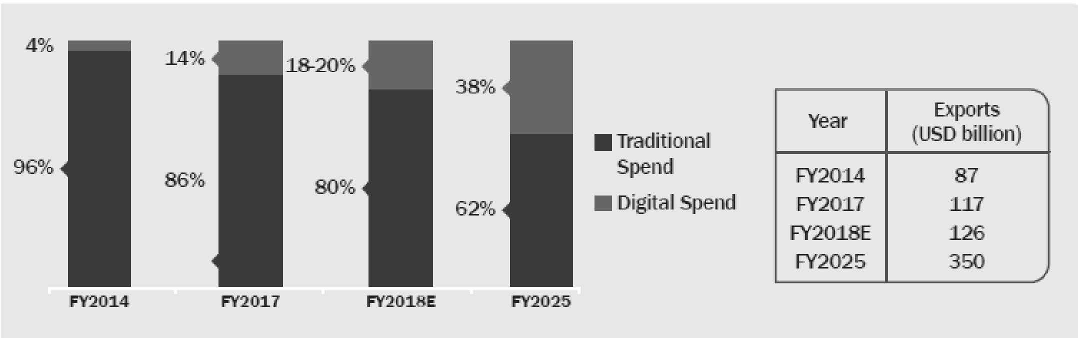
products. Security & BI/Analytics are the most penetrated segments with AI implementation while Enterprise products are least penetrated. Key examples of AI embedded products across segments:

- Software for BFSI Sector: Fraud/anti-money laundering, chat-bots/voice assistance, risk assessment, real-time analytics, contextual banking experience, cyber security threat detection
- CRM-Martech: Sales assistant, marketing personalization, customer engagement, social media intelligence
- Security Products: Better back-up, bot intelligence/prevention, emerging threat identification
- BI/Analytics: Retail intelligence, predictive analytics, eCommerce product discovery, chatbots, fraud management, operational efficiency
- Enterprise Resource Management (ERP, HCM, SCM): Hiring efficiency, business insights, workflow automation, intelligent interfaces, inventory management

India As a Digital Solutions Partner

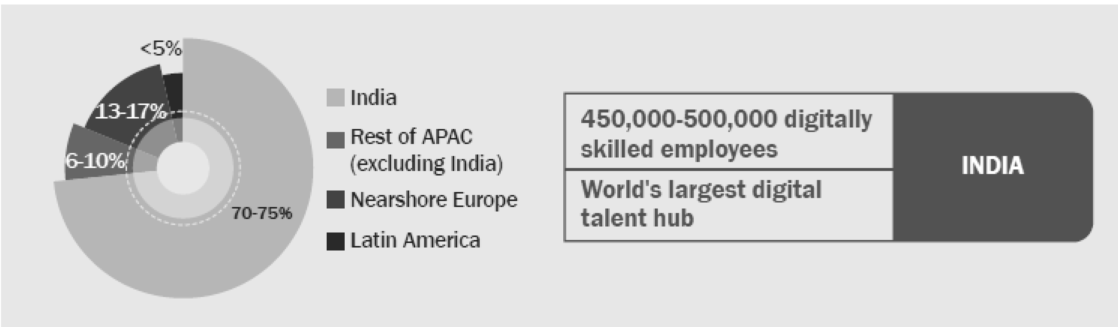
Enterprises have realized that a comprehensive digital strategy is one of the most important business growth lever. An enterprise-wide adoption of digital technologies is not only essential to stay ahead of the competition but also to stay relevant in the market. Thereby, they are stepping up their digital budgets and conceptualizing a long term digital roadmap. North America continues to drive digital deals but European enterprises are increasingly investing in digitalization and rapidly catching up with North American peers Demand for digital services is also picking up in the APAC region and enterprises are leveraging digital technologies for enhancing customer experience, improving back-office & mid-office efficiency, and for channel transformation Significant traction is emerging in South America and MEA region, especially in the BFSI sector. India is a hotbed for digital innovation with a rich ecosystem of start-ups, tech providers, and service providers engaging in global delivery.

Exhibit 28: India: Digital as a percentage of overall exports growing faster than expected; 18-20% share of exports today



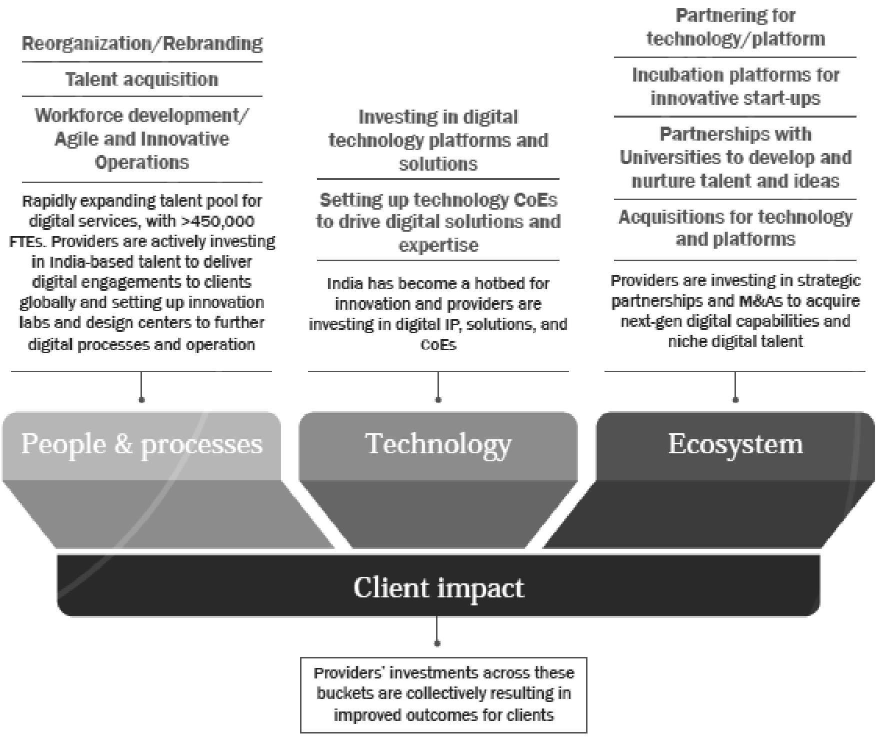
Source: NASSCOM 2018 Report

Exhibit 29: India, a leading destination for delivery of digital services with 70-75% of global digitally involved FTEs based out of India. Digital services market share by FTEs[1]



Source: NASSCOM 2018 Report

India based digital providers creating impact by targeted investments across people, process, technology



Source: NASSCOM 2018 Report

Enterprise digitalization is cutting across technology and process segments to transform industry value chains. Enterprise digitalization strategy refers to the converged use of emerging technology themes to drive efficiencies across back-office and core mid-office business processes, as well as enhance competitive advantage by impacting market-facing front-office processes. Digital transformation seeks to achieve efficiency and competitive advantage objectives by dramatically improving user experience Key digital technologies include social, mobility, big data, cloud, etc. and emerging technologies such as IoT, artificial intelligence, blockchain, and augmented reality.

Key Challenges

NASSCOM in its report Perspective 2025 notes that there could be several challenges that could limit the Industry's growth:

- First, there is a global shortage of trained digital talent. Along with effective recruiting, companies may need to address high attrition rates through competitive compensation structures and continuous skill development programmes.
- Second, to sustain growth, physical and technology infrastructure would need to be significantly improved outside the major metropolitan areas, allowing the next generation of companies and workers to settle in the smaller cities
- Third, much of the industry growth over the next decade is likely to come from small, highly specialized entrepreneurs and a favourable regulatory regime will incentivize growth in the industry.
- Finally, the unstable economic situation in major markets, including the European Union, could slow the industry's global expansion

OUR BUSINESS

The information in this section should be read together with, the detailed financial and other information included in this Draft Red Herring Prospectus, including the information contained in the sections titled "Risk Factors", "Management's Discussion and Analysis of Financial Condition and Results of Operations of our Company" and "Financial Statements" on pages 18, 361 and 181 respectively. Unless otherwise stated, the financial information of our Company used in this section has been derived from our Restated Consolidated Financial Information.

We are a global business consulting and IT solutions integration company. Our mission is to systemically deliver organizational change for our clients. As on June 30, 2018, we had more than 1,800 employees across offices located in India, South Africa, United States, United Kingdom and Australia.

Our Company was awarded the Red Herring Top 100 Award for Asia in 2011. Our Company was also awarded the Excellence Award from the Institute of Economic Studies in 2015. Our Company has also been selected as one of India's top emerging companies in the India Emerging 20 Program for fiscal 2015-16. Other awards our Company has won include the CIO Choice Honor and Recognition for Testing & CRM 2016, SAP Quality Award 2016 for fastest S4 HANA implementation, SAP APJ Partner Excellence Award 2017, SAP Partner of the Year Award 2015, Dun & Bradstreet Excellence Award, ET Now Leaders of Tomorrow Award for Intellect Bizware, Best Enterprise IT Consultancy 2018 & Award for Innovation in Digital Transformation by APAC Insider and Management Consultancy of the Year 2018 Award by CEO Today Magazine. Our corporate film won the Silver Dolphin at the Cannes Corporate Media & TV Awards 2017. Our leadership team has been featured in leading print and online publications including Corporate Tycoons & the CEO Magazine.

Our service offerings include:

***Consulting*: ** Our business consulting engagements for industry transformation and change management starts with analysing various aspects of the client's business using our design thinking approach and using this data along with inputs from the management to define and execute change strategy around the areas of product, process, people and technology.

***Analytics*:** Our Company has significant capability in data sciences, deep learning, artificial intelligence, machine learning, natural language processing, cloud, IoT, blockchain and robotics which enables us to analyse data and implement solutions for organizations across industry verticals to increase their operational efficiency, productivity, security by leveraging this data.

***Information Technology Solutions and Services*:** Our Company has capabilities in cloud services, data and systems integration services, SAP Leonardo, S4 HANA, CRM, blockchain development, product engineering, DevOps, and Scaled Agile Framework™, besides conventional IT programs which enable us to provide application development and maintenance, testing/QA and solution implementation services to our clients.

Over the years we have helped over 750 clients in more than thirty countries and deployed solutions across business functions. We have developed proprietary frameworks and methodologies in-house, based on competencies gained on assignments and our understanding of businesses, to aid our service offerings. These include tools such as MC^3 ™ a patented tool which helps us provide our change management solutions, 14 Signals a tool which is used for evaluating perception, experience and aspirations of a customer, SightN2 a framework for digital marketing. We have also developed our own 'Design Thinking' and 'Product Lifecycle and Development' frameworks.

Our Company was incorporated on May 29, 2000 as a private limited company and was converted into a public limited company on September 10, 2015. Nedbank Africa Investment Limited through a special purpose vehicle Hatch Investments (Mauritius) Limited ("**Hatch**") invested ₹300 million in our Company. Subsequently, pursuant to a change in the investment strategy of the Nedcor Group, Dimension Data Protocol B.V. ("**DD Protocol**") and Adcorp Professional Services Limited ("**Adcorp Professional**") acquired Hatch in 2002 and 2006 respectively and each held 50 percent of the paid up share capital of Hatch. Thereafter, in October 2017, Hatch bought back the shares issued to Adcorp Professional making DD Protocol the sole controlling shareholder of Hatch. The current promoters of the Company are L.C. Singh, Hatch and DD Protocol. Hatch is an investment holding company which currently holds 69.16% of the total paid up Equity Share capital of our Company. DD Protocol, which is part of the Dimension Data group, is the controlling shareholder of Hatch. The Dimension Data group also provides ICT solutions to businesses worldwide.

As our initial investment came from investors in South Africa, we continue to derive a significant portion of our revenues from South Africa, where we have long standing relations with corporate clients. However, in recent years, as a part of our global strategy, we have been expanding our operations in other geographies such as the United States, United Kingdom, Australia, Ireland and India, both organically and through acquisitions. In the past we have acquired GNet Group LLC ("**GNet**"), a business intelligence and analytics company based out of Minneapolis, USA which is now merged into Nihilent Inc., a 61% shareholding of Intellect Bizware Services Private Limited ("**Intellect**"), a company based in Mumbai to strengthen our presence in the ERP space and Nihilent Analytics Limited (previously known as ICRA Techno Analytics Limited), a company based in Kolkata specializing in data analytics and machine learning. In addition to expanding our geographical presence, these acquisitions also complement our digital transformation capabilities, by bringing in strong IP–backed expertise in data science, BI and machine learning amongst others and enable us to provide a wider set of solutions to our clients. For further details, please see section titled "*History and Certain Corporate Matters*" on page 139. We also service our clients globally through our branch offices located in South Africa, United Kingdom and Ireland, and our subsidiaries located in India, Nigeria, Unites States and Australia.

A break-up of our consolidated revenue from operations for the Fiscal 2018, 2017 and 2016 from our various geographies in which customers are located is listed below:

(₹ in million)

Geographic Segment	For the year ended March 31		
	2018	2017	2016
Republic of South Africa	2,462.00	2,096.10	1,888.71
United States of America	821.00	661.15	477.13
India	418.00	375.81	137.95
United Kingdom	222.00	255.67	211.17
Australia	165.00	126.19	77.39
Rest of the world	153.89	180.87	322.00
Total Revenue from Operations	**4,241.89**	**3,695.79**	**3,114.35**

The key industries to which we provide our services include BFSI, media and entertainment, life sciences and healthcare, manufacturing, mobility and telecommunications, retail and consumer products. We have also been engaged by the government and public-sector companies in several countries on transformation and innovation programs. Our key clients include Nedbank Limited, MultiChoice Support Services Pty. Ltd, Amano McGann, American Enterprise Group, Inc., Assetic Australia Pty Ltd., The Banking Association South Africa, Goodman Fielder, SuperSport International (Pty) Ltd and Bajaj Finance Limited.

In the year 2000, we set up a software engineering facility in Pune. This facility at Pune was one of the select facilities world-over to be certified as CMMI Level 5 in 2004, and which was subsequently upgraded to CMMI- Dev® Maturity Level 5 on March 31, 2015. Furthermore, our Pune facility has also been certified ISO 9001:2015 for design, development, maintenance, re-engineering and migration of software solutions in client server, mainframe and web-based environment, and ISO 27001:2013 for application management services in the financial sector. We also have software development facilities located at Mumbai, Kolkata, Chennai, Minneapolis, Dallas and Johannesburg. Our Company has also invested in a sophisticated 'User Experience Laboratory' ("**UX Labs**"), located at its head office in Pune, and plans to open another UX Lab at Mumbai. Our UX Labs allow our clients to capture their real-world customer journeys and simulates model scenarios to enable them to build their digital platforms from experiences. Our UX Labs can also be used by customers for carrying out end user testing of their products and solutions as well as for ideation workshops for their upcoming initiatives. The data generated at our UX Labs can also be monitored remotely from different locations. Our UX Labs also have capabilities to examine cross cultural and demographic nuances which is helpful in building engaging and personalized experiences for our clients.

We make considerable investments in human resources to service our clients and to innovate and develop intellectual property to serve the needs of our customers. Based on our Restated Consolidated Financial Information, our total employee benefits expenses for the financial years ended 2018, 2017 and 2016 were 67.57%, 65.21% and 70.59% of our total expenditure (excluding tax expenses). We primarily employ post-graduates and graduates in engineering, statistical sciences and management who receive training in-house. Several of our consultants have undergone training run by Massachusetts Institute of Technology ("**MIT**") and the Interaction Design Foundation ("**IDF**").

Based on our Restated Consolidated Financial Information, our revenue from operations was ₹4,241.89 million, ₹3,695.79 million and ₹3,114.35 million and our profit attributable to owners of Nihilent Limited was ₹459.43 million, ₹263.06 million and ₹260.44 million for the financial years ended 2018, 2017 and 2016 respectively.

Our Strengths

Integrated business consulting and IT services approach, with a focus on enterprise transformation through our change management solutions

The last ten years have seen significant advancements in communication and digital technologies resulting in a fundamental change in consumer habits. Consumers are now empowered to demand better products and services from enterprises. As a result, in order to keep up with this change, companies are required to successfully set up frameworks and implement technologies to achieve growth, efficiency, productivity and customer loyalty. To achieve this, we believe that enterprises will have to adopt a 'Design Thinking' approach by understanding their customers' needs, wants and aspirations and then innovating products and services designed to attract customers. We have more than 100 employees trained in 'Design Thinking' and UX equipped to conduct customer immersion exercises to understand their needs, wants and aspirations. Our employees are also getting trained in the deployment and verification processes around heuristics. We believe that our Company's significant expertise in 'Design Thinking' coupled with our significant investment in related competence building, qualified manpower, certifications and our UX Labs makes us well suited to offer such solutions.

We have the capability to provide services across the value chain right from providing consultancy services, to assisting in formulating and implementing a portfolio of projects and subsequently monitoring them to ensure that the desired results are achieved. We have in the past developed and added a range of service offerings to address the varied and evolving requirements of our clients such as 'Design Thinking', 'idea validation', heuristic testing, human centred design and 'real-user' testing using eye tracking technology, emotion mapping and sentiment analysis for calibrating responses depending on the experiences. We also have a track record of executing several large, end-to-end, mission critical projects in diverse business areas and technology domains for clients.

For instance, we helped a large banking group in South Africa with the creation of their new digital platform which offers new customer experience. This digital platform aims to help the client achieve growth in the client base, cross-sell their other services to existing clients, and increase yield, while making the customer experience personalized. It also helps the bank to become more customer centric. We have also assisted a global parking solutions company implement a predictive analytics program using IOT and high-volume predictive analytics on Microsoft Azure, which enables them to expand, and reposition themselves as a digitally transformed leader across the ecosystem.

Our presence in various countries has enabled us to learn the best practices from across the geographies and in successful manner. We have also developed our own in-house tools such as MC^{3} ™ a patented framework that helps us bring about knowledge enabled transformation in organizations, thereby helping us partner with clients to successfully translating their business strategies into definitive business results. Our other patented framework 14Signals helps in capturing the needs, wants and aspiration of customers that helps us to design customer centric business strategies. The SightN2, a digital marketing platform developed by our US subsidiary, has already been successfully deployed at a major manufacturer of special entertainment vehicle in US. We intend to leverage this experience globally with other clients.

Owning our own tools and frameworks allows us to regularly improve our consulting platform to meet new customer needs and to seamlessly and rapidly deliver new features and functionality to our customers. Our range of offerings help our clients achieve their business objectives and enable us to obtain additional business from existing clients as well as address a larger base of potential new clients.

Long standing relationships with clients

We aim to establish long-term relationships with our clients by having a multi-layered engagement with various departments of the clients' organisation. Our broad range of service offerings help us to cross sell other service offerings to existing customers as well as acquire new customers. We conduct regular reviews with the senior management of our key clients to provide consistent service, and to work on future opportunities. We combine our comprehensive range of service offerings with industry specific experiences and insights to provide tailored solutions to our clients across business verticals, industries and geographies. Our commitment to client satisfaction serves to strengthen our relationships and provides us with the opportunity to get repeat business. For instance, 20 of our customers have been with us for over 5 years.

Significant geographic presence and ability to integrate acquisitions

We initially commenced our operations in the United Kingdom, United States and South Africa with a significant portion of our revenues being derived from South Africa. Subsequently, in order to de-risk our business, we have leveraged our experience gained in these markets to expand our operations in United Kingdom and United States as well as commence operations in other geographies such as Australia, Ireland, India and Nigeria. We also service our clients globally through our branch offices located in South Africa, United Kingdom and Ireland, and our subsidiaries located in India, Nigeria, Unites States and Australia. We now have a sales and marketing presence across six countries. The total number of employees at locations outside India as of June 30, 2018 was 377.

We believe that we have been successful in selectively identifying strategic acquisition, investment and collaboration targets in the past, and in integrating, developing, synergizing and leveraging these existing businesses and brand equity of our past acquisitions to enter into new business segments and geographies and thus expand our presence and service offerings. Our acquisitions also complement our digital transformation capabilities, by bringing in strong IP–backed expertise in data science, BI and machine learning amongst others. For instance, we expanded to the United States through the acquisition of GNet Group LLC by our US subsidiary during the year ended Fiscal 2015. This acquisition helped us create a significant presence in the US market. Subsequently we have acquired a 61% shareholding in Intellect, an ERP implementation, support and consulting services company located in Mumbai which has most clients based in India in Fiscal 2017. This acquisition has helped us strengthen our expertise around SAP and expand our presence in India and has also provided us with an opportunity to sell their services in multiple locations. We also recently acquired 100% of the issued share capital of Nihilent Analytics Limited (previously known as ICRA Techno Analytics Limited), a company engaged in software development, consultancy, engineering services and web development and hosting, business analytics and business process outsourcing.

Strong and tenured management team

The senior management team includes highly experienced managers from the Indian IT services industry. Some of our senior management team have been with us for approximately 18 years and have been instrumental in the growth of our Company. For instance, L.C. Singh, our founder is recognized as a pioneer in the IT services industry. Minoo Dastur, our Chief Executive Officer and Whole-Time Director began his career in the information systems industry in 1983. He held multiple operational roles in driving large programs and projects, his experience covering IT consulting, marketing as well as sales. Ashok Sontakke, our Vice President - quality and processes has several years of experience in quality control and quality assurance functions. Shubhabrata Banerjee, our CFO, has around 22 years of experience in finance and accounting.. Cdr. Das Mallya (Retd.), heads the Global Human Capital & Resource Management Group (RMG) vertical at our Company, he has experience of over 25 years in the Indian Navy. Vineet Bahal, Senior Vice President currently heads our Techno-Commercial division, prior to which he has essayed various roles at our Company. Venkataraman Kavasseri, President of Subsidiary, Nihilent Inc., has more than three decades of experience in the IT industry. Abhay Ghate, our Vice President Strategic Initiatives has over 25 years of experience in the IT industry. Deepak Prabhu, our associate vice president – enterprise transformation consulting, has extensive and hands-on experience across continents and has been overseeing the expansion of consulting services in various geographies. Sabahat Kazi, co-founder at Intellect Bizware, our Subsidiary, has over 16 years of experience in the IT industry. Sundaresan Narayanan is the Vice President –Strategic Initiatives, with over 37 years of IT industry experience. We also have an eminent team of advisors drawn from the industry and academia. Dr.M Vidyasagar, one of our advisors, is a Professor of Systems Biology Science at the University of Texas, Dallas and a professor at Indian Institute of Technology. Prateep Guha, an advisory to the Company and former managing director of Nihilent Analytics, is a management graduate from Indian Institute of Management, Calcutta and a master's in science from Northern Illinois University. Soumitra Bhattacharya, an advisor to our Company holds a bachelors in technology from IIT-Kharagpur. He has several years of experience in manufacturing, supply chain and quality management. Kumar Gaurav, Vice President - Sales solution sales and profitability management globally.. Rahul Bhandari, our Company Secretary is responsible for secretarial compliances at our Company. He holds a bachelor's degree in law from Symbiosis Law School, Pune and a bachelor's degree as well as a post graduate degree in commerce from Marathwada Mitra Mandal College of Commerce, Pune. He is a member of the Institute of Company Secretaries of India and has around 17 years of experience in the field.

A cohesive team of our experienced senior management coupled with trained managers and skilled employees enables us to identify new avenues of growth and help us to implement our business strategies in an efficient manner and to continue to build on our track record of successful projects.

Our Strategy

Focus on deepening and strengthening our relationships with our customers

Over the years we have developed long standing relationships with our clients. Given the nature of our service, our success depends on our ability to help clients deliver more value to their end customers. We devote a lot of attention to being able to understand the behaviour, preferences and trends of our customer's customer through immersive research. This gives us a unique perspective that we bring to our engagements. We also conduct periodic market scans to identify technologies with the potential for causing significant changes in the way processes were being managed. We intend to focus on using our 'Design Thinking' framework to do a deep study of their customers and develop innovative solutions and iterate with the direct interactions with the users to develop unique customized products. With this approach, we aim to become an indispensable part of our client's operating and growth strategy, enabling us to serve our clients across multiple touchpoints and projects.

Expanding our service offerings

We will continue to leverage our service offerings to develop an in-depth understanding of how industries are structured and operate, key trends within the industries and how companies are affected by these trends, and how companies can create or lose value. We intend to continue expanding our range of service offerings to increase business from our existing clients and acquire new clients. NASSCOM estimates that 80% of incremental expenditure over the next decade may be driven by digital technologies that would need to be integrated with legacy core technologies (*Source: NASSCOM Report*). We intend to therefore continue to retain and grow our expertise in conventional IT platforms while investing in newer platforms such as machine learning and advanced analytics, big data, mobile systems, social media, natural language processing, the Internet of Things and predictive BI. Over the last two years we have added competencies in business intelligence and data management and have added ERP deployment and solutions competencies through organic and inorganic investments. Our Company has also invested in a sophisticated UX Lab, located at its head office in Pune, and plans to open another UX Lab at Mumbai. We also propose to set up a heuristic testing centre to provide specialised end-to-end Testing as a Service ("**TaaS**") to our clients. This will give our clients the assurance that the systems and applications developed help their businesses to achieve their objectives and requirements and to predict the risk associated with their systems or the products before they go live. We also plan to set up a media laboratory in Pune. We intent to use this media laboratory to create video content which can be used by us to help us to explain concepts to our clients as well as enable our client to visualise and futuristic scenarios to clients with the help of augmented realty and virtual realty. We also intend to use the media laboratories to record and curate stakeholder interviews for strategic engagements and video testimonials of clients.

Besides digital technologies, changes would be driven by investments in business processes and the way enterprises would be managed in future. This market segment will continue to grow 4 – 6% and would reach up to USD 250 billion by 2025 (*Source: NASSCOM Report*). We increasingly work with our clients to create value by leveraging information technology to reinvent and transform fundamental business operations through our proprietary change management framework i.e. MC^{3}™, 14 Signals and Design Thinking. We strive to leverage our industry expertise and technology and business process skills to help clients discover and create new business models and, in many cases, transform entire business functions to capitalise on the growth of this market segment.

Expansion of our global capabilities

We intend to further expand our global presence organically and through acquisitions, which will provide us with greater competitive advantages in acquiring and servicing global clients. We have, in the past, demonstrated the ability to successfully acquire and integrate new businesses. For instance, our investment in GNet and Nihilent Analytics has given us a foothold in the USA, and the UK, which is a mature market for IT-BPM services. Further, our acquisition of Intellect has expanded our presence domestically in the Indian IT-BPM sector, which the NASSCOM report believes provides a level playing field for small as well as large players. We continue to selectively evaluate targets for strategic acquisitions and investments in the USA, Europe and other emerging markets. We intend to establish additional sales offices as well as global development centers with UX Labs and recruit local employees to augment our client engagement and deliver solutions from proximate locations. Leveraging on our experience, we have expanded our operations over the years in the United States, United Kingdom, Australia, Ireland, India and Nigeria.

Continuing to strengthen our human capital

We aim to develop our position as a coveted employer in the Indian IT services industry and place special emphasis on attracting and retaining highly skilled employees. We have already have more than 100 employees trained in Design Thinking and UX equipped to conduct customer immersion exercises to understand their needs, wants and aspirations. At the same time, our employees are also getting trained in the deployment and verification processes around heuristics . We intend to keep hiring management graduates and train them in Design Thinking and our proprietary frameworks, and skill them with BPM techniques like 6 Sigma, LEAN, Balanced Scorecard and SCAMPI besides MC³ ™ and 14 Signals. We will continue to hire people with statistical qualifications and train them as data scientists to further enhance our data analytics capacity. We will work to increase our co-operation with known statistical bodies and individuals. We will continue to invest in the career development and training of our employees, with the objective of further enhancing their technical and leadership skills. As a tool for employee engagement and retention, our Company has issued sweat equity and ESOPs to employees over the years. Further, we intend to attract, hire, develop and retain our professionals, which are critical to our enterprise, by formulating ESOP schemes in the future to offer ESOPs to eligible employees.

Enhance our delivery capabilities through investments in R&D

To deliver value to our clients more quickly, it is critical to create assets and intellectual property, such as software and business architectures and process methodologies, which enable us to rapidly implement market-ready solutions for our clients. To this end, we intend to continue investing in our employees and increase our R&D capabilities, particularly with a view to create solutions in emerging technologies that enhance our ability to develop tools for leading our entry into new areas such as payments and intelligent enterprises and developing products that address industry specific client requirements. Our focus areas currently include business intelligence and advanced analytics, deep learning, digital solutions, payments, ecommerce ecosystem, Design Thinking, CX & UX. The outputs of our R&D activities will continue to differentiate us from our competitors and position us well for winning complex projects. Our work extends to sectors that are constantly changing, with disruptions being the norm. At the same time, we monitor the changes happening in specific industries and keeping ourselves aware of the customers' aspirations and align our solution accordingly. This approach would keep differentiating us in the market.

Our Operations

Our customer engagement could generally be through the following three broad categories:

- Consulting Services Offerings
- Analytics Services offerings
- Technology Services Offerings

1. CONSULTING SERVICES OFFERINGS

We deploy a holistic business change and transformation management framework aided by several tools to help our clients identify, achieve, and sustain a unique position in the marketplace.. In addition to implementing our change and transformation management framework we also assist organizations in developing a collaborative and efficient workforce for leveraging digital technologies. We help in executing strategies for reaching out and recruiting, identifying and provisioning of need-based training, to manage employee performance or productivity.

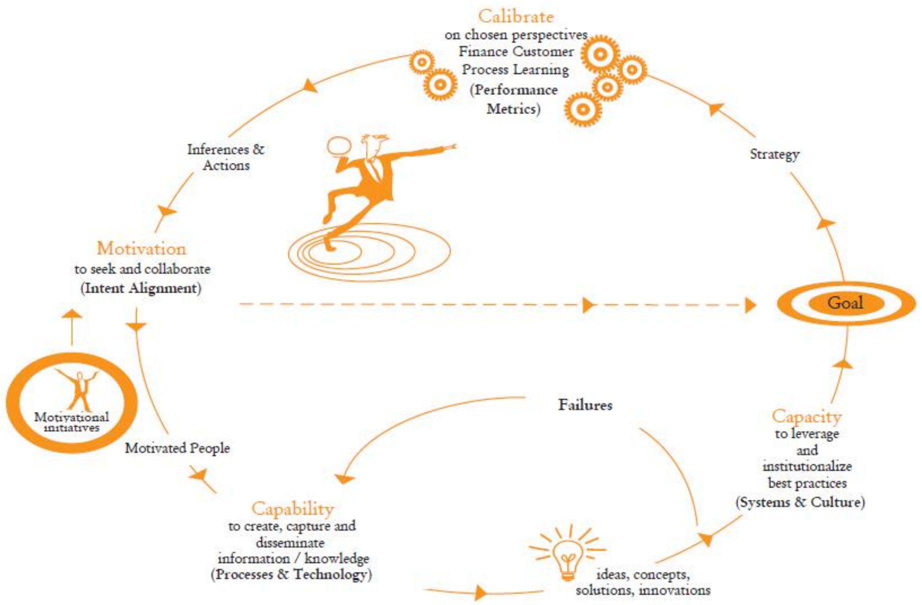
1.1. 14 Signals (CLE)

Our 14 Signals™ framework was developed based on the principle of VUCA which stand for Volatility, Uncertainty, Complexity and Ambiguity coupled with factors which an enterprise believe would ensure client loyalty. The framework helps us understand customer value by studying eight value signals and six cost signals, across both the tangible and the intangible spectrum. By studying customer value at an expectation stage, pre-purchase, and at an experiential stage, post-purchase, the model helps us understand loyalty in a tangible way, in the form of an index, which is known as the 'Predictive Loyalty Index'. When measured over a period, the tracker helps us predict customer loyalty. We have successfully case studies of the 14 Signals™ model implementations for banks, telecom, automotive sector companies and governments among others.

1.2. Enterprise Transformation and Change Management

Our Enterprise Transformation practice partners with clients in successfully translating business strategies into definitive business results. The practice is based on our patented change management framework, MC3™ and is supported by proprietary tools and technologies. Key offerings include business change management using MC3™, strategy execution using balanced scorecard and dashboards, digital strategy and transformation, capability assessment and development, performance management, knowledge management, innovation management and customer experience management.

Change Management Process



The change management process is implemented through the following steps:

- Inputs from customers are first obtained using Design Thinking aided by 14 Signals.
- Subsequently, based on this information, goals for the organization and its people are formulated and a strategy is developed to achieve these goals. This strategy would cover finance, customer, process and learning (performance matrix).
- Once the strategy is developed, the workforce is aligned to meet the organizational goals through training. This process is called intent alignment.
- Subsequently, the process is used to create, capture and disseminate knowledge and the learnings from this are then used to further refine the processes.
- The above steps combined help the organization to achieve their goals.

The key characteristics of our MC3 ™ framework are as follows:

(i) *Multi-layered engagement*: Our MC3™ framework tells us that enterprises are not simply the sum of their components or parts. Instead, they are the end result of all of their processes, systems, and people – a complex web of inter-dependencies and inter-relationships. Our MC3 ™ framework guides businesses to consciously design and deliver change by focusing on the intent, content, action and performance management pillars within their organization.

(ii) *Strategy formulation and execution:* We also help our clients to put their strategy into action by integrating their transformational programs into the organization's operations, thereby helping our clients achieve the results promised by their strategy. Our service offering also spans strategy design, execution and monitoring.

(iii) *Process management:* We assist our clients to re-engineer their most critical processes for improved efficiency and effectiveness. We have capabilities to use specialized techniques such as 'LEAN', 'Theory of Constraints', 'Total Quality Management' and 'Six-Sigma'. Through our focused set of offerings, we have helped many of our clients to manage their unit cost of processing by integrating their operations, standardizing and aligning their processes, centralizing their fulfilment capability, optimizing and automating their business processes, while ensuring their employees are multi-skilled and kept engaged and motivated to pursue a performance based continuous improvement work culture.

(iv) *People Management:* Optimizing employee productivity continues to remain a prime challenge for organisations. We help organizations engage, manage, and develop their workforce to utilize its full potential in alignment with their organizations overall mission, strategy and action plans based on our home-grown framework such as MC^3 TM , CAS and ELE and international standards which include SFIA and PCMM.

1.3. Digital Transformation Services

Digital Strategy Framework

Strategy in the digital world remains a complex and often dynamically evolving concept. We develop our digital strategy for our customer based on three constituent components, namely, a vision for the stakeholders, a vision for the services, and a vision for the systems.

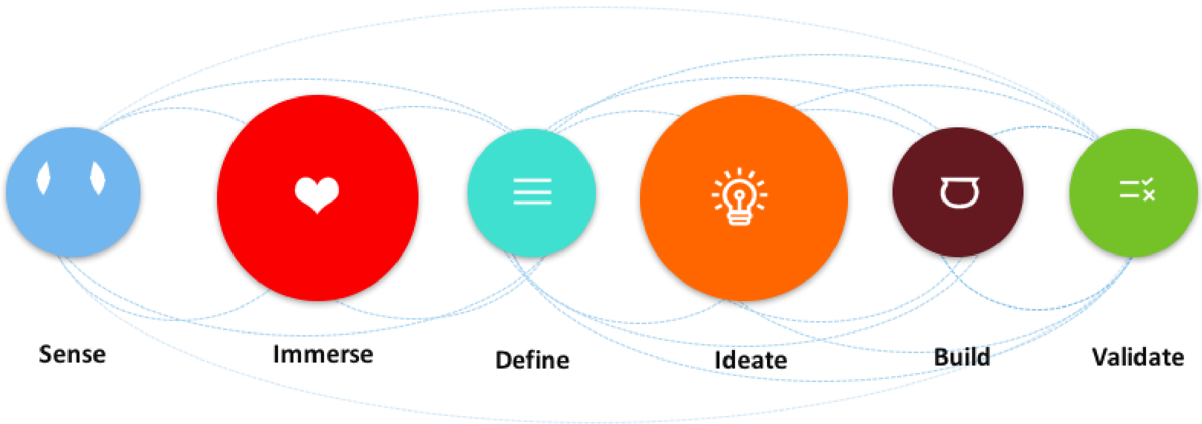
The Stakeholder Vision: Stakeholders are rapidly taking up new digital options in the way they conduct their affairs. Their choice drives the digital transformation process.

- **The Service Vision:** The key essence of our clients is in their services and delivery mechanisms. Our stakeholder-centric approach strives to optimize their products and services and the role of channels, by adopting a digital strategy.

- **The System Vision:** We continue to explore and work towards aligning our clients to efficiently and effectively create and deliver on their stakeholder needs, by adopting digital technologies to transform operations by adopting digital workplace principles.

Design Thinking Framework

Our Company's Holistic Design of Digital Innovation Framework



We believe that 'Design Thinking' is an essential part of digital transformation. On the basis of our digital strategy framework we formulate digital strategy for our clients. Our framework empowers and prepares our clients to apply Design Thinking's transformative capacity to tackle their challenges..

Product Lifecycle and Development Framework

To create a culture of product innovation and create products that connect with the users, we have created a framework that used Design Thinking to deliver personalised experience.

UX Labs

Our UX Labs are specially designed facilities that help us measure our customers' needs, wants and aspirations. The facility includes various simulation rooms where a person goes through while non-verbal expressions are measured. Besides having a direct insight into the thought process of a customer, we can also collectively analyze the inputs from numerous interactions and arrive at a prioritized list of requirements which need to be implemented. Our UX Labs are also equipped with several software and hardware tools that can calibrate a customer's interaction experience with the prototype and continually improve experience by iteration.

2. ANALYTICS SERVICES OFFERINGS

Analytics has acquired great importance in business as large amount of data about customers, demographics and their preferences are now available. Organisations are now able to customise products and services for their customers through analysis of the data available with them. To achieve this, we develop applications in various areas of analytics including predictive analytics, machine learning, predicting customer churn, business risks, fraud and robotic automation.

When developing an application, our strategy is driven by a combination of business understanding, technical knowledge, and deep expertise in BI, analytics and data science. We have employees with extensive experience in sectors including retail, ecommerce, FMCG, healthcare and manufacturing. Our team of technical experts comprises PhDs, data scientists, data architects, statisticians and analysts with the capability to effectively leverage data science and statistical tools such as R, Python, Scala, SAS, Minitab and Azure ML, big data technologies such as Apache Spark, Hadoop, Hive and Storm to analyse and develop solutions from diverse data sources including images, videos and text. We also use artificial intelligence algorithms to analyse data.

Our clients use our analytics offerings to redefine how they do business, realizing gaps and inefficiencies from the past while becoming increasingly proactive with future planning.

Applying Advanced Analytics

We believe that innovation could be data-driven, and to achieve that a business needs to apply advanced analytics. We are able to analyse data to provide our customer with the following:

- Deep insights into a customer behaviour, operational efficiency, and business models;
- Enable our customers to monetize the data available with them;
- Provide cognitive services such as sentiment analysis, voice to text translation, and vision recognition; and
- Automate decision making based on sound business rules learned from historical data.

Advanced analytics helps organizations make better decisions by analysing large amounts of data in real time. Some of the advanced analytic services which we provide include:

Text Analytics: This allows a business to use all the data at their disposal by capturing information from comment fields and notes from interactions with service technicians and customers. Our solution leverages advanced natural language processing and text analytics to find trends and leveraging the data that the business is already collecting during a claims process.

Fraud Analytics: Helps in proactively identifying fraud and only approving valid claims to reduce exposure and minimize costs. Apart from our automated monitoring, our solution customizes the predictive model that identifies such fraud and continues to learn and improve based on organizational data.

Claim Forecasting: Helps manage warranty reserve with data driven confidence. Our solution models a company's sales and claim processes to accurately predict future claims.

Outlier Detection: Assists engineers in focusing on engineering and quality instead of reporting and data mining. We use sophisticated techniques to consistently and reliably identify outliers and new trends hidden in data.

2.1. Data and Cloud Platform

Data Warehouse: We have the expertise to build and deploy modern data warehouse either on a cloud platform, on premise, or a hybrid of both.

Data Lakes: Having a data lake provides a centralized repository to store all structured, unstructured, and streaming data, at a scale far more than that available traditionally. This allows the business to consolidate and manipulate data from different sources at a scale far beyond what is traditionally available.

Data Analytics: Using historical and current data, and techniques from statistics, data mining, machine learning, and artificial intelligence, we make predictions for the future leading to actionable business decisions and improvement in performance. Organizations have a lot of data which can be used in conjunction with analytics solutions to aid in decision making.

2.2. Big Data

Our Company helps in bringing together all of the data an organization needs to gain insights and deliver intelligent actions for improving customer engagement, increasing revenue, and lowering costs by analysing massive amounts of data in real time and helps analyse such data to help our clients make informed decisions. Our Company can help in organizing and making big data accessible for many types of solutions. Some of the areas where we have used big data solutions include:

- Marketing: We use big data technology to analyze log files and transaction details to better understand their customers' needs.
- Manufacturing: To help optimizing manufacturing processes by analysing sensor and component data and integrating the same with quality and warranty claims data.
- Healthcare: Enables organizing and harnessing medical device data, intranet and mobile device log files, and operational transaction data; and
- Fraud Detection: We help organisations filter through log files and operational activity data to flag potential fraudulent activities using machine learning and business intelligence tools.

Business Intelligence

Our business intelligence programmes are available on premise or in cloud. Our business intelligence programmes analyses data sets and presents analytical findings in reports, summaries, dashboards, graphs, charts and maps to provide users with detailed intelligence to drive strategic and tactical business decisions.

BI Maturity Model

We develop technology-driven process for analyzing data and presenting actionable information to help executives, managers and other corporate end users make informed business decisions. Our BI technologies can handle large amounts of structured and sometimes unstructured data to help identify, develop and otherwise create new strategic business opportunities. They aim to allow for the easy interpretation of Big Data and subsequently identifying new opportunities and implementing an effective strategy to achieve the same.

Master Data Management ("MDM")

As a result of the large amount of data available, businesses are currently facing a challenge on organising the data available with them so that it is understandable and usable. Master data management (MDM) is a technology-enabled methodology to ensure data is sorted in the manner which is beneficial to an organisation.

2.3. Data Science

Data science helps enterprises leverage their complex data to deploy platforms, bots, and analytics and unleash actionable valuable insights. We have in the past worked on projects in the following areas:

- Weather correlation
- Basket analysis
- Schedule optimization
- Product attribute analysis
- Root cause analysis
- Knowledge base recommender
- Warranty / failure prediction
- Social media analytics
- Omnichannel analytics
- Financial and operational forecasting
- Customer segmentation
- Resume parsing
- Text mining
- Natural language processing

Artificial Intelligence

Our Company helps our clients in the following manner though Artificial Intelligence:

Accelerating Digital Transformation: Our Company helps businesses accelerate their digital transformation through artificial intelligence.

Engaging customers: Helping deliver support solutions across multiple channels using conversational artificial intelligence that adapts to customer actions and preferences.

Transforming business processes: Enables infusion of innovative artificial intelligence capabilities into applications or websites with solutions relevant to the organization's business and industry.

Modernizing applications: Helping provide intuitive customer experiences with the customizable artificial intelligence services.

Bots

Chatbots are quickly becoming a normal communication avenue for businesses around the world. The Bots we develop are capable of providing cognitive services such as recognising photos, moderating content, using AI to make recommendations, translating language and various other functions.

Cognitive Services

We develop applications and websites to help our clients process data obtained from various methods of communication. Some of the cognitive services we provide as follows:

- **Vision**: Image processing algorithms to identify, caption and moderate pictures
- **Speech**: Convert spoken audio into text, use voice or verification or add speaker recognition to apps
- **Knowledge**: map complex information and data in order to solve tasks such as intelligent recommendations and semantic searches
- **Search**: Add search APIs to apps and harness the ability to sift through webpages, images, videos and news with a single API call
- **Language**: Allow APls to process natural language with pre-built scripts, evaluate sentiment and recognize needs of users

Machine Learning

Machine learning enables computers to augment human capabilities by learning from data and experience to act without being explicitly programmed therefore helping organizations achieve more. Machine learning provides intelligence by learning from data, identifying patterns and making decisions with minimal human involvement. By leveraging machine learning, organizations can quickly and automatically produce models that can analyze large, complex data to deliver faster and more accurate results gaining an advantage over competitors.

2.4. Internet of Things

Our robust IoT practice is designed to help enterprises make better sense of their data, get better insights and respond to business and customer needs as well as reduce costs. With our IoT solutions, one can:

- Deepen customer relationships by better connecting them using data;
- Track products and inventory better and in real-time;
- Gain actionable insights from real-time data using machine learning

Use cases where our Company has helped organizations

- **Cold supply chain management for a milk product company**: This leading Indian milk product company was faced with temperature fluctuation during transportation, which adversely affected the quality of milk products. They were looking to contain spoilage levels.

  The Solution: The truck or carrier is fitted with a temperature sensor and GPS and connected to the HANA cloud platform. At the user end, with the use of S4 HANA, the team gets notified when the vehicle engine stops. The company could evaluate transporter performance using dashboards.

  Benefits for the transporter
  - Mapping of route taken for optimizing the run
  - Identification of delinquent drivers

- **Health tracker for an insurer using wearables**

  - Real-time data sync with wearables
  - Maintains health records of a large number of users
  - Provides consolidated health and fitness record to the user
  - Maintains sensitive data securely

- **Smart parking:** A leading American parking management company wanted to effectively meet its objective of helping citizens find convenient, affordable parking and avoid traffic congestion, while increasing municipal productivity, efficiency and revenue. Our Company helped in aggregating parking data in real-time to help drivers find available space and cities, to make informed decisions.

2.5. Blockchain

Our Company is among one of the early adopters of blockchain technologies and has ensured continuous investments to create required capability and capacity. Our Company has capabilities on blockchain platforms and technologies such as Ethereum, Hyperledger Fabric, Ripple, Smart Contracts and Tokenization. We are also working on complimenting technologies such as IoT and AI along with blockchain to build end to end solutions for customer problems.

Our Company offers consulting services to help customers identify right use cases and the blockchain technology platform that can help drive business value for their specific needs.

Our Company has been instrumental in establishing a general insurance chain in India which is a community of general insurance companies who have come together to explore, build and implement blockchain solutions. Our Company is the technology partner operating this chain and is currently rolling out NCB (No Claim Bonus) use case for multiple GICs.

Our Company was also involved in building a pilot e-proxy voting solution for an Indian stock exchange. Our Company delivered a Decentralized Application ("**DApp"**) using smart contract on Ethereum Blockchain which included end to end functionalities from meeting initialization to voting to results to meeting management. The stock exchange offers this service to companies listed on the exchange. This has not only helped removal of physical presence of voter for voting but also resulting in faster execution, streamlined and transparent process, reliability & protection against fraud, minimise or remove reconciliation challenges.

Our Company is also closely working with various manufacturing and healthcare organisations to identify and develop industry specific use cases such as track-and-trace which will help create visibility and transparency across the supply chain.

2.6. Natural Language Processing

A large amount of data of an organisation is in the form of contracts, memos and e-mails. Based on our background and research in Natural Language Processing (**"NLP"**), we have developed a system using the Information Extraction (**"IE"**) and Information Retrieval (**"IR"**) algorithms to extract data from free text. A combination of rule based and machine learning based techniques is used to achieve this. The system reads and extracts data from sentences, paragraphs, or entire pages written in natural language using proprietary algorithms developed by our Company.

2.7. IPs and Solutions

Solutions to drive innovation and results: Our Company offers world class digital solutions that solve business problems to drive improvements, innovation and transformations. We empower businesses to understand their data and enable data-driven strategy to change processes, behaviours and ultimately, refine outcomes.

SightN2 for Warranty Analytics: Sight N2 for warranty analytics helps enterprises uncover early hidden patterns using advanced analytics against their data to minimize warranty claims. SightN2™ for warranty analytics is a solution that takes the customer's heterogeneous data, analyses and aggregates it into a dashboard enabling them to spot potential warranty issues earlier..

SightN2 for Omnichannel Marketing Analytics: Our Company's SightN2™ for omnichannel marketing analytics solution arms marketers with breakthrough insight and simplified decision-making tools to improve marketing performance. Marketing analysts, managers and agencies now have access to the previously hidden insights with easy-to-use dashboards, enabling strategic and tactical decision making for high impact digital marketing.

Climalytics: Climalytics is a pre-defined weather analytics solution that delivers weather data such as temperature, precipitation, postal codes, etc. that easily "snaps-in" to various other types of custom data direct from the customer's organization.

3. TECHNOLOGY SERVICE OFFERINGS

3.1 We have significant experience in providing technology service offering. We have in the past executed large- scale integration projects, implemented service-oriented architecture for multi-channel, cross company integration and have developed in house tools and frameworks for solving problems. Our capabilities coupled with a team which is skilled in multiple technologies enables us to offer a large suite of technology related services to our customers. A description of our key services is given below:

Our Company has provided comprehensive cloud consulting services, to its clients.. Our suite of cloud-based service offerings includes consulting, development and deployment, and support services.

Cloud Consulting

We offer a variety of packaged cloud services that help organizations in their decision to move to the cloud, cut down traditional infrastructure costs and mitigate software installation activities

Our Cloud consulting services include: Enterprise architecture

- Cloud services and readiness assessment
- Cloud service delivery planning
- Compliance and security assessment
- Proof of concept, a platform which enables a client to test a cloud concept.

Cloud Building and Deployment includes:

- Cloud migration services

- Cloud and hybrid cloud environment Setup
- Cloud-based test and development platforms
- Cloud business continuity plan and disaster recovery solutions
- Custom developments
- Software engineering which aims at unifying software development and software operation ("**DevOps**")

Cloud Support Services include:
- Cloud environment managed services
- IaaS, PaaS, and SaaS component on-demand management
- Backup as a Service (BaaS)
- Cloud storage and remote backup
- Virtual desktop infrastructure
- Test and Development environment as a service
- Managed hosting, backup and disaster recovery
- Remote monitoring - alerts, logs & audit, notification and Reporting
- Cloud license management
- Service monitoring and reporting
- Cloud security monitoring and management

3.2. Integration Services

Our Company's enterprise application integration service provides services for application-to-application Integration (**"A2A"**) and Business-to-Business Integration (**"B2B"**) as well as integration needs in supply chain, CRM and ERPs.

The services offered include**:**
- **Conduct Integration Needs Assessment:** Analyze the existing enterprise integration solutions, provide gap analysis against best practice;
- **Define Integration Architecture:** Define the integration architecture framework and processes for designing and implementing solution integrations; and
- **Implement Solution Integration:** Design and implement technical and process integrations within an organization and with its supply chain network.

Service Oriented Architecture

Service Oriented Architecture (**"SOA"**) enables an enterprise to leverage existing investments to arrive at new products and services. Designed from a services perspective and implemented correctly, SOA can help enterprises integrate disparate applications.

Our Company takes a structured approach to solution design and delivery and draws on its years of expertise in architecture and design, skill-sets on various standards, technologies and platforms, as well as industry domain knowledge to deliver value to our customers.

Product Integration and Enhancement

Our Company offers a wide range of integration services to make the customer's product work across multiple hardware and software platforms. After understanding the business challenges and the product architecture, our Company helps to integrate the product with the customer's existing infrastructure, adopt newer technologies or platforms, following a well-defined process that ensures smooth transition to the latest technology or platform, while minimizing business risk. The integration services are available across the technology landscape spanning Globus and Hogan systems.

Globus related services

Globus, a product of Temenos, offers unique, real-time financial support environment to wholesale, retail and investment banks and to other financial institutions. Our Company provides various product integration capabilities in Globus to financial institutions such as integration with third party and internal payment systems, integration with internet banking applications and integration with various local-bank clearing and settlement systems.

We also provide services to resolve various issues and incidents related to the Globus core system and its various interfaces such as core system issues, local development issues, globus interface issues and live support to fix issues such as fixing corrupt account file, problems with ftp line etc.

We also have a core team of experienced business and process analysts with exposure to banking domain and can analyze existing Globus implementation from a people, process and technology perspective. Our holistic approach starts with elicitation of requirements from clients by way of workshops and interviews to understand the current product features, business rules and parameters. The technical analysis includes the understanding of various interfaces with electronic banking channels and other applications. We then create a roll out program which includes data management strategy, testing strategy, risks and impact on bank's customers and users due to change in technology and processes.

Hogan Umbrella System

Our Company has very good understanding of Hogan umbrella system which is a development framework owned by CSC. Our Company provides various products integration capabilities and offerings in Hogan to leading financial institutions.

We also provide support and maintenance services in the areas of development of new application using Hogan Architecture, hogan batch scheduling and support functional enhancements in Hogan system, Hogan functional testing and conversion of card accounts from legacy systems to Hogan.

Our Company has a core team of system analysts, business analysts, process analysts and domain experts who are capable of analysing existing Hogan systems from a people, process and technology perspective. Our Company has built standard templates and procedures to document Hogan systems covering high-level landscape, framework and context diagrams. These diagrams are useful for a snapshot of architectural view of the individual system in order to carry out re-engineering initiatives.

3.3. Product Development

Software products have now become integral part of all the businesses. With the advent of cloud and mobile technologies businesses need to embrace the changes rapidly and swiftly. The products they have or need to develop should follow a comprehensive product development process along with marketing and customer servicing.

When developing a product, we typically consider scalability, portability, extensibility, availability, interoperability, performance, security and the latest technology trends in the market. Our effective DevOps practices ensures continuous delivery of various releases. We can create various DevOps tools stack, both on-premise and on-cloud based on the need and nature of the product.

Product Support

We ensure that service design, service transition and service operations the components which drive the lifecycle of a product are well planned and managed.

Product Development Team

Apart from the domain experts and technical specialists, our product development team mostly comprises of full-stack developers. We highly encourage and promote cross-skilling of the team members. This in turn reduces skill bottlenecks and delivery related risks. Our ability to scale-up the teams helps us to meet market demands and incorporate bigger changes in the releases.

3.4. Highly Scalable Delivery

Our Company has adopted a "Holistic and Highly Scalable Delivery" framework. Our Company's scalable framework encapsulates customers from all environment factors to achieve end goal without compromising quality. Our Company's Holistic and Highly Scalable Delivery Framework first understands the end goal of customer and constraints within the client environment. A framework is then applied, which gives options to form team/s of multi skilled and full stack skilled associates, who are domain experts and can provide solutions or strategy in short span to customer. Change in technology, approach or strategy is absorbed in the given delivery structure without compromising the end goal, time to market and commercials involved in the scope.

3.5. Application Development and Maintenance

Our Company provides application development and maintenance services using a highly optimized onsite/offshore model. Our stringent quality procedures coupled with benchmarked practices and experienced delivery skills help customers derive maximal return for their IT spend. Using customer-oriented and design-thinking led software processes, our Company works collaboratively with customer teams to:

- Identify the business and technical requirements and the solution roadmap
- Define the best-fit solution architecture and technical design
- Validate requirements and fitment by means of prototypes and demos
- Build and integrate the solution using our Company's component-based frameworks
- Conduct previews and pre-user acceptance testing
- Facilitate business validation and user testing
- Conduct pre-release testing
- Manage solution release and rollout
- Provide ongoing maintenance and support

In addition, we provide technology consulting services, which includes a comprehensive review of existing enterprise / application architecture and solution design against best-practices, technology improvement recommendations and transition planning.

Application Maintenance Services

Along with application development, we also provide application maintenance services and enhancement of software applications, including

- **Preventive Maintenance:** We help our clients minimize the need of corrective maintenance by getting to the root of recurring problems and fixing them. The results are reduced costs, increased availability, higher performance and improved end user satisfaction.
- **Perfective Maintenance:** Perfective maintenance is about improving the quality of applications through design enhancements. While managing our customer's applications, our Company gains an in-depth understanding of their business processes and IT systems and recommends and implements modifications for enhancing the functionality and performance of the systems.
- **Adaptive Maintenance:** Our Company helps customers to take advantage of change whether it's market driven, technology driven or regulatory in nature by adapting our client's IT systems to handle such change. Our adaptive maintenance solutions enhance applications so that they can respond to evolving business needs.
- **Corrective Maintenance:** It quickly and effectively resolves a problem that interfaces with the system's ability to get the job done. Using tools and techniques, we quickly isolate and resolve problems before a solution can be identified, find a way to work around it to get the system back and running as quickly as possible.

3.6. Technology Re-engineering

Technology re-engineering is aimed at prolonging the life of assets by making various changes to the applications and systems to provide increased advantages without major capital outlays.

Our re-engineering offerings:

Re-host Application: Addresses migration of applications from one technology to another for enhanced benefits and is a technology driven initiative for modernization of the application.

Re-architect Application: Restructures existing application architecture to offer increased functionality and capability. This includes, for instance, web enabling and re-architecting of applications to N-Tier architecture.
Renovate Application: Addresses application architecture and design changes such as:

- Modularization, abstraction and encapsulation

- Performance tuning
- Re-structure application
- Business component abstraction

Multi-Channel Distribution: Restructures the application to enable integration to multiple channels including WAP, voice, ATM, etc.

SOA Enablement: Creates web services-compliant interfaces within a service-oriented architecture for applications (legacy, packaged as well as bespoke)

3.7. Customer Relationship Management ("CRM")

CRM for our Company is all about bringing an organization closer to its customers and stakeholders. We provide CRM consulting services throughout the customer life cycle, which includes customer acquisition, retention, relationship and loyalty.

Our areas of expertise are Project Management, GAP analysis, Configuration, Integration, Business Process Automation, Reports, Training, Implementation (Deployment), Production Support and Testing and Test Automation.
Service Categories

- **Operational CRM**: We provide services for automation of horizontally integrated business processes involving front office customer touch points such as sales, marketing, and customer service and integration between front office and back office
- **Analytical CRM:** We provide services to help our customers determine buying patterns, cross selling opportunities, who are the most profitable customers / products / services, Competition, Customer Profiling and categorization, etc..
- **Collaborative CRM:** Collaborative services such as personalized publishing, e-mail, communities, conferencing, and web-enabled customer interaction centers that facilitate interactions between customers and businesses

Our Company has provided consultancy to several clients in Siebel CRM, Microsoft CRM, SalesForce etc. Our Company also has a lot of experience in designing business processes and managing product implementations for ERP and SCM solutions, as well as providing analytics and reporting services.

Managed Infrastructure Services

Our Company's managed services and IT Support provides an effective combination of people, processes and tools to ensure that IT infrastructure is always up and running. Flexible service delivery and convenient service options are integral features of our Company's managed IT Services.

The client can choose to select services options such as onsite, remote or a combination of the two. our Company offers further flexibility in services to its customers by offering short-term and long-term agreement. This flexibility in services will allow the client to choose the mode that best suits their business requirement.

3.8. Mobility

The fast-paced innovation in both the mobile device market and changing 'user' patterns makes transitioning to mobile more complex and varied in terms of choices and approach. Our Company assists organizations in establishing architecture frameworks including the process and governance for evaluating mobility solutions, as well as end-to-end solutioning and delivery of mobile applications.

- **Multi-platform Framework:** Our Company has skills and framework to create mobile enabled solution for multiple channels (such as Mobile App, Mobile Web, USSD) allowing solution to be accessible over different platforms. This includes the capability to create native or cross-platform software solution considering business need from the very latest smartphones to the still-prevalent features phones.
- **Integration:** Our Company's mobility solution integrates well with your existing infrastructure. This has been possible by leveraging the expertise of skilled professionals across various technologies (PHP, Java, .Net), CRMs including SAP, CMS and Servers.

- **Secure Solution:** Our Company has a vast experience in creating banking and financial solution. Solution designed by our Company has being used by many reputed and large organizations especially in payment and banking sectors. Security comes bundled with our solution and is one of the key value adds.

3.9. SAP S4 HANA

S/4HANA is the ideal digital core for organizations that want to transform finance, purchasing, manufacturing, marketing, sales, service and supply Chain processes to be real-time, intelligent and collaborative. Through our subsidiary, Intellect Bizware we have been adopting S/4HANA for new customers in many industries. Our industry templates for CPG, Wholesale Distribution, Retail, Pharmaceutical (Pharmaware), Chemical (Chemware) industries offer accelerated deployment in as little as 3 months for end-to-end processes such as Order-to-Cash and Procure-to-Pay.

In addition, our Company, as a Cloud Service Partner of Microsoft Azure, can deploy and run S/4HANA on Microsoft Azure. This option can reduce or eliminate the need for data center and infrastructure and, importantly, reduce TCO by a factor and improve agility of IT infrastructure to respond to changing business and scalability requirements.

3.10. Testing, Verification & Validation

In a customer-centric world, it has become imperative for organizations to understand the business impact of customer expectations and aspirations and aligning their systems accordingly.

Our testing philosophy is driven by business-critical objectives and adopts a design thinking approach to problem solving. our Company has evolved its testing Processes based on IEEE 829 standards of testing. Our holistic Testing, Verification and Validation (TV&V) model is risk-based and addresses both user and business expectations. Adopting a holistic approach can enable the identification of major gaps in the end product early on and help in achieving significant cost savings.

Our holistic approach to testing following the Testing, Verification and Validation model, includes creation of measurable quality metrics, their alignment with the objectives of the project, verification and validation of users' experience against their needs, wants & aspirations, identifying the gaps and bringing improvements, conducting root cause analysis and fixing issues at source.

Our Industry Sectors

We combine our comprehensive range of service offerings with industry-specific experience to provide services to clients in several industries. We have experience in developing industry specific solutions to our clients in the following sectors:

1. Banking, Financial Services and Insurance

We offer a wide range of IT solutions and services to our clients in the banking, financial services and insurance industries. We have undertaken change and digital transformation services for a number of BFSI companies worldwide by assisting them in creating multi-year strategic plans, integrating their processing centers, transforming their branches, standardizing and centralizing their transactions, creating new customer value propositions, and designing new digital channels for marketing, customer service, transactions and payments. We have redesigned their business processes, designed their IT/Digital strategies, implemented core banking and core insurance systems and integrated them with ERPs, CRMs and contact centers.

2. Media, Entertainment and Telecommunications

We have built mobility money platforms for telecom companies, designed and implemented content purchasing and scheduling applications for media and entertainment companies. We have used big data analytics for predictive modelling to understand consumer behaviour.

3. Life Sciences and Healthcare

We have undertaken projects in relation to big data analytics for post-cancer treatment, redesigning processes for health insurance administration, personal health and electronic health records IT product design and implementation, redesigning hospital administration process redesign using Lean/Six Sigma and IT applications implementation of real-time patient feedback systems in healthcare for quick decision making and innovations.

4. Manufacturing, Retail and Consumer Products

We have assisted manufacturing, retail and Consumer Product Group (CPG) companies to transform using techniques and methodologies such as Lean, Sigma and Total Quality Management. We have also helped organizations implement SAP ERP, HANA, BI/BO and Microsoft AML, Power BI in organizations in these industries.

5. Government and Public Sector

Government and state-owned enterprises have benefitted from our service offerings that focus on government transformation, citizen service delivery enhancement, long-term strategy creation, and using monitoring and evaluation frameworks for strategy/metrics office set up using balanced scorecards. We have also undertaken digital transformation projects for income tax/customs departments, national airline companies, public broadcasters, national oil companies, government departments and public sector banks in India and overseas.

Our Geographic Segments

We have operations in South Africa, North America, United Kingdom, East and West Africa, India and Australia. In each of our geographic segments, we have dedicated sales and consulting professionals who service our clients. This enables us to develop a better understanding of local requirements and service our clients more effectively.

1. ***South Africa***

South Africa is our largest market by revenue.. We conduct our operations in South Africa through our branch office at Sandton, Johannesburg and our sales office at Cape Town. The IT services market in South Africa is a highly competitive and mature market. Our focus in the market has been in the areas of consulting, software development and support services, enterprise transformation services, digital platforms, data and analytics, data sciences, cloud services, SAP and industry solutions. We have provided our services to clients in BFSI, Oil and Gas, Media, Entertainment and Telecom sectors in South Africa.

2. United States of America

We conduct our operations in the United States of America through our wholly owned subsidiary, Nihilent Inc (previously known as Nihilent Technologies Inc.) and Nihilent Analytics Inc., a wholly owned subsidiary of Nihilent Analytics Limited. We have five offices in the United States. Our focus in the United States market has been in the areas of Data and Cloud platform, Data Sciences, Business Intelligence, Analytics and Industry solutions. We have provided our services to clients in Manufacturing, Retail, BFSI, Healthcare, Media and Restaurants.

3. United Kingdom

We have one branch office in London. Our focus in the United Kingdom market has been in the areas of retail, media, telecom and BFSI industry verticals with leading companies in these industries which use our services for BI, Business-centric testing, SAP, HANA and e- commerce.

4. India

Our focus in the Indian market has been in the areas of banking, retail, non-banking financial services, insurance and manufacturing industry vertical with leading companies in these industries. We are providing our services in the space of big data, data sciences, business intelligence, analytics, blockchain, SAP implementation, SAP upgrade, SAP-HANA, SAP shared services, cloud migration and digital transformation services.

5. Others

We offer our services and solutions in the space of data, analytics and development, CMMI consulting in Australia, South-East Asia, Middle-east and China.

Research and Development

We engage with our customers in developing tools and products combining their knowledge of the business with our technical expertise. We have also developed tools such as MC^{3} ™, 14 Signals, SigntN2 and LAMAT as a part of our R& D initiatives. Our R&D activities will continue to differentiate us from our competitors and position us well for winning complex projects. Our focus areas currently include business intelligence and analytics, digitization and user experience, payments and ecommerce ecosystem.

Sales and Marketing Network

Our sales team works to identify sales opportunities to existing and prospective clients and is spread across the world. As of June 30, 2018, our sales team comprised of 30 employees. Our sales network comprises of 18 offices in six countries, which has helped us establish our presence in those countries.

Our sales and marketing strategy is primarily focused on client engagement organizations for large mature relationships.

Quality Processes

We focus on processes which help us deliver quality services. Our software engineering facility at Pune was certified CMMI- Dev® Maturity Level 5 in the year 2015. Further, our Pune facility has also been certified ISO 9001:2008 for design, development, maintenance, re-engineering, migration of software solutions in client server, main frame and web-based environment. Our Subsidiary, Nihilent Analytics Limited, based out of Kolkata is certified as ISO 27001:2013 for its information security management system.

We have focused on continuous improvements in customer engagements as well as internal operations, leveraging best-in-class methodologies and information security practices. A dedicated team monitors and optimizes the processes and policies to meet the ever-growing demands of our customer engagements.

Human Resources

Our work force is a critical factor in maintaining our competitive position and our human resource policies focus on training and retaining our employees. As a tool for employee engagement and retention, our Company has issued sweat equity and ESOPs to employees over the years. As on June 30, 2018, we had more than 1,800 employees across 18 offices located in India, South Africa, Nigeria, United States, United Kingdom, Ireland and Australia. Our success depends, to a great extent, on our ability to recruit, train and retain high quality IT professionals. Accordingly, we place special emphasis on the human resources function in our organization. Our brand name, industry leadership position, wide range of growth opportunities, focus on long-term professional development and grant of ESOPs and sweat equity give us significant advantages in attracting and retaining skilled employees. We place special emphasis on the training our employees to enable them to service our clients.

Insurance

We maintain insurance policies against third party liabilities, including a commercial general liability policies and professional liability policies. Our directors and officers are covered under a directors and officers' liability insurance policy. We also maintain group insurance and medical insurance policies for the benefits of our employees.

Intellectual Property

During our R&D and consulting activities, we create a range of intellectual property which we brand and protect through trademarks, copyrights and patents, and through trade secret, agreements, confidentiality procedures and contractual provisions.

Trademarks

Our Company has 37 registered and valid trademark approvals for various products under various classes including classes 9,16, 35, 36, and 42 granted by the Registrar of Trademarks under the Trademarks Act, 1999 in India. Further, our Company has one pending application for registration of a trademark under class 16 and 42 filed with the Registrar of Trademarks under the Trademarks Act, 1999 in India.

Our Company has 8 registered and valid trademark approvals for various products under various classes including classes 9,16, 35, 36 and 42 in various countries including South Africa, Germany, Australia, United States of America and the United Kingdom.

Copyrights

Our Company has a copyright bearing registration number L-21816/2003 granted by the Copyrights Office under the Copyrights Act, 1957 in the literary work titled Knowledge Management Practice Manual dated September 25, 2003.

Further, our Subsidiary, Nihilent Analytics Limited has a copyright bearing registration number 5436/2016-CO/L granted by the Copyrights Office under the Copyrights Act, 1957 in the class of work of computer software titled 'Turfview Analytics'.

Patents outside India

Our Promoter, L.C. Singh has been granted two patents by the Republic of South Africa (Patent Nos. 2002/1681 and 2009/04401) in connection with inventions titled 'A method and an apparatus for providing and creating an organization that has in built capability of growth, learning and development' ($MC^{3\,TM}$) and 'Systems for Customer Loyalty Evaluation' (14Signals) respectively.

Competition

We focus on change management solutions to organizations. Accordingly, we have different set of competitors for our various individual offerings. For instance, for IT projects our competitors include most of the large Indian IT services companies, such Tata Consultancy Services Limited, Infosys Limited, Mindtree Limited, Zensar Technologies Limited, Persistent Systems Limited and HCL Technologies Limited and international IT services companies, such as Accenture PLC, Cap Gemini S.A and IBM Global Services (a division of IBM). For our strategy formulation and consulting business, we compete with larger players such as Accenture PLC, Deloitte and Gemini Consulting and Services. For our Design Thinking projects, we are facing newer competitors like Globant, Sapient, Ideo, IBM and Accenture.

While we expect these competitive pressures to continue, our focused technology expertise, client references and track record with our customers, flexible approach and highly motivated professionals gives us sufficient edge to keep capturing new clients in geographies in which we are present.

The IT services industry is also witnessing the emergence of competition from Philippines and Latin America, which have labour costs similar to or lower than India. Clients that presently outsource a significant proportion of their IT service requirements to vendors in India may seek to reduce their dependence on one country and outsource work to other offshore destinations. We also believe that our global delivery model, which combines offshore and near shore delivery centers, helps us respond to new opportunities and obtain customers, meet client requirements for business continuity planning and recruit skilled IT professionals with location-specific language and cultural skills.

Our Property

All the premises from which we operate are on a leasehold basis. Our registered office is situated at Office No. 403 and 404, 4th floor, D Block, Weikfield IT Citi Infopark, Nagar Road, Pune - 411014 and has been leased to us.

Our Company has its User Experience Laboratory at 8th Floor, B Block, Weikfield IT Citi, Infopark, Pune.

We have offices across 18 locations in India, South Africa, Ireland, Nigeria, United States, United Kingdom and Australia. In addition, we have taken residential premises on lease in Pune, Mumbai and South Africa for providing accommodation to our employees.

REGULATIONS AND POLICIES

Given below is a summary of certain relevant laws and regulations applicable to the business and operations of our Company and Subsidiaries. The information detailed in this chapter has been obtained from publications available in the public domain. The description of the applicable regulations as given below has been set out in a manner to provide general information to the investors and is not exhaustive and shall not be treated as a substitute for professional legal advice. The statements below are based on the current provisions of applicable law, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions.

Under the provisions of various Central Government and State Government statutes and legislations, our Company and Subsidiaries are required to obtain, and periodically renew certain licenses or registrations and to seek statutory permissions to conduct our business and operations. For details, see "Government and Other Approvals" on page 397.

The statements below are based on the current provisions of Indian law, and the judicial, regulatory and administrative interpretations thereof, which are subject to change or modification by legislative, regulatory, administrative, quasi-judicial or judicial decisions/actions.

Software Technology Parks Scheme ("STPI Scheme")

The STPI Scheme was introduced by the Government with the objective of encouraging, promoting and boosting the software exports from India. The STPI Scheme, which is a 100% export oriented scheme, was implemented for the development and export of computer software. Software Technology Parks of India ("**STPI**") was established and registered as an autonomous society under the Societies Registration Act, 1860, under the Ministry of Electronics and Information Technology, Government of India ("**MEIT**") on June 5, 1991. The STPI Scheme provides benefits such as data communication facilities, operational space, common amenities, single window clearances and approvals including project approvals, import certification and other facilities to boost software exports from India. In order to avail the benefits as envisaged by the Government, a company is required to register itself with the appropriate authorities. The principal compliance required of a company accorded approval under the STPI Scheme is the fulfilment of the export obligation. The letters of permission may contain other conditions. The STP Scheme is governed by the Foreign Trade Policy, 2015-2020 ("**FTP 2020**") read with the Handbook of Procedures, 2015-2020.

Non-STP units under STPI Scheme

In terms of the Foreign Exchange Management Act, 1999 ("**FEMA**") and the Foreign Exchange Management (Export of Goods and Services) Regulations, 2000 ("**FEMA Export Regulations**") read with circular no. RBI/2013-14/254 A.P. (DIR Series) circular no. 43 dated September 13, 2013 issued by the RBI ("**RBI STP Circular**"), every exporter of information technology and information technology enabled services ("**ITES**"), including computer software, amongst others, is required to register with the STPI in its jurisdiction and to submit a software export declaration form ("**SOFTEX Form**") in respect of its exports, for certification to the RBI through such STPI.

In terms of the STPI Scheme read with the RBI STP Circular, any entity engaged in the development of export oriented computer software or ITES is eligible to register itself as a non-STP unit with the relevant STPI and obtain a SOFTEX number from the RBI. The STPI Scheme also envisages certification of SOFTEX forms for export of computer software in non-physical form and certification of import of capital goods by STPI units. Additionally, the unit is required to file monthly, quarterly and annual returns to STPI in the nature of a performance report indicating the export performance. In terms of the RBI STP Circular, each non-STP unit is required to submit the SOFTEX Forms within 30 days of raising an invoice for export and further, it is required to register each export contract prior to submission of SOFTEX Form. Registration with an STPI as a non-STP unit is valid for a period of three years and may be renewed.

Information Technology Act, 2000 and the rules made thereunder

The Information Technology Act, 2000 (the "**IT Act**") seeks to (i) provide legal recognition to transactions carried out by various means of electronic data interchange involving alternatives to paper-based methods of communication and storage of information, (ii) facilitate electronic filing of documents and (iii) create a mechanism for the authentication of electronic documentation through digital signatures. The IT Act has extraterritorial jurisdiction over any offence or contravention under the IT Act committed outside India by any person, irrespective of their nationality, if the act or conduct constituting the offence or contravention involves a computer, computer system or computer network located in India. Additionally, the IT Act empowers the Government of India to direct any of its agencies to intercept, monitor or decrypt any information in the interest of sovereignty, integrity, defence and security of India, among other things. The Information Technology (Procedure and Safeguards for Blocking for Access of Information by Public) Rules, 2009 specifically permit the Government of India to block access of any information generated, transmitted, received, stored or hosted in any computer resource by the public, the reasons for which are required to be recorded by it in writing.

The IT Act creates liability on a body corporate which is negligent in implementing and maintaining reasonable security practices and procedures, and thereby causing wrongful loss or wrongful gain to any person, while possessing, dealing or handling any sensitive personal data or information in a computer resource owned, controlled or operated by it but affords protection to intermediaries with respect to third party information liability. The IT Act facilitates electronic commerce by recognizing contracts concluded through electronic means, protects intermediaries in respect of third party information liability and creates liability for failure to protect sensitive personal data. The IT Act also prescribes civil and criminal liability including compensation, fines and imprisonment for various computer related offences including those relating to unauthorised disclosure of confidential information and committing of fraudulent acts through computers, tampering with source code, unauthorised access, publication or transmission of obscene material and damaging computer systems and creates liability for negligence in dealing with or handling any sensitive personal data or information in a computer resource and in maintaining reasonable security practices and procedures in relation thereto.

In April 2011, the Department of Information Technology ("**DOIT**") under the Ministry of Communications and Information Technology notified the Information Technology (Reasonable Security Practices and Procedures and Sensitive Personal Data or Information) Rules, 2011 under section 43A of the IT Act (the "**IT Security Rules**") which prescribe directions for the collection, disclosure, transfer and protection of sensitive personal data by a body corporate or any person acting on behalf of a body corporate. The IT Security Rules require every such body corporate to provide a privacy policy for handling and dealing with personal information, including sensitive personal data, ensuring security of all personal data collected by it and publishing such policy on its website. The IT
Security Rules further require that all such personal data be used solely for the purposes for which it was collected and any third party disclosure of such data is made with the prior consent of the information provider, unless contractually agreed upon between them or where such disclosure is mandated by law.

The DOIT also notified the Information Technology (Intermediaries Guidelines) Rules, 2011 under Section 79(2) of the IT Act (the "**IT Intermediaries Rules**") requiring intermediaries receiving, storing, transmitting or providing any service with respect to electronic messages to not knowingly host, publish, transmit, select or modify any information prohibited under these IT Intermediaries Rules and to disable hosting, publishing, transmission, selection or modification of such information once they become aware of it.

Intellectual Property Laws

The Trade Marks Act, 1999

Indian trademark law permits the registration of trademarks for goods and services. The Trade Marks Act, 1999 ("**Trademark Act**") governs the statutory protection of trademarks and for the prevention of the use of fraudulent marks in India. An application for trademark registration may be made by individual or joint applicants and can be made on the basis of either use or intention to use a trademark in the future. Once granted, trademark registration is valid for ten years, unless cancelled. If not renewed after ten years, the mark lapses and the registration have to be restored. The Trademark (Amendment) Act, 2010 has been enacted by the government to amend the Trademark Act to enable Indian nationals as well as foreign nationals to secure simultaneous protection of trademark in other countries. It also seeks to simplify the law relating to transfer of ownership of trademarks by assignment or transmission and to align the law with international practice.

The Patents Act, 1970

The Patents Act, 1970 ("**Patents Act**") governs the patent regime in India. Being a signatory to the Agreement on Trade Related Aspects of Intellectual Property Rights, India is required to recognise product patents as well as process patents. In addition to broad requirement that an invention satisfy the requirements of novelty, utility and non-obviousness in order for it to avail patent protection, the Patents Act further provides that patent protection may not be granted to certain specified types of inventions and materials even if they satisfy the above criteria. The Patents Act prohibits any person resident in India from applying for patent for an invention outside India without making an application for the invention in India. The term of a patent granted under the Patents Act is for a period of twenty years from the date of filing of the application for the patent.

The Copyright Act, 1957

The Copyright Act, 1957 ("**Copyright Act**") governs copyright protection in India. Under the Copyright Act, a copyright may subsist in original literary, dramatic, musical or artistic works, cinematograph films, and sound recordings. While copyright registration is not a prerequisite for acquiring or enforcing a copyright in an otherwise copyrightable work, registration constitutes *prima facie* evidence of the particulars entered therein and may expedite infringement proceedings. Once registered, copyright protection of a work lasts for a period of sixty years from the demise of the author.

Reproduction of a copyrighted work for sale or hire, issuing of copies to the public, performance or exhibition in public, making a translation of the work, making an adaptation of the work and making a cinematograph film of the work without consent of the owner of the copyright are all acts which amounts to an infringement of copyright.

Labour Laws

Employees' Provident Funds and Miscellaneous Provisions Act, 1952

The Employees' Provident Funds and Miscellaneous Provisions Act, 1952 (the "**EPF Act**") applies to factories employing 20 or more employees and such other establishments and industrial undertakings as notified by the government from time to time. The EPF Act requires all such establishments to be registered with the Regional Provident Fund Commissioner and requires the employers and their employees to contribute in equal proportion to the employees' provident fund, the prescribed percentage of basic wages and dearness and other allowances payable to employees. The EPF Act also requires the employer to maintain registers and submit a monthly return to the State Provident Fund Commissioner.

Employees' State Insurance Act, 1948

The Employees' State Insurance Act, 1948 (the "**ESI Act**") provides for certain benefits to employees in case of sickness, maternity and employment injury. All employees in establishments covered by the ESI Act are required to be insured, with an obligation imposed on the employer to make certain contributions in relation thereto. In addition, the employer is required to register such factory or establishment under the ESI Act and maintain prescribed records and registers. Every employee (including casual and temporary employees), whether employed directly or through a contractor, who is in receipt of wages up to ₹ 15,000 per month is entitled to be insured under the ESI Act.

Industrial Disputes Act, 1947

The Industrial Disputes Act, 1947 provides the procedure for investigation and settlement of industrial disputes. When a dispute exists or is apprehended, the conciliation officer may settle such dispute or the appropriate government may refer the dispute to a labour court, tribunal or arbitrator, to prevent the occurrence or continuance of the dispute, or a strike or lock-out while the proceeding is pending. The labour courts and tribunals may grant appropriate relief including ordering modification of contracts of employment or reinstatement of workmen.

Contract Labour (Regulation and Abolition) Act, 1970

The Contract Labour (Regulation and Abolition) Act, 1970 (the "**CLRA Act**") requires companies employing 20 or more contract labourers to be registered and prescribes certain obligations with respect to welfare and health of contract labourers. Under the CLRA Act, both the establishment and the contractor are to be registered with the registering officer. The CLRA Act imposes certain obligations on the contractor in relation to establishment of canteens, rest rooms, drinking water, washing facilities, first aid and other facilities and payment of wages. However, in the event the contractor fails to provide these amenities, the principal employer is under an obligation to provide these facilities within a prescribed time period.

Additionally, in undertaking its operations, we are required to ensure compliance with various employment laws. These include, but are not restricted to:

(i) Bonded Labour System (Abolition) Act, 1976;
(ii) Employee's Compensation Act, 1923;

(iii) Equal Remuneration Act, 1976;
(iv) Industrial Employment (Standing Orders) Act, 1946;
(v) Maternity Benefit Act, 1961;
(vi) Minimum Wages Act, 1948;
(vii) Payment of Bonus Act, 1965;
(viii) Payment of Gratuity Act, 1972;
(ix) Payment of Wages Act, 1936; and
(x) Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

Environmental Laws

The Environment (Protection) Act, 1986 ("Environment Act")

The Environment Act is an umbrella legislation designed to provide a framework for the Central Government to coordinate activities of various state and central authorities established under previous environmental laws. The Environment Act specifies that no person carrying on any industry, operation or process shall discharge or emit or permit to be discharged or emitted any environment pollutants in excess of such standards as may be prescribed. The Environment Act empowers the Central Government to make rules for various purposes viz., to prescribe:

(i) the standards of quality of air, water or soil for various areas;
(ii) the maximum allowable limits of concentration of various environmental pollutants for different areas;
(iii) the procedures and safeguards for the prevention of accidents which may cause environmental pollution and remedial measures for such accidents.

Environment (Protection) Rules, 1986 ("Environment Rules")

In exercise of powers conferred under the Environment Act, the Central Government notified the Environment Rules. Pursuant to Environment Rules, every person who carries on an industry, operation or process requiring consent under Water (Prevention and Control of Pollution) Act, 1974 or Air (Prevention and Control of Pollution) Act, 1981 or shall submit to the concerned Pollution Control Board ("**PCB**") an environmental statement for that financial year in the prescribed form.

The Water (Prevention and Control of Pollution) Act, 1974 ("Water Act")

The Water Act aims at prevention and control of water pollution as well as restoration of water quality through the establishment of a central PCB and state PCBs. Under the provisions of the Water Act, any individual, industry or institution discharging industrial or domestic wastewater or establishing any treatment or disposal system or the using of any new or altered outlet for the discharge of sewage is required to obtain the consent of the applicable state PCB, which is empowered to establish standards and conditions that are required to be complied with. The consent to operate is granted for a specific period after which the conditions stipulated at the time of granting consent are reviewed by the state PCB. Even before the expiry of the consent period, the state PCB is authorized to carry out random checks on any industry to verify if the standards prescribed are being complied with by the industry. In the event of non-compliance, the state PCB after serving notice to the concerned industry may close the mine or withdraw water supply to the industry or cause magistrates to pass injunctions to restrain such polluters.

The Air (Prevention and Control of Pollution) Act, 1981 ("Air Act")

The Air Act requires any individual, industry or institution responsible for emitting smoke or gases by way of use as fuel or chemical reactions, apply in a prescribed form and obtain consent from the PCB prior to commencing any activity. The PCB is required to grant, or refuse, consent within four months of receipt of the application. The consent may contain conditions relating to specifications of pollution control equipment to be installed. Within a period of four months after the receipt of the application for consent the PCB shall, by order in writing and for reasons to be recorded in the order, grant the consent applied for subject to such conditions and for such period as may be specified in the order, or refuse consent.

Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016 ("Hazardous Wastes Rules")

The Hazardous Wastes Rules impose an obligation on every occupier to prevent, minimize, reuse, recycle, co- process and safely dispose hazardous and other wastes, as defined under the Hazardous Wastes Rules. An occupier has been defined as any person who has control over the affairs of a factory or premises or any person in possession of hazardous waste. Every occupier engaged, inter alia, in the handling, generation, collection, storage, packaging, transportation, use, treatment, processing, recycling, recovery, pre-processing, co-processing, utilization, transfer or disposal of the hazardous waste and other wastes is required to obtain an authorization from the relevant state PCB.

Shops and Establishments Legislations

The provisions of various shops and establishments legislations, applicable in the states in which the establishments are set up, regulate the work and employment of the workers employed in shops and establishments, including commercial establishments, and provide for fixation of working hours, rest intervals, overtime, holidays, leave, termination of service, maintenance of shops and establishments, and other rights and obligations of the employers and employees.

Foreign Exchange Regulations

Foreign investment in Indian securities is governed by the provisions of the Foreign Exchange Management Act, 1999 ("**FEMA**") read with the applicable FEMA regulations. FEMA replaced the erstwhile Foreign Exchange Regulation Act, 1973. Foreign investment is permitted (except in the prohibited sectors) in Indian companies, either through the automatic route or the government approval route, depending upon the sector in which foreign investment is sought to be made. The Department of Industrial Policy and Promotion ("**DIPP**"), Ministry of Commerce & Industry, Government of India makes policy pronouncements on FDI through press notes and press releases which are notified by the RBI as amendments to the FEMA regulations. In case of any conflict, the FEMA regulations prevail. Therefore, the regulatory framework, over a period of time consists of acts, regulations, press notes, press releases, and clarifications among other amendments. The DIPP issued the FDI Policy which consolidates the policy framework on FDI issued by DIPP, in force on August 28, 2017 and reflects the FDI policy as on August 28, 2017. The FDI Policy consolidates and subsumes all the press notes, press releases, and clarifications on FDI issued by DIPP. As per the FDI Policy, 100% FDI is permitted in our Company under the automatic route, subject to compliance with prescribed conditions.

Foreign Trade (Development and Regulation) Act, 1992

In India, exports and imports are regulated by the Foreign Trade (Development and Regulation) Act, 1972 (the "**Foreign Trade Act**"), which seeks to develop and regulate foreign trade by facilitating imports into India and augmenting exports from India. Pursuant to the provisions of the Foreign Trade Act, every importer and exporter in India must obtain an 'Importer Exporter Code' ("**IEC**") from the Director General of Foreign Trade ("**DGFT**") or from any other officer duly authorised under the Foreign Trade Act. Failure to obtain the IEC number may lead to penal action under the Foreign Trade Act. Further, the DGFT is authorised to suspend or cancel IEC in case of (i) contravention by any person of the provisions of Foreign Trade Act or the foreign trade policy or any law relating to central excise or customs or foreign exchange or commission of any other economic offence under any other law specified by the Central Government or (ii) making an export or import in a manner prejudicial to the trade relations of India with any foreign country or to the interests of other persons engaged in imports or exports or bringing disrepute to the credit or the goods of, or services or technology, provided from the country or (iii) importing or exporting specified goods or services or technology, in contravention of any provision of Foreign Trade Act or any rules or orders made thereunder or the foreign trade policy. Where any IEC number granted to a person has been suspended or cancelled, the person shall not be entitled to import or export any goods or services or technology except under a special licence, granted by the DGFT to that person in a manner and subject to conditions as may be prescribed.

Laws relating to taxation

As per notice dated June 28, 2017 by the Ministry of Finance, with effect from July 1, 2017, Goods and Services Tax legislations (including Central Goods and Services Tax Act, 2017, Integrated Goods and Services Tax Act, 2017, States Goods and Services Tax Act, 2017 and Union Territory Goods and Services Tax Act, 2017) are applicable to us.

Other Laws

In addition to the above, our Company is required to comply with the provisions of the Companies Act, 1956, to the extent applicable, the Companies Act, 2013, the Competition Act, 2002 and different state legislations.

Laws applicable for operations outside India

Our Company operates in various jurisdictions, including United States of America, United Kingdom, Europe, Australia, Nigeria, Tanzania and South Africa either through our Subsidiaries or branch offices. The relevant laws in these jurisdictions are applicable to our Subsidiaries and branch offices, which relate to incorporation or registration as applicable, labour, immigration, intellectual property, data protection, taxation, and other business related laws.

HISTORY AND CERTAIN CORPORATE MATTERS

Brief history of our Company

Our Company was incorporated as 'Nihilent Technologies Private Limited', a private limited company under the Companies Act, 1956 pursuant to a certificate of incorporation dated May 29, 2000 issued by the RoC. Thereafter, our Company was converted into a public limited company pursuant to a special resolution passed in the extraordinary general meeting of the Shareholders held on September 3, 2015 and consequently, the name of our Company was changed to 'Nihilent Technologies Limited', pursuant to a fresh certificate of incorporation issued by the RoC on September 10, 2015. The name of our Company was further changed to 'Nihilent Limited' since the Company provides a range of services, including consulting, analytics, design thinking , SAP, etc. and a fresh certificate of incorporation dated January 22, 2018 was issued by the RoC.

Corporate profile

For information on our Company's profile, including details of our business activities, services, products, technology, marketing, customers, geographic segment, exports and profits of our Company due to its foreign operations, our growth, standing of our Company with reference to prominent competitors, etc., see "*Business*", "*Industry*", "*Management's Discussion and Analysis of Financial Condition and Results of Operations*", "*Risk Factors*" and "*Financial Statements*", on pages 112, 101, 361, 18 and 181, respectively. For details of the management of our Company and its managerial competence, see "*Our Management*" on page 151.

Changes in the registered office of our Company

Effective date	Details of the change in the address of Registered Office
July 1, 2000	Registered office of our Company changed from 'B-11, The Woods, North Main Road, Koregaon Park, Pune - 400 001' to 'Amar Avinash Corporate City, First Floor, 11 Bund Garden Road, Pune – 411 001'.
September 23, 2008	Registered office of our Company changed from 'Amar Avinash Corporate City, First Floor, 11 Bund Garden Road, Pune – 411 001' to '4th Floor, Weikfield IT Citi Infopark, Nagar Road, Pune – 400 014'.

The changes in the registered office address mentioned above were made to enable greater operational efficiency and administrative convenience.

Main Objects of our Company

The main objects contained in the Memorandum of Association of our Company include the following:

"To undertake development of software and all software related services and activities relating to the internet and information technology within and outside India and to provide on-going software support to various global customers, in particular, by offering strategic responsibility management with innovative ideas driven e-enterprise business solutions all the way through to business critical solutions and support, including managing of networks, data centres and hosting."

The main objects as contained in the Memorandum of Association enable our Company to carry on the business presently being carried out.

Amendments to our Memorandum of Association of our Company

Set out below are the amendments to our Memorandum of Association since the incorporation of our Company:

Date of change/Shareholders' resolution	Particulars
August 23, 2000	The capital clause of the MoA was substituted to reflect the increase in the authorised capital of our Company from ₹100,000 divided into 10,000 equity shares of ₹10 each to ₹200,000,000 divided into 20,000,000 equity shares of ₹10 each.
August 30, 2001	A new set of MoA was adopted by the shareholders of our Company.

Date of change/Shareholders' resolution	Particulars
October 3, 2006	Alteration of the objects clause of the MoA by insertion of new sub-clause III B (7) to the objects incidental or ancillary to the main objects: "*III B (7) – To assemble, maintain, buy, sell, import, export, distribute, trade or otherwise deal in information technology consumables such as computer spare parts, components, floppies and other accessories and to import, export, distribute, develop, maintain, service, sale, purchase, hire, lease, sub-lease, outsource interactive/non-interactive computer systems used for conducting customer feedback/survey and related services in various organisations/enterprises.*"
July 20, 2012	Alteration of the objects clause of the MoA by insertion of new sub-clause III B (45) to the objects incidental or ancillary to the main objects: "*III B (45) – To develop, maintain, host, run portal(s) for creating an online real/social community which amongst other shall include aspiring, deserving, upcoming and untapped talent from public at large to promote, perform, Produce, Distribute, Import, Export, Publish, Exhibit or Trade in various Arts like music, singing, acting, dancing, writing, photography through various means, creation of Intellectual Property Rights and to act as a structured platform by exploring strategic tie-ups and brining in proximity renowned personalities/experts for conceptualizing and promoting ideas, through use of technologies in IT/ITES by deploying ultramodern web based technologies and to do all acts and deeds as may be necessary in the course of trade.*"
September 3, 2015	Pursuant to the conversion from a private limited company to a public company limited by shares, a new certificate of incorporation was issued by the RoC and the name of our Company was changed from 'Nihilent Technologies Private Limited' to 'Nihilent Technologies Limited'. Consequently, the name clause of the MoA was altered to reflect the change in name.
December 11, 2015	The capital clause of the MoA was substituted to reflect the increase in the authorised capital of our Company from ₹200,000,000 divided into 20,000,000 equity shares of ₹10 each to ₹400,000,000 divided into 40,000,000 equity shares of ₹10 each.
January 15, 2018	Pursuant to the change in name of our Company from 'Nihilent Technologies Limited' to 'Nihilent Limited', the name clause of the MoA was altered to reflect the change in name.

Major events and milestones of our Company

The table below sets forth the key events in the history of our Company:

Year	Particulars
2000	Incorporation of our Company.
2001	Our Company entered the United Kingdom market and set up a branch office, for carrying out operations.
2002	Our Company established its operations in the United States of America with incorporation of our subsidiary company Nihilent Technologies Inc.
2005	Our Company launched its Enterprise Transformation Consulting Practise.
	Our Company started providing CMMi certifications to global clients.
	Our Company created a proprietary $MC^{3\,TM}$ framework.
2010	Our Company registered 14 Signals patent for 'Customer Loyalty Evaluation' service.
2013	Our Company set up its subsidiary Nihilent Australia Pty Limited in Australia.
	Our Company set up its subsidiary Nihilent Nigeria Limited in Nigeria.
	Our Company set up its subsidiary Nihilent Tanzania Limited in Tanzania.
2014	Our Company through its subsidiary Nihilent Technologies Inc., acquired GNet Group LLC, a business intelligence and sharepoint solutions provider based in the United States.
2015	Our Company started operations in Ireland and set up a branch office, for carrying out operations.
	Our Company acquired 51 percent of the paid up equity capital of Intellect Bizware Services Private Limited, an SAP consulting entity, based in Mumbai.
2016	Our Company acquired 100% percent of the paid up equity capital of Nihilent Analytics Limited (earlier known as ICRA Techno Analytics Limited), a business intelligence and analytics company based in Kolkata, having operations in India and USA.
2017	Our Company acquired additional 10 percent of the paid up equity capital of Intellect Bizware Services Private Limited.

Awards and Recognitions

For details regarding our Awards and Recognitions, see "*Our Business*" on page 112.

Our Holding Company

For details regarding our holding company, see "*Our Promoters and Promoter Group*" on page 169.

Our Subsidiaries

For details regarding our Subsidiaries, see "*Our Subsidiaries*" on page 145.

Total Number of shareholders of our Company

As on the date of this Draft Red Herring Prospectus, our Company has 66 shareholders. For further details on the shareholding of our Company, see "*Capital Structure*" on page 74.

Time and cost overruns

There have been no material delays in setting up projects or time or cost over-runs.

Injunctions or restraining order against our Company

As of the date of this Draft Red Herring Prospectus, there are no injunctions or restraining orders against our Company.

Strike and lock-outs

We have not experienced any strike, lock-outs or labour unrest since incorporation.

Technology, market competence and other details regarding our Company

For details of our Company's technology, market and managerial competence, see "*Our Business*", "*Industry Overview*" and "*Our Management*" beginning on pages 112, 101 and 151, respectively.

Changes in activities of our Company during the last five years

There have been no changes in the activities of our Company during the last five years preceding the date of this Draft Red Herring Prospectus, which have had a material effect on our profits or losses, including discontinuance of our lines of businesses, loss of agencies or markets and similar factors

Capital raising through equity and debt

Our equity issuances in the past and outstanding debt as on the date of this Draft Red Herring Prospectus, have been provided in "*Capital Structure*" and "*Financial Indebtedness*" on pages 74 and 393, respectively. Further, our Company has not undertaken any public offering of debt instruments since its incorporation.

Defaults or Rescheduling of borrowings with financial institutions/ banks

There have been no defaults or rescheduling of borrowings with the financial institutions/banks for which a notice has been issued or any action has been taken by any financial institutions/banks.

Revaluation of Assets

Our Company has not revalued its assets since incorporation.

Details regarding acquisition of business/undertakings, mergers and amalgamations

Details of key agreements in relation to acquisitions made by our Company are as mentioned below.

Summary of Material Agreements

Except as disclosed below, on the date of this Draft Red Herring Prospectus, our Company is not a party to any material agreements, which have not been entered into in the ordinary course of business.

1. **Shareholders' Agreement between our Company, Nedcor Bank Limited ("Nedcor Bank"), Nedbank Africa Investments ("Nedcor") Limited and Mr. L. C. Singh, our Promoter ("LCS") dated July 12, 2000.**

   In order to regulate the relationship and respective rights and obligations as shareholders, Nedcor Bank, Nedcor, LCS and our Company entered into a shareholders' agreement dated July 12, 2000 the ("**SHA**"). The SHA was amended pursuant to five supplemental agreements dated February 5, 2001, March 15, 2001, December 20, 2001, September 23, 2006 and January 22, 2007. Pursuant to a deed of assignment dated June 20, 2002, all the rights and obligations of Nedcor and Nedcor Bank were assigned to Hatch Investments (Mauritius) Limited ("**Hatch**"). Nedcor through Hatch invested in our Company.

   The SHA provides that the number of directors on the Board would be a minimum of six directors including the Chairman who shall not have a casting vote. The SHA provides that of the six directors four directors shall be nominated by Hatch as long as Hatch's holding in the company remains above 50.1% and the remaining two directors shall be nominated by LCS. Under the terms of the SHA no third party having less than 10% shareholding shall be entitled to appoint a director on the Board.

   Further, the SHA allows for the appointment of professionals by our Company on the recommendation of LCS ("**Significant Members**"), who in accordance with the terms of their respective employment agreements shall be allotted Equity Shares, such that the total shareholding of the Significant Members together with LCS, is at least 15.1%. Further, the SHA provides that every Significant Member shall be required to execute a power of attorney in favour of LCS inter alia giving the power to vote on the Equity Shares held by such Significant Members. The SHA also provides for the creation of a Stock Option Committee to govern the allotment of shares to the employees vide an Employee Stock Option Plan ("**ESOP**").

   The SHA places certain lock-in restrictions with respect to sale or transfer of shares held by LCS and the Significant Members. Under the terms of the SHA, LCS is permitted to dispose the shares held by him only after the completion of two years. LCS is further restricted to dispose only one-third of the shares held by him in the third year and is allowed to dispose of his entire holding only after the fourth year. Additionally, the SHA requires the Significant Members to not dispose any of the shares held by them for the first two years. The Significant Members are allowed to dispose only one-third of the shares held by him in the third year and the fourth year and further are allowed to dispose of their entire shareholding only after the fifth year, from the date of such allotment. Separately, under the term of the SHA, Nedcor also agrees to lock in its shareholding for a period of three years.

   The SHA also provides pre-emptive rights wherein terms and conditions are laid down for offering the shares to other existing shareholders before the same is offered to a third party. Such shares may be sold to third parties only after the right of first refusal has been exercised by the other shareholders, in consonance with the terms of the SHA.

   Subsequently, the Company, LCS and Hatch entered into an amendment agreement dated September 15, 2015 ("**First Amendment Agreement**"), in relation to the termination of the SHA pursuant to an initial public offering, amendment of the articles of the Company and to record the sharing of expenses in relation to the initial public offering. The First Amendment Agreement terminated on December 31, 2016.

   Thereafter, the Company, LCS and Hatch entered into a subsequent amendment agreement dated July 24, 2018 ("**Second Amendment Agreement**"), pursuant to which the SHA shall terminate upon listing of the Equity Shares on any of the stock exchanges in India pursuant to an initial public offering on or before December 31, 2019 ("**Long Stop Date**"), failing which the Second Amendment Agreement shall terminate on the Long Stop Date and the SHA shall remain in full force and effect. The Second Amendment Agreement also provides for the sharing of expenses in relation to the initial public offering, in accordance with applicable law.

2. **Share Purchase and Shareholders' Agreement between our Company and Intellect Bizware Services Private Limited ("IBSPL") along with Mr. Syed Sabahat Husain Kazi, Mr. Lingam Gopalakrishna and Mr. Sanjay**

Prabhakar Gupte (jointly referred to as "Key Shareholders") dated September 1, 2015 amended vide a subsequent agreement dated December 21, 2015 ("SPSA").

Our Company entered into a SPSA with IBSPL and its Key Shareholders, to effectuate the acquisition of IBSPL by our Company. Under the terms of the SPSA, our Company acquired 51% of the equity shareholding of IBSPL and has an obligation to acquire the balance 49% of the shareholding. Under the SPSA, our Company has the option to acquire the balance shareholding either directly or through its subsidiaries in a single transaction within a stipulated time of 30 days after August 31, 2016; or (ii) in one or more tranches within a period of three years; or (iii) in 1 (one) or more tranches in a period of five (5) years of the completion of the acquisition of the initial Stake or such other extended period in terms of the SPSA. The SPSA provides for a valuation methodology for acquiring 49 percent stake in IBSPL which is linked to a target EBITDA vis-à-vis actual EBITDA achieved at the end of each year. In November 2017, our Company recently acquired additional 10% of the paid up equity capital of IBSPL, for a consideration of ₹45.72 million pursuant to the SPSA.

To govern the functioning, management and to regulate the relationship and respective rights and obligations between our Company, IBSPL and its Key shareholders till such time as the complete acquisition is effectuated, the SPSA provides detailed terms and conditions for the management of IBSPL. The SPSA provides terms for composition of the board of directors of IBSPL and frequency of the board meetings, appointment and removal of directors, conducting the business of IBSPL, banking, accounting and matters relating to finance along with provisions for declaration of dividend. Additionally, the SPSA confers certain pre-emptive rights on the Key Shareholders with regards to disposal of their respective shareholding in favour of our Company. Further the SPSA lists out the obligations of our Company and IBSPL till such time as the acquisition is completed.

3. Shareholder's Agreement ("SHA") between our Company, Mr. Oti Ikomi and Nihilent Nigeria Limited ("NNL"), dated June 7, 2013

Our Company entered into a Heads of Agreement ("**HOA**"), dated January 11, 2013, and an addendum dated March 20, 2013 with Mr. Oti Ikomi, to establish and incorporate a company in Nigeria which shall be engaged in the business of IT consulting, software development and software solutions. Pursuant to the HOA a shareholder's agreement was entered into between our Company, Mr. Oti Ikomi and NNL to regulate the affairs of NNL and their relationship between them as shareholders. Pursuant to the SHA, our Company holds 51% and Mr. Ikomi holds 49% of NNL's shareholding, respectively.

The SHA provides for the board of NNL to consist of four directors with Mr. Ikomi as its Chairman. Our Company has been granted the right to appoint our CEO as the second director on NNL's board along with a nominee director. Further, the terms of the SHA require for an independent director to also be appointed on the board of directors of NNL. In the event that Mr. Ikomi ceases to hold 49% of the total paid up share capital of NNL, under the SHA our Company has been granted the right to appoint a chairman on to the board of NNL. The SHA also provides detailed terms and conditions for the management, composition of the board of directors, frequency of the board meetings, appointment and removal of directors, conducting the business of NNL, terms related to banking, accounting and matters relating to finance along with provisions for declaration of dividend.

Additionally, the SHA confers certain pre-emptive rights on the shareholders of NNL, with regards to disposal of their respective shareholding.

4. Share Purchase and Sale Agreement between our Company, ICRA Limited ("ICRA") and Nihilent Analytics Limited (formerly known as ICRA Techno Analytics Limited) ("NAL") dated August 5, 2016 amended vide a subsequent agreement dated October 7, 2016 ("SPSA")

Our Company entered into the SPSA with ICRA and NAL, to acquire the beneficial ownership of 21,453,351 equity shares, representing 100% of the paid up share capital of NAL, held by ICRA. Pursuant to such acquisition our Company also indirectly acquired the entire shareholding of (i) ICRA Global Capital Inc. ("**IGCI**") and ICRA Sapphire Inc. ("**ISI**"), the direct subsidiaries of NAL (ii) BPA Technologies Inc. ("**BPA USA**"), a direct subsidiary of IGCI; and (iii) BPA Technologies Private Limited ("**BPA India**"), a direct subsidiary of BPA USA (IGCI, ISI, BPA USA and BPA India are collectively referred to as "**Subsidiaries**").

Pursuant to the terms of the SPSA, the consideration for the acquisition of 100% shareholding of NAL included a cash component along with issuance of 36,750 unlisted, unsecured, unrated redeemable, non-convertible debentures of face value ₹10,000 each, in a single tranche on a private placement basis by our Company to ICRA Limited, in terms of a debenture subscription agreement dated August 5, 2016 entered into parallelly with the SPSA. The debentures issued pursuant to the debenture subscription agreement were in the nature of unlisted, unsecured, unrated redeemable, non-convertible debentures which have been subsequently redeemed by our Company. Further, the SPSA provides for the conditions for payment of special bonus amount to certain employees of BPA USA, pursuant to existing bonus agreements with such employees.

Other Agreements

Our Company has not entered into any material contracts other than in the ordinary course of business carried on or intended to be carried on by our Company in the two years preceding this Draft Red Herring Prospectus.

Guarantees provided by our Promoters

As on the date of this Draft Red Herring Prospectus, no guarantees have been provided by our Promoters participating in the Issue.

Competition

For details of competition faced by our Company, see "*Our Business*" beginning on page 112.

Financial and Strategic Partners

Our Company does not have any financial or strategic partner as of the date of filing this Draft Red Herring Prospectus.

OUR SUBSIDIARIES

As on the date of this Draft Red Herring Prospectus, our Company has the following Subsidiaries:
1. Intellect Bizware Services Private Limited;
2. Nihilent Analytics Limited;
3. Nihilent Analytics Inc.;
4. Nihilent Inc;
5. Nihilent Tanzania Limited;
6. Nihilent Nigeria Limited;
7. Nihilent Australia Pty. Limited;
8. BPA Technologies Private Limited; and
9. Seventh August IT Services Private Limited.

Details of the Subsidiaries

1. Intellect Bizware Services Private Limited ("Intellect")

Corporate Information:

Intellect Bizware Services Private Limited was incorporated on May 22, 2009 under the Companies Act, 1956 at Mumbai. Intellect is involved in the business of SAP implementation, support and consultancy, SAP solutions and mobile enterprise apps and web portals. The registered office of Intellect Bizware Services Private Limited is situated at 601-605 6th Floor, Technocity, Plot No. X-5/3, MIDC, Mahape Navi Mumbai Thane Maharashtra 400710. Our Company has acquired 61% stake in Intellect pursuant to the Share Purchase and Shareholders Agreement dated September 1, 2015 entered into between our Company, Intellect, Syed Sabahat Husain Kazi, Lingam Gopalakrishna and Sanjay Prabhakar Gupte. For further details, please see "*History and certain Corporate Matters*" on page 139.

Capital Structure

The capital structure of Intellect is as follows:

	No. of equity shares of ₹ 10 each
Authorised capital	100,000
Issued, subscribed and paid-up capital	10,000

Shareholding Pattern

The shareholding pattern of Intellect is as follows:

Sr. No.	Name of the shareholder	No. of equity shares of ₹ 10 each	Percentage of total equity holding (%)
1.	Nihilent Limited	6,100	61.00
2.	Syed Sabahat Husain Kazi	1,560	15.60
3.	Gopala Krishna Lingam	1,560	15.60
4.	Sanjay Prabhakar Gupte	780	7.80
	Total	**10,000**	**100.00**

There are no accumulated profits or losses of Intellect not accounted for by our Company.

2. Nihilent Analytics Limited ("Nihilent Analytics")

Corporate Information:

Nihilent Analytics Limited (formerly ICRA Techno Analytics Limited) was incorporated on July 27, 1992 under the Companies Act, 1956 at Kolkata. Nihilent Analytics is involved in providing business intelligence and analytics solutions. The registered office of Nihilent Analytics is situated at 8th Floor, B Block, Weikfield IT Citi Infopark, Nagar

Road Pune -411014. Our Company has acquired 100% stake in Nihilent Analytics pursuant to the Share Purchase and Sale Agreement dated August 5, 2016 entered into between our Company, ICRA Limited and Nihilent Analytics. For further details, please see "*History and certain Corporate Matters*" on page 139.

Capital Structure

The capital structure of Nihilent Analytics is as follows:

	No. of equity shares of ₹ 10 each
Authorised capital	33,000,000
Issued, subscribed and paid-up capital	21,453,351

Shareholding Pattern

The shareholding pattern of Nihilent Analytics is as follows:

Sr. No.	**Name of the shareholder**	**No. of equity shares of ₹ 10 each**	**Percentage of total equity holding (%)**
1.	Nihilent Limited	21,453,345	99.99
2.	L. C. Singh	1	Negligible
3.	Minoo Dastur	1	Negligible
4.	Shubhabrata Banerjee	1	Negligible
5.	Rahul S. Bhandari	1	Negligible
6.	Nirmalya Dutta	1	Negligible
7.	Ghanshyam Tiwari	1	Negligible
	Total	**21,453,351**	**100.00**

There are no accumulated profits or losses of Nihilent Analytics not accounted for by our Company.

3. Nihilent Analytics Inc. ("NAI")

Corporate Information:

Nihilent Analytics Inc. (formerly Nihilent Global Capital Inc.) filed its Articles of Incorporation in the state of California on April 20, 2012. NAI is a special purpose vehicle and wholly owned subsidiary of Nihilent Analytics which has been incorporated to look after the overseas investment activities of Nihilent Analytics. The registered office of NAI is situated at 101 Merritt Blvd, Suite 107, Trumbull, CT 06611, USA.

Capital Structure

The capital structure of NAI is as follows:

	No. of equity shares (as its common stock)
Authorised capital	20,000,000
Issued, subscribed and paid-up capital	12,820,350

Shareholding Pattern

The shareholding pattern of NAI is as follows:

Sr. No.	**Name of the shareholder**	**No. of equity shares**	**Percentage of total equity holding (%)**
1.	Nihilent Analytics Limited	12,820,350	100
	Total	**12,820,350**	**100.00**

There are no accumulated profits or losses of NAI not accounted for by our Company.

4. Nihilent Inc. ("Nihilent Inc")

Corporate Information:

Nihilent Inc. was incorporated on April 1, 2001 under the General Corporation Law of the State of Delaware at the State of Delaware. Nihilent Inc is involved in the business of providing business consulting and solutions in information technology. The registered office of Nihilent Inc is situated at 2675 Long Lake Road, Suite 150, Roseville, Minnesota 55113.

Capital Structure

The capital structure of Nihilent Inc. is as follows:

	No. of equity shares (as its common stock)
Authorised capital	3,000
Issued, subscribed and paid-up capital	1,000

Shareholding Pattern

The shareholding pattern of Nihilent Inc. is as follows:

Sr. No.	**Name of the shareholder**	**No. of equity shares**	**Percentage of total equity holding (%)**
1.	Nihilent Limited	1,000	100.00
	Total	1,000	100.00

There are no accumulated profits or losses of Nihilent Inc not accounted for by our Company.

5. Nihilent Tanzania Limited ("Nihilent Tanzania")

Corporate Information:

Nihilent Tanzania Limited was incorporated on February 12, 2013 under the Companies Act, 2002 of Tanzania. Nihilent Tanzania is involved in the business of consulting in information technology and development of software and other software related services and activities. The registered office of Nihilent Tanzania is situated at P.O. Box 9912, Plot No.565, Old Bagamoyo Road, DSM Kinondoni, Dar Es Salaam, Tanzania. Pursuant a resolution of the Board dated March 23, 2017, the Board approved disinvestment of the Company's stake in the Nihilent Tanzania. Our Company has filed an application with the RBI in relation this disinvestment and is awaiting approval of the RBI in this regard.

Capital Structure

The capital structure of Nihilent Tanzania is as follows:

	No. of equity shares of Tshs1,000 each
Authorised capital	30,000
Issued, subscribed and paid-up capital	10,000

Shareholding Pattern

The shareholding pattern of Nihilent Tanzania is as follows:

Sr. No.	**Name of the shareholder**	**No. of equity shares of Tshs1,000 each**	**Percentage of total equity holding (%)**
1.	Nihilent Limited	9,500	95.00
2.	Sophia Mwaniwa Chamzingo	500	5.00
	Total	**10,000**	**100.00**

There are no accumulated profits or losses of Nihilent Tanzania not accounted for by our Company.

6. Nihilent Nigeria Limited ("Nihilent Nigeria")

Corporate Information:

Nihilent Nigeria was incorporated on May 24, 2013 under the Companies and Allied Matters Act, 1990 of the Federal Republic of Nigeria. Nihilent Nigeria is involved in the business of providing global solutions and consulting in information technology. The registered office of Nihilent Nigeria is situated at 13, Maitama Sule Street, Ikoyi, Lagos, Nigeria.

Capital Structure

The capital structure of Nihilent Nigeria is as follows:

	No. of equity shares of 1.00 Nigerian Naira each
Authorised capital	53,000,000
Issued, subscribed and paid-up capital	52,067,634

Shareholding Pattern

The shareholding pattern of Nihilent Nigeria is as follows:

Sr. No.	**Name of the shareholder**	**No. of equity shares of 1.00 Nigerian Naira each**	**Percentage of total equity holding (%)**
1.	Nihilent Limited	26,554,493	51.00
2.	Otimeyin Ikomi	25,513,141	49.00
	Total	**52,067,634**	**100.00**

There are no accumulated profits or losses of Nihilent Nigeria not accounted for by our Company.

7. Nihilent Australia Pty Limited ("Nihilent Australia")

Corporate Information:

Nihilent Australia was incorporated on July 11, 2013 under the Corporations Act, 2001 at Victoria Australia. Nihilent Australia is involved in the business of providing solutions and consulting in information technology, change management and other related services. The registered office of Nihilent Australia is situated at Level 1, 225 George Street, Sydney NSW 2000.

Capital Structure

The capital structure of Nihilent Australia is as follows:

	No. of equity shares of AUD 1 each
Authorised capital	250,000
Issued, subscribed and paid-up capital	250,000

Shareholding Pattern

The shareholding pattern of Nihilent Australia is as follows:

Sr. No.	**Name of the shareholder**	**No. of equity shares of AUD 1 each**	**Percentage of total equity holding (%)**
1.	Nihilent Limited	250,000	100.00
	Total	250,000	100.00

There are no accumulated profits or losses of Nihilent Australia not accounted for by our Company.

8. BPA Technologies Private Limited ("BPA")

Corporate Information:

BPA Technologies Private Limited was incorporated on June 7, 2006 under the Companies Act, 1956 at Hyderabad. BPA is involved in designing and development of systems and application software either for its own use or for sale in India or for export outside India. BPA also designs and develops such systems and application software for other third-party manufactures, owners and users of computer systems and digital/electronic equipment in India or abroad. The registered office of BPA is situated at Infinity Benchmark, 15th Floor, Office No. 1501, Plot-G1, Block-GP, Sector-V, Salt Lake, Kolkata, West Bengal- 700091.

Capital Structure

The capital structure of BPA is as follows:

	No. of equity shares of ₹ 10 each
Authorised capital	50,000
Issued, subscribed and paid-up capital	10,000

Shareholding Pattern

The shareholding pattern of BPA is as follows:

Sr. No.	**Name of the shareholder**	**No. of equity shares of ₹ 10 each**	**Percentage of total equity holding (%)**
1.	Nihilent Analytics Inc	9,999	99.99
2.	Nirmalya Dutta	1	0.01
	Total	**10,000**	**100.00**

There are no accumulated profits or losses of BPA not accounted for by our Company.

9. Seventh August IT Services Private Limited ("Seventh August")

Corporate Information:

Seventh August IT Services Private Limited was incorporated on September 10, 2007 under the Companies Act, 1956 at Pune, Maharashtra, India. Seventh August IT is involved in the business of computer software development services including online and offshore software development services. Further, Seventh August has cloud hosted portals for creating opportunities for art, artists and artefacts by creating communities of artists and art lovers for interacting with each other and artoreal.com which is an online marketplace that provides a platform for artists across India to sell their handcrafted artwork. The registered office of Seventh August is situated at Sumol Plot No. 27, Manmohan Society, Lane No. 1, Karvenagar, Pune – 411 052.

Capital Structure

The capital structure of Seventh August is as follows:

	No. of equity shares of ₹ 10 each
Authorised capital	50,000
Issued, subscribed and paid-up capital	10,000

Shareholding Pattern

The shareholding pattern of Seventh August is as follows:

Sr. No.	**Name of the shareholder**	**No. of equity shares of ₹ 10 each**	**Percentage of total equity holding (%)**
1.	Nihilent Limited	9,998	99.98

Sr. No.	Name of the shareholder	No. of equity shares of ₹ 10 each	Percentage of total equity holding (%)
2.	L. C. Singh	1	0.01
3.	Rahul S. Bhandari	1	0.01
	Total	**10,000**	**100.00**

There are no accumulated profits or losses of Seventh August not accounted for by our Company.

Common Pursuits

All of our Subsidiaries are engaged in business activities similar to that of our Company. Our Subsidiaries have been incorporated/acquired to undertake various projects in line with our business strategies. Our Company will adopt the necessary procedures and practices as permitted by law to address any conflict situation as and when they arise. For details of related business transactions between our Company and our Subsidiaries, see "*Related Party Transactions*" on page 179.

Sale/purchase between Subsidiaries and our Company

Except as disclosed in the section "*Related Party Transactions"* on page 179, none of our Subsidiaries are involved in any sale or purchase with our Company where such sales or purchases exceed in value in the aggregate of 10% of the total sales or purchases of our Company.

Business interest between our Company and our Subsidiaries

Except in the ordinary course of business and as stated in "*Our Business*" and "*Related Party Transactions*" on pages 112 and 179, respectively, none of our Subsidiaries have any business interest in our Company.

Other Confirmations

1. None of the securities of our Subsidiaries are listed on any stock exchange in India or abroad.

2. None of our Subsidiaries have been refused listing of any securities at any time or failed to meet the listing requirements of any of the recognised stock exchanges in India or abroad.

3. None of our Subsidiaries have made any public or rights issue of securities in the preceding three years.

4. None of our Subsidiaries fall under the definition of sick companies under the provisions of the Sick Industrial Companies (Special Provisions) Act, 1995.

5. None of our Subsidiaries are under winding up.

6. None of our Subsidiaries have undertaken an outstanding unsecured loan, which may be recalled by the lender at any time.

Outstanding litigations

For details regarding the outstanding litigations against our Subsidiaries, see "*Outstanding Litigation and Other Material Developments*" on page 394.

OUR MANAGEMENT

Board of Directors

Subject to the provisions of the Companies Act, 2013 and our Articles of Association, the number of Directors on our Board shall not be less than three (3) and not more than 15, provided that our Company may appoint more than 15 Directors after passing a special resolution.

As on the date of this Draft Red Herring Prospectus, our Board comprises of eight (8) Directors, out of which four (4) are Independent Directors, including a woman Director. The Chairman of our Board is a Non-Executive Director.

Our Board has been constituted in compliance with the applicable provisions of the Companies Act, 2013 and the SEBI Listing Regulations. Our Board functions either as a full board, or through various committees constituted to oversee specific operational areas.

Board of Directors

The following table sets forth details of our Board of Directors as of the date of filing of this Draft Red Herring Prospectus with SEBI:

Sr. No.	Name, designation, occupation, DIN, address, nationality, date of appointment and term	Age (in years)	Other directorships
1.	***Jeremy John Ord*** **Designation:** Non-Executive Chairman **Occupation:** Business Executive **DIN:** 01583325 **Address:** 19 A, Coronation Road, Sandhurst, Johannesburg - 2196, South Africa **Date of appointment:** October 18, 2006 **Term:** Liable to retire by rotation	61	1. Britehouse Holdings Pty. Limited; 2. Datacraft Pty. Limited; 3. DDA Holdings Pty. Limited; 4. Dimension Data Holdings PLC.; 5. Dimension Data Facilities Pty. Limited; 6. Dimension Data Pty. Limited; 7. Dimension Data Management Services Pty. Limited; 8. Dimension Data Middle East and Africa Pty. Limited; 9. Hatch Investments (Mauritius) Limited; 10. The Oval Advertising and Promotions Co. Pty. Limited; and 11. Tradebridge Pty. Limited.
2.	***L. C. Singh*** **Designation:** Executive Vice Chairman and Whole-Time Director **Occupation:** Professional **DIN:** 01034826 **Address:** D-301, Adhara, One North, Magarpatta, Pune - 411028 **Date of appointment:** May 29, 2000 **Term:** Up to March 31, 2021, liable to retire by rotation	69	1. Nihilent Nigeria Limited; and 2. Intellect Bizware Services Private Limited.
3.	***Santosh Pande***	66	1. Triveni Engineering and Industries Limited; and 2. Triveni Turbine Limited.

Sr. No.	Name, designation, occupation, DIN, address, nationality, date of appointment and term	Age (in years)	Other directorships
	Designation: Independent Director **Occupation:** Professional **DIN:** 01070414 **Address:** House No. 1C, One Apartment, Sector 22, Gurgaon - 122015 **Date of appointment as Director**: August 1, 2000 **Date of re-appointment as an Independent Director:** August 25, 2015 **Term:** Five years with effect from December 11, 2015		
4.	***Kasaragod Ashok Kini*** **Designation:** Independent Director **Occupation:** Professional **DIN:** 00812946 **Address:** B-202, Mantri Pride Apartment, Mountain Road, 1st Block, Jayanagar, Bangalore – 560011 **Date of appointment:** September 10, 2015 **Term:** Five years with effect from December 11, 2015	72	1. Edelweiss Asset Reconstruction Company Limited; 2. UTI Trustee Company Private Limited; 3. Fino Paytech Limited; 4. Fino Finance Private Limited; 5. GOCL Corporation Limited; 6. Gulf Oil Lubricants India Limited; and 7. Nihilent Analytics Limited.
5.	**Satish K. Tripathi** **Designation:** Independent Director **Occupation:** Computer Scientist **DIN:** 07277285 **Address:** 889 Lebrun Road, Amherst, New York 14226, United States of America **Date of appointment:** September 10, 2015 **Term:** Five years with effect from December 11, 2015	67	Nil
6.	**Lila Firoz Poonawalla**	73	1. Pragati Leadership Institute Private Limited; 2. NobletekPlm Solutions Private Limited;

Sr. No.	Name, designation, occupation, DIN, address, nationality, date of appointment and term	Age (in years)	Other directorships
	Designation: Independent Director **Occupation:** Business Executive **DIN**: 00074392 **Address:** Fili Villa, S.No. 23, Baner Road, Balewadi, Pune - 411045, Maharashtra, India **Date of appointment:** October 13, 2015 **Term:** Five years with effect from December 11, 2015		3. Blossom Industries Limited; 4. KPIT Technologies Limited; 5. Bajaj Allianz Life Insurance Company Limited; 6. Bajaj Allianz General Insurance Company Limited; 7. VE Commercial Vehicles Limited; 8. Impact Automotive Solutions Limited; and 9. Bajaj Housing Finance Limited.
7.	**Minoo Darab Dastur** **Designation:** President**,** CEO and Whole-Time Director **Occupation:** Professional **DIN:** 01095903 **Address:** 17 Chateau Marine, B Road, Marine Drive, Mumbai 400 020 **Date of appointment:** April 1, 2017 **Term:** Up to March 31, 2021	57	1. Intellect Bizware Services Private Limited; and 2. Nihilent Analytics Limited.
8.	**Scott Douglas Gibson** **Designation:** Non-Executive Director **Occupation:** Professional **DIN:** 07996879 **Address:** 105 South Avenue, Atholl, Gauteng, Johannesburg **Date of appointment:** November 20, 2017 **Term:** Liable to retire by rotation	49	1. Hampden Olimpico (Pty) Limited; and 2. Britehouse Holdings (Pty) Limited

Brief Profile of our Directors

Jeremy John Ord aged 61 years, is the Non-Executive Chairman of the Board of our Company. He is currently an Executive Chairman and director of Dimension Data Holdings PLC. and he has previously served as the managing director and chief executive officer of Dimension Data Holdings Plc. He has in the past also served as a non-executive director of

Paracon Holdings Limited and Datacraft Asia Limited. He is a council member and member of the board of governors of the South African Foundation. He is also a member of the board of governors of the University of the Witwatersrand Foundation. He was appointed as a Director of our Company on October 18, 2006.

L. C. Singh aged 69 years, is our Executive Vice Chairman and Whole-Time Director. He has served on our Board since our Company's incorporation and he is the founder of our Company. He graduated with a bachelor's degree in Technology (B.Tech) from the Institute of Technology Banaras Hindu University in the year 1970. He holds a bachelor's degree in science, specialising in Chemical Engineering. He was awarded the alumni award of excellence in the year 2007 by the Banaras Hindu University. He also holds a diploma in Advanced Management Programme from the Harvard Business School. He is a fellow member of the Indian Institute of Management Consultants of India and a fellow member of the Computer Society of India. He has a total experience of 44 years in the IT Industry. Prior to incorporating our Company, he held the position of Senior Vice President at Tata Consultancy Services Limited where he worked for 17 years. he has worked with Zensar Technologies Limited in the capacity of the President and CEO. He has received various prestigious awards such as the Udyog Ratan Award by the Institute of Economic Studies in the year 2015.

Santosh Pande aged 66 years, an Independent Director on the Board of our Company, graduated with a bachelor's degree in Mechanical Engineering from Indian Institute of Technology, Kharagpur in the year 1973 and also holds a post graduate diploma in management from Indian Institute of Management, Kolkata and is also a Fellow of the Institute of Cost Accountants of India. He has authored an e-book titled 'An Overview of Corporate Governance Reforms in India'. He was awarded a Ph.D. in Business Administration by Aligarh Muslim University for his dissertation titled 'Ownership Concentration, Corporate Governance and Firm's Financial Performance'. He has a total experience of more than 40 years as a finance and management professional . He is also a part of the visiting faculty at the TERI University, New Delhi where he teaches corporate governance and business ethics. Prior to joining our Company, he has worked with companies including Triveni Engineering and Industries Limited, Zensar Technologies Limited and HCL Technologies Limited. He was appointed as an Independent Director of our Company for five years with effect from December 11, 2015.

Kasaragod Ashok Kini aged 72 years, an Independent Director on the Board of our Company, graduated with a bachelor's degree in science from University of Mysore. He also holds a master's degree in arts (English) from University of Madras. He has a total experience of over 40 years in banking industry. He is currently a director on the board of directors of UTI Trustee Company Private Limited. Prior to joining our Company, he worked with the State Bank of India from where he retired in the capacity of a Managing Director. He was appointed as an Independent Director of our Company for five years with effect from December 11, 2015.

Satish K. Tripathi aged 67 years, an Independent Director on the Board of our Company, graduated with a bachelor's degree in science from Banaras Hindu University in the year 1968 and a master's degree in science specialising in statistics in the year 1970. He also holds a master's degree in computer science from University of Toronto in 1976. He holds a PhD in computer science from the University of Toronto. He has a total experience of more than 35 years working as a computer scientist. He currently holds the position of President of the University at Buffalo, State University of New York. He was appointed as an Independent Director of our Company for five years with effect from December 11, 2015.

Lila Firoz Poonawalla aged 73 years, an Independent Director on the Board of our Company, graduated with a bachelor's degree in Mechanical Engineering from University of Pune in the year 1967. She has a total experience of more than 35 years in the corporate field. She is recipient of prestigious 'Padmashree' award in 1989 conferred by the then President of India and Order of the Polar Star by Carl XVI Gustaf, King of Sweden, in 2003. She was appointed as an Independent Director of our Company for five years with effect from December 11, 2015.

Minoo Darab Dastur aged 57 years, is the President**,** CEO and Whole-Time Director on the Board of our Company. He holds a bachelor's degree in science from University of Bombay and is a Certified Management Consultant by the Institute of Management Consultants of India. He also holds a diploma in business management from K. C. College of Management Studies. He has worked with Datamatics Consultants Limited from 1983 to 1986 and with Tata Consultancy Services from 1986 to the year 2000. He has been a member of the Institute of Electrical and Electronics Engineers (IEEE), the Association for Computing Machinery (ACM). He has an experience of 30 years in the IT consulting industry and sales and marketing. He was appointed as an Executive Director of our Company with effect from April 1, 2017 for a term upto March 31, 2020. His designation was subsequently changed to President and Chief Executive Officer and Whole Time Director of our Company with effect from April 1, 2018 for a term upto March 31, 2021.

Scott Gibson aged 49 years, is a chartered accountant registered with the Public Accountants' and Auditors' Board, Johannesburg. He worked for Gary Player for three years before moving to Deloitte Corporate Finance in London. He was also the Managing Director of Conscripti (Pty) Limited (a JV between Dimension Data and Tata Consultancy Services) from March 2005 to March 2007. He was appointed as the Group CEO of Britehouse Holdings (Pty) Limited from April 2007 to September 2015. He was appointed as a Non-Executive (Additional) Director of our Company on November 20, 2017.

Relationship between our Directors

None of our Directors are related to each other.

Service contract with Directors

Except as disclosed below, our Company has not entered into any service contract with our Directors which provides for benefits upon termination of directorship.

Service agreement between our Company and L.C. Singh, dated April 24, 2018.

Our Company has entered a service agreement dated April 24, 2018 with Mr. L. C. Singh ("**LCS**") in furtherance of our Company's intention to appoint LCS as Executive Vice Chairman and Whole Time Director of our Company for a term of three years, until March 31, 2021. ("**LCS Service Agreement**").

The LCS Service Agreement sets out the duties of LCS in the capacity of the Executive Vice Chairman and Whole Time Director of our Company along with details of remuneration, reimbursements, and perquisites such as medical reimbursements that have been granted to LCS. Under the terms of the LCS Service Agreement, LCS is entitled to a bonus over and above the fixed remuneration, subject to achievement of performance targets set by the Nomination and Remuneration Committee/Board of our Company. The LCS Service Agreement broadly covers the entitlement of our Company's right to any intellectual property pertaining to inventions, discoveries etc., that may be made by LCS during his term of appointment. The LCS Service Agreement also provides for the grounds for termination in case of incapacitation or resignation.

Service agreement between our Company and Minoo Darab Dastur, dated April 24, 2018.

Our Company has entered into a service agreement dated April 24, 2018 with Minoo Darab Dastur ("**MD**") in furtherance of our Company's intention to appoint MD as President, Chief Executive Officer and Whole Time Director of our Company for a term of three years, until March 31, 2021. ("**MD Service Agreement**").

The MD Service Agreement sets out the duties of MD in the capacity of the Chief Executive Officer and Whole Time Director of our Company along with details of remuneration, reimbursements, and perquisites such as use of car provided by our Company that have been granted to MD. Under the terms of the MD Service Agreement, MD is entitled to a bonus over and above the fixed remuneration, subject to achievement of performance targets set by the Nomination and Remuneration Committee. The MD Service Agreement broadly covers the entitlement of our Company's right to any intellectual property pertaining to inventions, discoveries etc., that may be made by MD during his term of appointment. The MD Service Agreement also provides for the grounds for termination in case of conviction of a criminal offence or resignation.

Terms of appointment of the Executive Directors

L. C. Singh was appointed as an Executive Director and CEO of our Company at the inception of the Company. He was re-appointed as an Executive Vice Chairman and Whole-Time Director of our Company pursuant to a Board resolution dated March 15, 2018 and a Shareholders' resolution passed at the EGM of our Company held on July 10, 2018 to hold office up to March 31, 2021.

The following are the terms of remuneration of L. C. Singh:

Particulars	Remuneration
Basic Salary	₹25.56 million
Commission/Bonus	₹3.59 million, subject to achievement of performance targets set by the Nomination and Remuneration Committee or the Board

Particulars	Remuneration
Perquisites	Reimbursement of medical expenses and use of Company car.
Others	L. C Singh is eligible for annual increments which will be effective from 1st April each year, based on merit and the Company's performance. The annual increments will be decided by the Board or the Nomination and Remuneration Committee.

Minoo Darab Dastur was appointed as an Executive Director of our Company pursuant to a Board resolution dated March 23, 2017. He was appointed as the Whole Time Director of our Company for a term of three years from April 1, 2017 to March 31, 2020 pursuant to a Shareholders' resolution passed at the 17th AGM of our Company held on September 29, 2017. Subsequently, he was appointed as the President and Chief Executive Officer of our Company pursuant to a Board resolution dated March 15, 2018 and a Shareholders' resolution passed at the EGM of our Company held on July 10, 2018 to hold office until March 31, 2021.

The following are the terms of remuneration of Minoo Darab Dastur:

Particulars	Remuneration
Basic Salary	₹ 13.69 million
Commission/Bonus	₹ 7.34 million, subject to achievement of performance targets set by the Nomination and Remuneration Committee
Perquisites	Use of Company car
Others	Minoo Dastur is eligible for annual increments which will be effective from 1st April each year, based on merit and the Company's performance. The annual increments will be decided by the Board or the Nomination and Remuneration Committee.

Terms of appointment of the Non-Executive Directors and Independent Directors

Pursuant to shareholder's resolution passed in the EGM held on December 11, 2015, the Non-Executive Directors and Independent Directors of our Company are entitled to be paid a commission which is subject to a maximum of 1% of the net profits of the Company, for each Fiscal Year. Further, our Non-Executive Directors are also entitled to sitting fees for attending meetings of the Board or a committee thereof.

In addition to the above, travel expenses for attending meetings of the Board of Directors or a committee thereof and other Company related expenses are borne by our Company on behalf of the Non-Executive Directors, from time to time.

Borrowing Powers of our Board of Directors

Our Articles, subject to the provisions of the Companies Act authorise our Board, at its discretion, to generally raise or borrow or secure the payment of any sum or sums of money for the purposes of the operations of our Company. Provided however, where the money to be borrowed together with the money already borrowed (apart from temporary loans (as defined under the Companies Act) obtained from our Company's bankers in the ordinary course of business) exceeds the aggregate of the paid-up capital of our Company and its free reserves, the Board shall not borrow such moneys without the consent of the Shareholders, obtained in a General Meeting. Pursuant to a resolution passed by our Shareholders on December 11, 2015, our Board has been authorised to borrow any sum or sums of monies (apart from temporary loans obtained or to be obtained from our Company's bankers in the ordinary course of business) in excess of our aggregate paid-up capital and free reserves, provided that the total amount which may be so borrowed and outstanding shall not at any time exceed the limit of ₹1,000 million.

Loans to Directors

Our Company and Subsidiaries have not provided any loan to our Directors. Further, except as disclosed in "*Related Party Transactions*" on page 179, none of the beneficiaries of loans, advances and sundry debtors are related to the Directors of our Company.

Confirmations

None of our Directors is or was a director of any listed company, whose shares have been or were suspended from being traded on NSE or BSE, during the last five years preceding the date of this Draft Red Herring Prospectus, during the term of his/her directorship in such company.

None of our Directors is or was a director of any listed company, which has been or was delisted from any stock exchange during the tenure of his/her directorship in such company.

None of our Directors has been or was, identified as wilful defaulter , as defined by the SEBI ICDR Regulations. There are no violations of securities laws committed by our Directors in the past and no such proceedings are pending against them.

No consideration, either in cash or shares or otherwise have been paid or agreed to be paid to any of our Directors or to the firms or companies in which they are interested by any person, either to induce him to become or to help him qualify as a Director, or otherwise for services rendered by him or by the firm or company in which he is interested, in connection with the promotion or formation of our Company.

A. Remuneration to Executive Directors:

The details of remuneration paid to our Executive Directors during the Fiscal Year 2018 are as follows:

Name of Director	Remuneration (in ₹million)
L. C. Singh	24.85
Minoo Dastur	17.64
Total	**42.49**

B. Remuneration to Non-Executive Directors:

Except for the sitting fees and the commission, our Company has not paid any remuneration to the non-executive Directors of our Company in the Fiscal Year 2018.

Except as disclosed in this Draft Red Herring Prospectus, none of the beneficiaries of loans, advances and sundry debtors are related to our Directors. Except statutory and contractual benefits upon termination of their employment in our Company or retirement, no officer of our Company, including our Directors and key management personnel, are entitled to any benefits.

No remuneration has been paid, or is payable, to the Directors of our Company by our Subsidiaries except payment of sitting fees to Kasaragod Ashok Kini for his directorship in Nihilent Analytics Limited.

Arrangement or understanding with major shareholders, customers, suppliers or others

L.C. Singh was appointed as the Vice Chairman and CEO of our Company pursuant to the shareholders' agreement dated July 12, 2000, as amended from time to time. For further details in relation to the shareholders' agreement please see section titled "*History and Certain Corporate Matters*" on page 139. Other than this, there has been no other arrangement or understanding with the major shareholders, customers, suppliers of our Company, or others, pursuant to which any of our Directors were appointed on the Board.

Shareholding of Directors in our Company

Other than the following, none of our Directors holds any Equity Shares as of the date of filing this Draft Red Herring Prospectus:

Name of Director	Number of Equity Shares held	Percentage Shareholding (%)
L. C. Singh	2,020,000	10.12
Santosh Pande	200,100	1.00
Minoo Dastur	230,100	1.15
Total	**2,450,200**	**12.27**

Santosh Pande and Minoo Dastur intend to sell 40,000 Equity Shares and 230,100 Equity Shares, respectively in the Offer for Sale.

Our Directors do not hold any outstanding vested options, pursuant to the employee stock option scheme implemented by our Company.

Our Articles of Association do not require our Directors to hold any qualification shares.

Shareholding of Directors in Subsidiaries

The shareholding of the Directors in our Subsidiaries is set forth below:

Name of the Director	Name of the Subsidiary	Number of equity shares	Percentage of shareholding (%)
L. C. Singh	Seventh August IT Services Private Limited	1	0.01
	Nihilent Analytics Limited	1	Negligible
Minoo Dastur	Nihilent Analytics Limited	1	Negligible

Bonus or profit sharing plan for our Directors

Except for the remuneration plan for our Executive Directors, our Company does not have any bonus or a profit sharing plan for our Directors.

Interest of Directors

All Directors may be deemed to be interested to the extent of fees, commission and travel expenses being borne by our Company for attending meetings of the Board of Directors or a committee thereof and other Company related expenses and other remuneration and reimbursements.

Our Directors may also be regarded as interested in the Equity Shares or equity shares of our Subsidiaries held by them as disclosed in this Draft Red Herring Prospectus. Our Directors may also be regarded as interested in the Equity Shares that may be subscribed by or allotted to them or to the companies, firms and trusts, in which they are interested as directors, members, partners, trustees, beneficiaries or promoter, pursuant to the Issue. All of our Directors may also be deemed to be interested to the extent of any dividends payable to them and other distributions in respect of the Equity Shares.

No sum has been paid or agreed to be paid to our Directors or to firms or companies in which our Directors may be members, in cash or shares or otherwise, by any person either to induce her/him to become, or to qualify her/him as a director or otherwise for services rendered by her/him or by such firm or company, in connection with the promotion or formation of our Company.

Interest of Directors in the promotion of our Company

Except L. C. Singh, none of our Directors have any interest in the promotion of our Company.

Interest of Directors in the properties of our Company

Our Directors have no interest in any property acquired or proposed to be acquired by our Company within the two years preceding the date of this Draft Red Herring Prospectus.

Business interest

Except as stated in the section titled "*Related Party Transactions*" on page 179, our Directors do not have any other interest in our business or our Company.

Payment or benefit to Directors of our Company

Except as disclosed below and other than as disclosed in the section titled "*Related Party Transactions*", no amount or benefit has been paid or given within the two preceding years or is intended to be paid or given to any of our Directors except the normal remuneration for services rendered in the capacity of being Directors:

Our Company has entered into a leave and license agreement dated December 14, 2015 with L. C. Singh in connection with the premises located at B 108/45, Shrihari Krishna Kripa CHS, Manish Nagar, Andheri (W), Mumbai – 400053, for a period of 33 months commencing December 1, 2015 and ending August 31, 2018. The total amount paid towards rent to L.C. Singh during the Fiscal Year ended March 31, 2018 was ₹0.24 million.

Our Company has also entered into a leave and license agreement dated October 27, 2016 with Minoo Dastur and Mrs. Banoo Dastur in connection with the premises located at Flat No 3, Venus Apartment, Viman Nagar, Pune 411014. The total amount paid towards rent to Mrs. Banoo Dastur during the Fiscal Year ended March 31, 2018 was ₹ 0.72 million.

Changes in the Board in the last three years

Name	Date of appointment	Date of Cessation	Reason
Minoo Dastur	October 2, 2002	August 31, 2015	Resignation
Mireille Levenstein	October 10, 2006	October 18, 2015	Resignation
Kasaragod Ashok Kini	September 10, 2015	-	Appointment
Satish K. Tripathi	September 10, 2015	-	Appointment
Lila Firoz Poonawalla	October 13, 2015	-	Appointment
Mark Anthony Jurgens	October 18, 2006	December 7, 2015	Resignation
Patrick Keith Quarmby	October 26, 2007	December 7, 2015	Resignation
Richard Pike	December 7, 2015	September 29, 2017	Resignation
Minoo Dastur	April 1, 2017	-	Appointment
Scott Gibson	November 20, 2017	-	Appointment
Christopher Chapman	November 20, 2017	-	Appointment
Christopher Chapman	-	April 23, 2018	Resignation

Corporate Governance

The provisions relating to corporate governance prescribed under the SEBI Listing Regulations will be applicable to us immediately upon listing of the Equity Shares on the Stock Exchanges. We are in compliance with the requirements of applicable regulations, including the SEBI Listing Regulations, the Companies Act, 2013 and the SEBI ICDR Regulations, in respect of corporate governance including constitution of the Board and committees thereof.

Our Company undertakes to take all necessary steps to continue to comply with all the requirements of the SEBI Listing Regulations and the Companies Act, 2013.

The details of the Audit Committee, Nomination and Remuneration , Stakeholders' Relationship and Corporate Social Responsibility committee are given below:

Committees of the Board

The Board has constituted the following committees in accordance with the requirements of the Companies Act and SEBI Listing Regulations:

Audit Committee

The Audit committee was constituted by a resolution of our Board dated March 3, 2002 and reconstituted on November 20, 2017. The current constitution of the Audit committee is as follows:

Name of Director	Designation in the Committee
Kasaragod Ashok Kini	Chairman (Independent Director)
Santosh Pande	Member (Independent Director)
Scott Douglas Gibson	Member (Non-Executive Director)

Rahul S. Bhandari, Company Secretary and Compliance Officer is secretary of the Audit committee.

The scope and function of the Audit committee is in accordance with Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI Listing Regulations and its terms of reference are as follows:

Terms of reference of the Audit committee:

(a) Oversight of the company's financial reporting process, examination of the financial statement and the auditors' report thereon and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;

(b) Providing recommendation for appointment, re-appointment and replacement, remuneration and terms of appointment of auditors of the company and the fixation of audit fee;

(c) Review and monitor the statutory auditor's independence and performance and effectiveness of audit process;

(d) Approval of payment to statutory auditors for any other services rendered by the statutory auditors;

(e) Reviewing, with the management, the annual financial statements before submission to the Board for approval, with particular reference to:

    (i) Matters required to be included in the 'Director's Responsibility Statement' to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act;

    (ii) Changes, if any, in accounting policies and practices and reasons for the same;

    (iii) Major accounting entries involving estimates based on the exercise of judgment by management;

    (iv) Significant adjustments made in the financial statements arising out of audit findings;

    (v) Compliance with listing and other legal requirements relating to financial statements

    (vi) Disclosure of any related party transactions; and

    (vii) Modified opinion in the draft audit report.

(f) Reviewing, with the management, the quarterly and half-yearly financial statements before submission to the Board for approval;

(g) Reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;

(h) Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems;

(i) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;

(j) Discussion with internal auditors any significant findings and follow up there on;

(k) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;

(l) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

(m) Look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;

(n) Review the functioning of the whistle blower mechanism;

(o) Approval of appointment of the chief financial officer (i.e., the whole time finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background etc. of the candidate;

(p) Approval or any subsequent modification of transactions of the company with related parties and omnibus approval for related party transactions proposed to be entered into by the Company subject to such conditions as may be prescribed;

(q) Scrutiny of inter-corporate loans and investments;

(r) Valuation of undertakings or assets of the company, wherever it is necessary;

(s) Evaluation of internal financial controls and risk management systems;

(t) Review the financial statements, in particular, the investments made by the unlisted subsidiary; and

(u) Carry out any other function as mentioned in the terms of reference of the Audit committee and in accordance with the Companies Act, 2013, SEBI ICDR Regulations and SEBI Listing Regulations.

Powers of the Audit committee shall include the following:

(a) To investigate any activity within its terms of reference;

(b) To seek information from any employer;

(c) To obtain outside legal or other professional advice; and

(d) To secure attendance of outsiders with relevant expertise, if it is considered necessary.

The Audit committee also reviews the following information:

(a) Management’s discussion and analysis of financial condition and results of operations;

(b) Statement of significant related party transaction (as defined by the Audit committee), submitted by the management;

(c) Management letters/letters of internal control weakness issued by the statutory auditors;

(d) Internal audit reports relating to internal control weaknesses; and

(e) The appointment, removal and terms of remuneration of the chief internal auditor.

(f) statement of deviations:

(a)quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of the Regulation 32(1) of the SEBI Listing Regulations.

(b)annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of the SEBI Listing Regulations.

Nomination and Remuneration Committee

The Nomination and Remuneration committee was constituted by a resolution of our Board dated September 30, 2003 and reconstituted on December 7, 2015. The current constitution of the Nomination and Remuneration committee is as follows:

Name of Director	Designation in the Committee
Satish Tripathi	Chairman (Independent Director)
Kasaragod Ashok Kini	Member (Independent Director)
Jeremy John Ord	Member (Non-Executive Director)

Rahul S. Bhandari, Company Secretary and Compliance Officer is secretary of the Nomination and Remuneration committee.

The scope and function of the Nomination and Remuneration committee is in accordance with Section 178 of the Companies Act, 2013 read with Regulation 19 of the SEBI Listing Regulations and its terms of reference are as follows:

Terms of reference of the Nomination and Remuneration Committee:

(a) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;

(b) Formulation of criteria for evaluation of independent directors and the Board;

(c) Devising a policy on Board diversity;

(d) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal. The company shall disclose the remuneration policy and the evaluation criteria in its Annual Report;

(e) To extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

(f) Analysing, monitoring and reviewing various human resource and compensation matters;

(g) Determining the company's policy on specific remuneration packages for executive directors including pension rights and any compensation payment, and determining remuneration packages of such directors;

(h) Determining compensation levels payable to the senior management personnel and other staff (as deemed necessary), which shall be market-related, usually consisting of a fixed and variable component;

(i) Reviewing and approving compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;

(j) Performing such functions as are required to be performed by the compensation committee under the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;

(k) Framing suitable policies and systems to ensure that there is no violation, by an employee of any applicable laws in India or overseas, including the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003.

(l) Performing such other activities as may be delegated by the Board of Directors and/or are statutorily prescribed under any law to be attended to by the Nomination and Remuneration committee.

Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee was constituted by a resolution of our Board dated December 7, 2015. The current constitution of the Stakeholders' Relationship committee is as follows:

Name of Director	Designation in the Committee
Lila Poonawalla	Chairman (Independent Director)
Kasaragod Ashok Kini	Member (Independent Director)
L C Singh	Member (Whole Time Director)

Rahul S. Bhandari, Company Secretary and Compliance Officer is the secretary of the Stakeholder's Relationship Committee.

This Committee is responsible for the redressal of shareholders' and investor's grievances including but not limited to transfer of shares, non-receipt of annual report and non-receipt of dividend. The scope and function of the Stakeholders' Relationship Committee is in accordance with Section 178 (6) of the Companies Act read with Regulation 20 of the SEBI Listing Regulations and its terms of reference are as follows:

(a) Considering and resolving the grievances of security holders of the Company, including complaints related to transfer of shares, non-receipt of annual report, non-receipt of declared dividends, balance sheets of the Company or any other documents or information to be sent by the Company to its shareholders etc.

(b) Investigating complaints relating to allotment of shares, approval of transfer or transmission of shares, debentures or any other securities;

(c) Giving effect to all transfer/transmission of shares and debentures, dematerialization of shares and rematerialisation of shares, split and issue of duplicate/consolidated share certificates, allotment and listing of shares, buy back of shares, compliance with all the requirements related to shares, debentures and other securities from time to time;

(d) Oversee the performance of the registrars and transfer agents of the Company and to recommend measures for overall improvement in the quality of investor services and also to monitor the implementation and compliance of the code of conduct for prohibition of insider trading pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015, and other related matters as may be assigned by the Board; and

(e) Carrying out any other function as may be delegated by the Board of Directors.

Corporate Social Responsibility Committee:

The Corporate Social Responsibility committee was constituted by a resolution of our Board dated April 15, 2014 and reconstituted on December 7, 2015. The current constitution of the Corporate Social Responsibility Committee is as follows:

Name of Director	Designation in the Committee
L. C. Singh	Chairman (Executive Director)
Lila Poonawalla	Member (Independent Director)
Santosh Pande	Member (Independent Director)

The scope and functions of the Corporate Social Responsibility Committee is in accordance with Section 135 of the Companies Act and its terms of reference are as follows:

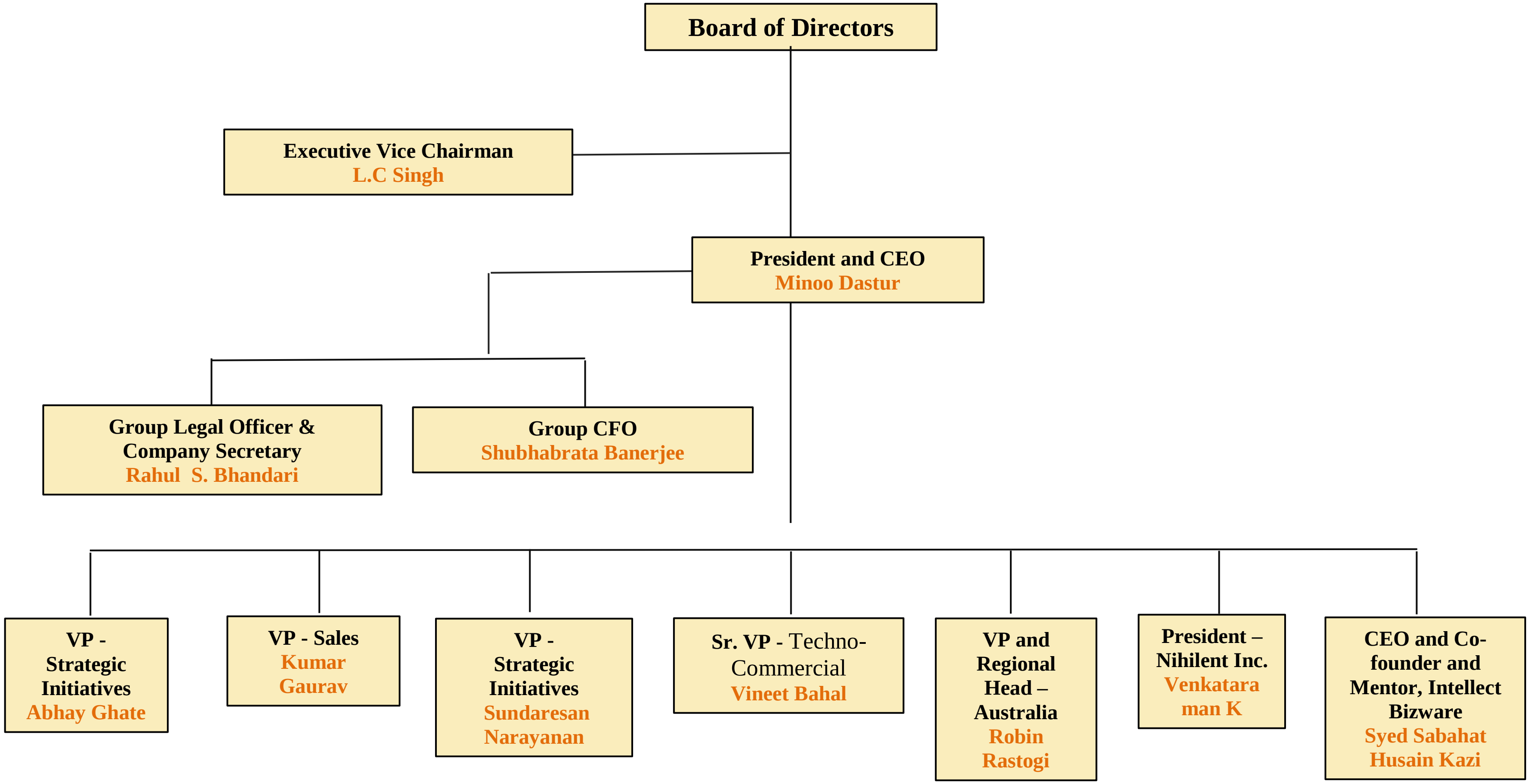
(a) Formulate and recommend to the board of directors, a "Corporate Social Responsibility Policy" which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act read with Companies (Corporate Social Responsibility Policy) Rules 2014, as notified by the Ministry of Corporate Affairs, Government of India on February 27, 2014;

(b) Review and recommend the amount of expenditure to be incurred on the activities referred to in clause (a);

(c) Monitor the Corporate Social Responsibility Policy of the Company and its implementation from time to time; and

(d) Any other matter as the Corporate Social Responsibility Committee may deem appropriate after approval of the Board of Directors or as may be directed by the Board of Directors from time to time.

Management Organisation Chart



Key Management Personnel

Provided below are the details of our Key Management Personnel, as on the date of this Draft Red Herring Prospectus:

L. C. Singh, Minoo Dastur, Shubhabrata Banerjee and Rahul S. Bhandari are Key Managerial Personnel as defined under Section 203 of the Companies Act, 2013.

L. C. Singh aged 69 years is our Executive Vice Chairman and Whole Time Director. For further details, see section titled "*Management- Board of Directors*" on page 151.

Minoo Darab Dastur aged 57 years, is the President, Chief Executive Officer and Whole Time Director of our Company. For further details, see section titled "*Management- Board of Directors*" on page 151.

Shubhabrata Banerjee aged 51 years, is the Group Chief Financial Officer of our Company and is responsible for financial planning, funds management, accounting and reporting, strategic initiatives, investor relations, risk management and control processes. He holds a bachelor's degree in science from St. Xavier's College, Calcutta in the year 1988. He is a qualified Chartered Accountant and is a fellow member of the Institute of Chartered Accountants of India. He is also an associate member of Institute of Cost Accountants of India. Further, he also holds a degree of executive master's in international business from Indian Institute of Foreign Trade. He has around 22 years of experience in finance and accounting. Prior to joining our Company, he has worked with NIIT Technologies. He joined our Company on September 1, 2005. His gross remuneration for the Fiscal Year 2018 was ₹ 11.26 million.

Rahul S. Bhandari aged 43 years, is the Group Company Secretary and Legal Head of our Company and is responsible for secretarial compliances at our Company. He holds a bachelor's degree in law from Symbiosis Law School, Pune and a bachelor's degree as well as a post graduate degree in commerce from Marathwada Mitra Mandal College of Commerce, Pune. He is a qualified company secretary and a member of the Institute of Company Secretaries of India. He has around 17 years of experience in secretarial field. Prior to joining our Company, he has worked with Hitech Plast Limited, Pune, a listed company, as an Assistant Company Secretary and Compliance Officer. He joined our Company on April 2, 2007. His gross remuneration for the Fiscal Year 2018 was ₹ 4.24 million.

Abhay Ghate aged 50 years, is the Vice President Strategic Initiatives of our Company. He holds a bachelor's degree in Mechanical Engineering from College of Engineering, Pune and a master's degree in Technology specializing in Production Engineering from the Indian Institute of Technology, Mumbai. Prior to joining our Company, he has worked with Tata Consultancy Services. He has over 26 years of experience in the IT industry. He joined our Company on November 29, 2000. His gross remuneration for the Fiscal Year 2018 was ₹ 7.05million.

Sundaresan Narayanan aged 60 years, is the Vice President – Internal Systems and Strategic Initiatives of our Company. He holds a bachelor's degree in engineering from University of Calcutta in the year 1978 and a master's degree in Electronic Engineering from Indian Institute of Technology Kharagpur. He has an experience of approximately 38 years in the IT industry. Prior to joining our Company, he was associated with Tata Consultancy Services for a period of 16 years in the capacity of a Senior Consultant. He joined our Company on November 5, 2001. His gross remuneration for the Fiscal Year 2018 was ₹ 7.07 million. .

Vineet Bahal aged 50 years, is the Senior Vice President - Techno-Commercial of our Company. He holds a bachelor's degree in science from University of Bombay and a master's degree in Computer Applications from University of Pune in the year 1995. He has approximately 27 years of experience in IT consulting and delivery management. Prior to joining our Company he was associated with Tata Consultancy Services and Zensar Technologies. He joined our Company on August 16, 2000. His gross remuneration for the Fiscal Year 2018 was ₹ 7.78million

Robin Rastogi aged 46 years, is the Vice President and Regional Head of our subsidiary Nihilent Australia Pty. Limited. He holds a bachelor's degree in Electrical and Electronics Engineering from Birla Institute of Technology, India. He has an experience of approximately 24 years in the IT industry. He oversees the operations of our company in the Asia Pacific region and manages client and partner relationships based out of Australia. Before joining our Company, he worked with Zensar Technologies. He joined our Company on July 3, 2000. His gross remuneration for the Fiscal Year 2018 was AUD 0.19 million.

Kumar Gaurav aged 42 years is the Vice President- Sales of our Company. He holds a bachelor's degree in engineering from University of South Gujarat and Post Graduate Diploma in Management from S.P. Jain Institute of Management & Research. He has an experience of approximately 18 years in the IT industry. Prior to joining our Company, he was associated with Zensar Technologies Limited in the capacity of a Vice President and worked with Zensar for a period of 15 years. He joined our Company on December 2, 2015. His gross remuneration for the Fiscal Year 2018 was ₹ 6.93 million.

Venkataraman Kavasseri aged 57 years is the President of our subsidiary Nihilent Inc. He holds a bachelor's degree in commerce. He was also the Chief Executive Officer of GNet Group LLC, before it merged into Nihilent Inc. He has held senior management positions in companies like Datapro, Focus Software, Homeward Residential Corporation Private Limited and Netpro Technologies. He has over 36 years' experience. His gross remuneration for the Fiscal Year 2018 was USD 0.31 million He was employed with Nihilent group with effect from October 1, 2014.

Syed Sabahat Husain Kazi aged 47 years, is the Chief Executive Officer and one of the founding directors of our subsidiary Intellect Bizware Services Private Limited which was acquired by our Company on September 1, 2015. He co-founded Intellect Bizware Services Private Limited in 2009. He holds a bachelor's degree in engineering from Nagpur University and master's degree in Business Administration from Nagpur University. He has approximately 19 years of experience in the IT industry. His gross remuneration for the Fiscal Year 2018 was ₹ 5.4 million.

All key management personnel as disclosed above are permanent employees of either our Company or our subsidiary. None of our key management personnel, mentioned above, are related to each other.

Relationship between Key Management Personnel

None of our key management personnel are related to the Directors of our Company.

Arrangements and Understanding with Major Shareholders

Except for L.C Singh, none of our key management personnel have been selected pursuant to any arrangement or understanding with any major shareholders, customers or suppliers of our Company, or others.

Shareholding of the Key Management Personnel

The following is the shareholding of the Key Management Personnel in our Company, as on the date of this Draft Red Herring Prospectus.

Sr. No.	Name of the Key Management Personnel	No. of Equity Shares held
1.	L C Singh	2,020,000
2.	Minoo Darab Dastur	230,100
3.	Shubhabrata Banerjee	75,000
4.	Sundaresan Narayanan	55,000
5.	Abhay Ghate	51,800
6.	Robin Rastogi	50,000
7.	Vineet Bahal	44,000
8.	Rahul S. Bhandari	5,000
Total		**25,30,900**

Minoo Darab Dastur, Abhay Ghate, Robin Rastogi, Vineet Bahal and Rahul S. Bhandari intend to sell 230,100, 41,500, 50,000, 36,000 and 2,500 Equity Shares, respective, in the Offer for Sale.

Bonus or profit sharing plan of the Key Management Personnel

Except as stated otherwise in this Draft Red Herring Prospectus and the performance based bonus or variable payment made to our employees, pursuant to the terms of employment, or except pursuant to the terms of the service agreement entered with L. C. Singh and Minoo Darab Dastur by us, our Company does not have any bonus or profit sharing plan. For further details regarding the service agreement, please see section titled "*Our Management - Service contract with Directors*" on page 151.

Interest of Key Management Personnel

The Key Management Personnel of our Company do not have any interest in our Company other than to the extent of the remuneration or benefits to which they are entitled to as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of their service. The key management personnel may also be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of Equity Shares held by them, if any.

Except as stated above under the section titled "*Payment or benefit to Directors of our Company*", none of the Key Management Personnel have been paid any consideration/benefits of any nature by our Company, other than their remuneration.

Further, our Key Management Personnel may be deemed to be interested to the extent as disclosed in "*-Interest of Directors*" on page 158.

Changes in the Key Management Personnel

The details of the changes in the Key Management Personnel of our Company in the last three years are as follows:

Name	Designation	Date of change	Reason of change
Syed Sabahat Husain Kazi	Chief Executive Officer - Intellect Bizware	September 1, 2015	Designated as a Key Management Personnel upon acquisition of a 51% in Intellect Bizware Services Private Limited.
Kumar Gaurav	Vice President- Sales	December 2, 2015	Appointment as Vice President - Sales
Ravi Teja	Vice President	August 30, 2017	Resignation
Gyan Daulatani	Vice President	November 30, 2016	Retirement
Shobha Agarwal	Vice President	May 6, 2016	Retirement

Employee Stock Option Plan/Employee Stock Purchase Scheme

For details in relation to employee stock option plans of our Company, see section titled "*Capital Structure*" at page 74.

Loans taken by Directors/Key Management Personnel

Our Company has not granted any loans to our Directors and/or Key Management Personnel.

Payment or Benefit to officers of our Company (non-salary related):

Except as disclosed in the section titled "*Management – Interest of Key Management Personnel*" on page 168, no amount or benefit has been paid or given within the two preceding years or intended to be paid or given to any officer of the Company, including our directors and key management personnel.

OUR PROMOTERS AND PROMOTER GROUP

The Promoters of our Company are L.C. Singh, Hatch Investments (Mauritius) Limited and Dimension Data Protocol B.V. As on the date of filing of this Draft Red Herring Prospectus, the Promoters, together hold 15,828,781 Equity Shares representing 79.28% of the pre-Issue issued, subscribed and paid-up capital of the Company. For details please see section titled "*Capital Structure*" on page 74.

Details of our Promoters are as follows:

Individual Promoter

L. C. Singh

	L.C. Singh, aged 69 years, is the Executive Vice Chairman and Whole-Time Director of our Company. Driving Licence: MH1220070096520 Passport No.: Z3427451 Voters Identity Card: RRH8004368 Residential Address: D-301, Adhara, One North, Magarpatta, Pune – 411 028 For a complete profile of Mr. L.C. Singh, *i.e.*, his educational qualifications, professional experience, positions / posts held in the past, other directorships, special achievements, and business and financial activities, please see the section titled "*Our Management*" on page 151. As on date of this Draft Red Herring Prospectus, L. C. Singh holds 20,20,000 Equity Shares representing 10.12% of the pre-Issue paid-up capital of our Company.

We confirm that the PAN, bank account number, and passport number of L.C. Singh shall be submitted with the Stock Exchanges at the time of filing of this Draft Red Herring Prospectus with the Stock Exchanges.

Corporate Promoters

1. Hatch Investments (Mauritius) Limited ("Hatch")

Corporate Information

Hatch was incorporated on March 9, 2001 under the Companies Act, 1984 of the Republic of Mauritius as a private company limited by shares. As on date of this Draft Red Herring Prospectus, Hatch holds 13,808,781 Equity Shares representing 69.16% of the pre-Issue paid-up capital of our Company. The registered office of Hatch is situated at 2nd floor, Block B, Medine Mews, Chaussee Street, Mauritius. The principal business of Hatch is to hold investments.

Shareholding pattern

Dimension Data Protocol B.V. holds 100% of the issued capital of Hatch.

Board of Directors

The board of directors of Hatch comprises of:

1. Jason Barr, Non-Executive Director;
2. Zaredhin Jaunbaccus, Non-Executive Director;
3. Jeremy Ord, Non-Executive Chairman; and
4. Patrick Quarmby, Non-Executive Director.

We confirm that the details of the PAN, bank account number, the company registration number and the addresses of the registrar of companies (or such equivalent information) where Hatch is registered, shall be submitted with the Stock

Exchanges at the time of filing this Draft Red Herring Prospectus with the Stock Exchange.

Promoters of Hatch

The promoter of Hatch is Dimension Data Protocol B.V.

Change in control of Hatch

Except as disclosed below, there has been no change in the control or management of Hatch in the last three years:

Up to October 2017, Dimension Data Protocol B.V. and Adcorp Workforce Management Solutions (Pty) Limited (previously known as Adcorp Professional Services Limited) ("**Adcorp**") held 50% each of the issued capital of Hatch. On October 6, 2017, Hatch issued 503 shares of USD 1 each representing 33.33% of the paid-up share capital of Hatch to Dimension Data. Dimension Data became the controlling shareholder of Hatch upon completion of this allotment. Subsequently, pursuant to a buy back transaction on October 16, 2017, Hatch bought back the shares issued to Adcorp making Dimension Data the sole controlling shareholder of Hatch and Adcorp ceased to have control over Hatch.

2. Dimension Data Protocol B.V. ("Dimension Data")

Corporate Information

Dimension Data Protocol B.V. was incorporated on April 6, 2001 under the laws of Netherlands. As on date of this Draft Red Herring Prospectus, Dimension Data holds 100% of the share capital of Hatch Investments (Mauritius) Limited and does not directly hold any Equity Shares in the Company. The registered office of Dimension Data is situated at 91, Wilhelminakade, 3072 AP, Rotterdam, Netherlands. The principal business of Dimension Data is to participate in, to in any way take interest in, to administer and to finance other companies of any nature. It is an intermediate company intended for certain Dimension Data group investments.

Board of Directors

The board of directors of Dimension Data as on the date of this Draft Red Herring Prospectus comprises of the following persons:

1. Mortimer Gareth, Executive Director; and
2. Zenco Management BV.

Promoters of Dimension Data

The promoter of Dimension Data is Dimension Data Holdings PLC ("**Dimension Data Holdings**").

The board of directors of Dimension Data Holdings as on the date of this Draft Red Herring Prospectus comprises of the following:

1. Jeremy Ord, Non-Executive Chairman;
2. Jason Goodall, Chief Executive Officer;
3. David Sherriffs, Chief Financial Officer;
4. Patrick Quarmby, Non-Executive Director;
5. Stephen Joubert, Executive Director;
6. John Newbury, Non-Executive Director;
7. Roderick Scott, Non-Executive Director;
8. Aki Hattori, Non-Executive Director;
9. Hedeki Kurihara, Non-Executive Director; and
10. Tsunehisa Okuno, Non-Executive Director.

Change in control or management of Dimension Data

There has been no change in control or management of Dimension Data (other than changes in non-executive directors in the ordinary course of its business) in the last three years.

We confirm that the company registration number and address of the registrar of companies where Dimension Data is registered (or such equivalent information) shall be submitted with the Stock Exchanges at the time of filing this Draft Red Herring Prospectus. Dimension Data does not have a bank account as on date of this Draft Red Herring Prospectus.

Change in control of our Company in the last five years

Up to October 2017, L.C. Singh, Hatch, Dimension Data and Adcorp were the promoters of our Company. Dimension Data and Adcorp held 50% each of the issued capital of Hatch. On October 6, 2017, Hatch issued 503 shares of USD 1 each representing 33.33% of the paid-up share capital of Hatch to Dimension Data. Dimension Data became the controlling shareholder of Hatch upon completion of this allotment. Subsequently, pursuant to a buy back transaction on October 16, 2017 Hatch bought back the shares issued to Adcorp making Dimension Data the sole controlling shareholder of Hatch and Adcorp ceased to have control over Hatch. Accordingly, Adcorp also ceased to be in indirect control of our Company with effect from October 16, 2017.

Interests of Promoters

Except as disclosed below, the Promoters are interested in us to the extent that they are the promoters of our Company, their shareholding in our Company, dividend payable and other distributions in respect of the Equity Shares held by them.

- Our Company has entered into a leave and license agreement dated December 14, 2015 with L. C. Singh in connection with the premises located at B 108/45, Shrihari Krishna Kripa CHS, Manish Nagar, Andheri (W), Mumbai – 400053, Maharashtra, India for a period of 33 months commencing December 1, 2015 and ending August 31, 2018. The total amount paid towards rent to L.C. Singh during the Fiscal Year ended March 31, 2018 was ₹0.24 million.

- Further, L.C. Singh may be deemed to be interested to the extent of remuneration, perquisites, special allowance and to the extent of the travel expenses being borne by our Company from time to time for attending meetings of the Board of Directors or a committee thereof and other related expenses. For further information, please see "*Capital Structure*" and "*Our Management*" on pages 74 and 151 respectively.

Except as stated in section titled "*Related Party Transactions*" on page 179, respectively, and as stated above, we have not entered into any contract, agreements or arrangements which are not in the ordinary course of business during the preceding two years from the date of this Draft Red Herring Prospectus or propose to enter into any such contract in which our Promoters are directly or indirectly interested and no payments have been made to them in respect of the contracts, agreements or arrangements which are proposed to be made with them.

Our Promoters are not interested in any property acquired by us in the two years preceding the date of this Draft Red Herring Prospectus or proposed to be acquired by us.

Our Promoters are not interested as a member of a company, and no sum has been paid or agreed to be paid to our Promoters or to such company in cash or shares or otherwise by any person for services rendered by our Promoters or by such company in connection with the promotion or formation of the Company.

Payment or benefits to our Promoters in the last two years

Except as disclosed below and stated in section titled "*Related Party Transactions*" and "*Our Management*" on page 151 and 151, respectively, no benefits have been paid or given to our Promoters or our Promoter Group, within the two years preceding the date of this Draft Red Herring Prospectus:

Our Company has paid USD 35,000 during the Fiscal Year ended March 31, 2017 to Hatch Investments (Mauritius) Limited as reimbursement of professional charges incurred by Hatch towards legal fees, tax advice etc.

Outstanding litigations

For details regarding the outstanding litigations against our Promoters, see "*Outstanding Litigation and Other Material Developments*" on page 394.

Common Pursuits

None of our Promoters have any interest in any venture that is involved in activities similar to those conducted by our Company.

Other confirmations

None of our Promoters or our Promoter Group has been prohibited from accessing the capital markets under any order or direction passed by SEBI or any other authority, regulatory or governmental.

Our Promoters have not been declared as wilful defaulters by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India. Further, there are no violations of securities laws committed by our Promoters in the past and no proceedings for violation of securities laws are pending against them.

Our Promoters and members of the Promoter Group are not and have never been a promoter, director or person in control of any other company which is prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority in India. Except as disclosed in this Draft Red Herring Prospectus, our Promoters are not interested in any intellectual property rights that are used by the Company.

Except as disclosed in "*Related Party Transactions*" on page 179, there have been no sales or purchases between our Company and Promoter Group where such sale or purchase exceeded in value in the aggregate of 10% of the total sales or purchase of our Company.

Companies with which our Promoters have disassociated in the last three years

Our Promoters have not disassociated from any company in the last three years

Promoter Group

In addition to the Promoters named above, the following individuals and entities form a part of the Promoter Group:

Natural persons who are part of the Promoter Group

Name of the Promoter	Name of the Relative	Relationship with the Promoter
L.C. Singh	Nimisha Singh	Daughter
	Swati Singh	Daughter
	Yashwant Singh	Brother
	Uday Chandra Singh	Brother
	Moti Chandra Singh	Brother
	Vijay Singh	Wife's brother

Bodies Corporate forming part of the Promoter Group

The bodies corporate forming part of our Promoter Group are as follows:

1. Setu Creations Private Limited
2. Vastu IT Private Limited
3. Dimension Data Holdings Nederland B.V.

OUR GROUP COMPANIES

*In accordance with the SEBI ICDR Regulations, for the purpose of identification of 'Group Companies', our Company has considered such companies whom we had transactions with and are disclosed as related parties in accordance with the applicable accounting standard (i.e. Indian Accounting Standard 24) in the Restated Consolidated Financial Information ("**Relevant Period**") disclosed in this Draft Red Herring Prospectus, and other companies considered material by our Board.*

It is clarified that companies which have ceased to be related parties of our Company in terms of the applicable accounting standard shall not be considered as 'Group Companies' for the purposes of disclosure in this Draft Red Herring Prospectus. It is further clarified that in addition to the entities covered above, if companies which, subsequent to the Relevant Period, become related parties in accordance with the applicable accounting standard shall be considered as 'Group Companies' for the purposes of disclosure in this Draft Red Herring Prospectus.

Pursuant to the materiality policy adopted by our Board on May 15, 2018, for the purpose of disclosure in this Draft Red Herring Prospectus, a company shall be considered as a material 'Group Company' by our Board, if such company is a member of the 'Promoter Group' (as defined under the SEBI ICDR Regulations) and has entered into one or more transactions with our Company in the most recent audited fiscal year i.e., Fiscal 2018(in respect of which, restated financial information are included in this Draft Red Herring Prospectus), which individually or in the aggregate, exceed 5% of the total consolidated revenue of our Company, as per the last annual restated financial information of our Company included in this Draft Red Herring Prospectus.

For avoidance of doubt, it is clarified that our corporate Promoters and Subsidiaries have not been considered as a Group Companies for the purpose of disclosure in this Draft Red Herring Prospectus.

Unless otherwise specified, all information in this section is as of the date of this Draft Red Herring Prospectus.

The following companies are the 'Group Companies' of our Company:

1. Dimension Data Network Services Limited;
2. Dimension Data India Private Limited;
3. Vastu IT Private Limited; and;
4. Dimension Data North America Inc.

Details of our Group Companies

1. Dimension Data Network Services Limited ("Dimension Data Network")

Corporate Information

Dimension Data Network was incorporated as a private limited company in England and Wales under the Companies Acts of 948 to 1976 on June 30, 1980. Its registered number is 150500. Its registered office is situated at Dimension Data House, Waterfront Business Park, Fleet Road, Fleet, Hampshire, GU51 3QT.

Dimension Data Network designs, builds, and manages solutions for IT systems. It delivers solutions that address various aspects of applications and networks.

Interest of our Promoters

Our Promoters do not have any interest in Dimension Data Network.

Shareholding Pattern

The shareholding pattern of Dimension Data Network as on date of this Draft Red Herring Prospectus is set out in the table below:

Name of Shareholder	Number of Equity Shares	% of Issued Equity Share Capital
Dimension Data (UK) Investments Limited	14,799	100%
Total	14,799	100%

Financial Information

The following information has been derived from the audited financial statements Dimension Data Network for the last three financial years:

(GBP in million, except per share data)

Particulars	For the year ended September 30		
	2016	2015	2014
Equity Capital	23	23	23
Reserves and surplus (excluding revaluation reserves)	20	18	10
Sales / Turnover	258	256	193
Profit / (loss) after tax	3	8	6
Earnings per share (Basic)	198.59	554.36	396.92
Earnings per share (Diluted)	N/A	N/A	N/A
Net Asset Value per share	2 928.24	2 801.95	2 251.18

Significant notes of auditor of Dimension Data Network for the last three financial years:

There are no significant notes of the auditors in relation to the aforementioned financial statements.

2. Dimension Data India Private Limited ("Dimension Data India")

Corporate Information

Dimension Data India was incorporated as a private limited company under the Companies Act, 1956 on December 13, 1994. Its registered office is situated at 1701 to 1704, Part B & C Wing, One BKC, Plot No. C-66, G Block, Bandra Kurla Complex, Bandra (E) Mumbai, Maharashtra - 400051, India.

Dimension Data India Limited is engaged in the business of providing technology integration as well as consulting, technical, and various IT & ITES support services.

Interest of our Promoters

Our Promoters do not have any interest in Dimension Data India.

Shareholding Pattern

The shareholding pattern Dimension Data India as on date of this Draft Red Herring Prospectus is set out in the table below:

Name of Shareholder	Number of Equity Shares	% of Issued Equity Share Capital
Dimension Data Asia Pacific Pte Limited	6,381,003	100%
Kapil Garg	1	Negligible
Total	6381,004	100%

Financial Information

The following table sets forth details derived from the audited consolidated financial results of Dimension Data India for the last three financial years:

(₹ in million, except per share data)

Particulars	For the year ended March 31		
	2017	2016	2015
Equity Capital	63.80	63.80	63.80
Reserves and surplus (excluding revaluation reserves)	3,198.40	2,977.30	2,495.70
Sales / Turnover	14,617.00	13,134.90	10,808.70
Profit / (loss) after tax	269.10	455.30	182.60
Earnings per share (Basic)	42.17	71.35	28.62
Earnings per share (Diluted)	42.17	71.35	28.62
Net Asset Value per share	511.24	476.59	401.11

Significant notes of auditor of Dimension Data India for the last three financial years:

There are no significant notes of the auditors in relation to the aforementioned financial statements, other than in financial year 2015 where in the statutory auditor included a qualification in the audit report stating that the disclosures as per Guidance note on "Accounting for Employee Shared Based Payments" issued by Institute of Chartered Accountants of India were not made in the financial statements of Dimension Data India as the information was not available with the company.

3. Vastu IT Private Limited ("Vastu IT")

Corporate Information

Vastu IT was incorporated on November 30, 2005 at Mumbai under the Companies Act, 1956. Its registered office is situated at B-108/45, Shri Hari Krishna Kripa CHS. Ltd. Manish Nagar, Off. J. P. Road, Andheri (West), Mumbai- 400 053, Maharashtra 400053, India.

Vastu IT is involved in the business of software related research and development and selling and consulting of software solutions.

Interest of our Promoters and Promoter Group

As on date, Swati Singh and Nimisha Singh (both daughters of our Promoter, L. C. Singh) hold 5,000 equity shares each of Vastu IT, which constitutes 100% of its paid-up share capital.

Shareholding Pattern

The shareholding pattern of Vastu IT as on date of this Draft Red Herring Prospectus is set out in the table below:

No.	Name of the shareholder	No. of equity shares of ₹ 10 each
1.	Swati Singh	5,000
2.	Nimisha Singh	5,000
Total		10,000

Financial Information

The following information has been derived from the audited financial statements of Vastu IT for the last three financial years:

(in ₹)

Particulars	For the year ended March 31		
	2018	2017	2016
Equity Capital	1,00,000	1,00,000	1,00,000
Reserves and surplus (excluding revaluation)	22,05,435	17,92,719	1,877,297
Sales / Turnover	35,13,657	-	7,027,314
Profit / (loss) after tax	34,21,657	(84,578)	6,977,444
Earnings per share (Basic)	342.17	(8 .46)	697.74
Earnings per share (Diluted)	342.17	(8 .46)	697.74
Net Asset Value per share	230.54	189.27	197.72

Significant notes of auditor of Vastu IT for the last three financial years:

There are no significant notes of auditor of Vastu IT in respect of the financial results of Vastu IT for the last three financial years.

4. Dimension Data North America Inc. ("Dimension Data North America")

Corporate Information

Dimension Data North America was incorporated as a corporation by the Department of State of the State of New York under the Business Corporation Law of the State of New York on March 30, 1965. The Department of state ID Number is 185880. Its registered office is situated at 11006, Rushmore Drive, Suite 300, Charlotte, NC, 28277, United States.

Dimension Data North America is engaged in the business of systems integration and is a managed services provider that designs, manages, and optimises its clients evolving technology environments to enable its clients to leverage data in a digital age.

Interest of our Promoters

Our Promoters do not have any interest in Dimension Data North America.

Shareholding Pattern

The shareholding pattern of Dimension Data North America as on date of this Draft Red Herring Prospectus is set out in the table below:

Name of Shareholder	Number of Equity Shares	% of Issued Equity Share Capital
Dimension Data (US) II, Inc.	600	100%
Total	600	100%

Financial Information

There is no requirement to audit financial statements in the jurisdiction in which Dimension Data North America is incorporated. Accordingly, the financial statements reviewed by the management of Dimension Data North America are set forth below:

(USD* in *million, except per share data)

Particulars	For the year ended September 30		
	2017	2016	2015
Paid in capital	(375)	(375)	(375)
Retained Earnings	287	(2,157)	299
Sales / Turnover	(2,001)	7	(1,608)
Profit / (loss) after tax	(8)	11,836	(0.26)

Particulars	For the year ended September 30		
	2017	2016	2015
Earnings per share (Basic)	(13,552)	11,836	(436.49)
Earnings per share (Diluted)	(13,552)	11,836	(436.49)
Net Asset Value per share	716,935	973,621	1,025,398

Nature and extent of interest of Group Companies

(a) In the promotion of our Company

None of our Group Companies have any interest in the promotion of our Company.

(b) In the properties acquired by our Company in the past two years before filing the Draft Red Herring Prospectus with SEBI or proposed to be acquired

None of our Group Companies are interested in the properties acquired by our Company in the two years preceding the filing of this Draft Red Herring Prospectus with the SEBI or proposed to be acquired.

(c) In transactions for acquisition of land, construction of building and supply of equipment

None of our Group Companies are interested in any transactions for the acquisition of land, construction of building or supply of machinery.

Common pursuits among the Group Companies with our Company

Some of our Group Companies are engaged in business activities similar to that of our Company. Our Company will adopt the necessary procedures and practices as permitted by law to address any conflict situation as and when they arise. For details of related business transactions between our Company and our Group Companies, see "*Related Party Transactions*" on page 179.

Related business transactions within the Group Companies and significance on the financial performance of our Company

Except as stated in "*Related Party Transactions*" on page 179, our Company has not entered into any other related business transaction.

Significant sale/purchase between Group Companies and our Company

None of our Group Companies are involved in any sales or purchase with our Company where such sales or purchases exceed in value in the aggregate of 10% of the total sales or purchases of our Company.

Business interest of Group Companies

Except as stated in "*Related Party Transactions*" on page 179 and except as disclosed below, none of our Group Companies have any business interest in our Company.

Our Company and Dimension Data India are exploring opportunities to execute together with our Company in the IT services industry.

Defunct Group Companies

None of our Group Companies remained defunct, and no application has been made to the registrar of companies for striking off the name of any of our Group Companies during the five years preceding the date of filing of this Draft Red Herring Prospectus with SEBI.

Loss making Group Companies

Other than Dimension Data North America Inc., none of our Group Companies are loss making companies.

Interest of our Promoters in our Group Companies

Our Promoters do not have any other interest in any of our Group Companies.

Outstanding litigations

For details regarding the outstanding litigations against our Group Companies, see "*Outstanding Litigation and Other Material Developments*" on page 394.

Other confirmations

(a) None of our Group Companies fall un the definition of sick companies under the provisions of the Sick Industrial Companies (Special Provisions) Act, 1995.

(b) None of our Group Companies are under winding up.

(c) None of our Group Companies have a negative net-worth.

(d) None of the securities of our Group Companies are listed on any stock exchange or failed to list on any recognised stock exchange in India or abroad, and none of our Group Companies have made any public or rights issue of securities in the preceding 10 years.

(e) As on the date of this Draft Red Herring Prospectus, none of our other Group Companies have outstanding unsecured loans, which may be recalled by the lenders at any time.

As on the date of this Draft Red Herring Prospectus, none of our Group Companies have an outstanding unsecured loan taken from our Company.

RELATED PARTY TRANSACTIONS

For details of the related party transactions, during the last five Fiscals, as per the requirements under the relevant accounting standards and as reported in the Restated Financial Information, see "*Financial Statements*", beginning on page 181.

DIVIDEND POLICY

The declaration and payment of dividends will be recommended by the Board of Directors and approved by the Shareholders, at their discretion, subject to the provisions of the Articles of Association and applicable law, including the Companies Act. The Board of Directors of our Company adopted the dividend policy in its meeting held on June 21, 2013. In accordance with the dividend policy of our Company and the Companies Act, dividend shall be declared only out of the current year's profit subject to making provision for depreciation and transferring to the reserves such amount of profits as may be prescribed.

Dividend may be paid out of the profits from the previous Fiscal Years after making provision for depreciation and provided that the profits remained undistributed. Our Company may declare dividend out of reserves provided that such payment has been approved by the Board and the Shareholders of our Company. Our Company shall endeavour the distribution of 25% of the PAT as dividend after taking into account the (i) Company's need for capital; and (ii) maintaining cash required, looking forward to the outflow in the following 12 months. The Board may, at its discretion, declare dividend higher or lower than as provided in the dividend policy. The dividend payment by our Company depends on a number of factors, including but not limited to the future capital expenditure programme of our Company including expansion and technology upgradation, provision for contingent liabilities, contingency fund, mergers and acquisitions and overall financial position of our Company.

The Board may choose to declare interim dividend based on the review of profits during the Fiscal Year. The Board shall recommend the final dividend to the Shareholders at the AGM based on the review of profits arrived at as per the audited financial statements for that Fiscal Year.

Further, our ability to pay dividends may be impacted by a number of factors, including restrictive covenants under the loan or financing arrangements our Company is currently availing of or may enter into, to finance our fund requirements for our business activities.

The table below sets forth the details of dividend declared by our Company during the last five Fiscal Years:

Fiscal Year	Dividend per Equity Share (₹)	Amount of dividend declared exclusive of tax (₹ in million)	Rate of dividend (%)
2017-18	9.00	179.69	90%
2016-17*	3.00	59.89	30%
2015-16	6.00	119.79	60%
2014-15	6.00	119.79	60%
2013-14	6.00	119.79	60%

* Dividend declared subsequent to year ended March 31, 2017

The amounts paid as dividends in the past are not necessarily indicative of the dividend policy of our Company or dividend amounts, if any, in the future. There is no guarantee that any dividends will be declared or paid or that the amount thereof will not be decreased in the future.

SECTION V – FINANCIAL INFORMATION

FINANCIAL STATEMENTS

To,
The Board of Directors
Nihilent Limited
(formerly known as Nihilent Technologies Limited)
403/404, 4th floor,
Weikfield IT Citi Infopark, Nagar Road,
Pune - 411004

Auditors' Report on Restated Consolidated Financial Information in connection with the Proposed Initial Public Offering of Nihilent Limited (formerly known as Nihilent Technologies Limited)

Dear Sirs,

1. This report is issued in accordance with the terms of our agreement dated August 9, 2018.

2. The accompanying restated consolidated financial information, expressed in Indian Rupees in millions, of Nihilent Limited (formerly known as Nihilent Technologies Limited) (hereinafter referred to as the "Company") and its subsidiaries (hereinafter together referred to as the "Group"), comprising Consolidated Financial Information in paragraph A below and Other Consolidated Financial Information in paragraph B below (hereinafter together referred to as "Restated Consolidated Financial Information"), has been prepared by the Management of the Company in accordance with the requirements of:

   a) Section 26 of the Companies Act, 2013 (hereinafter referred to as the "Act") as amended from time to time ; and

   b) Item (IX) of Part A of Schedule VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended to date read along with the SEBI circular SEBI/HO/CFD/DIL/CIR/P/2016/47 dated March 31, 2016 (together, the "SEBI Regulations") issued by the Securities and Exchange Board of India (the "SEBI"),

   in connection with the Proposed Initial Public Offering of Equity Shares of the Company (the "Issue") and has been approved by the Board of Directors of the Company on August 6, 2018 and initialed by us for identification purposes only.

Management's Responsibility for the Restated Consolidated Financial Information

3. The preparation of the Restated Consolidated Financial Information, which is to be included in the Draft Red Herring Prospectus ("DRHP"), is the responsibility of the Management of the Company and has been approved by the Board of Directors of the Company, at its meeting held on August 6, 2018, for the purpose set out in paragraph 17 below. The Management's responsibility includes designing, implementing and maintaining internal control relevant to the preparation and presentation of the Restated Consolidated Financial Information. The Management is also responsible for identifying and ensuring that the Group complies with the laws and regulations applicable to its activities.

Auditors' Responsibilities

4. Our work has been carried out in accordance with the Standards on Auditing under Section 143(10) of the Act, Guidance Note on Reports in Company Prospectuses (Revised 2016) and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India and pursuant to the requirements of Section 26 of the Act and the SEBI Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act and the SEBI Regulations in connection with the Issue.

5. Our examination of the Restated Consolidated Financial Information has not been carried out in accordance with the auditing standards generally accepted in the United States of America ("U.S."), standards of the US Public Company Accounting Oversight Board and accordingly should not be relied upon by any one as if it had been carried out in accordance with those standards or any other standards besides the standards referred to in this report.

A. Consolidated Financial Information as per Audited Consolidated Financial Statements:

6. We have examined the following summarized Consolidated Financial Statements of the Group contained in the Restated Consolidated Financial Information of the Group:-

   a) the "Restated Consolidated Statement of Assets and Liabilities " as at March 31, 2018, March 31, 2017, March 31, 2016, March 31, 2015 and March 31, 2014 (enclosed as Annexure I);

   b) the "Restated Consolidated Statement of Profit and Loss (including other comprehensive income)" for the years ended March 31, 2018, March 31, 2017, March 31, 2016, March 31, 2015 and March 31, 2014 (enclosed as Annexure II);

   c) the "Restated Consolidated Statement of Changes in Equity" for the years ended March 31, 2018, March 31, 2017, March 31, 2016, March 31, 2015 and March 31, 2014 (enclosed as Annexure III); and

   d) the "Restated Consolidated Statement of Cash Flows" for the years ended March 31, 2018, March 31, 2017, March 31, 2016, March 31, 2015 and March 31, 2014 (enclosed as Annexure IV).

7. The Restated Consolidated Financial Information, expressed in Indian Rupees in millions, has been prepared by the Company's Management from the following and is to be read with paragraphs 8 and 14 to 16 below:

   a) The Audited Consolidated Financial Statements of the Group, expressed in Indian Rupees in millions, as at and for the year ended March 31, 2018, which include the comparative financial statements as at and for the year ended March 31, 2017 and transition date opening balance sheet as at April 1, 2016 (the first Ind AS Consolidated Financial Statements), prepared in accordance with the Indian Accounting Standards ("Ind AS") notified under the Companies (Indian Accounting Standards) Rules 2015 and the Companies (Indian Accounting Standards) Amendment Rules, 2016 ("Ind AS Rules") and on which we have expressed an unmodified audit opinion vide our report dated May 18, 2018. The comparative financial statements of the Group for the year ended March 31, 2017 and the transition date opening balance sheet as at April 1, 2016 included in these first Ind AS Consolidated Financial Statements, are based on the previously issued statutory financial statements for the years ended March 31, 2017 and March 31, 2016 prepared in accordance with the Companies (Accounting Standards) Rules, 2006 (as amended) which were audited by another firm of chartered accountants, who expressed unmodified opinion vide reports dated June 06, 2017 and April 28, 2016, respectively.

   b) The Proforma Consolidated Financial Information of the Group, expressed in Indian Rupees in millions, as at and for the years ended March 31, 2016, March 31, 2015 and March 31, 2014 , have been prepared by making the required Ind AS adjustments to align accounting policies, exemptions and disclosures as adopted for the preparation of the first Ind AS Consolidated Financial Statements, to the Audited Consolidated Financial Statements of the Group, expressed in Indian Rupees in millions, as at and for the year ended March 31, 2016 and March 31, 2015, prepared in accordance with the accounting standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014, and as at and for the year ended March 31, 2014, prepared in accordance with the accounting standards prescribed under section 211(3C) of the Companies Act, 1956 read with Companies Accounting Standard Rules (2006) and on which another firm of chartered accountants, have expressed unmodified audit opinions vide their audit reports dated April 28, 2016, April 24, 2015 and April 15, 2014 respectively.

8. We draw your attention that the Restated Consolidated Financial Information should be read in conjunction with the basis of preparation and significant accounting policies given in Annexure V (as described in paragraph B).

9. We have not audited any Consolidated Financial Statements of the Group as of any date or for any period subsequent to March 31, 2018. Accordingly, we do not express any opinion on the financial position, results of operations, cash flows or changes in equity of the Group as of any date or for any period subsequent to March 31, 2018.

B. Other Consolidated Financial Information:

10. At the Company's request, we have also examined the following Other Consolidated Financial Information relating to the Group as at and for each of the years ended March 31, 2018, March 31, 2017, March 31, 2016, March 31, 2015 and March 31, 2014 , proposed to be included in the DRHP, prepared by the management of the Company and annexed to the Restated Consolidated Financial Information:

    i) Basis of preparation, Significant accounting policies and Notes forming part of the Restated Consolidated Financial Information as enclosed in Annexure V
    ii) Statement of Adjustments to Audited Consolidated Financial Statements as enclosed in Annexure VI
    iii) Restated Consolidated Statement of Borrowings as enclosed in Annexure VII
    iv) Restated Consolidated Statement of Other Non-Current Financial Liabilities as enclosed in Annexure VIII
    v) Restated Consolidated Statement of Investments as enclosed in Annexure IX
    vi) Restated Consolidated Statement of Loans as enclosed in Annexure X
    vii) Restated Consolidated Statement of Trade Receivable as enclosed in Annexure XI
    viii) Restated Consolidated Statement of Other Income as enclosed in Annexure XII
    ix) Restated Consolidated Statement of Accounting Ratios as enclosed in Annexure XIII
    x) Restated Consolidated Statement of Dividend paid as enclosed in Annexure XIV
    xi) Restated Consolidated Statement of Capitalization as enclosed in Annexure XV

11. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

Opinion

12. In our opinion:

    (i) the Restated Consolidated Financial Information of the Group, as attached to this report and as mentioned in paragraphs A and B above, read with basis of preparation and significant accounting policies have been prepared in accordance with the Act and the SEBI Regulations;

    (ii) adjustments have been made with retrospective effect in respect of changes in the Ind AS accounting policies of the Group to reflect the same accounting treatment as per the accounting policies as at and for the year ended March 31, 2018;

    (iii) the material adjustments relating to previous years have been adjusted in the year to which they relate;

    (iv) the are no qualifications in the auditors' reports which require any adjustments;

    (v) there are no extra-ordinary items which need to be disclosed separately.

13. This report should not in any way be construed as a re-issuance or re-dating of any of the previous audit reports issued by us or other auditors on the Consolidated Financial Statements of the Group.

Other Matters

14. Our audit report on the Audited Ind AS Consolidated Financial Statements of the Group as at and for the year ended March 31, 2018 contain following other matters which have been summarized below:

    a) We did not audit the financial statements of 6 subsidiaries, whose financial statements reflect total assets of Rs 998 million and net assets of Rs 734 million as at March 31, 2018, total revenue of Rs. 1,001 million, total comprehensive income (comprising of profit/ loss and other comprehensive income) of Rs 53 million and net cash flows amounting to Rs 19 million for the year ended on that date, as considered in the consolidated Ind AS 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 Ind AS financial statements insofar as it relates to the amounts and disclosures included in respect of these subsidiaries, is based solely on the reports of the other auditors.

    b) The financial statements of 3 subsidiaries, included in the consolidated Ind AS financial statements, which constitute total assets of Rs 20 million and net assets of Rs (52) million as at March 31, 2018, total revenue of Rs. 7 million, total comprehensive income (comprising of profit/ loss and other comprehensive income) of Rs (36) million and net cash flows amounting to Rs (20) million for the year then ended; have been prepared in accordance with the Accounting Standards specified under Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014 ("Indian GAAP") and have been audited by other auditors. The Company's management has converted the financial statements of such subsidiaries to the Indian Accounting Standards specified in the Companies (Indian Accounting Standards) Rules, 2015 (as amended) under Section 133 of the Act. We have audited these conversion adjustments made by the Company's management. Our opinion in so far as it relates to the balances and affairs of such subsidiaries is based on the report of other auditors and the conversion adjustments prepared by the management of the Company and audited by us.

    c) We did not audit the financial information of 1 subsidiary whose financial information reflects total assets of Rs 43.25 million and net assets of Rs 42.51 million as at March 31, 2018, total revenue of Rs. NIL, total comprehensive income (comprising of profit and other comprehensive income) of Rs 3.46 million and net cash flows amounting to Rs 3.70 million for the year ended on that date, as considered in the consolidated Ind AS financial statements. This financial information are unaudited and have been furnished to us by the Management, and our opinion on the consolidated Ind AS financial statements insofar as it relates to the amounts and disclosures included in respect of this subsidiary, is based solely on such unaudited financial information. In our opinion and according to the information and explanations given to us by the Management, this financial information is not material to the Group.

15. We have not examined the restated financial information of 10 subsidiaries, whose financial information reflect the Group's share of total assets of Rs 1,061.25 million and net assets of Rs 724.51 million as at March 31, 2018, total revenue of Rs. 1,008 million, total comprehensive income (comprising of profit/ loss and other comprehensive income) of Rs 20.46 million and net cash flows amounting to Rs 2.70 million for the year ended on that date, as considered in the Restated Consolidated Financial Information. These financial information have been examined by other auditors, whose reports have been furnished to us by the Management, and our opinion on the Restated Consolidated Financial Information insofar as it relates to the amounts and disclosures included in respect of these subsidiaries, is based solely on the reports of other auditors.

16. The Restated Consolidated Financial Information of the Group has been examined and reported upon by another firm of chartered accountants, for the years ended March 31, 2017, March 31, 2016, March 31, 2015 and March 31, 2014, whose report has been furnished to us by the Management of the Company and our opinion on the Restated Consolidated Financial Information to the extent they have been derived from such financial information is based solely on the report issued by them.

Our opinion is not modified in respect of these matters.

Restriction on Use

17. This report is addressed to and is provided to enable the Board of Directors of the Company to include this report in the DRHP, prepared in connection with the Issue, to be filed by the Company with the SEBI and the concerned stock exchanges.

For Price Waterhouse Chartered Accountants LLP
Firm Registration Number: 012754N/N500016
Chartered Accountants

Amit Borkar
Partner
Membership Number: 109846
Place: Pune
Date: August 9, 2018

Index
Nihilent Limited (Formerly known as Nihilent Technologies Limited)

Sr. No.	Details of Restated Consolidated Financial Information (Ind AS)	Annexure Reference
1	Restated Consolidated Statement of Assets and Liabilities	Annexure I
2	Restated Consolidated Statement of Profit and Loss	Annexure II
3	Restated Consolidated Statement of Changes in Equity	Annexure III
4	Restated Consolidated Statement of Cash Flows	Annexure IV
5	Basis of preparation, Significant accounting policies and Notes forming part of Restated Consolidated Financial information	Annexure V
6	Statement of Adjustments to Audited Consolidated Financial Statements	Annexure VI
7	Restated Consolidated Statement of Borrowings	Annexure VII
8	Restated Consolidated Statement of Other Non Current Financial Liabilities	Annexure VIII
9	Restated Consolidated Statement of Investments	Annexure IX
10	Restated Consolidated Statement of Loans	Annexure X
11	Restated Consolidated Statement of Trade Receivables	Annexure XI
12	Restated Consolidated Statement of Other Income	Annexure XII
13	Restated Consolidated Statement of Accounting Ratios	Annexure XIII
14	Restated Consolidated Statement of Dividend Paid	Annexure XIV
15	Restated Consolidated Statement of Capitalisation	Annexure XV

Nihilent Limited (Formerly known as Nihilent Technologies Limited)
Annexure I
Restated Consolidated Statement of Assets and Liabilities
(All amounts in Rupees million, unless stated otherwise)

Particulars	Annexures/Note No.	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)	As at March 31, 2015 (Proforma)	As at March 31, 2014 (Proforma)
ASSETS						
I. Non-current assets						
Property, plant and equipment	Annexure V, Note 3	115.99	84.33	73.49	76.53	64.93
Capital work-in-progress	Annexure V, Note 3	-	34.01	-	-	-
Intangible assets	Annexure V, Note 4	109.06	144.63	109.51	65.73	14.48
Goodwill	Annexure V, Note 4	572.18	570.26	302.52	148.24	-
Financial assets						
(a) Investments	Annexure IX	-	-	0.35	3.91	31.00
(b) Loans	Annexure X	40.97	35.30	35.84	18.04	15.93
(c) Other financial assets	Annexure V, Note 5	1.09	1.08	0.89	0.34	0.34
Deferred tax assets (net)	Annexure V, Note 6	95.71	37.82	15.84	34.42	22.00
Income tax assets	Annexure V, Note 18	132.00	102.06	110.67	82.34	59.66
Other non-current assets	Annexure V, Note 7	69.83	82.14	81.35	61.46	21.65
Total non-current assets		**1,136.83**	**1,091.63**	**730.46**	**491.01**	**229.99**
II. Current assets						
Financial assets						
(a) Investments	Annexure IX	311.03	202.51	45.14	264.07	452.48
(b) Trade receivables	Annexure XI	751.95	788.96	676.32	560.06	566.85
(c) Cash and cash equivalents	Annexure V, Note 8	622.80	596.05	637.87	676.92	544.08
(d) Bank balance other than cash and cash equivalents above	Annexure V, Note 9	52.50	250.48	301.14	148.62	3.84
(e) Unbilled revenue		278.11	299.80	129.15	123.85	121.69
(f) Loans	Annexure X	8.38	21.87	8.95	12.61	3.80
(g) Other financial assets	Annexure V, Note 10	1.84	7.20	3.71	-	-
Other current assets	Annexure V, Note 11	91.59	48.18	67.02	45.21	60.35
Total current assets		**2,118.20**	**2,215.05**	**1,869.30**	**1,831.34**	**1,753.09**
Total Assets		**3,255.03**	**3,306.68**	**2,599.76**	**2,322.35**	**1,983.08**
EQUITY AND LIABILITIES						
EQUITY						
Equity share capital	Annexure V, Note 12	186.44	186.44	186.44	185.80	185.12
Other equity						
Reserves and surplus	Annexure V, Note 13	1,888.83	1,695.03	1,426.30	1,586.84	1,311.38
Other reserves	Annexure V, Note 13	(22.19)	(51.67)	(90.66)	(43.60)	(15.35)
Equity attributable to owners of Nihilent Limited		**2,053.08**	**1,829.80**	**1,522.08**	**1,729.04**	**1,481.15**
Non-controlling interest	Annexure V, Note 13	78.18	82.84	73.29	(7.19)	(1.68)
Total equity		**2,131.26**	**1,912.64**	**1,595.37**	**1,721.85**	**1,479.47**
LIABILITIES						
I. Non-current liabilities						
Financial liabilities						
(a) Borrowings	Annexure VII	-	-	33.45	78.49	-
(b) Other financial liabilities	Annexure VIII	242.78	281.07	313.73	22.23	-
Employee benefit obligations	Annexure V, Note 14	60.41	51.60	32.29	31.36	25.32
Total non-current liabilities		**303.19**	**332.67**	**379.47**	**132.08**	**25.32**
II. Current liabilities						
Financial liabilities						
(a) Borrowings	Annexure VII	-	2.51	120.00	-	-
(b) Trade payables						
- total outstanding dues of micro enterprises and small enterprises	Annexure V, Note 15	-	0.37	-	-	-
- total outstanding dues other than micro enterprises and small	Annexure V, Note 15	115.49	177.99	77.74	64.08	85.41
(c) Other financial liabilities	Annexure V, Note 16	261.89	661.71	210.55	210.82	168.85
Employee benefit obligations	Annexure V, Note 17	15.80	43.21	24.33	18.59	20.14
Income tax liabilities	Annexure V, Note 18	41.77	40.10	56.57	30.46	31.47
Other current liabilities	Annexure V, Note 19	385.63	135.48	135.73	144.47	172.42
Total current liabilities		**820.58**	**1,061.37**	**624.92**	**468.42**	**478.29**
Total liabilities		**1,123.77**	**1,394.04**	**1,004.39**	**600.50**	**503.61**
Total equity and liabilities		**3,255.03**	**3,306.68**	**2,599.76**	**2,322.35**	**1,983.08**

Note:
The above statement should be read with basis of preparation, significant accounting policies and notes forming part of the Restated Consolidated Financial Information appearing in Annexure - V and Statement of Adjustments to Audited Consolidated Ind AS Financial Statements appearing in Annexure VI.

The notes are an integral part of these restated financial information
As per our report of even date

For Price Waterhouse Chartered Accountants LLP
Firm Registration Number: 012754N/N500016
Chartered Accountants

Amit Borkar
Partner
Membership No. 109846

Place: Pune
Date: August 09, 2018

For and on behalf of the Board of Directors of Nihilent Limited

L. C. Singh
Director

Minoo Dastur
Director

Shubhabrata Banerjee
Chief Financial Officer

Rahul Bhandari
Company Secretary

Place: Pune
Date: August 06, 2018

Nihilent Limited (Formerly known as Nihilent Technologies Limited)
Annexure II
Restated Consolidated Statement of Profit and Loss
(All amounts in Rupees million, unless stated otherwise)

Particulars	Annexures/Note No.	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016 (Proforma)	For the year ended March 31, 2015 (Proforma)	For the year ended March 31, 2014 (Proforma)
Income						
Revenue from operations	Annexure V, Note 20	4,241.89	3,695.79	3,114.35	2,923.28	2,447.79
Other income	Annexure XII	85.97	54.01	59.46	40.65	46.12
Total Income		**4,327.86**	**3,749.80**	**3,173.81**	**2,963.93**	**2,493.91**
Expenses						
Purchases of traded software licenses	Annexure V, Note 21	61.23	92.07	14.22	-	-
Employee benefits expense	Annexure V, Note 22	2,465.47	2,140.94	1,931.47	1,706.79	1,314.11
Depreciation and amortisation expense	Annexure V, Note 23	106.78	94.75	94.07	62.24	32.91
Other expenses	Annexure V, Note 24	972.04	902.10	676.13	579.29	483.16
Finance cost	Annexure V, Note 25	43.09	53.32	20.11	1.28	-
Total expenses		**3,648.61**	**3,283.18**	**2,736.00**	**2,349.60**	**1,830.18**
Profit before tax		**679.25**	**466.62**	**437.81**	**614.33**	**663.73**
Tax expense						
Current tax	Annexure V, Note 26	263.18	229.26	168.20	222.34	231.66
Deferred tax	Annexure V, Note 26	(57.74)	(38.19)	(6.81)	(14.56)	(5.35)
Total tax expense		**205.44**	**191.07**	**161.39**	**207.78**	**226.31**
Profit for the year, as restated		**473.81**	**275.55**	**276.42**	**406.55**	**437.42**
Other comprehensive income						
Items that may be reclassified to profit or loss						
(a) Exchange differences on translation of foreign operations		40.93	24.86	(44.55)	(13.70)	1.06
Tax effect		(10.06)	15.18	-	-	-
		30.87	**40.04**	**(44.55)**	**(13.70)**	**1.06**
Items that will not be reclassified to profit or loss						
a) Changes in fair value of FVOCI equity instruments		-	(0.35)	(3.56)	(27.09)	2.28
Tax effect		-	0.13	1.35	10.29	(0.87)
		-	**(0.22)**	**(2.21)**	**(16.80)**	**1.41**
(b) Re-measurement of post-employment benefit obligations		(0.87)	0.69	1.90	(5.05)	(8.18)
Tax effect		0.15	(0.24)	(0.66)	1.72	2.78
		(0.72)	**0.45**	**1.24**	**(3.33)**	**(5.40)**
Total other comprehensive income for the year, net of tax		**30.15**	**40.27**	**(45.52)**	**(33.83)**	**(2.93)**
Total comprehensive income for the year, as restated		**503.96**	**315.82**	**230.90**	**372.72**	**434.49**
Profit is attributable to:						
Owners of Nihilent Limited		459.43	263.06	260.44	409.81	442.77
Non controlling interests		14.38	12.49	15.98	(3.26)	(5.35)
Other comprehensive income attributable to:						
Owners of Nihilent Limited		28.76	43.21	(45.82)	(31.58)	(2.81)
Non controlling interests		1.39	(2.94)	0.30	(2.25)	(0.12)
Total comprehensive income attributable to:						
Owners of Nihilent Limited		488.19	306.27	214.62	378.23	439.96
Non controlling interests		15.77	9.55	16.28	(5.51)	(5.47)
Earnings per equity share for profit attributable to the owners of Nihilent Limited:						
Basic earning per share (Rs.)	Annexure V, Note 35	24.64	14.11	13.98	22.12	24.02
Diluted earning per share (Rs.)		24.64	14.11	13.97	22.04	23.86

Note:
The above statement should be read with basis of preparation, significant accounting policies and notes forming part of the Restated Consolidated Financial Information appearing in Annexure - V and Statement of Adjustments to Audited Consolidated Ind AS Financial Statements appearing in Annexure VI.

The notes are an integral part of these restated financial information
As per our report of even date

For Price Waterhouse Chartered Accountants LLP
Firm Registration Number: 012754N/N500016
Chartered Accountants

Amit Borkar
Partner
Membership No. 109846

Place: Pune
Date: August 09, 2018

For and on behalf of the Board of Directors of Nihilent Limited

L. C. Singh	**Minoo Dastur**	**Shubhabrata Banerjee**	**Rahul Bhandari**
Director	**Director**	**Chief Financial Officer**	**Company Secretary**

Place: Pune
Date: August 06, 2018

Nihilent Limited (Formerly known as Nihilent Technologies Limited)
Annexure III
Restated Consolidated Statement of Changes in Equity
(All amounts in Rupees million, unless stated otherwise)

Particulars	Attributable to owners of Nihilent Limited							Non-controlling interest	Total
	Reserves & Surplus					Other reserves			
	General reserve	Retained earnings	Securities premium account	Debenture redemption reserve	Share based payment reserve	Foreign currency translation reserve	FVOCI Equity instruments		
Balances as at April 1, 2015 (Proforma)	**90.16**	**1,397.63**	**98.12**	**-**	**0.93**	**(43.02)**	**(0.58)**	**(7.19)**	**1,536.05**
Add:									
Profit for the year	-	260.44	-	-	-	-	-	15.98	**276.42**
Other comprehensive income:									
Exchange differences on translation of foreign operations, net of tax	-	-	-	-	-	(44.85)	-	0.30	**(44.55)**
Changes in fair value of FVOCI equity instruments, net of tax	-	-	-	-	-	-	(2.21)	-	**(2.21)**
Remeasurement of post employment benefit obligations	-	1.24	-	-	-	-	-	-	**1.24**
Total comprehensive income for the year 2015-16	**-**	**261.68**	**-**	**-**	**-**	**(44.85)**	**(2.21)**	**16.28**	**230.90**
Capital infusion by minority during the year	-	-	-	-	-	-	-	5.97	**5.97**
Non-controlling interest on acquisition of subsidiary (Refer Annexure V, note 38)	-	-	-	-	-	-	-	58.23	**58.23**
Transaction with owners in their capacity as owners:									
Transfer to general reserve	0.12	-	-	-	-	-	-	-	**0.12**
Additions to share based payment reserve	-	-	-	-	(0.93)	-	-	-	**(0.93)**
Additions to securities premium	-	-	0.81	-	-	-	-	-	**0.81**
Redemption liability (Refer Annexure V, Note 32 (c))	-	(285.97)	-	-	-	-	-	-	**(285.97)**
Interim dividend paid (FY 2014-15) (including tax thereon)	-	(136.25)	-	-	-	-	-	-	**(136.25)**
Balances as at March 31, 2016 (Proforma)	**90.28**	**1,237.09**	**98.93**	**-**	**-**	**(87.87)**	**(2.79)**	**73.29**	**1,408.93**

Particulars	Attributable to owners of Nihilent Limited							Non-controlling interest	Total
	Reserves & Surplus					Other reserves			
	General reserve	Retained earnings	Securities premium account	Debenture redemption reserve	Share based payment reserve	Foreign currency translation reserve	FVOCI Equity instruments		
Balances as at April 1, 2016 (Refer Annexure V, Note 2C.3.1)	**90.16**	**1,243.52**	**96.17**	**-**	**-**	**(89.94)**	**(4.49)**	**73.29**	**1,408.71**
Add:									
Profit for the year	-	263.06	-	-	-	-	-	12.49	**275.55**
Other comprehensive income:									
Exchange differences on translation of foreign operations, net of tax	-	**-**	-	-	-	42.98	-	(2.94)	**40.04**
Changes in fair value of FVOCI equity instruments, net of tax	-	**-**	-	-	-	-	(0.22)	-	**(0.22)**
Remeasurement of post employment benefit obligations	-	0.45	-	-	-	-	-	-	**0.45**
Total comprehensive income for the year 2016-17	**-**	**263.51**	**-**	**-**	**-**	**42.98**	**(0.22)**	**9.55**	**315.82**
Transfer to debenture redemption reserve	-	(91.90)	-	91.90	-	-	-	-	**-**
Merger of Gnet Group LLC. USA	-	2.35	-	-	-	-	-	-	**2.35**
Transaction with owners in their capacity as owners:					-				
Tax on dividend by a subsidiary	-	(0.68)	-	-	-	-	-	-	**(0.68)**
Balance as at March 31, 2017	**90.16**	**1,416.80**	**96.17**	**91.90**	**-**	**(46.96)**	**(4.71)**	**82.84**	**1,726.20**

Restated Consolidated Statement of Changes in Equity
(All amounts in Rupees million, unless stated otherwise)

Particulars	Attributable to owners of Nihilent Limited								
	Reserves & Surplus					Other reserves		Non-controlling interest	Total
	General reserve	Retained earnings	Securities premium account	Debenture redemption reserve	Share based payment reserve	Foreign currency translation reserve	FVOCI Equity instruments		
Balance as at April 1, 2017	**90.16**	**1,416.80**	**96.17**	**91.90**	**-**	**(46.96)**	**(4.71)**	**82.84**	**1,726.20**
Add:									
Profit for the year	-	459.43	-	-	-	-	-	14.38	**473.81**
Other comprehensive income:									
Exchange differences on translation of foreign operations, net of tax	-	-	-	-	-	29.48	-	1.39	**30.87**
Remeasurement of post employment benefit obligations	-	(0.72)	-	-	-	-	-	-	**(0.72)**
Total comprehensive income for the year 2017-18	**-**	**458.71**	**-**	**-**	**-**	**29.48**	**-**	**15.77**	**503.96**
Transactions with non-controlling interest (Refer Annexure V, note 32)	-	(25.29)	-	-	-	-	-	(20.43)	**(45.72)**
Non-controlling interest stake acquired during the year (Refer Annexure V, note 32)	-	45.72	-	-	-	-	-		**45.72**
Transfer from debenture redemption reserve	91.90	-	-	(91.90)	-	-	-	-	**-**
Transaction with owners in their capacity as owners:					-				
Final dividend paid (FY 2016-17) (including tax thereon)	-	(69.05)	-	-	-	-	-	-	**(69.05)**
Interim dividend payable (FY 2017-18) (including tax thereon)	-	(216.29)	-	-	-	-	-	-	**(216.29)**
					-				
Balances as at March 31, 2018	**182.06**	**1,610.60**	**96.17**	**-**	**-**	**(17.48)**	**(4.71)**	**78.18**	**1,944.82**

Note:
The above statement should be read with basis of preparation, significant accounting policies and notes forming part of the Restated Consolidated Financial Information appearing in Annexure - V and Statement of Adjustments to Audited Consolidated Ind AS Financial Statements appearing in Annexure VI.

The notes are an integral part of these restated financial information
As per our report of even date

For Price Waterhouse Chartered Accountants LLP
Firm Registration Number: 012754N/N500016
Chartered Accountants

For and on behalf of the Board of Directors of Nihilent Limited

Amit Borkar
Partner
Membership No. 109846

L. C. Singh
Director

Minoo Dastur
Director

Shubhabrata Banerjee
Chief Financial Officer

Rahul Bhandari
Company Secretary

Place: Pune
Date: August 09, 2018

Place: Pune
Date: August 06, 2018

Nihilent Limited (Formerly known as Nihilent Technologies Limited)
Annexure IV
Restated Consolidated Statement of Cashflows
(All amounts in Rupees million, unless stated otherwise)

	Particulars	For the year ended March 31, 2018		For the year ended March 31, 2017		For the year ended March 31, 2016 (Proforma)		For the year ended March 31, 2015 (Proforma)		For the year ended March 31, 2014 (Proforma)	
A	**Cash flow from operating activities:**										
	Profit before tax, as restated	**679.25**		**466.62**		**437.81**		**614.33**		**663.73**	
	Adjustments for:										
	Depreciation and amortisation expense	106.78		94.75		94.07		62.24		32.91	
	Interest income	(23.96)		(32.08)		(28.12)		(18.41)		(15.04)	
	Unwinding of discount on security deposits	(2.06)		(2.28)		(1.97)		(1.14)		(1.00)	
	Finance costs	21.14		26.80		5.82		1.28		-	
	Dividend income from investments at FVTPL - Mutual Fund Units	(12.94)		(14.16)		(9.28)		(16.97)		(25.70)	
	Provision for doubtful debts and advances	51.67		20.54		9.07		12.20		19.47	
	Interest expenses (redemption liability)	21.95		26.52		14.29		-		-	
	Change in fair value of investments	-		-		1.73		(0.60)		(1.13)	
	Share based payments	-		-		-		0.47		0.30	
	(Profit)/Loss on sale of property, plant and equipment	1.16		(0.20)		(0.64)		0.01		0.37	
	(Profit) on sale of investments	-		-		(2.65)		(2.64)		(1.99)	
	Unrealised foreign exchange loss / (gain) (net)	40.93		24.86		(49.04)		(13.70)		1.06	
	Operating profit before working capital changes	**883.92**		**611.37**		**471.09**		**637.07**		**672.98**	
	Adjustments for changes in working capital :										
	- (Increase)/decrease in trade receivables	(14.66)		31.00		(79.42)		37.18		(230.95)	
	- (Increase)/decrease in other current assets	(43.42)		33.56		(14.90)		19.34		(22.58)	
	- (Increase) in other non - current loans	(3.62)		26.40		(15.83)		(0.97)		(2.27)	
	- Decrease/(Increase) in unbilled revenue	21.67		(153.03)		(5.30)		(2.16)		(69.48)	
	- Decrease/(Increase) in current loans	13.49		(12.92)		3.66		(8.81)		2.40	
	- Decrease/decrease in other non-current assets	18.81		(0.79)		(23.66)		(37.40)		(5.54)	
	- Increase/(decrease) in non current provisions	0.92		(34.14)		(6.97)		17.18		(8.18)	
	- Increase/(decrease) in current provisions	1.47		56.53		(20.08)		(5.13)		16.30	
	- (Decrease)/Increase in trade payables	(62.87)		48.95		4.79		(25.08)		10.55	
	- (Decrease)/Increase in other current financial liabilities	(18.59)		26.65		0.29		4.10		23.41	
	- Increase/(decrease) in other current liabilities	33.85		(70.70)		(17.85)		(54.41)		118.20	
	Cash generated from operations	**830.97**		**562.88**		**295.80**		**580.92**		**504.84**	
	- Taxes paid	(301.51)		(221.94)		(170.42)		(246.03)		(235.50)	
	Net cash generated from operating activities		**529.46**		**340.94**		**125.38**		**334.88**		**269.34**
B	**Cash flow from Investing activities:**										
	Payment for property, plant and equipment and intangible assets	(74.52)		(72.93)		(42.60)		(80.50)		(62.87)	
	Proceeds from sale of property, plant and equipment	2.02		1.27		1.65		0.11		0.04	
	Payment for purchase of current investments	(950.69)		(738.62)		(812.55)		(282.93)		(4,757.67)	
	Proceeds from sale of investments	829.24		567.09		1,032.80		474.57		4,600.51	
	Payment for acquisition of a subsidiary, net of cash acquired	-		(68.46)		(175.76)		(201.96)		-	
	Repayment of redeemable debentures	(367.50)		-		-		-		-	
	Proceeds from maturity of fixed deposits/(Increase in fixed deposits)	197.98		50.66		(153.07)		(144.78)		1.21	
	Dividend received from Mutual Fund Units	12.94		14.16		9.28		16.97		25.70	
	Interest received	29.32		28.59		24.41		18.27		14.82	
	Net cash used in investing activities		**(321.21)**		**(218.24)**		**(115.84)**		**(200.25)**		**(178.26)**
C	**Cash flow from financing activities:**										
	Increase in borrowings/ (Repayment of borrowings), net	(34.96)		(185.39)		86.46		125.59		-	
	Increase in share capital	-		-		0.64		0.68		1.35	
	Capital infusion by minority	-		-		5.97		-		3.79	
	Transaction with non-controlling interest	(45.72)		-		-		-		-	
	Interest paid	(37.00)		(10.94)		(5.82)		(1.28)		-	
	Dividend paid to company's shareholders (including tax thereon)	(69.05)		-		(136.25)		(131.49)		(131.19)	
	Net cash used in financing activities		**(186.73)**		**(196.33)**		**(49.00)**		**(6.50)**		**(126.05)**
	Net increase/ (decrease) in cash and cash equivalents (A+B+C)		**21.52**		**(73.63)**		**(39.46)**		**128.13**		**(34.97)**
	Cash and cash equivalents as at beginning of the year		**596.05**		**637.87**		**676.92**		**544.08**		**579.05**
	Add/Less: Effect of unrealised exchange gain / loss on cash and cash equivalents		5.23		31.81		0.41		4.71		-
	Cash and cash equivalents as at end of the year		**622.80**		**596.05**		**637.87**		**676.92**		**544.08**

Reconciliation of cash and cash equivalents as per the statement of cash flows

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)	As at March 31, 2015 (Proforma)	As at March 31, 2014 (Proforma)
Cash and cash equivalents as per above comprises of the following: (Annexure V, note 8)					
Cash on hand	0.25	0.20	0.18	0.11	0.05
Balances with banks					
- in current accounts	534.34	532.64	584.92	651.05	463.87
- in EEFC accounts	38.14	46.42	52.77	25.76	59.30
- Deposit with maturity of less than 3 months	50.07	16.79	-	-	20.86
Total	**622.80**	**596.05**	**637.87**	**676.92**	**544.08**

Notes :

1) The above Consolidated Statement of Cashflows has been prepared under the 'Indirect Method' as set out in Ind AS 7, "Statement of Cash Flows" as notified under the Companies (Accounts) Rules, 2015.

2) Figures in brackets represent out flow of Cash and cash equivalents.

3) The above statement should be read with basis of preparation, significant accounting policies and notes forming part of the Restated Consolidated Financial Information appearing in Annexure - V and Statement of Adjustments to Audited Consolidated Ind AS Financial Statements appearing in Annexure VI.

As per our report of even date

For Price Waterhouse Chartered Accountants LLP
Firm Registration Number: 012754N/N500016
Chartered Accountants

For and on behalf of the Board of Directors of Nihilent Limited

Amit Borkar
Partner
Membership No. 109846

L. C. Singh
Director

Minoo Dastur
Director

Shubhabrata Banerjee
Chief Financial Officer

Rahul Bhandari
Company Secretary

Place: Pune
Date: August 09, 2018

Place: Pune
Date: August 06, 2018

Note 1 General information

Nihilent Limited (formerly known as Nihilent Technologies Limited) (“NL” or ‘the Holding Company’), and its subsidiaries together referred to as ‘the Group’ are engaged in rendering software services, business consulting in the area of enterprise transformation, change and performance management and providing related IT services. The Holding Company's registered office and global offshore delivery center is located at Pune, India from where it services its global clientele. Nihilent Limited is a Company domiciled in India.

Note 2(A) Summary of significant accounting policies

This note provides a list of the significant accounting policies adopted in the preparation of these consolidated financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

(A) Basis of preparation

(i) Presentation of Restated Consolidated Ind AS Financial Information

The Restated Consolidated Statement of Assets and Liabilities of the Group as at March 31, 2018, March 31, 2017, March 31 2016, March 31, 2015 and March 31, 2014 and the Restated Consolidated Statement of Profit and Loss, the Restated Consolidated Statement of Changes in Equity and the Restated Consolidated Statement of Cash flows for the years ended March 31, 2018, March 31, 2017, March 31 2016, March 31, 2015 and March 31, 2014 and Restated Other Consolidated Financial Information (together referred as ‘Restated Consolidated Financial Information’) has been prepared under Indian Accounting Standards ('Ind AS') notified under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015.

The Group has elected to present all five years as per Ind AS/ Proforma Ind AS, instead of Indian GAAP. The restated consolidated financial information for the years ended March 31, 2016, 2015 and 2014 has been prepared on Proforma basis (i.e. “Proforma Consolidated Ind AS Financial Information”) in accordance with requirements of SEBI Circular SEBI/HO/CFD/DIL/CIR/P/2016/47 dated March 31, 2016 (“SEBI Circular”) and ‘Guidance Note On Reports in Company Prospectuses (Revised 2016)[the “Guidance Note”]’ issued by ICAI. For the purpose of Proforma Ind AS Consolidated Financial Information for the year ended March 31, 2016, 2015 and 2014, the Group has followed the same accounting policies and accounting policy choices (both mandatory exceptions and optional exemptions availed as per Ind AS 101, “First Time Adoption of Indian Accounting Standards”) as initially adopted on transition date i.e. April 1, 2016. Accordingly, suitable Ind AS adjustments in the accounting heads are made to the Proforma Ind AS Consolidated Financial Information as of and for the years ended March 31, 2016, 2015 and 2014. As specified in the Guidance Note, the equity balance computed under Proforma Consolidated Ind AS financial statements for the year ended March 31, 2016 (i.e. equity under Indian GAAP as at April 1, 2015, 2014 and 2013 adjusted for impact of Ind AS 101 items and after considering profit or loss for the year ended March 31, 2016, 2015 and 2014 with adjusted impact due to Ind AS principles applied on proforma basis) and equity balance computed in opening Ind AS Balance sheet as at transition date (i.e. April 1, 2016), prepared for filing under Companies Act, 2013, differs due to Ind AS and restatement adjustments made as at April 1, 2015, 2014 and 2013. Accordingly, the closing equity balance as at March 31, 2016 of the Proforma Ind AS financial statement has not been carried forward to opening Ind AS Balance sheet as at transition date already adopted for reporting under Companies Act, 2013. Reconciliation of the same is disclosed in Annexure V Note 2C.3.1.

The Restated Consolidated Financial Information have been prepared by the Management in connection with the proposed listing of equity shares of the Holding Company by way of an Initial Public Offer ("IPO"), which is to be filed by the Holding Company with the Securities and Exchange Board of India ("SEBI") and the concerned Stock Exchanges in accordance with the requirements of:

a) Section 26 of the Companies Act, 2013; and
b) The SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 issued by the SEBI on August 26, 2009, as amended to date, read along with SEBI circular No. SEBI/HO/CFD/DIL/CIR/P/2016/47 dated March 2016 (together referred to as the "SEBI regulations").

These Restated Consolidated Financial Information and Other Consolidated Financial Information have been extracted by the Management from the Audited Consolidated Financial Statements and:

- there were no audit qualifications on the financial statements,
- there were no changes in accounting policies during the years of the financial statements,
- material amounts relating to adjustments for previous years in arriving at profit/loss of the years to which they relate, have been appropriately adjusted,
- adjustments for reclassification of the corresponding items of income, expenses, assets and liabilities, in order to bring them in line with the groupings as per the audited Consolidated Financial Statements of the Group and the requirements of the SEBI Regulations, and
- the resultant tax impact on above adjustments has been appropriately adjusted in deferred tax in the respective years and the impact of current tax in respect of short/excess income tax arising out of assessments, appeals, revised income tax returns, etc., has been adjusted in the current tax of respective years to which they relate.

Compliance with Ind AS

The Consolidated Financial Statements comply in all material aspects with Indian Accounting Standards(Ind AS) notified under section 133 of the Companies Act, 2013 (The Act)[Companies (Indian Accounting Standards)Rules, 2015] and other relevant provisions of the Act.

The consolidated financial statements upto the year ended March 31,2017, were prepared in accordance with the accounting standards notified under Companies (Accounting Standards) Rules, 2006 (as amended) and other relevant provisions of the Act.

Ministry of Corporate Affairs notified roadmap to implement Indian Accounting Standards ('Ind AS') notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (Indian Accounting Standards) (Amendment) Rules, 2016. As per the said roadmap, the Group has decided for voluntary adoption of Ind AS from the financial year beginning April 1, 2017 with the transition date being April 1, 2016. Accordingly, the audited consolidated financial statements of the Group have been prepared in accordance with the Ind AS.

Financial Statement for the year ended March 31,2018 were the first set of Ind AS financial statement issued by the Group, and previous years ended March 31, 2017, March 31, 2016, March 31, 2015 and March 31, 2014 were covered by Ind AS 101, "First Time Adoption of Indian Accounting Standards". The transition to Ind AS has been carried out from the accounting principles generally accepted in India ("Indian GAAP"),which is considered as the Previous GAAP, for purposes of Ind AS 101. Reconciliations and explanations of the effect of the transition from Previous GAAP to Ind AS on the group's Equity, Statement of Profit and Loss and Cash Flow Statement are provided in Annexure V Note 2C. The preparation of consolidated financial statements requires the use of certain critical accounting estimates and judgements. It also requires the Management to exercise judgement in the process of applying the Group's accounting policies. The areas involving a high degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in Note 2(B).

All amounts included in this Consolidated Financial Statements are reported in millions of Indian rupees except per share data and unless stated otherwise.

(ii) Historical Cost Convention

The financial statement have been prepared on a historical cost basis, except for the following:
a) certain financial assets and liabilities are measured at fair value, and
b) defined benefit plan - plan assets measured at fair value

(iii) Current/Non-current classification

All assets and liabilities have been classified as current or non-current as per the Group's operating cycle and other criteria set out in Schedule III to the Companies Act, 2013. Based on the nature of services and their realization in cash and cash equivalents, the Group has ascertained its operating cycle as 12 months for the purpose of current – noncurrent classification of assets and liabilities.

(B) Principles of consolidation and equity accounting

The Consolidated Financial Statements comprise the financial statements of the Holding Company and its subsidiaries.

Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power to detect the relevant activities of the entity. Specifically, the Group controls an investee if and only if the Group has:

- Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee)
- Exposure, or rights, to variable returns from its involvement with the investee, and
- The ability to use its power over the investee to affect its returns.

The Group re-assesses whether or not it controls an investee, if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the Consolidated Financial Statements from the date the Group gains control until the date the group ceases to control the subsidiary.
Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the group uses accounting policies other than those adopted in the consolidated financial statements, for like transactions and events in similar circumstances, appropriate adjustments are made to that group members financial statements in preparing the consolidated financial statements to ensure conformity with the group's accounting policies.

The financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the holding Company i.e. year ended on 31 March. When the end of the reporting period of the parent is different from that of a subsidiary, the subsidiary prepares, for consolidation purposes, additional financial information as of the same date as the financial statements of the parent to enable the parent to consolidate the financial information of the subsidiary, unless impractical to do so.

(i) Subsidiaries

Subsidiaries are all entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases. The acquisition method of accounting is used to account for business combinations by the Group. The Group combines the financial statements of the holding and its subsidiaries line by line adding together like items of assets, liabilities, equity, income and expenses. Intercompany transactions, balances and unrealised gains on transactions between Group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting Policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Non-controlling interests in the results and equity of subsidiaries are shown separately in the Consolidated Statement of Profit and Loss, Consolidated Statement of Changes in Equity and Balance Sheet respectively.

(ii) Changes in ownership interests

The group treats transactions with non-controlling interests that do not result in a loss of control as transactions with equity owners of the group. A change in ownership interest results in an adjustment between the carrying amounts of the controlling and non–controlling interests to reflect their relative interests in the subsidiary. Any difference between the amount of the adjustment to non – controlling interests and any consideration paid or received is recognised within equity.

When the group ceases to consolidate or equity account for an investment because of a loss of control, joint control or significant influence, any retained interest in the entity is remeasured to its fair value with the change in carrying amount recognized in profit or loss.

(iii) The assets and liabilities of foreign operations are translated at the year-end exchange rate and all the items in the Consolidated Statement of Profit and Loss are translated at the average exchange rate prevailing during the year. The resultant translation gains and losses are shown separately as "foreign currency translation reserve" ("FCTR") under Reserves and Surplus. When a foreign operation is disposed of, the relevant amount recognized in FCTR is transferred to the Statement of profit and loss as part of the profit or loss on disposal.

(iv) The difference between the cost of investment in the subsidiaries, over the net assets at the time of acquisition of investment is recognized in the consolidated financial statements as Goodwill or Capital Reserve on consolidation as the case may be.

(v) The list of subsidiaries considered in the Consolidated Financial Statements is given in Note 34

(C) Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker.

The board of directors of Nihilent Limited has appointed a strategic steering committee which assesses the financial performance and position of the group, and makes strategic decisions. The steering committee, which has been identified as being the chief operating decision maker, consists of the chief executive officer, the chief financial officer and the manager for corporate planning. Refer note 37 for segment information presented.

(D) Significant Accounting Policies

A. Property, plant and equipment

Tangible assets

Property, plant and equipment are stated at their historical cost less depreciation and any impairment losses, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items. The cost of property, plant and equipment includes directly attributable incremental costs incurred in their acquisition of the asset.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repair and maintenance costs are recognized in consolidated statement of profit and loss as incurred.

Leasehold improvements are depreciated over the term of the lease or the estimated useful life of the asset, whichever is shorter.

Capital work in progress is stated at cost less impairment.

Depreciation for the years have been provided on straight line basis over the useful life of the assets. The useful lives have been determined based on the technical evaluation done by the management's expert which are different than those specified by Schedule II to the Companies Act, 2013, in order to reflect the actual usage of the assets. Depreciation is provided on pro-rata basis on assets acquired, sold and discarded during the year.

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each reporting date. The gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sale proceeds and the carrying amount of the asset and is recognised in the consolidated statement of profit and loss.

Depreciation methods, estimated useful lives and residual value - Depreciation is calculated using straight –line method to allocate their cost, net of their residual values, over their estimated useful lives or, in the case of leasehold improvements, the shorter lease term. Refer below for details:

Class of asset	Estimated economic useful life in years
Computers & networking equipments	3 years
Electrical equipments, Plant and equipments, Furniture and fittings, Office equipments	4 years
Vehicles	5 years

B. Intangible assets and amortization

Intangible assets acquired and internally developed assets representing software are measured on initial recognition at cost. The cost of intangible assets acquired in the business combination is their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less accumulated amortisation and accumulated impairement losses. Intangible assets acquired or internally developed, are recognized when the asset is identifiable, is within the control of the Group, it is probable that the future economic benefits that are attributable to the asset will flow to the Group and cost of the asset can be reliably measured.

Acquired and developed intangible assets representing software are recorded at their acquisition price and are amortized over its estimated useful life of three to ten years, on case-to-case basis commencing from the date the assets are available for their use on straight line basis. The estimated useful life of intangible assets is reviewed by management at each Balance Sheet date.

C. Impairment

Goodwill on acquisition of subsidiaries is included in intangible assets. Goodwill is not amortised but is tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired and is carried at cost less accumulated impairment losses. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purpose of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent on the cash inflows from other assets or groups of assets (cash-generating units). Non- financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

D. Leases

As lessee

Leases of property, plant and equipment where the Group, as lessee, has substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalized at the lease's inception at the fair value of the leased property or, if lower, the present value of the minimum lease payments. The corresponding rental obligations, net of finance charges, are included in borrowings or other financial liabilities as appropriate. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to the Consolidated Statement of Profit and Loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the group as lessee are classified as operating leases. Payments made under operating leases are charged to the Consolidated Statement of Profit and Loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with the expected general inflation to compensate expected inflationary cost increases.

E. Revenue recognition

The Group derives revenue primarily from software service activities. Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are net of trade allowances, rebates, discounts, value added taxes, goods and service tax (GST) and other amounts collected on behalf of third parties.

The Group recognised revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and specific criteria have been met for each of the group's activities as described below. The Group bases its estimates on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.

(i) Time and material contracts:
Revenues and costs relating to time and material contracts are recognized as the related services are rendered.

(ii) Fixed- price contracts:
Revenues from fixed-price contracts are recognized using the "percentage-of-completion" method. Percentage of completion is determined based on efforts or costs incurred to date as a percentage of total estimated efforts or costs required to complete the project. The efforts or cost expended are used to measure progress towards completion as there is a direct relationship between input and productivity. If the Group does not have a sufficient basis to measure the progress of completion or to estimate the total contract revenues and costs, revenue is recognized only to the extent of contract cost incurred for which recoverability is probable.

(iii) Maintenance contracts:
Revenue from maintenance contracts is recognised on straight-line basis over the period of the contract.

(iv) Multiple element arrangements:
Revenue from contracts with multiple-element arrangements are recognized using the guidance in Ind AS 18, Revenue Recognition. The Group allocates the arrangement consideration to separately identifiable components based on their relative fair values or on the residual method. Fair values are determined based on sale prices for the components when it is regularly sold separately, third-party prices for similar components or cost plus an appropriate business-specific profit margin related to the relevant component.

F. Foreign currency translation

(i) Functional and presentation currency:

Items included in the consolidated financial statement are measured using the currency of the primary economic environment in which the group operates ('the functional currency'). The consolidated financial statement are presented in Indian rupee (INR), which is Nihilent Limited's functional and presentation currency.

(ii) Transactions and balances:

Foreign currency transactions are translated into the functional currency using the exchange rates at the
dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the transition of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognized in Profit or Loss.

(iii) Foreign Operations

The results and financial position of foreign operations (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into presentation currency as follows:
- Assets and liabilities are translated at the closing rate at the date of the Consolidated Statement of Assets and Liabilities.
- Income and expense items are translated at the average exchange rates for the period (unless this is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions).
- All resulting exchange differences are recognized in other comprehensive income and held in foreign currency translation reserve (FCTR), a component of equity. When a foreign operation is disposed of, the relevant amount recognized in FCTR is transferred to the Consolidated Statement of Profit and Loss as part of the profit or loss on disposal.

G. Business Combinations

The acquisition method of accounting is used to account for all business combinations, regardless of whether equity instruments or other assets are acquired. The consideration transferred for the acquisition of a subsidiary comprises the:

- Fair value of the assets transferred;
- Liabilities incurred to the former owners of the acquired business;
- Equity interests issued by the Group
- Fair value of any asset or liability resulting from contingent consideration arrangement.

Identifiable assets acquired, and liabilities and contingent liabilities assumed in a business combination are with limited exceptions, measured initially at their fair values at the acquisition date. The Group recognizes any non-controlling interest in the acquired entity on an acquisition-by-acquisition basis either at their fair value or at the non-controlling interest's proportionate share of the acquired entity's net identifiable assets.

Non acquisition related costs are expenses as incurred.

The excess of the

- Consideration transferred;
- Amount of any non-controlling interest in the acquired entity; and
- Acquisition date fair value of any previous equity interest in the acquired entity

over the fair value of the net identifiable assets acquired is recorded as goodwill. If those amounts are less than the fair value of the net identifiable assets acquired, the difference is recognized in other comprehensive income and accumulated in equity as capital reserve provided there is clear evidence of the underlying reasons for classifying the business combination as a bargain purchase. In other cases, the bargain purchase gain is recognized directly in equity as capital reserve.

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest is remeasured to fair value at the acquisition date. Any gains arising from such remeasurement are recognized in the Restated Consolidated Statement of Profit and Loss or Other Comprehensive Income, as appropriate.

H. Employee benefits

i) Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related services are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligation in the balance sheet.

ii) Post-employment obligations

The group has the following post-employment schemes:
a) defined benefit plan such as Gratuity and
b) defined contribution plans such as Provident Fund and Superannuation scheme.

Gratuity Obligations:

The liability or asset recognised in the balance sheet in respect of defined benefit and gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuary using projected unit credit method.

The present value of the defined benefit obligation denominated in INR is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation. The benefits which are denominated in currency other than INR, the cash flows are discounted using market yields determined by reference to high-quality corporate bonds that are denominated in the currency in which the benefits will be paid, and that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the consolidated statement of profit and loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the Consolidated Statement of Changes in Equity and in the Consolidated Balance Sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost.

Defined contribution plans:

The Group's contributions to defined contribution plans in the nature of Provident Fund and Superannuation scheme is charged to the consolidated statement of profit and loss as they fall due. Contribution towards provident fund for all employees is made to the respective regulatory authorities, where the Group has no further obligations.

iii) Other long-term benefit obligations

The employees of the Group are entitled to compensated absences. The employees can carry forward a portion of the unutilized accumulating compensated absences and utilize it in future periods or receive cash at retirement or termination of employment. The Group records an obligation for compensated absences in the period in which the employee renders the services that increases this entitlement. Accumulated compensated absences, which are expected to be availed or encashed within 12 months from the end of the year are treated as short term employee benefits. The obligation towards the same is measured at the expected cost of accumulating compensated absences as the additional amount expected to be paid as a result of the unused entitlement as at the year end.

Accumulated compensated absences, which are expected to be availed or encashed beyond 12 months from the end of the year are treated as other long-term employee benefits. The Group's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year. Actuarial losses/ gains are recognised in the Consolidated Statement of Profit and Loss in the year in which they arise.

iv) Share-based payments

Selected employees of the Holding Company receive remuneration in form of equity settled instruments, for rendering services over a defined vesting period. The cost of equity-settled transactions is determined by the fair value at the date when grant is made using an appropriate valuation model.

The cost is recognized in employee benefit expenses, together with a corresponding increase in share-based payment reserve in equity, over the period in which service conditions are fulfilled. The cumulative expense recognized for equity settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired. Expense or credit in the Consolidated Statement of Profit and Loss for a period represents the movement in cumulative expense recognized as at the beginning and end of that period and it is recognized in employee benefits expenses.

Service and non-market performance conditions are not taken into account while determining the grant date fair value of awards. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions, these are reflected in the fair value of an award and lead to immediate expensing of an award unless there are also service and/or performance conditions.

No expense is recognized for awards that do not ultimately vest because non-market performance and/or service conditions have not been met. Where awards include a market or non-vesting condition, the transactions are treated as vested irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

When the terms of an equity settled award are modified, the minimum expense recognized is the expense had the terms had not been modified, if the original terms of award are met. An additional expense is recognized for any modification that increases the total fair value of the share-based payment transaction or is otherwise beneficial to the employee as measured at the date of modification. Where an award is cancelled by the entity or by the counter party, any remaining element of the fair value of the award is expensed immediately through consolidated statement of profit or loss.

I. Income Tax

(i) Current Income Tax:

Income tax for the current and prior years are measured at the amount expected to be recovered from or paid to the taxation authorities based on the taxable income for the year. The tax rates and tax laws used to compute the current income tax amount are those that are enacted or substantively enacted as at the reporting date and applicable for the year.

The Group offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and liability simultaneously.

(ii) Deferred Tax:

Deferred tax is recognized using the balance sheet approach. Deferred tax assets and liabilities are recognized for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount in consolidated financial statement.

Deferred tax assets are recognized to the extent it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilized.

Deferred tax liabilities are recognized for all taxable temporary differences except in respect of taxable temporary differences associated with investments in subsidiaries and foreign branches where the timing of the reversal of the temporary difference can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

The Group offsets deferred tax assets and liabilities, where it has a legally enforceable right to offset current tax assets against current tax liabilities, and they relate to taxes levied by the same taxation authority on either the same taxable entity, or on different taxable entities where there is an intention to settle the current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

Income tax comprises current and deferred tax. Income tax expense is recognized in the Consolidated Statement of Profit and Loss except to the extent it relates to items directly recognized in Other Comprehensive Income.

J. Provisions and Contingent Liabilities

Provisions are recognized when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to passage of time is recognised as finance cost.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognized as an asset, if it is virtually certain that reimbursement will be received, and the amount of the receivable can be measured reliably.

Provisions for onerous contracts are recognized when the expected benefits to be derived by the Group from a contract are lower than the unavoidable costs of meeting the future obligations under the contract. Provisions for onerous contracts are measured at the present value of lower of the expected net cost of fulfilling the contract and the expected cost of terminating the contract.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

K. Contributed equity

Equity shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

L.Dividends

Provision is made for the amount of any dividend (including tax thereon) declared, being appropriately authorised and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.

M. Earnings per share

(i) Basic earnings per share

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the Holding Company
- by the weighted average number of equity shares outstanding during the financial year and excluding treasury shares (note 38).

(ii) Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and

- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

N. Cash and cash equivalents and other bank balances

For the purposes of presentation in the consolidated statement of cash flows, cash and cash equivalents include cash on hand, in banks and demand deposits with financial institutions, other short-term highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to insignificant risk of change in value. Other bank balances includes deposits with banks which have a maturity of more than three months but not more than twelve months.

O. Trade Receivables

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for expected credit loss.

P. Financial Liabilities

(i) Initial recognition and measurement:

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs. The Group's financial liabilities include trade and other payables and financial guarantee contracts.

(ii) Subsequent Measurement

The subsequent measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit or loss ("FVTPL"):

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term.

Gains or losses on liabilities held for trading are recognised in the Consolidated Statement of Profit and Loss. Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/ losses are not subsequently transferred to Statement of profit and loss. However, the Group may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the consolidated statement of profit or loss. The Group has not designated any financial liability as at fair value through profit and loss.

Trade and other payables:
These amounts represent liabilities for goods and services provided to the group prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid within 30 days of

recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

Loans and borrowings:
After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the Effective Interest Rate ("EIR") method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the consolidated statement of profit and loss. This category generally applies to borrowings.

Derecognition:
A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the consolidated statement of profit or loss.

Offsetting financial instruments
Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Group or the counterparty.

Q. Investments and other financial assets

(i) Classification

The Group classifies its financial assets in the following measurement categories:
- those to be measured subsequently at fair value (either through Other Comprehensive Income, or through Profit and Loss), and
- those measured at amortised cost

The classification depends on the group's business model for managing the financial assets and the contractual cash flow characteristics.

For assets measured at fair value, gains and losses will either be recorded in Consolidated Statement of Profit and Loss or Other Comprehensive Income. For investments in debt instruments, this will depend on business model in which the investment is held. For investments in equity instruments, this will depend on whether the group has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

(ii) Initial recognition

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in Statement of Profit and loss.

(iii) Measurement:

Financial assets carried at amortised cost:
A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through other comprehensive income (FVOCI):

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Further, in cases where the Group has made an irrevocable election based on its business model, for its investments which are classified as equity instruments, the subsequent changes in fair value are recognized in other comprehensive income. When the financial Assets are Derecognized the cumulative gain or loss previously recognized in OCI is reclassified from Equity to Statement of profit and loss and recognized in Other Gains/ (Losses).

Financial assets at fair value through profit or loss (FVTPL):

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss.

(iv)Impairment of financial assets

The Group recognizes loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime EC. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized is recognized as an impairment gain or loss in Consolidated Statement of Profit and Loss.

The Group measures expected credit losses for Trade receivables using a provision matrix based on collection history. Accordingly, for trade receivables, the Group has followed simplified approach permitted by Ind AS 109 Financial instruments, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

(v) Derecognition of financial assets
The Group derecognizes a financial asset when
- the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109.
- retains contractual rights to receive the cash flows of the financial asset but assumes a contractual obligation to pay the cash flows to one or more recipients.

When the entity has neither transferred a financial asset nor retained substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the Group has not retained control of the financial asset. Where the Group retains control of the financial asset, the asset is continued to be recognised to extent of continuing involvement in the financial asset.

R. Other income:

(a) Interest Income:
Interest income from debt instruments is recognised using the effective interest rate (EIR) method. EIR is the rate that exactly discounts the estimated future cash receipts over the expected life of the financial asset or a shorter period, where appropriate, to the gross carrying amount of the financial asset. When calculating the effective interest rate, the Group estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses.

(b) Dividend:

Dividends are recognised in the Consolidated Statement of Profit and Loss only when the right to receive the payment is established, which is generally when shareholders approve the dividend, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of dividend can be measured reliably.

(c) Government Grants:

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the group will comply with all attached conditions.

Government grants relating to income are deferred and recognised in the profit or loss over the period necessary to match them with the costs that they are intended to compensate and presented within other income.

S. Rounding off norms

All amounts disclosed in the financial statements and notes have been rounded off to nearest million rupees, unless otherwise stated.

T. Recent accounting pronouncements

Standards issued but not yet effective

The Ministry of Corporate Affairs (MCA) notified the Companies (Indian Accounting Standards) Amendment Rules, 2018 on March 28, 2018. The Rules shall be effective from reporting period beginning on or after April 1, 2018 and cannot be early adopted.

(a) Ind AS 115 - Revenue from contracts with customers

Ind AS 115, Revenue from contracts with customers deals with revenue recognition and establishes principles for reporting useful information to users of financial statements about the nature, amount, timing and uncertainty of revenue and cash flows arising from an entity's contracts with customers. Revenue is recognised when a customer obtains control of a promised good or service and thus has the ability to direct the use and obtain the benefits from the good or service in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods and services. The standard replaces Ind AS 18 Revenue and Ind AS 11 Construction contracts and related appendices.

A new five-step process must be applied before revenue can be recognised:
(i) identify contracts with customers
(ii) identify the separate performance obligation
(iii) determine the transaction price of the contract
(iv) allocate the transaction price to each of the separate performance obligations, and
(v) recognise the revenue as each performance obligation is satisfied.

The new standard is mandatory for financial years commencing on or after April 1, 2018 and early application is not permitted. The standard permits either a full retrospective or a modified retrospective approach for the adoption.

There are consequential amendments to other Ind AS due to notification of Ind AS 115. The Group is in the process of evaluating the impact on the financial statement in terms of the amount and timing of revenue recognition under the new standard.

(b) Ind AS 21 - The Effects of changes in foreign exchange rates

The MCA has notified Appendix B to Ind AS 21, foreign currency transactions and advance consideration. The appendix clarifies how to determine the date of transaction for the exchange rate to be used on initial recognition of a related asset, expense or income where an entity pays or receives consideration in advance for foreign currency-denominated contracts.

For a single payment or receipt, the date of the transaction should be the date on which the entity initially recognises the non-monetary asset or liability arising from the advance consideration (the prepayment or deferred income/contract liability). If there are multiple payments or receipts for one item, date of transaction should be determined as above for each payment or receipt.

The appendix can be applied:
(i) retrospectively for each period presented applying Ind AS 8;
(ii) prospectively to items in scope of the appendix that are initially recognised
• on or after the beginning of the reporting period in which the appendix is first applied (i.e. April 1, 2018); or
• from the beginning of a prior reporting period presented as comparative information (i.e. April 1, 2017).

The Group is in the process of evaluating the impact on the financial statement.

(c) Ind AS 12 – Income taxes

The amendments clarify the accounting for deferred taxes where an asset is measured at fair value and that fair value is below the asset's tax base. They also clarify certain other aspects of accounting for deferred tax assets set out below:

A temporary difference exists whenever the carrying amount of an asset is less than its tax base at the end of the reporting period.

The estimate of future taxable profit may include the recovery of some of an entity's assets for more than its carrying amount if it is probable that the entity will achieve this. For example, when a fixed-rate debt instrument is measured at fair value, however, the entity expects to hold and collect the contractual cash flows and it is probable that the asset will be recovered for more than its carrying amount.

Where the tax law restricts the source of taxable profits against which particular types of deferred tax assets can be recovered, the recoverability of the deferred tax assets can only be assessed in combination with other deferred tax assets of the same type.

Tax deductions resulting from the reversal of deferred tax assets are excluded from the estimated future taxable profit that is used to evaluate the recoverability of those assets. This is to avoid double counting the deductible temporary differences in such assessment.
An entity shall apply the amendments to Ind AS 12 retrospectively in accordance with Ind AS 8. However, on initial application of the amendment, the change in the opening equity of the earliest comparative period may be recognised in opening retained earnings (or in another component of equity, as appropriate), without allocating the change between opening retained earnings and other components of equity.

The Group is in the process of evaluating the impact on the financial statement.

Note 2(B) Critical estimates and judgements

The preparation of consolidated financial statements requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from those estimates.
Estimates and underlying assumptions are reviewed on a going basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected. In particular, information about significant areas of estimation, uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amount recognised in the consolidated financial statement included in the following notes:

a) Revenue recognition

The Group uses the percentage-of-completion method in accounting for its fixed price contracts. Use of percentage-of-completion method requires the Group to estimate the efforts or costs expended to date as a proportion of the total efforts or costs to be expended. Efforts or costs expended have been used to measure progress towards completion as there is a direct relationship between input and productivity. Provisions for estimated losses, if any, on uncompleted contracts are recorded in the period in which such losses become probable based on the expected contract estimates at the reporting date.

b) Impairment reviews

Ind AS requires management to undertake an annual test for impairment of indefinite lived assets and, for finite lived assets, to test for impairment if events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable.

Impairment testing is an area involving management judgement, requiring assessment as to whether the carrying value of assets can be supported by the net present value of future cash flows derived from such assets using cash flow projections which have been discounted at an appropriate rate. In calculating the net present value of the future cash flows, certain assumptions are required to be made in respect of highly uncertain matters including management’s expectations of:

a) growth in profit before tax;
b) long-term growth rates; and
c) selection of discount rates to reflect the risks involved.

Changing the assumptions selected by management, in particular the discount rate and growth rate assumptions used in the cash flow projections, could significantly affect the Group's impairment evaluation and hence results.

c) Estimate of current and deferred tax

The Group's tax charge on ordinary activities is the sum of the total current and deferred tax charges. The calculation of the Group's total tax charge necessarily involves a degree of estimation and judgement in respect of certain items whose tax treatment cannot be finally determined until resolution has been reached with the relevant tax authority or, as appropriate, through a formal legal process. The final resolution of some of these items may give rise to material profits/losses and/or cash flows.
The complexity of the Group's structure makes the degree of estimation and judgement more challenging. The resolution of issues is not always within the control of the Group and it is often dependent on the efficiency of the legal processes in the relevant taxing jurisdictions in which the Group operates. Issues can, and often do, take many years to resolve. Payments in respect of tax liabilities for an accounting period result from payments on account and on the final resolution of open items. As a result there can be substantial differences between the tax charge in the consolidated statement of profit and loss and actual tax payments. (Refer note 26)

d) Defined benefit plan

The cost of the defined benefit plans and the present value of the defined benefit obligation are based on actuarial valuation using the projected unit credit method. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date. Also refer note 26.

e) Non recognition of deferred tax liability on undistributed profits of subsidiary
Certain subsidiaries of the group have undistributed earnings which, if paid out as dividends, could be subject to tax in the hands of the recipient. An assessable temporary difference exists, but no deferred tax liability has been recognised as the parent entity is able to control the timing of distributions from these subsidiaries and is not expected to distribute these profits in the foreseeable future.

Note 2C First-time adoption of Ind AS, as restated

Transition to Ind AS

The Restated Consolidated Statement of Assets and Liabilities of the Group as at March 31, 2018 and March 31, 2017 and the Restated Consolidated Statement of Profit and Loss, the Restated Consolidated Statement of Changes in Equity and the Restated Consolidated Statement of Cash flows for the years ended March 31, 2018 and March 31 2017 and Restated Other Consolidated Financial Information (together referred as 'Restated Consolidated Financial Statements') have been prepared under Indian Accounting Standards ('Ind AS') notified under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015. The Group has elected to present all five years as per Ind AS/ Proforma Ind AS, instead of Indian GAAP. The restated consolidated financial information for the years ended March 31, 2016, 2015 and 2014 have been prepared on Proforma basis (i.e. "Proforma Consolidated Ind AS financial Statements") in accordance with the requirements of SEBI Circular SEBI/HO/CFD/DIL/CIR/P/2016/47 dated March 31, 2016 ("SEBI Circular") and the Guidance Note on Reports in Company Prospectuses (Revised 2016) issued by ICAI ("Guidance Note"). As envisaged by the SEBI Circular, the Group has followed the same accounting policy choices (both mandatory exceptions and optional exemptions availed as per Ind AS 101) as initially adopted on its Ind AS transition date i.e. April 1, 2016, while preparing proforma financial information for the FY 2013-2014, 2014-2015 and 2015-2016 and accordingly suitable restatement adjustments in the accounting heads have been made in the proforma financial information.

I Exemptions and exceptions availed

Set out below are the applicable Ind AS 101 optional exemptions and mandatory exceptions applied in the transition from previous GAAP to Ind AS.

A Ind AS optional exemptions

1 Designation of previously recognised financial instruments

Ind AS 101 allows an entity to designate investments in equity instruments at FVOCI on the basis of the facts and circumstances at the date of transition to Ind AS. The Group has elected to apply this exemption for its investment in equity instruments and hence classified these investments as FVOCI.

2 Business combinations

First time adoption of Ind AS gives an option to the entity to opt for following options at the transition date:
(i) Not to apply Ind AS 103 retrospectively to past business combinations that occurred before the transition date, or
(ii) Re-state all the business combinations that occurred before the transition date (i.e. April 1, 2013), or that occurred from a particular date (pre-transition date) till the date of transition and accordingly apply Ind AS 103.

The Group has elected to apply Ind AS 103 retrospectively to business combinations occurring after April 1, 2013. The Group has elected to use the relief from the application of Ind AS 103 to business combinations that have occurred prior to this date and have not restated those business combinations.

3 Deemed cost for Property, plant and equipment and Intangible assets

Property, plant and equipment and Intangible assets - As permitted by IND AS 101, the Group has elected to continue with the carrying values under previous GAAP as 'deemed cost' at April 1, 2016 for all the items of property, plant and equipment. For the purpose of Proforma Consolidated Ind AS financial statements for the year ended March 31, 2016, 2015 and 2014, the Group has provided the depreciation based on the estimated useful life of respective years and as the change in estimated useful life is considered as change in estimate, accordingly there is no impact of this roll back. Similar approach has been followed with respect to intangible assets.

4 Share based payment transactions

The Group has availed exemption under Ind AS 101 and not recognized the share based payment transactions as per Ind AS 102 'share based payments' that vested before April 1, 2016. For the purpose of Proforma Ind AS Consolidated financial statements for the year ended March 31, 2016, 2015 and 2014, the Group has recorded expense on fair value basis for all share based payments vesting during the years and has not recognized the share-based Payment transactions as per Ind AS 102 'share based payments' that vested before April 1, 2013.

5 Leases

For leases, the Group has used Ind AS 101 exemption and has assessed the classification of each element as finance or operating lease at the date of transition (April 1, 2016) to Ind AS on the basis of the facts and circumstances existing as at that date. For the purpose of Proforma Consolidated Ind AS financial statements for the year ended March 31, 2016, 2015 and 2014, the Group has continued with the classification of operating leases on the date of transition (i.e. April 1, 2016).

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II Ind AS Exceptions applied

1 Estimates

An entity's estimates in accordance with Ind ASs at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with previous GAAP (after adjustments to reflect any difference in accounting policies), unless there is objective evidence that those estimates were in error.
Ind AS estimates as at April 1, 2016 are consistent with the estimates as at the same date made in conformity with previous GAAP. The Group made estimates for the following items in accordance with Ind AS at the date of transition, and for the Proforma Ind-AS financial statements for the year ended March 31, 2016, 2015 and 2014, as these were not required under previous GAAP:
- Impairment of financial assets based on expected credit loss model.
- Investment in mutual funds and equity instruments carried at FVPL or FVOCI.

2 De-recognition of financial assets and liabilities

Ind AS 101 requires a first-time adopter to apply the de-recognition provisions of Ind AS 109 prospectively for transactions occurring on or after the date of transition to Ind AS. However, Ind AS 101 allows a first-time adopter to apply the de-recognition requirements in Ind AS 109 retrospectively from a date of the entity's choosing, provided that the statements needed to apply Ind AS 109 to financial assets and financial liabilities de-recognised as a result of past transactions was obtained at the time of initially accounting for those transactions. The Group has elected to apply the de-recognition provisions of Ind AS 109 prospectively from the date of transition to Ind AS.

3 Classification and measurement of financial assets

Ind AS 101 requires an entity to assess classification and measurement of financial assets on the basis of the facts and circumstances that exist at the date of transition to Ind AS. The Group has classified and measured the financial assets on the basis of the facts and circumstances existing at the date of transition to Ind AS.

4 Reconciliation between previous GAAP and Ind AS Restated and Audited Financial Statement

The following reconciliations provide a quantification of the effect of significant differences arising from the transition from Previous GAAP to Ind AS in accordance with Ind AS 101:
– equity as at March 31, 2017, April 01, 2016, March 31, 2016, March 31, 2015, March 31, 2014 and April 01, 2013;
– total comprehensive income for the year ended March 31, 2017, March 31, 2016, March 31, 2015, March 31, 2014; and
– explanation of material adjustments to the statement of assets and liabilities, statement of profit and loss and to the cash flow statements.
In the reconciliations mentioned above, certain reclassifications have been made to Previous GAAP financial statements to align with Ind AS presentation.

Note 2C First-time adoption of Ind AS, as restated

As specified in the Guidance Note, equity computed under Proforma Ind AS financial statements for the year ended March 31, 2016 (i.e. equity under Indian GAAP as at April 1, 2015, 2014 and 2013 adjusted for impact of Ind AS 101 items and after considering profit or loss for the year ended March 31, 2016, 2015 and 2014 adjusted for impact due to Ind- AS principles applied on proforma basis) and equity computed in opening Ind AS Balance sheet as at transition date (i.e. April 1, 2016), prepared for filing under Companies Act, 2013, differs due to restatement adjustments made as at April 1, 2015, 2014 and 2013. Accordingly, the closing equity as at March 31, 2016 of the Proforma Ind AS financial statements has not been carried forward to opening Ind AS Balance sheet as at transition date already adopted for reporting under Companies Act, 2013. Reconciliation of the same is disclosed in Note 2C3.1.

(All amounts in Rupees million, unless stated otherwise)

Note 2C First time Ind AS adoption reconciliation

2C.1 Ind AS 101 requires an entity to reconcile equity, total comprehensive income and cash flows for prior periods. The following tables represents the reconciliation from previous GAAP to Ind AS.

Particulars	Notes to transition	As at March 31, 2017		
		Previous GAAP *	Adjustments	Ind AS
ASSETS				
I. Non-current assets				
Property, plant and equipment	-	84.33	-	84.33
Capital work-in-progress	-	34.01	-	34.01
Intangible assets	5	37.65	106.98	144.63
Goodwill	5	478.46	91.80	570.26
Financial assets				
(a) Investments	-	-	-	-
(b) Loans	1	49.91	(4.11)	45.80
(c) Other financial assets	-	1.08	-	1.08
				-
Deferred tax assets (net)	8	55.15	(25.50)	29.65
Income tax assets	-	102.06	-	102.06
Other non-current assets	-	82.14	-	82.14
Total non-current assets		**924.79**	**169.17**	**1,093.96**
II. Current assets				
Financial assets				
(a) Investments	-	202.51	-	202.51
(b) Trade receivables	3	804.74	(15.78)	788.96
(c) Cash and cash equivalents	6	568.82	27.23	596.05
(d) Bank balance other than cash and cash equivalents above	-	250.48	-	250.48
(e) Unbilled revenue	-	299.80	-	299.80
(f) Loans	-	11.37	-	11.37
(g) Other financial assets	-	7.20	-	7.20
Other current assets	1	44.06	4.12	48.18
Total current assets		**2,188.98**	**15.57**	**2,204.55**
Total Assets		**3,113.77**	**184.74**	**3,298.51**
EQUITY AND LIABILITIES				
EQUITY				
Equity share capital	6	199.66	(13.22)	186.44
Other Equity	9 and 10			
Reserves and Surplus		1,831.51	(141.64)	1,689.87
Other reserves		(60.02)	8.35	(51.67)
Equity attributable to owners of Nihilent Limited		**1,971.15**	**(146.51)**	**1,824.64**
Non-controlling interest	5	78.52	4.32	82.84
Total equity		**2,049.67**	**(142.19)**	**1,907.48**
LIABILITIES				
I. Non-current liabilities				
Financial liabilities				
(a) Borrowings	-	-	-	-
(b) Other financial liabilities	7	-	281.07	281.07
Employee benefit obligations	-	51.60	-	51.60
Total non-current liabilities		**51.60**	**281.07**	**332.67**
II. Current liabilities				
Financial liabilities				
(a) Borrowings	-	2.51	-	2.51
(b) Trade payables				
- total outstanding dues of micro enterprises and small enterprises		0.37	-	0.37
- total outstanding dues other than micro enterprises and small enterprises	-	154.38	-	154.38
(c) Other financial liabilities	7	615.99	45.72	661.71
Employee benefit obligations	-	43.21	-	43.21
Income tax liabilities	6	60.56	0.14	60.70
Other current liabilities	-	135.48	-	135.48
Total current liabilities		**1,012.50**	**45.86**	**1,058.36**
Total liabilities		**1,064.10**	**326.93**	**1,391.03**
Total Equity and Liabilities		**3,113.77**	**184.74**	**3,298.51**

** The previous GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purposes of this note.*

Reconciliation from Ind AS to Restated Equity

Particulars	Amount
Total Equity as per Ind AS Financial Statements (refer above)	1,907.48
Restatement Adjustments	5.16
Total Equity as per Restated Financial Statements (Refer Annexure I)	**1,912.64**

(All amounts in Rupees million, unless stated otherwise)

Note 2C First time Ind AS adoption reconciliation

2C.2 Effect of Ind AS adoption of Consolidated Statement of Profit and Loss for the year ended March 31, 2017

Particulars	Notes to transition	For the year ended on March 31, 2017		
		Previous GAAP *	Adjustments	Ind AS
Income				
Revenue from operations		3,695.79	-	3,695.79
Other income	1 and 6	50.36	3.65	54.01
Total Income		**3,746.15**	**3.65**	**3,749.80**
Expenses				
Purchase of traded software licenses		92.07	-	92.07
Employee benefits expense	2	2,140.54	0.40	2,140.94
Depreciation and amortisation expense	5	57.72	37.03	94.75
Other expenses	1 and 3	885.02	(6.53)	878.49
Finance cost	7	26.80	26.52	53.32
Total expenses		**3,202.15**	**57.42**	**3,259.57**
Profit before tax		**544.00**	**(53.77)**	**490.23**
Tax expense				
Current tax	6	229.12	0.14	229.26
Prior year tax adjustment		19.76	-	19.76
Deferred tax	8	(41.80)	6.93	(34.87)
Total tax expense		**207.08**	**7.07**	**214.15**
Profit for the year		**336.92**	**(60.84)**	**276.08**
Other comprehensive income	10			
Items that may be reclassified to profit or loss				
(a) Exchange differences on translation of foreign operations		-	24.86	24.86
Tax effect		-	15.18	15.18
		-	**40.04**	**40.04**
Items that will not be reclassified to profit or loss				
a) Changes in fair value of FVOCI equity instruments		-	(0.35)	(0.35)
Tax effect		-	0.13	0.13
		-	**(0.22)**	**(0.22)**
b) Re-measurement of post-employment benefit obligations		-	0.69	0.69
Tax effect		-	(0.24)	(0.24)
		-	0.45	0.45
Total other comprehensive income for the year, net of tax		**-**	**40.27**	**40.27**
Total comprehensive income for the year		**336.92**	**(20.57)**	**316.35**
Profit is attributable to:				
Owners of Nihilent Limited		359.46	(95.87)	263.59
Non controlling interests		(22.54)	35.03	12.49
Other comprehensive income attributable to:				
Owners of Nihilent Limited		-	43.21	43.21
Non controlling interests		-	(2.94)	(2.94)
Total comprehensive income attributable to:				
Owners of Nihilent Limited		359.46	(52.66)	306.80
Non controlling interests		(22.54)	32.09	9.55

** The previous GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purposes of this note.*

Reconciliation from Ind AS to Restated Total Comprehensive Income

Particulars	Amount
Total Comprehensive Income as per Ind AS Financial Statements (refer above)	316.35
Restatement Adjustments	(0.53)
Total Comprehensive Income as per Restated Financial Statements (Refer Annexure II)	**315.82**

(All amounts in Rupees million, unless stated otherwise)

Note 2C First time Ind AS adoption reconciliation

2C.1 Ind AS 101 requires an entity to reconcile equity, total comprehensive income and cash flows for prior periods. The following tables represents the reconciliation from previous GAAP to Ind AS.

Particulars	**Notes to transition**	**As at March 31, 2016 (Proforma)**		
		Previous GAAP *	**Adjustments**	**Ind AS**
ASSETS				
I. Non-current assets				
Property, plant and equipment	-	73.49	-	73.49
Capital work-in-progress	-	-	-	-
Intangible assets	5	29.51	80.00	109.51
Goodwill	5	348.86	(46.34)	302.52
Financial assets				
(a) Investments	4	4.84	(4.49)	0.35
(b) Loans	1	45.43	(9.59)	35.84
(c) Other financial assets	-	0.89	-	0.89
Deferred tax assets (net)	8	18.87	(3.03)	15.84
Income tax assets	-	110.67	-	110.67
Other non-current assets	-	81.35	-	81.35
Total non-current assets		**713.91**	**16.55**	**730.46**
II. Current assets				
Financial assets				
(a) Investments	-	45.14	-	45.14
(b) Trade receivables	3	696.46	(20.14)	676.32
(c) Cash and cash equivalents	6	611.67	26.20	637.87
(d) Bank balance other than cash and cash equivalents above	-	301.14	-	301.14
(e) Unbilled revenue	-	129.15	-	129.15
(f) Loans		8.95		8.95
(g) Other financial assets	-	3.71	-	3.71
Other current assets	1	57.34	9.68	67.02
Total current assets		**1,853.56**	**15.74**	**1,869.30**
Total Assets		**2,567.47**	**32.29**	**2,599.76**
EQUITY AND LIABILITIES				
EQUITY				
Equity share capital	6	199.66	(13.22)	186.44
Other Equity	9 and 10			
Reserves and Surplus		1,695.41	(269.95)	1,425.46
Other reserves		(88.56)	(2.10)	(90.66)
Equity attributable to owners of Nihilent Limited		**1,806.51**	**(285.27)**	**1,521.24**
Non-controlling interest	5	55.98	17.31	73.29
Total equity		**1,862.49**	**(267.96)**	**1,594.53**
LIABILITIES				
I. Non-current liabilities				
Financial liabilities				
(a) Borrowings	-	33.45	-	33.45
(b) Other financial liabilities	7	13.49	300.24	313.73
Employee benefit obligations	-	32.29	-	32.29
Total non-current liabilities		**79.23**	**300.24**	**379.47**
II. Current liabilities				
Financial liabilities				
(a) Borrowings	-	120.00	-	120.00
(b) Trade payables				
- total outstanding dues of micro enterprises and small enterprises	-	-	-	-
- total outstanding dues other than micro enterprises and small enterprises	-	77.74	-	77.74
(c) Other financial liabilities	-	210.55	-	210.55
Employee benefit obligations	-	24.33	-	24.33
Income tax liabilities	6	57.40	0.01	57.41
Other current liabilities	-	135.73	-	135.73
Total current liabilities		**625.75**	**0.01**	**625.76**
Total liabilities		**704.98**	**300.25**	**1,005.23**
Total Equity and Liabilities		**2,567.47**	**32.29**	**2,599.76**

** The previous GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purposes of this note.*

Reconciliation from Ind AS to Restated Equity

Particulars	**Amount**
Total Equity as per Ind AS Financial Statements (refer above)	1,594.53
Restatement Adjustments	0.84
Total Equity as per Restated Financial Statements (Refer Annexure I)	**1,595.37**

(All amounts in Rupees million, unless stated otherwise)

Note 2C First time Ind AS adoption reconciliation

2C.1 **Ind AS 101 requires an entity to reconcile equity, total comprehensive income and cash flows for prior periods. The following tables represents the reconciliation from previous GAAP to Ind AS.**

Particulars	Notes to transition	As at April 1, 2016 (Date of Transition)		
		Previous GAAP *	Adjustments	Ind AS
ASSETS				
I. Non-current assets				
Property, plant and equipment	-	73.49	-	73.49
Capital work-in-progress	-	-	-	-
Intangible assets	5	29.51	80.00	109.51
Goodwill	5	348.86	(46.34)	302.52
Financial assets				
(a) Investments	4	4.84	(4.49)	0.35
(b) Loans	1	45.43	(5.32)	40.11
(c) Other financial assets	-	0.89	-	0.89
Deferred tax assets (net)	8	18.87	(10.04)	8.83
Income tax assets	-	110.67	-	110.67
Other non-current assets	-	81.35	-	81.35
Total non-current assets		**713.91**	**13.81**	**727.72**
II. Current assets				
Financial assets				
(a) Investments	-	45.14	-	45.14
(b) Trade receivables	3	696.46	(20.13)	676.33
(c) Cash and cash equivalents	6	611.67	26.20	637.87
(d) Bank balance other than cash and cash equivalents above	-	301.14	-	301.14
(e) Unbilled revenue	-	129.15	-	129.15
(f) Loans		8.95		8.95
(g) Other financial assets	-	3.71	-	3.71
Other current assets	1	57.35	5.09	62.44
Total current assets		**1,853.57**	**11.16**	**1,864.73**
Total Assets		**2,567.48**	**24.97**	**2,592.45**
EQUITY AND LIABILITIES				
EQUITY				
Equity share capital	6	199.66	(13.22)	186.44
Other Equity	9 and 10			
Reserves and Surplus		1,695.41	(273.48)	1,421.93
Other reserves		(88.56)	(5.87)	(94.43)
Equity attributable to owners of Nihilent Limited		**1,806.51**	**(292.57)**	**1,513.94**
Non-controlling interest	5	55.99	17.30	73.29
Total equity		**1,862.50**	**(275.27)**	**1,587.23**
LIABILITIES				
I. Non-current liabilities				
Financial liabilities				
(a) Borrowings	-	33.45	-	33.45
(b) Other financial liabilities	7	13.49	300.24	313.73
Employee benefit obligations	-	32.29	-	32.29
Total non-current liabilities		**79.23**	**300.24**	**379.47**
II. Current liabilities				
Financial liabilities				
(a) Borrowings	-	120.00	-	120.00
(b) Trade payables				
- total outstanding dues of micro enterprises and small enterprises	-	-	-	-
- total outstanding dues other than micro enterprises and small enterprises	-	77.74	-	77.74
(c) Other financial liabilities	-	210.55	-	210.55
Employee benefit obligations	-	24.33	-	24.33
Income tax liabilities	-	57.40	-	57.40
Other current liabilities	-	135.73	-	135.73
Total current liabilities		**625.75**	**-**	**625.75**
Total liabilities		**704.98**	**300.24**	**1,005.22**
Total Equity and Liabilities		**2,567.48**	**24.97**	**2,592.45**

** The previous GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purposes of this note.*

(All amounts in Rupees million, unless stated otherwise)

Note 2C First time Ind AS adoption reconciliation

2C.2 Effect of Ind AS adoption of Consolidated Statement of Profit and Loss for the year ended March 31, 2016

Particulars	Notes to transition	For the year ended on March 31, 2016 (Proforma)		
		Previous GAAP *	Adjustments	Ind AS
Income				
Revenue from operations		3,114.35	-	3,114.35
Other income	1 and 6	59.18	0.28	59.46
Total Income		**3,173.53**	**0.28**	**3,173.81**
Expenses				
Purchase of traded software licenses		14.22	-	14.22
Employee benefits expense	2	1,929.57	1.90	1,931.47
Depreciation and amortisation expense	5	71.29	22.78	94.07
Other expenses	1 and 3	668.35	7.78	676.13
Finance cost	7	5.82	14.29	20.11
Total expenses		**2,689.25**	**46.75**	**2,736.00**
Profit before tax		**484.28**	**(46.47)**	**437.81**
Tax expense				
Current tax	-	148.81	-	148.81
Prior year tax adjustment	-	(0.95)	-	(0.95)
Deferred tax	8	12.91	(19.72)	(6.81)
Total tax expense		**160.77**	**(19.72)**	**141.05**
Profit for the year		**323.51**	**(26.75)**	**296.76**
Other comprehensive income	10			
Items that may be reclassified to profit or loss				
(a) Exchange differences on translation of foreign operations		-	(44.55)	(44.55)
Tax effect		-	-	-
		-	**(44.55)**	**(44.55)**
Items that will not be reclassified to profit or loss				
a) Changes in fair value of FVOCI equity instruments		-	(3.56)	(3.56)
Tax effect		-	1.35	1.35
		-	**(2.21)**	**(2.21)**
b) Re-measurement of post-employment benefit obligations		-	1.90	1.90
Tax effect		-	(0.66)	(0.66)
		-	**1.24**	**1.24**
Total other comprehensive income for the year, net of tax		**-**	**(45.52)**	**(45.52)**
Total comprehensive income for the year		**323.51**	**(72.27)**	**251.24**
Profit is attributable to:				
Owners of Nihilent Limited		339.42	(58.64)	280.78
Non controlling interests		(15.91)	31.89	15.98
Other comprehensive income attributable to:				
Owners of Nihilent Limited		-	(45.82)	(45.82)
Non controlling interests		-	0.30	0.30
Total comprehensive income attributable to:				
Owners of Nihilent Limited		339.42	(104.46)	234.96
Non controlling interests		(15.91)	32.19	16.28

** The previous GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purposes of this note.*

Reconciliation from Ind AS to Restated Total Comprehensive Income

Particulars	Amount
Total Comprehensive Income as per Ind AS Financial Statements (refer above)	251.24
Restatement Adjustments	(20.34)
Total Comprehensive Income as per Restated Financial Statements (Refer Annexure II)	**230.90**

Nihilent Limited (Formerly known as Nihilent Technologies Limited)
Annexure V - Notes to Restated Consolidated Financial Information
(All amounts in Rupees million, unless stated otherwise)

Note 2C First time Ind AS adoption reconciliation

2C.1 **Ind AS 101 requires an entity to reconcile equity, total comprehensive income and cash flows for prior periods. The following tables represents the reconciliation from previous GAAP to Ind AS.**

Particulars	Notes to transition	As at March 31, 2015 (Proforma)		
		Previous GAAP *	Adjustments	Ind AS
ASSETS				
I. Non-current assets				
Property, plant and equipment	-	76.53	-	76.53
Capital work-in-progress	-	-	-	-
Intangible assets	5	37.84	27.89	65.73
Goodwill	5	169.46	(21.22)	148.24
Financial assets				
(a) Investments	4	4.84	(0.93)	3.91
(b) Loans	1	22.95	(4.91)	18.04
(c) Other financial assets	-	0.34	-	0.34
Deferred tax assets (net)	8	32.03	2.39	34.42
Income tax assets	-	82.34	-	82.34
Other non-current assets	-	61.46	-	61.46
Total non-current assets		**487.79**	**3.22**	**491.01**
II. Current assets				
Financial assets				
(a) Investments	4	262.34	1.73	264.07
(b) Trade receivables	3	574.89	(14.83)	560.06
(c) Cash and cash equivalents	6	659.34	17.58	676.92
(d) Bank balance other than cash and cash equivalents above	-	148.62	-	148.62
(e) Unbilled revenue	-	123.85	-	123.85
(f) Loans	-	12.61	-	12.61
Other current assets	1	40.04	5.17	45.21
Total current assets		**1,821.69**	**9.65**	**1,831.34**
Total Assets		**2,309.48**	**12.87**	**2,322.35**
EQUITY AND LIABILITIES				
EQUITY				
Equity share capital	6	199.66	(13.86)	185.80
Other Equity	9 and 10			
Reserves and Surplus		1,531.99	33.67	1,565.66
Other reserves		(43.78)	0.18	(43.60)
Equity attributable to owners of Nihilent Limited		**1,687.87**	**19.99**	**1,707.86**
Non-controlling interest	5	0.03	(7.22)	(7.19)
Total equity		**1,687.90**	**12.77**	**1,700.67**
LIABILITIES				
I. Non-current liabilities				
Financial liabilities				
(a) Borrowings	-	78.49	-	78.49
(b) Other financial liabilities	-	22.23	-	22.23
			-	
Employee benefit obligations	-	31.36	-	31.36
Total non-current liabilities		**132.08**	**-**	**132.08**
II. Current liabilities				
Financial liabilities				
(a) Borrowings	-	-	-	-
(b) Trade payables				
- total outstanding dues of micro enterprises and small enterprises	-	-	-	-
- total outstanding dues other than micro enterprises and small enterprises	-	64.08	-	64.08
(c) Other financial liabilities	-	210.82	-	210.82
Employee benefit obligations	2	18.49	0.10	18.59
Income tax liabilities	-	51.64	-	51.64
Other current liabilities	-	144.47	-	144.47
Total current liabilities		**489.50**	**0.10**	**489.60**
Total liabilities		**621.58**	**0.10**	**621.68**
Total Equity and Liabilities		**2,309.48**	**12.87**	**2,322.35**

** The previous GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purposes of this note.*

Reconciliation from Ind AS to Restated Equity

Particulars	Amount
Total Equity as per Ind AS Financial Statements (refer above)	1,700.67
Restatement Adjustments	21.18
Total Equity as per Restated Financial Statements (Refer Annexure I)	**1,721.85**

Nihilent Limited (Formerly known as Nihilent Technologies Limited)
Annexure V - Notes to Restated Consolidated Financial Information
(All amounts in Rupees million, unless stated otherwise)

Note 2C First time Ind AS adoption reconciliation

2C.2 Effect of Ind AS adoption of Consolidated Statement of Profit and Loss for the year ended March 31, 2015

Particulars	Notes to transition	For the year ended on March 31, 2015 (Proforma)		
		Previous GAAP *	Adjustments	Ind AS
Income				
Revenue from operations	-	2,923.28	-	2,923.28
Other income	1 and 6	38.91	1.74	40.65
Total Income		**2,962.19**	**1.74**	**2,963.93**
Expenses				
Purchase of traded software licenses	-	-	-	-
Employee benefits expense	2	1,711.37	(4.58)	1,706.79
Depreciation and amortisation expense	5	56.35	5.89	62.24
Other expenses	1 and 3	546.17	33.12	579.29
Finance cost	7	1.28	-	1.28
Total expenses		**2,315.17**	**34.43**	**2,349.60**
Profit before tax		**647.02**	**(32.69)**	**614.33**
Tax expense				
Current tax	-	222.34	-	222.34
Prior year tax adjustment		(70.20)	-	(70.20)
Deferred tax	8	5.40	(19.96)	(14.56)
Total tax expense		**157.54**	**(19.96)**	**137.58**
Profit for the year		**489.48**	**(12.73)**	**476.75**
Other comprehensive income	10			
Items that may be reclassified to profit or loss				
(a) Exchange differences on translation of foreign operations		-	(13.70)	(13.70)
Tax effect		-	-	-
		-	**(13.70)**	**(13.70)**
Items that will not be reclassified to profit or loss				
a) Changes in fair value of FVOCI equity instruments		-	(27.09)	(27.09)
Tax effect		-	10.29	10.29
		-	**(16.80)**	**(16.80)**
b) Re-measurement of post-employment benefit obligations		-	(5.05)	(5.05)
Tax effect		-	1.72	1.72
		-	**(3.33)**	**(3.33)**
Total other comprehensive income for the year, net of tax		**-**	**(33.83)**	**(33.83)**
Total comprehensive income for the year		**489.48**	**(46.56)**	**442.92**
Profit is attributable to:				
Owners of Nihilent Limited		489.17	(9.16)	480.01
Non controlling interests		0.31	(3.57)	(3.26)
Other comprehensive income attributable to:				
Owners of Nihilent Limited		-	(31.58)	(31.58)
Non controlling interests		-	(2.25)	(2.25)
Total comprehensive income attributable to:				
Owners of Nihilent Limited		489.17	(40.74)	448.43
Non controlling interests		0.31	(5.82)	(5.51)

** The previous GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purposes of this note.*

Reconciliation from Ind AS to Restated Total Comprehensive Income

Particulars	Amount
Total Comprehensive Income as per Ind AS Financial Statements (refer above)	442.92
Restatement Adjustments	(70.20)
Total Comprehensive Income as per Restated Financial Statements (Refer Annexure II)	**372.72**

(All amounts in Rupees million, unless stated otherwise)

Note 2C First time Ind AS adoption reconciliation

2C.2 Ind AS 101 requires an entity to reconcile equity, total comprehensive income and cash flows for prior periods. The following tables represents the reconciliation from previous GAAP to Ind AS.

Particulars	Notes to transition	As at March 31, 2014 (Proforma)		
		Previous GAAP *	Adjustments	Ind AS
ASSETS				
I. Non-current assets				
Property, plant and equipment	-	64.93	-	64.93
Capital work-in-progress	-	-	-	-
Intangible assets	-	14.48	-	14.48
Financial assets				
(a) Investments	4	4.84	26.16	31.00
(b) Loans	1	21.97	(6.04)	15.93
(c) Other financial assets	-	0.34	-	0.34
Deferred tax assets (net)	8	37.61	(15.61)	22.00
Income tax assets	-	59.66	-	59.66
Other non-current assets	-	21.65	-	21.65
Total non-current assets		**225.48**	**4.51**	**229.99**
II. Current assets				
Financial assets				
(a) Investments	4	451.35	1.13	452.48
(b) Trade receivables	3	549.35	17.50	566.85
(c) Cash and cash equivalents	6	535.86	8.22	544.08
(d) Bank balance other than cash and cash equivalents above	-	3.84	-	3.84
(e) Unbilled revenue	-	121.69	-	121.69
(f) Loans	-	3.80	-	3.80
Other current assets	1	54.16	6.19	60.35
Total current assets		**1,720.05**	**33.04**	**1,753.09**
Total Assets		**1,945.53**	**37.55**	**1,983.08**
EQUITY AND LIABILITIES				
EQUITY				
Equity share capital	6	199.66	(14.54)	185.12
Other Equity	9 and 10			
Reserves and Surplus		1,182.35	37.65	1,220.00
Other reserves		(31.67)	16.32	(15.35)
Equity attributable to owners of Nihilent Limited		**1,350.34**	**39.43**	**1,389.77**
Non-controlling interest	5	0.34	(2.02)	(1.68)
Total equity		**1,350.68**	**37.41**	**1,388.09**
LIABILITIES				
I. Non-current liabilities				
Financial liabilities				
(a) Borrowings	-	-	-	-
(b) Other financial liabilities	-	-	-	-
Employee benefit obligations	-	25.32	-	25.32
Total non-current liabilities		**25.32**	**-**	**25.32**
II. Current liabilities				
Financial liabilities				
(a) Borrowings	-	-	-	-
(b) Trade payables				
- total outstanding dues of micro enterprises and small enterprises	-	-	-	-
- total outstanding dues other than micro enterprises and small enterprises	6	85.27	0.14	85.41
(c) Other financial liabilities	-	168.85	-	168.85
Employee benefit obligations	-	20.14	-	20.14
Income tax liabilities	-	122.85	-	122.85
Other current liabilities	-	172.42	-	172.42
Total current liabilities		**569.53**	**0.14**	**569.67**
Total liabilities		**594.85**	**0.14**	**594.99**
Total Equity and Liabilities		**1,945.53**	**37.55**	**1,983.08**

** The previous GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purposes of this note.*

Reconciliation from Ind AS to Restated Equity

Particulars	Amount
Total Equity as per Ind AS Financial Statements (refer above)	1,388.09
Restatement Adjustments	91.38
Total Equity as per Restated Financial Statements (Refer Annexure I)	**1,479.47**

(All amounts in Rupees million, unless stated otherwise)

Note 2C First time Ind AS adoption reconciliation

2C.2 Effect of Ind AS adoption of Consolidated Statement of Profit and Loss for the year ended March 31, 2014

Particulars	Notes to transition	For the year ended on March 31, 2014 (Proforma)		
		Previous GAAP *	Adjustments	Ind AS
Income				
Revenue from operations	-	2,447.79	-	2,447.79
Other income	1 and 6	43.96	2.16	46.12
Total Income		**2,491.75**	**2.16**	**2,493.91**
Expenses				
Purchase of traded software licenses	-	-	-	-
Employee benefits expense	2	1,321.99	(7.88)	1,314.11
Depreciation and amortisation expense	-	32.91	-	32.91
Other expenses	1 and 3	499.71	(16.55)	483.16
Finance cost	7	-	-	-
Total expenses		**1,854.61**	**(24.43)**	**1,830.18**
Profit before tax		**637.14**	**26.59**	**663.73**
Tax expense				
Current tax	-	231.66	-	231.66
Prior year tax adjustment		(81.58)	-	(81.58)
Deferred tax	8	(14.48)	9.13	(5.35)
Total tax expense		**135.60**	**9.13**	**144.73**
Profit for the year		**501.54**	**17.46**	**519.00**
Other comprehensive income	10			
Items that may be reclassified to profit or loss				
(a) Exchange differences on translation of foreign operations		-	1.06	1.06
Tax effect		-	-	-
		-	**1.06**	**1.06**
Items that will not be reclassified to profit or loss				
a) Changes in fair value of FVOCI equity instruments		-	2.28	2.28
Tax effect		-	(0.87)	(0.87)
		-	**1.41**	**1.41**
b) Re-measurement of post-employment benefit obligations		-	(8.18)	(8.18)
Tax effect		-	2.78	2.78
		-	**(5.40)**	**(5.40)**
Total other comprehensive income for the year, net of tax		**-**	**(2.93)**	**(2.93)**
Total comprehensive income for the year		**501.54**	**14.53**	**516.07**
Profit is attributable to:				
Owners of Nihilent Limited		498.11	26.24	524.35
Non controlling interests		3.43	(8.78)	(5.35)
Other comprehensive income attributable to:				
Owners of Nihilent Limited		-	(2.81)	(2.81)
Non controlling interests		-	(0.12)	(0.12)
Total comprehensive income attributable to:				
Owners of Nihilent Limited		498.11	23.43	521.54
Non controlling interests		3.43	(8.90)	(5.47)

** The previous GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purposes of this note.*

Reconciliation from Ind AS to Restated Total Comprehensive Income

Particulars	Amount
Total Comprehensive Income as per Ind AS Financial Statements (refer above)	516.07
Restatement Adjustments	(81.58)
Total Comprehensive Income as per Restated Financial Statements (Refer Annexure II)	**434.49**

Note 2C - First-time adoption of Ind AS (continued)

Adjustments on transition:

Note 1 - Security deposits
Under the previous GAAP, interest free security deposits (that are refundable in cash on completion of lease term) were recorded at their transaction value. Under Ind AS, all financial assets are required to be recognised at fair value. Accordingly, the Group has fair valued these security deposits under Ind AS. Difference between fair value and transaction value of the security deposit has been recognised as prepaid rent. There was no impact on total equity. The profit for the year and total equity has decreased due to amortisation of the prepaid rent which is partially set-off by the notional interest income recognised on security deposits.

Note 2 - Remeasurements of post-employment benefit obligations
Under Ind AS, remeasurements i.e. actuarial gains and losses and the return on plan assets, excluding amounts included in the net interest expense on the net defined benefit liability are recognised in other comprehensive income instead of profit or loss. Under the previous GAAP, these remeasurements were forming part of the profit or loss for the year.

Note 3 - Trade receivables
As per Ind AS 109, the Group is required to apply expected credit loss model for recognising the allowance for doubtful debts. Accordingly, for trade receivables, the Group has followed simplified approach permitted by Ind AS 109 Financial instruments, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

Note 4 - Fair valuation of investment
Under the previous GAAP, investments in equity instruments and mutual funds were classified as long-term investments or current investments based on the intended holding period and realisability. Long-term investments were carried at cost less provision for other than temporary decline in the value of such investments. Current investments were carried at lower of cost and fair value. Under Ind AS, these investments are required to be measured at fair value. The resulting fair value changes of these investments (other than equity instruments designated as at FVOCI) have been recognised in retained earnings as at the date of transition and subsequently in the profit or loss.
Fair value changes with respect to investments in equity instruments designated as at FVOCI have been recognised in FVOCI Equity investments reserve as at the date of transition and subsequently in the other comprehensive income.
Consequently to the above, the total equity and profit and other comprehensive income impact has also changed.

Note 5 - Business combination
Under Ind AS, all the assets and liabilities arising from a business combination are identified and recorded at fair value. Under previous GAAP, assets and liabilities arising from a business combination were recognized at their carrying values as in the books of the acquiree. On account of the retrospective application of Ind AS 103 to certain business combinations consummated prior to the transition date, a portion of purchase price has been allocated towards customer relationship and other intangibles. Amortization of intangible assets recognized due to retrospective application of Ind AS 103, fair valuing the goodwill arsing due to business combination, allocating share of intangibles and its related deferred tax liability to minority as at balancesheet date, has resulted in a increase/decrease in equity and subsequently profit and loss for the year. Under previous GAAP, goodwill of INR 169.45 million was debited to reserves on merger on GNET Group LLC with Nihilent Technologies Inc, being common control transaction. Under Ind AS,the same has been resinstated by virtue of Ind AS 103. The goodwill is held at cost with impairmenet review carried out annually or at the time of indications that carrying value is not recoverable.

Note 6 - Nihilent Employee Welfare Trust ('Trust')
The Group has formed Nihilent Employee Welfare Trust ('Trust') for the welfare of the employees. Pursuant to the arrangement between the Trust and the Group, the Group has determined that it has power to direct the relevant activities of the Trust while being exposed to variable returns from its involvement with the Trust. As a result, the Trust has been consolidated in these financial statements.

Note 7 - Redemption liability
The Group, had acquired controlling stake (51%) in Intellect Bizware Services Private Limited for Rs. 203.36 Million with effect from 1 September 2015. Further, in pursuance of share purchase agreement entered by the Group to acquire the remaining stake of 49% in a phased manner over a period of 5 years, the Group has acquired an additional 10% stake for Rs. 45.72 Million with effect from 1 November 2017. The Group has an obligation to acquire remaining stake over next 3 - 5 years. Accordingly, the Group has recognised the present value of the redemption amount and accreted through finance charges in the Statement of Profit and Loss over the contract period, up to the final redemption amount. Any adjustments to the redemption amount are recognised as finance charges in the Statement of Profit and Loss.

Note 8 - Deferred tax
Deferred tax has been recognised on the adjustments made on transition to Ind AS.

Note 9 - Retained earnings
Retained earnings for all restated financial years been adjusted consequent to the above Ind AS transition adjustments.

Note 10 - Other comprehensive income
Under Ind AS, all items of income and expense recognised in a period should be included in profit or loss for the period, unless a standard requires or permits otherwise. Items of income and expense that are not recognised in profit or loss but are shown in statement of profit and loss as 'other comprehensive income' includes re-measurements of defined benefit plans, foreign exchange differences arising on translation of foreign operations and fair value changes in equity instruments carried at FVOCI. The concept of other comprehensive income did not exist under previous GAAP.

Note 11 - Employee stock option expense
Under the previous GAAP, the cost of equity-settled employee share-based plan was recognised using the intrinsic value method. Under Ind AS, the cost of equity settled share-based plan is recognised based on the fair value of the options as at the grant date.

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Note 2C.3 Reconciliation of Total equity as at March 31, 2017, April 1, 2016, March 31, 2016, March 31, 2015, and March 31, 2014

Particulars	Notes	As at March 31, 2017	As at April 1, 2016 (Transition date)	As at March 31, 2016 (Proforma)	As at March 31, 2015 (Proforma)	As at March 31, 2014 (Proforma)	As at April 1, 2013 (Proforma)
Total equity (shareholders funds) as per previous GAAP		**2,049.67**	**1,862.50**	**1,862.49**	**1,687.90**	**1,350.68**	**968.12**
Ind-AS Adjustments [Increase in equity/ (Decrease in equity)]							
Net impact of retrospective application of business combination accounting	5	(35.78)	(6.64)	6.14	(7.48)	-	-
Reinstatement of Goodwill	5	169.45	-	-	-	-	-
Recognition of redemption liability (including interest charge)	7	(326.79)	(300.24)	(300.24)	-	-	-
Fair value of security deposits and amortisation of advance rentals	1	(0.05)	(0.09)	0.20	0.17	0.16	0.10
Current investment carried at fair value through profit and loss	4	-	-	-	1.73	1.13	-
Fair valuation of non-current investment	4	(0.35)	(4.49)	(4.49)	(0.93)	26.16	23.88
Provision for expected credit losses on Trade receivable	3	(15.78)	(20.13)	(20.14)	(14.83)	17.50	-
Consolidation of equity of Nihilent Employee Welfare Trust under IND AS	6	40.29	39.26	39.25	31.29	22.62	14.09
Consolidation of reserves of Nihilent Employee Welfare Trust under IND AS	6	(13.22)	(13.22)	(13.22)	(13.86)	(14.54)	
Current tax effect on Foreign currency translation reserve	10	15.18	19.39	19.39	-	-	-
Deferred tax impact on all Ind AS adjustments	8	24.86	10.89	5.15	16.68	(15.62)	(8.42)
							-
Total Ind AS Adjustments		**(142.19)**	**(275.27)**	**(267.96)**	**12.77**	**37.41**	**29.65**
Total Equity as per Ind AS		**1,907.48**	**1,587.23**	**1,594.53**	**1,700.67**	**1,388.09**	**997.77**

2C.3.1 Reconciliation as per audited consolidated financial statements with restated consolidated financial information as at March 31, 2016

Particulars	Equity Share	Retained earnings	General reserve	Securities premium	Foreign currency translation reserve	FVOCI Equity instruments	Deferred tax assets (net)
Amount as per restated consolidated financial information	**186.44**	**1,237.09**	**90.28**	**98.93**	**(87.87)**	**(2.79)**	**(15.84)**
Adjustment pertaining to impact of Ind-AS principles applied on proforma basis:							
on account of fair valuation of security deposits	-	(0.22)	-	-	-	-	-
on account of accounting of employee stock option plan	-	2.88	(0.12)	(2.76)	-	-	-
on account of allocation of FCTR to minority interest	-	2.07	-	-	(2.07)	-	(0.07)
on account of deferred tax on FVOCI reserve	-	1.70	-	-	-	(1.70)	-
on account of deferred tax on customer relationship	-	(7.09)	-	-	-	-	7.09
Total as per audited consolidated financial statements	**186.44**	**1,236.43**	**90.16**	**96.17**	**(89.94)**	**(4.49)**	**(8.83)**

2C.4 Reconciliation of total comprehensive income For the year ended on March 31, 2017, March 31, 2016, March 31, 2015 and March 31, 2014

	Particulars	For the year ended March 31, 2017	For the year ended March 31, 2016 (Proforma)	For the year ended March 31, 2015 (Proforma)	For the year ended March 31, 2014 (Proforma)
	Net profit after tax as per previous GAAP	**336.92**	**323.51**	**489.48**	**501.54**
	Ind AS adjustments [Increase in profits / (decrease in profits)]				
	Fair valuing security deposits and amortisation of advance rentals	(0.04)	(0.02)	0.71	0.06
	Fair value impact on current investments	-	(1.73)	0.60	1.13
	Amortisation of Customer valuation asset	(37.03)	(22.78)	(5.89)	-
	Surplus of Nihilent Employee Welfare Trust (net of tax)	0.89	0.04	-	-
	Recognition of interest on redemption liability	(26.52)	(14.29)	-	-
	Provision for expected credit losses on Trade receivable	4.21	(5.31)	(32.33)	17.50
	Fair valuation of non-current investment	4.84	-	-	-
	Recognition of share based payment	(0.69)	(1.90)	5.05	8.18
	Cost incurred for stock options issues to employees	-	-	(0.47)	(0.30)
	Current/Deferred tax on all Ind AS adjustments	(11.35)	19.24	19.60	(9.11)
	Total of adjustments	**(65.69)**	**(26.75)**	**(12.73)**	**17.46**
	Profit after tax as per Ind-AS	**271.23**	**296.76**	**476.75**	**519.00**
	Other Comprehensive Income				
i	Actuarial gain / (loss) transferred to OCI	0.69	1.90	(5.05)	(8.18)
ii	Changes in fair value of equity instruments	(0.35)	(3.56)	(27.09)	2.28
iii	Transfer of foreign currency translation reserve to OCI	24.86	(44.55)	(13.70)	1.06
iv	Income tax effect on translation of foreign operation	15.18	-	-	-
V	Deferred tax effect on OCI	(0.11)	0.69	12.01	1.91
	Total of adjustments	**40.27**	**(45.52)**	**(33.83)**	**(2.93)**
	Total Comprehensive Income as per Ind AS	**311.50**	**251.24**	**442.92**	**516.07**

2C.5 Impact of Ind AS adoption on the Restated Consolidated Statement of Cash flows for the years ended March 31, 2017, March 31, 2016, March 31, 2015, and March 31, 2014

Particulars	As at March 31, 2017		
	Previous GAAP	Adjustments	Ind AS
Net cash flows from operating activities	340.94	-	340.94
Net cash flows used in investing activities	(218.24)	-	(218.24)
Net cash flows used in financing activities	(196.33)	-	(196.33)
Net increase/(decrease) in cash and cash equivalents	**(73.63)**	**-**	**(73.63)**
Cash and cash equivalents as at April 1, 2016	611.67	26.20	637.87
Effects of exchange rate changes on cash and cash equivalents	31.81	-	31.81
Cash and cash equivalents as at March 31, 2017	**569.85**	**26.20**	**596.05**

Particulars	As at March 31, 2016 (Proforma)		
	Previous GAAP	Adjustments	Ind AS
Net cash flows from operating activities	98.44	26.94	125.38
Net cash flows used in investing activities	(118.55)	2.71	(115.84)
Net cash flows used in financing activities	(63.54)	14.54	(49.00)
Net increase/(decrease) in cash and cash equivalents	**(83.65)**	**44.20**	**(39.45)**
Cash and cash equivalents as at April 1, 2015 (Proforma)	659.34	17.58	676.92
Effects of exchange rate changes on cash and cash equivalents	35.98	(35.57)	0.41
Cash and cash equivalents as at March 31, 2016 (Proforma)	**611.67**	**26.20**	**637.87**

Particulars	As at March 31, 2015 (Proforma)		
	Previous GAAP	Adjustments	Ind AS
Net cash flows from operating activities	318.68	16.20	334.88
Net cash flows used in investing activities	(200.93)	0.68	(200.25)
Net cash flows used in financing activities	(14.56)	8.06	(6.50)
Net increase/(decrease) in cash and cash equivalents	**103.19**	**24.93**	**128.12**
Cash and cash equivalents as at April 1, 2014 (Proforma)	535.86	8.22	544.08
Effects of exchange rate changes on cash and cash equivalents	20.29	(15.58)	4.71
Cash and cash equivalents as at March 31, 2015 (Proforma)	**659.34**	**17.58**	**676.92**

Particulars	As at March 31, 2014 (Proforma)		
	Previous GAAP	Adjustments	Ind AS
Net cash flows from operating activities	274.52	(5.18)	269.34
Net cash flows used in investing activities	(177.90)	(0.36)	(178.26)
Net cash flows used in financing activities	(123.84)	(2.21)	(126.05)
Net increase/(decrease) in cash and cash equivalents	**(27.22)**	**(7.75)**	**(34.97)**
Cash and cash equivalents as at April 1, 2013 (Proforma)	564.55	14.50	579.05
Effects of exchange rate changes on cash and cash equivalents	(1.47)	1.47	-
Cash and cash equivalents as at March 31, 2014 (Proforma)	**535.86**	**8.22**	**544.08**

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3 Property, plant and equipment, as restated

Particulars	Building	Computers and networking equipments	Leasehold improvements	Electrical equipments	Plant and equipment	Furniture and Fixtures	Office equipment	Vehicles	Total
Year ended March 31, 2013 (Proforma)									
Gross carrying amount									
Deemed Cost as at April 1, 2013 (Proforma)	-	15.11	0.33	1.24	1.52	1.00	0.74	4.37	24.31
Additions	-	43.48	3.72	2.10	1.73	6.94	2.67	-	60.64
Disposals	-	-	-	-	-	(0.39)	(0.02)	-	(0.41)
Effects of movement in foreign exchange	-	(0.04)	(0.01)	-	0.01	(0.04)	(0.17)	-	(0.25)
Closing gross carrying amount as on March 31, 2014 (Proforma)	**-**	**58.55**	**4.04**	**3.34**	**3.26**	**7.51**	**3.22**	**4.37**	**84.29**
Accumulated Depreciation									
Balance as at April 1, 2013 (Proforma)	-	-	-	-	-	-	-	-	-
Charge for the year	-	15.30	0.29	0.55	0.89	0.72	0.38	1.15	19.28
Effects of movement in foreign exchange	-	0.13	-	-	-	(0.07)	0.02	-	0.08
Closing accumulated depreciation as at March 31, 2014 (Proforma)	**-**	**15.43**	**0.29**	**0.55**	**0.89**	**0.65**	**0.40**	**1.15**	**19.36**
Net carrying amount as on March 31, 2014 (Proforma)	**-**	**43.12**	**3.75**	**2.79**	**2.37**	**6.86**	**2.82**	**3.22**	**64.93**
Year ended March 31, 2014 (Proforma)									
Gross carrying amount as on April 1, 2014 (Proforma)	-	58.55	4.04	3.34	3.26	7.51	3.22	4.37	84.29
Additions on account of acquisition (refer Annexure V, note 38)	-	0.47	0.85	-	-	6.35	4.30	-	11.97
Additions	-	23.88	0.07	1.30	1.46	2.57	6.35	-	35.63
Disposals	-	(0.06)	-	-	(0.06)	(0.01)	-	-	(0.13)
Effect of movement in foreign exchange	-	0.09	(0.02)	(0.01)	(0.01)	0.01	0.02	-	0.08
Closing gross carrying amount as on March 31, 2015 (Proforma)	**-**	**82.93**	**4.94**	**4.63**	**4.65**	**16.43**	**13.89**	**4.37**	**131.84**
Accumulated Depreciation									
Balance as at April 1, 2014 (Proforma)	-	15.43	0.29	0.55	0.89	0.65	0.40	1.15	19.36
Charge for the year	-	26.88	0.70	1.20	1.26	2.64	2.04	1.15	35.87
Disposals	-	-	-	0.01	-	(0.01)	(0.01)	-	(0.01)
Effect of movement in foreign exchange	-	(0.18)	0.01	-	0.01	0.11	0.14	-	0.09
Closing accumulated depreciation as at March 31, 2015 (Proforma)	**-**	**42.13**	**1.00**	**1.76**	**2.16**	**3.39**	**2.57**	**2.30**	**55.31**
Net carrying amount as on March 31, 2015 (Proforma)	**-**	**40.80**	**3.94**	**2.87**	**2.49**	**13.04**	**11.32**	**2.07**	**76.53**
Year ended March 31, 2015 (Proforma)									
Gross carrying amount as on April 1, 2015 (Proforma)	-	82.93	4.94	4.63	4.65	16.43	13.89	4.37	131.84
Additions on account of acquisition (refer Annexure V, note 38)	4.83	1.74	0.42	0.06	0.11	0.69	0.52	-	8.37
Additions	-	19.72	5.25	0.38	0.12	1.77	2.55	4.07	33.86
Disposals	-	(0.54)	-	-	(0.02)	(0.06)	(0.01)	-	(0.63)
Effects of movement in foreign exchange	-	(0.01)	0.07	0.01	-	0.64	0.67	-	1.38
Closing gross carrying amount as on March 31, 2016 (Proforma)	**4.83**	**103.84**	**10.68**	**5.08**	**4.86**	**19.47**	**17.62**	**8.44**	**174.82**
Accumulated Depreciation									
Balance as at April 1, 2015 (Proforma)	-	42.13	1.00	1.76	2.16	3.39	2.57	2.30	55.31
Charge for the year	0.14	30.40	1.92	1.30	0.98	4.04	4.72	1.73	45.23
Disposals	-	(0.03)	-	-	-	-	-	-	(0.03)
Effects of movement in foreign exchange	-	0.14	0.03	(0.02)	-	0.20	0.48	(0.01)	0.82
Closing accumulated depreciation as at March 31, 2016 (Proforma)	**0.14**	**72.64**	**2.95**	**3.04**	**3.14**	**7.63**	**7.77**	**4.02**	**101.33**
Net carrying amount as on March 31, 2016 (Proforma)	**4.69**	**31.20**	**7.73**	**2.04**	**1.72**	**11.84**	**9.85**	**4.42**	**73.49**

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3 Property, Plant and Equipment, as restated

Particulars	Building	Computers and networking equipments	Leasehold improvements	Electrical equipments	Plant and equipment	Furniture and fittings	Office equipment	Vehicles	Total
Year ended March 31, 2017									
Gross carrying amount									
Deemed cost as at April 1, 2016	4.69	33.96	7.73	2.04	1.72	11.84	7.09	4.42	73.49
Additions	-	18.36	16.82	1.52	2.63	1.22	6.53	-	47.08
Additions on account of acquisitions (refer Annexure V, note 38)	-	5.06	-	-	0.12	0.65	0.66	0.56	7.05
Disposals	-	(0.31)	-	(0.42)	(0.36)	(0.16)	(0.10)	-	(1.35)
Effects of movement in foreign exchange	-	0.28	(0.13)	(0.03)	(0.04)	(0.91)	(0.53)	-	(1.36)
Closing gross carrying amount as on March 31, 2017	**4.69**	**57.35**	**24.42**	**3.11**	**4.07**	**12.64**	**13.65**	**4.98**	**124.91**
Accumulated Depreciation									
Charge for the year	0.23	25.54	2.88	1.03	1.23	4.22	4.96	1.71	41.80
Disposals	-	(0.01)	-	(0.11)	(0.11)	(0.03)	(0.01)	-	(0.27)
Effects of movement in foreign exchange	-	0.12	(0.07)	(0.01)	(0.03)	(0.59)	(0.38)	0.01	(0.95)
Closing accumulated depreciation as at March 31, 2017	**0.23**	**25.65**	**2.81**	**0.91**	**1.09**	**3.60**	**4.57**	**1.72**	**40.58**
Net carrying value as on March 31, 2017	**4.46**	**31.70**	**21.61**	**2.20**	**2.98**	**9.04**	**9.08**	**3.26**	**84.33**
Year ended March 31, 2018									
Gross carrying amount as on April 1, 2017 #	4.69	57.35	24.42	3.11	4.07	12.64	13.65	4.98	124.91
Additions	-	26.26	29.82	17.81	0.23	7.50	4.67	-	86.29
Disposals	-	(0.44)	(0.15)	(0.58)	(0.05)	(0.79)	(1.06)	(1.30)	(4.37)
Effects of movement in foreign exchange	-	(0.37)	(0.01)	-	0.02	(0.03)	(0.13)	-	(0.52)
Closing gross carrying amount as on March 31, 2018	**4.69**	**82.80**	**54.08**	**20.34**	**4.27**	**19.32**	**17.13**	**3.68**	**206.31**
Accumulated Depreciation									
Balance As at April 1, 2017	0.23	25.65	2.81	0.91	1.09	3.60	4.57	1.72	40.58
Charge for the year	0.20	25.49	7.67	4.77	1.21	5.27	6.25	1.13	51.99
Disposals	-	(0.25)	-	(0.14)	(0.02)	(0.08)	(0.37)	(0.33)	(1.19)
Effects of movement in foreign exchange	-	(0.30)	(0.08)	(0.01)	-	(0.50)	(0.17)	-	(1.06)
Closing accumulated depreciation as at March 31, 2018	**0.43**	**50.59**	**10.40**	**5.53**	**2.28**	**8.29**	**10.28**	**2.52**	**90.32**
Net carrying value as on March 31, 2018	**4.26**	**32.21**	**43.68**	**14.81**	**1.99**	**11.03**	**6.85**	**1.16**	**115.99**
Year ended March 31, 2014	-	-	-	-	-	-	-	-	-
Capital work-in-progress	-	-	-	-	-	-	-	-	-
Balance as at April 1, 2013	-	16.84	-	-	-	-	-	-	16.84
Additions	-	-	-	-	-	-	-	-	-
Assets capitalised during the year	-	(16.84)	-	-	-	-	-	-	(16.84)
Balance as at March 31, 2014	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
Year ended March 31, 2015	-	-	-	-	-	-	-	-	-
Capital work-in-progress	-	-	-	-	-	-	-	-	-
Balance as at April 1, 2014	-	-	-	-	-	-	-	-	-
Additions on account of acquisitions	-	-	-	-	-	-	-	-	-
Assets capitalised during the year	-	-	-	-	-	-	-	-	-
Balance as at March 31, 2015	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**

(All amounts are in Rupees millions, unless stated otherwise)

Particulars	Building	Computers and networking equipments	Leasehold improvements	Electrical equipments	Plant and equipment	Furniture and fittings	Office equipment	Vehicles	Total
Year ended March 31, 2016 (Proforma)	-	-	-	-	-	-	-	-	-
Capital work-in-progress	-	-	-	-	-	-	-	-	-
Balance as at April 1, 2015	-	-	-	-	-	-	-	-	-
Additions on account of acquisitions	-	-	-	-	-	-	-	-	-
Assets capitalised during the year	-	-	-	-	-	-	-	-	-
Balance as at March 31, 2016	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
Year ended March 31, 2017									
Capital work-in-progress									
Balance as at April 1, 2016	-	-	-	-	-	-	-	-	-
Additions on account of acquisitions (refer Annexure V, note 38)	-	-	15.82	-	-	-	-	-	15.82
Additions	-	-	20.23	10.31	0.47	1.48	1.52	-	34.01
Assets capitalised during the year	-	-	(15.82)	-	-	-	-	-	(15.82)
Balance as at March 31, 2017	**-**	**-**	**20.23**	**10.31**	**0.47**	**1.48**	**1.52**	**-**	**34.01**
Year ended March 31, 2018									
Capital work-in-progress									
Balance as at April 1, 2017	-	-	20.23	10.31	0.47	1.48	1.52	-	34.01
Additions	-	-	-	-	-	-	-	-	-
Assets capitalised during the year	-	-	(20.23)	(10.31)	(0.47)	(1.48)	(1.52)	-	(34.01)
Balance as at March 31, 2018	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**

Opening block as at April 1, 2016 and Closing block as at March, 31 2016 does not tie on account of reclassification from Office equipments to Computers and networking equipments during the year amounting to Rs. 2.76 million.

Notes :

1 Refer Note 36 B (1) for capital commitments

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(All amounts are in Rupees millions, unless stated otherwise)
4 Intangible assets and Goodwill, as restated

	Intangible assets					Goodwill
	Computer Software	Software (Internally generated)	Non-compete fees	Customer relationships (acquired)	Total	
Year ended March 31, 2014 (Proforma)						
Deemed Cost as at April 1, 2013 (Proforma)	5.97	-	-	-	5.97	-
Additions	21.80	-	-	-	21.80	-
Effects of movement in foreign exchange	0.35	-	-	-	0.35	-
Closing gross carrying amount as on 31st March 2014 (Proforma)	**28.12**	**-**	**-**	**-**	**28.12**	**-**
Accumulated Amortisation						
Amortisation charge for the year	13.63	-	-	-	13.63	-
Effects of movement in foreign exchange	0.01	-	-	-	0.01	-
Closing accumulated amortisation as at March 31, 2014 (Proforma)	**13.64**	**-**	**-**	**-**	**13.64**	**-**
Net carrying amount as on March 31, 2014 (Proforma)	**14.48**	**-**	**-**	**-**	**14.48**	**-**
Year ended March 31, 2015 (Proforma)						
Gross carrying amount as on April 1, 2014 (Proforma)	28.12	-	-	-	28.12	-
Additions on account of acquisitions (refer Annexure V, note 38)	0.59	-	-	35.37	35.96	148.24
Additions	19.60	-	23.52	-	43.12	-
Effects of movement in foreign exchange	0.09	-	-	-	0.09	-
Closing gross carrying amount as on 31st March 2015 (Proforma)	**48.40**	**-**	**23.52**	**35.37**	**107.29**	**148.24**
Accumulated Amortisation						
Balance as at April 1, 2014 (Proforma)	13.64	-	-	-	13.64	-
Amortisation charge for the year	18.80	-	1.68	5.89	26.37	-
Effects of movement in foreign exchange	(0.04)	-	1.59	-	1.55	-
Closing accumulated amortisation as at March 31, 2015 (Proforma)	**32.40**	**-**	**3.27**	**5.89**	**41.56**	**-**
Net carrying amount as on March 31, 2015 (Proforma)	**16.00**	**-**	**20.25**	**29.48**	**65.73**	**148.24**
Year ended March 31, 2016 (Proforma)						
Gross carrying amount as on April 1, 2015 (Proforma)	48.40	-	23.52	35.37	107.29	148.24
Additions on account of acquisitions (refer Annexure V, note 38)	4.48	-	-	75.37	79.85	142.76
Additions	12.88	-	-	-	12.88	-
Disposals	(0.56)	-	-	-	(0.56)	-
Effects of movement in foreign exchange	0.90	-	-	-	0.90	11.52
Gross carrying amount as on 31st March 2016 (Proforma)	**66.10**	**-**	**23.52**	**110.74**	**200.36**	**302.52**
Accumulated Amortisation						
Balance as at April 1, 2015 (Proforma)	32.40	-	3.27	5.89	41.56	-
Amortisation charge for the year	22.54	-	3.52	22.78	48.84	-
Disposals	(0.15)	-	-	-	(0.15)	-
Effects of movement in foreign exchange	0.12	-	0.49	(0.01)	0.60	-
Closing accumulated amortisation as at March 31, 2016 (Proforma)	**54.91**	**-**	**7.28**	**28.66**	**90.85**	**-**
Net carrying amount as on March 31, 2016 (Proforma)	**11.19**	**-**	**16.24**	**82.08**	**109.51**	**302.52**

Nihilent Limited (Formerly known as Nihilent Technologies Limited)
Annexure V - Notes to Restated Consolidated financial statements
(All amounts are in Rupees millions, unless stated otherwise)
4 Intangible assets and Goodwill, as restated (continued)

Particulars	Intangible assets					Goodwill
	Computer Software (acquired)	Software (Internally generated)	Non-compete Rights (acquired)	Customer relationships (acquired)	Total	
Year ended March 31, 2017						
Deemed cost as at April 1, 2016	11.19	-	16.24	82.08	109.51	302.52
Additions	7.47	-	-	-	7.47	-
Additions due to acquisition of subsidiary (refer Annexure V, note 38)	14.59	10.43	-	56.85	81.87	283.14
Effects of movement in foreign exchange	(0.86)	-	(0.67)	-	(1.53)	(15.40)
Closing gross carrying amount as on 31st March 2017	**32.39**	**10.43**	**15.57**	**138.93**	**197.32**	**570.26**
Accumulated Amortisation						
Amortisation charge during the year	11.70	1.32	3.61	36.32	52.95	-
Effects of movement in foreign exchange	-	-	(0.26)	-	(0.26)	-
Closing accumulated amortisation as at March 31, 2017	**11.70**	**1.32**	**3.35**	**36.32**	**52.69**	**-**
Net carrying amount as on March 31, 2017	**20.69**	**9.11**	**12.22**	**102.61**	**144.63**	**570.26**
Year ended March 31, 2018						
Gross carrying amount as on April 1, 2017	32.39	10.43	15.57	138.93	197.32	570.26
Additions	15.75	-	-	-	15.75	-
Effects of movement in foreign exchange	0.56	-	1.53	-	2.09	1.92
Closing gross carrying amount as on 31st March 2018	**48.70**	**10.43**	**17.10**	**138.93**	**215.16**	**572.18**
Accumulated Amortisation						
Balance as at April 1, 2017	11.70	1.32	3.35	36.32	52.69	-
Amortisation charge for the year	12.48	2.73	3.47	36.11	54.79	-
Effects of movement in foreign exchange	0.44	-	(1.82)	-	(1.38)	-
Closing accumulated amortisation as at March 31, 2018	**24.62**	**4.05**	**5.00**	**72.43**	**106.10**	**-**
Net carrying amount as on March 31, 2018	**24.08**	**6.38**	**12.10**	**66.50**	**109.06**	**572.18**

Note on assumptions used for testing of impairment of goodwill
Goodwill is arising on acquisition of Nihilent Analytics Limited, Intellect Bizware Services Private Limited and Gnet Group LLC (refer Annexure V, note 38). Management test impairment of goodwill at each reporting date. The recoverable amount of a Cash Generating Unit (CGU) is determined based on value-in-use calculations which require the use of assumptions. The calculations use cash flow projections based on financial budgets approved by management covering a five-year period.

The key assumptions used for the calculations are as follows:

Entity	Pre tax discount rate	Average growth rate
Nihilent Analytics Limited	14.22%	7%
Intellect Bizware Services Private Limited	14.22%	7%
Gnet Group LLC	7.41%	3%

1 Long term growth rate: This is the weighted average growth rate used to extrapolate cash flows;
2 Discount rate: The discount rate reflects specific risks relating to the countries in which the entities operate.

Based on the above, no impairment was identified as of March 31, 2018 as the recoverable amount of the CGUs exceeded the carrying amount. An analysis of the calculation's sensitivity to a change in the key parameters (long-term growth rate and discount rate) based on reasonably probable assumptions, did not identify any probable scenarios where the recoverable amount of the CGU would fall below the respective carrying amounts.

(All amounts in Rupees million, unless stated otherwise)

5 Non-current- Other financial assets, as restated

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)	As at March 31, 2015 (Proforma)	As at March 31, 2014 (Proforma)
Margin money and other deposits	1.09	1.08	0.89	0.34	0.34
Total	**1.09**	**1.08**	**0.89**	**0.34**	**0.34**

(All amounts in Rupees million, unless stated otherwise)

7 Other non-current assets, as restated

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)	As at March 31, 2015 (Proforma)	As at March 31, 2014 (Proforma)
Unsecured, considered good					
Balances with government authorities	61.11	78.96	81.25	57.22	19.18
Capital advances	6.50	-	0.10	4.24	2.47
Prepayments	2.22	3.18	-	-	-
Unsecured, considered doubtful					
Service tax balance receivable	-	0.35	2.29	-	-
Less: Provision for doubtful receivable	-	(0.35)	(2.29)	-	-
	-	-	-	-	-
Total	**69.83**	**82.14**	**81.35**	**61.46**	**21.65**

8 Cash and cash equivalents, as restated

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)	As at March 31, 2015 (Proforma)	As at March 31, 2014 (Proforma)
Cash on hand ((Refer Annexure V, Note 39)	0.25	0.20	0.18	0.11	0.05
Balances with banks					
- in current accounts	534.34	532.64	584.92	651.05	463.87
- in EEFC accounts	38.14	46.42	52.77	25.76	59.30
- Deposit with maturity of less than 3 months	50.07	16.79	-	-	20.86
Total	**622.80**	**596.05**	**637.87**	**676.92**	**544.08**

9 Bank balance other than cash and cash equivalents, as restated

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)	As at March 31, 2015 (Proforma)	As at March 31, 2014 (Proforma)
Deposits with original maturity of more than three months but remaining maturity less than twelve months	52.50	250.48	301.14	148.62	3.84
Total	**52.50**	**250.48**	**301.14**	**148.62**	**3.84**

Deposits aggregating to March 31, 2018: Rs Nil (March 31, 2017: Rs 142.32 million), (March 31, 2016: Rs 279.17 million), (March 31, 2015: Rs 135 million) and (March 31, 2014: Rs NIL) are under lien towards term loan / are invested as per rule 7c(i) of the Companies (Share Capital and Debentures) Rules, 2014.

10 Current- Other financial assets, as restated

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)	As at March 31, 2015 (Proforma)	As at March 31, 2014 (Proforma)
At amortized cost					
Interest accrued on fixed deposits	1.84	7.20	3.71	-	-
Total	**1.84**	**7.20**	**3.71**	**-**	**-**

11 Other current assets, as restated

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)	As at March 31, 2015 (Proforma)	As at March 31, 2014 (Proforma)
Prepayments	43.12	32.02	33.28	39.63	21.53
Advance to employees	11.05	6.43	6.96	3.33	19.17
Advance to suppliers	15.14	4.82	0.70	0.62	1.73
Balances with government authorities	3.85	0.15	1.01	-	-
Service tax receivable	-	-	-	-	17.43
Others (Refer Annexure - V, Note - 41)	18.43	4.76	25.07	1.63	0.49
Total	**91.59**	**48.18**	**67.02**	**45.21**	**60.35**

(All amounts in Rupees million, unless stated otherwise)

6 Deferred tax asset (net), as restated

The components of deferred tax assets and liabilities are as follows:

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)	As at March 31, 2015 (Proforma)	As at March 31, 2014 (Proforma)
The major components of the deferred tax assets are					
Unabsorbed tax losses	39.23	2.36	7.07	11.79	-
Property, plant and equipment	19.83	14.54	7.76	2.16	2.74
Provision for expenses allowable on payment basis	29.92	37.16	19.19	16.91	14.30
Allowance for doubtful debts - trade receivables	39.26	24.08	18.28	18.39	14.51
Lease cancellation expenses	-	8.17	-	-	-
Others	2.61	0.09	1.68	0.77	0.77
	130.85	**86.40**	**53.98**	**50.02**	**32.32**
The major components of the deferred tax liabilities					
Intangible assets	(36.97)	(50.41)	(39.84)	(15.95)	(0.38)
Fair value of non-current investments	1.83	1.83	1.70	0.35	(9.94)
	(35.14)	**(48.58)**	**(38.14)**	**(15.60)**	**(10.32)**
Net deferred tax asset	**95.71**	**37.82**	**15.84**	**34.42**	**22.00**

The Group has recognized deferred tax assets in respect of carry forward losses of its various subsidiaries as at March 31, 2015, March 31, 2016, March 31, 2017 and March 31, 2018. Management's projections of future taxable income and tax planning strategies support the assumption that it is probable that sufficient taxable income will be available to utilize these deferred tax assets. Deferred tax assets and deferred tax liabilities have been offset, where they relate to the same governing taxation laws. Deferred tax assets/(liabilities) are disclosed based on entity-wise positions as at each Balance Sheet date, wherever applicable.

(i) Movement in deferred tax assets

Particulars	Unabsorbed tax losses	Property, plant and equipment	Provision for expenses allowable on payment basis	Allowance for doubtful debts - trade receivables	Lease cancellation expenses	Others	Total
As at April 1, 2013 (Proforma)	-	7.74	7.16	8.25	-	0.70	23.85
(Charged)/credited:							
- to statement of profit and loss	-	(5.00)	4.36	6.26	-	0.07	5.69
- to other comprehensive income	-	-	2.78	-	-	-	2.78
As at March 31, 2014 (Proforma)	-	**2.74**	**14.30**	**14.51**	**-**	**0.77**	**32.32**
(Charged)/credited:							
- to statement of profit and loss	11.79	(0.58)	0.89	3.88	-	-	15.98
- to other comprehensive income	-	-	1.72	-	-	-	1.72
As at March 31, 2015 (Proforma)	**11.79**	**2.16**	**16.91**	**18.39**	**-**	**0.77**	**50.02**
(Charged)/credited:							
- to statement of profit and loss	(4.72)	5.60	2.94	(0.11)	-	0.91	4.62
- to other comprehensive income	**-**	**-**	(0.66)	**-**	**-**	**-**	(0.66)
As at March 31, 2016 (Proforma)	**7.07**	**7.76**	**19.19**	**18.28**	**-**	**1.68**	**53.98**
As at April 1, 2016 (Refer Annexure V - Note 2C.3.1)	**7.07**	**7.76**	**19.19**	**18.28**	**-**	**1.74**	**54.04**
(Charged)/credited:							
- to statement of profit and loss	(4.71)	12.39	3.16	5.80	8.17	(1.65)	23.16
- to other comprehensive income	-	-	(0.24)	-	-	-	(0.24)
Acquisition of subsidiary (Refer Annexure V, Note 38)	-	(5.61)	15.05	-	-	-	9.44
As at March 31, 2017	**2.36**	**14.54**	**37.16**	**24.08**	**8.17**	**0.09**	**86.40**
(Charged)/credited:							
- to statement of profit and loss	36.87	5.29	(7.39)	15.18	(8.17)	2.52	44.30
- to other comprehensive income	-	-	0.15	-	-	-	0.15
As at March 31, 2018	**39.23**	**19.83**	**29.92**	**39.26**	**-**	**2.61**	**130.85**

(All amounts in Rupees million, unless stated otherwise)

6 Deferred tax asset (net), as restated

(ii) Movement in deferred tax liabilities

Particulars	Intangible assets	Non current investment	Total
As at April 1, 2013 (Proforma)	0.04	9.07	9.11
Charged/(credited):			
- to statement of profit and loss	0.34	-	0.34
- to other comprehensive income	-	0.87	0.87
As at March 31, 2014 (Proforma)	**0.38**	**9.94**	**10.32**
Charged/(credited):			
- to statement of profit and loss	1.42	-	1.42
- to other comprehensive income	-	(10.29)	(10.29)
Acquisition of subsidiary (Refer Annexure - V, Note 38)	14.15	-	14.15
As at March 31, 2015 (Proforma)	**15.95**	**(0.35)**	**15.60**
Charged/(credited):			
- to statement of profit and loss	(2.19)	-	(2.19)
- to other comprehensive income	-	(1.35)	(1.35)
Acquisition of subsidiary (Refer Annexure - V, Note 38)	26.08	-	26.08
As at March 31, 2016 (Proforma)	**39.84**	**(1.70)**	**38.14**
Charged/(credited):			
- to statement of profit and loss	(15.04)	-	(15.04)
- to other comprehensive income	-	(0.13)	(0.13)
Acquisition of subsidiary (Refer Annexure - V, Note 38)	25.61	-	25.61
As at March 31, 2017	**50.41**	**(1.83)**	**48.58**
Charged/(credited):			
- to statement of profit and loss	(13.44)	-	(13.44)
- to other comprehensive income	-	-	-
As at March 31, 2018	**36.97**	**(1.83)**	**35.14**

Unrecognised temporary differences

Certain subsidiaries of the group have undistributed earnings of Rs. 573.61 million (March 31, 2017: Rs. 623.87 million , March 31, 2016: Rs. 57.17 million , March 31, 2015: Rs. 2.23 million and March 31, 2014: Rs. 1.03 million) which, if paid out as dividends, would be subject to tax in the hands of the recipient. An assessable temporary difference exists, but no deferred tax liability has been recognised as the parent entity is able to control the timing of distributions from subsidiaries. These subsidiaries are not expected to distribute these profits in the foreseeable future. The unrecognised deferred tax liabilities relating to above are Rs. 198.51 million (March 31, 2017: Rs. 215.91 million, March 31, 2016: Rs. 19.78 million, March 31, 2015: Rs. 0.76 million and March 31, 2014: Rs. 0.35 million).

(All amounts in Rupees million, unless stated otherwise)

12 Equity share capital, as restated

A) Authorised share capital

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)	As at March 31, 2015 (Proforma)	As at March 31, 2014 (Proforma)
40,000,000 (31 March 2017: 40,000,000), (31 March 2016: 40,000,000), (31 March 2015: 20,000,000) and (31 March 2014: 20,000,000) shares of Rs 10 each	400.00	400.00	400.00	200.00	200.00

B) Issued, subscribed and paid up

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)	As at March 31, 2015 (Proforma)	As at March 31, 2014 (Proforma)
18,644,380 (31 March 2017: 18,644,380), (31 March 2016: 18,644,380), (31 March 2015: 18,579,540) and (31 March 2014: 18,511,540) shares of Rs 10 each	186.44	186.44	186.44	185.80	185.12

C) Reconciliation of number of shares outstanding at the beginning and end of the year:

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)	As at March 31, 2015 (Proforma)	As at March 31, 2014 (Proforma)
At the beginning and end of the year (including shares held by Nihilent Employee Welfare Trust)	19,965,800	19,965,800	19,965,800	19,965,800	19,965,800
Less: Shares held by Nihilent Employee Welfare Trust	(1,321,420)	(1,321,420)	(1,321,420)	(1,386,260)	(1,454,260)
	18,644,380	18,644,380	18,644,380	18,579,540	18,511,540

D) Terms/ rights attached to equity shares

The Holding Company has only one class of equity shares having a par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share. The Holding Company declares and pays dividends in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of shareholders in the ensuing Annual General Meeting, except in case of Interim dividend.

In the event of liquidation of Holding Company, the holders of equity shares will be entitled to receive any of the remaining assets of the Holding Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

E) Shares of the Company held by the Holding Company

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)	As at March 31, 2015 (Proforma)	As at March 31, 2014 (Proforma)
Hatch Investments (Mauritius) Limited (nos.)	13,808,781	13,808,781	13,808,781	13,808,781	13,808,781

F) Details of equity shares held by shareholders holding more than 5% of the aggregate shares in the Company

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)	As at March 31, 2015 (Proforma)	As at March 31, 2014 (Proforma)
Hatch Investments (Mauritius) Limited					
%	69.16%	69.16%	69.16%	69.16%	69.16%
No. of shares	13,808,781	13,808,781	13,808,781	13,808,781	13,808,781
Nihilent Employee Welfare Trust #					
%	6.62%	6.62%	6.62%	6.94%	7.28%
No. of shares	1,321,420	1,321,420	1,321,420	1,386,260	1,454,260
Vastu IT Private Limited					
%	5.87%	5.87%	5.87%	5.87%	5.87%
No. of shares	1,171,219	1,171,219	1,171,219	1,171,219	1,171,219
Mr. L. C. Singh					
%	10.12%	10.12%	10.12%	10.12%	10.12%
No. of shares	2,020,000	2,020,000	2,020,000	2,020,000	2,020,000

Shares held by ESOP trust were eliminated during consolidation

Nihilent Limited (Formerly known as Nihilent Technologies Limited)
Annexure V - Notes to Restated Consolidated Financial Information
(All amounts in Rupees million, unless stated otherwise)

13 Other equity, as restated

(a) Reserves and surplus

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)	As at March 31, 2015 (Proforma)	As at March 31, 2014 (Proforma)
Securities premium account	96.17	96.17	98.93	98.12	97.30
Share Based Payment Reserve	-	-	-	0.93	1.28
General reserve	182.06	90.16	90.28	90.16	90.16
Debenture Redemption Reserve	-	91.90	-	-	-
Retained earnings	1,610.60	1,416.80	1,237.09	1,397.63	1,122.64
Total	**1,888.83**	**1,695.03**	**1,426.30**	**1,586.84**	**1,311.38**

(b) Movement in other equity

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)	As at March 31, 2015 (Proforma)	As at March 31, 2014 (Proforma)
Reserves and surplus					
Securities premium account					
Opening balance	96.17	96.17	98.12	97.30	96.17
Add: Amount transferred from share based payment reserve	-	-	0.81	0.82	1.13
Closing balance	**96.17**	**96.17**	**98.93**	**98.12**	**97.30**
Share Based Payment Reserve					
Opening balance	-	-	0.93	1.28	2.11
Less: Current year transfer	-	-	(0.93)	(0.35)	(0.83)
Closing balance	**-**	**-**	**-**	**0.93**	**1.28**
General reserve					
Opening balance	90.16	90.16	90.16	90.16	37.71
Add: Amount transferred from retained earnings	91.90	-	0.12	-	52.45
Closing balance	**182.06**	**90.16**	**90.28**	**90.16**	**90.16**
Debenture Redemption Reserve					
Opening balance	91.90	-	-	-	-
Add: Amount transferred from Retained Earnings	-	91.90			
Less: Amount transferred to General Reserve	(91.90)	-	-	-	-
Closing balance	**-**	**91.90**	**-**	**-**	**-**
Retained earnings					
Opening balance	1,416.80	1,243.52	1,397.63	1,122.64	868.91
Add: Profit for the year, net of share of non-controlling interest	459.43	263.06	260.44	409.81	442.77
<u>Add / (Less) Items of other comprehensive income recognised directly in retained earnings:</u>					
(Less) / Add: Remeasurements of post employment benefit obligations, net of tax	(0.72)	0.45	1.24	(3.33)	(5.40)
Add: Transfer of redemption liability	-	-	(285.97)	-	-
Less: Transfer to General Reserve	-	-	-	-	(52.45)
Add: Transactions with non controlling interest	20.43	-		-	-
Less: Transfer to Debenture Redemption Reserve	-	(91.90)	-	-	-
Add: Merger of Gnet Group LLC. USA	-	2.35	-	-	-
Less: Tax on dividend by a subsidiary	-	(0.68)	-	-	-
Less: Final dividend paid including tax thereon for F.Y. 2016-17	(69.05)	-	-	-	-
Less: Interim dividend paid including tax thereon	-	-	(136.25)	(131.49)	(131.19)
Less: Interim dividend payable including tax thereon for F.Y. 2017-18	(216.29)	-	-	-	-
	1,610.60	**1,416.80**	**1,237.09**	**1,397.63**	**1,122.64**
Total reserves and surplus	**1,888.83**	**1,695.03**	**1,426.30**	**1,586.84**	**1,311.38**

(c) Other reserves

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)	As at March 31, 2015 (Proforma)	As at March 31, 2014 (Proforma)
Foreign currency translation reserve					
Opening balance	(46.96)	(89.94)	(43.02)	(31.57)	(32.75)
Add / (Less) : Current year transfer	40.93	24.86	(44.55)	(13.70)	1.06
Add / (Less) : Transfer to non-controlling interest	(1.39)	2.94	(0.30)	2.25	0.12
Add / (Less) : Income tax effect	(10.06)	15.18	-	-	-
	29.48	42.98	(44.85)	(11.45)	1.18
Closing balance	**(17.48)**	**(46.96)**	**(87.87)**	**(43.02)**	**(31.57)**
FVOCI - Equity investments					
Opening balance	(4.71)	(4.49)	(0.58)	16.22	14.81
Changes in fair value of FVOCI equity instruments (net of tax)	-	(0.22)	(2.21)	(16.80)	1.41
Closing balance	**(4.71)**	**(4.71)**	**(2.79)**	**(0.58)**	**16.22**
Total Other reserves	**(22.19)**	**(51.67)**	**(90.66)**	**(43.60)**	**(15.35)**

(All amounts in Rupees million, unless stated otherwise)

13 Other equity, as restated

Particulars	**As at March 31, 2018**	**As at March 31, 2017**	**As at March 31, 2016 (Proforma)**	**As at March 31, 2015 (Proforma)**	**As at March 31, 2014 (Proforma)**
Non-controlling interest					
Opening balance	82.84	73.29	(7.19)	(1.68)	-
Add / (Less) : Current year transfer from profit for the year	14.38	12.49	15.98	(3.26)	(5.35)
Add / (Less) : Exchange differences on translation of foreign operations, net of tax	1.39	(2.94)	0.30	(2.25)	(0.12)
Less : Transactions with non-controlling interest (Refer Annexure V, note 32)	(20.43)	-	-	-	-
Add: Capital infusion by minority during the year	-	-	5.97	-	3.79
Add: Share of non controlling interest on acquisition date	-	-	58.23	-	-
Closing balance	**78.18**	**82.84**	**73.29**	**(7.19)**	**(1.68)**

Nature and purpose of other reserves:

i Securities premium account:
Securities premium reserve is used to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of the Companies Act, 2013.

ii Foreign currency translation reserve
Exchange differences arising on translation of foreign operations are recognised in other comprehensive income as described in accounting policies and accumulated in a separate reserve within equity. The cumulative amount is reclassified to profit and loss when the net investment is disposed of.

iii Retained earnings and General reserve:
Retained earnings and General reserve comprise of the Group's undistributed earnings after taxes, kept aside to meet future (known or unknown) obligations.

iv Debenture redemption reserve
Debenture redemption reserve is created out of profits and is available for the purpose of redemption of debentures.

v FVOCI - Equity instruments reserve
The Group has elected to recognise changes in the fair value of investments in equity securities in other comprehensive income. These changes are accumulated within the FVOCI equity investments reserve within equity.

vi Share based payment reserve
The share options outstanding account is used to record the value of equity-settled share based payment transactions with employees. The amounts recorded in share options outstanding account are transferred to share capital and securities premium upon exercise of stock options by the employees.

(All amounts in Rupees million, unless stated otherwise)

14 Employee benefit obligations - Non-current, as restated

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)	As at March 31, 2015 (Proforma)	As at March 31, 2014 (Proforma)
Provision for gratuity (Refer Annexure V, note 27)	15.11	15.31	-	-	-
Provision for compensated absences (Refer Annexure V, note 27)	45.30	36.29	32.29	31.36	25.32
				-	
Total	**60.41**	**51.60**	**32.29**	**31.36**	**25.32**

15 Trade payables, as restated

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)	As at March 31, 2015 (Proforma)	As at March 31, 2014 (Proforma)
Trade payables					
- total outstanding dues of micro enterprises and small enterprises	-	0.37	-	-	-
- total outstanding dues of creditors other than micro enterprises and small enterprises	114.39	177.99	77.74	64.08	85.41
Trade payable to related parties (Refer Annexure V, note 34)	1.10	-	-	-	-
Total	**115.49**	**178.36**	**77.74**	**64.08**	**85.41**

The Company has certain dues to suppliers registered under Micro, Small and Medium enterprises Development Act,2006 ('MSMED Act'). The disclosures pursuant to the said MSMED Act are as follows -

	Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)	As at March 31, 2015 (Proforma)	As at March 31, 2014 (Proforma)
a)	The principal amount and the interest due thereon remaining unpaid to any supplier at the end of each accounting year					
	- Principal	-	0.36	-	-	-
	- Interest due thereon	-	*0.00	-	-	-
b)	The amount of interest paid by the buyer in terms of section 16 of the MSMED Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year	-	-	-	-	-
c)	The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006	-	-	-	-	-
d)	The amount of interest accrued and remaining unpaid at the end of accounting year; and	-	*0.00	-	-	-
e)	The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006	-	0.01	-	-	-
	Total		**0.37**	**-**	**-**	**-**

* : Amount below the rounding off norm of the Group

The Group has compiled this information based on the current information in its possession. As at March 31, 2018, March 31, 2016, March 31, 2015 and March 31, 2014, no supplier has intimated the Group about its status as a Micro or Small Enterprise or its registration with the appropriate authority under the Micro, Small and Medium Enterprises Development Act, 2006. As at March 31, 2017, the information has been disclosed under the MSMED Act to the extent such parties have been identified on the basis of information available with the Group.

16 Current- Other financial liabilities, as restated

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)	As at March 31, 2015 (Proforma)	As at March 31, 2014 (Proforma)
Current maturities of long-term borrowings from banks (Refer note below)	-	32.45	66.90	47.10	-
Current maturities of long-term borrowings other than banks - 10% redeemable debentures (Refer note below)	-	367.50	-	-	-
Employee related payables	194.45	195.20	143.65	163.72	168.85
Redemption liability (Refer Annexure V, note 32(c))	60.24	45.72	-	-	-
Commission payable to independent directors	7.20	4.98	-	-	-
Interest accrued but not due on debentures	-	15.86	-	-	-
					-
Total	**261.89**	**661.71**	**210.55**	**210.82**	**168.85**

Note: a)During the year ended March 31, 2018, the Company made repayment of 10% redeemable debentures amounting to Rs. 367.50 million, excluding interest there on amounting to Rs. 36.64 million. These debentures were issued in previous year for acquiring 100% stake in Nihilent Analytics Limited. These amounts were disclosed under cash flows from investing activities in Statement of Cash Flows.

b) During the year ended March 31, 2017, the Group made repayment of term loans taken from banks amounting to Rs. 65.39 million (March 31, 2016: Rs. 33.54 million), excluding interest there on for March 31, 2017 amounting to Rs. 3.83 million (March 31, 2016: Rs. 5.82 million)

These amounts are disclosed under cash flows from investing activities in cash flow statement.

17 Current- Employee benefit obligations, as restated

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)	As at March 31, 2015 (Proforma)	As at March 31, 2014 (Proforma)
Provision for gratuity (Refer Annexure V, note 27)	6.43	34.63	19.01	14.31	16.23
Provision for compensated absences (Refer Annexure V, note 27)	9.37	8.58	5.32	4.28	3.91
Total	**15.80**	**43.21**	**24.33**	**18.59**	**20.14**

(All amounts in Rupees million, unless stated otherwise)

18 Income taxes, as restated

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)	As at March 31, 2015 (Proforma)	As at March 31, 2014 (Proforma)
Income tax asset	132.00	102.06	110.67	82.34	59.66
Income tax liabilities	(41.77)	(40.10)	(56.57)	(30.46)	(31.47)

19 Other current liabilities, as restated

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)	As at March 31, 2015 (Proforma)	As at March 31, 2014 (Proforma)
Unearned revenue	105.22	80.44	107.56	100.94	105.37
Withholding and other taxes payable	53.74	49.03	25.73	15.11	23.29
Advances from customers	7.75	6.01	2.44	1.07	1.07
Accrued salaries and benefits	2.63	-	-	-	-
Other statutory dues payable	-	-	-	27.35	42.69
Interim dividend payable	179.69	-	-	-	-
Dividend distribution tax on interim dividend payable	36.60	-	-	-	-
Total	**385.63**	**135.48**	**135.73**	**144.47**	**172.42**

(All amounts are in Rupees millions, unless stated otherwise)

20 Revenue from operations, as restated

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016 (Proforma)	For the year ended March 31, 2015 (Proforma)	For the year ended March 31, 2014 (Proforma)
Sale of services	4,174.31	3,599.50	3,099.34	2,923.28	2,447.79
Sale of traded software licenses	67.58	96.29	15.01	-	-
Total	**4,241.89**	**3,695.79**	**3,114.35**	**2,923.28**	**2,447.79**

21 Purchase of traded software licenses, as restated

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016 (Proforma)	For the year ended March 31, 2015 (Proforma)	For the year ended March 31, 2014 (Proforma)
Purchase of traded software licenses	61.23	92.07	14.22	-	-
Total	**61.23**	**92.07**	**14.22**	**-**	**-**

22 Employee benefits expense, as restated

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016 (Proforma)	For the year ended March 31, 2015 (Proforma)	For the year ended March 31, 2014 (Proforma)
Salaries, wages and bonus	2,355.60	2,051.13	1,857.23	1,636.67	1,261.41
Contribution to provident and other funds (Refer Annexure V, Note 27)	59.18	45.97	43.67	36.41	28.23
Gratuity (Refer Annexure V, Note 27)	20.29	17.14	12.17	12.31	8.00
Leave compensation	15.48	11.07	8.96	12.44	10.34
Share based payments	-	-	-	0.47	0.30
Staff welfare expenses	14.92	15.63	9.44	8.49	5.83
Total	**2,465.47**	**2,140.94**	**1,931.47**	**1,706.79**	**1,314.11**

23 Depreciation and amortisation expense, as restated

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016 (Proforma)	For the year ended March 31, 2015 (Proforma)	For the year ended March 31, 2014 (Proforma)
Depreciation of Property, plant and equipment	51.99	41.80	45.23	35.87	19.28
Amortization of Intangible assets	54.79	52.95	48.84	26.37	13.63
Total	**106.78**	**94.75**	**94.07**	**62.24**	**32.91**

24 Other expenses, as restated

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016 (Proforma)	For the year ended March 31, 2015 (Proforma)	For the year ended March 31, 2014 (Proforma)
Electricity expenses	22.41	19.29	21.71	21.07	19.64
Repairs and maintenance					
Plant and equipment	28.78	6.17	1.54	7.30	3.62
Leasehold improvements	-	0.33	-	0.17	0.27
Others	33.39	35.72	21.08	13.08	13.10
Insurance	36.34	22.90	22.40	16.56	10.99
Net loss on foreign currency transactions and translations	-	12.59	63.79	70.59	17.59
Telephone and Communication charges	28.49	26.58	27.44	20.92	17.80
Sub-contracting charges	231.09	167.84	16.23	23.58	31.43
Provision for doubtful debts and advances	51.67	20.54	9.07	12.20	19.47
Vehicle expenses	17.52	16.86	16.88	20.19	14.28
Rent	106.35	153.13	104.77	83.20	66.16
Travel and conveyance	161.31	127.57	140.88	128.26	108.95
Legal and professional fees	83.12	97.78	97.26	67.10	61.45
Sales commission	11.96	17.81	14.69	14.58	37.26
Membership and subscription	12.23	14.06	7.87	9.74	8.93
Staff recruitment	7.32	19.96	15.53	14.89	9.76
Staff training	10.39	7.98	9.09	6.78	5.72
Advertising and publicity	10.00	17.52	14.11	13.68	4.50
Business promotion	7.20	8.70	11.11	9.68	5.00
Rates and taxes	31.83	28.48	9.03	7.05	8.48
Auditors Remuneration	5.27	10.06	3.08	2.52	2.68
Corporate Social Responsibility expenses (Refer Annexure V, Note 40)	7.08	8.49	-	-	-
Bad debts written off	0.83	3.20	-	-	-
Commission to Independent directors	7.20	4.98	-	-	-
Loss on sale of property, plant and equipment (net)	1.16	-	-	0.01	0.37
Miscellaneous expenses*	59.10	53.56	48.57	16.14	15.71
Total	**972.04**	**902.10**	**676.13**	**579.29**	**483.16**

*Miscellaneous expenses mainly includes security and administrative costs.

25 Finance costs, as restated

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016 (Proforma)	For the year ended March 31, 2015 (Proforma)	For the year ended March 31, 2014 (Proforma)
Interest on term loan	0.90	9.18	5.82	1.28	-
Interest on 10% redeemable debentures	20.24	17.62	-	-	-
Imputed interest on redemption liability	21.95	26.52	14.29	-	-
Total	**43.09**	**53.32**	**20.11**	**1.28**	**-**

Nihilent Limited (Formerly known as Nihilent Technologies Limited)
Annexure V - Notes to Restated Consolidated Financial Information
(All amounts in Rupees million, unless stated otherwise)

26 Income tax expense, as restated

This note provides an analysis of group's income tax expense, shows amounts that are recognised directly in equity and how the tax expense is affected by non- assessable and non-deductible items. It also explains significant estimates made in relation to group's tax positions.

(i)

Particulars	**For the year ended March 31, 2018**	**For the year ended March 31, 2017**	**For the year ended March 31, 2016 (Proforma)**	**For the year ended March 31, 2015 (Proforma)**	**For the year ended March 31, 2014 (Proforma)**
Income tax expense					
Current tax on profits for the year	263.18	229.26	168.20	222.34	231.66
Total current tax expense	**263.18**	**229.26**	**168.20**	**222.34**	**231.66**
Deferred tax					
Deferred tax (credit)	(57.74)	(38.19)	(6.81)	(14.56)	(5.35)
Total deferred tax (credit)	**(57.74)**	**(38.19)**	**(6.81)**	**(14.56)**	**(5.35)**
Income tax expense	**205.44**	**191.07**	**161.39**	**207.78**	**226.31**

(ii) The reconciliation between provision of income tax and the amounts computed by applying the Indian statutory income tax rate to profit before taxes is as follows:

Particulars	**For the year ended March 31, 2018**	**For the year ended March 31, 2017**	**For the year ended March 31, 2016 (Proforma)**	**For the year ended March 31, 2015 (Proforma)**	**For the year ended March 31, 2014 (Proforma)**
Profit before tax, as restated	679.25	466.62	437.81	614.33	663.73
Enacted income tax rate in India	34.61%	34.61%	34.61%	33.99%	33.99%
Expected Income tax expense as per applicable tax rates	**235.08**	**161.48**	**151.52**	**208.81**	**225.60**
Tax effects of amounts which are not deductible/ (taxable) in calculating taxable income:					
- Effect of income exempt from tax	(4.29)	(4.90)	(3.21)	(5.77)	(8.74)
- Effect of non deductible expenses	5.53	14.95	2.54	0.68	0.68
- Previously unrecognised tax losses now recognised	(39.23)	-	-	-	-
- Tax losses for which no deferred tax was recognised	14.75	17.14	6.61	2.47	8.85
- Income taxed at higher/(lower) rates	(6.59)	(4.10)	(1.23)	-	-
- Others	0.19	6.49	5.17	1.59	(0.08)
Total	**205.44**	**191.07**	**161.39**	**207.78**	**226.31**

(iii) Amounts recognised in OCI

Particulars	**For the year ended March 31, 2018**		**For the year ended March 31, 2017**		**For the year ended March 31, 2016 (Proforma)**		**For the year ended March 31, 2015 (Proforma)**		**For the year ended March 31, 2014 (Proforma)**	
	Income tax	**Deferred tax**	**Income tax**	**Deferred tax**	**Income tax**	**Deferred tax**	**Income tax**	**Deferred tax**	**Income tax**	**Deferred tax**
Remeasurements of post employment benefit obligations	-	0.15	-	(0.24)	-	(0.66)	-	1.72	-	2.78
Changes in fair value of FVOCI equity instruments	-	-	-	0.13	-	1.35	-	10.29	-	(0.87)
Exchange difference on translation of foreign operations	(10.06)	-	15.18	-	-	-	-	-	-	-
Total	**(10.06)**	**0.15**	**15.18**	**(0.11)**	**-**	**0.69**	**-**	**12.01**	**-**	**1.91**

27 Employee benefit obligations, as restated

A) Defined contribution plans

The group has certain defined contribution plans. Contributions are made to provident fund in India for employees at the rate of 12% of basic salary as per regulations. The contributions are made to registered provident fund administered by the government. The obligation to the group is limited to the amount contributed and it has no further contractual nor any constructive obligation. The Group has recognized in the Statement of Profit and Loss for the year ended on 31 March 2018 an amount of Rs. 59.18 million, (31 March 2017 Rs. 45.97 million), (March 31, 2016: Rs. 44.40 million) (March 31, 2015: Rs. 39.85 million) and (March 31, 2014: Rs. 28.59 million) towards expenses under defined contribution plans and included in 'Contribution to provident fund and other funds'. The break up is as follows:

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016 (Proforma)	For the year ended March 31, 2015 (Proforma)	For the year ended March 31, 2014 (Proforma)
Contribution to Employees' Provident fund	53.96	39.78	37.46	30.39	23.36
Contribution to Employees' Superannuation fund	1.51	1.81	4.42	2.53	4.47
Maharashtra Labour Welfare Fund	0.06	0.06	0.06	0.05	0.04
Contribution to Employees' 401(K) fund and other fund	3.65	4.32	1.73	3.44	0.36
Total	**59.18**	**45.97**	**43.67**	**36.41**	**28.23**

B) Defined benefit plans

Defined benefit plans comprise post-employment benefits plan mainly gratuity. These are measured at each balance sheet date based on actuarial valuation carried out by an independent actuary using projected unit credit method. The break-up is as follows:

1) Gratuity

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)	As at March 31, 2015 (Proforma)	As at March 31, 2014 (Proforma)
Gratuity					
Non-current	15.11	15.31	-	-	-
Current	6.43	34.63	19.01	14.31	16.23
Total	**21.54**	**49.94**	**19.01**	**14.31**	**16.23**

All employees in India are entitled to a benefit equivalent to 15 days of the last drawn salary for each completed year of service in line with the Payment of Gratuity Act, 1972, as amended. The same is payable at the time of separation from the Group or retirement, whichever is earlier. The benefits vest after five years of continuous service. There is no compulsion on the part of the Group to fully pre fund the liability of the Plan. The Group has formed "Nihilent Technologies Private Limited - Employees' Group Gratuity Cum Life Assurance Scheme" to manage the gratuity obligations. The money contributed by the Group to the fund to finance the liabilities of the plan has to be invested. The trustees of the plan have outsourced the investment management of the fund to an insurance company - Kotak Mahindra Old Mutual Life Insurance. The scheme is a non-contributory defined benefit arrangement providing gratuity benefits expressed in terms of final monthly salary and the period of past service.

(i) Reconciliation of opening and closing balance of obligation

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)	As at March 31, 2015 (Proforma)	As at March 31, 2014 (Proforma)
Present value of obligation at the beginning of the year *	83.67	77.98	59.24	41.23	28.65
Interest Cost	6.06	6.25	4.36	3.65	2.29
Past Service Cost **	1.70	-	-	-	-
Current Service Cost	14.99	14.15	11.02	10.87	8.00
Benefits Paid	(18.42)	(15.09)	(9.37)	(6.63)	(4.16)
Actuarial (Gain)/Loss on obligation	(0.89)	0.38	(3.28)	7.02	6.45
Present value of obligation at the end of the year	**87.11**	**83.67**	**61.97**	**56.14**	**41.23**

* includes addition on account of acquisition of subsidiary amounting to Rs. 16.01 million as at March 31, 2016 and Rs. 3.10 million as at March 31, 2015.

**This pertains to past service cost. On accounts of amendment to Payment of Gratuity (Amendment) Act, 2018, dated March 29, 2018, there is an increase in the existing ceiling limit of the gratuity payable to employees who have completed five years of continuous service from Rs 10 lakhs to Rs 20 lakhs.

(All amounts are in Rupees millions, unless stated otherwise)

27 Employee benefit obligations, as restated

(ii) Reconciliation of opening and closing balance of fair value of plan assets

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)	As at March 31, 2015 (Proforma)	As at March 31, 2014 (Proforma)
Fair value of plan assets at the beginning of the year	33.73	42.96	41.83	25.00	28.60
Interest income	2.46	3.44	3.21	2.21	2.29
Employer contribution	41.66	0.87	8.52	19.28	-
Benefits paid	(10.54)	(14.43)	(9.22)	(6.63)	(4.16)
Actuarial Gain / (Loss) on plan assets	(1.74)	0.89	(1.38)	1.97	(1.73)
Fair value of plan assets at the end of the year	**65.57**	**33.73**	**42.96**	**41.83**	**25.00**

(iii) Expense recognized in Statement of Profit and Loss

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016 (Proforma)	For the year ended March 31, 2015 (Proforma)	For the year ended March 31, 2014 (Proforma)
Current Service Cost	14.99	14.15	11.02	10.87	8.00
Past Service Cost	1.70	-	-	-	-
Net Interest Cost	3.60	2.81	1.15	1.44	-
Gain /(Loss) on settlement	-	0.18	-	-	-
Expense recognized in the Income Statement	**20.29**	**17.14**	**12.17**	**12.31**	**8.00**

(iv) Amount recognized in Other Comprehensive Income (OCI)

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016 (Proforma)	For the year ended March 31, 2015 (Proforma)	For the year ended March 31, 2014 (Proforma)
Net cumulative unrecognized actuarial gain/(loss) at the beginning of the year	(10.64)	(11.33)	(13.23)	(8.18)	-
Actuarial gain / (loss) for the year on PBO	2.91	(0.13)	3.28	(7.02)	(6.45)
Actuarial gain /(loss) for the year on Asset	(3.78)	0.82	(1.38)	1.97	(1.73)
Unrecognized Actuarial gain/(loss) at the end of the year	**(11.51)**	**(10.64)**	**(11.33)**	**(13.23)**	**(8.18)**
Net movement in the actuarial gain/(loss) recognised in OCI	**(0.87)**	**0.69**	**1.90**	**(5.05)**	**(8.18)**

(v) Amount recognized in the Balance Sheet

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016 (Proforma)	For the year ended March 31, 2015 (Proforma)	For the year ended March 31, 2014 (Proforma)
Present Value of the obligation at the end of the year	87.11	83.67	61.97	56.14	41.23
Fair value of plan assets at the end of the year	(65.57)	(33.73)	(42.96)	(41.83)	(25.00)
Funded liability / provision in Balance Sheet	**21.54**	**49.94**	**19.01**	**14.31**	**16.23**

(vi) Major categories of plan assets (as percentage of total plan assets)

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016 (Proforma)	For the year ended March 31, 2015 (Proforma)	For the year ended March 31, 2014 (Proforma)
Funds Managed by Insurer - Kotak Mahindra Old Mutual Life Insurance	100%	100%	100%	100%	100%
Total	**100%**	**100%**	**100%**	**100%**	**100%**

(vii) Significant assumptions : The significant actuarial assumptions were as follows :

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016 (Proforma)	For the year ended March 31, 2015 (Proforma)	For the year ended March 31, 2014 (Proforma)
Discount rate	7.50% - 7.96%	7.42% - 7.5%	8.00%	8.00%	8.84%
Salary escalation rate	7% - 7.25%	7% - 7.25%	7.25%	8.00%	8.00%
Retirement age	58 - 60 years	58 - 60 years	60 years	60 years	60 years
Mortality rate	IALM (2006 - 08)	IALM (2006 - 08)	IALM (2006 - 08)	IALM (2006 - 08)	IALM (2006 - 08)
Attrition rate					
- upto 30 years	1.87% - 13%	1% - 12%	12%	11%	10%
- from 31 to 44 years	1.87% - 7%	1% - 7%	7%	5%	5%
- above 44 years	1% - 1.87%	1%	0%	0%	1%

(All amounts are in Rupees millions, unless stated otherwise)

27 Employee benefit obligations, as restated

(viii) Sensitivity Analysis of the defined benefit obligation

Sensitivity analysis indicates the influence of a reasonable change in certain significant assumptions on the outcome of the present value of obligation. Sensitivity analysis is done by varying (increasing/ decreasing) one parameter by 50 basis points (0.5%).

	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016 (Proforma)	For the year ended March 31, 2015 (Proforma)	For the year ended March 31, 2014 (Proforma)
a) Impact of the change in discount rate					
Present Value of Obligation at the end of the year					
Impact due to increase of 0.5 %	(4.43)	(4.98)	(3.74)	(3.85)	(2.59)
Impact due to decrease of 0.5 %	4.86	5.49	4.13	4.20	2.87
b) Impact of the change in salary increase					
Present Value of Obligation at the end of the year					
Impact due to increase of 0.5 %	4.52	5.01	4.14	4.18	2.88
Impact due to decrease of 0.5 %	(4.16)	(4.64)	(3.78)	(3.87)	(2.62)

(ix) The following payments are expected contributions to the defined benefit plan for next year

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016 (Proforma)	For the year ended March 31, 2015 (Proforma)	For the year ended March 31, 2014 (Proforma)
Current Service Cost	15.76	14.48	13.80	13.25	9.76
Net Interest Cost	3.53	2.25	1.52	1.14	1.43
Net Periodic benefit cost	**19.29**	**16.73**	**15.32**	**14.39**	**11.19**

(x) Risk Exposure

Through its defined benefit plans, the Group is exposed to a number of risks, the most significant of which are detailed below :

Asset Volatility:

The Plan liabilities are calculated using a discount rate set with reference to bond yields. If plan assets underperform, this yield will create a deficit. The plan asset investments are in fixed income securities with high grades. These are subject to interest rate risk.

Changes in bond yield:

A decrease in bond yields will increase plan liabilities, although this will be partially offset by an increase in the value of the plans' bond holdings.

Inflation risks:

In the gratuity plans, the gratuity payments are not linked to inflation, so this is a less material risk.

Life expectancy:

The gratuity plan obligation is to provide benefits for the life of the member, so increase in life expectancy will result in increase in the plan's liabilities. This is particularly significant where inflationary increases result in higher sensitivity to changes in life expectancy.

The Group ensures that the investment positions are managed within an asset-liability matching (ALM) framework that has been developed to achieve long-term investments that are in line with the obligations under the employee benefit plans. Within the framework, the Group's ALM objective is to match assets to the pension obligations by investing in long-term fixed interest securities with maturities that match the benefit payments as they fall due and in the appropriate currency.

The Group actively monitors how the duration and the expected yield of the investments are matching with the expected cash outflows arising from the employee benefit obligations. The Group has not changed the process used to manage its risks from previous periods.

C) Other long term employee benefits

Other long term employee benefits mainly comprises of compensated absences benefits to employees which can be carried forward to future years. They are measured at each Balance Sheet date based on actuarial valuation carried out by an independent actuary using projected unit credit method. Following amount has been charged to the Restated Consolidated Statement of Profit and Loss on account of same:

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016 (Proforma)	For the year ended March 31, 2015 (Proforma)	For the year ended March 31, 2014 (Proforma)
Compensated absences	15.48	11.07	8.96	12.44	10.34
Total	**15.48**	**11.07**	**8.96**	**12.44**	**10.34**

(All amounts are in Rupees millions, unless stated otherwise)

28 Share based payments, as restated

A) Description of share based payment arrangements

Employee stock options

In March 2001, the Group instituted an Employee Stock Option Plan ('ESOP plan'), which provided for the issuance of a maximum of 2,000,000 shares to eligible employees. The ESOP plan is administered by the Employee Welfare Trust ('Trust'). The Trust purchases shares of the group out of a loan given by the group. In this regard, at March 31, 2018, issued share capital includes 1,321,420 shares (March 31, 2017: 1,321,420), (March 31, 2016: 1,321,420), (March 31, 2015: 1,386,260) and (March 31, 2014: 1,454,260) of Rs.10/- each issued to the Trust.

The scheme provides that these options would vest ratably over a period of 5 years whereby 20% of the grants would vest at the end of each year from the grant date. Further, the participants shall exercise the options within 2 years from the date of vesting, failing which, the options shall lapse. The group would recover the loan from Trust, based on the proceeds receivable by the Trust upon exercise of stock options by eligible employees.

There are no share based transactions in the financial years 2017-18 and 2016-17.

During the year ended March 31, 2016, the Group instituted an employee stock option scheme (“ESOS 2015”), pursuant to a resolution passed by the shareholders in an EGM held on December 11, 2015. Up to 1,321,420 fully paid up Equity Shares of the Group can be transferred to employees from the Nihilent Employee Welfare Trust, upon exercise of options granted. No options are granted against this scheme.

The Group had no Share Based Option Arrangement which had options outstanding, as described below:

Employee Stock Options

Type of Arrangement	**Employee Stock Option Scheme – 2007**	**Employee Stock Option Scheme – 2010**
Date of Grant	23-Mar-07	21-Jan-10
Number of Shares /options Granted	284,900	474,600
Contractual Life (including vesting period and exercise period)	7 years	7 years
Vesting Conditions	Vesting Period starts from One year from the offer date and lasts till five years of offer date with 20% vesting every year, except to specified employee mentioned in the scheme where vesting of 2,000 options is on acceptance.	Vesting Period starts from One year from the offer date and lasts till five years of offer date with 20% vesting every year.
Method of settlement	Equity based	Equity based

B) Reconciliation of outstanding options

The number of share options are as follows:

Particulars	**As at March 31, 2014 (Proforma)**		
	ESOP 2007	**ESOP 2010**	**Total**
Options outstanding at the beginning of the year	59,400	262,880	322,280
Options granted during the year	-	-	-
Options forfeited during the year	-	-	-
Options previously considered lapsed reinstated	-	-	-
Exercised during the year	54,400	80,040	134,440
Expired during the year	2,000	33,200	35,200
Options outstanding and excercisable at the end of the year	3,000	149,640	152,640

Particulars	**As at March 31, 2015 (Proforma)**		
	ESOP 2007	**ESOP 2010**	**Total**
Options outstanding at the beginning of the year	3,000	149,640	152,640
Options granted during the year	-	-	-
Options forfeited during the year	-	-	-
Options previously considered lapsed reinstated	-	-	-
Exercised during the year	3,000	65,000	68,000
Expired during the year	-	18,200	18,200
Options outstanding and excercisable at the end of the year	-	66,440	66,440

(All amounts are in Rupees millions, unless stated otherwise)

28 Share based payments, as restated

B) Reconciliation of outstanding options (continued)

Particulars	As at March 31, 2016 (Proforma)		
	ESOP 2007	ESOP 2010	Total
Options outstanding at the beginning of the year	-	66,440	66,440
Options granted during the year	-	-	-
Options forfeited during the year	-	-	-
Options previously considered lapsed reinstated	-	-	-
Exercised during the year	-	64,840	64,840
Expired during the year	-	1,600	1,600
Options outstanding at the end of the year	-	-	-
Exercisable at end of the year	-	-	-

Particulars	As at March 31, 2017		
	ESOP 2007	ESOP 2010	Total
Options outstanding at the beginning of the year	-	-	-
Options granted during the year	-	-	-
Options forfeited during the year	-	-	-
Options previously considered lapsed reinstated	-	-	-
Exercised during the year	-	-	-
Expired during the year	-	-	-
Options outstanding at the end of the year	-	-	-
Exercisable at end of the year	-	-	-

Particulars	As at March 31, 2018		
	ESOP 2007	ESOP 2010	Total
Options outstanding at the beginning of the year	-	-	-
Options granted during the year	-	-	-
Options forfeited during the year	-	-	-
Options previously considered lapsed reinstated	-	-	-
Exercised during the year	-	-	-
Expired during the year	-	-	-
Options outstanding at the end of the year	-	-	-
Exercisable at end of the year	-	-	-

C) Measurement of fair values

The face value of employee share options has been measured using Black Scholes Model. The fair value of the options and the inputs in the measurement of the grant-date fair values of the equity settled share based payments are as follows:

Particulars	ESOP 2007	ESOP 2010
Fair value at grant date	9.75	20.38
Share price at grant date	10.00	10.00
Exercise price of Option	10.00	10.00
Expected volatility	20.32%	28.23%
Expected life	3.00	3.00
Expected dividends	-	-
Risk-free interest rate	7.95%	7.57%

D) Expense recognised in Statement of Profit and Loss

For details of employee benefits expense, See Note 22

(All amounts are in Rupees millions, unless stated otherwise)

29 Financial instruments: Fair values and risk management, as restated

A) Financial instruments by category

	As at March 31, 2018		
	FVTPL	FVOCI	Amortised cost
Financial assets			
Security deposits	-	-	40.97
Margin money and other deposits	-	-	1.09
Investments - Mutual funds	311.03	-	-
Trade receivables	-	-	751.95
Cash and cash equivalents	-	-	622.80
Bank balances other than cash and cash equivalents	-	-	52.50
Unbilled revenue	-	-	278.11
Loans to employees	-	-	8.38
Interest accrued on fixed deposits	-	-	1.84
Total financial assets	**311.03**	**-**	**1,757.64**
Financial liabilities			
Redemption liability	-	-	303.02
Employee related payables	-	-	194.45
Trade payables	-	-	115.49
Commission payable to independent directors	-	-	7.20
Total financial liabilities	**-**	**-**	**620.16**

	As at March 31, 2017			As at March 31, 2016 (Proforma)		
	FVTPL	FVOCI	Amortised cost	FVTPL	FVOCI	Amortised cost
Financial assets						
Investments - equity shares	-	-	-	-	0.35	-
Security deposits			45.80			35.84
Margin money and other deposits			1.08			0.89
Investments - Mutual funds	202.51	-	-	45.14	-	-
Trade receivables	-	-	788.96	-	-	676.32
Cash and cash equivalents	-	-	596.05	-	-	637.87
Bank balances other than cash and cash equivalents	-	-	250.48	-	-	301.14
Unbilled revenue	-	-	299.80	-	-	129.15
Loans to employees	-	-	11.37	-	-	8.95
Interest accrued on fixed deposits	-	-	7.20	-	-	3.71
Total financial assets	**202.51**	**-**	**2,000.74**	**45.14**	**0.35**	**1,793.87**
Financial liabilities						
Non-current Borrowings	-	-	-	-	-	33.45
Redemption liability	-	-	326.79	-	-	300.24
Employee related payables	-	-	195.20	-	-	157.14
Current Borrowings	-	-	2.51	-	-	120.00
Trade payables	-	-	178.36	-	-	77.74
Current maturities of long-term borrowings from banks	-	-	32.45	-	-	66.90
Current maturities of long-term borrowings other than banks - 10% redeemable debentures	-	-	367.50	-	-	-
Commission payable to independent directors	-	-	4.98	-	-	-
Interest accrued but not due on debentures	-	-	15.86	-	-	-
Total financial liabilities	**-**	**-**	**1,123.65**	**-**	**-**	**755.47**

	As at March 31, 2015 (Proforma)			As at March 31, 2014 (Proforma)		
	FVTPL	FVOCI	Amortised cost	FVTPL	FVOCI	Amortised cost
Financial assets						
Investments - equity shares	-	3.91	-	-	31.00	-
Security deposits	-	-	18.04	-	-	15.93
Margin money and other deposits	-	-	0.34	-	-	0.34
Investments - Mutual funds	264.07	-	-	452.48	-	-
Trade receivables	-	-	560.06	-	-	566.85
Cash and cash equivalents	-	-	676.92	-	-	544.08
Bank balances other than cash and cash equivalents	-	-	148.62	-	-	3.84
Unbilled revenue	-	-	123.85	-	-	121.69
Loans to employees	-	-	12.61			3.80
Total financial assets	**264.07**	**3.91**	**1,540.44**	**452.48**	**31.00**	**1,256.53**
Financial liabilities						
Non-current Borrowings	-	-	78.49	-	-	-
Employee related payables	-	-	185.95	-	-	168.85
Trade payables	-	-	64.08	-	-	85.41
Current maturities of long-term borrowings from banks	-	-	47.10	-	-	-
Total financial liabilities	**-**	**-**	**375.62**	**-**	**-**	**254.26**

(All amounts are in Rupees millions, unless stated otherwise)

29 Financial instruments: Fair values and risk management, as restated

i) Fair value hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the consolidated financial statements. To provide an indication about the the reliability of the inputs used in determining fair value, the group has classified its financial instruments into three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

Financial assets and liabilities measured at fair value - recurring fair value measurements	Notes	Level 1	Level 2	Level 3	Total
Current and non current investment					
March 31, 2018	Annexure IX	-	311.03	-	**311.03**
March 31, 2017	Annexure IX	-	202.51	-	**202.51**
March 31, 2016 (Proforma)	Annexure IX	0.35	45.14	-	**45.49**
March 31, 2015 (Proforma)	Annexure IX	3.91	264.07	-	**267.98**
March 31, 2014 (Proforma)	Annexure IX	31.00	452.48	-	**483.48**

Notes:

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in Level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

ii) Fair value of financial assets and liabilities measured at amortised cost

The carrying amounts of trade receivables, security deposits, margin money and other deposits, cash and cash equivalents, bank balances other than cash and cash equivalents, loans, unbilled revenue, interest accrued on fixed deposits, current borrowings, redemption liability, bank overdraft, trade payables, accrued salaries and benefits, employee related payables, commission payable to independent directors, interest accrued but not due on debentures and all other current financial liabilities are considered to be the same as their fair values, due to their short-term nature.

iii) Valuation technique used to determine fair value

Fair value of market linked mutual funds is determined using Net Asset Value (NAV) report issued by mutual fund house.

(All amounts are in Rupees millions, unless stated otherwise)

30 Financial Risk management framework, as restated

The management of the Group has implemented a risk management system that is monitored by the Board of Directors. The general conditions for compliance with the requirements for proper and future-oriented risk management within the Group are set out in the risk management principles. These principles aim at encouraging all members of staff to responsibly deal with risks as well as supporting a sustained process to improve risk awareness. The guidelines on risk management specify risk management processes, compulsory limitations and the application of financial instruments. The risk management system aims at identifying, analyzing, managing, controlling and communicating risks promptly throughout the Group. Risk management reporting is a continuous process and in addition, our Corporate Internal Auditing Function regularly checks whether Group complies with risk management system requirements.
The Group is exposed to credit, liquidity and market risks (foreign currency risk and interest risk) during the course of ordinary activities. The aim of risk management is to limit the risks arising from operating activities and associated financing requirements by applying selected non-derivative hedging instruments. In order to minimise any adverse effects on the financial performance of the Group, it has taken various measures. This note explains the source of risk which the Group is exposed to and how the Group manages the risk and impact of the same in the consolidated financial statements.

Risk	**Exposure arising from**	**Measurement**	**Management**
Credit risk	Cash and cash equivalents, other bank balances, trade receivables, loans, other financial assets measured at amortised cost	Ageing analysis, external credit rating (wherever available)	Diversification of bank deposits and credit limits
Liquidity risk	Borrowings, trade payables and other financial liabilities	Rolling cash flow forecasts	Availability of committed credit lines and borrowing facilities
Foreign currency risk	Recognised financial assets and liabilities not denominated in Indian rupee (INR)	Sensitivity analysis	Management follows established risk management policies
Interest rate risk	Current borrowings and deposits kept with banks		Management follows established risk management policies

A Credit risk

i Trade receivables

Credit risk refers to the risk that the counterparty will default on its contractual obligations resulting in financial loss to the Group. Management has a credit policy in place and the exposure to credit risk is monitored on an ongoing basis to mitigate impairment loss on receivables. Credit evaluations are performed on all customers requiring credit over a certain amount. The Group does not secure its financial assets with collaterals.

The age analysis of the trade receivables from the due date of the invoice, net of allowances is given below:

Period	**As at March 31, 2018**	**As at March 31, 2017**	**As at March 31, 2016 (Proforma)**	**As at March 31, 2015 (Proforma)**	**As at March 31, 2014 (Proforma)**
Less than 180 days	71.25	35.26	572.71	538.32	539.36
from 181-365 days	662.56	656.26	158.52	80.72	74.27
more than 365 days	144.35	172.88	-	-	-
Total	**878.16**	**864.40**	**731.23**	**619.04**	**613.63**
Expected credit loss	(126.21)	(75.44)	(54.91)	(58.98)	(46.78)
Expected loss rate	14.37%	8.73%	7.51%	9.53%	7.62%
Net	**751.95**	**788.96**	**676.32**	**560.06**	**566.85**

The credit quality of the Group's customers is monitored on a ongoing basis and assessed for impairment where indicators of such impairment exists. The solvency of the trade receivables and their ability to settle the receivable is considered in assessing receivables for impairment. Where receivables have been impaired, the Group actively seeks to recover the amounts in question and enforce compliance with credit terms.

List of parties having aggregate of receivables exceeding 5% of total trade receivables as at the end of each year -

S.No.		**As at March 31, 2018**	**As at March 31, 2017**	**As at March 31, 2016 (Proforma)**	**As at March 31, 2015 (Proforma)**	**As at March 31, 2014 (Proforma)**
1	Electronic Media NW (MNET)	-	48.63	-	-	47.98
2	MultiChoice Management Services Pty Limited	-	-	-	-	148.52
3	Nedcor Bank Limited	-	-	-	-	134.04
4	Paracon SA Pty Limited	-	-	-	-	140.38
5	Multichoice Support Services Proprietary Limited	157.04	115.16	93.62	167.86	-
6	Nedbank Limited	208.06	143.58	131.50	116.85	-
7	Mothercare UK Limited	-	-	40.24	-	-
	Total	**365.10**	**307.37**	**265.36**	**284.71**	**470.92**

ii Credit risk on cash and cash equivalents is limited as the Group generally invest in deposits with banks and financial institutions with high credit ratings assigned by international and domestic credit rating agencies. Investments primarily include investment in liquid mutual fund units.

(All amounts are in Rupees millions, unless stated otherwise)

30 Risk management framework, as restated (continued)

B Liquidity risk

Liquidity risk is the risk that the Group is unable to meet its existing or future obligations as they fall due, due to insufficient availability of cash or cash equivalents. The Group's approach to managing liquidity is to ensure, sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damages to Group's reputation.

The Group maintained a cautious liquidity strategy, with a positive cash balance throughout all the years. Cash flow from operating activities provides the funds to service the financial liabilities on a day-to-day basis.

The Group regularly monitors the rolling forecasts to ensure it has sufficient cash on an on-going basis to meet operational needs. Any short term surplus cash generated, over and above the amount required for working capital management and other operational requirements, is retained as cash and cash equivalents (to the extent required) and any excess is invested in interest bearing term deposits and other highly marketable debt investments with appropriate maturities to optimise the cash returns on investments while ensuring sufficient liquidity to meet its liabilities.

The following are the contractual maturities of the financial liabilities as at the Balance Sheet date:

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)	As at March 31, 2015 (Proforma)	As at March 31, 2014 (Proforma)
Trade payables					
Less than 1 year	115.49	178.36	77.74	64.08	85.41
Total	**115.49**	**178.36**	**77.74**	**64.08**	**85.41**
Other current financial liabilities					
Less than 1 year	261.89	661.71	210.55	210.82	168.85
Total	**261.89**	**661.71**	**210.55**	**210.82**	**168.85**
Current borrowings					
Less than 1 year	-	2.51	120.00	-	-
Total	**-**	**2.51**	**120.00**	**-**	**-**
Non - current borrowings					
More than 1 but less than 3 years	-	-	33.45	78.49	-
Total	**-**	**-**	**33.45**	**78.49**	**-**
Other non - current financial liabilities					
Less than 1 year	45.72	45.72	-	-	-
More than 1 but less than 3 years	176.00	190.52	313.73	22.23	-
More than 3 years	21.06	44.83	-	-	-
Total	**242.78**	**281.07**	**313.73**	**22.23**	**-**

The amount disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant

30 Financial Risk management framework, as restated (continued)

C Market risk

(i) Foreign currency risk

The Group operates internationally and its exposed to foreign exchange risk arising from foreign currency transactions, primarily with respect to the ZAR, USD, GBP, AUD, CHF, SGD, EUR, TZS. Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the functional currency (INR) of the Group. The risk is measured through a forecast of highly probable foreign currency cashflows.

The Group is exposed to foreign currency risk on transactions that take place in a currency other than its functional currency. The Group's exposure to foreign currency risk at the end of reporting period in Rupees millions, are as follows :

Particulars	Currency	As at March 31, 2018		As at March 31, 2017		As at March 31, 2016 (Proforma)		As at March 31, 2015 (Proforma)		As at March 31, 2014 (Proforma)	
		Amount in foreign currency	Amount in INR	Amount in foreign currency	Amount in INR	Amount in foreign currency	Amount in INR	Amount in foreign currency	Amount in INR	Amount in foreign currency	Amount in INR
Financial assets											
Foreign currency trade receivables	ZAR	49.25	274.14	35.35	176.85	36.81	159.24	35.99	188.33	35.66	201.95
	GBP	0.19	17.17	0.28	22.97	0.59	55.82	0.49	45.53	0.22	21.65
	CHF	0.01	0.41	-	-	0.00 *	0.31	0.01	0.59	-	-
	USD	2.00	130.29	3.76	244.09	3.26	217.79	1.82	114.37	0.68	40.62
	EUR	-	-	0.21	14.57	0.37	27.68	0.03	2.36	-	-
	SGD	-	-	-	-	-	-	-	-	-	-
	AUD	0.38	18.98	0.30	15.11	0.02	1.01	0.25	12.41	-	-
	TZS	-	-	108.82	3.22	-	-	-	-	-	-
Cash and Bank Balances	ZAR	5.42	30.19	5.31	26.58	6.24	27.02	-	-	-	-
	GBP	0.13	11.97	0.71	57.23	0.44	41.42	0.42	39.34	0.89	88.83
	USD	0.13	8.75	0.32	20.64	0.41	27.54	1.11	69.91	0.35	20.94
Foreign currency receivables representing other monetary assets	ZAR	20.09	111.83	33.45	167.35	5.55	24.38	7.04	36.82	4.12	23.36
	GBP	0.05	4.29	0.04	2.95	0.08	7.21	0.01	0.90	0.29	28.45
	USD	0.54	34.67	0.79	51.19	0.77	51.73	0.16	10.01	0.06	3.86
	EUR	-	-	-	-	-	-	0.13	8.69	-	-
	SGD	-	-	-	-	-	-	-	-	-	-
	NGN	-	-	35.63	7.48	-	-	-	-	-	-
	CHF	-	-	0.01	0.65	-	-	-	-	-	-
	AUD	0.05	2.62	-	-	-	-	-	-	-	-
Total Financial assets											
	ZAR	74.76	416.16	74.11	370.78	48.60	210.64	43.03	225.15	39.78	225.31
	GBP	0.37	33.43	1.03	83.15	1.11	104.45	0.92	85.77	1.40	138.93
	CHF	0.01	0.41	0.01	0.65	0.00 *	0.31	0.01	0.59	-	-
	USD	2.68	173.71	4.88	315.91	4.44	297.06	3.09	194.29	1.09	65.42
	EUR	-	-	0.21	14.57	0.37	27.68	0.16	11.05	-	-
	SGD	-	-	-	-	0.00 *	-	-	-	-	-
	AUD	0.43	21.60	0.30	15.11	0.02	1.01	0.25	12.41	-	-
	TZS	-	-	108.82	3.22	-	-	-	-	-	-
	NGN	-	-	35.63	7.48	-	-	-	-	-	-
Financial liabilities											
Foreign currency payables	ZAR	-	-	-	-	-	-	-	-	8.01	45.37
	GBP	0.01	0.50	0.08	6.37	0.16	15.78	0.24	22.46	0.69	68.39
	USD	0.58	38.21	0.57	37.47	-	-	- *	0.23	0.37	22.24
	EUR	-	-	0.00 *	0.23	-	-	-	-	-	-
	SGD	-	-	-	-	-	-	-	-	-	-
	AUD	-	-	-	-	-	-	0.03	1.45	-	-
Net exposure to foreign currency risks											
	ZAR	74.76	416.16	74.11	370.78	48.60	210.64	43.03	225.15	31.77	179.94
	GBP	0.36	32.93	0.95	76.78	0.95	88.67	0.68	63.31	0.71	70.54
	CHF	0.01	0.41	0.01	0.65	0.00 *	0.31	0.01	0.59	-	-
	USD	2.08	135.51	4.30	278.44	4.44	297.06	3.09	194.06	0.72	43.18
	EUR	-	0.00 *	0.21	14.34	0.37	27.68	0.16	11.05	-	-
	SGD	-	-	-	-	0.00 *	-	-	-	-	-
	AUD	0.43	21.60	0.30	15.11	0.02	1.01	0.22	10.96	-	-
	TZS	-	-	108.82	3.22	-	-	-	-	-	-
	NGN	-	-	35.63	7.48	-	-	-	-	-	-

(* Since denominated in millions)
(GBP - Great Britain Pound, ZAR - South African Rand, USD - US Dollar, CHF - Swiss Frank, EUR - Euro, AUD - Australian Dollars, TZS - Tanzania Shillings, NGN - Naira, SGD- Singapore Dollar)

(All amounts are in Rupees millions, unless stated otherwise)

30 Financial Risk management framework, as restated (continued)

The sensitivity of profit or loss to changes in foreign exchange rates are as follows :

Particulars	Currency	As at March 31, 2018		As at March 31, 2017		As at March 31, 2016 (Proforma)		As at March 31, 2015 (Proforma)		As at March 31, 2014 (Proforma)	
		Impact on (profit)/loss *		Impact on (profit)/loss *		Impact on (profit)/loss *		Impact on (profit)/loss *		Impact on (profit)/loss *	
		Increase by 5%	Decrease by 5%	Increase by 5%	Decrease by 5%	Increase by 5%	Decrease by 5%	Increase by 5%	Decrease by 5%	Increase by 5%	Decrease by 5%
Net Financial assets	ZAR	(20.81)	20.81	(18.54)	18.54	(10.53)	10.53	(11.26)	11.26	(9.00)	9.00
	GBP	(1.65)	1.65	(3.84)	3.84	(4.43)	4.43	(3.17)	3.17	(3.53)	3.53
	CHF	(0.02)	0.02	(0.03)	0.03	-	-	-	-	-	-
	USD	(6.78)	6.78	(13.92)	13.92	(14.85)	14.85	(9.70)	9.70	(2.16)	2.16
	EUR	-	-	(0.72)	0.72	(1.38)	1.38	(0.55)	0.55	-	-
	AUD	(1.08)	1.08	(0.76)	0.76	(0.05)	0.05	(0.55)	0.55	-	-
	TZS	-	-	(0.16)	0.16	-	-	-	-	-	-
	NGN	-	-	(0.37)	0.37	-	-	-	-	-	-

* Holding all other variable constants

Details of foreign exchange rates at the end of the year :

Currency	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)	As at March 31, 2015 (Proforma)	As at March 31, 2014 (Proforma)
ZAR	5.57	5.00	4.33	5.23	5.66
GBP	91.47	80.82	93.34	93.10	99.35
CHF	41.00	65.00	68.54	59.00	-
USD	65.11	64.72	66.91	62.80	59.97
EUR	-	68.31	74.81	69.06	-
SGD	-	-	48.89	-	-
AUD	50.05	50.37	50.50	49.82	-
TZS	-	0.03	0.03	-	-
NGN	-	0.21	0.34	-	-

(ii) Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group is exposed to interest rate risk on financial liabilities such as borrowings. The Group is also exposed to interest rate risk on its financial assets that include fixed deposits and liquid investments such as deposits which are part of cash and cash equivalents. Since all these are generally for short durations, the Group believes it has manageable risk for achieving satisfactory returns. The Group has not used any interest rate derivatives.

(All amounts in Rupees million, unless stated otherwise)

31 Capital management

A Capital management

The Group's objectives when managing capital are to
• safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and
• maintain an optimal capital structure to reduce the cost of capital.

For the purpose of the Group's capital management, capital includes issued equity capital, securities premium, debenture redemption reserve, share based payment reserve and all other equity reserves attributable to the equity holders of the Group. The primary objective of the Group's capital management is to maximise the shareholders value.
The Group manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders. The Capital structure of the Group is as follows:

Particulars	**As at March 31, 2018**	**As at March 31, 2017**	**As at March 31, 2016 (Proforma)**	**As at March 31, 2015 (Proforma)**	**As at March 31, 2014 (Proforma)**
Equity share capital	186.44	186.44	186.44	185.80	185.12
Reserves and surplus	1,888.83	1,695.03	1,426.30	1,586.84	1,311.38
Other reserves	(22.19)	(51.67)	(90.66)	(43.60)	(15.35)
Non-controlling interest	78.18	82.84	73.29	(7.19)	(1.68)
Total equity	**2,131.26**	**1,912.64**	**1,595.37**	**1,721.85**	**1,479.47**
Debt	-	402.46	220.35	125.59	-
Total debt	**-**	**402.46**	**220.35**	**125.59**	**-**

(All amounts are in Rupees millions, unless stated otherwise)

32 Interest in other entities, as restated

a) Subsidiaries

The group's subsidiaries are set out below. Unless and otherwise stated, they have share capital consisting solely of equity shares that are held directly by the group and the proportion of owership interests held equals the voting rights held by the group. The country of incorporation is also their principal place of business.

Name of the entity	Place of incorporation	Ownership held by the group					Ownership held by the non-controlling interest					Principal activities
		March 31, 2018	March 31, 2017	March 31, 2016 (Proforma)	March 31, 2015 (Proforma)	March 31, 2014 (Proforma)	March 31, 2018	March 31, 2017	March 31, 2016 (Proforma)	March 31, 2015 (Proforma)	March 31, 2014 (Proforma)	
Seventh August IT Services Private Limited	India	100.00%	100.00%	100.00%	100.00%	100.00%	-	-	-			Provide solutions in IT and consultation in IT
Nihilent Tanzania Limited	Tanzania	95.00%	95.00%	95.00%	95.00%	95.00%	5.00%	5.00%	5.00%	5.00%	5.00%	Consulting in IT and change management
Nihilent Nigeria Limited	Nigeria	51.00%	51.00%	51.00%	51.00%	51.00%	49.00%	49.00%	49.00%	49.00%	49.00%	Provide solutions in IT and consultation in IT
Intellect Bizware Services Private Limited	India	61.00%	51.00%	51.00%	-	-	39.00%	49.00%	49.00%	-	-	Development, implementation, maintenance and trading of computer software
Nihilent Technologies Inc.	U.S.A.	100.00%	100.00%	100.00%	100.00%	100.00%	-	-	-	-		Provide solutions in IT and consultation in IT
Nihilent Analytics Limited (formerly knows as ICRA Techno Analytics Limited)	India	100.00%	100.00%	-	-	-	-	-	-	-		Software development and consultancy, engineering services, web development and hosting
Nihilent Australia Pty Limited	Australia	100.00%	100.00%	100.00%	100.00%	-	-	-	-	-		Provide solutions in IT and consultation in IT
Enterprises where key management personnel have significant influence												
Nihilent Employee Welfare Trust *	India	NA	NA	NA	NA	NA	-	-	-	-		Allot / transfer equity shares to the eligible employees (beneficiaries) and acquire / hold and use trust funds for the welfare of beneficiaries
Step down subsidiaries												
Nihilent Analytics Inc. (Formerly known as Nihilent Global Capital Inc.)#	U.S.A.	100.00%	-	-	-	-	-	-	-	-	-	Software development and consultancy, engineering services, web development and hosting
Nihilent Sapphire Inc.	U.S.A.	-	100.00%	-	-	-	-	-	-	-	-	
BPA Technologies Inc.	U.S.A.	-	100.00%	-	-	-	-	-	-	-	-	
BPA Technologies Private Limited	India	-	100.00%	-	-	-	-	-	-	-	-	
GNET Group LLC @	U.S.A.		-	100.00%	100.00%	-	-	-	-	-	-	Provide solutions in IT and consultation in IT
GNET Group (India) Private Limited ##	India		-	100.00%	100.00%	-	-	-	-	-	-	

* The Group has an Employee welfare trust for the welfare of the eligible employees. Pursuant to the arrangement between the trust and the Group, the Group has determined that it has power to direct the relevant activities of the trust while being exposed to variable returns from its involvement with this entity. As a result, this entity has been consolidated in these financial information.

#Nihilent Analytics Inc. (Nihilent Global Capital Inc, Nihilent Sapphire Inc. and BPA Technologies Inc. merged we.f. from February 1, 2018)

@ GNET Group LLC merged in Nihilent Technologies Inc. w.e.f. from January, 1 2017

GNET Group (India) Private Limited (Subsidiary of GNET Group LLC) - Struck-off from register of Companies and dissolved w.e.f. 11 November 2016

b) Non-controlling interests (NCI)

Set out below is the financial statements for the subsidiary that has non-controlling interests that are material to the group. The amounts disclosed are before inter-company eliminations.

Summarised Balance Sheet	**Intellect Bizware Services Private Limited**		
	As at March 31, 2018	**As at March 31, 2017**	**As at March 31, 2016**
Current assets	243.77	167.81	120.66
Current liabilities	32.44	18.01	25.21
Net Current assets / (liabilities)	**211.33**	**149.80**	**95.45**
Non-current assets	46.20	59.18	78.26
Non-current liabilities	11.50	18.52	22.88
Net Non - current assets / (liabilities)	**34.70**	**40.66**	**55.38**
Net assets	**246.03**	**190.46**	**150.83**
Accumulated NCI	**95.95**	**93.33**	**73.91**

(All amounts are in Rupees millions, unless stated otherwise)

32 Interest in other entities, as restated

b) Non-controlling interests (NCI) (continued)

Summarised Statement of Profit & Loss	**Intellect Bizware Services Private Limited**		
	For the year ended March 31, 2018	**For the year ended March 31, 2017**	**From the period September 01, 2015 to March 31 2016**
Revenue	362.96	328.06	145.37
Profit for the year / period	55.80	39.21	38.37
Other comprehensive income	0.25	(0.04)	(0.08)
Total comprehensive income	**56.05**	**39.17**	**38.29**
Profit allocated to NCI	**25.75**	**19.19**	**18.76**

Summarised Cash flows	**Intellect Bizware Services Private Limited**	
	For the year ended March 31, 2018	**For the year ended March 31, 2017**
Cash flows generated from operating activities	52.61	29.37
Cash flows used in investing activities	(57.67)	(2.09)
Cash flows from financing activities	-	-
Net increase / (decrease) in cash and cash equivalents	**(5.06)**	**27.28**

c) Note on Transactions with Non-controlling interest

The Group had acquired 51% stake in Intellect Bizware Services Private Limited on September 1, 2015. The Group has entered into a contract, to acquire the balance 49% of the shareholding of Intellect Bizware services over a period of 5 years. The amount that may become payable under the option on purchase of the additional stake of Intellect, is initially recognized at the present value of the redemption amount (under other financial liabilities) with a corresponding charge directly to equity. The liability is subsequently accreted through finance charges upto the redemption amount that is payable at the date at which the option first becomes exercisable.

On November 13, 2017; the Group acquired an additional 10% stake for Rs. 45.72 million. Immediately prior to the purchase, the carrying amount of the existing 49 % non- controlling interest was Rs. 110.46 million. The carrying amount of the 10% non-controlling interest acquired in Intellect Bizware Services Private Limited was Rs. 20.43 million. On the aforesaid additional acquisition, the group recognised decrease in NCI of INR 20.43 million and a decrease in equity attributable to owners of the parent of INR 25.29 million. The effect on the equity attributable to the owners of Nihilent Limited during the year is summarised as follows:

Particulars	**For the year ended March 31, 2018**	**For the year ended March 31, 2017**
Carrying amount of non controlling interest acquired	20.43	**-**
Consideration paid to non controlling interest	45.72	**-**
Excess of consideration paid recognised in retained earnings within equity	**(25.29)**	**-**

There was no transaction with non-controlling interests in 2017.

(All amounts are in Rupees millions, unless stated otherwise)

33 Additional information required by Schedule III, as restated

Particulars	Net Assets i.e. total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated other comprehensive income	Amount	As % of consolidated total comprehensive income	Amount
Parent								
Nihilent Limited (Formerly known as Nihilent Technologies Limited)								
March 31, 2018	113.68%	2,422.88	95.17%	450.91	65.08%	19.62	93.37%	470.53
March 31, 2017	116.53%	2,228.72	101.88%	280.72	159.07%	64.06	109.17%	344.78
March 31, 2016 (Proforma)	118.72%	1,894.01	93.96%	259.73	120.56%	(54.88)	88.72%	204.86
March 31, 2015 (Proforma)	105.89%	1,823.32	109.44%	444.94	29.16%	(9.86)	116.73%	435.07
March 31, 2014 (Proforma)	103.28%	1,527.92	105.26%	460.42	150.63%	(4.41)	104.95%	456.01
Foreign subsidiaries								
Nihilent Australia Pty Limited								
March 31, 2018	1.38%	29.38	0.94%	4.45	1.14%	0.35	0.95%	4.80
March 31, 2017	1.29%	24.58	4.30%	11.85	-1.01%	(0.41)	3.62%	11.45
March 31, 2016 (Proforma)	0.82%	13.12	0.01%	0.02	-3.01%	1.37	0.60%	1.39
March 31, 2015 (Proforma)	0.68%	11.71	-0.13%	(0.53)	5.23%	(1.77)	-0.62%	(2.30)
March 31, 2014 (Proforma)	0.00%	-	0.00%	-	0.00%	-	0.00%	-
Nihilent Tanzania Limited								
March 31, 2018	-0.16%	(3.32)	-0.12%	(0.57)	0.20%	0.06	-0.10%	(0.51)
March 31, 2017	-0.15%	(2.82)	-1.39%	(3.83)	0.27%	0.11	-1.18%	(3.72)
March 31, 2016 (Proforma)	0.06%	0.91	0.21%	0.59	0.22%	(0.10)	0.21%	0.49
March 31, 2015 (Proforma)	0.03%	0.46	0.07%	0.28	0.71%	(0.24)	0.01%	0.04
March 31, 2014 (Proforma)	0.03%	0.44	0.02%	0.07	-1.02%	0.03	0.02%	0.10
Nihilent Nigeria Limited								
March 31, 2018	-1.69%	(35.95)	-3.84%	(18.18)	9.59%	2.89	-3.03%	(15.29)
March 31, 2017	-1.08%	(20.65)	-4.82%	(13.29)	-14.95%	(6.02)	-6.11%	(19.31)
March 31, 2016 (Proforma)	-0.08%	(1.35)	-1.31%	(3.62)	-1.36%	0.62	-1.30%	(3.00)
March 31, 2015 (Proforma)	-0.25%	(4.32)	-1.65%	(6.69)	13.48%	(4.56)	-3.02%	(11.25)
March 31, 2014 (Proforma)	0.07%	0.98	-1.55%	(6.76)	8.53%	(0.25)	-1.61%	(7.01)
Nihilent Technologies Inc.								
March 31, 2018	7.28%	155.19	8.02%	38.02	40.20%	12.12	9.95%	50.14
March 31, 2017	5.49%	105.04	-11.88%	(32.73)	5.84%	2.35	-9.62%	(30.38)
March 31, 2016 (Proforma)	8.04%	128.25	1.11%	3.06	9.62%	(4.38)	-0.57%	(1.32)
March 31, 2015 (Proforma)	7.87%	135.47	-9.04%	(36.77)	49.06%	(16.60)	-14.32%	(53.37)
March 31, 2014 (Proforma)	0.96%	14.20	-3.94%	(17.25)	-54.39%	1.59	-3.60%	(15.66)
Indian subsidiaries								
Seventh August IT Services Private Limited								
March 31, 2018	-0.60%	(12.87)	-3.64%	(17.25)	0.00%	-	-3.42%	(17.25)
March 31, 2017	0.23%	4.39	0.13%	0.35	0.00%	-	0.11%	0.35
March 31, 2016 (Proforma)	0.25%	4.04	0.62%	1.71	0.00%	-	0.74%	1.71
March 31, 2015 (Proforma)	0.14%	2.34	0.30%	1.21	0.00%	-	0.32%	1.21
March 31, 2014 (Proforma)	0.08%	1.13	0.01%	0.05	0.00%	-	0.01%	0.05
Intellect Bizware Services Private Limited								
March 31, 2018	10.73%	228.58	14.38%	68.11	0.82%	0.25	13.56%	68.36
March 31, 2017	8.38%	160.22	18.69%	51.50	-0.01%	(0.00)	16.31%	51.50
March 31, 2016 (Proforma)	6.82%	108.73	13.81%	38.17	-0.17%	0.08	16.56%	38.24
March 31, 2015 (Proforma)	0.00%	-	0.00%	-	0.00%	-	0.00%	-
March 31, 2014 (Proforma)	0.00%	-	0.00%	-	0.00%	-	0.00%	-
Nihilent Analytics Limited								
March 31, 2018	30.98%	660.28	2.13%	10.10	-9.82%	(2.96)	1.42%	7.14
March 31, 2017	37.97%	726.21	6.38%	17.58	-39.90%	(16.07)	0.48%	1.51
March 31, 2016 (Proforma)	0.00%	-	0.00%	-	0.00%	-	0.00%	-
March 31, 2015 (Proforma)	0.00%	-	0.00%	-	0.00%	-	0.00%	-
March 31, 2014 (Proforma)	0.00%	-	0.00%	-	0.00%	-	0.00%	-

(All amounts are in Rupees millions, unless stated otherwise)

33 Additional information required by Schedule III, as restated

Particulars	Net Assets i.e. total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated other comprehensive income	Amount	As % of consolidated total comprehensive income	Amount
Enterprises where key management personnel have significant influence								
Nihilent Employee Welfare Trust								
March 31, 2018	2.05%	43.76	0.73%	3.46	0.00%	-	0.69%	3.46
March 31, 2017	2.11%	40.29	0.32%	0.88	0.00%	-	0.28%	0.88
March 31, 2016 (Proforma)	2.47%	39.40	2.88%	7.97	0.00%	-	3.45%	7.97
March 31, 2015 (Proforma)	1.74%	30.04	2.13%	8.66	0.00%	-	2.32%	8.66
March 31, 2014 (Proforma)	1.45%	21.38	2.04%	8.93	0.00%	-	2.06%	8.93
Non-controlling interest in all subsidiaries								
March 31, 2018	3.67%	78.18	3.03%	14.38	4.61%	1.39	3.13%	15.77
March 31, 2017	4.33%	82.84	4.53%	12.49	-7.30%	(2.94)	3.02%	9.55
March 31, 2016 (Proforma)	4.59%	73.29	5.78%	15.98	-0.66%	0.30	7.05%	16.28
March 31, 2015 (Proforma)	-0.42%	(7.19)	-0.80%	(3.26)	6.65%	(2.25)	-1.48%	(5.51)
March 31, 2014 (Proforma)	-0.11%	(1.68)	-1.22%	(5.35)	4.10%	(0.12)	-1.26%	(5.47)
Subtotal								
March 31, 2018		**1,143.23**		**102.53**		**14.09**		**116.62**
March 31, 2017		**1,120.09**		**44.79**		**(22.98)**		**21.82**
March 31, 2016 (Proforma)		**366.39**		**63.88**		**(2.11)**		**61.77**
March 31, 2015 (Proforma)		**168.52**		**(37.10)**		**(25.42)**		**(62.52)**
March 31, 2014 (Proforma)		**36.44**		**(20.32)**		**1.25**		**(19.06)**
Inter company elimination + Consolidation adjustments								
March 31, 2018	-67.32%	(1,434.85)	-16.81%	(79.64)	-11.81%	(3.56)	-16.51%	(83.20)
March 31, 2017	-75.10%	(1,436.34)	-18.13%	(49.97)	-2.01%	(0.81)	-16.08%	(50.78)
March 31, 2016 (Proforma)	-41.68%	(665.03)	-17.07%	(47.19)	-25.20%	11.47	-15.47%	(35.72)
March 31, 2015 (Proforma)	-15.68%	(269.98)	-0.32%	(1.29)	-4.29%	1.45	0.04%	0.16
March 31, 2014 (Proforma)	-5.74%	(84.90)	-0.61%	(2.69)	-7.85%	0.23	-0.57%	(2.46)
Grand total								
March 31, 2018	**100%**	**2,131.26**	**100%**	**473.81**	**100.00%**	**30.15**	**100%**	**503.96**
March 31, 2017	**100%**	**1,912.64**	**100%**	**275.55**	**100.00%**	**40.27**	**100%**	**315.82**
March 31, 2016 (Proforma)	**100%**	**1,595.37**	**100%**	**276.42**	**100.00%**	**(45.52)**	**100%**	**230.90**
March 31, 2015 (Proforma)	**100%**	**1,721.85**	**100%**	**406.55**	**100.00%**	**(33.83)**	**100%**	**372.72**
March 31, 2014 (Proforma)	**100%**	**1,479.47**	**100%**	**437.42**	**100.00%**	**(2.93)**	**100%**	**434.49**

(All amounts are in Rupees millions, unless stated otherwise)

34 Related party disclosures, as restated

A) Name of the related parties and nature of relationship

Ultimate Holding Company:	Nippon Telegraph and Telephone Corporation Tokyo, Japan (w.e.f. October 16, 2017)
Holding Company:	Hatch Investments (Mauritius) Limited
Principal Shareholders of the holding Company	Dimension Data Protocol B V Paracon Holdings Limited (until October 16, 2017)
Entities under common control	Paracon SA Pty Limited (until October 16, 2017) Dimension Data Network Services Limited (w.e.f. October 16, 2017) Dimension Data India Private Limited (w.e.f. October 16, 2017) Dimension Data North America Inc. (w.e.f. October 16, 2017)
(b) Enterprises where key management personnel either have significant influence / control or are members of key management personnel of that entity :	Vastu IT Private Limited Lila Poonawalla Foundation (w.e.f. October 13, 2015) Nihilent Technologies Limited - Managers Superannuation Scheme (Scheme discontinued w.e.f. April 1, 2016) Nihilent Technologies Private Limited - Employees' Group Gratuity Cum Life Assurance Scheme

c) Name of the key management personnel and their relatives :

Whole time directors	Mr. L C Singh Mr. Minoo Dastur
Non-executive directors	Mr. Ashok Kini (w.e.f September 10, 2015) Dr. Santosh Pande (w.e.f August 25, 2015) Dr. Satish Tripathi (w.e.f September 10, 2015) Mr. Jeremy Ord (w.e.f October 18, 2006) Ms. Lila Poonawalla (w.e.f. October 13, 2015) Mr. Scot Gibson (w.e.f. November 20, 2017)
Chief Financial Officer	Mr. Shubhabrata Banerjee (w.e.f September 10, 2015)
Company Secretary	Mr. Rahul Bhandari
Relatives of directors with whom there have been transactions during the year :	Ms. Nimisha Singh Mrs. Banoo Dastur Ms. Swati Singh

B) Transactions and closing balances with related parties (in respect of related parties in A above)

Sr. No.	Transactions with related parties	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016 (Proforma)	For the year ended March 31, 2015 (Proforma)	For the year ended March 31, 2014 (Proforma)
1	**Hatch Investments (Mauritius) Limited**					
	Reimbursement of professional charges	2.27	2.36	-	2.40	2.21
	Dividend paid	41.43	-	82.85	82.85	82.85
	Interim Dividend for FY 17-18	124.27	-	-	-	-
2	**Vastu IT Private Limited**					
	Dividend paid	3.51	-	7.03	7.03	7.03
	Interim Dividend for FY 17-18	10.54	-	-	-	-
3	**Dimension Data India Private Limited**					
	Assets purchased	-	-	-	-	-
	Software licensing cost	41.38	-	-	-	-
	Annual maintenance charges	0.11	-	-	-	-
4	**Dimension Data Network Services Limited**					
	Software and consultancy services rendered	1.71	-	-	-	-
	Rent	0.52	-	-	-	-
5	**Paracon SA Pty Ltd**					
	Software and consultancy services rendered	4.48	-	-	-	-
	Sales commission	0.56	-	-	-	-
	Rent	0.62	-	-	-	-
6	**Lila Poonawalla Foundation**					
	Corporate Social Responsibility donation	3.52	1.76	-	-	-
7	**Dimension Data North America Inc.**					
	Software and consultancy services rendered	4.98	-	-	-	-

(All amounts are in Rupees millions, unless stated otherwise)

Sr. No.	Balances payable to and receivable from related parties	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)	As at March 31, 2015 (Proforma)	As at March 31, 2014 (Proforma)
1	**Paracon SA Pty Ltd**					
	Trade payables	0.99	-	-	-	-
	Trade receivables	11.70	-	-	-	-
	Unbilled revenue	2.60	-	-	-	-
2	**Hatch Investments (Mauritius) Limited**					
	Interim dividend payable for FY 17-18	124.27	-	-	-	-
3	**Vastu IT Private Limited**					
	Interim dividend payable for FY 17-18	10.54	-	-	-	-
4	**Dimension Data Network Services Limited**					
	Trade receivables	1.60	-	-	-	-
	Unbilled revenue	0.40	-	-	-	-
5	**Dimension Data India Private Limited**					
	Trade payables	0.11	-	-	-	-
6	**Dimension Data North America Inc.**					
	Trade receivables	7.61	-	-	-	-

Transaction with Key management personnel

A) Key Management Personnel Compensation

	Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016 (Proforma)	For the year ended March 31, 2015 (Proforma)	For the year ended March 31, 2014 (Proforma)
i	Remuneration	57.99	36.24	29.54	34.12	27.50
ii	Share based payments	-	-	0.70	1.07	1.42
iii	Long-term employee benefits	6.06	5.56	4.84	4.00	3.26
iv	Post employment benefits	5.32	3.95	3.36	3.23	2.41

@ This excludes provision for gratuity and provision for compensated absences since these are based on actuarial valuation done on an overall Group level.

B) Compensation and other payments to directors, key management personnel and their relatives (other than A above):

		For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016 (Proforma)	For the year ended March 31, 2015 (Proforma)	For the year ended March 31, 2014 (Proforma)
1	**Dividend paid**					
	Mr. L C Singh	6.06	-	12.12	12.12	12.12
	Mr. Minoo Dastur	0.69	-	1.38	1.34	1.33
	Mr. Shubhabrata Banerjee	0.23	-	0.45	0.40	0.40
	Mr. Rahul Bhandari	0.02	-	0.03	0.02	0.02
	Dr. Santosh Pande	0.60	-	1.20	1.20	1.20
2	**Director sitting fees**					
	Mr. Ashok Kini	0.74	1.10	0.20	-	-
	Dr. Santosh Pande	0.60	0.90	0.20	-	-
	Dr. Satish Tripathi	0.45	0.60	0.20	-	-
	Ms. Lila Poonawalla	0.45	0.50	0.20	-	-
	Mr. Minoo Dastur	-	0.01	-	-	-
	Mr. Christopher Chapman	0.10	-	-	-	-
3	**Others**					
a	Guest House rent - Mr. L C Singh	0.24	0.24	0.22	0.20	0.18
b	Salary paid to relative of a director					
	- Ms. Swati Singh	-	-	-	-	4.00
c	Rent paid to relative of a director					
	- Ms. Nimisha Singh	0.96	0.84	0.67	0.81	0.79
	- Ms. Banoo Dastur	0.72	-	-	-	-
4	**Interim dividend payable for FY 17-18**			-	-	-
	Mr. L C Singh	18.18	-	-	-	-
	Mr. Minoo Dastur	2.07	-	-	-	-
	Mr. Shubhabrata Banerjee	0.70	-	-	-	-
	Mr. Rahul Bhandari	0.05	-	-	-	-
	Dr. Santosh Pande	1.80	-	-	-	-
5	**Commission paid ***			-	-	-
	Mr. Ashok Kini	1.72	-	-	-	-
	Dr. Santosh Pande	1.25	-	-	-	-
	Dr. Satish Tripathi	1.15	-	-	-	-
	Ms. Lila Poonawalla	0.86	-	-	-	-

* Commission paid represents amount paid in FY 2017-18 with respect to accruals made for FY 2016-17

C) Balances outstanding from transactions with relative of directors

		As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)	As at March 31, 2015 (Proforma)	As at March 31, 2014 (Proforma)
	Security deposit receivable from relative of a director					
	- Ms. Nimisha Singh	0.06	0.06	0.05	0.07	0.07
	- Ms. Banoo Dastur	0.60	-	-	-	-

D) Post employment benefit trusts

		As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)	As at March 31, 2015 (Proforma)	As at March 31, 2014 (Proforma)
	Nihilent Technologies Private Limited Employees' Group Gratuity Cum Life Assurance Scheme					
	- Contribution	41.66	0.87	8.52	19.28	-
	Nihilent Technologies Private Limited Managers Superannuation Scheme					
	- Contribution	-	-	3.90	5.97	4.83

(All amounts are in Rupees millions, unless stated otherwise)

35 Earnings per share, as restated

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016 (Proforma)	For the year ended March 31, 2015 (Proforma)	For the year ended March 31, 2014 (Proforma)
(A) Profit attributable to equity shareholders (Rs.) - (A)	459.43	263.06	260.44	409.81	442.77
(B) Weighted average number of equity shares outstanding during the year - (B)					
- Basic	18,644,380	18,644,380	18,622,854	18,528,763	18,432,156
- Diluted	18,644,380	18,644,380	18,644,380	18,595,203	18,559,773
(C) Basic/Diluted Earnings per share (A/B)					
- Basic	24.64	14.11	13.98	22.12	24.02
- Diluted	24.64	14.11	13.97	22.04	23.86

Reconciliation of basic and diluted shares used in computing earnings per share:

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016 (Proforma)	For the year ended March 31, 2015 (Proforma)	For the year ended March 31, 2014 (Proforma)
Number of shares outstanding at the year end (refer Annexure V, note 12)	19,965,800	19,965,800	19,965,800	19,965,800	19,965,800
Less: Number of shares held by the employee welfare trust (refer Annexure V, note 12)	1,321,420	1,321,420	1,321,420	1,386,260	1,454,260
Less: Options exercised during the year	-	-	64,840	68,000	134,440
Add: Options exercised during the year (weighted)	-	-	43,314	17,223	55,056
Number of shares considered as weighted average shares	18,644,380	18,644,380	18,622,854	18,528,763	18,432,156
Add: Effect of dilutive stock options	-	-	21,526	66,440	127,617
Number of shares considered as weighted average shares and potential shares	18,644,380	18,644,380	18,644,380	18,595,203	18,559,773

36 Contingent liabilities, as restated

A Contingent liabilities, as restated

	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)	As at March 31, 2015 (Proforma)	As at March 31, 2014 (Proforma)
Guarantees issued	-	87.19	147.17	135.00	-
Total	**-**	**87.19**	**147.17**	**135.00**	**-**

The Standby Documentary Credits ('SBDC' or 'the Facility') was availed by the Group from The Hongkong and Shanghai Banking Corporation Limited ('HSBC') for an amount of USD 2,000,000 or its INR equivalent for a tenor of 3 years. The purpose of this facility was to issue SBDC in favour of HSBC offices, for loan granted to Nihilent Technologies Inc (subsidiary). The facility was secured with 110% Deposits under Lien (DUL) of the total facility amount of USD 2,000,000 or its INR equivalent.

B Commitments, as restated

1 Capital commitments, as restated

	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)	As at March 31, 2015 (Proforma)	As at March 31, 2014 (Proforma)
Estimate amount of contracts remaining to be executed on capital account and not provided for	0.91	38.24	46.60	21.21	35.65

2 Non cancellable operating leases, as restated

The Group has taken office premises and staff accommodation under non-cancellable operating lease agreements that are renewable on a periodic basis at the option of the Group on the expiry of the primary lease period i.e. 3 years. Future minimum lease payments in respect of such non-cancellable operating leases as at each reporting date are summarized below:

	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016 (Proforma)	For the year ended March 31, 2015 (Proforma)	For the year ended March 31, 2014 (Proforma)
Commitments for minimum lease payments in relation to non-cancellable Operating leases are payable as follows :					
Within one year	20.55	45.85	60.83	8.55	11.83
Later than one year but not later than five years	2.91	65.13	80.47	1.75	9.80
Later than five years	-	7.36	-	-	-

Lease payment recognized in the Consolidated Statement of Profit and Loss for the year is Rs. 106.37 Million, (March 31, 2017: Rs. 153.13 Million), (March 31, 2016: Rs. 104.77 Million) (March 31, 2015: Rs. 83.20 Million) and (March 31, 2014: Rs. 66.16 Million)

(All am (All amounts are in Rupees millions, unless stated otherwise)

37 Segment reporting, as restated

(a) Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The board of directors have been identified as the chief operating decision maker. The Group has organised its operating segments based on service groupings. These operating segments have been aggregated into one reportable business segment: 'Software related services'.

(b) **Geographical Segments**
The Group entities are domiciled in their respective country of incorporation. The revenue from external customers broken down by location of customers is shown in the table below:

Revenue from customers	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016 (Proforma)	For the year ended March 31, 2015 (Proforma)	For the year ended March 31, 2014 (Proforma)
Republic of South Africa	2,462.00	2,096.10	1,888.71	2,435.70	2,082.14
United states of America	821.00	661.15	477.13	235.12	27.26
India	418.00	375.81	137.95	6.18	26.61
United Kingdom	222.00	255.67	211.17	184.74	179.88
Australia	165.00	126.19	77.39	32.22	-
Rest of the world	153.89	180.87	322.00	29.32	131.90
Total	**4,241.89**	**3,695.79**	**3,114.35**	**2,923.28**	**2,447.79**

(c) The total of non-current assets (other than certain financial instruments, deferred tax assets and income tax assets) are located in the Group entity's country of domicile.

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)	As at March 31, 2015 (Proforma)	As at March 31, 2014 (Proforma)
Republic of South Africa	4.68	4.11	0.24	0.33	0.10
United states of America	508.46	521.44	204.26	210.55	-
India	353.77	389.30	361.22	140.13	100.26
United Kingdom	0.09	0.04	0.07	0.11	0.01
Australia	-	0.41	1.08	0.84	0.69
Rest of the world	0.06	0.07	-	-	-
Total	**867.06**	**915.37**	**566.87**	**351.96**	**101.06**

38 Business Combinations

(a) Summary of acquisitions

On September 30, 2014, Nihilent Limited acquired 100% issued share capital of GNET Group LLC ("GNET") through its subsidiary Nihilent Technologies Inc. ("NTI"); a company engaged in providing solutions and consultation in information technology.

Subsequently, on September 1, 2015, company made an another acquisition to the extent of 51% of the issued share capital of Intellect Bizware Services Private Limited; a company engaged in development, implementation, maintenance and trading of computer software's and incidental business.

Further, on October 8, 2016, Nihilent Limited acquired Nihilent Analytics Limited (previously known as ICRA Techno Analytics Limited) (100% of the issued share capital); a company engaged in software development, consultancy, engineering services, web development and hosting and subsequently diversified itself into the domain of business analytics and business process outsourcing.

(All amounts are in Rupees millions, unless stated otherwise)

38 Business Combination (continued)

(a) Summary of acquisition

Details of the purchase consideration:

Purchase consideration	**Nihilent Analytics Limited**	**Intellect Bizware Services Private Limited**	**GNET Group LLC**
Cash paid	320.00	203.36	279.08
Fair value of debentures issued	367.50	-	-
Total	**687.50**	**203.36**	**279.08**

The assets and liabilities recognised as a result of the acquisition are as follows:

Particulars	**Nihilent Analytics Limited**	**Intellect Bizware Services Private Limited**	**GNET Group LLC**
	Fair value	**Fair value**	**Fair value**
Property, plant and equipment	7.05	8.37	11.97
Intangible assets (includes Customer relationships)	81.87	79.85	35.96
Capital work-in-progress	15.82	-	-
Non current investment	-	-	3.23
Other non current assets	22.68	0.37	0.64
Trade receivables	164.17	45.91	42.59
Cash and cash equivalents	251.54	27.64	77.12
Other current assets	32.09	7.16	4.07
Employee benefit obligations	(29.24)	-	-
Income tax liabilities	(3.35)	(6.40)	(0.39)
Trade payables	(51.66)	(8.88)	(3.74)
Other current liabilities	(70.44)	(9.11)	(26.46)
Deferred tax liability (net)	(16.17)	(26.08)	(14.15)
Net identifiable assets acquired	**404.36**	**118.83**	**130.84**

Calculation of goodwill	**Nihilent Analytics Limited**	**Intellect Bizware Services Private Limited**	**GNET Group LLC**
Consideration transferred	687.50	203.36	279.08
Non controlling interest in the acquired entity	-	58.23	-
Less: Net identifiable assets acquired	(404.36)	(118.83)	(130.84)
Goodwill	**283.14**	**142.76**	**148.24**

Purchase consideration - cash outflow	**Nihilent Analytics Limited**	**Intellect Bizware Services Private Limited**	**GNET Group LLC**
Outflow of cash to acquire subsidiaries, net of cash acquired			
Cash consideration	320.00	203.36	279.08
Less: Balances acquired			
Cash and cash equivalents	251.54	27.64	77.12
Net outflow of cash- investing activities	**68.46**	**175.72**	**201.96**

(b) Revenue and profit contribution
The acquired business contributed revenues and profit/(loss) to the group for the period are as follows:

Particulars	**Nihilent Analytics Limited**	**Intellect Bizware Services Private Limited**	**GNET Group LLC**
Year of acquisition	2016-17	2015-16	2014-15
Period in which business was acquired in above stated year:	October 8, 2016 to March 31, 2017	September 1, 2015 to March 31, 2016	September 28, 2014 to March 31, 2015
Revenue for the period in the year of acquisition	339.17	145.37	195.42
Profit / (Loss) during the period in the year of acquisition	17.21	39.18	(30.43)
Proforma revenue if acquisition had occurred on first day of the financial year	749.37	224.25	390.46
Proforma profit if acquisition had occurred on first day of the financial year	27.35	53.48	(3.23)

(c) Hence, the respective acquisition period figures are not comparable with that of subsequent years. These results have been calculated using the subsidiary's results and adjusting them for differences in the accounting policies between the group and the subsidiary.

(All amounts in Rupees million, unless stated otherwise)

39 Disclosure on specified bank notes (SBNs)

The details of Specified Bank Notes (SBN) held and transacted during the period from November, 8, 2016 to December, 30, 2016, as per the notification G.S.R. 308 (E) dated March 31, 2017 is given below:

Amount in INR

Particulars	SBNs*	Other denomination currency	Total
Closing cash in hand as on November, 8, 2016	33,000	60,333	93,333
Add: Permitted receipts	-	609,560	609,560
Add: Withdrawal from Banks	-	-	-
Less : Permitted payments	-	598,104	598,104
Add: Impermissible receipts #	70,000	-	70,000
Less: Amount deposited in banks	103,000	-	103,000
Closing cash in hand as on December ,30, 2016	**-**	**71,789**	**71,789**

* For the purposes of this clause, the term 'Specified Bank Notes' shall have the same meaning provided in the notification of the Government of India, in the Ministry of Finance, Department of Economic Affairs number S.O. 3407(E), dated the 8th November, 2016.

These transactions pertain to settlements of employee advances during the course of business.

40 Details of expenditure incurred towards Corporate Social Responsibility :

As per provisions of section 135 of the Companies Act, 2013, the group was required to spend Rs. 11.53 million (March 31, 2017: Rs. 12.83 million), (March 31, 2016 : Rs. 13.07 million) and (March 31, 2015 : Rs. 8.68 million) being 2% of average net profits of the last three financial years, in pursuance to its Corporate Social Responsibility policy on the activities specified in Schedule VII of the Act. The Group has spent Rs. 7.08 million (March 31, 2017: Rs. 8.49 million), (March 31, 2016 : Rs. Nil) and (March 31, 2015 : Rs. Nil) towards Corporate Social Responsibility activities. The break-up of expenditure incurred on Corporate Social Responsibility activities is as follows:

Particulars of Corporate Social Responsibility activities	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)	As at March 31, 2015 (Proforma)	As at March 31, 2014* (Proforma)
Gross amount required to be spent during the year	**11.53**	**12.83**	**13.07**	**8.68**	**-**
Amount spent during the year in cash on:					
(i) construction / acquisition of any asset	-	-	-	-	-
(ii) on purposes other than (i) above	7.08	8.49	-	-	-
Total amount unspent, if any	4.45	4.34	13.07	8.68	-
Total	**11.53**	**12.83**	**13.07**	**8.68**	-

* Provisions of section 135 of the Companies Act, 2013 with respect to Corporate Social Responsibility policy are applicable from financial year 2014-15 onwards.

41 Expenditure in relation to an Initial Public Offering (IPO):

During the year ended March 31, 2016, the Company had filed a Draft Red Herring Prospectus (DRHP) with SEBI in connection with the proposed issue of Equity Shares of the company by way of a fresh issue and / or an offer for sale by the existing shareholders. Accordingly, expenses incurred by the Group aggregating to Rs. 22.39 million in connection with filing of DRHP and other related expenses were disclosed under Other current assets in the year ended March 31, 2016.

Pursuant to the expiry of the eligible period for opening the proposed Initial Public Offer and Offer for sale of equity shares as at March 31, 2017, the expenses incurred have been charged off to the Statement of Profit and Loss for the year ended March 31, 2017 under 'Other Expenses'. Accordingly, legal and professional expenses for the year ended March 31, 2017 include Rs. 16.20 million and payment to auditors includes Rs. 6.19 million, respectively charged to restated statement of profit and loss in that year.

Further, the Company now again intends to proceed with an Initial Public Offering (IPO) and accordingly, proposes to file a Draft Red Herring Prospectus (DRHP) with SEBI in connection with the proposed issue of Equity Shares by way of a fresh issue and / or an offer for sale by the existing shareholders. Accordingly, expenses incurred by the Group amounting to Rs. 11.75 million in connection with filing of DRHP and other related expenses have been shown under other current assets as at March 31, 2018.

42 Income Tax Computation and Disclosure Standards ("ICDS")

On account of applicability of ICDS provisions with respect to taxability of foreign currency translation gain / loss arising from conversion of foreign operations, while computing tax liability of the Company, the Company has claimed total loss accumulated as on March 31, 2017 amounting to Rs. 43.87 million while arriving at the tax liability for the year and the corresponding tax credit of Rs. 15.18 million is shown under Other Comprehensive Income along with net gain of Rs. 48.38 million for the year ended 2016-17.

43 The Shareholders at their meeting held on January 15, 2018, accorded their approval for conversion of the Company name from "Nihilent Technologies Liimited" to "Nihilent Limited". Necessary documents have been filed with the Ministry of Corporate Affairs and the same is approved by the Registrar of Companies (ROC).

Nihilent Limited (Formerly known as Nihilent Technologies Limited)
Annexure VI
(All amounts in Rupees million, unless stated otherwise)

A) Statement of Adjustments to Audited Consolidated Financial Statements

Summarized below are the restatement adjustments made to the Ind AS financial statements for the years ended March 31, 2018, March 31, 2017, March 31, 2016, March 31, 2015 and March 31, 2014 and their impact on the Restated Consolidated Statement of Profit and Loss:

S.No.	Particulars	Note	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016 (Proforma)	For the year ended March 31, 2015 (Proforma)	For the year ended March 31, 2014 (Proforma)
	Net profit as per Ind AS		**460.71**	**276.08**	**296.76**	**476.75**	**519.00**
A	**Adjustments:** Material Restatement Adjustments (Excluding those on account of changes in accounting policies)						
	(i) Audit Qualifications : None		-	-	-	-	-
	(ii) Other material adjustments						
	Tax pertaining to earlier years	I	(2.34)	14.91	(20.34)	(70.20)	(81.58)
	Adjustment on account of lease cancellation expenses	II	23.61	(23.61)	-	-	-
			21.27	**(8.70)**	**(20.34)**	**(70.20)**	**(81.58)**
	(iii) Deferred tax adjustments on the above	III	**(8.17)**	**8.17**	**-**	**-**	
	Total (A)		**13.10**	**(0.53)**	**(20.34)**	**(70.20)**	**(81.58)**
B	**Adjustments on account of changes in accounting policies:**		-	-	-	-	-
	Total (B)		-	-	-	-	-
C	**Total impact of adjustments (A + B)**		**13.10**	**(0.53)**	**(20.34)**	**(70.20)**	**(81.58)**
	Net profit as per statement of Restated Consolidated Statement of Profit and Loss (Refer Annexure II)		**473.81**	**275.55**	**276.42**	**406.55**	**437.42**

Notes to Adjustments:

I In the audited financial statements of the group for the years ended March 31, 2018, 2017, 2016, 2015 and 2014, taxes have been accounted for pertaining to earlier years based on return on income and / or intimations / or orders received from Income Tax authorities. For the purpose of these statements, such items have been appropriately adjusted to the respective years to which they relate.

II During the year ended March 31, 2018, the Group identified certain expenses in relation to the cancellation of a lease deed and concluded that it is pertaining to the year ended March 31, 2017. Accordingly, the same has been corrected in the appropriate year in the Restated Consolidated Financial Information.

III The tax rate applicable for the respective years has been used to calculate the deferred tax impact on other material adjustments.

Restatement adjustment not impacting Statement of Profit and Loss

Subsequent to the year ended March 31, 2018, the Company has received a relief in respect of transfer pricing adjustements from Income Tax Appeallate Tribunal (ITAT) in relation to the Assessment year 2008-09. Accordingly, the Company has restated the provision for income tax and retained earnings as at April 01, 2013, amounting to Rs 21.18 million.

B) Other Matters : None

C) Auditor's Comment in the Company Auditor's Report Order - Non-adjusting items : None

Opening Reserve Reconciliation

Sr.No.	Particulars	As at April 1, 2013
	Opening equity as per Consolidated Ind AS Financial Information	**997.77**
A	**Adjustments on account of Restatements :**	
	Tax pertaining to earlier years	172.96
	Total	**172.96**
	Opening equity as per Restated Consolidated Financial Information	**1,170.73**

Nihilent Limited (Formerly known as Nihilent Technologies Limited)
Annexure VII
(All amounts in Rupees million, unless stated otherwise)

Restated Consolidated Statement of Borrowings

Non-current borrowings, as restated	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)	As at March 31, 2015 (Proforma)	As at March 31, 2014 (Proforma)
Secured Loan					
Term loan from bank					
HSBC Bank (Mauritius) Limited	-	-	33.45	78.49	-
Total non-current borrowings	**-**	**-**	**33.45**	**78.49**	**-**

Notes:

1) Term Loan was secured by fixed deposits on lien amounting to 31 March 2018: Rs. Nil, (31 March 2017: Rs. Nil) (31 March 2016: Rs. 147.17 million) (31 March 2015: Rs. 135 million), (31 March 2014: Rs. Nil) (also refer Annexure V, note 16). The interest rate was LIBOR 3 months + 1.80% p.a.

2) The loan was taken in September 2014 for tenure of 3 years, with repayments in 8 equal quarterly installments of USD 0.25 million each starting from December 2015. There are no defaults in repayment of principal and interest.

These repayments are disclosed under cash flows from financing activities in cash flow statement.

Current borrowings, as restated	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)	As at March 31, 2015 (Proforma)	As at March 31, 2014 (Proforma)
Secured:					
Term loan from banks					
- First Rand Bank (refer note 1)	-	-	120.00	-	-
Others :					
Book overdraft (refer note 2)	-	2.51	-	-	-
Total current borrowings	-	**2.51**	**120.00**	-	-

Notes :

1) These repayments are disclosed under cash flows from financing activities in cash flow statement.
The term loan was repaid on December 13, 2016. It was secured by fixed deposits on lien (March 31, 2016 : INR 132 million). The interest rate was 8.45% p.a. Pursuant to amendment in Ind AS 7, in the year ended March 31, 2017, the Company made repayment of term loans taken from banks amounting to Rs. 120 million, excluding interest there on amounting to Rs. 7.11 million. These repayments are disclosed under cash flows from financing activities in cash flow statement.

2) Temporary book overdraft is short term credit facility, which is unsecured in nature and does not carry any interest.

Nihilent Limited (Formerly known as Nihilent Technologies Limited)
Annexure VIII
(All amounts in Rupees million, unless stated otherwise)

Restated Consolidated Statement of Other non-current financial liabilities

	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)	As at March 31, 2015 (Proforma)	As at March 31, 2014 (Proforma)
Redemption liability (Refer Annexure V, note 32(c))	242.78	281.07	300.24	-	-
Employee related payables	-	-	13.49	22.23	-
Total	**242.78**	**281.07**	**313.73**	**22.23**	**-**

Nihilent Limited (Formerly known as Nihilent Technologies Limited)
Annexure IX
(All amounts in Rupees million, unless stated otherwise)

Restated Consolidated Statement of Investments

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)	As at March 31, 2015 (Proforma)	As at March 31, 2014 (Proforma)
Non-current investments					
Equity investments in My Medical Records Global Inc.	4.84	4.84	4.84	4.84	4.84
3,600,791 shares (March 31, 2017- 3,600,791 shares, March 31, 2016 - 3,600,791 shares, March 31, 2015- 3,600,791 shares and March 31, 2014 - 3,600,791 shares) of cost USD 0.0287 per share					
Adjustment for fair value of FVOCI equity instruments	(4.84)	(4.84)	(4.49)	(0.93)	26.16
	-	-	0.35	3.91	31.00
Total non-current investments	**-**	**-**	**0.35**	**3.91**	**31.00**
Aggregate amount of quoted investments	**-**	**-**	**0.35**	**3.91**	**31.00**

Current investments, as restated

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)	As at March 31, 2015 (Proforma)	As at March 31, 2014 (Proforma)
Investments in mutual funds (quoted) carried at Fair value through Profit and Loss (FVTPL):	-	-	-	-	-
45,160 (31 March 2017: 20,549) (31 March 2016: 14,883), (31 March 2015: NIL) and (31 March 2014: NIL) Units of Kotak Floater Short term daily dividend plan	45.69	20.79	15.06	-	-
Nil (31 March 2017: 62,753) (31 March 2016: 1,00,035), (31 March 2015: Nil) and (31 March 2014: NIL) Units of Birla Sun Life Cash Plus - Daily Dividend - Regular Plan	-	6.29	10.02	-	-
205,292 (31 March 2017: Nil), (31 March 2016: NIL), (31 March 2015: NIL) and (31 March 2014: NIL) Units of Birla S L Saving Fund	20.58	-	-	-	-
Nil (31 March 2017: 16,357) (31 March 2016: 6,556), (31 March 2015: 126) and (31 March 2014: 12,830.53) Units of Reliance Liquid Fund	-	25.00	10.02	0.19	12.84
31,554 (31 March 2017: 20,321) (31 March 2016: 10,029) (31 March 2015: 15,152) and (31 March 2014: 11,741.63) Units of Axis Liquid - Fund	31.60	20.33	10.04	15.16	11.75
Nil (31 March 2017: 204,039), (31 March 2016 : NIL), (31 March 2015: NIL) and (31 March 2014: Nil) Units of DHFL Insta Cash Plus	-	20.46	-	-	-
Nil (31 March 2017: 10,207), (31 March 2016: NIL), (31 March 2015: NIL) and (31 March 2014: NIL) Units of HDFC Liquid Fund	-	10.41	-	-	-
Nil (31 March 2017: 108,459), (31 March 2016: NIL), (31 March 2015: Nil) and (31 March 2014: NIL) Units of ICICI Liquid Fund	-	10.86	-	-	-
40,600 (31 March 2017: 10,285) (31 March 2016: NIL) (31 March 2015:NIL) and (31 March 2014: NIL) Units of L&T Liquid Fund	41.10	10.41	-	-	-
Nil (31 March 2017: 2,046,427) (31 March 2016: NIL) (31 March 2015: NIL) and (31 March 2014: NIL) Units of DSP Ultra Short Term Fund	-	20.64	-	-	-
Nil (31 March 2017: 2,073,003) (31 March 2016: NIL) (31 March 2015: NIL) and (31 March 2014: NIL) Units of IDFC Ultra Short Term Fund	-	20.88	-	-	-
Nil (31 March 2017: 24,912) (31 March 2016: NIL) (31 March 2015: NIL) and (31 March 2014 : NIL) Units of Tata Ultra Short Term Fund	-	25.00	-	-	-
Nil (31 March 2017: 11,395) (31 March 2016: NIL) (31 March 2015: NIL) and (31 March 2014: NIL) Units of UTI Treasury Adv Fund	-	11.44	-	-	-
20,361 (31 March 2017: Nil), (31 March 2016: NIL), (31 March 2015: NIL), and (31 March 2014: NIL) Units of IDFC Cash Fund	20.39	-	-	-	-
35,419 (31 March 2017: Nil) , (31 March 2016: NIL), (31 March 2015: NIL), and (31 March 2014: NIL) Units of Invesco India Liquid Fund	35.48	-	-	-	-
19,642 (31 March 2017: Nil) , (31 March 2016: NIL), (31 March 2015: NIL), and (31 March 2014: NIL) Units of UTI Liquid Fund	20.02	-	-	-	-
40,303 (31 March 2017: Nil) , (31 March 2016: NIL), (31 March 2015: NIL), and (31 March 2014: NIL) Units of Tata Money Market Fund	40.37	-	-	-	-
30,356 (31 March 2017: Nil), (31 March 2016: NIL), (31 March 2015: NIL), and (31 March 2014: NIL) Units of UTI Money Market Fund	30.46	-	-	-	-
239,627 (31 March 2017: Nil), (31 March 2016: NIL), (31 March 2015: NIL), and (31 March 2014: NIL) Units of ICICI Prudential flexible income - daily dividend	25.34	-	-	-	-
Nil (31 March 2017: Nil), (31 March 2016: NIL), (31 March 2015: NIL), and (31 March 2014: 2,130,671) units of JP Morgan	-	-	-	-	21.37
Nil (31 March 2017: Nil), (31 March 2016: NIL), (31 March 2015: NIL), and (31 March 2014: 18,694) units of TATA liquid fund	-	-	-	-	20.83
Nil (31 March 2017: Nil), (31 March 2016: NIL), (31 March 2015: NIL), and (31 March 2014: 15,426) units of DSP Blackrock liquidity fund	-	-	-	-	15.43
Nil (31 March 2017: Nil), (31 March 2016: NIL), (31 March 2015: NIL), and (31 March 2014: 20,535) units of Axis treasury advantage fund	-	-	-	-	20.61
Nil (31 March 2017: Nil), (31 March 2016: NIL), (31 March 2015: NIL), and (31 March 2014: 11,955) units of UTI-Cash Plan	-	-	-	-	12.19

Nihilent Limited (Formerly known as Nihilent Technologies Limited)
Annexure IX
(All amounts in Rupees million, unless stated otherwise)

Restated Consolidated Statement of Investments

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)	As at March 31, 2015 (Proforma)	As at March 31, 2014 (Proforma)
Nil (31 March 2017: Nil), (31 March 2016: NIL), (31 March 2015: NIL), and (31 March 2014: 2,032,935) units of DWS-Ultra Short Term Fund	-	-	-	-	20.37
Nil (31 March 2017: Nil), (31 March 2016: NIL), (31 March 2015: NIL), and (31 March 2014: 20,047) units of Reliance-Money Manager Fund	-	-	-	-	20.09
Nil (31 March 2017: Nil), (31 March 2016: NIL), (31 March 2015: NIL), and (31 March 2014: 200,175) units of Birla Sunlife-Savings Fund	-	-	-	-	20.10
Nil (31 March 2017: Nil), (31 March 2016: NIL), (31 March 2015: NIL), and (31 March 2014: 20,032) units of UTI-Treasury Advantage Fund	-	-	-	-	20.08
Nil (31 March 2017: Nil), (31 March 2016: NIL), (31 March 2015: NIL), and (31 March 2014: 3,089,928) units of IDFC Ultra Short Term Fund - Reg - Daily Dividend	-	-	-	-	30.96
Nil (31 March 2017: NIL), (31 March 2016: NIL), (31 March 2015: 8,593) and (31 March 2014: 25,422) Units of Kotak Liquid Fund	-	-	-	10.51	31.11
Nil (31 March 2017: NIL), (31 March 2016: NIL), (31 March 2015: 164,142) and (31 March 2014: 215,817.43) Units of Birla Sunlife Cash Plus fund	-	-	-	16.45	21.65
Nil (31 March 2017: NIL), (31 March 2016: NIL), (31 March 2015: 205,468), and (31 March 2014: 276,796.23) Units of ICICI Prudential Liquid Regular	-	-	-	20.56	27.70
Nil (31 March 2017: NIL), (31 March 2016: NIL), (31 March 2015: 1,088,425), and (31 March 2014: 2,202,502.24) Units of HDFC - Liquid Fund	-	-	-	11.10	22.46
Nil (31 March 2017: NIL), (31 March 2016: NIL), (31 March 2015: 20,572), and (31 March 2014: 20,586.43) Units of IDFC - Cash Fund	-	-	-	20.58	20.60
Nil (31 March 2017: NIL), (31 March 2016: NIL), (31 March 2015: 15,384), and (31 March 2014: 20,453.42) Units of L&T - Liquid Plan	-	-	-	15.56	20.71
Nil (31 March 2017: NIL), (31 March 2016: NIL), (31 March 2015: 2,000,000), and (31 March 2014: 2,000,000) Units of Reliance Fixed Horizon Fund XXVI Series 2	-	-	-	21.94	20.13
Nil (31 March 2017: NIL), (31 March 2016: NIL), (31 March 2015: 500,000), and (31 March 2014: 500,000) Units of Reliance Fixed Horizon Fund XXV Sr 11 FMP	-	-	-	5.62	5.14
Nil (31 March 2017: NIL), (31 March 2016: NIL), (31 March 2015: 191,642), and (31 March 2014: NIL) Units of ICICI Prudential Flexible Income - Regular Plan	-	-	-	20.26	-
Nil (31 March 2017: NIL), (31 March 2016: NIL), (31 March 2015: 15,400), and (31 March 2014: NIL) Units of Tata Money Market Fund Plan A	-	-	-	15.42	-
Nil (31 March 2017: NIL), (31 March 2016: NIL), (31 March 2015: 10,042), and (31 March 2014: NIL) Units of Tata Floater Fund Plan A	-	-	-	10.08	-
Nil (31 March 2017: NIL), (31 March 2016: NIL), (31 March 2015: 3,033,023), and (31 March 2014: NIL) Units of HDFC Floating Rate Income Fund	-	-	-	30.58	-
Nil (31 March 2017: NIL), (31 March 2016: NIL), (31 March 2015: 307,888), and (31 March 2014: NIL) Units of ICICI Prudential Money Market Fund - Regular Plan	-	-	-	30.83	-
Nil (31 March 2017: NIL), (31 March 2016: NIL), (31 March 2015: 191,795), and (31 March 2014: NIL) Units of Reliance Short Term Fund - Growth Plan	-	-	-	5.03	-
Nil (31 March 2017: NIL), (31 March 2016: NIL), (31 March 2015: 999,759), and (31 March 2014: NIL) Units of DSP Ultra Short Fund Regular Plan	-	-	-	10.04	-
Nil (31 March 2017: NIL), (31 March 2016: NIL), (31 March 2015: 332,546), and (31 March 2014: NIL) Units of Axis Short Term Fund - Growth - STGP	-	-	-	5.02	-
Nil (31 March 2017: NIL), (31 March 2016: NIL), (31 March 2015: NIL), and (31 March 2014: 500,000), units of DSP BR-Series 104-12M-Regular Plan	-	-	-	-	5.31
Nil (31 March 2017: NIL), (31 March 2016: NIL), (31 March 2015: NIL), and (31 March 2014: 1,000,000) units of HDFC-FMP-370 Days-Feb 2014	-	-	-	-	10.16
Nil (31 March 2017: NIL), (31 March 2016: NIL), (31 March 2015: NIL), and (31 March 2014: 1,000,000) units of DSP Black Rock FMP Series 147 - 3M - Regular Plan	-	-	-	-	10.11
Nil (31 March 2017: NIL), (31 March 2016: NIL), (31 March 2015: NIL), and (31 March 2014: 1,000,000) units of SBI Debt Fund Series 84 90 Days	-	-	-	-	10.07
Nil (31 March 2017: NIL), (31 March 2016: NIL), (31 March 2015: NIL), and (31 March 2014: 1,049,857) units of SBI Debt Fund Series A-8 30 Days	-	-	-	-	10.55
Nil (31 March 2017: NIL), (31 March 2016: NIL), (31 March 2015: NIL), and (31 March 2014: 1,000,000) units of Birla Sunlife-Fixed Term Plan Sr - KC 368 Days	-	-	-	-	10.16
Total current investments	**311.03**	**202.51**	**45.14**	**264.93**	**452.48**
Less: Aggregate amount of impairment in the value of investments	**-**	**-**	**-**	(0.86)	**-**
Aggregate amount of unquoted Investments and market value thereof	**311.03**	**202.51**	**45.14**	**264.07**	**452.48**
Total investments	**311.03**	**202.51**	**45.49**	**267.98**	**483.48**

Nihilent Limited (Formerly known as Nihilent Technologies Limited)
Annexure X
(All amounts in Rupees million, unless stated otherwise)

Restated Consolidated Statement of Loans

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)	As at March 31, 2015 (Proforma)	As at March 31, 2014 (Proforma)
Non current loans					
Security deposits					
- Unsecured considered good	40.97	35.30	35.84	18.04	15.93
- Unsecured considered doubtful	0.90	-	-	-	-
Less : Provision for doubtful deposits	(0.90)	-	-	-	-
Total of (A)	**40.97**	**35.30**	**35.84**	**18.04**	**15.93**
Current loans					
Loans to employees	8.38	11.37	8.95	12.61	3.80
Security deposits					
- Unsecured considered good	-	10.50	-	-	-
Total of (B)	**8.38**	**21.87**	**8.95**	**12.61**	**3.80**
Total (A+B)	**49.35**	**57.17**	**44.79**	**30.65**	**19.73**

Note:
1. There are no amounts recoverable from Directors or Promotors of the Group except as stated above.
2. The list of persons/entity classified as "Promoters and promoter group Company" has been provided by the management and relied upon by the auditor.

Nihilent Limited (Formerly known as Nihilent Technologies Limited)
Annexure XI
(All amounts in Rupees million, unless stated otherwise)

Restated Consolidated Statement of Trade receivables

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)	As at March 31, 2015 (Proforma)	As at March 31, 2014 (Proforma)
Unsecured					
Trade receivables (at amortised cost)					
Trade receivables	857.25	864.40	731.23	619.04	613.63
Receivables from related parties (Refer Annexure V, note 34)	20.91	-	-	-	-
Less: Allowance for doubtful debts	(126.21)	(75.44)	(54.91)	(58.98)	(46.78)
Total trade receivables	**751.95**	**788.96**	**676.32**	**560.06**	**566.85**
Breakup of Trade Receivables					
Unsecured considered good	751.95	788.96	676.32	560.06	566.85
Unsecured considered doubtful	126.21	75.44	54.91	58.98	46.78
Less: Allowance for doubtful debts	(126.21)	(75.44)	(54.91)	(58.98)	(46.78)
Total trade receivables	**751.95**	**788.96**	**676.32**	**560.06**	**566.85**
Current portion	751.95	788.96	676.32	560.06	566.85
Non current portion	-	-	-	-	-

Note:
1. There are no amounts recoverable from Directors or Promotors of the Group.
2. The list of persons/entity classified as "Promoters and promoter group Company" has been provided by the management and relied upon by the auditor.

Nihilent Limited (Formerly known as Nihilent Technologies Limited)
Annexure XII
(All amounts in Rupees million, unless stated otherwise)

Restated statement of Other income

Other income	Nature (Recurring / Non-recurring)	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016 (Proforma)	For the year ended March 31, 2015 (Proforma)	For the year ended March 31, 2014 (Proforma)
Interest income from financial assets carried at amortised cost						
Bank deposits	Recurring	21.69	28.50	28.12	18.41	15.04
Others	Non-recurring	2.27	3.58	-	-	-
Dividend income from investments at FVTPL - Mutual Fund Units	Recurring	12.94	14.16	9.28	16.97	25.70
Unwinding of discount on security deposits	Recurring	2.06	2.28	1.97	1.14	1.00
Change in fair value of current investments	Non-recurring	-	-	-	0.60	1.13
Profit on sale of investments	Non-recurring	-	-	0.92	2.64	1.99
Net gain on foreign currency transactions and translations	Non-recurring	25.19	-	-	-	-
Profit on sale of property, plant and equipment (net)	Non-recurring	-	0.20	0.64	-	-
Government Grant	Non-recurring	8.92	-	-	-	-
Miscellaneous income	Non-recurring	12.90	5.29	18.53	0.89	1.26
Total		**85.97**	**54.01**	**59.46**	**40.65**	**46.12**

Note:
1. The classification of income into recurring and non-recurring is based on the current operations and business activities of the Group.

Nihilent Limited (Formerly known as Nihilent Technologies Limited)
Annexure XIII
(All amounts in Rupees million, unless stated otherwise)

Restated Consolidated Statement of Accounting Ratios

S.No.	Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016 (Proforma)	For the year ended March 31, 2015 (Proforma)	For the year ended March 31, 2014 (Proforma)
1	Restated profit attributable to equity shareholders after tax for basic and diluted EPS [A]	459.43	263.06	260.44	409.81	442.77
2	Weighted average number of shares outstanding during the year - Basic [B] *(in absolute numbers)*	18,644,380	18,644,380	18,622,854	18,528,763	18,432,156
3	Weighted average number of shares outstanding during the year - Diluted [C] *(refer note 1)*	18,644,380	18,644,380	18,644,380	18,595,203	18,559,773
4	Net worth for equity shareholders [D] [Refer note 3 below]	2,053.08	1,829.80	1,522.08	1,729.04	1,481.15
5	Accounting ratios					
	Basic EPS = [A] / [B]	24.64	14.11	13.98	22.12	24.02
	Diluted EPS = [A] / [C]	24.64	14.11	13.97	22.04	23.86
	Return on networth for equity shareholders = [A] / [D]	22.38%	14.38%	17.11%	23.70%	29.89%
	Net asset value per equity share = [D] / [B]	110.12	98.14	81.73	93.32	80.36

Notes

1 The weighted average number of shares outstanding during the year for the calculation of diluted EPS are in absolute numbers and are derived as follows :

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)	As at March 31, 2015 (Proforma)	As at March 31, 2014 (Proforma)
Number of shares outstanding as at year end (refer note 35)	18,644,380	18,644,380	18,622,854	18,528,763	18,432,156
Add: effect of dilutive stock options	-	-	21,526	66,440	127,617
Number of shares considered as weighted average shares and potential shares outstanding	**18,644,380**	**18,644,380**	**18,644,380**	**18,595,203**	**18,559,773**

Weighted average number of equity shares in the number of equity shares outstanding at the beginning of the year adjusted by the number of equity shares issued during the year multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the year.

2 The ratios on the basis of Restated Consolidated financial information have been computed as below:

Basic Earning per Share (Rs.) = $\frac{\text{Net profit as restated, attributable to equity shareholders}}{\text{Weighted average number of equity shares outstanding during the year}}$

Diluted Earning per Share (Rs.) = $\frac{\text{Net profit as restated, attributable to equity shareholders}}{\text{Weighted average number of diluted equity shares outstanding during the year}}$

Return on networth (%) = $\frac{\text{Net profit after tax as restated}}{\text{Net worth as restated at the end of the year}}$

Net asset value per equity share (Rs.) = $\frac{\text{Net worth as restated at the end of the year}}{\text{Number of equity shares outstanding at the end of the year}}$

3 Net worth for ratios mentioned in S.No. 4 = Equity Share Capital + Reserves and Surplus (including Retained earnings, General Reserves, Debenture Redemption Reserve, Security Premium, Share Based Payment Reserve) + Other Reserves (including Fair Value Reserve, Foreign Currency Translation Reserve).

4 The above ratios have been computed on the basis of Restated Consolidated Financial Information - Annexure I and Annexure II.

Nihilent Limited (Formerly known as Nihilent Technologies Limited)
Annexure XIV
(All amounts in Rupees million, unless stated otherwise)

Restated Consolidated Statement of Dividend paid

Particulars	**For the year ended March 31, 2018**	**For the year ended March 31, 2017**	**For the year ended March 31, 2016 (Proforma)**	**For the year ended March 31, 2015 (Proforma)**	**For the year ended March 31, 2014 (Proforma)**
Dividend on Equity Shares:					
Number of equity shares outstanding (Number of shares)	18,644,380	18,644,380	18,644,380	18,579,540	18,511,540
Dividend paid - Final*	55.93	-	-	-	-
Interim dividend paid	-	-	111.86	111.13	110.83
Interim dividend payable	179.69	-	-	-	-
Dividend Distribution tax*	36.60	-	24.39	20.36	20.36
Rate of Dividend (%)	120%	-	60%	60%	60%
Dividend per Equity Share (Rs.)	12.00	-	6.00	6.00	6.00

* Set off claimed in respect of dividend distribution tax paid by subsidiaries for the year ended March 31, 2018.

Nihilent Limited (Formerly known as Nihilent Technologies Limited)
Annexure XV
(All amounts in Rupees million, unless stated otherwise)

Restated Consolidated Statement of Capitalisation

Particulars	Pre-issue as at March 31, 2018
Shareholder's fund	
Share Capital	186.44
Other equity	
Reserves and Surplus	1,888.83
Other reserves	(22.19)
Total Shareholder's Funds (Net worth) (A)	**2,053.08**
Debt	
Long term borrwoings	-
Short term borrwoings	-
Total Debt (B)	-
Total (A + B)	**2,053.08**
Long Term Borrowings / Equity Ratio	-
Total Debt / Equity Ratio	-

Notes :

1 The above has been computed on the basis of the Restated Consoldiated Financial Statement of assets and liabilites (Annexure I) of the group as on March 31, 2018.

2 The corresponding post IPO capitalization data for each of the amounts given in the above table is not determinable at this stage pending the completion of the Book Building process and hence the same have not been provided in the above statement.

To,
The Board of Directors
Nihilent Limited
(formerly known as Nihilent Technologies Limited)
403/404, 4th floor,
Weikfield IT Citi Infopark, Nagar Road,
Pune - 411004

Auditors' Report on Restated Standalone Financial Information in connection with the Proposed Initial Public Offering of Nihilent Limited (formerly known as Nihilent Technologies Limited)

Dear Sirs,

1. This report is issued in accordance with the terms of our agreement dated August 9, 2018.

2. The accompanying restated standalone financial information, expressed in Indian Rupees in millions, of Nihilent Limited (formerly known as Nihilent Technologies Limited) (hereinafter referred to as the "Company"), comprising Standalone Financial Information in paragraph A below and Other Standalone Financial Information in paragraph B below (hereinafter together referred to as "Restated Standalone Financial Information"), has been prepared by the Management of the Company in accordance with the requirements of:

   a) Section 26 of the Companies Act, 2013 (hereinafter referred to as the "Act") as amended from time to time ; and

   b) Item (IX) of Part A of Schedule VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended to date read along with the SEBI circular SEBI/HO/CFD/DIL/CIR/P/2016/47 dated March 31, 2016 (together, the "SEBI Regulations") issued by the Securities and Exchange Board of India (the "SEBI"),

   in connection with the Proposed Initial Public Offering of Equity Shares of the Company (the "Issue") and has been approved by the Board of Directors of the Company on August 6, 2018 and initialed by us for identification purposes only.

Management's Responsibility for the Restated Standalone Financial Information

3. The preparation of the Restated Standalone Financial Information, which is to be included in the Draft Red Herring Prospectus ("DRHP"), is the responsibility of the Management of the Company and has been approved by the Board of Directors of the Company, at its meeting held on August 6, 2018, for the purpose set out in paragraph 15 below. The Management's responsibility includes designing, implementing and maintaining internal control relevant to the preparation and presentation of the Restated Standalone Financial Information. The Management is also responsible for identifying and ensuring that the Company complies with the laws and regulations applicable to its activities.

Auditors' Responsibilities

4. Our work has been carried out in accordance with the Standards on Auditing under Section 143(10) of the Act, Guidance Note on Reports in Company Prospectuses (Revised 2016) and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India and pursuant to the requirements of Section 26 of the Act and the SEBI Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act and the SEBI Regulations in connection with the Issue.

5. Our examination of the Restated Standalone Financial Information has not been carried out in accordance with the auditing standards generally accepted in the United States of America ("U.S."), standards of the US Public Company Accounting Oversight Board and accordingly should not be relied upon by any one as if it had been carried out in accordance with those standards or any other standards besides the standards referred to in this report.

A. Standalone Financial Information as per Audited Standalone Financial Statements:

6. We have examined the following summarized Standalone Financial Statements of the Company contained in the Restated Standalone Financial Information of the Company:

   a) the "Restated Standalone Statement of Assets and Liabilities " as at March 31, 2018, March 31, 2017, March 31, 2016, March 31, 2015 and March 31, 2014 (enclosed as Annexure I);

   b) the "Restated Standalone Statement of Profit and Loss (including other comprehensive income)" for the years ended March 31, 2018, March 31, 2017, March 31, 2016, March 31, 2015 and March 31, 2014 (enclosed as Annexure II);

   c) the "Restated Standalone Statement of Changes in Equity" for the years ended March 31, 2018, March 31, 2017, March 31, 2016, March 31, 2015 and March 31, 2014 (enclosed as Annexure III); and

   d) the "Restated Standalone Statement of Cash Flows" for the years ended March 31, 2018, March 31, 2017, March 31, 2016, March 31, 2015 and March 31, 2014 (enclosed as Annexure IV).

7. The Restated Standalone Financial Information, expressed in Indian Rupees in millions, has been prepared by the Company's Management from the following and is to be read with paragraphs 8 and 14 below:

   a) The Audited Standalone Financial Statements of the Company, expressed in Indian Rupees in millions, as at and for the year ended March 31, 2018, which include the comparative financial statements as at and for the year ended March 31, 2017 and transition date opening balance sheet as at April 1, 2016 (the first Ind AS Standalone Financial Statements), prepared in accordance with the Indian Accounting Standards ("Ind AS") notified under the Companies (Indian Accounting Standards) Rules 2015 and the Companies (Indian Accounting Standards) Amendment Rules, 2016 ("Ind AS Rules") and on which we have expressed an unmodified audit opinion vide our report dated May 18, 2018. The comparative financial statements of the Company for the year ended March 31, 2017 and the transition date opening balance sheet as at April 1, 2016 included in these standalone Ind AS financial statements, are based on the previously issued statutory financial statements for the years ended March 31, 2017 and March 31, 2016 prepared in accordance with the Companies (Accounting Standards) Rules, 2006 (as amended) which were audited by another firm of chartered accountants, who expressed unmodified opinion vide reports dated June 06, 2017 and April 28, 2016 respectively.

   b) The Proforma Standalone Financial Information of the Company, expressed in Indian Rupees in millions, as at and for the years ended March 31, 2016, March 31, 2015 and March 31, 2014 , have been prepared by making the required Ind AS adjustments to align accounting policies, exemptions and disclosures as adopted for the preparation of the first Ind AS Standalone Financial Statements, to the Audited Standalone Financial Statements of the Company, expressed in Indian Rupees in millions, as at and for the year ended March 31, 2016 and March 31, 2015, prepared in accordance with the accounting standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014, and for the year ended March 31, 2014, prepared in accordance with the accounting standards prescribed under section 211(3C) of the Companies Act, 1956 read with Companies Accounting Standard Rules (2006) and on which another firm of chartered accountants, have expressed unmodified audit opinions vide their audit reports dated April 28, 2016, April 24, 2015 and April 15, 2014 respectively.

8. We draw your attention that the Restated Standalone Financial Information should be read in conjunction with the basis of preparation and significant accounting policies given in Annexure V (as described in paragraph B).

9. We have not audited any Standalone Financial Statements of the Company as of any date or for any period subsequent to March 31, 2018. Accordingly, we do not express any opinion on the financial position, results of operations, cash flows or changes in equity of the Company as of any date or for any period subsequent to March 31, 2018.

B. Other Standalone Financial Information:

10. At the Company's request, we have also examined the following Other Standalone Financial Information relating to the Company as at and for the years ended March 31, 2018, March 31, 2017, March 31, 2016, March 31, 2015 and March 31, 2014 , proposed to be included in the DRHP, prepared by the management of the Company and annexed to the Restated Standalone Financial Information:

    i) Basis of preparation, Significant accounting policies and Notes to Restated Standalone Financial Information as enclosed in Annexure V
    ii) Statement of Adjustments to Audited Standalone Financial Statements as enclosed in Annexure VI
    iii) Restated Standalone Statement of Borrowings as enclosed in Annexure VII
    iv) Restated Standalone Statement of Investments as enclosed in Annexure VIII
    v) Restated Standalone Statement of Loans as enclosed in Annexure IX
    vi) Restated Standalone Statement of Trade Receivable as enclosed in Annexure X
    vii) Restated Standalone Statement of Other Income as enclosed in Annexure XI
    viii) Restated Standalone Statement of Accounting Ratios as enclosed in Annexure XII
    ix) Restated Standalone Statement of Tax Shelter as enclosed in Annexure XIII
    x) Restated Standalone Statement of Dividend paid as enclosed in Annexure XIV
    xi) Restated Standalone Statement of Capitalisation as enclosed in Annexure XV

11. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

Opinion

12. In our opinion:

    (i) the Restated Standalone Financial Information of the Company, as attached to this report and as mentioned in paragraphs A and B above, read with basis of preparation and significant accounting policies have been prepared in accordance with the Act and the SEBI Regulations;

    (ii) adjustments have been made with retrospective effect in respect of changes in the Ind AS accounting policies of the Company to reflect the same accounting treatment as per the accounting policies as at and for the year ended March 31, 2018;

    (iii) the material adjustments relating to previous years have been adjusted in the year to which they relate;

    (iv) the are no qualifications in the auditors' reports which require any adjustments;

    (v) there are no extra-ordinary items which need to be disclosed separately.

13. This report should not in any way be construed as a re-issuance or re-dating of any of the previous audit reports issued by us or other auditors of the Standalone Financial Statements of the Company.

Other Matter

14. The Restated Standalone Financial Information of the Company has been examined and reported upon by another firm of chartered accountants, for the years ended March 31, 2017, March 31, 2016, March 31, 2015 and March 31, 2014, whose report has been furnished to us by the Management of the Company and our opinion on the Restated Standalone Financial Information to the extent they have been derived from such financial information is based solely on the report issued by them.

Our opinion is not modified in respect of this matter.

Restriction on Use

15. This report is addressed to and is provided to enable the Board of Directors of the Company to include this report in the DRHP, prepared in connection with the Issue, to be filed by the Company with the SEBI and the concerned stock exchanges.

For Price Waterhouse Chartered Accountants LLP
Firm Registration Number: 012754N/N500016
Chartered Accountants

Amit Borkar
Partner
Membership Number: 109846
Place: Pune
Date: August 9, 2018

Index

Nihilent Limited (Formerly known as Nihilent Technologies Limited)

Nihilent Limited (Formerly known as Nihilent Technologies Limited)
Annexure I
(All amounts in Rupees million, unless otherwise stated)

Restated Standalone Statement of Assets and Liabilities

Particulars	Annexures / Notes	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)	As at March 31, 2015 (Proforma)	As at March 31, 2014 (Proforma)
ASSETS						
I. Non-current assets						
Property, plant and equipment	Annexure V, Note 3	74.62	30.64	54.15	63.66	64.25
Capital work-in-progress	Annexure V, Note 3	-	34.01	-	-	-
Intangible assets	Annexure V, Note 4	4.03	3.26	5.89	15.37	14.48
Financial assets						
(a) Investments	Annexure VIII	1,200.96	1,165.74	478.24	274.88	73.33
(b) Loans	Annexure IX	30.20	26.51	34.00	16.86	15.91
(c) Other financial assets	Annexure V, Note 5	0.83	0.83	0.89	0.34	0.34
Deferred tax assets (net)	Annexure V, Note 6	81.41	69.60	45.79	37.75	31.94
Income tax assets	Annexure V, Note 18	115.79	85.95	105.88	81.16	59.46
Other non-current assets	Annexure V, Note 7	66.47	78.01	81.25	61.11	21.64
Total non-current assets		**1,574.31**	**1,494.55**	**806.09**	**551.13**	**281.35**
II. Current assets						
Financial assets						
(a) Investments	Annexure VIII	311.03	202.51	45.14	264.07	452.48
(b) Trade receivables	Annexure X	586.79	620.06	538.61	533.45	577.39
(c) Cash and cash equivalents	Annexure V, Note 8	346.56	314.30	487.40	546.96	528.96
(d) Bank balance other than cash and cash equivalents above	Annexure V, Note 9	-	152.22	301.14	145.62	3.84
(e) Unbilled revenue		204.22	221.03	143.71	135.64	119.59
(f) Loans	Annexure IX	2.91	16.98	8.82	11.82	3.80
(g) Other financial assets	Annexure V, Note 10	0.82	6.28	3.71	-	-
Other current assets	Annexure V, Note 11	76.19	42.88	66.34	41.12	60.03
Total current assets		**1,528.52**	**1,576.26**	**1,594.87**	**1,678.68**	**1,746.09**
Total Assets		**3,102.83**	**3,070.81**	**2,400.96**	**2,229.81**	**2,027.44**
EQUITY AND LIABILITIES						
EQUITY						
Equity share capital	Annexure V, Note 12	199.66	199.66	199.66	199.66	199.66
Other Equity						
Reserves and surplus	Annexure V, Note 13	2,233.48	2,058.17	1,777.54	1,659.87	1,357.94
Other reserves	Annexure V, Note 13	(9.68)	(28.70)	(92.25)	(36.21)	(29.68)
Total other equity		**2,223.80**	**2,029.47**	**1,685.29**	**1,623.66**	**1,328.26**
Total equity		**2,423.46**	**2,229.13**	**1,884.95**	**1,823.32**	**1,527.92**
LIABILITIES						
I. Non-current liabilities						
Employee benefit obligations	Annexure V, Note 14	35.67	29.79	32.29	31.36	25.32
Total non-current liabilities		**35.67**	**29.79**	**32.29**	**31.36**	**25.32**
II. Current liabilities						
Financial liabilities						
(a) Borrowings	Annexure VII	-	-	120.00	-	-
(b) Trade payables						
- total outstanding dues of micro enterprises and small enterprises	Annexure V, Note 15	-	0.31	-	-	-
- total outstanding dues of creditors other than micro enterprises and small enterprises	Annexure V, Note 15	78.32	100.00	49.77	53.85	84.22
(c) Other financial liabilities	Annexure V, Note 16	173.01	527.58	121.30	131.96	161.56
Employee benefit obligations	Annexure V, Note 17	6.15	33.58	23.15	18.59	20.08
Income tax liabilities	Annexure V, Note 18	28.43	31.03	49.74	30.35	31.53
Other current liabilities	Annexure V, Note 19	357.79	119.39	119.76	140.38	176.81
Total current liabilities		**643.70**	**811.89**	**483.72**	**375.13**	**474.20**
Total liabilities		**679.37**	**841.68**	**516.01**	**406.49**	**499.52**
Total Equity and Liabilities		**3,102.83**	**3,070.81**	**2,400.96**	**2,229.81**	**2,027.44**

Note:
The above statement should be read with basis of preparation, significant accounting policies and notes forming part of the Restated Standalone Financial Information appearing in Annexure - V and Statement of adjustments to Audited Standalone Ind AS Financial Statements appearing in Annexure VI.

The notes are an integral part of these restated financial information
As per our report of even date

For Price Waterhouse Chartered Accountants LLP
Chartered Accountants
Firm Registration No: 012754N/N500016

For and on behalf of the Board of Directors of
Nihilent Limited

Amit Borkar
Partner
Membership No. 109846

Place: Pune
Date: August 09, 2018

L. C. Singh
Director

Minoo Dastur
Director

Shubhabrata Banerjee
Chief Financial Officer

Rahul Bhandari
Company Secretary

Place: Pune
Date: August 06, 2018

Nihilent Limited (Formerly known as Nihilent Technologies Limited)
Annexure II
(All amounts in Rupees million, unless otherwise stated)

Restated Standalone Statement of Profit and Loss

Particulars	Annexures / Notes	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016 (Proforma)	For the year ended March 31, 2015 (Proforma)	For the year ended March 31, 2014 (Proforma)
Income						
Revenue from operations	Annexure V, Note 20	2,800.62	2,593.77	2,512.22	2,678.34	2,427.71
Other income	Annexure XI	149.48	45.54	50.77	40.13	45.41
Total Income		**2,950.10**	**2,639.31**	**2,562.99**	**2,718.47**	**2,473.12**
Expenses						
Employee benefits expense	Annexure V, Note 21	1,606.04	1,535.60	1,543.52	1,482.16	1,308.16
Depreciation and amortisation expense	Annexure V, Note 22	34.71	38.65	61.63	53.28	32.85
Other expenses	Annexure V, Note 23	631.44	594.67	555.03	520.13	445.44
Finance cost	Annexure V, Note 24	20.78	24.73	3.02	-	-
Total expenses		**2,292.97**	**2,193.65**	**2,163.20**	**2,055.57**	**1,786.45**
Profit before tax		**657.13**	**445.66**	**399.79**	**662.90**	**686.67**
Tax expense	Annexure V, Note 25					
Current tax		218.38	189.32	147.75	222.05	231.61
Deferred tax		(12.14)	(24.01)	(8.65)	(4.09)	(5.36)
Total tax expense		**206.24**	**165.31**	**139.10**	**217.96**	**226.25**
Profit for the year, as restated		**450.89**	**280.35**	**260.69**	**444.94**	**460.42**
Other comprehensive income						
Items that may be reclassified to profit or loss						
Exchange differences on translation of foreign operations		29.08	48.38	(56.04	(6.53	0.99
Tax effect		(10.06)	15.17	-	-	-
		19.02	63.55	(56.04)	(6.53)	0.99
Items that will not be reclassified to profit or loss						
Re-measurements of post employment benefit obligations		0.92	0.77	1.77	(5.05)	(8.18)
Tax effect		(0.32)	(0.27)	(0.61)	1.72	2.78
		0.60	0.50	1.16	(3.33)	(5.40)
Total other comprehensive income for the year (net of tax)		**19.62**	**64.05**	**(54.88)**	**(9.86)**	**(4.41)**
Total comprehensive income for the year, as restated		**470.51**	**344.40**	**205.81**	**435.08**	**456.01**
Earning per equity share	Annexure V, Note 38					
Basic earning per share (Rs.)		24.18	15.04	14.00	24.01	24.98
Diluted earning per share (Rs.)		24.18	15.04	13.98	23.93	24.81

Note:
The above statement should be read with basis of preparation, significant accounting policies and notes forming part of the Restated Standalone Financial Information appearing in Annexure - V and Statement of adjustments to Audited Standalone Ind AS Financial Statements appearing in Annexure VI.

The notes are an integral part of these restated financial information
As per our report of even date

For Price Waterhouse Chartered Accountants LLP
Chartered Accountants
Firm Registration No: 012754N/N500016

For and on behalf of the Board of Directors of
Nihilent Limited

Amit Borkar
Partner
Membership No. 109846

L. C. Singh
Director

Minoo Dastur
Director

Shubhabrata Banerjee
Chief Financial Officer

Rahul Bhandari
Company Secretary

Place: Pune
Date: August 09, 2018

Place: Pune
Date: August 06, 2018

Nihilent Limited (Formerly known as Nihilent Technologies Limited)
Annexure III
(All amounts are in Rupees million, except per share data and unless stated otherwise)

Restated Standalone Statement of Changes in Equity

A Equity Share Capital

Particulars	Amount
As at April 01, 2013 (Proforma)	**183.37**
Loan repaid by Employee Welfare Trust	16.29
As at March 31, 2014 (Proforma)	**199.66**
Movement during the year	-
As at March 31, 2015 (Proforma)	**199.66**
Movement during the year	-
As at March 31, 2016 (Proforma)	**199.66**
Movement during the year	-
As at March 31, 2017	**199.66**
Movement during the year	-
As at March 31, 2018	**199.66**

B Other Equity

Particulars	Other Equity						Total
	Reserves & Surplus					Other reserves	
	General reserve	Retained earnings	Debenture Redemption Reserve	Securities premium	Share Based Payment Reserve	Foreign currency translation reserve	
Balances as at April 1, 2013 (Proforma)	**37.71**	**906.78**	**-**	**96.17**	**2.11**	**(30.67)**	**1,012.10**
Add:							
Profit for the year	-	460.42	-	-	-	-	**460.42**
Other Comprehensive Income :							
Exchange differences on translation of foreign operations, net of tax	-	-	-	-	-	0.99	**0.99**
Remeasurement of defined benefit obligation, net of tax	-	(5.40)	-	-	-	-	**(5.40)**
Total comprehensive income for the year 2013-14 (Proforma)	**-**	**455.02**	**-**	**-**	**-**	**0.99**	**456.01**
Transaction with owners in their capacity as owners:							
Transfer to general reserve	52.45	(52.45)	-	-	-	-	**-**
Additions to share based payment reserve	-	-	-	-	(0.83)	-	**(0.83)**
Additions to securities premium	-	-	-	1.13	-	-	**1.13**
Dividends paid including tax thereon	-	(140.15)	-	-	-	-	**(140.15)**
Balances as at March 31, 2014 (Proforma)	**90.16**	**1,169.20**	**-**	**97.30**	**1.28**	**(29.68)**	**1,328.26**
Add:							
Profit for the year	-	444.94	-	-	-	-	**444.94**
Other Comprehensive Income :							
Exchange differences on translation of foreign operations, net of tax	-	-	-	-	-	(6.53)	**(6.53)**
Remeasurement of defined benefit obligation, net of tax	-	(3.33)	-	-	-	-	**(3.33)**
Total comprehensive income for the year 2014-15 (Proforma)	**-**	**441.61**	**-**	**-**	**-**	**(6.53)**	**435.08**
Transaction with owners in their capacity as owners:							
Additions to share based payment reserve	-	-	-	-	(0.35)	-	**(0.35)**
Additions to securities premium	-	-	-	0.82	-	-	**0.82**
Dividends paid including tax thereon	-	(140.15)	-	-	-	-	**(140.15)**
Balances as at March 31, 2015 (Proforma)	**90.16**	**1,470.66**	**-**	**98.12**	**0.93**	**(36.21)**	**1,623.66**
Add:							
Profit for the year	-	260.69	-	-	-	-	**260.69**
Other Comprehensive Income :							
Exchange differences on translation of foreign operations, net of tax	-	-	-	-	-	(56.04)	**(56.04)**
Remeasurement of defined benefit obligation, net of tax	-	1.16	-	-	-	-	**1.16**
Total comprehensive income for the year 2015-16 (Proforma)	**-**	**261.85**	**-**	**-**	**-**	**(56.04)**	**205.81**
Transaction with owners in their capacity as owners:							
Transfer to general reserve	0.12	-	-	-	-	-	**0.12**
Additions to share based payment reserve	-	-	-	-	(0.93)	-	**(0.93)**
Additions to securities premium	-	-	-	0.81	-	-	**0.81**
Dividends paid including tax thereon	-	(144.18)	-	-	-	-	**(144.18)**
Balances as at March 31, 2016 (Proforma)	**90.28**	**1,588.33**	**-**	**98.93**	**-**	**(92.25)**	**1,685.29**

Nihilent Limited (Formerly known as Nihilent Technologies Limited)
Annexure III
(All amounts are in Rupees million, except per share data and unless stated otherwise)

Restated Standalone Statement of Changes in Equity

Other Equity (Continued)

Particulars	Other Equity						Total
	Reserves & Surplus					Other reserves	
	General reserve	Retained earnings	Debenture Redemption Reserve	Securities premium	Share Based Payment Reserve	Foreign currency translation reserve	
Balances as at April 1, 2016 (Refer Annexure V - Note 2C.3.1)	**90.16**	**1,590.99**	**-**	**96.17**	**-**	**(92.25)**	**1,685.07**
Add:							
Profit for the year	-	280.35	-	-	-	-	**280.35**
Other Comprehensive Income :							
Exchange differences on translation of foreign operations, net of tax	-	-	-	-	-	63.55	**63.55**
Remeasurement of defined benefit obligation, net of tax	-	0.50	-	-	-	-	**0.50**
Total comprehensive income for the year 2016-17	**-**	**280.85**	**-**	**-**	**-**	**63.55**	**344.40**
Transfer to debenture redemption reserve	**-**	(91.88)	91.88	-	-	-	**-**
Balances as at March 31, 2017	**90.16**	**1,779.96**	**91.88**	**96.17**	**-**	**(28.70)**	**2,029.47**
Add:							
Profit for the year	-	450.89	-	-	-	-	**450.89**
Other Comprehensive Income :							**-**
Exchange differences on translation of foreign operations, net of tax						19.02	**19.02**
Remeasurement of defined benefit obligation, net of tax	-	0.60	-	-	-	-	**0.60**
Total comprehensive income for the year 2017-18	**-**	**451.49**	**-**	**-**	**-**	**19.02**	**470.51**
Transfer to general reserve	91.88	-	-	-	-	-	**91.88**
Transfer from debenture redemption reserve	-	-	(91.88)	-	-	-	**(91.88)**
Transaction with owners in their capacity as owners:							**-**
Final dividend paid for F.Y. 2016-17	-	(59.89)	-	-	-	-	**(59.89)**
Interim dividend payable including dividend distribution tax for F.Y. 2017-18	-	(216.29)	-	-	-	-	**(216.29)**
Balances as at March 31, 2018	**182.04**	**1,955.27**	**-**	**96.17**	**-**	**(9.68)**	**2,223.80**

Note:
The above statement should be read with basis of preparation, significant accounting policies and notes forming part of the Restated Standalone Financial Information appearing in Annexure - V and Statement of adjustments to Audited Standalone Ind AS Financial Statements appearing in Annexure VI.

The notes are an integral part of these restated financial information
As per our report of even date

For Price Waterhouse Chartered Accountants LLP
Chartered Accountants
Firm Registration No: 012754N/N500016

For and on behalf of the Board of Directors of
Nihilent Limited

Amit Borkar
Partner
Membership No. 109846

L. C. Singh
Director

Minoo Dastur
Director

Shubhabrata Banerjee
Chief Financial Officer

Rahul Bhandari
Company Secretary

Place: Pune
Date: August 09, 2018

Place: Pune
Date: August 06, 2018

Nihilent Limited (Formerly known as Nihilent Technologies Limited)
Annexure IV
(All amounts in Rupees million, unless otherwise stated)

Restated Standalone Statement of Cash Flows

	Particulars	For the year ended March 31, 2018		For the year ended March 31, 2017		For the year ended March 31, 2016 (Proforma)		For the year ended March 31, 2015 (Proforma)		For the year ended March 31, 2014 (Proforma)	
A	**Cash flow from operating activities:**										
	Profit before tax, as restated	**657.13**		**445.66**		**399.79**		**662.90**		**686.67**	
	Adjustments for:										
	Depreciation and amortisation expense	34.71		38.65		61.63		53.28		32.85	
	Provision for impairment of value of investment in subsidiary	10.50		-		-		-		-	
	Unwinding of discount on security deposits	(1.73)		(2.28)		(1.97)		(1.14)		(1.00)	
	Interest income classified as investing cash flows	(17.09)		(25.85)		(27.10)		(18.03)		(15.02)	
	Finance costs	20.78		24.73		3.02		-		-	
	Change in fair value of investments	-		-		1.73		(0.60)		(1.13)	
	Share based payments	-		-		-		0.47		0.30	
	Dividend income from investments at FVTPL - Mutual Fund Units	(12.94)		(14.16)		(9.28)		(16.97)		(25.70)	
	Dividend income from investments carried at cost - from subsidiaries	(64.36)		-		-		-		-	
	(Profit) / Loss on sale of Property, plant and equipment	1.01		(0.20)		(1.47)		(0.22)		0.03	
	(Profit) / Loss on sale of investments	-		-		(2.65)		(2.64)		(1.99)	
	Provision for doubtful debts and advances	54.82		18.71		7.60		10.92		17.43	
	Unrealised foreign exchange loss / (gain) (net)	29.08		48.38		(56.04)		(6.53)		0.99	
	Operating profit before working capital changes	**711.91**		**533.64**		**375.26**		**681.44**		**693.43**	
	Adjustments for changes in working capital :										
	- (Increase) / decrease in trade receivables	(21.55)		(100.16)		(12.76)		33.02		(219.24)	
	- (Increase) / decrease in other current assets	(33.31)		23.34		(25.22)		19.08		(16.57)	
	- Decrease / (increase) in other non - current assets	28.54		3.24		(24.37)		(37.70)		(5.53)	
	- (Decrease) / increase in unbilled revenue	16.81		(77.32)		(8.07)		(16.05)		(68.92)	
	- (Increase) / decrease in other non-current financial assets	0.09		0.06		-		-		-	
	- (Decrease) / increase in non-current loans	(1.96)		5.21		(15.17)		0.19		(2.29)	
	- (Decrease) / increase in current loans	14.07		(8.16)		3.00		(8.02)		(3.80)	
	- Increase / (decrease) in employee benefit obligations - non current	6.80		(1.73)		2.70		0.99		(0.65)	
	- (Decrease) / increase in employee benefit obligations - current	(27.43)		10.43		4.56		(1.49)		15.78	
	- (Decrease) / increase in trade payables	(21.99)		50.54		(4.08)		(30.37)		12.54	
	- Increase / (decrease) in other current financial liabilities	28.79		22.92		(10.66)		(29.60)		9.50	
	- Increase / (decrease) in other current liabilities	22.11		(0.37)		(20.62)		(36.43)		115.97	
	Cash generated from operations	**722.88**		**461.64**		**264.57**		**575.06**		**530.22**	
	- Income taxes paid (net of refunds)	(260.88)		(172.93)		(153.08)		(244.93)		(235.13)	
	Net cash generated from operating activities		**462.00**		**288.71**		**111.49**		**330.13**		**295.09**
B	**Cash flow from Investing activities:**										
	Payment for property, plant and equipment and intangible assets	(54.19)		(47.26)		(38.54)		(55.43)		(62.14)	
	Proceeds from sale of property, plant and equipment	2.64		0.92		1.58		0.36		0.37	
	Payment for purchase of current investments	(950.69)		(724.46)		(812.03)		(282.93)		(4,757.67)	
	Proceeds from sale of investments	829.23		567.09		1,034.53		474.57		4,600.51	
	Payment for investments in fixed deposits	-		-		(156.07)		(141.78)		1.21	
	Proceeds from maturity of fixed deposits	152.22		148.98		-		-		-	
	Payment for acquisition of a subsidiary	(367.50)		(320.00)		(203.36)		(201.55)		(4.53)	
	Interest received	22.55		23.28		20.98		17.87		14.81	
	Dividend received from Mutual Fund Units	12.94		14.16		9.28		16.97		25.70	
	Dividend received from Subsidiary	64.36		-		-		-		-	
	Net cash used in investing activities		**(288.44)**		**(337.29)**		**(143.63)**		**(171.92)**		**(181.74)**
C	**Cash flow from financing activities:**										
	Proceeds from / (Repayment of) borrowings	-		(120.00)		120.00		-		-	
	Interest paid	(36.64)		(7.11)		(3.02)		-		-	
	Transaction with non-controlling interest	(45.72)		-		-		-		-	
	Amount received from employee welfare trust	-		-		-		-		16.29	
	Dividend paid to company's shareholders (including tax thereon)	(59.89)		-		(144.18)		(140.15)		(140.15)	
	Net cash used in financing activities		**(142.25)**		**(127.11)**		**(27.20)**		**(140.15)**		**(123.86)**
	Net Increase / (Decrease) in cash and cash equivalents (A+B+C)		**31.31**		**(175.69)**		**(59.34)**		**18.06**		**(10.51)**
	Cash and cash equivalents as at beginning of the year		**314.30**		**487.40**		**546.96**		**528.96**		**539.25**
	Effect of unrealised exchange gain / loss on cash and cash equivalents		0.95		2.59		(0.22)		(0.06)		0.22
	Cash and cash equivalents as at end of the year		**346.56**		**314.30**		**487.40**		**546.96**		**528.96**

Nihilent Limited (Formerly known as Nihilent Technologies Limited)
Annexure IV
(All amounts in Rupees million, unless otherwise stated)

Restated Standalone Statement of Cash Flows

Reconciliation of cash and cash equivalents as per the statement of cash flows

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)	As at March 31, 2015 (Proforma)	As at March 31, 2014 (Proforma)
Cash and cash equivalents as per above comprises of the following: (Refer Annexure V, Note 8)					
Cash on hand	0.11	0.03	0.01	0.09	0.03
Balances with banks					
- in current accounts	288.06	267.86	434.62	521.11	448.77
- in EEFC accounts	38.14	46.41	52.77	25.76	59.30
- Deposit with maturity of less than 3 months	20.25	-	-	-	20.86
Total	**346.56**	**314.30**	**487.40**	**546.96**	**528.96**

Notes :
1. The above Statement of Cash Flows has been prepared under the 'Indirect Method' as set out in Ind AS 7, "Statement of Cash Flows"
2. Figures in brackets represent outflow of Cash and cash equivalents.
3. The above statement should be read with basis of preparation, significant accounting policies and notes forming part of the Restated Standalone Financial Information appearing in Annexure - V and Statement of adjustments to Audited Standalone Ind AS Financial Statements appearing in Annexure VI.

As per our report of even date

For Price Waterhouse Chartered Accountants LLP
Chartered Accountants
Firm Registration No: 012754N/N500016

Amit Borkar
Partner
Membership No. 109846

Place: Pune
Date: August 09, 2018

For and on behalf of the Board of Directors
Nihilent Limited

L. C. Singh
Director

Minoo Dastur
Director

Shubhabrata Banerjee
Chief Financial Officer

Rahul Bhandari
Company Secretary

Place: Pune
Date: August 06, 2018

Note 1 General information

Nihilent Limited (formerly known as Nihilent Technologies Limited) ("NL" or 'the Company'), is engaged in rendering software services, business consulting in the area of enterprise transformation, change and performance management and providing related IT services. The Company's registered office and global offshore delivery centre is located at Pune, India from where it services its global clientele. Nihilent Limited is a Company domiciled in India.

Note 2(A) Summary of significant accounting policies

This note provides a list of the significant accounting policies adopted in the preparation of these Standalone Financial statement. These policies have been consistently applied to all the years presented, unless otherwise stated.

(A) Basis of preparation

(i) Presentation of Restated Standalone Ind AS Financial Information

The Restated Standalone Statement of Assets and Liabilities of the Company as at March 31, 2018 and March 31, 2017 and the Restated Standalone Statement of Profit and Loss, the Restated Standalone Statement of Changes in Equity and the Restated Standalone Statement of Cash flows for the years ended March 31, 2018 and March 31, 2017 and Restated Other Standalone Financial Information (together referred as 'Restated Standalone Financial Information') has been prepared under Indian Accounting Standards ('Ind AS') notified under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015.

The Company has elected to present all five years as per Ind AS/ Proforma Ind AS, instead of Indian GAAP. The Restated Standalone Financial Information for the years ended March 31, 2016, 2015 and 2014 has been prepared on Proforma basis (i.e. "Proforma Standalone Ind AS Financial statement") in accordance with requirements of SEBI Circular SEBI/HO/CFD/DIL/CIR/P/2016/47 dated March 31, 2016 ("SEBI Circular") and 'Guidance Note on Reports in Company Prospectuses (Revised 2016)[the "Guidance Note"]' issued by ICAI. For the purpose of Proforma Ind AS standalone Financial statement for the year ended March 31, 2016, 2015 and 2014, the Company has followed the same accounting policy and accounting policy choices (both mandatory exceptions and optional exemptions availed as per Ind AS 101, "First Time Adoption of Indian Accounting Standards") as initially adopted on transition date i.e. April 1, 2016. Accordingly, suitable Ind AS adjustments in the accounting heads are made to the Proforma Ind AS Standalone Financial Information as of and for the years ended March 31, 2016, 2015, and 2014.As specified in the Guidance Note, the equity balance computed under Proforma Ind AS Financial Statements for the year ended March 31, 2016 (i.e. equity under Indian GAAP as at April 1, 2015, 2014 and 2013 adjusted for impact of Ind AS 101 items and after considering profit or loss for the year ended March 31, 2016, 2015 and 2014 with adjusted impact due to Ind- AS principles applied on proforma basis) and equity balance computed in opening Ind AS Balance sheet as at transition date (i.e. April 1, 2016), prepared for filing under Companies Act, 2013, differs due to restatement adjustments made as at April 1, 2015, 2014 and 2013. Accordingly, the closing equity balance as at March 31, 2016 of the Proforma Ind AS Financial statement has not been carried forward to opening Ind AS Balance sheet as at transition date already adopted for reporting under Companies Act, 2013. Reconciliation of the same is disclosed in Annexure V Note 2C.3.1.

The Restated Standalone Financial Statements have been prepared by the Management in connection with the proposed listing of equity shares of the Company by way of an Initial Public Offer ("IPO"), which is to be filed by the Company with the Securities and Exchange Board of India ("SEBI") and the concerned Stock Exchanges in accordance with the requirements of:

a) Section 26 of the Companies Act, 2013; and
b) The SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 issued by the SEBI on August 26, 2009, as amended to date, read along with SEBI circular No. SEBI/HO/CFD/DIL/CIR/P/2016/47 dated March 2016 (together referred to as the "SEBI regulations").

These Restated Standalone Financial Information and Other Standalone Financial Information have been extracted by the Management from the Audited Standalone Financial Statements and:

- there were no audit qualifications on the financial statements,
- there were no changes in accounting policies during the years of the financial statements,
- material amounts relating to adjustments for previous years in arriving at profit/loss of the years to which they relate, have been appropriately adjusted,
- adjustments for reclassification of the corresponding items of income, expenses, assets and liabilities, in order to bring them in line with the groupings as per the audited standalone financial statements of the Company and the requirements of the SEBI Regulations, and
- the resultant tax impact on above adjustments has been appropriately adjusted in deferred tax in the respective years and the impact of current tax in respect of short/excess income tax arising out of assessments, appeals, revised income tax returns, etc., has been adjusted in the current tax of respective years to which they relate.

Compliance with Ind AS

The Standalone Financial Statements comply in all material aspects with Indian Accounting Standards(Ind AS) notified under section 133 of the Companies Act, 2013 (The Act)[Companies (Indian Accounting Standards)Rules, 2015] and other relevant provisions of the Act.

The standalone financial statements upto the year ended March 31,2017, were prepared in accordance with the accounting standards notified under Companies (Accounting Standards) Rules, 2006 (as amended) and other relevant provisions of the Act.

Ministry of Corporate Affairs notified roadmap to implement Indian Accounting Standards ('Ind AS') notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (Indian Accounting Standards) (Amendment) Rules, 2016. As per the said roadmap, the Company has decided for voluntary adoption of Ind AS from the financial year beginning April 1, 2017 with the transition date being April 1, 2016. Accordingly, the audited standalone financial statements of the Company have been prepared in accordance with the Ind AS.

Financial Statement for the year ended March 31,2018 were the first set of Ind AS financial statement issued by the Group, and previous years ended March 31,2017, March 31,2016, March 31,2015 and March 31,2014 were covered by Ind AS 101, "First Time Adoption of Indian Accounting Standards". The transition to Ind AS has been carried out from the accounting principles generally accepted in India ("Indian GAAP"), which is considered as the Previous GAAP, for purposes of Ind AS 101. Reconciliations and explanations of the effect of the transition from Previous GAAP to Ind AS on the entity's Equity, Statement of Profit and Loss and Cash Flow Statement are provided in Annexure V Note 2C. The preparation of financial statements requires the use of certain critical accounting estimates and judgements. It also requires the Management to exercise judgement in the process of applying the entity's accounting policies. The areas involving a high degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in Note 2(B).

All amounts included in these Financial statements are reported in Million of Indian rupees (₹ In Million) except per share data and unless stated otherwise.

(ii) Historical Cost Convention

The Financial statement have been prepared on a historical cost basis, except for the following:
a) certain financial assets and liabilities are measured at fair value, and
b) defined benefit plan - plan assets measured at fair value

(iii) Current/Non-current classification

All assets and liabilities have been classified as current or non-current as per the Company's operating cycle and other criteria set out in Schedule III to the Companies Act, 2013. Based on the nature of services and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current – noncurrent classification of assets and liabilities.

(B) Significant Accounting Policies

A. Property, plant and equipment

Tangible assets
Property, plant and equipment are stated at their historical cost less depreciation and any impairment losses, if any. The cost of property, plant and equipment includes directly attributable incremental costs incurred in their acquisition of the asset.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repair and maintenance costs are recognized in statement of profit and loss as incurred.

Leasehold improvements are depreciated over the term of the lease or the estimated useful life of the asset whichever is shorter.

Capital work in progress is stated at cost less impairment.

Depreciation for the years have been provided on straight line basis over the useful life of the assets. The useful lives have been determined based on the technical evaluation done by the management's expert which are different than those specified by Schedule II to the Companies Act, 2013, in order to reflect the actual usage of the assets. Depreciation is provided on pro-rata basis on assets acquired, sold and discarded during the year.

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each reporting date. The gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sale proceeds and the carrying amount of the asset and is recognised in the statement of profit and loss.

Depreciation methods, estimated useful lives and residual value
Depreciation is calculated using straight –line method to allocate their cost, net of their residual values, over their estimated useful lives or, in the case of leasehold improvements, the shorter lease term as follows:

Class of asset	**Estimated economic useful life in years**

Computers and networking equipments	3 years
Electrical equipments, Plant and equipments, Furniture and fittings, Office equipment	4 years
Vehicles	5 years

B. Intangible assets

Intangible assets acquired and internally developed assets representing software are measured on initial recognition at cost. The cost of intangible assets acquired in the business combination is their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less accumulated amortisation and accumulated impairement losses. Intangible assets acquired or internally developed, are recognized when the asset is identifiable, is within the control of the Group, it is probable that the future economic benefits that are attributable to the asset will flow to the Group and cost of the asset can be reliably measured.

Acquired and developed intangible assets representing software are recorded at their acquisition price and are amortized over its estimated useful life of three to ten years, on case-to-case basis commencing from the date the assets are available for their use on straight line basis. The estimated useful life of intangible assets is reviewed by management at each Balance Sheet date.

C. Impairment

Goodwill on acquisition of subsidiaries is included in intangible assets. Goodwill is not amortised but is tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired and is carried at cost less accumulated impairment losses. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purpose of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent on the cash inflows from other assets or groups of assets (cash-generating units). Non- financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

D. Leases

As lessee

Leases where the Company, as lessee, has substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalized at the lease's inception at the fair value of the leased property or, if lower, the present value of the minimum lease payments. The corresponding rental obligations, net of finance charges, are included in borrowings or other financial liabilities as appropriate. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to the Statement of profit and loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Company as lessee are classified as operating leases. Payments made under operating leases are charged to the Statement of Profit and Loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with the expected general inflation to compensate expected inflationary cost increases.

E. Revenue recognition

The Company derives revenue primarily from software services activities. Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are net of trade allowances, rebates, discounts, value added taxes, Goods and service tax (GST) and other amounts collected on behalf of third parties.

The Company recognised revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and specific criteria have been met for each of the company's activities as described below. The Company estimates its estimates on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.

(i) Time and material contracts:
Revenues and costs relating to time and materials contracts are recognized as the related services are rendered.

(ii) Fixed- price contracts:
Revenues from fixed-price contracts are recognized using the "percentage-of-completion" method. Percentage of completion is determined based on efforts or costs incurred to date as a percentage of total estimated efforts or costs required to complete the project. The efforts or cost expended are used to measure progress towards completion as there is a direct relationship between input and productivity. If the Company does not have a sufficient basis to measure the progress of completion or to estimate the total contract revenues and costs, revenue is recognized only to the extent of contract cost incurred for which recoverability is probable.

(iii) Maintenance contracts:
Revenue from maintenance contracts is recognised on straight-line basis over the period of the contract.

(iv) Multiple element arrangements:
Revenue from contracts with multiple-element arrangements are recognized using the guidance in Ind AS 18, Revenue Recognition. The Company allocates the arrangement consideration to separately identifiable components based on their relative fair values or on the residual method. Fair values are determined based on sale prices for the components when it is regularly sold separately, third-party prices for similar components or cost plus an appropriate business-specific profit margin related to the relevant component.

F. Foreign currency translation

(i) Functional and presentation currency:
Items included in the Financial Statements are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The Financial Statements are presented in Indian rupee (INR), which is the Company's functional and presentation currency.

(ii) Transactions and balances:
Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the transition of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognized in Profit or Loss.

(iii) Foreign Operations

The results and financial position of foreign operations (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into presentation currency as follows:
- Assets and liabilities are translated at the closing rate at the date of the Standalone Statement of Assets and Liabilities
- Income and expense items are translated at the average exchange rates for the period (unless this is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions).
- All resulting exchange differences are recognized in other comprehensive income and held in foreign currency translation reserve (FCTR), a component of equity. When a foreign operation is disposed of, the relevant amount recognized in FCTR is transferred to the Statement of profit and loss as part of the profit or loss on disposal.

G. Employee benefits

i) Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related services are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligation in the balance sheet.

ii) Post employment obligations

The company has the following post-employment schemes :
a) defined benefit plan such as Gratuity and
b) defined contribution plans such as Provident Fund and Superannuation scheme

Gratuity Obligations:

The liability or asset recognised in the balance sheet in respect of defined benefit and gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuary using projected unit credit method.

The present value of the defined benefit obligation denominated in INR is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation. The benefits which are denominated in currency other than INR, the cash flows are discounted using market yields determined by reference to high-quality corporate bonds that are denominated in the currency in which the benefits will be paid, and that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost.

Defined contribution plans:

The Company's contributions to defined contribution plans in the nature of Provident Fund and Superannuation scheme are charged to the statement of profit and loss as they fall due. Contribution towards provident fund for all employees is made to the respective regulatory authorities, where the Company has no further obligations.

iii) Other long term benefit obligations

The employees of the Company are entitled to compensated absences. The employees can carry forward a portion of the unutilized accumulating compensated absences and utilize it in future periods or receive cash at retirement or termination of employment. The Company records an obligation for compensated absences in the period in which the employee renders the services that increases this entitlement.
Accumulated compensated absences, which are expected to be availed or encashed within 12 months from the end of the year are treated as short term employee benefits. The obligation towards the same is measured at the expected cost of accumulating compensated absences as the additional amount expected to be paid as a result of the unused entitlement as at the year end.

Accumulated compensated absences, which are expected to be availed or encashed beyond 12 months from the end of the year are treated as other long term employee benefits. The Company's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year. Actuarial losses/ gains are recognised in the Statement of Profit and Loss in the year in which they arise.

iv) Share-based payments

Selected employees of the Company receive remuneration in form of equity settled instruments, for rendering services over a defined vesting period. The cost of equity-settled transactions is determined by the fair value at the date when grant is made using and appropriate valuation model.

The cost is recognized in employee benefit expenses, together with a corresponding increase in share-based payment reserve in equity, over the period in which service conditions are fulfilled. The cumulative expense recognized for equity settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired. Expense or credit in the Statement of profit and loss for a period represents the movement in cumulative expense recognized as at the beginning and end of that period and it is recognized in employee benefits expenses.

Service and non-market performance conditions are not taken into account while determining the grant date fair value of awards. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions, these are reflected in the fair value of an award and lead to immediate expensing of an award unless there are also service and/or performance conditions.

No expense is recognized for awards that do not ultimately vest because non-market performance and/or service conditions have not been met. Where awards include a market or non-vesting condition, the transactions are treated as vested irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

When the terms of an equity settled award are modified, the minimum expense recognized is the expense had the terms had not been modified, if the original terms of award are met. An additional expense is recognized for any modification that increases the total fair value of the share-based payment transaction or is otherwise beneficial to the employee as measured at the date of modification. Where an award is cancelled by the entity or by the counter party, any remaining element of the fair value of the award is expensed immediately through statement of profit or loss.

H. Income Tax

(i) Current Income Tax:

Income tax for the current and prior years are measured at the amount expected to be recovered from or paid to the taxation authorities based on the taxable income for the year. The tax rates and tax laws used to compute the current tax amount are those that are enacted or substantively enacted as at the reporting date and applicable for the year.

The Company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and liability simultaneously.

(ii) Deferred Tax:

Deferred tax is recognized using the balance sheet approach. Deferred tax assets and liabilities are recognized for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount in Financial statement.

Deferred tax assets are recognized to the extent it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilized.

Deferred tax liabilities are recognized for all taxable temporary differences except in respect of taxable temporary differences associated with investments in subsidiaries, associates and foreign branches where the timing of the reversal of the temporary difference can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

The Company offsets deferred tax assets and liabilities, where it has a legally enforceable right to offset current tax assets against current tax liabilities, and they relate to taxes levied by the same taxation authority on either the same taxable entity, or on different taxable entities where there is an intention to settle the current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

Income tax comprises current and deferred tax. Income tax expense is recognized in the Statement of profit and loss except to the extent it relates to items directly recognized in other comprehensive income.

I. Provisions and Contingent Liabilities

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.
The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties

surrounding the obligation. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to passage of time is recognised as interest expense.
When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognized as an asset, if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.
Provisions for onerous contracts are recognized when the expected benefits to be derived by the Company from a contract are lower than the unavoidable costs of meeting the future obligations under the contract. Provisions for onerous contracts are measured at the present value of lower of the expected net cost of fulfilling the contract and the expected cost of terminating the contract.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

J. Contributed equity

Equity shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

K. Dividends

Provision is made for the amount of any dividend declared (including tax thereon), being appropriately authorised and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.

L. Earnings per share

(i) Basic earnings per share

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the Company
- by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares (note 38).

(ii) Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

M. Cash and cash equivalents and other bank balances

For the purposes of presentation in the statement of cash flows, cash and cash equivalents include cash on hand, in banks and demand deposits with financial institutions, other short-term highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to insignificant risk of change in value. Other bank balances includes deposits with banks which have a maturity of more than three months but not more than twelve months.

N. Trade Receivables

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for expected credit loss.

O. Financial Liabilities

(i) Initial recognition and measurement:

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs. The Company's financial liabilities include trade and other payables and financial guarantee contracts.

(ii) Subsequent Measurement

The subsequent measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit or loss ("FVTPL"):

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term.

Gains or losses on liabilities held for trading are recognised in the Statement of profit and loss. Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/ loss are not subsequently transferred to Statement of profit and loss. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit or loss. The Company has not designated any financial liability as at fair value through profit and loss.

Trade and other payables:

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid within 30 days of recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

Loans and borrowings:

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the Effective Interest Rate ("EIR") method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss. This category generally applies to borrowings.

Derecognition:
A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

Offsetting financial instruments
Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

P. Investments and other financial assets

(i) Classification

The Company classifies its financial assets in the following measurement categories:
- those to be measured subsequently at fair value (either though other comprehensive income, or through profit and loss), and
- those measured at amortised cost

The classification depends on the entity's business model for managing the financial assets and the contractual cash flow characteristics.

For assets measured at fair value, gains and losses will either be recorded in Statement of profit and loss or other comprehensive income. For investments in debt instruments, this will depend on business model in which the investment is held. For investments in equity instruments, this will depend on whether the company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

(ii) Initial recognition

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in Statement of Profit and loss.

(iii) Measurement:

Financial assets carried at amortised cost:
A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the

financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through other comprehensive income (FVOCI):

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Further, in cases where the Company has made an irrevocable election based on its business model, for its investments which are classified as equity instruments, the subsequent changes in fair value are recognized in other comprehensive income. When the financial Assets are Derecognized the cumulative gain or loss previously recognized in OCI is reclassified from Equity to Statement of profit and loss and recognized in Other Gains/ (Losses).

Financial assets at fair value through profit or loss (FVTPL):

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss.

(iv) Impairment of financial assets

The Company recognizes loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime EC. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized is recognized as an impairment gain or loss in Statement of profit and loss.

The Company measures expected credit losses for Trade receivables using a provision matrix based on collection history. Accordingly, for trade receivables, the Company has followed simplified approach permitted by Ind AS 109 Financial instruments, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

(v) Derecognition of financial assets

The Company derecognizes a financial asset when

- the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109.
- retains contractual rights to receive the cash flows of the financial asset but assumes a contractual obligation to pay the cash flows to one or more recipients.

When the entity has neither transferred a financial asset nor retained substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognised to extent of continuing involvement in the financial asset.

Q. Other income:

(a) Interest Income:
Interest income from debt instruments is recognised using the effective interest rate (EIR) method. EIR is the rate that exactly discounts the estimated future cash receipts over the expected life of the financial asset or a shorter period, where appropriate, to the gross carrying amount of the financial asset. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses.

(b) Dividend:

Dividends are recognised in the Statement of Profit and Loss only when the right to receive the payment is established, which is generally when shareholders approve the dividend, it is probable that the economic benefits associated with the dividend will flow to the Company and the amount of dividend can be measured reliably.

R. Investments in subsidiaries: The Company has accounted for its investment in subsidiaries at cost.

S. Rounding off norms

All amounts disclosed in the financial statements and notes have been rounded off to nearest million rupees, unless otherwise stated.

T. Recent accounting pronouncements

Standards issued but not yet effective

The Ministry of Corporate Affairs (MCA) notified the Companies (Indian Accounting Standards) Amendment Rules, 2018 on March 28, 2018. The Rules shall be effective from reporting period beginning on or after April 1, 2018 and cannot be early adopted.

(a) Ind AS 115 - Revenue from contracts with customers

Ind AS 115, Revenue from contracts with customers deals with revenue recognition and establishes principles for reporting useful information to users of financial statements about the nature, amount, timing and uncertainty of revenue and cash flows arising from an entity's contracts with customers. Revenue is recognised when a customer obtains control of a promised good or service and thus has the ability to direct the use and obtain the benefits from the good or service in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods and services. The standard replaces Ind AS 18 Revenue and Ind AS 11 Construction contracts and related appendices.

A new five-step process must be applied before revenue can be recognised:
(i) identify contracts with customers
(ii) identify the separate performance obligation
(iii) determine the transaction price of the contract
(iv) allocate the transaction price to each of the separate performance obligations, and
(v) recognise the revenue as each performance obligation is satisfied.

The new standard is mandatory for financial years commencing on or after April 1, 2018 and early application is not permitted. The standard permits either a full retrospective or a modified retrospective approach for the adoption.

There are consequential amendments to other Ind AS due to notification of Ind AS 115. The Company is in the process of evaluating the impact on the Financial Statements in terms of the amount and timing of revenue recognition under the new standard.

(b) Ind AS 21 - The Effects of changes in foreign exchange rates

The MCA has notified Appendix B to Ind AS 21, foreign currency transactions and advance consideration. The appendix clarifies how to determine the date of transaction for the exchange rate to be used on initial recognition of a related asset, expense or income where an entity pays or receives consideration in advance for foreign currency-denominated contracts.

For a single payment or receipt, the date of the transaction should be the date on which the entity initially recognises the non-monetary asset or liability arising from the advance consideration (the prepayment or deferred income/contract liability). If there are multiple payments or receipts for one item, date of transaction should be determined as above for each payment or receipt.

The appendix can be applied:
(i) retrospectively for each period presented applying Ind AS 8;
(ii) prospectively to items in scope of the appendix that are initially recognised

- on or after the beginning of the reporting period in which the appendix is first applied (i.e. April 1, 2018); or
- from the beginning of a prior reporting period presented as comparative information (i.e. April 1, 2017).

The Company is in the process of evaluating the impact on the Financial Statements.

(c) Ind AS 12 – Income taxes

The amendments clarify the accounting for deferred taxes where an asset is measured at fair value and that fair value is below the asset's tax base. They also clarify certain other aspects of accounting for deferred tax assets set out below:

A temporary difference exists whenever the carrying amount of an asset is less than its tax base at the end of the reporting period.

The estimate of future taxable profit may include the recovery of some of an entity's assets for more than its carrying amount if it is probable that the entity will achieve this. For example, when a fixed-rate debt instrument is measured at fair value, however, the entity expects to hold and collect the contractual cash flows and it is probable that the asset will be recovered for more than its carrying amount.

Where the tax law restricts the source of taxable profits against which particular types of deferred tax assets can be recovered, the recoverability of the deferred tax assets can only be assessed in combination with other deferred tax assets of the same type.

Tax deductions resulting from the reversal of deferred tax assets are excluded from the estimated future taxable profit that is used to evaluate the recoverability of those assets. This is to avoid double counting the deductible temporary differences in such assessment.
An entity shall apply the amendments to Ind AS 12 retrospectively in accordance with Ind AS 8. However, on initial application of the amendment, the change in the opening equity of the earliest comparative period may be recognised in opening retained earnings (or in another component of equity, as appropriate), without allocating the change between opening retained earnings and other components of equity.

The Company is in the process of evaluating the impact on the Financial Statements.

Note 2(B) Critical estimates and judgements

The preparation of the financial statements requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from those estimates.
Estimates and underlying assumptions are reviewed on an going basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected. In particular, information about significant areas of estimation, uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amount recognised in the financial statement included in the following notes:

a. Revenue recognition

The Company uses the percentage-of-completion method in accounting for its fixed price contracts. Use of percentage-of-completion method requires the Company to estimate the efforts or costs expended to date as a proportion of the total efforts or costs to be expended. Efforts or costs expended have been used to measure progress towards completion as there is a direct relationship between input and productivity. Provisions for estimated losses, if any, on uncompleted contracts are recorded in the period in which such losses become probable based on the expected contract estimates at the reporting date.

b. Impairment reviews

Ind AS requires management to undertake an annual test for impairment of indefinite lived assets and, for finite lived assets, to test for impairment if events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable.

Impairment testing is an area involving management judgement, requiring assessment as to whether the carrying value of assets can be supported by the net present value of future cash flows derived from such assets using cash flow projections which have been discounted at an appropriate rate. In calculating the net present value of the future cash flows, certain assumptions are required to be made in respect of highly uncertain matters including management's expectations of:

a) growth in profit before tax;
b) long-term growth rates; and
c) selection of discount rates to reflect the risks involved.

Changing the assumptions selected by management, in particular the discount rate and growth rate assumptions used in the cash flow projections, could significantly affect the Company's impairment evaluation and hence results.

c. Estimate of current and deferred tax

The Company's tax charge on ordinary activities is the sum of the total current and deferred tax charges. The calculation of the Company's total tax charge necessarily involves a degree of estimation and judgement in respect of certain items whose tax treatment cannot be finally determined until resolution has been reached with the relevant tax authority or, as appropriate, through a formal legal process. The final resolution of some of these items may give rise to material profits/losses and/or cash flows.

The complexity of the Company's structure makes the degree of estimation and judgement more challenging. The resolution of issues is not always within the control of the Company and it is often dependent on the efficiency of the legal processes in the relevant taxing jurisdictions in which the Company operates. Issues can, and often do, take many years to resolve. Payments in respect of tax liabilities for an accounting period result from payments on account and on the final resolution of open items. As a result there can be substantial differences between the tax charge in the statement of profit and loss and actual tax payments. (Refer note 25)

d. Defined benefit plan

The cost of the defined benefit plans and the present value of the defined benefit obligation are based on actuarial valuation using the projected unit credit method. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date. Also refer note 26.

Note 2C First-time adoption of Ind AS, as restated

The Restated Standalone Statement of Assets and Liabilities of the Company as at March 31, 2018 and March 31, 2017 and the Restated Standalone Statement of Profit and Loss, the Restated Standalone Statement of Changes in Equity and the Restated Standalone Statement of Cash flows for the years ended March 31, 2018 and March 31 2017 and Restated Other Standalone Financial Information (together referred as 'Restated Standalone Financial Information') have been prepared under Indian Accounting Standards ('Ind AS') notified under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015. The Company has elected to present all five years as per Ind AS/ Proforma Ind AS, instead of Indian GAAP. The restated standalone financial information for the years ended March 31, 2016, 2015 and 2014 have been prepared on Proforma basis (i.e. "Proforma Standalone Ind AS Financial Statements") in accordance with the requirements of SEBI Circular SEBI/HO/CFD/DIL/CIR/P/2016/47 dated March 31, 2016 ("SEBI Circular") and the 'Guidance note on Reports in company Prospectuses (Revised 2016)' issued by ICAI. For the purpose of Proforma Ind AS standalone financial information for the years ended March 31, 2016, 2015 and 2014, the Company has followed the same accounting policy and accounting policy choices (both, mandatory exceptions and optional exemptions availed as per Ind AS 101) as initially adopted on transition date i.e. April 1, 2016. Accordingly, suitable restatement adjustments (both re-measurements and reclassifications) in the accounting heads are made to the Proforma Ind AS Standalone financial information as of and for the years ended March 31, 2016, 2015, and 2014 following accounting policies and accounting policy choices (both mandatory exceptions and optional exemptions) consistent with that used at the date of transition to Ind AS (i.e. April 1, 2016).

I Exemptions and exceptions availed

Set out below are the applicable Ind AS 101 optional exemptions and mandatory exceptions applied in the transition from previous GAAP to Ind AS.

A Ind AS optional exemptions availed

1 Deemed cost for investments in subsidiaries

Ind AS 101 permits a first-time adopter to elect to continue with the carrying value for all of its investments in subsidiaries as recognised in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition.

Accordingly, the Company has elected to measure all of its investments in subsidiaries at their previous GAAP carrying value.

2 Deemed cost for Property, Plant and Equipment and Intangible assets

Property plant and equipment and Intangible assets - As permitted by IND AS 101, the Company has elected to continue with the carrying values under previous GAAP as 'deemed cost' at April 1, 2016 for all the items of property, plant & equipment. For the purpose of Proforma Standalone Ind AS financial information for the year ended March 31, 2016, 2015 and 2014, the Company has provided the depreciation based on the estimated useful life of respective years and as the change in estimated useful life is considered as change in estimate, accordingly there is no impact of this roll back. Similar approach has been followed with respect to intangible assets.

3 Leases

For leases, the Company has used Ind AS 101 exemption and has assessed the classification of each element as finance or operating lease at the date of transition (April 1, 2016) to Ind AS on the basis of the facts and circumstances existing as at that date. For the purpose of Proforma standalone Ind AS financial information for the year ended March 31, 2016, 2015 and 2014, the Company has continued with the classification of operating leases on the date of transition (i.e. April 1, 2016).

4 Share based Payment Transactions

The Company has availed exemption under Ind AS 101 and not recognized the share based Payment transactions as per Ind AS 102 'share based payments' that vested before April 1, 2016. For the purpose of Proforma Ind AS Standalone financial information for the year ended March 31, 2016, 2015 and 2014, the Company has recorded expense on fair value basis for all share based payments vesting during the years and has not recognized the share-based Payment transactions as per Ind AS 102 'share based payments' that vested before April 1, 2013.

B Ind AS mandatory exceptions

1 Estimates

An entity's estimates in accordance with Ind ASs at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with previous GAAP (after adjustments to reflect any difference in accounting policies), unless there is objective evidence that those estimates were in error.

Ind AS estimates as at April 1, 2016 are consistent with the estimates as at the same date made in conformity with previous GAAP. The Company made estimates for the following items in accordance with Ind AS at the date of transition, and for the Proforma Ind-AS financial information for the year ended March 31, 2016, 2015 and 2014, as these were not required under previous GAAP:

- Impairment of financial assets based on expected credit loss model.
- Investment in mutual funds carried at FVPL.

2 De-recognition of financial assets and liabilities

Ind AS 101 requires a first-time adopter to apply the de-recognition provisions of Ind AS 109 prospectively for transactions occurring on or after the date of transition to Ind AS. However, Ind AS 101 allows a first-time adopter to apply the de-recognition requirements in Ind AS 109 retrospectively from a date the entity has chosen, provided that the information needed to apply Ind AS 109 to financial assets and financial liabilities de-recognised as a result of past transactions was obtained at the time of initially accounting for those transactions. The Company has elected to apply the de-recognition provisions of Ind AS 109 prospectively from the date of transition to Ind AS.

3 Classification and measurement of financial assets

Ind AS 101 requires an entity to assess classification and measurement of financial assets on the basis of the facts and circumstances that exist at the date of transition to Ind AS. The Company has classified and measured the financial assets on the basis of the facts and circumstances existing at the date of transition to Ind AS.

4 Reconciliation between previous GAAP, Ind AS restated and Audited financial statements

The following reconciliations provide a quantification of the effect of significant differences arising from the transition from Previous GAAP to Ind AS in accordance with Ind AS 101:

– equity as at March 31, 2017, April 01, 2016, March 31, 2016, March 31, 2015 and March 31, 2014;
– total comprehensive income for the year ended March 31, 2017, March 31, 2016, March 31, 2015, March 31, 2014; and
– explanation of material adjustments to the statement of assets and liabilities, statement of profit and loss and to the cash flow statements.

In the reconciliations mentioned above, certain reclassifications have been made to Previous GAAP financial statements to align with Ind AS presentation.

As specified in the Guidance Note, equity computed under Proforma Ind AS financial statements for the year ended March 31, 2016 (i.e. equity under Indian GAAP as at April 1, 2015, 2014 and 2013 adjusted for impact of Ind AS 101 items and after considering profit or loss for the year ended March 31, 2016, 2015 and 2014 adjusted for impact due to Ind- AS principles applied on proforma basis) and equity computed in opening Ind AS Balance sheet as at transition date (i.e. April 1, 2016), prepared for filing under Companies Act, 2013, differs due to restatement adjustments made as at April 1, 2015, 2014 and 2013. Accordingly, the closing equity as at March 31, 2016 of the Proforma Ind AS financial statements has not been carried forward to opening Ind AS Balance sheet as at transition date already adopted for reporting under Companies Act, 2013. Reconciliation of the same is disclosed in Note 2C.3.1.

The remaining mandatory exceptions either do not apply or are not relevant to the Company.

(All amounts in Rupees million, unless otherwise stated)

2C First time Ind AS adoption reconciliation

2C.1 Ind AS 101 requires an entity to reconcile equity, total comprehensive income and cash flows for prior periods. The following tables represents the reconciliation from previous GAAP to Ind AS.

Particulars	Notes to transition	As at March 31, 2017		
		Previous GAAP *	Adjustments for transition to Ind AS	Ind AS
ASSETS				
I. Non-current assets				
Property, plant and equipment	-	30.64	-	30.64
Capital work-in-progress	-	34.01	-	34.01
Intangible assets	-	3.26	-	3.26
Financial assets			-	
(a) Investments	-	1,165.74	-	1,165.74
(b) Loans	1	40.45	(3.44)	37.01
(c) Other financial assets	-	0.83		0.83
Deferred tax assets (net)	6	40.74	20.69	61.43
Income tax assets	-	85.95	-	85.95
Other non-current assets	-	78.01	-	78.01
Total non-current assets		**1,479.63**	**17.25**	**1,496.88**
II. Current assets				
Financial assets				
(a) Investments	8	202.51	-	202.51
(b) Trade receivables	4	635.84	(15.78)	620.06
(c) Cash and cash equivalents	-	314.30	-	314.30
(d) Bank balance other than cash and cash equivalents above	-	152.22	-	152.22
(e) Unbilled revenue	-	221.03	-	221.03
(f) Loans	-	6.48	-	6.48
(g) Other financial assets	-	6.28	-	6.28
Other current assets	1	39.59	3.29	42.88
Total current assets		**1,578.25**	**(12.49)**	**1,565.76**
Total Assets		**3,057.88**	**4.76**	**3,062.64**
EQUITY AND LIABILITIES				
EQUITY				
Equity share capital	-	199.66	-	199.66
Other Equity				
Reserves and Surplus	3,5 and 7	2,047.67	4.76	2,052.43
Other reserves	2,3,5 and 7	(28.70)	-	(28.70)
Total equity		**2,218.63**	**4.76**	**2,223.39**
LIABILITIES				
I. Non-current liabilities				
Employee benefit obligations	-	29.79	-	29.79
Total non-current liabilities		**29.79**	**-**	**29.79**
II. Current liabilities				
Financial liabilities				
(a) Borrowings	-	-	-	-
(b) Trade payables	-	-	-	-
- total outstanding dues of micro enterprises and small enterprises	-	0.31	-	0.31
- total outstanding dues of creditors other than micro enterprises and small enterprises	-	76.39	-	76.39
(c) Other financial liabilities	-	527.58	-	527.58
Employee benefit obligations	-	33.58	-	33.58
Income tax liablities	-	52.21	-	52.21
Other current liabilities	-	119.39	-	119.39
Total current liabilities		**809.46**	**-**	**809.46**
Total liabilities		**839.25**	**-**	**839.25**
Total Equity and Liabilities		**3,057.88**	**4.76**	**3,062.64**

** The previous GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purposes of this note.*

Reconciliation from Ind AS to restated equity

	Amount
Total equity as per Ind AS Financial Information	**2,223.39**
Restatement Adjustments	5.74
Total equity as per Restated Standalone Financial Information (Refer Annexure I)	**2,229.13**

(All amounts are in Rupees million, unless stated otherwise)

2C First time Ind AS adoption reconciliation

2C.2 Effect of Ind AS adoption of Standalone Statement of Profit and Loss For the year ended March 31, 2017.

Particulars	Notes to transition	For the year ended on March 31, 2017		
		Previous GAAP *	Adjustments for transition to Ind AS	Ind AS
Income				
Revenue from operations		2,593.77	-	2,593.77
Other income	1 and 8	43.26	2.28	45.54
Total Income		**2,637.03**	**2.28**	**2,639.31**
Expenses				
Employee benefits expense	2 and 5	1,534.83	0.77	1,535.60
Depreciation and amortisation expense	-	38.65	-	38.65
Other expenses	1 and 4	573.08	(2.02)	571.06
Finance cost	-	24.73	-	24.73
Total expenses		**2,171.29**	**(1.25)**	**2,170.04**
Profit before tax		**465.74**	**3.53**	**469.27**
Tax expense				
Current tax	-	189.32	-	189.32
Deferred tax	6	(36.45)	20.61	(15.84)
Prior year tax adjustment	Annexure VI	19.39	-	19.39
Total tax expense		**172.26**	**20.61**	**192.87**
Profit for the year		**293.48**	**(17.08)**	**276.40**
Other comprehensive income				
Items that may be reclassified to profit or loss				
Exchange differences on translation of foreign operations	3 and 9	-	48.38	48.38
Tax effect	-	-	15.17	15.17
		-	63.55	63.55
Items that will not be reclassified to profit or loss				
Re-measurements of post employment benefit obligations	2 and 9	-	0.77	0.77
Tax effect	6	-	(0.27)	(0.27)
		-	0.50	0.50
Total other comprehensive income for the year (net of tax)		**-**	**64.05**	64.05
Total comprehensive income for the year		**293.48**	**46.97**	**340.45**

** The previous GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purposes of this note.*

Reconciliation from Ind AS comprehensive income to Restated Comprehensive Income

	Amount
Total comprehensive income as per Ind AS	**340.45**
Restatement Adjustments	3.95
Total Restated Comprehensive Income (Refer Annexure II)	**344.40**

Nihilent Limited (Formerly known as Nihilent Technologies Limited)
Annexure V - Notes to Restated Standalone Financial Information
(All amounts are in Rupees million, unless stated otherwise)

2C First time Ind AS adoption reconciliation

2C.1 Ind AS 101 requires an entity to reconcile equity, total comprehensive income and cash flows for prior periods. The following tables represents the reconciliation from previous GAAP to Ind AS.

Particulars	Notes to first time adoption	As at April 1, 2016		
		Previous GAAP *	Adjustments for transition to Ind AS	Ind AS
ASSETS				
I. Non-current assets				
Property, plant and equipment	-	54.15	-	54.15
Intangible assets	-	5.89	-	5.89
Financial assets				
(a) Investments	-	478.24	-	478.24
(b) Loans	1	43.61	(2.43)	41.18
(b) Other financial assets	-	0.89	-	0.89
Deferred tax assets (net)	6	19.47	26.39	45.86
Income tax assets	-	105.88	-	105.88
Other non-current assets	-	81.25	-	81.25
Total non-current assets		**789.38**	**23.96**	**813.34**
II. Current assets				
Financial assets				
(a) Investments	-	45.14	-	45.14
(b) Trade receivables	4	558.75	(20.13)	538.62
(c) Cash and cash equivalents	-	487.40	-	487.40
(d) Bank balance other than cash and cash equivalents above	-	301.14	-	301.14
(e) Unbilled revenue	-	143.71	-	143.71
(f) Loans	-	8.82	-	8.82
(g) Other financial assets	-	3.71	-	3.71
Other current assets	1	56.52	2.34	58.86
Total current assets		**1,605.19**	**(17.79)**	**1,587.40**
Total Assets		**2,394.57**	**6.17**	**2,400.74**
EQUITY AND LIABILITIES				
EQUITY				
Equity share capital	-	199.66	-	199.66
Other Equity				
Reserves and Surplus	3,5 and 7	1,769.36	6.17	1,775.53
Other reserves	2,3,5 and 7	(92.25)	-	(92.25)
Total equity		**1,876.77**	**6.17**	**1,882.94**
LIABILITIES				
I. Non-current liabilities				
Employee benefit obligations	-	50.45	-	50.45
Total non-current liabilities		**50.45**	**-**	**50.45**
II. Current liabilities				
Financial liabilities				
(a) Borrowings	-	120.00	-	120.00
(b) Trade payables				
- total outstanding dues of micro enterprises and small enterprises	-	-	-	-
- total outstanding dues of creditors other than micro enterprises and small	-	49.77	-	49.77
(c) Other financial liabilities	-	121.30	-	121.30
Employee benefit obligations	-	4.99	-	4.99
Income tax liablities	-	51.53	-	51.53
Other current liabilities	-	119.76	-	119.76
Total current liabilities		**467.35**	**-**	**467.35**
Total liabilities		**517.80**	**-**	**517.80**
Total Equity and Liabilities		**2,394.57**	**6.17**	**2,400.74**

** The previous GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purposes of this note.*

(All amounts in Rupees million, unless otherwise stated)

2C First time Ind AS adoption reconciliation (continued)

2C.1 Ind AS 101 requires an entity to reconcile equity, total comprehensive income and cash flows for prior periods. The following tables represents the reconciliation from previous GAAP to Ind AS.

Particulars	**Notes to transition**	**As at March 31, 2016 (Proforma)**		
		Previous GAAP *	**Adjustments for transition to Ind AS**	**Ind AS**
ASSETS				
I. Non-current assets				
Property, plant and equipment	-	54.15	-	54.15
Capital work-in-progress	-	-	-	-
Intangible assets	-	5.89	-	5.89
Financial assets				
(a) Investments	-	478.24	-	478.24
(b) Loans	1	43.61	(9.61)	34.00
(c) Other financial assets	-	0.89	-	0.89
Deferred tax assets (net)	6	19.47	26.32	45.79
Income tax assets	-	105.88	-	105.88
Other non-current assets	-	81.25	-	81.25
Total non-current assets		**789.38**	**16.71**	**806.09**
II. Current assets				
Financial assets				
(a) Investments	-	45.14	-	45.14
(b) Trade receivables	4	558.75	(20.14)	538.61
(c) Cash and cash equivalents	-	487.40	-	487.40
(d) Bank balance other than cash and cash equivalents above	-	301.14	-	301.14
(e) Unbilled revenue	-	143.71	-	143.71
(f) Loans	-	8.82	-	8.82
(g) Other financial assets	-	3.71	-	3.71
Other current assets	1	56.52	9.82	66.34
Total current assets		**1,605.19**	**(10.32)**	**1,594.87**
Total Assets		**2,394.57**	**6.39**	**2,400.96**
EQUITY AND LIABILITIES				
EQUITY				
Equity share capital	-	199.66	-	199.66
Other Equity				
Reserves and Surplus	3,5 and 7	1,769.36	6.39	1,775.75
Other reserves	2,3,5 and 7	(92.25)	-	(92.25)
Total equity		**1,876.77**	**6.39**	**1,883.16**
LIABILITIES				
I. Non-current liabilities				
Employee benefit obligations	-	32.29	-	32.29
Total non-current liabilities		**32.29**	**-**	**32.29**
II. Current liabilities				
Financial liabilities				
(a) Borrowings	-	120.00	-	120.00
(b) Trade payables	-			-
- total outstanding dues of micro enterprises and small enterprises	-	-	-	-
- total outstanding dues of creditors other than micro enterprises and small enterprises	-	49.77	-	49.77
(c) Other financial liabilities	-	121.30	-	121.30
Employee benefit obligations	-	23.15	-	23.15
Income tax liabilities	-	51.53	-	51.53
Other current liabilities	-	119.76	-	119.76
Total current liabilities		**485.51**	**-**	**485.51**
Total liabilities		**517.80**	**-**	**517.80**
Total Equity and Liabilities		**2,394.57**	**6.39**	**2,400.96**

** The previous GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purposes of this note.*

Reconciliation from Ind AS to restated equity

	Amount
Total equity as per Ind AS financial statements	**1,883.16**
Restatement Adjustments	1.79
Total equity as per Restated Standalone Financial Information (Refer Annexure I)	**1,884.95**

(All amounts are in Rupees million, unless stated otherwise)

2C First time Ind AS adoption reconciliation (continued)

2C.2 Effect of Ind AS adoption of Standalone Statement of Profit and Loss For the year ended March 31, 2016.

Particulars	Notes to transition	For the year ended on March 31, 2016 (Proforma)		
		Previous GAAP *	Adjustments for transition to Ind AS	Ind AS
Income				
Revenue from operations	-	2,512.22	-	2,512.22
Other income	1 and 8	50.53	0.24	50.77
Total Income		**2,562.75**	**0.24**	**2,562.99**
Expenses				
Employee benefits expense	2 and 5	1,541.75	1.77	1,543.52
Depreciation and amortisation expense	-	61.63	-	61.63
Other expenses	1 and 4	547.79	7.24	555.03
Finance cost	-	3.02	-	3.02
Total expenses		**2,154.19**	**9.01**	**2,163.20**
Profit before tax		**408.56**	**(8.77)**	**399.79**
Tax expense				
Current tax	-	128.36	-	128.36
Deferred tax	6	12.85	(21.50)	(8.65)
Total tax expense		**141.21**	**(21.50)**	**119.71**
Profit for the year		**267.35**	**12.73**	**280.08**
Other comprehensive income				
Items that may be reclassified to profit or loss				
Exchange differences on translation of foreign operations	3 and 9	-	(56.04)	(56.04)
Tax effect	-	-	-	-
		-	(56.04)	(56.04)
Items that will not be reclassified to profit or loss				
Re-measurements of post employment benefit obligations	2 and 9	-	1.77	1.77
Tax effect	6	-	(0.61)	(0.61)
		-	1.16	1.16
Total other comprehensive income for the year (net of tax)		**-**	**(54.88)**	**(54.88)**
Total comprehensive income for the year		**267.35**	**(42.15)**	**225.20**

** The previous GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purposes of this note.*

Reconciliation from Ind AS comprehensive income to Restated Comprehensive Income

	Amount
Total comprehensive income as per Ind AS	**225.20**
Restatement Adjustments	(19.39)
Total Restated Comprehensive Income (Refer Annexure II)	**205.81**

(All amounts in Rupees million, unless otherwise stated)

2C First time Ind AS adoption reconciliation (continued)

2C.1 Ind AS 101 requires an entity to reconcile equity, total comprehensive income and cash flows for prior periods. The following tables represents the reconciliation from previous GAAP to Ind AS.

Particulars	**Notes to transition**	**As at March 31, 2015 (Proforma)**		
		Previous GAAP *	**Adjustments for transition to Ind AS**	**Ind AS**
ASSETS				
I. Non-current assets				
Property, plant and equipment	-	63.66	-	63.66
Capital work-in-progress	-	-	-	-
Intangible assets	-	15.37	-	15.37
Financial assets				
(a) Investments	-	274.88	-	274.88
(b) Loans	1	21.76	(4.90)	16.86
(c) Other financial assets	-	0.34	-	0.34
Deferred tax assets (net)	6	32.32	5.43	37.75
Income tax assets	-	81.16	-	81.16
Other non-current assets	-	61.11	-	61.11
Total non-current assets		**550.60**	**0.53**	**551.13**
II. Current assets				
Financial assets				
(a) Investments	8	262.34	1.73	264.07
(b) Trade receivables	4	548.28	(14.83)	533.45
(c) Cash and cash equivalents	-	546.96	-	546.96
(d) Bank balance other than cash and cash equivalents above	-	145.62	-	145.62
(e) Unbilled revenue	-	135.64	-	135.64
(f) Loans	-	11.82	-	11.82
(g) Other financial assets	-	-	-	-
Other current assets	1	35.95	5.17	41.12
Total current assets		**1,686.61**	**(7.93)**	**1,678.68**
Total Assets		**2,237.21**	**(7.40)**	**2,229.81**
EQUITY AND LIABILITIES				
EQUITY				
Equity share capital	-	199.66	-	199.66
Other Equity				
Reserves and surplus	3,5 and 7	1,646.19	(7.50)	1,638.69
Other reserves	2,3,5 and 7	(36.21)	-	(36.21)
Total equity		**1,809.64**	**(7.50)**	**1,802.14**
LIABILITIES				
I. Non-current liabilities				
Employee benefit obligations	-	31.36	-	31.36
Total non-current liabilities		**31.36**	**-**	**31.36**
II. Current liabilities				
Financial liabilities				
(a) Borrowings	-	-	-	-
(b) Trade payables				
- total outstanding dues of micro enterprises and small enterprises	-	-	-	-
- total outstanding dues of creditors other than micro enterprises and small enterprises	-	53.85	-	53.85
(c) Other financial liabilities	-	131.96	-	131.96
Employee benefit obligations	-	18.49	0.10	18.59
Income tax liablities	-	51.53	-	51.53
Other current liabilities	-	140.38	-	140.38
Total current liabilities		**396.21**	**0.10**	**396.31**
Total liabilities		**427.57**	**0.10**	**427.67**
Total Equity and Liabilities		**2,237.21**	**(7.40)**	**2,229.81**

** The Indian GAAP figures have been reclassified to confirm to Ind AS presentation requirements for the purpose of this note.*

Reconciliation from Ind AS to restated equity

	Amount
Total equity as per Ind AS financial statements	**1,802.14**
Restatement Adjustments	21.18
Total equity as per Restated Standalone Financial Information (Refer Annexure I)	**1,823.32**

(All amounts are in Rupees million, unless stated otherwise)

2C First time Ind AS adoption reconciliation (continued)

2C.2 Effect of Ind AS adoption of Standalone Statement of Profit and Loss For the year ended March 31, 2015.

Particulars	Notes to transition	For the year ended on March 31, 2015 (Proforma)		
		Previous GAAP *	Adjustments for transition to Ind AS	Ind AS
Income				
Revenue from operations	-	2,678.34	-	2,678.34
Other income	1 and 8	38.39	1.74	40.13
Total Income		**2,716.73**	**1.74**	**2,718.47**
Expenses				
Employee benefits expense	2 and 5	1,486.74	(4.58)	1,482.16
Depreciation and amortisation expense	-	53.28	-	53.28
Other expenses	1 and 4	486.67	33.46	520.13
Finance cost		-	-	-
Total expenses		**2,026.69**	**28.88**	**2,055.57**
Profit before tax		**690.04**	**(27.14)**	**662.90**
Tax expense				
Current tax	-	222.05	-	222.05
Deferred tax	6	5.30	(9.39)	(4.09)
Prior year tax adjustment	Annexure VI	(70.20)	-	(70.20)
Total tax expense		**157.15**	**(9.39)**	**147.76**
Profit for the year		**532.89**	**(17.75)**	**515.14**
Other comprehensive income				
Items that may be reclassified to profit or loss				
Exchange differences on translation of foreign operations	3 and 9	-	(6.53)	(6.53)
Tax effect	-	-	-	-
		-	(6.53)	(6.53)
Items that will not be reclassified to profit or loss				
Re-measurements of post employment benefit obligations	2 and 9	-	(5.05)	(5.05)
Tax effect	6	-	1.72	1.72
		-	(3.33)	(3.33)
Total other comprehensive income for the year (net of tax)		**-**	**(9.86)**	(9.86)
Total comprehensive income for the year		**532.89**	**(27.61)**	**505.28**

** The Indian GAAP figures have been reclassified to confirm to Ind AS presentation requirements for the purpose of this note.*

Reconciliation from Ind AS comprehensive income to Restated Comprehensive Income

	Amount
Total comprehensive income as per Ind AS	505.28
Restatement Adjustments	(70.20)
Total Restated Comprehensive Income (Refer Annexure II)	**435.08**

(All amounts in Rupees million, unless otherwise stated)

2C First time Ind AS adoption reconciliation (continued)

2C.1 Ind AS 101 requires an entity to reconcile equity, total comprehensive income and cash flows for prior periods. The following tables represents the reconciliation from previous GAAP to Ind AS.

Particulars	Notes to transition	As at March 31, 2014 (Proforma)		
		Previous GAAP *	Adjustments for transition to Ind AS	Ind AS
ASSETS				
I. Non-current assets				
Property, plant and equipment	-	64.25	-	64.25
Capital work-in-progress	-	-	-	-
Intangible assets	-	14.48	-	14.48
Financial assets				
(a) Investments	-	73.33	-	73.33
(b) Loans	1	21.95	(6.04)	15.91
(c) Other financial assets	-	0.34	-	0.34
Deferred tax assets (net)	6	37.62	(5.68)	31.94
Income tax assets	-	59.46	-	59.46
Other non-current assets	-	21.64	-	21.64
Total non-current assets		**293.07**	**(11.72)**	**281.35**
II. Current assets				
Financial assets				
(a) Investments	8	451.35	1.13	452.48
(b) Trade receivables	4	559.89	17.50	577.39
(c) Cash and cash equivalents	-	528.96	-	528.96
(d) Bank balance other than cash and cash equivalents above	-	3.84	-	3.84
(e) Unbilled revenue	-	119.59	-	119.59
(f) Loans	-	3.80	-	3.80
(g) Other financial assets	-	-	-	-
Other current assets	1	53.83	6.20	60.03
Total current assets		**1,721.26**	**24.83**	**1,746.09**
Total Assets		**2,014.33**	**13.11**	**2,027.44**
EQUITY AND LIABILITIES				
EQUITY				
Equity share capital	-	199.66	-	199.66
Other Equity				
Reserves and surplus	3,5 and 7	1,253.45	13.11	1,266.56
Other reserves	2,3,5 and 7	(29.68)	-	(29.68)
Total equity		**1,423.43**	**13.11**	**1,436.54**
LIABILITIES				
I. Non-current liabilities				
Employee benefit obligations	-	25.32	-	25.32
Total non-current liabilities		**25.32**	**-**	**25.32**
II. Current liabilities				
Financial liabilities				
(a) Borrowings	-	-	-	-
(b) Trade payables				
- total outstanding dues of micro enterprises and small enterprises	-	-	-	-
- total outstanding dues of creditors other than micro enterprises and small enterprises	-	84.22	-	84.22
(c) Other financial liabilities	-	161.56	-	161.56
Employee benefit obligations	-	20.08	-	20.08
Income tax liabilities	-	122.91	-	122.91
Other current liabilities	-	176.81	-	176.81
Total current liabilities		**565.58**	**-**	**565.58**
Total liabilities		**590.90**	**-**	**590.90**
Total Equity and Liabilities		**2,014.33**	**13.11**	**2,027.44**

** The Indian GAAP figures have been reclassified to confirm to Ind AS presentation requirements for the purpose of this note.*

Reconciliation from Ind AS to restated equity

	Amount
Total equity as per Ind AS financial statements	**1,436.54**
Restatement Adjustments	91.38
Total equity as per Restated Standalone Financial Information (Refer Annexure I)	**1,527.92**

(All amounts are in Rupees million, unless stated otherwise)

2C First time Ind AS adoption reconciliation (continued)

2C.2 Effect of Ind AS adoption of Standalone Statement of Profit and Loss For the year ended March 31, 2014.

Particulars	Notes to transition	For the year ended on March 31, 2014 (Proforma)		
		Previous GAAP *	Adjustments for transition to Ind AS	Ind AS
Income				
Revenue from operations	-	2,427.71	-	2,427.71
Other income	1 and 8	43.25	2.16	45.41
Total Income		**2,470.96**	**2.16**	**2,473.12**
Expenses				
Employee benefits expense	2 and 5	1,316.04	(7.88)	1,308.16
Depreciation and amortisation expense	-	32.85	-	32.85
Other expenses	1 and 4	461.99	(16.55)	445.44
Finance cost	-	-	-	-
Total expenses		**1,810.88**	**(24.43)**	**1,786.45**
Profit before tax		**660.08**	**26.59**	**686.67**
Tax expense				
Current tax	-	231.61	-	231.61
Deferred tax	6	(14.49)	9.13	(5.36)
Prior year tax adjustment	Annexure VI	(81.58)	-	(81.58)
Total tax expense		**135.54**	**9.13**	**144.67**
Profit for the year		**524.54**	**17.46**	**542.00**
Other comprehensive income				
Items that may be reclassified to profit or loss				
Exchange differences on translation of foreign operations	3 and 9	-	0.99	0.99
Tax effect	-	-	-	-
		-	0.99	0.99
Items that will not be reclassified to profit or loss				
Re-measurement of post-employment benefit obligations	2 and 9	-	(8.18)	(8.18)
Tax effect	6	-	2.78	2.78
		-	(5.40)	(5.40)
Total other comprehensive income for the year (net of tax)		**-**	**(4.41)**	(4.41)
Total comprehensive income for the year		**524.54**	**13.05**	**537.59**

** The Indian GAAP figures have been reclassified to confirm to Ind AS presentation requirements for the purpose of this note.*

Reconciliation from Ind AS comprehensive income to Restated Comprehensive Income

	Amount
Total comprehensive income as per Ind AS	537.59
Restatement Adjustments	(81.58)
Total Restated Comprehensive Income (Refer Annexure II)	**456.01**

First-time adoption of Ind AS (continued)
Adjustments on transitions

Note 1 - Security deposits

Under the previous GAAP, interest free security deposits (that are refundable in cash on completion of lease term) were recorded at their transaction value. Under Ind AS, all financial assets are required to be recognised at fair value. Accordingly, the Company has fair valued these security deposits under Ind AS. Difference between fair value and transaction value of the security deposit has been recognised as prepaid rent. The profit for the year and total equity has increased due to amortisation of the prepaid rent which is partially set-off by the notional interest income recognised on security deposits.

Note 2 - Remeasurements of post-employment benefit obligations

Under Ind AS, remeasurements i.e. actuarial gains and losses and the return on plan assets, excluding amounts included in the net interest expense on the net defined benefit liability are recognised in other comprehensive income instead of profit or loss. Under the previous GAAP, these remeasurements were forming part of the profit or loss for the year. There is no impact on total equity.

Note 3 - Foreign currency translation reserve (FCTR)

First time adoption of Ind AS gives an option to the entity to set all FCTR differences at zero at the date of transition for all foreign operations and reclassify any amounts recognized in accordance with previous GAAP at that date to retained earnings. The Company has elected to continue to recognise the FCTR balance and the FCTR created is transferred to Other Comprehensive Income.

Note 4 - Trade receivables

As per Ind AS 109, the Company is required to apply expected credit loss model for recognising the allowance for doubtful debts. The Company has therefore revised the provision for bad and doubtful debts as per Ind AS 109 for the respective years.

Note 5 - Employee stock option expense

Under the previous GAAP, the cost of equity-settled employee share-based plan was recognised using the intrinsic value method. Under Ind AS, the cost of equity settled share-based plan is recognised based on the fair value of the options as at the grant date.

Note 6 - Deferred tax

Deferred tax has been recognised on the adjustments made on transition to Ind AS.

Note 7 - Retained earnings

Retained earnings for all restated financial years been adjusted consequent to the above Ind AS transition adjustments.

Note 8 - Fair valuation of investment in Mutual Funds

As per Ind AS 109, all investments made by the Company are required to be fair valued. The difference between the fair value and the cost at which the investment has been recognised as per the previous GAAP has been taken to the statement of profit and loss.

Note 9 - Other comprehensive income

Under Ind AS, all items of income and expense recognised in a period should be included in profit or loss for the period, unless a standard requires or permits otherwise. Items of income and expense that are not recognised in profit or loss but are shown in restated statement of profit and loss as 'other comprehensive income' includes re-measurements of defined benefit plans, foreign exchange differences arising on translation of foreign operations and fair value changes in equity instruments carried at Fair Value Through Other Comprehensive Income (FVOCI). The concept of other comprehensive income did not exist under previous GAAP.

(All amounts are in Rupees million, unless stated otherwise)

2C.3 Reconciliation of total equity as at March 31, 2017, April 01, 2016, March 31, 2016, March 31, 2015 and March 31, 2014

Particulars	Notes	As at March 31, 2017	As at April 1, 2016 (Transition date)	As at March 31, 2016 (Proforma)	As at March 31, 2015 (Proforma)	As at March 31, 2014 (Proforma)	As at April 1, 2013 (Proforma)
Total Equity (shareholder's funds) as per previous GAAP		**2,218.63**	**1,876.77**	**1,876.77**	**1,809.64**	**1,423.43**	**1,021.76**
Ind-AS Adjustments [Increase in Equity/ (Decrease in Equity)]							
Current Investment carried at fair value through profit and loss	8	-	-	-	1.73	1.13	-
Interest income on fair valuation of security deposits	1	3.64	1.36	4.89	2.92	1.78	0.78
Rental expenses on amortisation of advance rentals	1	(3.79)	(1.45)	(4.68)	(2.75)	(1.62)	(0.68)
Expected credit loss on Trade receivables	4	(15.78)	(20.13)	(20.14)	(14.83)	17.50	-
Current Tax effect on foreign currency translation reserve	3	15.17	19.39	19.39	-	-	-
Deferred tax impact on Ind AS adjustments	6	5.51	7.00	6.93	5.43	(5.68)	0.65
Total Ind-AS adjustments		**4.76**	**6.17**	**6.39**	**(7.50)**	**13.11**	**0.75**
Total Equity as per Ind AS		**2,223.39**	**1,882.94**	**1,883.16**	**1,802.14**	**1,436.54**	**1,022.51**

2C.3.1 Reconciliation as per audited standalone financial statements with restated standalone financial information as at March 31, 2016

Particulars	Equity Share Capital	Retained earnings	General reserve	Securities premium	Deferred tax assets (net)
Amount as per restated standalone financial information	**199.66**	**1,588.33**	**90.28**	**98.93**	**45.79**
Adjustment pertaining to impact of Ind AS principles applied on proforma basis:					
On account of accounting of employee stock option plan	-	2.88	(0.12)	(2.76)	-
On account of fair valuation of security deposits	-	(0.22)	-	-	0.07
Total as per audited standalone financial statements	**199.66**	**1,590.99**	**90.16**	**96.17**	**45.86**

2C.4 Reconciliation of total comprehensive income for the year ended on March 31, 2017, March 31, 2016, March 31, 2015 and March 31, 2014

Particulars	For the year ended March 31, 2017	For the year ended March 31, 2016 (Proforma)	For the year ended March 31, 2015 (Proforma)	For the year ended March 31, 2014 (Proforma)
Net profit after tax as per previous GAAP	**293.48**	**267.35**	**532.89**	**524.54**
Adjustments [Increase in profits / (decrease in profits)]				
Actuarial gain/(loss) transferred to OCI	(0.77)	(1.77)	5.05	8.18
Interest income on fair valuation of security deposits	2.28	1.97	1.14	1.03
Expected credit loss on trade receivables	4.35	(5.31)	(32.33)	17.50
Rental expenses on amortisation of advance rentals	(2.34)	(1.93)	(1.13)	(0.95)
Current Investments carried at Fair value through Profit and Loss	-	(1.73)	0.60	1.13
Recognition of share based payment	-	-	(0.47)	(0.30)
Prior year tax adjustments	(19.39)	19.39	-	-
Deferred tax impact on all Ind AS adjustments	(1.21)	2.11	9.39	(9.13)
Total	**(17.08)**	**12.73**	**(17.75)**	**17.46**
Ind AS adjustments [Increase in profits / (decrease in profits)]				
Actuarial loss / (gain) transferred to OCI	0.77	1.77	(5.05)	(8.18)
Deferred tax effect on the above	(0.27)	(0.61)	1.72	2.78
Transfer of foreign currency translation reserve to OCI	48.38	(56.04)	(6.53)	0.99
Income tax effect on translation of foreign operation	15.17	-	-	-
Total	**64.05**	**(54.88)**	**(9.86)**	**(4.41)**
Total of adjustments	**46.97**	**(42.15)**	**(27.61)**	**13.05**
Total Comprehensive Income as per Ind AS	**340.45**	**225.20**	**505.28**	**537.59**

2C.5 Impact of Ind AS adoption on the Restated Standalone Statement of Cash Flows for the years ended March 31, 2017, March 31, 2016, March 31, 2015, and March 31, 2014

Particulars	Previous GAAP	Adjustments	Ind AS
Net cash flows from operating activities	288.71	-	288.71
Net cash flows from investing activities	(337.29)	-	(337.29)
Net cash flows from financing activities	(127.11)	-	(127.11)
Net increase/(decrease) in cash and cash equivalents	**(175.69)**	-	**(175.69)**
Cash and cash equivalents as at April 1, 2016	487.40	-	487.40
Effects of exchange rate changes on cash and cash equivalents	2.59	-	2.59
Cash and cash equivalents as at March 31, 2017	**314.30**	-	**314.30**

Particulars	Previous GAAP	Adjustments	Ind AS
Net cash flows from operating activities	111.49	-	111.49
Net cash flows from investing activities	(146.28)	2.65	(143.63)
Net cash flows from financing activities	(27.20)	-	(27.20)
Net increase/(decrease) in cash and cash equivalents	**(61.99)**	2.65	**(59.34)**
Cash and cash equivalents as at April 1, 2015 (Proforma)	546.96	-	546.96
Effects of exchange rate changes on cash and cash equivalents	2.43	(2.65)	(0.22)
Cash and cash equivalents as at March 31, 2016 (Proforma)	**487.40**	-	**487.40**

Particulars	Previous GAAP	Adjustments	Ind AS
Net cash flows from operating activities	330.13	-	330.13
Net cash flows from investing activities	(174.56)	2.64	(171.92)
Net cash flows from financing activities	(140.15)	-	(140.15)
Net increase/(decrease) in cash and cash equivalents	**15.42**	2.64	**18.06**
Cash and cash equivalents as at April 1, 2014 (Proforma)	528.96	-	528.96
Effects of exchange rate changes on cash and cash equivalents	2.58	(2.64)	(0.06)
Cash and cash equivalents as at March 31, 2015 (Proforma)	**546.96**	-	**546.96**

Particulars	Previous GAAP	Adjustments	Ind AS
Net cash flows from operating activities	295.09	-	295.09
Net cash flows from investing activities	(181.74)	-	(181.74)
Net cash flows from financing activities	(123.86)	-	(123.86)
Net increase/(decrease) in cash and cash equivalents	**(10.51)**	-	**(10.51)**
Cash and cash equivalents as at April 1, 2013 (Proforma)	539.25	-	539.25
Effects of exchange rate changes on cash and cash equivalents	0.22	-	0.22
Cash and cash equivalents as at March 31, 2014 (Proforma)	**528.96**	-	**528.96**

(All amounts are in Rupees million, unless stated otherwise)

3 Property, plant and equipment, as restated

Particulars	**Computers and networking equipments**	**Leasehold improvements**	**Electrical equipments**	**Plant and equipments**	**Furniture and fittings**	**Office equipments**	**Vehicles**	**Total**
Year ended March 31, 2014 (Proforma)								
Gross carrying amount								
Deemed cost as on April 1, 2013 (Proforma)	14.75	0.33	1.24	1.52	0.98	0.73	4.38	23.93
Additions	43.48	3.45	2.06	1.61	6.65	2.67	-	59.92
Disposals	(0.01)	-	-	-	(0.36)	(0.01)	-	(0.38)
Effects of movement in foreign exchange	(0.01)	-	-	-	-	-	-	(0.01)
Closing gross carrying amount as on March 31, 2014 (Proforma)	**58.21**	**3.78**	**3.30**	**3.13**	**7.27**	**3.39**	**4.38**	**83.46**
Accumulated Depreciation								
Depreciation charge during the year	15.26	0.28	0.55	0.88	0.70	0.40	1.15	19.22
Disposals	-	-	-	-	-	-	-	-
Effects of movement in foreign exchange	(0.01)	-	-	-	-	-	-	(0.01)
Closing accumulated depreciation as at March 31, 2014 (Proforma)	**15.25**	**0.28**	**0.55**	**0.88**	**0.70**	**0.40**	**1.15**	**19.21**
Net carrying value as on March 31, 2014 (Proforma)	**42.96**	**3.50**	**2.75**	**2.25**	**6.57**	**2.99**	**3.23**	**64.25**
Year ended March 31, 2015 (Proforma)								
Gross carrying amount as on April 1, 2014 (Proforma)	58.21	3.78	3.30	3.13	7.27	3.39	4.38	83.46
Additions	24.13	0.09	1.30	1.46	1.15	5.91	-	34.04
Disposals	(0.12)	-	0.00*	0.00*	(0.01)	0.00*	-	(0.13)
Effects of movement in foreign exchange	0.22	(0.04)	0.02	0.02	0.06	(0.16)	* 0.00	0.12
Closing gross carrying amount as on March 31, 2015 (Proforma)	**82.44**	**3.83**	**4.62**	**4.61**	**8.47**	**9.14**	**4.38**	**117.49**
Accumulated Depreciation								
Balance as at April 1, 2014 (Proforma)	15.25	0.28	0.55	0.88	0.70	0.40	1.15	19.21
Depreciation charge during the year	26.83	0.64	1.19	1.24	1.93	1.57	1.15	34.55
Disposals	0.00*	-	0.00*	0.00*	0.00*	0.00*	-	-
Effects of movement in foreign exchange	(0.02)	(0.01)	(0.01)	0.02	0.06	0.03	* 0.00	0.07
Closing accumulated depreciation as at March 31, 2015 (Proforma)	**42.06**	**0.91**	**1.73**	**2.14**	**2.69**	**2.00**	**2.30**	**53.83**
Net carrying value as on March 31, 2015 (Proforma)	**40.38**	**2.92**	**2.89**	**2.47**	**5.78**	**7.14**	**2.08**	**63.66**
Year ended March 31, 2016 (Proforma)								
Gross carrying amount as on April 1, 2015 (Proforma)	82.44	3.83	4.62	4.61	8.47	9.14	4.38	117.49
Additions	18.87	5.25	0.38	0.06	0.42	1.60	4.07	30.65
Disposals	(0.09)	-	-	(0.02)	(0.02)		-	(0.13)
Effects of movement in foreign exchange	(0.01)	0.02	(0.02)	(0.01)	(0.05)	(0.01)	-	(0.08)
Closing gross carrying amount as on March 31, 2016 (Proforma)	**101.21**	**9.10**	**4.98**	**4.64**	**8.82**	**10.73**	**8.45**	**147.93**
Accumulated Depreciation								
Balance as at April 1, 2015 (Proforma)	42.06	0.91	1.73	2.14	2.69	2.00	2.30	53.83
Depreciation charge during the year	29.52	1.30	1.29	0.89	2.13	3.17	1.73	40.03
Disposals	(0.02)	-	-	-	-	* 0.00	-	(0.02)
Effects of movement in foreign exchange	(0.02)	(0.01)	(0.01)	0.05	(0.04)	(0.03)	-	(0.06)
Closing accumulated depreciation as at March 31, 2016 (Proforma)	**71.54**	**2.20**	**3.01**	**3.08**	**4.78**	**5.14**	**4.03**	**93.78**
Net carrying value as on March 31, 2016 (Proforma)	**29.67**	**6.90**	**1.97**	**1.56**	**4.04**	**5.59**	**4.42**	**54.15**

* : Amount below the rounding off norm of the Company

(All amounts are in Rupees million, unless stated otherwise)

3 Property, Plant and Equipment

Particulars	Computers and networking equipments	Leasehold improvements	Electrical equipments	Plant and equipment	Furniture and fittings	Office equipment	Vehicles	Total
Year ended March 31, 2017								
Deemed cost as on April 1, 2016	29.67	6.90	1.97	1.56	4.04	5.59	4.42	54.15
Additions	3.36	-	1.51	1.13	0.28	1.44	-	7.72
Disposals	(0.05)	-	(0.42)	(0.36)	(0.13)	(0.03)	-	(0.99)
Effects of movement in foreign exchange	0.04	-	(0.01)	-	0.05	-	-	0.08
Closing gross carrying amount as on March 31, 2017	**33.02**	**6.90**	**3.05**	**2.33**	**4.24**	**7.00**	**4.42**	**60.96**
Accumulated Depreciation								
Depreciation charge during the year	20.91	1.53	1.01	0.99	2.08	2.43	1.60	30.55
Disposals	(0.01)	-	(0.11)	(0.11)	(0.03)	(0.01)	-	(0.27)
Effects of movement in foreign exchange	0.01	-	0.01	-	0.02	-	-	0.04
Closing accumulated depreciation as at March 31, 2017	**20.91**	**1.53**	**0.91**	**0.88**	**2.07**	**2.42**	**1.60**	**30.32**
Net carrying value as on March 31, 2017	**12.11**	**5.37**	**2.14**	**1.45**	**2.17**	**4.58**	**2.82**	**30.64**
Year ended March 31, 2018								
Gross carrying amount as on April 1, 2017	33.02	6.90	3.05	2.33	4.24	7.00	4.42	60.96
Additions	20.52	29.75	17.72	0.01	6.31	3.63	-	77.94
Disposals	(0.44)	-	(0.55)	(0.05)	(0.26)	(1.06)	(1.29)	(3.65)
Assets capitalised during the year	-	-	-	-	-	-	-	-
Effects of movement in foreign exchange	0.18	-	-	-	0.03	-	-	0.21
Closing gross carrying amount as on March 31, 2018	**53.28**	**36.65**	**20.22**	**2.29**	**10.32**	**9.57**	**3.13**	**135.46**
Accumulated Depreciation								
Balance As at April 1, 2017	20.91	1.53	0.91	0.88	2.07	2.42	1.60	30.32
Depreciation charge during the year	13.33	5.78	4.75	0.74	2.92	3.11	0.97	31.60
Disposals	(0.25)	-	(0.14)	(0.02)	(0.08)	(0.37)	(0.33)	(1.19)
Effects of movement in foreign exchange	0.08	-	-	-	0.03	-	-	0.11
Closing accumulated depreciation as at March 31, 2018	**34.07**	**7.31**	**5.52**	**1.60**	**4.94**	**5.16**	**2.24**	**60.84**
Net carrying value as on March 31, 2018	**19.21**	**29.34**	**14.70**	**0.69**	**5.38**	**4.41**	**0.89**	**74.62**
Capital work-in-progress								
Balance as at March 31, 2014 (Proforma)	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
Balance as at March 31, 2015 (Proforma)	-	-	-	-	-	-	-	-
Balance as at March 31, 2016 (Proforma)	-	-	-	-	-	-	-	-
Year ended March 31, 2017								
Capital work-in-progress								
Deemed cost as at April 1, 2016	-	-	-	-	-	-	-	**-**
Additions	-	20.23	10.31	0.47	1.48	1.52	-	**34.01**
Assets capitalised during the year	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
Balance as at March 31, 2017	**-**	**20.23**	**10.31**	**0.47**	**1.48**	**1.52**	**-**	**34.01**
Year ended March 31, 2018								
Capital work-in-progress								
Balance as at April 1, 2017	**-**	20.23	10.31	0.47	1.48	1.52	-	**34.01**
Additions	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
Assets capitalised during the year	-	(20.23)	(10.31)	(0.47)	(1.48)	(1.52)	-	**(34.01)**
Balance as at March 31, 2018	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**

Note: Refer to note 39 B (1) for disclosure of contractual commitements for the acquisition of property, plant and equipment.

(All amounts are in Rupees million, unless stated otherwise)

4 Intangible assets, as restated

Particulars	Computer Software (acquired)	Total
Year ended March 31, 2014 (Proforma)		
Gross carrying amount		
Deemed cost as on April 1, 2013 (Proforma)	6.32	6.32
Additions	21.80	21.80
Effects of movement in foreign exchange	* 0.00	* 0.00
Gross carrying amount as on March 31, 2014 (Proforma)	**28.12**	**28.12**
Accumulated Amortisation		
Amortisation charge during the year	13.63	13.63
Effects of movement in foreign exchange	0.01	0.01
Closing accumulated amortisation as at March 31, 2014 (Proforma)	**13.64**	**13.64**
Net carrying amount as on March 31, 2014 (Proforma)	**14.48**	**14.48**
Year ended March 31, 2015 (Proforma)		
Gross carrying amount as on April 1, 2014 (Proforma)	28.12	28.12
Additions	19.63	19.63
Effects of movement in foreign exchange	(0.03)	(0.03)
Gross carrying amount as on March 31, 2015 (Proforma)	**47.72**	**47.72**
Accumulated Amortisation		
Balance as at April 1, 2014 (Proforma)	13.64	13.64
Amortisation charge during the year	18.73	18.73
Effects of movement in foreign exchange	(0.02)	(0.02)
Closing accumulated amortisation as at March 31, 2015 (Proforma)	**32.35**	**32.35**
Net carrying amount as on March 31, 2015 (Proforma)	**15.37**	**15.37**
Year ended March 31, 2016 (Proforma)		
Gross carrying amount as on April 1, 2015 (Proforma)	47.72	47.72
Additions	12.12	12.12
Effects of movement in foreign exchange	-	-
Gross carrying amount as on March 31, 2016 (Proforma)	**59.84**	**59.84**
Accumulated Amortisation		
Balance as at April 1, 2015 (Proforma)	32.35	32.35
Amortisation charge during the year	21.60	21.60
Effects of movement in foreign exchange	-	-
Closing accumulated amortisation as at March 31, 2016 (Proforma)	**53.95**	**53.95**
Net carrying amount as on March 31, 2016 (Proforma)	**5.89**	**5.89**
Year ended March 31, 2017		
Deemed cost as on April 1, 2016	5.89	5.89
Additions	5.42	5.42
Effects of movement in foreign exchange	0.11	0.11
Gross carrying amount as on 31st March 2017	**11.42**	**11.42**
Accumulated Amortisation		
Amortisation charge during the year	8.10	8.10
Effects of movement in foreign exchange	0.06	0.06
Closing accumulated amortisation as at March 31, 2017	**8.16**	**8.16**
Net carrying amount as on March 31, 2017	**3.26**	**3.26**
Year ended March 31, 2018		
Gross carrying amount as on April 1, 2017	11.42	11.42
Additions	3.76	3.76
Effects of movement in foreign exchange	0.56	0.56
Gross carrying amount as on March 31, 2018	**15.74**	**15.74**
Accumulated Amortisation		
Balance as at April 1, 2017	8.16	8.16
Amortisation charge during the year	3.11	3.11
Effects of movement in foreign exchange	0.44	0.44
Closing accumulated amortisation as at March 31, 2018	**11.71**	**11.71**
Net carrying amount as on March 31, 2018	**4.03**	**4.03**

* : Amount below the rounding off norm of the Company

(All amounts are in Rupees million, unless stated otherwise)

5 Non current - Other financial assets, as restated

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)	As at March 31, 2015 (Proforma)	As at March 31, 2014 (Proforma)
Margin money and other deposits	0.83	0.83	0.89	0.34	0.34
Total	**0.83**	**0.83**	**0.89**	**0.34**	**0.34**

(All amounts are in Rupees million, unless stated otherwise)

6 Deferred Tax Assets (net), as restated

The components of deferred tax assets and liabilities are as follows:

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)	As at March 31, 2015 (Proforma)	As at March 31, 2014 (Proforma)
The major components of the deferred tax assets are:					
Property, plant and equipment	17.84	11.86	7.32	2.16	2.74
Provision for expenses allowable on payment basis	14.47	21.93	19.19	16.90	14.30
Allowance for doubtful debts - trade receivables	42.94	24.09	18.28	18.39	14.52
Equity settled - share based payment transactions	-	-	-	0.94	0.78
Lease cancellation expenses	-	8.17	-	-	-
Others	6.16	3.55	1.07	0.03	0.03
Total deferred tax assets	**81.41**	**69.60**	**45.86**	**38.42**	**32.37**
The major components of deferred tax liabilities are:					
Unwinding of security deposits	-	-	0.07	0.09	0.05
Investment carried at fair value through profit and loss	-	-	-	0.58	0.38
Total deferred tax liabilities	**-**	**-**	**0.07**	**0.67**	**0.43**
Net deferred tax asset	**81.41**	**69.60**	**45.79**	**37.75**	**31.94**

(i) Movement in deferred tax assets, as restated

Particulars	Property, plant and equipment	Provision for expenses allowable on payment basis	Allowance for doubtful debts - trade receivables	Equity settled - share based payment transactions	Lease cancellation expenses	Others	Total
As at April 01, 2013 (Proforma)	**7.74**	**7.16**	**8.26**	**0.68**	**-**	**-**	**23.84**
(Charged)/credited:							
- to statement of profit and loss	(5.00)	4.36	6.26	0.10	-	0.03	5.75
- to other comprehensive income	-	2.78	-	-	-	-	2.78
As at March 31, 2014 (Proforma)	**2.74**	**14.30**	**14.52**	**0.78**	**-**	**0.03**	**32.37**
(Charged)/credited:							
- to statement of profit and loss	(0.58)	0.88	3.87	0.16	-	-	4.33
- to other comprehensive income	-	1.72	-	-	-	-	1.72
As at March 31, 2015 (Proforma)	**2.16**	**16.90**	**18.39**	**0.94**	**-**	**0.03**	**38.42**
(Charged)/credited:							
- to statement of profit and loss	5.16	2.90	(0.11)	(0.94)	-	1.04	8.05
- to other comprehensive income	-	(0.61)	-	-	-	-	(0.61)
As at March 31, 2016 (Proforma)	**7.32**	**19.19**	**18.28**	**-**	**-**	**1.07**	**45.86**
(Charged)/credited:							
- to statement of profit and loss	4.54	2.74	5.81	-	8.17	2.75	24.01
- to other comprehensive income	-	-	-	-	-	(0.27)	(0.27)
As at March 31, 2017	**11.86**	**21.93**	**24.09**	**-**	**8.17**	**3.55**	**69.60**
(Charged)/credited:							
- to statement of profit and loss	5.98	(7.46)	18.85	-	(8.17)	2.93	12.14
- to other comprehensive income		-			-	(0.32)	(0.32)
As at March 31, 2018	**17.84**	**14.47**	**42.94**	**-**	**-**	**6.16**	**81.41**

(All amounts are in Rupees million, unless stated otherwise)

6 Deferred Tax Assets (net), as restated

(ii) Movement in deferred tax liabilities, as restated

Particulars	Unwinding of security deposits	Investment carried at fair value through profit and loss	Total
As at April 01, 2013 (Proforma)	**-**	**-**	**-**
Charged/(credited):			
- to statement of profit and loss	0.05	0.38	0.43
As at March 31, 2014 (Proforma)	**0.05**	**0.38**	**0.43**
Charged/(credited):			
- to statement of profit and loss	0.04	0.20	0.24
As at March 31, 2015 (Proforma)	**0.09**	**0.58**	**0.67**
Charged/(credited):			
- to statement of profit and loss	(0.02)	(0.58)	(0.60)
As at March 31, 2016 (Proforma)	**0.07**	**-**	**0.07**
As at April 1, 2016 (Refer Annexure V- Note 2C.3.1)	**-**	**-**	**-**
Charged/(credited):			
- to statement of profit and loss	-	-	-
As at March 31, 2017	**-**	**-**	**-**
Charged/(credited):			
- to statement of profit and loss	-	-	-
- to other comprehensive income	-	-	-
As at March 31, 2018	**-**	**-**	**-**

(All amounts are in Rupees million, unless stated otherwise)

7 Other non-current assets, as restated

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)	As at March 31, 2015 (Proforma)	As at March 31, 2014 (Proforma)
Unsecured, considered good					
Balances with government authorities	59.97	78.01	81.25	56.88	19.18
Capital advances	6.50	-	-	4.23	2.46
Unsecured and considered doubtful					
Balances with government authorities	-	0.35	2.29	-	-
Less : Allowance for doubtful	-	(0.35)	(2.29)	-	-
	-	-	-	-	-
Total	**66.47**	**78.01**	**81.25**	**61.11**	**21.64**

8 Cash and cash equivalents, as restated

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)	As at March 31, 2015 (Proforma)	As at March 31, 2014 (Proforma)
Cash on hand (Refer Note 32)	0.11	0.03	0.01	0.09	0.03
Balances with banks					
- in current accounts	288.06	267.86	434.62	521.11	448.77
- Deposit with maturity of less than 3 months	20.25	-	-	-	20.86
- EEFC account	38.14	46.41	52.77	25.76	59.30
Total	**346.56**	**314.30**	**487.40**	**546.96**	**528.96**

9 Bank balance other than cash and cash equivalents, as restated

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)	As at March 31, 2015 (Proforma)	As at March 31, 2014 (Proforma)
Deposits with original maturity of more than three months but remaining maturity less than twelve months	-	152.22	301.14	145.62	3.84
Total	**-**	**152.22**	**301.14**	**145.62**	**3.84**

Deposits aggregating to March 31, 2018: Rs Nil (March 31, 2017: Rs 142.32 million), (March 31, 2016: Rs 279.17 million), (March 31, 2015: Rs 135 million) and (March 31, 2014: Rs NIL) are under lien towards term loan / are invested as per rule 7c(i) of the Companies (Share Capital and Debentures) Rules, 2014.

10 Current - Other financial assets, as restated

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)	As at March 31, 2015 (Proforma)	As at March 31, 2014 (Proforma)
At amortised cost					
Interest accrued on fixed deposits	0.82	6.28	3.71	-	-
Total	**0.82**	**6.28**	**3.71**	**-**	**-**

11 Other current assets, as restated

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)	As at March 31, 2015 (Proforma)	As at March 31, 2014 (Proforma)
Prepayments	33.23	17.81	29.09	34.72	20.92
Balances with government authorities	-	-	-	-	16.79
Advance to related parties (Refer Annexure V - Note 37)	18.33	17.25	11.07	2.97	1.01
Advance to employees	10.17	6.48	3.09	2.26	19.09
Advance to suppliers	2.41	1.30	0.62	0.62	1.73
Others (Refer Annexure V - Note 31)	12.05	0.04	22.47	0.55	0.49
Total	**76.19**	**42.88**	**66.34**	**41.12**	**60.03**

(All amounts are in Rupees million, unless stated otherwise)

12 Equity share capital, as restated

A) Authorised equity share capital

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)	As at March 31, 2015 (Proforma)	As at March 31, 2014 (Proforma)
40,000,000, (31 March 2017: 40,000,000), (31 March 2016: 40,000,000), (31 March 2015: 20,000,000) and (31 March 2014: 20,000,000) equity shares of Rs. 10 each with voting rights	400.00	400.00	400.00	200.00	200.00

B) Issued, subscribed and paid up

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)	As at March 31, 2015 (Proforma)	As at March 31, 2014 (Proforma)
19,965,800, (31 March 2017: 19,965,800), (31 March 2016: 19,965,800), (31 March 2015: 19,965,800) and (31 March 2014: 19,965,800) equity shares of Rs. 10 each with voting rights	199.66	199.66	199.66	199.66	199.66

C) Reconciliation of number of shares outstanding at the beginning and end of the year

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)	As at March 31, 2015 (Proforma)	As at March 31, 2014 (Proforma)
At the beginning and end of the year (nos)	19,965,800	19,965,800	19,965,800	19,965,800	19,965,800

D) Terms/ rights attached to equity shares

The Company has only one class of equity shares having a par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of shareholders in the ensuing Annual General Meeting, except in case of Interim dividend.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

E) Shares of the Company held by the holding company

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)	As at March 31, 2015 (Proforma)	As at March 31, 2014 (Proforma)
Hatch Investments (Mauritius) Limited (nos.)	13,808,781	13,808,781	13,808,781	13,808,781	13,808,781

F) Details of equity shares held by shareholders holding more than 5% of the aggregate shares in the Company

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)	As at March 31, 2015 (Proforma)	As at March 31, 2014 (Proforma)
Hatch Investments (Mauritius) Limited					
%	69.16%	69.16%	69.16%	69.16%	69.16%
No. of shares	13,808,781	13,808,781	13,808,781	13,808,781	13,808,781
Nihilent Employee Welfare Trust					
%	6.62%	6.62%	6.62%	6.94%	7.28%
No. of shares	1,321,420	1,321,420	1,321,420	1,386,260	1,454,260
Vastu IT Private Limited					
%	5.87%	5.87%	5.87%	5.87%	5.87%
No. of shares	1,171,219	1,171,219	1,171,219	1,171,219	1,171,219
Mr. L. C. Singh					
%	10.12%	10.12%	10.12%	10.12%	10.12%
No. of shares	2,020,000	2,020,000	2,020,000	2,020,000	2,020,000

Nihilent Limited (Formerly known as Nihilent Technologies Limited)
Annexure V - Notes to Restated Standalone Financial Information
(All amounts are in Rupees million, unless stated otherwise)

13 Other Equity, as restated

(a) Reserves and surplus

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)	As at March 31, 2015 (Proforma)	As at March 31, 2014 (Proforma)
Securities Premium Account	96.17	96.17	98.93	98.12	97.30
General Reserve	182.04	90.16	90.28	90.16	90.16
Debenture Redemption Reserve	-	91.88	-	-	-
Share Based Payment Reserve	-	-	-	0.93	1.28
Retained Earnings	1,955.27	1,779.96	1,588.33	1,470.66	1,169.20
Total	**2,233.48**	**2,058.17**	**1,777.54**	**1,659.87**	**1,357.94**

(b) Movement in Other Equity

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)	As at March 31, 2015 (Proforma)	As at March 31, 2014 (Proforma)
Reserves and Surplus					
Securities premium account					
Opening balance	96.17	96.17	98.12	97.30	96.17
Add : Transfer from share based payment reserve	-	-	0.81	0.82	1.13
Closing balance	**96.17**	**96.17**	**98.93**	**98.12**	**97.30**
General Reserve					
Opening balance	90.16	90.16	90.16	90.16	37.71
Add : Amount transferred from Retained earnings	-	-	-	-	52.45
Add : Amount transferred from Share based payment reserve	-	-	0.12	-	
Add : Amount transferred from Debenture redemption reserve	91.88	-	-	-	-
Closing balance	**182.04**	**90.16**	**90.28**	**90.16**	**90.16**
Debenture Redemption Reserve					
Opening balance	91.88	-	-	-	-
Add : Current year transfer	(91.88)	91.88	-	-	-
Closing balance	**-**	**91.88**	-	-	-
Share based payment reserve					
Opening balance	-	-	0.93	1.28	2.11
Less : Current year transfer	-	-	(0.93)	(0.35)	(0.83)
Closing balance	-	-	**-**	**0.93**	**1.28**
Retained Earnings					
Opening balance	1,779.96	1,590.99	1,470.66	1,169.20	906.78
Add: Profit for the year	450.89	280.35	260.69	444.94	460.42
Add / (Less) - Items of other comprehensive income recognised directly in retained earnings					
Remeasurements of post employment benefit obligations, net of tax	0.60	0.50	1.16	(3.33)	(5.40)
Final dividend paid including dividend distribution tax for F.Y. 2016-17	(59.89)	-	-	-	-
Interim dividend paid including dividend distribution tax	-	-	(144.18)	(140.15)	(140.15)
Interim dividend payable including dividend distribution tax for F.Y. 2017-18	(216.29)	-	-	-	-
Transfer to General Reserve	-	-	-	-	(52.45)
Transfer to Debenture Redemption Reserve	-	(91.88)	-	-	-
Total appropriations	**1,955.27**	**1,779.96**	**1,588.33**	**1,470.66**	**1,169.20**
Total other equity	**2,233.48**	**2,058.17**	**1,777.54**	**1,659.87**	**1,357.94**

(c) Other reserves

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)	As at March 31, 2015 (Proforma)	As at March 31, 2014 (Proforma)
Foreign Currency Translation Reserve					
Opening balance	(28.70)	(92.25)	(36.21)	(29.68)	(30.67)
Add : Current year transfer	29.08	48.38	(56.04)	(6.53)	0.99
Less: Tax (expense) / credit thereon	(10.06)	15.17	-	-	-
Closing balance	**(9.68)**	**(28.70)**	**(92.25)**	**(36.21)**	**(29.68)**
Total other reserves	**(9.68)**	**(28.70)**	**(92.25)**	**(36.21)**	**(29.68)**

13 Other Equity, as restated

Nature and purpose of other reserves:

i Securities premium reserve

Securities premium reserve is used to record the premium on issue of shares. The reserve can be utilised in accordance with the provisions of the Companies Act, 1956 and Companies Act, 2013.

ii Foreign currency translation reserve

Exchange differences arising on translation of foreign operations are recognised in other comprehensive income as described in significant accounting policies and accumulated in a separate reserve within equity. The cumulative amount is reclassified to statement of profit and loss when the net investment is disposed of.

iii Retained earnings and General reserve

Retained earnings and General Reserve comprise of the Company's undistributed earnings after taxes, kept aside to meet future (known or unknown) obligations.

iv Debenture redemption reserve

Debenture redemption reserve is created out of profits and is available for the purpose of redemption of debentures.

v Share based payment reserve

The share options outstanding account is used to record the value of equity-settled share based payment transactions with employees. The amounts recorded in share options outstanding account are transferred to share capital and securities premium upon exercise of stock options by the employees.

(All amounts are in Rupees million, unless stated otherwise)

14 Non current - Employee benefit obligations, as restated

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)	As at March 31, 2015 (Proforma)	As at March 31, 2014 (Proforma)
Provision for gratuity (Refer Annexure V - Note 26)	3.08	-	-		
Provision for compensated absences (Refer Annexure V - Note 26)	32.59	29.79	32.29	31.36	25.32
Total	**35.67**	**29.79**	**32.29**	**31.36**	**25.32**

15 Trade payables, as restated

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)	As at March 31, 2015 (Proforma)	As at March 31, 2014 (Proforma)
Trade Payables					
- total outstanding dues of micro enterprises and small enterprises	-	0.31	-	-	-
- total outstanding dues of creditors other than micro enterprises and small enterprises					
-Trade payable to related parties (Refer Annexure V - Note 37)	14.31	2.06	-	-	-
-Others	64.01	97.94	49.77	53.85	84.22
Total	**78.32**	**100.31**	**49.77**	**53.85**	**84.22**

The Company has certain dues to suppliers registered under Micro, Small and Medium enterprises Development Act, 2006 ('MSMED Act'). The disclosures pursuant to the said MSMED Act are as follows.

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)	As at March 31, 2015 (Proforma)	As at March 31, 2014 (Proforma)
The principal amount and the interest due thereon remaining unpaid to any supplier at the end of each accounting year					
- Principal	-	0.30	-	-	-
- Interest due thereon	-	* 0.00	-	-	-
The amount of interest paid by the buyer in terms of section 16 of the MSMED Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year	-	-	-	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006	-	-	-	-	-
The amount of interest accrued and remaining unpaid at the end of accounting year; and	-	* 0.00	-	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006	-	0.01	-	-	-
Total	**-**	**0.31**	**-**	**-**	**-**

* : Amount below the rounding off norm of the Company

The Company has compiled this information based on the current information in its possession. As at March 31, 2018, March 31, 2016, March 31, 2015 and March 31, 2014 no supplier has intimated the Company about its status as a Micro or Small Enterprise or its registration with the appropriate authority under the Micro, Small and Medium Enterprises Development Act, 2006. As at March 31, 2017, the information has been disclosed under the MSMED Act to the extent such parties have been identified on the basis of information available with the company.

16 Current - Other financial liabilities, as restated

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)	As at March 31, 2015 (Proforma)	As at March 31, 2014 (Proforma)
Employee related payables	165.81	139.24	121.30	131.96	161.56
Commission payable to independent directors	7.20	4.98	-	-	-
Current maturities of long term borrowings other than banks - 10% Redeemable Debentures (Refer note below)	-	367.50	-	-	-
Interest accrued but not due on debentures	-	15.86	-	-	-
Total	**173.01**	**527.58**	**121.30**	**131.96**	**161.56**

Note:
During the year ended March 31, 2018, the Company made repayment of 10% redeemable debentures amounting to Rs. 367.50 million, excluding interest there on amounting to Rs. 36.64 million. These debentures were issued in previous year for acquiring 100% stake in Nihilent Analytics Limited. These amounts were disclosed under cash flows from investing activities in Statement of Cash Flows.

17 Current - Employee benefit obligations, as restated

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)	As at March 31, 2015 (Proforma)	As at March 31, 2014 (Proforma)
Provision for gratuity (Refer Annexure V - Note 26)	-	28.73	18.16	14.31	16.23
Provision for compensated absences (Refer Annexure V - Note 26)	6.15	4.85	4.99	4.28	3.85
Total	**6.15**	**33.58**	**23.15**	**18.59**	**20.08**

(All amounts are in Rupees million, unless stated otherwise)

18 Income taxes, as restated

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)	As at March 31, 2015 (Proforma)	As at March 31, 2014 (Proforma)
Income tax assets	115.79	85.95	105.88	81.16	59.46
Income tax liabilities	(28.43)	(31.03)	(49.74)	(30.35)	(31.53)

19 Other current liabilities, as restated

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)	As at March 31, 2015 (Proforma)	As at March 31, 2014 (Proforma)
Unearned revenue	99.36	76.19	100.40	100.57	105.37
Withholding and other taxes payable	35.94	39.59	15.78	11.44	23.28
Advances from customers	2.49	1.46	1.42	1.07	1.07
Advances received from related parties	3.71	2.15	2.16	2.92	7.85
Interim dividend payable	179.69	-	-	-	-
Dividend distribution tax payable on interim dividend	36.60	-	-	-	-
Statutory dues payable	-	-	-	24.38	39.24
Total	**357.79**	**119.39**	**119.76**	**140.38**	**176.81**

(All amounts are in Rupees million, unless stated otherwise)

20 Revenue from operations, as restated

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016 (Proforma)	For the year ended March 31, 2015 (Proforma)	For the year ended March 31, 2014 (Proforma)
Sale of services	2,800.62	2,593.77	2,512.22	2,678.34	2,427.71
Total	**2,800.62**	**2,593.77**	**2,512.22**	**2,678.34**	**2,427.71**

21 Employee benefits expense, as restated

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016 (Proforma)	For the year ended March 31, 2015 (Proforma)	For the year ended March 31, 2014 (Proforma)
Salaries, wages and bonus	1,531.74	1,477.90	1,477.37	1,413.33	1,255.57
Contribution to provident and other funds (Refer Annexure V, Note 26)	39.93	33.02	39.67	36.41	28.23
Gratuity (Refer Annexure V Note 26)	15.29	11.36	10.62	12.30	8.00
Leave compensation (Refer Annexure V, Note 26)	11.83	7.90	9.01	12.44	10.34
Share based payments	-	-	-	0.47	0.30
Staff welfare expenses	7.25	5.42	6.85	7.21	5.72
Total	**1,606.04**	**1,535.60**	**1,543.52**	**1,482.16**	**1,308.16**

22 Depreciation and amortisation expense, as restated

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016 (Proforma)	For the year ended March 31, 2015 (Proforma)	For the year ended March 31, 2014 (Proforma)
Depreciation of Property, plant and equipment	31.60	30.55	40.03	34.55	19.22
Amortisation of Intangible assets	3.11	8.10	21.60	18.73	13.63
Total	**34.71**	**38.65**	**61.63**	**53.28**	**32.85**

23 Other expenses, as restated

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016 (Proforma)	For the year ended March 31, 2015 (Proforma)	For the year ended March 31, 2014 (Proforma)
Electricity expenses	17.91	15.60	20.12	20.24	19.64
Repairs and maintenance					
Plant and equipments	10.54	6.75	1.50	7.29	3.62
Leasehold improvements	-	-	-	0.17	0.27
Others	28.60	24.24	20.36	12.82	12.66
Insurance	13.58	11.53	12.99	13.51	10.50
Net loss on foreign currency transactions / translations	-	6.46	69.11	66.63	17.59
Sales commission	1.79	5.47	9.25	13.46	37.06
Telephone and communication charges	17.00	18.07	22.42	18.82	17.39
Membership and subscription	7.84	11.38	6.96	9.17	8.90
Staff recruitment	6.09	16.85	14.07	14.37	9.47
Staff training	8.51	6.37	7.89	5.84	5.70
Advertising and publicity	6.64	11.29	8.11	11.08	4.48
Business promotion	6.78	8.21	8.92	8.74	3.83
Rent	76.62	129.13	85.83	74.17	64.52
Rates and taxes	6.49	7.93	8.33	6.53	8.22
Travel and conveyance	117.37	97.55	118.53	117.53	106.88
Legal and professional fees	63.60	71.77	63.91	52.30	34.46
Sub-contracting charges	92.90	53.09	16.23	23.58	32.11
Auditors Remuneration (Refer Annexure V, Note 40)	3.53	10.06	3.08	2.52	1.93
Provision for doubtful debts and advances	54.82	18.71	7.60	10.92	17.43
Provision for impairment in value of investment in subsidiaries	10.50	-	-	-	-
Vehicle expenses	14.94	15.43	15.74	18.68	13.77
Loss on sale of property, plant and equipment (net)	1.01	-	-	-	0.03
Corporate Social Responsibility (Refer Annexure V, Note 33)	5.58	6.46	-	-	-
Commission to Independent directors	7.20	4.98	-	-	-
Miscellaneous expenses *	51.60	37.34	34.08	11.76	14.98
Total	**631.44**	**594.67**	**555.03**	**520.13**	**445.44**

* Miscellaneous expenses mainly includes security and administrative costs.

(All amounts are in Rupees million, unless stated otherwise)

24 Finance cost, as restated

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016 (Proforma)	For the year ended March 31, 2015 (Proforma)	For the year ended March 31, 2014 (Proforma)
Interest on term loan	0.54	7.11	3.02	-	-
Interest on 10% redeemable debentures	20.24	17.62	-	-	-
Total	**20.78**	**24.73**	**3.02**	-	-

(All amounts are in Rupees million, unless stated otherwise)

25 Income tax expense, as restated

(i)

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016 (Proforma)	For the year ended March 31, 2015 (Proforma)	For the year ended March 31, 2014 (Proforma)
Income tax expense					
Current tax on profits for the year	218.38	189.32	147.75	222.05	231.61
Deferred tax					
Deferred tax credit	(12.14)	(24.01)	(8.65)	(4.09)	(5.36)
Income tax expense	**206.24**	**165.31**	**139.10**	**217.96**	**226.25**

(ii) Reconciliation of tax expense and the accounting profit

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016 (Proforma)	For the year ended March 31, 2015 (Proforma)	For the year ended March 31, 2014 (Proforma)
Profit before tax, as restated	657.13	445.66	399.79	662.90	686.67
Enacted income tax rate in India	34.61%	34.61%	34.61%	33.99%	33.99%
Expected Income tax expense as per applicable tax rate	227.42	154.24	138.36	225.32	233.40
Tax effect of amounts which are not deductible / (taxable) in calculating taxable income:					
- Effect of income exempt from tax	(26.56)	(4.90)	(3.21)	(5.77)	(8.74)
- Effect of non deductible expenses	5.38	13.75	2.54	0.68	0.68
- Others	-	2.22	1.42	(2.27)	0.91
Total	**206.24**	**165.31**	**139.10**	**217.96**	**226.25**

(iii) Amounts recognised in OCI

Particulars	For the year ended March 31, 2018		For the year ended March 31, 2017		For the year ended March 31, 2016 (Proforma)		For the year ended March 31, 2015 (Proforma)		For the year ended March 31, 2014 (Proforma)	
	Income tax	**Deferred tax**	**Income tax**	**Deferred tax**	**Income tax**	**Deferred tax**	**Income tax**	**Deferred tax**	**Income tax**	**Deferred tax**
Remeasurements of post employment benefit obligations	-	(0.32)	-	(0.27)	-	(0.61)	-	1.72	-	2.78
Exchange difference on translation of foreign operations (refer note 35)	(10.06)	-	15.17	-	-	-	-	-	-	-
Total	**(10.06)**	**(0.32)**	**15.17**	**(0.27)**	**-**	**(0.61)**	**-**	**1.72**	**-**	**2.78**

26 Employee benefit obligations, as restated

A) Defined contribution plans

The Company has certain defined contribution plans. Contributions are made to provident fund in India for employees at the rate of 12% of basic salary as per regulations. The contributions are made to registered provident fund administered by the government. The obligation to the Company is limited to the amount contributed and it has no further contractual nor any constructive obligation. The Company has recognized in the Statement of Profit and Loss for the year ended on 31 March 2018 an amount of Rs. 39.50 million, (31 March 2017 Rs. 32.55 million), (March 31, 2016: Rs. 35.72 million) (March 31, 2015: Rs. 30.39 million) and (March 31, 2014: Rs. 23.36 million) towards expenses under defined contribution plans and included in 'Contribution to provident fund and other funds'.

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016 (Proforma)	For the year ended March 31, 2015 (Proforma)	For the year ended March 31, 2014 (Proforma)
Provident fund	39.50	32.55	35.72	30.39	23.36
Superannuation fund	0.38	0.42	3.90	5.97	4.83
Maharashtra Labour Welfare Fund	0.05	0.05	0.05	0.05	0.04
Total	**39.93**	**33.02**	**39.67**	**36.41**	**28.23**

B) Defined benefit plans

Defined benefit plans comprise post-employment benefits plan mainly gratuity. These are measured at each balance sheet date based on actuarial valuation carried out by an independent actuary using projected unit credit method. The break-up is as follows:

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)	As at March 31, 2015 (Proforma)	As at March 31, 2014 (Proforma)
Gratuity					
Non-current	3.08	-	-	-	-
Current	-	28.73	18.16	14.31	16.23
Total	**3.08**	**28.73**	**18.16**	**14.31**	**16.23**

Gratuity

All employees in India are entitled to a benefit equivalent to 15 days of the last drawn salary for each completed year of service in line with the Payment of Gratuity Act, 1972 as amended. The same is payable at the time of separation from the Company or retirement, whichever is earlier. The benefits vest after five years of continuous service. There is no compulsion on the part of the Company to fully pre-fund the liability of the Plan. The Company has formed "Nihilent Technologies Private Limited - Employees' Group Gratuity cum Life Assurance Scheme" to manage the gratuity obligations. The money contributed by the Company to the fund to finance the liabilities of the plan has to be invested. The trustees of the plan have outsourced the investment management of the fund to an insurance Company - Kotak Mahindra Old Mutual Life Insurance. The scheme is a non-contributory defined benefit arrangement providing gratuity benefits expressed in terms of final monthly salary and the period of past service.

(i) Reconciliation of opening and closing balance of obligation

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)	As at March 31, 2015 (Proforma)	As at March 31, 2014 (Proforma)
Present value of obligation at the beginning of the year	57.96	57.44	56.13	41.23	28.65
Interest Cost	4.29	4.59	4.12	3.64	2.29
Past Service Cost*	1.70	-	-	-	-
Current Service Cost	11.46	9.90	9.57	10.87	8.00
Benefits Paid	(9.86)	(13.96)	(9.22)	(6.63)	(4.16)
Actuarial (Gain)/Loss on obligation :	(2.44)	(0.01)	(3.16)	7.02	6.45
Present value of obligation at the end of the year	**63.11**	**57.96**	**57.44**	**56.13**	**41.23**

* This pertains to past service cost. On accounts of amendment to Payment of Gratuity (Amendment) Act, 2018, dated March 29, 2018, there is an increase in the existing ceiling limit of the gratuity payable to employees who have completed five years of continuous service from Rs 10 lakhs to Rs 20 lakhs.

(ii) Reconciliation of opening and closing balance of fair value of plan assets

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)	As at March 31, 2015 (Proforma)	As at March 31, 2014 (Proforma)
Fair value of plan assets at the beginning of the year	29.23	39.28	41.82	25.00	28.60
Interest income	2.17	3.14	3.07	2.21	2.29
Employer contribution	40.00	0.02	5.00	19.28	-
Benefits paid	(9.86)	(13.96)	(9.22)	(6.63)	(4.16)
Actuarial Gain / (Loss) on plan assets	(1.51)	0.75	(1.39)	1.96	(1.73)
Fair value of plan assets at the end of the year	**60.03**	**29.23**	**39.28**	**41.82**	**25.00**

(iii) Expense recognized in Statement of Profit and Loss

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016 (Proforma)	For the year ended March 31, 2015 (Proforma)	For the year ended March 31, 2014 (Proforma)
Current Service Cost	11.46	9.90	9.57	10.87	8.00
Past Service Cost	1.70	-	-	-	-
Net Interest Cost	2.13	1.46	1.05	1.43	-
Expense recognized in the Statement of Profit and Loss	**15.29**	**11.36**	**10.62**	**12.30**	**8.00**

(iv) Amount recognized in Other Comprehensive Income (OCI)

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016 (Proforma)	For the year ended March 31, 2015 (Proforma)	For the year ended March 31, 2014 (Proforma)
Net cumulative unrecognized actuarial gain/(loss) at the beginning of the year	(10.69)	(11.46)	(13.23)	(8.18)	-
Actuarial gain / (loss) for the year on PBO	2.44	0.01	3.16	(7.02)	(6.45)
Actuarial gain /(loss) for the year on Asset	(1.52)	0.76	(1.39)	1.97	(1.73)
Unrecognized actuarial gain/(loss) at the end of the year	(9.77)	(10.69)	(11.46)	(13.23)	(8.18)
Net movement in the actuarial gain/(loss) recognised in OCI	**0.92**	**0.77**	**1.77**	**(5.05)**	**(8.18)**

(All amounts are in Rupees million, unless stated otherwise)

26 Employee benefit obligations, as restated

(v) Amount recognized in the Balance Sheet

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)	As at March 31, 2015 (Proforma)	As at March 31, 2014 (Proforma)
Present Value of the obligation at the end of the year	63.11	57.96	57.44	56.13	41.23
Less: Fair value of plan assets	60.03	29.23	39.28	41.82	25.00
Unfunded liability/provision in Balance Sheet	**3.08**	**28.73**	**18.16**	**14.31**	**16.23**

(vi) Major categories of plan assets (as percentage of total plan assets)

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)	As at March 31, 2015 (Proforma)	As at March 31, 2014 (Proforma)
Funds Managed by Insurer - Kotak Mahindra Old Mutual Life	100%	100%	100%	100%	100%
Total	**100%**	**100%**	**100%**	**100%**	**100%**

(vii) Significant assumptions: The significant actuarial assumptions were as follows:

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)	As at March 31, 2015 (Proforma)	As at March 31, 2014 (Proforma)
Discount rate	7.96%	7.42%	8.00%	8.00%	8.84%
Salary escalation rate	7.25%	7.25%	7.25%	8.00%	8.00%
Retirement age	60 years	60 years	60 years	60 years	60 years
Mortality rate	IALM (2006 - 08)	IALM (2006 - 08)	IALM (2006 - 08)	IALM (2006 - 08)	IALM (2006 - 08)
Attrition rate					
- upto 30 years	13%	12%	12%	11%	10%
- from 31 to 44 years	7%	7%	7%	5%	5%
- above 44 years	0%	0%	0%	0%	1%

(viii) Sensitivity Analysis of the defined benefit obligation

Sensitivity analysis indicates the influence of a reasonable change in certain significant assumptions on the outcome of the present value of obligation. Sensitivity analysis is done by varying (increasing/ decreasing) one parameter by 50 basis points (0.5%).

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016 (Proforma)	For the year ended March 31, 2015 (Proforma)	For the year ended March 31, 2014 (Proforma)
a) Impact of the change in discount rate					
Present Value of Obligation at the end of the year					
Impact due to increase of 0.50 %	(3.50)	(3.53)	(3.37)	(3.85)	(2.59)
Impact due to decrease of 0.50 %	3.86	3.75	3.71	4.20	2.87
b) Impact of the change in salary increase					
Present Value of Obligation at the end of the year					
Impact due to increase of 0.50 %	3.48	3.74	3.72	4.18	2.88
Impact due to decrease of 0.50 %	(3.24)	(3.55)	(3.40)	(3.87)	(2.62)

(ix) The following payments are expected contributions to the defined benefit plan for next year

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016 (Proforma)	For the year ended March 31, 2015 (Proforma)	For the year ended March 31, 2014 (Proforma)
Current Service Cost	13.69	12.49	12.19	13.25	9.76
Net Interest Cost	3.43	2.13	1.45	1.14	1.43
Net Periodic benefit cost	17.12	14.62	13.64	14.39	11.19

(All amounts are in Rupees million, unless stated otherwise)

26 Employee benefit obligations, as restated

(x) Risk Exposure

Through its defined benefit plans, the Company is exposed to a number of risks, the most significant of which are detailed below :

Asset Volatility:
The plan liabilities are calculated using a discount rate set with reference to bond yields. If plan assets underperform, this yield will create a deficit. The plan asset investments are in fixed income securities with high grades. These are subject to interest rate risk.

Changes in bond yield:
A decrease in bond yields will increase plan liabilities, although this will be partially offset by an increase in the value of the plan's bond holdings.

Inflation risks:
In the gratuity plans, the gratuity payments are not linked to inflation, so this is a less material risk.

Life expectancy:
The gratuity plan obligation is to provide benefits for the life of the member, so increase in life expectancy will result in increase in the plans' liabilities.

The Company ensures that the investment positions are managed within an asset-liability matching (ALM) framework that has been developed to achieve long-term investments that are in line with the obligations under the employee benefit plans. Within the framework, the Company's ALM objective is to match assets to the pension obligations by investing in long-term fixed interest securities with maturities that match the benefit payments as they fall due and in the appropriate currency.

The Company actively monitors how the duration and the expected yield of the investments are matching with the expected cash outflows arising from the employee benefit obligations.

C) Other long term employee benefits
Other long term employee benefits mainly comprises of compensated absences benefits to employees which can be carried forward to future years. They are measured at each Balance Sheet date based on actuarial valuation carried out by an independent actuary using projected unit credit method. Following amount has been charged to the Restated Standalone Statement of Profit and Loss on account of same:

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016 (Proforma)	For the year ended March 31, 2015 (Proforma)	For the year ended March 31, 2014 (Proforma)
Compensated absences	11.83	7.90	9.01	12.44	10.34
Total	**11.83**	**7.90**	**9.01**	**12.44**	**10.34**

(All amounts are in Rupees million, unless stated otherwise)

27 Share based payments, as restated

A) Description of share based payment arrangements

Employee stock options

In March 2001, the Company instituted an Employee Stock Option Plan ('ESOP plan'), which provided for the issuance of a maximum of 2,000,000 shares to eligible employees. The ESOP plan is administered by the Employee Welfare Trust ('Trust'). The Trust purchases shares of the Company out of a loan given by the Company. In this regard, at March 31, 2018, issued share capital includes 1,321,420 shares (March 31, 2017: 1,321,420), (March 31, 2016: 1,321,420), (March 31, 2015: 1,386,260) and (March 31, 2014: 1,454,260) of Rs.10/- each issued to the Trust.

The scheme provides that these options would vest ratably over a period of 5 years whereby 20% of the grants would vest at the end of each year from the grant date. Further, the participants shall exercise the options within 2 years from the date of vesting, failing which, the options shall lapse. The Company would recover the loan from Trust, based on the proceeds receivable by the Trust upon exercise of stock options by eligible employees.

There are no share based transactions in the financial years 2017-18 and 2016-17.

During the year ended March 31, 2016, the Company instituted an employee stock option scheme ("ESOS 2015"), pursuant to a resolution passed by the shareholders in an EGM held on December 11, 2015. Up to 1,321,420 fully paid up Equity Shares of the Company can be transferred to employees from the Nihilent Employee Welfare Trust, upon exercise of options granted. No options are granted against this scheme as at March 31, 2018 and March 31, 2017.

The Company had no Share Based Option Arrangement which had options outstanding, as described below:

Employee Stock Options

Type of Arrangement	**Employee Stock Option Scheme – 2007**	**Employee Stock Option Scheme – 2010**
Date of Grant	23-Mar-07	21-Jan-10
Number of Shares /options Granted	284,900	474,600
Contractual Life (including vesting period and exercise period)	7 years	7 years
Vesting Conditions	Vesting period starts from one year from the offer date and lasts till five years of offer date with 20% vesting every year, except to specified employee mentioned in the scheme where vesting of 2,000 options is on acceptance.	Vesting period starts from one year from the offer date and lasts till five years of offer date with 20% vesting every year.
Method of settlement	Equity based	Equity based

B) Reconciliation of outstanding options
The number of share options are as follows:

	March 31, 2014 (Proforma)		
	ESOP 2007	**ESOP 2010**	**Total**
Options outstanding at the beginning of the year	59,400	262,880	322,280
Options granted during the year	-	-	-
Options forfeited during the year	-	-	-
Options previously considered lapsed reinstated	-	-	-
Exercised during the year	54,400	80,040	134,440
Expired during the year	2,000	33,200	35,200
Options outstanding and exercisable at the end of the year	3,000	149,640	152,640

(All amounts are in Rupees million, unless stated otherwise)

27 Share based payments, as restated

B) Reconciliation of outstanding options (continued)

	March 31, 2015 (Proforma)		
	ESOP 2007	ESOP 2010	Total
Options outstanding at the beginning of the year	3,000	149,640	152,640
Options granted during the year	-	-	-
Options forfeited during the year	-	-	-
Options previously considered lapsed reinstated	-	-	-
Exercised during the year	3,000	65,000	68,000
Expired during the year	-	18,200	18,200
Options outstanding and exercisable at the end of the year	-	66,440	66,440

	March 31, 2016 (Proforma)		
	ESOP 2007	ESOP 2010	Total
Options outstanding at the beginning of the year	-	66,440	66,440
Options granted during the year	-	-	-
Options forfeited during the year	-	-	-
Options previously considered lapsed reinstated	-	-	-
Exercised during the year	-	64,840	64,840
Expired during the year	-	1,600	1,600
Options outstanding and exercisable at the end of the year	-	-	-

	March 31, 2017		
	ESOP 2007	ESOP 2010	Total
Options outstanding at the beginning of the year	-	-	-
Options granted during the year	-	-	-
Options forfeited during the year	-	-	-
Options previously considered lapsed reinstated	-	-	-
Exercised during the year	-	-	-
Expired during the year	-	-	-
Options outstanding and exercisable at the end of the year	-	-	-

	March 31, 2018		
	ESOP 2007	ESOP 2010	Total
Options outstanding at the beginning of the year	-	-	-
Options granted during the year	-	-	-
Options forfeited during the year	-	-	-
Options previously considered lapsed reinstated	-	-	-
Exercised during the year	-	-	-
Expired during the year	-	-	-
Options outstanding and exercisable at the end of the year	-	-	-

C) Measurement of fair values

The fair value of employee share options has been measured using Black Scholes Model. The fair value of the options and the inputs in the measurement of the grant-date fair values of the equity settled share based payments are as follows:

	ESOP 2007	ESOP 2010
Fair value at grant date	9.75	20.38
Share price at grant date	10.00	10.00
Exercise price of Option	10.00	10.00
Expected volatility	20.32%	28.23%
Expected life	3.00	3.00
Expected dividends	-	-
Risk-free interest rate	7.95%	7.57%

D) Expense recognised in Statement of Profit and Loss

For details of employee benefits expense, See Note 21

(All amounts are in Rupees million, except per share data and unless stated otherwise)

28 Financial instruments: Fair values and risk management, as restated

Financial instruments by category

Particulars	As at March 31, 2018		As at March 31, 2017		As at March 31, 2016 (Proforma)		As at March 31, 2015 (Proforma)		As at March 31, 2014 (Proforma)	
	FVTPL	Amortised cost	FVTPL	Amortised cost	FVTPL	Amortised cost	FVTPL	Amortised cost	FVTPL	Amortised cost
Financial assets										
Security deposits	-	30.20	-	37.01	-	34.00	-	16.86	-	15.91
Margin money and other deposits	-	0.83	-	0.83	-	0.89	-	0.34	-	0.34
Current Investments										
- Mutual funds	311.03	-	202.51	-	45.14	-	264.07	-	452.48	-
Trade receivables	-	586.79	-	620.06	-	538.61	-	533.45	-	577.39
Loan to employees	-	2.91		6.48		8.82		11.82		3.80
Unbilled revenue	-	204.22	-	221.03	-	143.71	-	135.64	-	119.59
Cash and cash equivalents	-	346.56	-	314.30	-	487.40	-	546.96	-	528.96
Bank balance other than cash and cash equivalents		-		152.22		301.14		145.62		3.84
Interest accrued on fixed deposits	-	0.82	-	6.28	-	3.71	-	-	-	-
Total financial assets	**311.03**	**1,172.33**	**202.51**	**1,358.21**	**45.14**	**1,518.28**	**264.07**	**1,390.69**	**452.48**	**1,249.83**
Financial liabilities										
Trade payables	-	78.32	-	100.31	-	49.77	-	53.85	-	84.22
Employee related payables	-	165.81	-	139.24	-	121.30	-	131.96	-	161.56
Commission payable to independent directors	-	7.20	-	4.98	-	-	-	-	-	-
Current maturities of long term borrowings other than banks - 10% Redeemable Debentures	-	-	-	367.50	-	-	-	-	-	-
Interest accrued but not due on debentures	-	-	-	15.86	-	-	-	-	-	-
Current borrowings	-	-	-	-	-	120.00				
Total financial liabilities	**-**	**251.33**	**-**	**627.89**	**-**	**291.07**	**-**	**185.81**	**-**	**245.78**

i) Fair value hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

Financial assets and liabilities measured at fair value - recurring fair value measurements	Notes	Level 1	Level 2	Level 3	Total
Current investments made in mutual funds					
March 31, 2018	Annexure VIII	-	311.03	-	**311.03**
March 31, 2017	Annexure VIII	-	202.51	-	**202.51**
March 31, 2016 (Proforma)	Annexure VIII	-	45.14	-	**45.14**
March 31, 2015 (Proforma)	Annexure VIII	-	264.07	-	**264.07**
March 31, 2014 (Proforma)	Annexure VIII	-	452.48	-	**452.48**

Notes

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in Level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

ii) Fair value of financial assets and liabilities measured at amortised cost

The carrying amounts of trade receivables, loans, margin money and other deposit, cash and cash equivalents, bank balances other than cash and cash equivalents, interest accrued on fixed deposits, unbilled revenue, investment in subsidiary, trade payables, current borrowings, employee related payables, commission payable to independent directors and interest accrued but not due on debentures are considered to be the same as their fair values, due to their short-term nature.

iii) Valuation technique used to determine fair value

Fair value of market linked mutual funds is determined using Net Asset Value (NAV) report issued by mutual fund house.

(All amounts are in Rupees million, except per share data and unless stated otherwise)

29 Financial Risk management framework, as restated

The Management of the Company has implemented a risk management system that is monitored by the Board of Directors. The general conditions for compliance with the requirements for proper and future-oriented risk management within the Company are set out in the risk management principles. These principles aim at encouraging all members of staff to responsibly deal with risks as well as supporting a sustained process to improve risk awareness. The guidelines on risk management specify risk management processes, compulsory limitations, and the application of financial instruments. The risk management system aims at identifying, analyzing, managing, controlling and communicating risks promptly throughout the Company. Risk management reporting is a continuous process and part of regular reporting. In addition, the Corporate Internal Auditing Function regularly checks whether Company complies with risk management system requirements.

The Company is exposed to credit, liquidity and market risks (foreign currency risk and interest risk) during the course of ordinary activities. The aim of risk management is to limit the risks arising from operating activities and associated financing requirements. This note explains the source of risk which the entity is exposed to and how the entity manages the risk and impact of the same in the financial statements.

Type of risk	Exposure arising from	Measurement	Management
Credit risk	Cash and cash equivalents, other bank balances, trade receivables, loans, other financial assets measured at amortised cost.	Ageing analysis	Diversification of bank deposits and setting credit limits
Liquidity risk	Borrowings, trade payables and other financial liabilities	Rolling cash flow forecasts	Availability of committed credit lines and borrowing facilities
Market risk - Foreign exchange	Recognised financial assets and liabilities not denominated in Indian rupee (INR)	Sensitivity analysis, Cash flow forecasting	Management follows established risk management policies.
Interest risk	Current borrowings and deposits kept with banks	Interest rate sensitivity analysis	Management follows established risk management policies.

A Credit risk

Trade receivables

Credit risk refers to the risk that the counterparty will default on its contractual obligations resulting in financial loss to the Company. Management has a credit policy in place and the exposure to credit risk is monitored on an ongoing basis to mitigate impairment loss on receivables. Credit evaluations are performed on all customers requiring credit over a certain amount. The Company does not secure its financial assets with collaterals.

The age analysis of the trade receivables from the due date of the invoice, net of allowances is given below:

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)	As at March 31, 2015 (Proforma)	As at March 31, 2014 (Proforma)
Less than 180 days	575.02	587.12	426.91	531.36	522.73
from 181-365 days	54.04	11.48	108.93	15.23	49.06
more than 365 days	81.80	90.71	53.32	40.69	48.51
Gross carrying amount	**710.86**	**689.31**	**589.16**	**587.28**	**620.30**
Less:- Expected credit loss	(124.07)	(69.25)	(50.55)	(53.83)	(42.91)
Expected loss rate	17.45%	10.05%	8.58%	9.17%	6.92%
Net carrying amount (Refer Annexure X)	**586.79**	**620.06**	**538.61**	**533.45**	**577.39**

List of parties having aggregate of receivables exceeding 5% of total trade receivables as at the end of each year -

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)	As at March 31, 2015 (Proforma)	As at March 31, 2014 (Proforma)
Electronic Media NW (MNET)	-	48.63	-	-	47.98
Multichoice Management Services Pty Limited	-	-	-	-	148.52
Nedcor Bank Limited	-	-	-	-	134.04
Paracon SA Pty Limited	-	-	-	-	140.38
Multichoice Support Services Proprietary Limited	157.04	115.16	93.62	167.86	-
Nedbank Limited	208.06	143.58	131.50	116.85	-
Fundamo Pty Limited	-	-	-	27.38	-
Mothercare UK Limited	-	-	40.24	-	-
Gnet Group LLC	-	33.26	-	-	-
Nihilent Nigeria Limited	-	44.41	-	-	-
Nihilent Technologies, Inc	55.04	-	-	-	-
Total	**420.14**	**385.04**	**265.36**	**312.09**	**470.92**

(All amounts are in Rupees million, except per share data and unless stated otherwise)

29 Financial Risk management framework, as restated (continued)

A Credit risk (continued)

The credit quality of the Company's customers is monitored on an ongoing basis and assessed for impairment where indicators of such impairment exists. The solvency of the trade receivable and their ability to settle the receivable is considered in assessing receivables for impairment. Where receivables have been impaired, the Company actively seeks to recover the amounts in question and enforce compliance with credit terms.

The movement in allowance for trade receivable is as follows:

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)	As at March 31, 2015 (Proforma)	As at March 31, 2014 (Proforma)
Gross carrying amount	710.86	689.31	589.16	587.28	620.30
Less: Expected credit loss	(124.07)	(69.25)	(50.55)	(53.83)	(42.91)
Net carrying amount (Refer Annexure X)	**586.79**	**620.06**	**538.61**	**533.45**	**577.39**

ii Credit risk on cash and cash equivalents is limited as the Company generally invest in deposits with banks and financial institutions with high credit ratings assigned by international and domestic credit rating agencies. Investments primarily include investment in liquid mutual fund units.

B Liquidity risk

Liquidity risk is the risk that the Company is unable to meet its existing or future obligations as they fall due, due to insufficient availability of cash or cash equivalents. The Company's approach to managing liquidity is to ensure, sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damages to Company's reputation.

The Company regularly monitors the rolling forecasts to ensure it has sufficient cash on an on-going basis to meet operational needs. Any short term surplus cash generated, over and above the amount required for working capital management and other operational requirements, is retained as cash and cash equivalents (to the extent required) and any excess is invested in interest bearing term deposits and other highly marketable debt investments with appropriate maturities to optimise the cash returns on investments while ensuring sufficient liquidity to meet its liabilities.

The following are the contractual maturities of the financial liabilities as at the Balance Sheet date:

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)	As at March 31, 2015 (Proforma)	As at March 31, 2014 (Proforma)
Trade payables					
Less than 1 year	78.32	100.31	49.77	53.85	84.22
Total	**78.32**	**100.31**	**49.77**	**53.85**	**84.22**
Other current financial liabilities					
Less than 1 year	173.01	527.58	121.30	131.96	161.56
Total	**173.01**	**527.58**	**121.30**	**131.96**	**161.56**
Current borrowings					
Less than 1 year	-	-	120.00	-	-
Total	**-**	**-**	**120.00**	-	-

The amount disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

29 Financial Risk management framework, as restated (continued)

C Market risk

i Foreign currency risk

The Company operates internationally and its exposed to foreign exchange risk arising from foreign currency transactions, primarily with respect to the ZAR, USD, GBP, AUD, CHF. Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the functional currency (INR) of the Company. The risk is measured through a forecast of highly probable foreign currency cashflows.

The Company's exposure to foreign currency risk at the end of reporting period in INR (million), are as follows :

Particulars	Currency	As at March 31, 2018		As at March 31, 2017		As at March 31, 2016 (Proforma)		As at March 31, 2015 (Proforma)		As at March 31, 2014 (Proforma)	
		Amount in foreign currency	Amount in INR	Amount in foreign currency	Amount in INR	Amount in foreign currency	Amount in INR	Amount in foreign currency	Amount in INR	Amount in foreign currency	Amount in INR
Financial assets											
Foreign currency trade receivables	**ZAR**	48.10	267.72	34.94	174.79	36.81	159.24	35.99	188.33	35.66	201.95
	GBP	0.19	17.17	0.28	22.97	0.59	55.82	0.49	45.53	0.22	21.65
	CHF	0.01	0.41	-	-	*0.00	0.31	0.01	0.59	-	-
	USD	1.25	81.31	2.51	162.79	2.59	172.94	1.82	114.37	0.68	40.62
	EUR	-	-	0.21	14.57	0.37	27.68	0.03	2.36	-	-
	AUD	0.38	18.90	0.30	15.11	0.02	1.01	0.25	12.41	-	-
	TZS	-	-	108.82	3.22	108.82	3.40	108.82	3.79	-	-
Cash and Bank Balances	**ZAR**	5.42	30.19	5.31	26.58	6.24	27.02	-	-	-	-
	GBP	0.13	11.96	0.71	57.23	0.44	41.42	0.42	39.34	0.89	88.83
	USD	0.12	7.95	0.31	19.83	0.39	25.76	1.11	69.91	0.35	20.94
Foreign currency receivables representing other monetary assets	**ZAR**	19.60	109.08	33.45	167.35	5.55	24.38	7.04	36.82	4.12	23.36
	GBP	0.05	4.29	0.04	2.95	0.08	7.24	0.01	0.90	0.29	28.45
	USD	0.46	29.60	0.58	37.39	0.68	45.30	0.16	10.01	0.06	3.86
	EUR	-	-	-	-	-	-	0.13	8.69	-	-
	NGN	-	-	35.63	7.48	55.80	19.05	99.34	31.46	-	-
	CHF	-	-	0.01	0.65	-	-	-	-	-	-
	AUD	-	-	-	-	0.37	18.39	-	-	-	-
Total Financial assets											
	ZAR	73.12	406.99	73.70	368.72	48.60	210.64	43.03	225.15	39.78	225.31
	GBP	0.37	33.42	1.03	83.15	1.11	104.48	0.92	85.77	1.40	138.93
	CHF	0.01	0.41	0.01	0.65	*0.00	0.31	0.01	0.59	-	-
	USD	1.83	118.86	3.40	220.01	3.66	244.00	3.09	194.29	1.09	65.42
	EUR	-	-	0.21	14.57	0.37	27.68	0.16	11.05	-	-
	AUD	0.38	18.90	0.30	15.11	0.39	19.40	0.25	12.41	-	-
	TZS	-	-	108.82	3.22	108.82	3.40	108.82	3.79	-	-
	NGN	-	-	35.63	7.48	55.80	19.05	99.34	31.46	-	-
Financial liabilities											
Foreign currency payables	**ZAR**	-	-	-	-	-	-	-	-	8.01	45.37
	GBP	0.01	0.50	0.08	6.37	0.07	6.26	0.24	22.46	0.69	68.39
	USD	-	-	-	-	-	-	*0	0.23	0.55	32.87
	AUD	-	-	-	-	-	-	0.03	1.45	-	-
Net exposure to foreign currency risks											
	ZAR	73.12	406.99	73.70	368.72	48.60	210.64	43.03	225.15	31.77	179.94
	GBP	0.36	32.92	0.95	76.78	1.04	98.22	0.68	63.31	0.71	70.54
	CHF	0.01	0.41	0.01	0.65	*0.00	0.31	0.01	0.59	-	-
	USD	1.83	118.86	3.40	220.01	3.66	244.00	3.09	194.06	0.54	32.55
	EUR	-	-	0.21	14.57	0.37	27.68	0.16	11.05	-	-
	AUD	0.38	18.90	0.30	15.11	0.39	19.40	0.22	10.96	-	-
	TZS	-	-	108.82	3.22	108.82	3.40	108.82	3.79	-	-
	NGN	-	-	35.63	7.48	55.80	19.05	99.34	31.46	-	-

* : Amount below the rounding off norm of the Company
(GBP - Great Britain Pound, ZAR - South African Rand, USD - US Dollar, CHF - Swiss Frank, EUR - Euro, AUD - Australian Dollars, TZS - Tanzania Shillings, NGN - Naira)

(All amounts are in Rupees million, except per share data and unless stated otherwise)

29 Financial Risk management framework, as restated (continued)

The sensitivity of profit or loss to changes in foreign exchange rates are as follows :

Particulars	Currency	As at March 31, 2018		As at March 31, 2017		As at March 31, 2016 (Proforma)		As at March 31, 2015 (Proforma)		As at March 31, 2014 (Proforma)	
		Impact on profit *		Impact on profit *		Impact on profit *		Impact on profit *		Impact on profit *	
		Increase by 5%	Decrease by 5%	Increase by 5%	Decrease by 5%	Increase by 5%	Decrease by 5%	Increase by 5%	Decrease by 5%	Increase by 5%	Decrease by 5%
Net Financial assets	**ZAR**	(20.35)	20.35	(18.44)	18.44	(10.53)	10.53	(11.26)	11.26	(9.00)	9.00
	GBP	(1.65)	1.65	(3.84)	3.84	(4.91)	4.91	(3.17)	3.17	(3.53)	3.53
	CHF	(0.02)	0.02	(0.03)	0.03	-	-	(0.03)	0.03	-	-
	USD	(5.94)	5.94	(11.00)	11.00	(12.20)	12.20	(9.70)	9.70	(1.63)	1.63
	EUR	-	-	(0.73)	0.73	(1.38)	1.38	(0.55)	0.55	-	-
	AUD	(0.95)	0.95	(0.76)	0.76	(0.97)	0.97	(0.55)	0.55	-	-
	TZS	-	-	(0.16)	0.16	(0.17)	0.17	(0.19)	0.19	-	-
	NGN	-	-	(0.37)	0.37	(0.95)	0.95	(1.57)	1.57	-	-

Details of foreign exchange rates at the end of the year :

Currency	March 31, 2018	March 31, 2017	March 31, 2016 (Proforma)	March 31, 2015 (Proforma)	March 31, 2014 (Proforma)
ZAR	5.57	5.00	4.33	5.23	5.66
GBP	91.44	80.82	94.44	93.10	99.35
CHF	41.00	65.00	68.54	59.00	-
USD	64.95	64.71	66.67	62.80	60.28
EUR	-	69.38	74.81	69.06	-
AUD	49.74	50.37	49.74	49.82	-
TZS	-	0.03	0.03	0.03	-
NGN	-	0.21	0.34	0.32	-

* Holding all other variables constant

ii Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is exposed to interest rate risk on financial liabilities such as borrowings. The Company is also exposed to interest rate risk on its financial assets that include fixed deposits and liquid investments such as deposits which are part of cash and cash equivalents. Since all these are generally for short durations, the Company believes it has manageable risk for achieving satisfactory returns. The Company has not used any interest rate derivatives.

(All amounts are in Rupees million, except per share data and unless stated otherwise)

30 Capital Management

Risk management

The Company's objectives when managing capital are to:
• safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits to other stakeholders, and
• maintain an optimal capital structure to reduce the cost of capital.
For the purpose of the Company's capital management, capital includes issued equity capital, securities premium and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximise the shareholders value.
The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders. The Capital structure of the Company is as follows:

Particulars	**As at March 31, 2018**	**As at March 31, 2017**	**As at March 31, 2016 (Proforma)**	**As at March 31, 2015 (Proforma)**	**As at March 31, 2014 (Proforma)**
Equity share capital	199.66	199.66	199.66	199.66	199.66
Other Equity					
Reserves and surplus	2,233.48	2,058.17	1,777.54	1,659.87	1,357.94
Other reserves	(9.68)	(28.70)	(92.25)	(36.21)	(29.68)
Total equity	**2,423.46**	**2,229.13**	**1,884.95**	**1,823.32**	**1,527.92**
Debt	-	367.50	120.00	-	-
Total debt	**-**	**367.50**	**120.00**	**-**	**-**

31 Expenditure in relation to an Initial Public Offering (IPO) / Subsequent Events:

During the year ended March 31, 2016, the Company had filed a Draft Red Herring Prospectus (DRHP) with SEBI in connection with the proposed issue of Equity Shares of the Company by way of a fresh issue and / or an offer for sale by the existing shareholders. Accordingly, expenses incurred by the Company aggregating to Rs. 22.39 million in connection with filing of DRHP and other related expenses were disclosed under Other current assets in the year ended March 31, 2016.

Pursuant to the expiry of the eligible period for opening the proposed Initial Public Offer and Offer for sale of equity shares as at March 31, 2017, the expenses incurred have been charged off to the Statement of Profit and Loss for the year ended March 31, 2017 under 'Other Expenses'. Accordingly, legal and professional expenses for the year ended March 31, 2017 include Rs. 16.20 million and payment to auditors includes Rs. 6.19 million, respectively charged to restated statement of profit and loss in that year.
Further, the Company now again intends to proceed with an Initial Public Offering (IPO) and accordingly proposes to file a Draft Red Herring Prospectus (DRHP) with SEBI in connection with the proposed issue of Equity Shares by way of a fresh issue and / or an offer for sale by the existing shareholders. Accordingly, expenses incurred by the Company amounting to Rs. 11.75 million in connection with filing of DRHP and other related expenses have been shown under other current assets as at March 31, 2018.

32 Disclosure on specified bank noted (SBNs):

The details of Specified Bank Notes (SBN) held and transacted during the period from November 8, 2016 to December 30, 2016, as per the notification G.S.R. 308 (E) dated March 31, 2017 is given below:

Particulars	**Amount in INR**		
	SBNs*	**Other denomination currency**	**Total**
Closing cash in hand as on November 08, 2016	**7,500**	**15,185**	**22,685**
Add: Permitted receipts	-	425,790	425,790
Less : Permitted payments	-	430,328	430,328
Add: Impermissible receipts #	70,000	-	70,000
Less: Amount deposited in banks	77,500	-	77,500
Closing cash in hand as on December 30, 2016	**-**	**10,647**	**10,647**

* For the purposes of this clause, the term 'Specified Bank Notes' shall have the same meaning provided in the notification of the Government of India, in the Ministry of Finance, Department of Economic Affairs number S.O. 3407(E), dated the November 8, 2016.

These transactions pertain to settlements of employee advances during the course of business.

(All amounts are in Rupees million, except per share data and unless stated otherwise)

33 Details of expenditure incurred towards Corporate Social Responsibility :

As per provisions of section 135 of the Companies Act, 2013, the Company was required to spend Rs. 8.94 million, (March 31, 2017 : 10.20 million), (March 31, 2016 : Rs. 12.20 million) (March 31, 2015 : Rs. 8.68 million) being 2% of average net profits of the last three financial years, in pursuance to its Corporate Social Responsibility policy on the activities specified in Schedule VII of the Act. The Company has spent Rs. 5.58 million (March 31, 2017: Rs. 6.46 million), (March 31, 2016 : Rs. Nil) (March 31, 2015 : Rs. Nil) towards Corporate Social Responsibility activities. The break-up of expenditure incurred on Corporate Social Responsibility activities is as follows:

Particulars	**As at March 31, 2018**	**As at March 31, 2017**	**As at March 31, 2016 (Proforma)**	**As at March 31, 2015 (Proforma)**	**As at March 31, 2014* (Proforma)**
Gross amount required to be spent during the year	**8.94**	**10.20**	**12.20**	**8.68**	**-**
Amount spent during the year in cash on:					
(i) construction / acquisition of any asset	-	-	-	-	-
(ii) on purposes other than (i) above	5.58	6.46	-	-	-
Total amount unspent, if any	3.36	3.74	12.20	8.68	-
Total	**8.94**	**10.20**	**12.20**	**8.68**	**-**

*Provisions of section 135 of the Companies Act, 2013 with respect to Corporate Social Responsibility Policy are applicable from financial year 2014-15 onwards.

34 Segment Information

In accordance with paragraph 4 Ind AS 108 "Operating Segments", the Company has disclosed segment information only in the consolidated financial information.

35 Income Tax Computation and Disclosure Standards ("ICDS")

On account of applicability of ICDS provisions with respect to taxability of foreign currency translation gain / loss arising from conversion of foreign operations, while computing tax liability of the Company, the Company has claimed total loss accumulated as on March 31, 2017 amounting to Rs. 43.87 million while arriving at the tax liability for the year and the corresponding tax credit of Rs. 15.18 million is shown under Other Comprehensive Income along with net gain of Rs. 48.38 million for the year ended 2016-17.

36 The Shareholders at their meeting held on January 15, 2018, accorded their approval for conversion of the Company name from "Nihilent Technologies Limited" to "Nihilent Limited". Necessary documents have been filed with the Ministry of Corporate Affairs and the same is approved by the Registrar of Companies (ROC).

(All amounts are in Rupees million, unless stated otherwise)

37 Related parties transactions, as restated

A) Name of the related parties and nature of relationship

Ultimate Holding Company	Nippon Telegraph and Telephone Corporation Tokyo, Japan (w.e.f. October 16, 2017)
Holding Company	Hatch Investments (Mauritius) Limited
Principal Shareholders of the holding company	Dimension Data Protocol B V Paracon Holdings Limited (until October 16, 2017)
Entities under common control	Paracon SA (Pty) Limited (until October 16, 2017)
Principal Shareholders of the Company	Dimension Data Protocol B V (w.e.f. October 16, 2017)

Details of subsidiaries / step down subsidiaries:

Sr. No.	Name of subsidiaries	Place of incorporation	Ownership Interest As at				
			As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)	As at March 31, 2015 (Proforma)	As at March 31, 2014 (Proforma)
1	Seventh August IT Services Private Limited	India	100.00%	100.00%	100.00%	100.00%	100.00%
2	Nihilent Tanzania Limited (w.e.f. February 12, 2013)	Tanzania	95.00%	95.00%	95.00%	95.00%	95.00%
3	Nihilent Nigeria Limited (w.e.f. May 24, 2013)	Nigeria	51.00%	51.00%	51.00%	51.00%	51.00%
4	Intellect Bizware Services Private Limited (w.e.f September 01, 2015)	India	61.00%	51.00%	51.00%	-	-
5	Nihilent Technologies Inc.	United States of America	100.00%	100.00%	100.00%	100.00%	100.00%
6	Nihilent Analytics Limited (w.e.f October 07, 2016)	India	100.00%	100.00%	-	-	-
7	Nihilent Australia Pty Limited (w.e.f. July 11, 2013)	Australia	100.00%	100.00%	100.00%	100.00%	-
8	GNET Group LLC (w.e.f September 01, 2014 till January 01, 2017)	United States of America	-	100.00%	100.00%	100.00%	-
9	GNET Group (India) Private Limited (till November 10, 2016)	India	-	-	100.00%	100.00%	-
10	Nihilent Sapphire Inc. (erstwhile known as ICRA Sapphire Inc. w.e.f. October 07, 2016 and upto January 31, 2018.)	United States of America	-	100.00%	100.00%	-	-
11	Nihilent Global Capital Inc. (erstwhile known as ICRA Global Capital Inc. w.e.f. October 07, 2016 and upto January 31, 2018.)	United States of America	-	100.00%	-	-	-
12	Nihilent Analytics Inc. (Nihilent Global Capital Inc, Nihilent Sapphire Inc. and BPA Technologies Inc. merged we.f. from February 1, 2018)	United States of America	100.00%	100.00%	-	-	-
13	BPA Technologies Private Limited (w.e.f. October 7, 2016)	India	100.00%	100.00%	-	-	-
14	BPA Technologies Inc. (w.e.f. October 7, 2016 and upto January 31, 2018)	United States of America	-	100.00%	-	-	-

Related parties with whom there have been transactions during the year :

(a) Subsidiaries / step down subsidiaries :

Nihilent Technologies Inc.
Seventh August IT Services Private Limited
Nihilent Nigeria Limited (w.e.f. May 24, 2013)
Nihilent Tanzania Limited (w.e.f. February 12, 2013)
Nihilent Australia Pty Limited (w.e.f. July 11, 2013)
GNET Group LLC (till January 01, 2017) *
GNET Group (India) Private Limited (till November 10, 2016) #
Intellect Bizware Services Private Limited (w.e.f. September 01, 2015)
Nihilent Analytics Limited (erstwhile known as ICRA Techno Analytics Limited w.e.f. October 07, 2016)
Nihilent Sapphire Inc. (erstwhile known as ICRA Sapphire Inc. w.e.f. October 07, 2016 and upto January 31, 2018)
Nihilent Global Capital Inc. (erstwhile known as ICRA Global Capital Inc. w.e.f. October 07, 2016 and upto January 31, 2018)
Nihilent Analytics Inc. (Nihilent Global Capital Inc. Nihilent Sapphire Inc. and BPA Technologies Inc. merged w.e.f. February 01, 2018)
BPA Technologies Private Limited (w.e.f. October 07, 2016)
BPA Technologies Inc. (w.e.f. October 7, 2016 and upto January 31, 2018)

(b) Companies under common control :

Paracon SA Pty Limited (until October 16, 2017)
Dimension Data Network Services Limited (w.e.f. October 16, 2017)
Dimension Data India Private Limited (w.e.f. October 16, 2017)

(c) Enterprises where key management personnel either have significant influence or are members of key management personnel of that entity with whom there have been transactions during the year :

Nihilent Employee Welfare Trust
Vastu IT Private Limited
Nihilent Technologies Private Limited - Employees' Group Gratuity Cum Life Assurance Scheme
Lila Poonawalla Foundation (w.e.f. October 13, 2015)

(d) Name of the key management personnel and their relatives :

Whole time directors
Mr. L C Singh
Mr. Minoo Dastur (w.e.f April 1, 2013 till June 30, 2015)

Non-executive directors
Mr. Ashok Kini (w.e.f September 10, 2015)
Dr. Santosh Pande (w.e.f August 25, 2015)
Dr. Satish Tripathi (w.e.f September 10, 2015)
Mr. Jeremy Ord (w.e.f October 18, 2006)
Ms. Lila Poonawalla (w.e.f. October 13, 2015)
Mr. Scot Gibson (w.e.f. November 20, 2017)

Chief Financial Officer
Mr. Shubhabrata Banerjee (w.e.f. September 10, 2015)

Company Secretary
Mr. Rahul Bhandari (w.e.f. April 1, 2014)

Relatives of directors with whom there have been transactions during the year :
Mrs. Banoo Dastur
Ms. Nimisha Singh

(e) Employee benefit trust

Nihilent Technologies Private Limited Employees' Group Gratuity cum Life Assurance Scheme
Nihilent Technologies Limited - Managers Superannuation Scheme (Scheme discontinued w.e.f. April 1, 2016)

Nihilent Limited (Formerly known as Nihilent Technologies Limited)
Annexure V - Notes to Restated Standalone Financial Information
(All amounts are in Rupees million, unless stated otherwise)

B) Transactions and closing balances with related parties (in respect of related parties in A above)

Sr. No.	Transactions with related parties	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016 (Proforma)	For the year ended March 31, 2015 (Proforma)	For the year ended March 31, 2014 (Proforma)
1	**Hatch Investments (Mauritius) Limited**					
	Reimbursement of expenses	2.27	2.36	-	2.40	2.21
	Dividend paid	41.43	-	82.85	82.85	82.85
	Interim Dividend for FY 17-18	124.27	-	-	-	-
2	**Nihilent Technologies Inc.**					
	Investment in Share Capital	-	-	-	181.58	-
	Rendering of services	57.86	21.15	10.39	12.55	0.99
	Unbilled revenue	10.09	4.85	-	-	-
	Reimbursements of expenses (paid) or received	-	-	-	(5.71)	0.53
3	**Seventh August IT Services Private Limited**					
	Rendering of services	-	-	-	3.30	-
	Reimbursement of expenses	2.38	4.30	6.64	(10.88)	0.59
4	**Nihilent Nigeria Limited**					
	Rendering of services	-	10.77	20.11	31.46	-
	Unbilled revenue (reversal)	(6.42)	7.48	-	-	-
	Reimbursement of expenses (paid)	-	-	-	0.78	-
	Provision for doubtful debts	27.50	-	-	-	-
	Provision for diminution in value of investments	10.18	-	-	-	-
5	**Nihilent Tanzania Limited**					
	Investment in share capital	-	-	-	-	0.32
	Rendering of services	-	-	-	3.79	-
	Sales commission	-	-	3.35	-	-
	Reimbursement of expenses	-	-	-	0.42	0.05
	Provision for doubtful debts	(3.13)	-	-	-	-
6	**GNET Group LLC**					
	Rendering of services	-	42.42	52.93	3.86	-
	Reimbursement of expenses (received)	-	-	(0.11)	-	-
7	**Nihilent Australia Pty Limited**					
	Investment in share capital	-	-	-	14.01	-
	Rendering of services	19.10	39.10	48.75	13.47	-
	Reimbursement of expenses	0.46	1.55	1.00	-	-
8	**Nihilent Analytics Limited**					
	Dividend received	77.48	-	-	-	-
	Reimbursement of expenses	1.22	-	-	-	-
9	**Intellect Bizware Services Private Limited**					
	Receipt of Software services	16.81	14.01	-	-	-
	Unbilled revenue	3.50	-	-	-	-
	Reimbursement of expenses	0.04	0.89	-	-	-
10	**Vastu IT Private Limited**					
	Dividend paid	3.51	-	7.03	7.03	7.03
	Interim Dividend for FY 17-18	10.54	-	-	-	-
11	**Nihilent Employee Welfare Trust**					
	Dividend paid	3.96	-	7.93	8.32	8.73
	Interim dividend for FY 17-18	11.89	-	-	-	-
12	**Nihilent Analytics Inc**					
	Rendering of services	4.73	-	-	-	-
	Reimbursement of expenses (provided)	0.31	-	-	-	-
13	**BPA Technologies Inc.**					
	Rendering of services	6.65	-	-	-	-
14	**Dimension Data Network Services Limited**					
	Software and consultancy services rendered	1.31	-	-	-	-
	Unbilled Revenue	0.40	-	-	-	-
	Rent	0.52	-	-	-	-
15	**Paracon SA Pty Limited**					
	Software and consultancy services rendered	1.88	-	-	-	-
	Unbilled Revenue	2.60	-	-	-	-
	Sales commission	0.56	-	-	-	-
	Rent	0.62	-	-	-	-
16	**Dimension Data India Private Limited**					
	Software licensing cost	41.38	-	-	-	-
	Annual maintenance charges	0.11	-	-	-	-
17	**Lila Poonawalla Foundation**					
	Corporate Social Responsibility donation	3.52	1.76	-	-	-

(All amounts are in Rupees million, unless stated otherwise)

Sr. No.	Balances payable to and receivable from related parties	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)	As at March 31, 2015 (Proforma)	As at March 31, 2014 (Proforma)
1	**Nihilent Technologies Inc.**					
	Unbilled revenue	10.09	4.85	-	-	-
	Trade receivables	55.04	52.40	15.78	12.61	13.69
	Advance from related parties	3.71	2.15	2.16	2.14	7.85
2	**Seventh August IT Services Private Limited**					
	Advances to related parties	14.86	12.51	8.21	1.57	1.01
3	**Nihilent Nigeria Limited**					
	Trade receivable	27.50	44.41	15.77	-	-
	Less Provision for doubtful debts (Refer Annexure X)	(27.50)	-	-	-	-
	Unbilled revenue	6.48	7.48	-	31.56	-
	Less Provision for doubtful unbilled revenue	(6.48)	-	-	-	-
	Share application money	-	-	-	5.96	2.36
	Advance from related party	-	-	-	0.78	-
4	**Nihilent Tanzania Limited**					
	Trade receivable	3.13	3.22	3.40	3.79	-
	Less Provision for doubtful debts (Refer Annexure X)	(3.13)	-	-	-	-
	Advances to related parties	0.46	0.48	0.48	0.47	-
5	**GNET Group LLC***					
	Trade receivable	-	-	4.28	1.86	-
6	**GNET Group (India) Private Limited**					
	Expenses incurred on behalf of subsidiary	-	-	0.54	-	-
	Advance to related parties	-	-	0.45	-	-
7	**Nihilent Australia Pty Limited**					
	Trade receivables	18.90	15.11	-	12.41	-
	Advances to related parties	3.01	3.48	1.93	0.93	-
8	**Intellect Bizware Services Private Limited**					
	Trade payable	12.37	2.06	-	-	-
	Advances to related parties	-	0.78	-	-	-
9	**Vastu IT Private Limited**					
	Interim dividend payable for FY 17-18	10.54	-	-	-	-
10	**Nihilent employee welfare trust**					
	Interim dividend payable for FY 17-18	11.89	-	-	-	-
11	**Nihilent Analytics Limited**					
	Trade payable	0.84	-	-	-	-
12	**Nihilent Analytics Inc**					
	Unbilled revenue	11.43	-	-	-	-
	Trade receivables	0.31	-	-	-	-
13	**Hatch Investments (Mauritius) Limited**					
	Interim dividend payable for FY 17-18	124.27	-	-	-	-
14	**Dimension Data Network Services Limited**					
	Trade receivables	1.60	-	-	-	-
	Unbilled revenue	0.40	-	-	-	-
15	**Paracon SA Pty Limited**					
	Trade payables	0.99	-	-	-	-
	Trade receivables	11.70	-	-	-	-
	Unbilled revenue	2.60	-	-	-	-
16	**Dimension Data India Private Limited**					
	Trade payables	0.11	-	-	-	-

* GNET Group LLC - Merged in Nihilent Technologies Inc. w.e.f January 01, 2017
#GNET Group (India) Private Limited - Struck off from Registrar of companies and dissolved w.e.f. November 11, 2016.

(All amounts are in Rupees million, unless stated otherwise)

Transaction with Key management personnel

A) Key Management Personnel Compensation @

Sr. No.	Particulars	For the year ended March 31, 2018	March 31, 2017	March 31, 2016 (Proforma)	March 31, 2015 (Proforma)	March 31, 2014 (Proforma)
i	Remuneration	57.99	36.24	29.54	34.12	27.50
ii	Share based payments	-	-	0.70	1.07	1.42
iiii	Long-term employee benefits	6.06	5.56	4.84	4.00	3.26
iv	Post employment benefits	5.32	3.95	3.36	3.23	2.41

@ This excludes provision for gratuity and provision for compensated absences since these are based on actuarial valuation done on an overall company level.

B) Compensation and other payments to directors, key management personnel and their relatives (other than A above):

Sr. No.	Particulars	For the year ended March 31, 2018	March 31, 2017	March 31, 2016 (Proforma)	March 31, 2015 (Proforma)	March 31, 2014 (Proforma)
1	**Dividend paid**					
	Mr. L C Singh	6.06	-	12.12	12.12	12.12
	Mr. Minoo Dastur	0.69	-	1.34	1.34	1.34
	Mr. Shubhabrata Banerjee	0.22	-	0.45	0.40	0.40
	Mr. Rahul Bhandari	0.02	-	0.03	0.03	0.02
	Dr. Santosh Pande	0.60	-	1.20	1.20	1.20
2	**Interim dividend payable (F.Y. 2017-18)**					
	Mr. L C Singh	18.18	-	-	-	-
	Mr. Minoo Dastur	2.07	-	-	-	-
	Mr. Shubhabrata Banerjee	0.67	-	-	-	-
	Mr. Rahul Bhandari	0.05	-	-	-	-
	Dr. Santosh Pande	1.80	-	-	-	-
3	**Director sitting fees ***					
	Mr. Ashok Kini	0.60	1.10	0.20	-	-
	Mr. Christopher Chapman	0.10	-	-	-	-
	Dr. Santosh Pande	0.60	0.90	0.20	-	-
	Dr. Satish Tripathi	0.45	0.60	0.20	-	-
	Ms. Lila Poonawalla	0.45	0.50	0.20	-	-
4	**Commission paid**					
	Mr. Ashok Kini	1.72	-	-	-	-
	Dr. Santosh Pande	1.25	-	-	-	-
	Dr. Satish Tripathi	1.15	-	-	-	-
	Ms. Lila Poonawalla	0.86	-	-	-	-
5	**Others**					
	Guest House rent - Mr. L C Singh	0.24	0.24	0.22	0.20	0.18
	Rent paid to relative of a director - Ms. Nimisha Singh	0.96	0.84	0.67	0.81	0.79
	Rent paid to relative of a director - Ms. Binoo Dastur	0.72	-	-	-	-

* Commission payable to directors is disclosed on payment basis.

C) Balances outstanding from transactions with relative of directors

Sr. No.	Particulars	As at March 31, 2018	March 31, 2017	March 31, 2016 (Proforma)	March 31, 2015 (Proforma)	March 31, 2014 (Proforma)
	Security deposit receivable from relative of a directors					
1	- Ms. Nimisha Singh	0.06	0.06	0.05	0.07	0.07
2	- Ms. Banoo Dastur	0.60	-	-	-	-

D) Post employment benefit trusts

Sr. No.	Particulars	For the year ended March 31, 2018	March 31, 2017	March 31, 2016 (Proforma)	March 31, 2015 (Proforma)	March 31, 2014 (Proforma)
1	Nihilent Technologies Private Limited Managers Superannuation Scheme - Contribution	-	-	3.90	5.97	4.83
2	Nihilent Technologies Private Limited Employees' Group Gratuity Cum Life Assurance Scheme - Contribution	40.00	0.02	5.00	19.28	-

(All amounts are in Rupees million, unless stated otherwise)

38 Earnings per share, as restated

Particulars	**For the year ended March 31, 2018**	**For the year ended March 31, 2017**	**For the year ended March 31, 2016 (Proforma)**	**For the year ended March 31, 2015 (Proforma)**	**For the year ended March 31, 2014 (Proforma)**
a) Profit for the year, as Restated - (A)	450.89	280.35	260.69	444.94	460.42
b) Weighted average number of equity shares outstanding during the year – (B)					
- Basic	18,644,380	18,644,380	18,622,854	18,528,763	18,432,156
- Diluted	18,644,380	18,644,380	18,644,380	18,595,203	18,559,773
c) Basic/Diluted Earnings per share (Rs.) = (A/B)					
- Basic	24.18	15.04	14.00	24.01	24.98
- Diluted	24.18	15.04	13.98	23.93	24.81

Reconciliation of basic and diluted shares used in computing earnings per share:

Particulars	**For the year ended March 31, 2018**	**For the year ended March 31, 2017**	**For the year ended March 31, 2016 (Proforma)**	**For the year ended March 31, 2015 (Proforma)**	**For the year ended March 31, 2014 (Proforma)**
Number of shares outstanding at the year end (Refer Annexure V - Note 12)	19,965,800	19,965,800	19,965,800	19,965,800	19,965,800
Less: Number of shares held by the employee welfare trust (Refer Annexure V - Note 12)	1,321,420	1,321,420	1,321,420	1,386,260	1,454,260
Less: Options exercised during the year	-	-	64,840	68,000	134,440
Add: Options exercised during the year (weighted)	-	-	43,314	17,223	55,056
Number of shares considered as weighted average shares	18,644,380	18,644,380	18,622,854	18,528,763	18,432,156
Add: Effect of dilutive stock options	-	-	21,526	66,440	127,617
Number of shares considered as weighted average shares and potential shares outstanding	18,644,380	18,644,380	18,644,380	18,595,203	18,559,773

(All amounts are in Rupees million, unless stated otherwise)

39 Contingent liabilities, as restated

A Contingent liabilities, as restated - Claims against the company not acknowledged as debt

Particulars	**As at March 31, 2018**	**As at March 31, 2017**	**As at March 31, 2016 (Proforma)**	**As at March 31, 2015 (Proforma)**	**As at March 31, 2014 (Proforma)**
Contingent Liabilities					
- Guarantees issued	-	87.19	147.17	135.00	-
Total	**-**	**87.19**	**147.17**	**135.00**	**-**

The Standby Documentary Credits ('SBDC' or 'the Facility') was availed by the Group from The Hongkong and Shanghai Banking Corporation Limited ('HSBC') for an amount of USD 2,000,000 or its INR equivalent for a tenor of 3 years. The purpose of this facility was to issue SBDC in favour of HSBC offices, for loan granted to Nihilent Technologies Inc. (subsidiary). The facility was secured with 110% Deposits under Lien (DUL) of the total facility amount of USD 2,000,000 or its INR equivalent.

B Commitments, as restated

1 Capital commitments, as restated

Capital expenditure contracted for at the end of the reporting period but not recognised as liabilities are as follows:

Particulars	**As at March 31, 2018**	**As at March 31, 2017**	**As at March 31, 2016 (Proforma)**	**As at March 31, 2015 (Proforma)**	**As at March 31, 2014 (Proforma)**
Estimate amount of contracts remaining to be executed on capital account and not provided for	0.91	38.24	46.60	21.21	35.65
Other Commitments	15.90	7.69	12.11	6.55	7.34

2 Non-cancellable - Operating leases, as restated

The Company has taken office premises and staff accommodation under non-cancellable operating lease agreements that are renewable on a periodic basis at the option of the Company on the expiry of the primary lease period i.e. 3 years. Future minimum lease payments in respect of such non-cancelable operating leases as at each reporting date are summarized below:

Particulars	**As at March 31, 2018**	**As at March 31, 2017**	**As at March 31, 2016 (Proforma)**	**As at March 31, 2015 (Proforma)**	**As at March 31, 2014 (Proforma)**
Commitments for minimum lease payments in relation to non-cancellable operating leases are payable as follows :					
Amount due within one year	15.59	35.80	60.83	8.55	11.83
Later than one year but not later than five years	1.23	13.28	80.47	1.75	9.80

Lease payment recognized in the Statement of Profit and Loss For the year is Rs. 76.62 Million (March 31, 2017: Rs. 129.2 Million) (March 31, 2016: Rs. 85.83 Million), (March 31, 2015: Rs. 74.17 Million) and (March 31, 2014: Rs. 64.52 Million).

40 Details of payments to auditors, as restated

Particulars	**For the year ended March 31, 2018**	**For the year ended March 31, 2017**	**For the year ended March 31, 2016 (Proforma)**	**For the year ended March 31, 2015 (Proforma)**	**For the year ended March 31, 2014 (Proforma)**
As auditor	2.10	2.10	1.90	1.20	1.00
For other services	1.28	# 1.63	* 6.88	1.25	0.90
Reimbursement of expenses	0.15	# 0.14	0.30	0.07	0.03
Total	**3.53**	**3.87**	**9.08**	**2.52**	**1.93**

* includes Rs. 6.00 million not charged to Statement of Profit and Loss

excludes Rs. 6.00 million for other services and Rs. 0.19 million for reimbursement expenses, respectively incurred during the year March 31, 2016, but charged to Statement of Profit and Loss for the year ended March 31, 2017.

Additionally, the Company is in the process of filing its DRHP as a part of Initial Public Offering (IPO) for the year ended 31st March 2018 and hence, consequent provisions made are capitalised and disclosed under 'Other current assets' and not included in above.

Nihilent Limited (Formerly known as Nihilent Technologies Limited)
Annexure VI
(All amounts in Rupees million, unless stated otherwise)

A) Statement of adjustments to Audited Standalone Ind AS Financial Statements

(I) Summarized below are the restatement adjustments made to the Ind AS financial statements for the years ended March 31, 2018, March 31, 2017, March 31, 2016, March 31, 2015 and March 31, 2014 and their impact on the Restated Statement of Profit and Loss:

Sr.No.	Particulars	Note	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016 (Proforma)	For the year ended March 31, 2015 (Proforma)	For the year ended March 31, 2014 (Proforma)
	Net profit as per Ind AS		**435.45**	**276.40**	**280.08**	**515.14**	**542.00**
A	**Adjustments:** Material Restatement Adjustments (Excluding those on account of changes in accounting policies)						
	(i) Audit Qualifications : None		-	-	-	-	-
	(ii) Other material adjustments						
	Tax pertaining to earlier years	**I**	-	19.39	(19.39)	(70.20)	(81.58)
	Adjustment on account of lease cancellation expenses	**II**	23.61	(23.61)	-	-	-
			23.61	**(4.22)**	**(19.39)**	**(70.20)**	**(81.58)**
	(iii) Deferred tax adjustments on the above	**III**	**(8.17)**	**8.17**	**-**	**-**	**-**
	Total (A)		**15.44**	**3.95**	**(19.39)**	**(70.20)**	**(81.58)**
B	**Adjustments on account of changes in accounting policies:**		**-**	**-**	**-**	**-**	**-**
	Total (B)		**-**	**-**	**-**	**-**	**-**
C	**Total impact of adjustments (A+B)**		**15.44**	**3.95**	**(19.39)**	**(70.20)**	**(81.58)**
3	**Net profit as per Restated Standalone Statement of Profit and Loss (Refer Annexure II)**		**450.89**	**280.35**	**260.69**	**444.94**	**460.42**

Notes to Adjustments:

I In the audited financial statements of the Company for the years ended March 31, 2018, 2017, 2016, 2015 and 2014, taxes have been accounted for pertaining to earlier years based on return of income and / or intimations / or orders received from Income tax authorities. For the purpose of these statements, such items have been appropriately adjusted to the respective years to which they relate.

II During the year ended March 31, 2018, the Company identified certain expenses in relation to the cancellation of a lease deed and concluded that it is pertaining to the year ended March 31, 2017. Accordingly, the same has been corrected in the appropriate year in the Restated Standalone Financial Information.

III The tax rate applicable for the respective years has been used to calculate the deferred tax impact on other material adjustments.

Restatement adjustment not impacting Statement of Profit and Loss

Subsequent to the year ended March 31, 2018, the Company has received a favourable order from the Income tax authorities in relation to the Assessment year 2008-09. Accordingly, the Company has restated the provision for income tax and retained earnings as at April 01, 2013, amounting to Rs 21.18 million.

B) Other matters : None

C) Auditor's Comment in the Company Auditor's Report Order - Non-adjusting items :

Auditors report have made the following comments in accordance with the requirements of the Companies (Auditor's Report) Order, 2016, issued by the Central Government of India in terms of sub-section 11 of Section 143 of the Companies Act, 2013 of India for financial years 2017-18, 2016-17 and 2015-16, in terms with the requirements of the Companies (Auditor's Report) Order, 2015 issued by the Central Government of India in terms of sub-section 11 of Section 143 of the Companies Act, 2013 of India for financial year 2014-15 and in terms with the requirements of the Companies (Auditor's Report) Order, 2003 as amended by the Companies (Auditor's Report) (Amendment) Order, 2004, issued by the Central Government of India in terms of sub-section 4A of Section 127 of the Companies Act, 1956 of India for the financial year 2013-14.

<u>For the Financial Year 2013-14</u>

<u>Clause (ix)</u>

a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted / accrued in the books of account in respect of undisputed statutory dues including Provident Fund, Income tax, Sales tax, Wealth tax, Service tax and any other material statutory dues have generally been regularly deposited during the year by the Company with appropriate authorities. As explained to us, the Company did not have any dues on account of Investor Education and Protection Fund, Employee State Insurance, Custom Duty and Excise duty. According to the information and explanations given to us, no undisputed amounts payable in respect of Provident Fund, Income tax, Sales tax, Wealth tax, Service tax and other material statutory dues were in arrears, as at March 31, 2014, for a period of more than six months from the date they became payable.

b) According to the information and explanations given to us there are no dues of Income tax, Sales tax, Wealth tax and Service tax which have not been deposited by the Company on account of disputes except for the following-

Name of the statute	Nature of dues	Amount demanded (INR million)	Period to which the amount relates	Forum where the dispute is pending
Income Tax Act, 1961	Income tax	110.13	Assessment year 2009-10	Income Tax Appellate Tribunal

<u>For the Financial Year 2014-15</u>

<u>Clause (vii)</u>

a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted / accrued in the books of account in respect of undisputed statutory dues including Provident Fund, Income tax, Wealth tax, Service tax and any other material statutory dues have generally been regularly deposited during the year by the Company with appropriate authorities. As explained to us, the Company did not have any dues on account of Investor Education and Protection Fund, Employee State Insurance, Custom Duty and Excise duty. According to the information and explanations given to us, no undisputed amounts payable in respect of Provident Fund, Income tax, Wealth tax, Service tax and other material statutory dues were in arrears, as at March 31, 2015, for a period of more than six months from the date they became payable.

Nihilent Limited (Formerly known as Nihilent Technologies Limited)
Annexure VI
(All amounts in Rupees million, unless stated otherwise)

C) Auditor's Comment in the Company Auditor's Report Order - Non-adjusting items (continued):

b) According to the information and explanations given to us there are no dues of Income tax, Wealth tax and Service tax which have not been deposited by the Company on account of disputes except for the following -

Name of the statute	Nature of dues	Amount demanded (INR million)	Period to which the amount relates	Forum where the dispute is pending
Income Tax Act, 1961	Income tax	110.13	Assessment year 2009-10	Income Tax Appellate Tribunal

For the Financial Year 2015-16

Clause (vii)

a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted / accrued in the books of account in respect of undisputed statutory dues including Provident Fund, Income tax, Service tax, Value added tax and any other material statutory dues have generally been regularly deposited during the year by the Company with appropriate authorities. As explained to us, the Company did not have any dues on account of Employee State Insurance, Custom Duty and Excise duty. According to the information and explanations given to us, no undisputed amounts payable in respect of Provident Fund, Income tax, Service tax, Value added tax and other material statutory dues were in arrears, as at March 31, 2016, for a period of more than six months from the date they became payable.

b) According to the information and explanations given to us there are no dues of Income tax, Service tax and Value added tax which have not been deposited by the Company on account of disputes except for the following -

Name of the statute	Nature of dues	Amount demanded (INR million)	Period to which the amount relates	Forum where the dispute is pending
Income Tax Act, 1961	Income tax	110.13	Assessment year 2009-10	Income Tax Appellate Tribunal

For the Financial Year 2016-17

Clause (vii)

a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted / accrued in the books of account in respect of undisputed statutory dues including Provident Fund, Income tax, Service tax, Value added tax and any other material statutory dues have generally been regularly deposited during the year by the Company with appropriate authorities. As explained to us, the Company did not have any dues on account of Employee State Insurance, Sales tax, Custom Duty and Excise duty. According to the information and explanations given to us, no undisputed amounts payable in respect of Provident Fund, Income tax, Service tax, Value added tax, Duty of Customs and other material statutory dues were in arrears, as at 31 March 2017, for a period of more than six months from the date they became payable.

b) According to the information and explanations given to us there are no dues of Income tax, Service tax and Value added tax which have not been deposited by the Company on account of disputes except for the following -

Name of the statute	Nature of dues	Amount demanded (INR million)	Period to which the amount relates	Forum where the dispute is pending
Income Tax Act, 1961	Income tax	110.13	Assessment year 2009-10	Income Tax Appellate Tribunal
Income Tax Act, 1961	Income tax	3.07	Assessment year 2008-09	Income Tax Appellate Tribunal

For the Financial Year 2017-18

Clause (vii)

a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing undisputed statutory dues in respect of Service tax, Value added tax and Works Contract tax, though there has been a slight delay in a few cases, and is regular in depositing undisputed statutory dues, including Income tax, Provident fund, Profession tax and Goods and Service tax with effect from July 1, 2017, as applicable, with the appropriate authorities.

b) According to the information and explanations given to us and the records of the Company examined by us, there are no dues of Sales-tax, Service-tax and Value added tax which have not been deposited on account of any dispute. The particulars of dues of Income tax as at March 31, 2018 which have not been deposited on account of a dispute, are as follows:

Name of the statute	Nature of dues	Amount demanded (INR million)	Period to which the amount relates	Forum where the dispute is pending
Income Tax Act, 1961	Income tax	4.81	Assessment year 2009-10	Income Tax Appellate Tribunal
Income Tax Act, 1961	Income tax	3.07	Assessment year 2008-09	Income Tax Appellate Tribunal

Opening Reserve Reconciliation

Sr.No.	Particulars	As at April 1, 2013
A	**Opening equity as per Standalone Ind AS Financial Information**	**1,022.51**
	Adjustments on account of Restatements:	
	Tax pertaining to earlier years	172.96
	Total	**172.96**
	Opening equity as per Restated Standalone Financial Information	**1,195.47**

Nihilent Limited (Formerly known as Nihilent Technologies Limited)
Annexure VII
(All amounts are in Rupees million, unless stated otherwise)

Restated Standalone Statement of Borrowings

Current borrowings

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)	As at March 31, 2015 (Proforma)	As at March 31, 2014 (Proforma)
Secured:					
Term loan from banks					
- First Rand Bank	-	-	120.00	-	-
Total	**-**	**-**	**120.00**	**-**	**-**

Notes :

1 The term loan was repaid on December 13, 2016. It was secured by fixed deposits on lien (March 31, 2016 : INR 132 million). The interest rate was 8.45% p.a. Pursuant to amendment in Ind AS 7, in the year ended March 31, 2017, the Company made repayment of term loans taken from banks amounting to Rs. 120 million, excluding interest there on amounting to Rs. 7.11 million. These repayments are disclosed under cash flows from financing activities in cash flow statement.

Nihilent Limited (Formerly known as Nihilent Technologies Limited)
Annexure VIII
(All amounts are in Rupees million, unless stated otherwise)

Restated Standalone Statement of Investments

Non-current Investments in subsidiaries, as restated

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)	As at March 31, 2015 (Proforma)	As at March 31, 2014 (Proforma)
Investments carried at cost unless otherwise stated					
Unquoted Equity Shares (fully paid up)					
Investment in equity instruments of wholly owned subsidiaries					
Equity shares of Nihilent Technologies Inc. 1,000 (March 31, 2017: 1,000), (March 31, 2016: 1,000), (March 31, 2015: 1,000) and (March 31, 2014: 1,000) equity shares of Nihilent Technologies Inc. with a capital contribution of USD 4,455,000 (March 31, 2017: USD 4,455,000), (March 31, 2016: USD 4,455,000), (March 31, 2015: USD 4,455,000) and (March 31, 2014: USD 1,455,000) fully paid up.	250.27	250.27	250.27	250.27	68.69
Equity shares in Nihilent Australia Pty Limited 1,000 (March 31, 2017: 1,000), (March 31, 2016: 1,000), (March 31, 2015: 1,000) and (March 31, 2014: NIL) equity shares in Nihilent Australia of AUD 1 fully paid up.	14.01	14.01	14.01	14.01	-
Equity shares of Seventh August IT Services Private Limited 10,000 (March 31, 2017: 10,000), (March 31, 2016: 10,000), (March 31, 2015: 10,000), and (March 31, 2014: 10,000) equity shares of Rs. 10 each fully paid.	0.10	0.10	0.10	0.10	0.10
Equity shares of Nihilent Analytics Limited 21,453,351 (March 31, 2017: 21,453,351), (March 31, 2016: NIL), (March 31, 2015: NIL) and (March 31, 2014: NIL) equity shares of Rs. 10 each fully paid.	687.50	687.50	-	-	-
Investment in equity instruments of subsidiaries					
Equity shares in Nihilent Nigeria Limited 26,554,493 (March 31, 2017: 26,554,493), (March 31, 2016: 26,554,493), (March 31, 2015: 26,554,493), and (March 31, 2014 : 5,100,000) equity shares of Naira 1 each.	10.18	10.18	10.18	10.18	4.22
Less: Provision for impairment	(10.18)	-	-	-	-
	-	10.18	10.18	10.18	4.22
Equity shares in Nihilent Tanzania Limited 9,500 (March 31, 2017: 9,500), (March 31, 2016: 9,500), (March 31, 2015: 9500), and (March 31, 2014: 9500) equity shares in Nihilent Tanzania of TZS 1,000 each.	0.32	0.32	0.32	0.32	0.32
Less: Provision for impairment	(0.32)	-	-	-	-
	-	0.32	0.32	0.32	0.32
Equity shares of Intellect Bizware Services Private Limited 6,100 (March 31, 2017: 5,100), (March 31, 2016: 5,100), (March 31, 2015: NIL) and (March 31, 2014: NIL) equity shares of Rs. 10 each fully paid.	249.08	203.36	203.36	-	-
Investment in equity instruments of associate					
Equity shares of Nico Technologies Limited, Malawi Nil, (March 31, 2017: Nil), (March 31, 2016: Nil), (March 31, 2015: 1,405,600) and (March 31, 2014: 1,405,600) equity shares of Kwacha 1 each fully paid in Nico Technologies Limited, Malawi with a capital contribution of USD 1.	-	-	-	*0.00	*0.00
Total [A]	**1,200.96**	**1,165.74**	**478.24**	**274.88**	**73.33**
Aggregate amount of unquoted investments	1,211.46	1,165.74	478.24	274.88	73.33
Aggregate amount of provision for impairment	(10.50)	-	-	-	-
Aggregate amount of unquoted investments (after impairment)	**1,200.96**	**1,165.74**	**478.24**	**274.88**	**73.33**

*Amount below the rounding off norm of the Company

1) The nominated directors resigned from the Board of Directors of Nico with effect from February 6, 2015 and accordingly the Company stopped participating in the financial and operating policy decisions of Nico Technologies Limited. Considering the relevant facts and the requirements of Ind AS 28 – Investment in Associates in Consolidated Financial Statements, the Management is of the opinion that it does not exercise control over Nico Technologies Limited. During the year ended March 31, 2016, the company has disinvested it's share in Nico Technologies Limited and has received amount of $1 which it had originally invested.

Investment in subsidiary – Nihilent Technologies Inc. ('NTI')
During the year ended March 31, 2015, the Company invested Rs. 181.58 million (March 31, 2014: Nil) in NTI and NTI has acquired 100% stake in a US based subsidiary, GNET Group LLC, USA ('GNET').

Investment in subsidiary – Intellect Bizware Services Private Limited ('IBSPL')
During the year ended March 31, 2016, the Company had acquired controlling stake (51%) in Intellect Bizware Services Private Limited for Rs. 203.36 Million with effect from September 1, 2015.
Further, in pursuance of the share purchase agreement entered into by the Company to acquire the remaining stake of 49% in a phased manner over a period of 5 years, the Company has acquired an additional 10% stake for Rs. 45.72 Million with effect from November 1, 2017. Intellect Bizware Services Private Limited. is engaged in the business of development, implementation, maintenance and trading of computer software's and incidental business.

Investment in subsidiary – Nihilent Analytics Limited ('NAL')
During the year ended March 31, 2017, the Company has acquired 100% stake in Nihilent Analytics Limited for a consideration of INR 687.50 Million with effect from October 8, 2016. Out of this, INR 320.00 Million has been settled in cash equivalents with the balance Rs. 367.50 Million settled through the issue of 36,750, 10% redeemable debentures of face value Rs. 10,000 each due for redemption on October 23, 2017. The debentures were duly redeemed in the financial year 2017-18.
Nihilent Analytics Limited is engaged in the software development and consultancy, engineering services, web development and hosting and has subsequently diversified itself into the domain of business analytics and business process outsourcing.

Nihilent Limited (Formerly known as Nihilent Technologies Limited)
Annexure VIII
(All amounts are in Rupees million, unless stated otherwise)

Restated Standalone Statement of Investments

Current Investments, as restated

	As at March 31. 2018	As at March 31. 2017	As at March 31. 2016 (Proforma)	As at March 31. 2015 (Proforma)	As at March 31. 2014 (Proforma)
Investments in mutual funds (unquoted) carried at Fair value					
45,160 (31 March 2017: 20,549) (31 March 2016: 14,883), (31 March 2015: NIL) and (31 March 2014: NIL) Units of Kotak Floater Short term daily dividend plan	45.69	20.79	15.06	-	-
Nil (31 March 2017: 62,753) (31 March 2016: 1,00,035), (31 March 2015: Nil) and (31 March 2014: NIL) Units of Birla Sun Life Cash Plus - Daily Dividend - Regular Plan	-	6.29	10.02	-	-
205,292 (31 March 2017: Nil), (31 March 2016: NIL), (31 March 2015: NIL) and (31 March 2014: NIL) Units of Birla S L Saving Fund	20.58	-	-	-	-
Nil (31 March 2017: 16,357) (31 March 2016: 6,556), (31 March 2015:126) and (31 March 2014:12,830) Units of Reliance Liquid Fund	-	25.00	10.02	0.19	12.84
31,554 (31 March 2017: 20,321) (31 March 2016: 10,029) (31 March 2015: 15,152) and (31 March 2014: 11,741) Units of Axis Liquid - Fund	31.60	20.33	10.04	15.16	11.75
Nil (31 March 2017: 204,039), (31 March 2016 : NIL), (31 March 2015: NIL) and (31 March 2014: Nil) Units of DHFL Insta Cash Plus	-	20.46	-	-	-
Nil (31 March 2017: 10,207), (31 March 2016: NIL), (31 March 2015: NIL) and (31 March 2014: NIL) Units of HDFC Liquid Fund	-	10.41	-	-	-
Nil (31 March 2017: 108,459), (31 March 2016: NIL), (31 March 2015: Nil) and (31 March 2014: NIL) Units of ICICI Liquid Fund	-	10.86	-	-	-
40,600 (31 March 2017: 10,285) (31 March 2016: NIL) (31 March 2015:NIL) and (31 March 2014: NIL) Units of L&T Liquid Fund	41.10	10.41	-	-	-
Nil (31 March 2017: 2,046,427) (31 March 2016: NIL) (31 March 2015: NIL) and (31 March 2014: NIL) Units of DSP Ultra Short Term Fund	-	20.64	-	-	-
Nil (31 March 2017: 2,073,003) (31 March 2016: NIL) (31 March 2015: NIL) and (31 March 2014: NIL) Units of IDFC Ultra Short Term Fund	-	20.88	-	-	-
Nil (31 March 2017: 24,912) (31 March 2016: NIL) (31 March 2015: NIL) and (31 March 2014 : NIL) Units of Tata Ultra Short Term Fund	-	25.00	-	-	-
Nil (31 March 2017: 11,395) (31 March 2016: NIL) (31 March 2015: NIL) and (31 March 2014: NIL) Units of UTI Treasury Adv Fund	-	11.44	-	-	-
20,361 (31 March 2017: Nil), (31 March 2016: NIL), (31 March 2015: NIL), and (31 March 2014: NIL) Units of IDFC Cash Fund	20.39	-	-	-	-
35,419 (31 March 2017: Nil) , (31 March 2016: NIL), (31 March 2015: NIL), and (31 March 2014: NIL) Units of Invesco India Liquid Fund	35.48	-	-	-	-
19,642 (31 March 2017: Nil) , (31 March 2016: NIL), (31 March 2015: NIL), and (31 March 2014: NIL) Units of UTI Liquid Fund	20.02	-	-	-	-
40,303 (31 March 2017: Nil) , (31 March 2016: NIL), (31 March 2015: NIL), and (31 March 2014: NIL) Units of Tata Money Market Fund	40.37	-	-	-	-
30,356 (31 March 2017: Nil), (31 March 2016: NIL), (31 March 2015: NIL), and (31 March 2014: NIL) Units of UTI Money Market Fund	30.46	-	-	-	-
239,627 (31 March 2017: Nil), (31 March 2016: NIL), (31 March 2015: NIL), and (31 March 2014: NIL) Units of ICICI Prudential flexible income - daily dividend	25.34	-	-	-	-
Nil (31 March 2017: Nil), (31 March 2016: NIL), (31 March 2015: NIL), and (31 March 2014: 2,130,671) units of JP Morgan	-	-	-	-	21.37
Nil (31 March 2017: Nil), (31 March 2016: NIL), (31 March 2015: NIL), and (31 March 2014: 18,694) units of TATA liquid fund	-	-	-	-	20.83
Nil (31 March 2017: Nil), (31 March 2016: NIL), (31 March 2015: NIL), and (31 March 2014: 15,426) units of DSP Blackrock liquidity fund	-	-	-	-	15.43
Nil (31 March 2017: Nil), (31 March 2016: NIL), (31 March 2015: NIL), and (31 March 2014: 20,535) units of Axis treasury advantage fund	-	-	-	-	20.61
Nil (31 March 2017: Nil), (31 March 2016: NIL), (31 March 2015: NIL), and (31 March 2014: 11,955) units of UTI-Cash Plan	-	-	-	-	12.19
Nil (31 March 2017: Nil), (31 March 2016: NIL), (31 March 2015: NIL), and (31 March 2014: 2,032,935) units of DWS-Ultra Short Term Fund	-	-	-	-	20.37
Nil (31 March 2017: Nil), (31 March 2016: NIL), (31 March 2015: NIL), and (31 March 2014: 20,047) units of Reliance-Money Manager Fund	-	-	-	-	20.09
Nil (31 March 2017: Nil), (31 March 2016: NIL), (31 March 2015: NIL), and (31 March 2014: 200,175) units of Birla Sunlife-Savings Fund	-	-	-	-	20.10
Nil (31 March 2017: Nil), (31 March 2016: NIL), (31 March 2015: NIL), and (31 March 2014: 20,032) units of UTI-Treasury Advantage Fund	-	-	-	-	20.08
Nil (31 March 2017: Nil), (31 March 2016: NIL), (31 March 2015: NIL), and (31 March 2014: 3,089,928) units of IDFC Ultra Short Term Fund - Reg - Daily Dividend	-	-	-	-	30.96
Nil (31 March 2017: NIL), (31 March 2016: NIL), (31 March 2015: 8,593) and (31 March 2014: NIL) Units of Kotak Liquid Fund	-	-	-	10.51	31.11
Nil (31 March 2017: NIL), (31 March 2016: NIL), (31 March 2015: 164,142) and (31 March 2014: NIL) Units of Birla Sunlife Cash Plus fund	-	-	-	16.45	21.65

Nihilent Limited (Formerly known as Nihilent Technologies Limited)
Annexure VIII
(All amounts are in Rupees million, unless stated otherwise)

Restated Standalone Statement of Investments

	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)	As at March 31, 2015 (Proforma)	As at March 31, 2014 (Proforma)
Nil (31 March 2017: NIL), (31 March 2016: NIL), (31 March 2015: 205,468), and (31 March 2014: 276,796) Units of ICICI Prudential Liquid Regular	-	-	-	20.56	27.70
Nil (31 March 2017: NIL), (31 March 2016: NIL), (31 March 2015: 1,088,425), and (31 March 2014: 2,202,502) Units of HDFC - Liquid Fund	-	-	-	11.10	22.46
Nil (31 March 2017: NIL), (31 March 2016: NIL), (31 March 2015: 20,572), and (31 March 2014: 20,586.43) Units of IDFC - Cash Fund	-	-	-	20.58	20.60
Nil (31 March 2017: NIL), (31 March 2016: NIL), (31 March 2015: 15,384), and (31 March 2014: 20,453) Units of L&T - Liquid Plan	-	-	-	15.56	20.71
Nil (31 March 2017: NIL), (31 March 2016: NIL), (31 March 2015: 2,000,000), and (31 March 2014: 2,000,000) Units of Reliance Fixed Horizon Fund XXVI Series 2	-	-	-	21.94	20.13
Nil (31 March 2017: NIL), (31 March 2016: NIL), (31 March 2015: 500,000), and (31 March 2014: 500,000) Units of Reliance Fixed Horizon Fund XXV Sr 11 FMP	-	-	-	5.62	5.14
Nil (31 March 2017: NIL), (31 March 2016: NIL), (31 March 2015: 191,642), and (31 March 2014: NIL) Units of ICICI Prudential Flexible Income - Regular Plan	-	-	-	20.26	-
Nil (31 March 2017: NIL), (31 March 2016: NIL), (31 March 2015: 15,400), and (31 March 2014: NIL) Units of Tata Money Market Fund Plan A	-	-	-	15.42	-
Nil (31 March 2017: NIL), (31 March 2016: NIL), (31 March 2015: 10,042), and (31 March 2014: NIL) Units of Tata Floater Fund Plan A	-	-	-	10.08	-
Nil (31 March 2017: NIL), (31 March 2016: NIL), (31 March 2015: 3,033,023), and (31 March 2014: NIL) Units of HDFC Floating Rate Income Fund	-	-	-	30.58	-
Nil (31 March 2017: NIL), (31 March 2016: NIL), (31 March 2015: 307,888), and (31 March 2014: NIL) Units of ICICI Prudential Money Market Fund - Regular Plan	-	-	-	30.83	-
Nil (31 March 2017: NIL), (31 March 2016: NIL), (31 March 2015: 191,795), and (31 March 2014: NIL) Units of Reliance Short Term Fund - Growth Plan	-	-	-	5.03	-
Nil (31 March 2017: NIL), (31 March 2016: NIL), (31 March 2015: 999,759), and (31 March 2014: NIL) Units of DSP Ultra Short Fund Regular Plan	-	-	-	10.04	-
Nil (31 March 2017: NIL), (31 March 2016: NIL), (31 March 2015: 332,546), and (31 March 2014: NIL) Units of Axis Short Term Fund - Growth - STGP	-	-	-	5.02	-
Nil (31 March 2017: NIL), (31 March 2016: NIL), (31 March 2015: NIL), and (31 March 2014: 500,000), units of DSP BR-Series 104-12M-Regular	-	-	-	-	5.31
Nil (31 March 2017: NIL), (31 March 2016: NIL), (31 March 2015: NIL), and (31 March 2014: 1,000,000) units of HDFC-FMP-370 Days-Feb 2014	-	-	-	-	10.16
Nil (31 March 2017: NIL), (31 March 2016: NIL), (31 March 2015: NIL), and (31 March 2014: 1,000,000) units of DSP Black Rock FMP Series 147 - 3M - Regular	-	-	-	-	10.11
Nil (31 March 2017: NIL), (31 March 2016: NIL), (31 March 2015: NIL), and (31 March 2014: 1,000,000) units of SBI Debt Fund Series 84 90 Days	-	-	-	-	10.07
Nil (31 March 2017: NIL), (31 March 2016: NIL), (31 March 2015: NIL), and (31 March 2014: 1,049,857) units of SBI Debt Fund Series A-8 30 Days	-	-	-	-	10.55
Nil (31 March 2017: NIL), (31 March 2016: NIL), (31 March 2015: NIL), and (31 March 2014: 1,000,000) units of Birla Sunlife-Fixed Term Plan Sr - KC 368 Days	-	-	-	-	10.16
Total current investments	**311.03**	**202.51**	**45.14**	**264.93**	**452.48**
Less: Aggregate amount of impairment in the value of investments	-	-	-	(0.86)	-
Aggregate amount of unquoted Investments and market value thereof	**311.03**	**202.51**	**45.14**	**264.07**	**452.48**
Total Investments	**1,511.99**	**1,368.25**	**523.38**	**538.95**	**525.81**

Nihilent Limited (Formerly known as Nihilent Technologies Limited)
Annexure IX
(All amounts are in Rupees million, unless stated otherwise)

Restated Standalone Statement of Loans

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)	As at March 31, 2015 (Proforma)	As at March 31, 2014 (Proforma)
Non current loans					
Unsecured, considered good					
Security deposits	30.20	26.51	34.00	16.86	15.91
Total of (A)	**30.20**	**26.51**	**34.00**	**16.86**	**15.91**
Current loans					
Unsecured, considered good					
Security deposits	-	10.50	-	-	-
Loan to employees	2.91	6.48	8.82	11.82	3.80
Total of (B)	**2.91**	**16.98**	**8.82**	**11.82**	**3.80**
Total (A+B)	**33.11**	**43.49**	**42.82**	**28.68**	**19.71**

Note:
1. There are no amounts recoverable from Directors or Promotors of the Company except as stated above.
2. The list of persons/entity classified as "Promoters and promoter group Company" has been provided by the management and relied upon by the auditor.

Nihilent Limited (Formerly known as Nihilent Technologies Limited)
Annexure X
(All amounts are in Rupees million, unless stated otherwise)

Restated Standalone Statement of Trade receivables

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)	As at March 31, 2015 (Proforma)	As at March 31, 2014 (Proforma)
Unsecured					
Trade Receivables (at amortised cost)					
Trade receivables	592.68	574.17	549.93	556.61	606.61
Receivables from related parties (Refer Annexure V - Note 37)	118.18	115.14	39.23	30.67	13.69
Less: Allowance for doubtful debts	(124.07)	(69.25)	(50.55)	(53.83)	(42.91)
	586.79	**620.06**	**538.61**	**533.45**	**577.39**
Breakup of Trade Receivables					
Unsecured considered good	586.79	620.06	538.61	533.45	577.39
Unsecured considered doubtful	124.07	69.25	50.55	53.83	42.91
Less: Allowance for doubtful debts	(124.07)	(69.25)	(50.55)	(53.83)	(42.91)
Total	**586.79**	**620.06**	**538.61**	**533.45**	**577.39**
Current portion	586.79	620.06	538.61	533.45	577.39
Non current portion	-	-	-	-	-

Note:
1. There are no amounts recoverable from Directors or Promotors of the Company.
2. The list of persons/entity classified as "Promoters and promoter group Company" has been provided by the management and relied upon by the auditor.

Nihilent Limited (Formerly known as Nihilent Technologies Limited)
Annexure XI
(All amounts are in Rupees million, unless stated otherwise)

Restated Standalone Statement of Other Income

Particulars	Nature (Recurring / Non-recurring)	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016 (Proforma)	For the year ended March 31, 2015 (Proforma)	For the year ended March 31, 2014 (Proforma)
Other Income						
Interest income from financial assets carried at amortised cost						
Bank deposits	Recurring	17.09	25.85	27.10	18.03	15.02
Dividend income from investments at FVTPL - Mutual Fund Units	Recurring	12.94	14.16	9.28	16.97	25.70
Dividend income from investments carried at cost - From Subsidiary	Non-recurring	64.36	-	-	-	-
Net gain on foreign currency transactions/ translations	Non-recurring	42.30	-	-	-	-
Unwinding of discount on security deposits	Recurring	1.73	2.28	1.97	1.14	1.00
Profit on sale of investments	Non-recurring	-	-	0.92	2.64	1.99
Profit on sale of asset (net)	Non-recurring	-	0.20	1.47	0.22	-
Change in fair value of current investments	Non-recurring	-	-	-	0.60	1.13
Miscellaneous income	Non-recurring	11.06	3.05	10.03	0.53	0.57
Total		**149.48**	**45.54**	**50.77**	**40.13**	**45.41**

Note:
1. The classification of income into recurring and non-recurring is based on the current operations and business activities of the Company.

Nihilent Limited (Formerly known as Nihilent Technologies Limited)
Annexure XII
(All amounts are in Rupees million, unless stated otherwise)

Restated Standalone Statement of Accounting Ratios

Sr. No.	Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016 (Proforma)	For the year ended March 31, 2015 (Proforma)	For the year ended March 31, 2014 (Proforma)
1	Restated profit after tax attributable to equity shareholders after tax for basic and diluted EPS [A]	450.89	280.35	260.69	444.94	460.42
2	Weighted average number of shares outstanding during the year - Basic [B] *(in absolute numbers)*	18,644,380	18,644,380	18,622,854	18,528,763	18,432,156
3	Weighted average number of shares outstanding during the year - Diluted [C] *(refer note 1)*	18,644,380	18,644,380	18,644,380	18,595,203	18,559,773
4	Net worth for equity shareholders [D] [Refer note 3 below]	2,423.46	2,229.13	1,884.95	1,823.32	1,527.92
5	Accounting ratios					
	Basic EPS = [A] / [B]	24.18	15.04	14.00	24.01	24.98
	Diluted EPS = [A] / [C]	24.18	15.04	13.98	23.93	24.81
	Return on net worth for equity shareholders = [A] / [D]	18.61%	12.58%	13.83%	24.40%	30.13%
	Net asset value per equity share = [D] / [B]	129.98	119.56	101.22	98.40	82.89

Notes

1 The weighted average number of shares outstanding during the year for the calculation of diluted EPS are in absolute numbers and are derived as follows :

	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016 (Proforma)	For the year ended March 31, 2015 (Proforma)	For the year ended March 31, 2014 (Proforma)
Number of shares outstanding as at year end	18,644,380	18,644,380	18,622,854	18,528,763	18,432,156
Add: Effect of dilutive stock options	-	-	21,526	66,440	127,617
Number of shares considered as weighted average shares after considering effect of potential shares outstanding	**18,644,380**	**18,644,380**	**18,644,380**	**18,595,203**	**18,559,773**

Weighted average number of equity shares is the number of equity shares outstanding at the beginning of the year adjusted by the number of equity shares issued during the year multipliec the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the year.

2 The ratios on the basis of Restated Standalone financial information have been computed as below:

Basic Earning per Share (Rs.) = $\frac{\text{Net Profit as restated, attributable to equity shareholders}}{\text{Weighted average number of equity shares outstanding during the year}}$

Diluted Earning per Share (Rs.) = $\frac{\text{Net Profit as restated, attributable to equity shareholders}}{\text{Weighted average number of diluted equity shares outstanding during the year}}$

Return on net worth (%) = $\frac{\text{Net Profit after tax as restated}}{\text{Net worth as restated at the end of the year}}$

Net asset value per equity share (Rs.) = $\frac{\text{Net worth as restated at the end of the year}}{\text{Number of equity shares outstanding at the end of the year}}$

3 Net worth for ratios mentioned in S.No. 4 = Equity Share Capital + Reserves and Surplus (including Retained earnings, General Reserves, Debenture Redemption Reserve, Capital reserve, Share based payment reserve, Security Premium) + Other Reserves

4 The above ratios have been computed on the basis of Restated Standalone Financial Statements - Annexure I & Annexure II

Nihilent Limited (Formerly known as Nihilent Technologies Limited)
Annexure - XIII
(All amounts are in Rupees million, unless stated otherwise)

Restated Standalone Statement of Tax Shelter

Sr. No.	Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016 (Proforma)	For the year ended March 31, 2015 (Proforma)	For the year ended March 31, 2014 (Proforma)
A.	**Profit before tax as restated**	**657.13**	**445.66**	**399.79**	**662.90**	**686.67**
	Tax at applicable rates	34.61%	34.61%	34.61%	33.99%	33.99%
	Tax thereon at the above rates	**227.42**	**154.24**	**138.36**	**225.32**	**233.40**
B.	**Permanent differences**					
	Add:					
	Effect of non deductible expenses	5.38	13.75	2.54	0.68	0.68
	Others	-	2.22	1.42	(2.27)	0.91
	Total	**5.38**	**15.98**	**3.95**	**(1.59)**	**1.59**
	Less:					
	Effect of income exempt from tax	26.56	4.90	3.21	5.77	8.74
	Total	**26.56**	**4.90**	**3.21**	**5.77**	**8.74**
	Permanent differences (B)	**(21.18)**	**11.08**	**0.74**	**(7.36)**	**(7.15)**
C.	**Timing Differences**					
	Property, plant and equipment	(5.98)	(4.54)	(5.16)	0.58	5.00
	Provision for expenses allowable on payment basis	7.46	(2.74)	(2.90)	(0.88)	(4.36)
	Allowance for doubtful debts - trade receivables	(18.85)	(5.82)	0.11	(3.87)	(6.26)
	Equity settled - share based payment transactions	-	-	0.94	(0.16)	(0.10)
	Lease cancellation expenses	8.17	(8.17)	-	-	-
	Others	(2.93)	(2.75)	(1.64)	0.24	0.39
	Timing differences (C)	**(12.14)**	**(24.01)**	**(8.65)**	**(4.09)**	**(5.32)**
D.	**Adjusted tax expenses**	**218.38**	**189.32**	**147.75**	**222.05**	**231.58**
	Tax expense as per the Statement of Profit and Loss					
	Current tax	218.38	189.32	147.75	222.05	231.61
	Total tax liability	**218.38**	**189.32**	**147.75**	**222.05**	**231.61**

Nihilent Limited (Formerly known as Nihilent Technologies Limited)
Annexure XIV
(All amounts in Rupees million, unless stated otherwise)

Restated Standalone Statement of Dividend Paid

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016 (Proforma)	For the year ended March 31, 2015 (Proforma)	For the year ended March 31, 2014 (Proforma)
Dividend on Equity Shares:					
Number of equity shares outstanding (Number of shares)	19,965,800	19,965,800	19,965,800	19,965,800	19,965,800
Final dividend paid for FY 2016-17*	59.89	-	-	-	-
Interim dividend paid	-	-	119.79	119.79	119.79
Dividend Distribution tax paid	-	-	24.39	20.36	20.36
Interim dividend payable	179.69	-	-	-	-
Dividend Distribution tax payable on interim dividend*	36.60	-	-	-	-
Rate of Dividend (%)	120%	-	60%	60%	60%
Dividend per Equity Share (Rs.)	12.00	-	6.00	6.00	6.00

*Set off claimed while paying final dividend in respect of dividend distribution tax paid by subsidiary during the year

Nihilent Limited (Formerly known as Nihilent Technologies Limited)
Annexure XV
(All amounts in Rupees million, unless stated otherwise)

Restated Standalone Statement of Capitalisation

Particulars	**Pre issue as at March 31, 2018**
Shareholder's fund	
Share Capital	199.66
Other equity	
Reserves and Surplus	2,233.48
Other reserves	(9.68)
Total Shareholder's Funds (Net worth) (A)	**2,423.46**
Debt	
Long term borrwoings	-
Short term borrwoings	-
Total Debt (B)	-
Total (A + B)	**2,423.46**
Long Term Borrowings / Equity Ratio	-
Total Debt / Equity Ratio	-

Notes :

1) The above has been computed on the basis of the restated standalone financial statement of assets and liabilities (Refer Annexure I) of the Company as on March 31, 2018.

2) The corresponding post IPO capitalization data for each of the amounts given in the above table is not determinable at this stage pending the completion of the Book Building process and hence the same have not been provided in the above statement.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion of our financial condition and results of operations should be read in conjunction with our Restated Consolidated Financial Information and our Restated Standalone Financial Information on pages 182 and 276, respectively, prepared in accordance with the Companies Act, Ind AS and the SEBI ICDR Regulations, including the schedules, annexures and notes thereto and the reports thereon, included in the section "Financial Information" beginning on page 181.

Some of the information in the following discussion, including information with respect to our plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read the section "Forward-Looking Statements" beginning on page 16 for a discussion of the risks and uncertainties related to those statements and also the section "Risk Factors" beginning on page 18 for a discussion of certain factors that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements. Our fiscal year ends on March 31 of each year, and references to a particular Fiscal are to the twelve-month period ended March 31 of that year.

Unless the context otherwise requires, any references to "our Company" refers to Nihilent Limited on a standalone basis, while any references to "we", "us" or "our" refers to Nihilent Limited on a consolidated basis.

Unless otherwise indicated or the context otherwise requires, the financial information included herein is based on our Restated Consolidated Financial Information included in this Draft Red Herring Prospectus. For further information, see "Financial Information" on page 151.

Unless otherwise indicated, industry and market data used in this section has been obtained or derived from publicly available information as well as industry publications and other sources.

OVERVIEW OF OUR BUSINESS

We are a global business consulting and IT solutions integration company. Our mission is to systemically deliver organizational change for our clients. As on June 30, 2018, we had more than 1,800 employees across offices located in India, South Africa, United States, United Kingdom and Australia.

Our Company was awarded the Red Herring Top 100 Award for Asia in 2011. Our Company was also awarded the Excellence Award from the Institute of Economic Studies in 2015. Our Company has also been selected as one of India's top emerging companies in the India Emerging 20 Program for fiscal 2015-16. Other awards our Company has won include the CIO Choice Honor and Recognition for Testing & CRM 2016, SAP Quality Award 2016 for fastest S4 HANA implementation, SAP APJ Partner Excellence Award 2017, SAP Partner of the Year Award 2015, Dun & Bradstreet Excellence Award, ET Now Leaders of Tomorrow Award for Intellect Bizware, Best Enterprise IT Consultancy 2018 & Award for Innovation in Digital Transformation by APAC Insider and Management Consultancy of the Year 2018 Award by CEO Today Magazine. Our corporate film won the Silver Dolphin at the Cannes Corporate Media & TV Awards 2017. Our leadership team has been featured in leading print and online publications including Corporate Tycoons & the CEO Magazine.

Our service offerings include:

Consulting**:** Our business consulting engagements for industry transformation and change management starts with analysing various aspects of the client's business using our design thinking approach and using this data along with inputs from the management to define and execute change strategy around the areas of product, process, people and technology.

Analytics**:** Our Company has significant capability in data sciences, deep learning, artificial intelligence, machine learning, natural language processing, cloud, IoT, blockchain and robotics which enables us to analyse data and implement solutions for organizations across industry verticals to increase their operational efficiency, productivity, security by leveraging this data.

Information Technology Solutions and Services**:** Our Company has capabilities in cloud services, data and systems integration services, SAP Leonardo, S4 HANA, CRM, blockchain development, product engineering, DevOps, and Scaled

Agile Framework™, besides conventional IT programs which enable us to provide application development and maintenance, testing/QA and solution implementation services to our clients.

Over the years we have helped over 750 clients in more than thirty countries and deployed solutions across business functions. We have developed proprietary frameworks and methodologies in-house, based on competencies gained on assignments and our understanding of businesses, to aid our service offerings. These include tools such as MC^3 ™ a patented tool which helps us provide our change management solutions, 14 Signals a tool which is used for evaluating perception, experience and aspirations of a customer, SightN2 a framework for digital marketing. We have also developed our own 'Design Thinking' and 'Product Lifecycle and Development' frameworks.

Our Company was incorporated on May 29, 2000 as a private limited company and was converted into a public limited company on September 10, 2015. Nedbank Africa Investment Limited through a special purpose vehicle Hatch Investments (Mauritius) Limited ("**Hatch**") invested ₹300 million in our Company. Subsequently, pursuant to a change in the investment strategy of the Nedcor Group, Dimension Data Protocol B.V. ("**DD Protocol**") and Adcorp Professional Services Limited ("**Adcorp Professional**") acquired Hatch in 2002 and 2006 respectively and each held 50 percent of the paid up share capital of Hatch. Thereafter, in October 2017, Hatch bought back the shares issued to Adcorp Professional making DD Protocol the sole controlling shareholder of Hatch. The current promoters of the Company are L.C. Singh, Hatch and DD Protocol. Hatch is an investment holding company which currently holds 69.16% of the total paid up Equity Share capital of our Company. DD Protocol, which is part of the Dimension Data group, is the controlling shareholder of Hatch. The Dimension Data group also provides ICT solutions to businesses worldwide.

As our initial investment came from investors in South Africa, we continue to derive a significant portion of our revenues from South Africa, where we have long standing relations with corporate clients. However, in recent years, as a part of our global strategy, we have been expanding our operations in other geographies such as the United States, United Kingdom, Australia, Ireland and India, both organically and through acquisitions. In the past we have acquired GNet Group LLC ("**GNet**"), a business intelligence and analytics company based out of Minneapolis, USA which is now merged into Nihilent Inc., a 61% shareholding of Intellect Bizware Services Private Limited ("**Intellect**"), a company based in Mumbai to strengthen our presence in the ERP space and Nihilent Analytics Limited (previously known as ICRA Techno Analytics Limited), a company based in Kolkata specializing in data analytics and machine learning. In addition to expanding our geographical presence, these acquisitions also complement our digital transformation capabilities, by bringing in strong IP–backed expertise in data science, BI and machine learning amongst others and enable us to provide a wider set of solutions to our clients. For further details, please see section titled "*History and Certain Corporate Matters*" on page 139. We also service our clients globally through our branch offices located in South Africa, United Kingdom and Ireland, and our subsidiaries located in India, Nigeria, Unites States and Australia.

A break-up of our consolidated revenue from operations for the Fiscal 2018, 2017 and 2016 from our various geographies in which customers are located is listed below:

(₹ in million)

Geographic Segment	For the year ended March 31		
	2018	2017	2016
Republic of South Africa	2,462.00	2,096.10	1,888.71
United States of America	821.00	661.15	477.13
India	418.00	375.81	137.95
United Kingdom	222.00	255.67	211.17
Australia	165.00	126.19	77.39
Rest of the world	153.89	180.87	322.00
Total Revenue from Operations	**4,241.89**	**3,695.79**	**3,114.35**

The key industries to which we provide our services include BFSI, media and entertainment, life sciences and healthcare, manufacturing, mobility and telecommunications, retail and consumer products. We have also been engaged by the government and public-sector companies in several countries on transformation and innovation programs. Our key clients include Nedbank Limited, MultiChoice Support Services Pty. Ltd, Amano McGann, American Enterprise Group, Inc., Assetic Australia Pty Ltd., The Banking Association South Africa, Goodman Fielder, SuperSport International (Pty) Ltd and Bajaj Finance Limited.

In the year 2000, we set up a software engineering facility in Pune. This facility at Pune was one of the select facilities world-over to be certified as CMMI Level 5 in 2004, and which was subsequently upgraded to CMMI- Dev® Maturity Level 5 on March 31, 2015. Furthermore, our Pune facility has also been certified ISO 9001:2015 for design, development, maintenance, re-engineering and migration of software solutions in client server, mainframe and web-based environment, and ISO 27001:2013 for application management services in the financial sector. We also have software development facilities located at Mumbai, Kolkata, Chennai, Minneapolis, Dallas and Johannesburg. Our Company has also invested in a sophisticated 'User Experience Laboratory' ("**UX Labs**"), located at its head office in Pune, and plans to open another UX Lab at Mumbai. Our UX Labs allow our clients to capture their real-world customer journeys and simulates model scenarios to enable them to build their digital platforms from experiences. Our UX Labs can also be used by customers for carrying out end user testing of their products and solutions as well as for ideation workshops for their upcoming initiatives. The data generated at our UX Labs can also be monitored remotely from different locations. Our UX Labs also have capabilities to examine cross cultural and demographic nuances which is helpful in building engaging and personalized experiences for our clients.

We make considerable investments in human resources to service our clients and to innovate and develop intellectual property to serve the needs of our customers. Based on our Restated Consolidated Financial Information, our total employee benefits expenses for the financial years ended 2018, 2017 and 2016 were 67.57%, 65.21% and 70.59% of our total expenditure (excluding tax expenses). We primarily employ post-graduates and graduates in engineering, statistical sciences and management who receive training in-house. Several of our consultants have undergone training run by Massachusetts Institute of Technology ("**MIT"**) and the Interaction Design Foundation ("**IDF"**).

PRESENTATION OF FINANCIAL INFORMATION

We have historically prepared our financial statements in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Companies Act, 2013 (referred to as "**Indian GAAP**"). As required under applicable law, our Company transitioned from Indian GAAP to Ind AS commencing April 1, 2016. However, for purposes of this Draft Red Herring Prospectus, we have prepared the standalone and consolidated statement of assets and liabilities as at March 31, 2014, 2015, 2016, 2017 and 2018 and the statement of profit and loss, statement of cash flows and statement of changes in equity for the years ended March 31, 2014, 2015, 2016, 2017 and 2018, in accordance with Ind AS, together with the notes and schedules thereto (collectively, the "**Ind AS Financial Statements**"). The Ind AS Financial statements have been prepared in accordance with the recognition and measurement principles of Ind AS prescribed under section 133 of the Companies Act, 2013 read with rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and the Companies (Accounting Standards) Amendment Rules, 2016.

First-time adoption of Ind AS

Transition to Ind AS

These are the Company's first financial statements prepared in accordance with Ind AS. The accounting policies set out in Annexure V have been applied in preparing the financial statements for the year ended March 31, 2018, the comparative information presented in these financial statements for the year ended March 31, 2017, and in the preparation of an opening Ind AS balance sheet as at April 1, 2016, date of transition. In preparing its opening Ind AS balance sheet, the Company has adjusted the amounts reported previously in the financial statements prepared in accordance with the Indian GAAP. An explanation of how the transition from Indian GAAP to Ind AS has affected the Company's financial position, financial performance and cash flows is set out in the following tables and notes.

Exemptions and exceptions availed

Set out below are the applicable Ind AS 101 optional exemptions and mandatory exceptions applied in the transition from previous GAAP to Ind AS.

Ind AS optional exemptions

1. **Designation of previously recognised financial instruments:** Ind AS 101 allows an entity to designate investments in equity instruments at FVOCI on the basis of the facts and circumstances at the date of transition to Ind AS. The Group has elected to apply this exemption for its investment in equity instruments and hence classified these investments as FVOCI.

2. **Business combinations**: First time adoption of Ind AS gives an option to the entity to opt for following options at the transition date: (i) not to apply Ind AS 103 retrospectively to past business combinations that occurred before the

transition date, or (ii) re-state all the business combinations that occurred before the transition date (i.e. April 1, 2013), or that occurred from a particular date (pre-transition date) till the date of transition and accordingly apply Ind AS 103. The Group has elected to apply Ind AS 103 retrospectively to business combinations occurring after April 1, 2013. The Group has elected to use the relief from the application of Ind AS 103 to business combinations that have occurred prior to this date and have not restated those business combinations.

3. **Deemed cost for Property, plant and equipment and Intangible assets**: Property, plant and equipment and Intangible assets - As permitted by IND AS 101, the Group has elected to continue with the carrying values under previous GAAP as 'deemed cost' at April 1, 2016 for all the items of property, plant and equipment. For the purpose of Proforma Consolidated Ind AS financial statements for the year ended March 31, 2016, 2015 and 2014, the Group has provided the depreciation based on the estimated useful life of respective years and as the change in estimated useful life is considered as change in estimate, accordingly there is no impact of this roll back. Similar approach has been followed with respect to intangible assets.

4. **Share based payment transactions:** The Group has availed exemption under Ind AS 101 and not recognized the share based payment transactions as per Ind AS 102 'share based payments' that vested before April 1, 2016. For the purpose of Proforma Ind AS Consolidated financial statements for the year ended March 31, 2016, 2015 and 2014, the Group has recorded expense on fair value basis for all share based payments vesting during the years and has not recognized the share-based Payment transactions as per Ind AS 102 'share based payments' that vested before April 1, 2013.

5. **Leases:** For leases, the Group has used Ind AS 101 exemption and has assessed the classification of each element as finance or operating lease at the date of transition (April 1, 2016) to Ind AS on the basis of the facts and circumstances existing as at that date. For the purpose of Proforma Consolidated Ind AS financial statements for the year ended March 31, 2016, 2015 and 2014, the Group has continued with the classification of operating leases on the date of transition (i.e. April 1, 2016).

Ind AS Exceptions applied

1. **Estimates:** An entity's estimates in accordance with Ind ASs at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with previous GAAP (after adjustments to reflect any difference in accounting policies), unless there is objective evidence that those estimates were in error.

   Ind AS estimates as at April 1, 2016 are consistent with the estimates as at the same date made in conformity with previous GAAP. The Group made estimates for the following items in accordance with Ind AS at the date of transition, and for the Proforma Ind-AS financial statements for the year ended March 31, 2016, 2015 and 2014, as these were not required under previous GAAP:
   - Impairment of financial assets based on expected credit loss model.
   - Investment in mutual funds and equity instruments carried at FVPL or FVOCI.

2. **De-recognition of financial assets and liabilities**: Ind AS 101 requires a first-time adopter to apply the de-recognition provisions of Ind AS 109 prospectively for transactions occurring on or after the date of transition to Ind AS. However, Ind AS 101 allows a first-time adopter to apply the de-recognition requirements in Ind AS 109 retrospectively from a date of the entity's choosing, provided that the statements needed to apply Ind AS 109 to financial assets and financial liabilities de-recognised as a result of past transactions was obtained at the time of initially accounting for those transactions. The Group has elected to apply the de-recognition provisions of Ind AS 109 prospectively from the date of transition to Ind AS.

3. **Classification and measurement of financial assets:** Ind AS 101 requires an entity to assess classification and measurement of financial assets on the basis of the facts and circumstances that exist at the date of transition to Ind AS. The Group has classified and measured the financial assets on the basis of the facts and circumstances existing at the date of transition to Ind AS.

4. **Reconciliation between previous GAAP and Ind AS Restated and Audited Financial Statement:** The following reconciliations provide a quantification of the effect of significant differences arising from the transition from Previous GAAP to Ind AS in accordance with Ind AS 101:
   – equity as at March 31, 2017, April 01, 2016, March 31, 2016, March 31, 2015, March 31, 2014 and April 01, 2013;

– total comprehensive income for the year ended March 31, 2017, March 31, 2016, March 31, 2015, March 31, 2014; and
– explanation of material adjustments to the statement of assets and liabilities, statement of profit and loss and to the cash flow statements.
In the reconciliations mentioned above, certain reclassifications have been made to Previous GAAP financial statements to align with Ind AS presentation.

As specified in the Guidance Note, equity computed under Proforma Ind AS financial statements for the year ended March 31, 2016 (i.e. equity under Indian GAAP as at April 1, 2015, 2014 and 2013 adjusted for impact of Ind AS 101 items and after considering profit or loss for the year ended March 31, 2016, 2015 and 2014 adjusted for impact due to Ind- AS principles applied on proforma basis) and equity computed in opening Ind AS Balance sheet as at transition date (i.e. April 1, 2016), prepared for filing under Companies Act, 2013, differs due to restatement adjustments made as at April 1, 2015, 2014 and 2013. Accordingly, the closing equity as at March 31, 2016 of the Proforma Ind AS financial statements has not been carried forward to opening Ind AS Balance sheet as at transition date already adopted for reporting under Companies Act, 2013. Reconciliation of the same is disclosed in Note 2C3.1.

SIGNIFICANT FACTORS AFFECTING OUR RESULTS OF OPERATIONS

The business of our Company is subject to various risks and uncertainties, including those discussed in the section titled "*Risk Factors*". Our results of operations have been influenced and will continue to be influenced by several factors, including the following:

Foreign exchange fluctuation

As of March 31, 2018, approximately 90 % our revenue from operations was generated from the export of services to customers in international markets, including, in particular, to South Africa and the United States of America. As of March 31, 2018, we derived approximately 58% and 19% of our revenue from operations from customers situated in South Africa and the United States of America, respectively. Our results of operations are therefore, significantly impacted by exchange rate fluctuations, in particular with respect to the South African Rand and the US Dollar. The exchange rate between the Indian Rupee and the SA Rand, USD and other foreign currencies has changed considerably in recent years and may further fluctuate in the future. Such fluctuations in currency exchange rates may impact our results of operations. For these reasons, our financial condition and results of operations are influenced by fluctuations in the relative values of the relevant currencies. For example, during times of strengthening of the Indian Rupee, we expect that our overseas sales and revenues will generally be negatively impacted, as foreign currency received will be translated into fewer Indian Rupees. However, the converse positive effect on depreciation of the Indian Rupee may not be sustained or may not show an appreciable impact in our results of operations in any given financial period due to other operational variables impacting our business and results of operations during the same period. Further, we are exposed to risks that arise due to any movements in exchange rates in the period between when a purchase order is placed by a customer on us to the time settlement is done of the Indian Rupee equivalent of the relevant foreign currency amount. While we selectively enter into hedging transactions by entering into forward exchange contracts, steps taken by us to hedge the foreign exchange fluctuation risks may not adequately hedge against any losses we incur due to such fluctuations.

Product Development

The IT consultancy and services market that we operate in is highly competitive characterised by rapid changes in technology, user requirements, industry standards and frequent introductions and improvements of our services. As a result, our revenue growth has been steered by our efforts to design and develop new solutions with the latest technology that can respond to our clients' specific needs. We are also required to innovate and customize our solutions to meet client requirements and provide updates to our existing services. We have also developed frameworks and methodologies in-house. These include patented tools such as MC^{3} ™, 14Signals as well as frameworks including 'Design Thinking' and 'Product Lifecycle and Development'.

We expect that our ability to anticipate technological advances, retain and recruit qualified and talented staff and develop innovative solutions for our users to meet their requirements in a timely and cost-effective manner will have a significant effect on our results of operations.

Competition and Pricing

Our business is highly competitive, and our success is dependent upon our ability to compete against other software developers, including some that have greater resources than we have. While we expect these competitive pressures to continue, we believe that our client base and our success in attracting and retaining highly skilled employees will enable us to compete effectively in our industry. Competitive pressures could also affect the pricing of our solutions. Greater competition for particular solutions could have a negative impact on pricing. We will continue to seek to distinguish our offerings by providing quality solutions at competitive prices.

Employee Benefits Expense

Our success depends in large part on our ability to attract, retain and train our employees, in particular highly skilled technology professionals. Our employee base increased from 1,483 in Fiscal 2016 to 1,799 and 1,802 in Fiscals 2017 and 2018, respectively. Employee benefits expense constitutes a substantial component of our costs and is an important factor in determining our profitability. Our employee headcount has grown with the expansion of our business. Employee benefits expense for the Fiscal Years 2016, 2017 and 2018, was ₹ 1,931.47 million, ₹ 2,140.94 million and ₹ 2,465.47 million, respectively. We expect that our employee benefits expense will continue to increase over the coming years due to continued increase in salaries and benefits as well as headcount growth.

As we continue to invest in the recruitment and retention of sales staff in line with our growth strategies, we are likely to incur costs in relation to our market penetration, sales and marketing initiatives, and for the recruitment of sales employees located in India and overseas.

Dependence on the growth of the South African market

We have historically derived, and believe that we will continue to derive, a significant portion of our revenues from clients primarily located in South Africa. For the Fiscals 2016, Fiscal 2017 and Fiscal 2018, approximately 61%, 57% and 58% respectively, of our total revenues were derived from customers located in South Africa. Economic slowdowns in South Africa, declines in the value of the South African Rand, changes in South African laws including those relating to data security and privacy, laws that impose restrictions on outsourcing or immigration and other restrictions or factors that adversely affect the economic health of, or our ability to do business in, South Africa may adversely affect our business and profitability. Further, as we expand our business overseas, we expect to continue to earn revenue in currencies other than the Indian Rupee, and this may increase our vulnerability to foreign exchange fluctuations.

Cost of Services

Our cost of services consists primarily of compensation of personnel engaged in providing services. It also includes depreciation and amortisation of office equipment and software, travel and conveyance, communications expenses and other expenses. Our cost of services also includes the costs of internally developed tools for sale. Our cost of services also includes payments to sub-contractors, who are consultants we hire on a temporary basis to meet client demand or to address specific skill requirements. A key measure of our cost of services is "employee cost" of personnel when engaged in providing services. Employee cost includes salaries, staff welfare costs, cost of contribution to provident and other employee funds and statutory bonus payments. We engage in extensive training of new hires, as well as periodic training to upgrade the skills of our IT professionals. Training costs for employees are categorised as costs of services if the training is related to a particular client matter if agreed to with the client; otherwise such costs are allocated to other expenses.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

General information

Nihilent Limited (formerly known as Nihilent Technologies Limited) ("NL" or 'the Holding Company'), and its subsidiaries together referred to as 'the Group' are engaged in rendering software services, business consulting in the area of enterprise transformation, change and performance management and providing related IT services. The Holding Company's registered office and global offshore delivery center is located at Pune, India from where it services its global clientele. Nihilent Limited is a Company domiciled in India.

Summary of significant accounting policies

This note provides a list of the significant accounting policies adopted in the preparation of these consolidated financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

***(A)* Basis of preparation**

(i) Presentation of Restated Consolidated Ind AS Financial Information

The Restated Consolidated Statement of Assets and Liabilities of the Group as at March 31, 2018, March 31, 2017, March 31 2016, March 31, 2015 and March 31, 2014 and the Restated Consolidated Statement of Profit and Loss, the Restated Consolidated Statement of Changes in Equity and the Restated Consolidated Statement of Cash flows for the years ended March 31, 2018, March 31, 2017, March 31 2016, March 31, 2015 and March 31, 2014 and Restated Other Consolidated Financial Information (together referred as 'Restated Consolidated Financial Information') has been prepared under Indian Accounting Standards ('Ind AS') notified under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015.

The Group has elected to present all five years as per Ind AS/ Proforma Ind AS, instead of Indian GAAP. The restated consolidated financial information for the years ended March 31, 2016, 2015 and 2014 has been prepared on Proforma basis (i.e. "Proforma Consolidated Ind AS Financial Information") in accordance with requirements of SEBI Circular SEBI/HO/CFD/DIL/CIR/P/2016/47 dated March 31, 2016 ("SEBI Circular") and 'Guidance Note On Reports in Company Prospectuses (Revised 2016) (the "Guidance Note") issued by ICAI. For the purpose of Proforma Ind AS Consolidated Financial Information for the year ended March 31, 2016, 2015 and 2014, the Group has followed the same accounting policies and accounting policy choices (both mandatory exceptions and optional exemptions availed as per Ind AS 101, "First Time Adoption of Indian Accounting Standards") as initially adopted on transition date i.e. April 1, 2016. Accordingly, suitable Ind AS adjustments in the accounting heads are made to the Proforma Ind AS Consolidated Financial Information as of and for the years ended March 31, 2016, 2015 and 2014. As specified in the Guidance Note, the equity balance computed under Proforma Consolidated Ind AS financial statements for the year ended March 31, 2016 (i.e. equity under Indian GAAP as at April 1, 2015, 2014 and 2013 adjusted for impact of Ind AS 101 items and after considering profit or loss for the year ended March 31, 2016, 2015 and 2014 with adjusted impact due to Ind AS principles applied on proforma basis) and equity balance computed in opening Ind AS Balance sheet as at transition date (i.e. April 1, 2016), prepared for filing under Companies Act, 2013, differs due to Ind AS and restatement adjustments made as at April 1, 2015, 2014 and 2013. Accordingly, the closing equity balance as at March 31, 2016 of the Proforma Ind AS financial statement has not been carried forward to opening Ind AS Balance sheet as at transition date already adopted for reporting under Companies Act, 2013. Reconciliation of the same is disclosed in Annexure V Note 2C.3.1.

The Restated Consolidated Financial Information have been prepared by the Management in connection with the proposed listing of equity shares of the Holding Company by way of an Initial Public Offer ("IPO"), which is to be filed by the Holding Company with the Securities and Exchange Board of India ("SEBI") and the concerned Stock Exchanges in accordance with the requirements of:

a) Section 26 of the Companies Act, 2013; and
b) The SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 issued by the SEBI on August 26, 2009, as amended to date, read along with SEBI circular No. SEBI/HO/CFD/DIL/CIR/P/2016/47 dated March 2016 (together referred to as the "SEBI regulations").

These Restated Consolidated Financial Information and Other Consolidated Financial Information have been extracted by the Management from the Audited Consolidated Financial Statements and:

- there were no audit qualifications on the financial statements,
- there were no changes in accounting policies during the years of the financial statements,
- material amounts relating to adjustments for previous years in arriving at profit/loss of the years to which they relate, have been appropriately adjusted,
- adjustments for reclassification of the corresponding items of income, expenses, assets and liabilities, in order to bring them in line with the groupings as per the audited Consolidated Financial Statements of the Group and the requirements of the SEBI Regulations, and
- the resultant tax impact on above adjustments has been appropriately adjusted in deferred tax in the respective years and the impact of current tax in respect of short/excess income tax arising out of assessments, appeals, revised income tax returns, etc., has been adjusted in the current tax of respective years to which they relate.

Compliance with Ind AS

The Consolidated Financial Statements comply in all material aspects with Indian Accounting Standards(Ind AS) notified under section 133 of the Companies Act, 2013 (the “Act”), Companies (Indian Accounting Standards)Rules, 2015, and other relevant provisions of the Act.

The consolidated financial statements upto the year ended March 31,2017, were prepared in accordance with the accounting standards notified under Companies (Accounting Standards) Rules, 2006 (as amended) and other relevant provisions of the Act.

Ministry of Corporate Affairs notified roadmap to implement Indian Accounting Standards ('Ind AS') notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (Indian Accounting Standards) (Amendment) Rules, 2016. As per the said roadmap, the Group has decided for voluntary adoption of Ind AS from the financial year beginning April 1, 2017 with the transition date being April 1, 2016. Accordingly, the audited consolidated financial statements of the Group have been prepared in accordance with the Ind AS.

Financial Statement for the year ended March 31,2018 were the first set of Ind AS financial statement issued by the Group, and previous years ended March 31, 2017, March 31, 2016, March 31, 2015 and March 31, 2014 were covered by Ind AS 101, “First Time Adoption of Indian Accounting Standards”. The transition to Ind AS has been carried out from the accounting principles generally accepted in India (“Indian GAAP”),which is considered as the Previous GAAP, for purposes of Ind AS 101. Reconciliations and explanations of the effect of the transition from Previous GAAP to Ind AS on the group’s Equity, Statement of Profit and Loss and Cash Flow Statement are provided in Annexure V Note 2C. The preparation of consolidated financial statements requires the use of certain critical accounting estimates and judgements. It also requires the Management to exercise judgement in the process of applying the Group’s accounting policies. The areas involving a high degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in Note 2(B).

All amounts included in this Consolidated Financial Statements are reported in millions of Indian rupees except per share data and unless stated otherwise.

(ii) Historical Cost Convention

The financial statement have been prepared on a historical cost basis, except for the following:
a) certain financial assets and liabilities are measured at fair value, and
b) defined benefit plan - plan assets measured at fair value

(iii) Current/Non-current classification

All assets and liabilities have been classified as current or non-current as per the Group’s operating cycle and other criteria set out in Schedule III to the Companies Act, 2013. Based on the nature of services and their realization in cash and cash equivalents, the Group has ascertained its operating cycle as 12 months for the purpose of current – noncurrent classification of assets and liabilities.

***(B)* Principles of consolidation and equity accounting**

The Consolidated Financial Statements comprise the financial statements of the Holding Company and its subsidiaries.

Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power to detect the relevant activities of the entity. Specifically, the Group controls an investee if and only if the Group has:

- Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee)
- Exposure, or rights, to variable returns from its involvement with the investee, and
- The ability to use its power over the investee to affect its returns.

The Group re-assesses whether or not it controls an investee, if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the Consolidated Financial Statements from the date the Group gains control until the date the group ceases to control the subsidiary.
Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the group uses accounting policies other than those adopted in the consolidated financial statements, for like transactions and events in similar circumstances, appropriate adjustments are made to that group members financial statements in preparing the consolidated financial statements to ensure conformity with the group's accounting policies.

The financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the holding Company i.e. year ended on 31 March. When the end of the reporting period of the parent is different from that of a subsidiary, the subsidiary prepares, for consolidation purposes, additional financial information as of the same date as the financial statements of the parent to enable the parent to consolidate the financial information of the subsidiary, unless impractical to do so.

(i) Subsidiaries

Subsidiaries are all entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases. The acquisition method of accounting is used to account for business combinations by the Group. The Group combines the financial statements of the holding and its subsidiaries line by line adding together like items of assets, liabilities, equity, income and expenses. Intercompany transactions, balances and unrealised gains on transactions between Group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting Policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Non-controlling interests in the results and equity of subsidiaries are shown separately in the Consolidated Statement of Profit and Loss, Consolidated Statement of Changes in Equity and Balance Sheet respectively.

(ii) Changes in ownership interests

The group treats transactions with non-controlling interests that do not result in a loss of control as transactions with equity owners of the group. A change in ownership interest results in an adjustment between the carrying amounts of the controlling and non–controlling interests to reflect their relative interests in the subsidiary. Any difference between the amount of the adjustment to non – controlling interests and any consideration paid or received is recognised within equity.

When the group ceases to consolidate or equity account for an investment because of a loss of control, joint control or significant influence, any retained interest in the entity is remeasured to its fair value with the change in carrying amount recognized in profit or loss.

(iii) The assets and liabilities of foreign operations are translated at the year-end exchange rate and all the items in the Consolidated Statement of Profit and Loss are translated at the average exchange rate prevailing during the year. The resultant translation gains and losses are shown separately as "foreign currency translation reserve" ("FCTR") under Reserves and Surplus. When a foreign operation is disposed of, the relevant amount recognized in FCTR is transferred to the Statement of profit and loss as part of the profit or loss on disposal.

(iv) The difference between the cost of investment in the subsidiaries, over the net assets at the time of acquisition of investment is recognized in the consolidated financial statements as Goodwill or Capital Reserve on consolidation as the case may be.

(v) The list of subsidiaries considered in the Consolidated Financial Statements is given in Note 34

(C) **Segment Reporting**

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker.

The board of directors of Nihilent Limited has appointed a strategic steering committee which assesses the financial performance and position of the group, and makes strategic decisions. The steering committee, which has been identified as being the chief operating decision maker, consists of the chief executive officer, the chief financial officer and the manager for corporate planning. Refer note 37 for segment information presented.

(D) **Significant Accounting Policies**

A. Property, plant and equipment

Tangible assets

Property, plant and equipment are stated at their historical cost less depreciation and any impairment losses, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items. The cost of property, plant and equipment includes directly attributable incremental costs incurred in their acquisition of the asset.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repair and maintenance costs are recognized in consolidated statement of profit and loss as incurred.

Leasehold improvements are depreciated over the term of the lease or the estimated useful life of the asset, whichever is shorter.

Capital work in progress is stated at cost less impairment.

Depreciation for the years have been provided on straight line basis over the useful life of the assets. The useful lives have been determined based on the technical evaluation done by the management's expert which are different than those specified by Schedule II to the Companies Act, 2013, in order to reflect the actual usage of the assets. Depreciation is provided on pro-rata basis on assets acquired, sold and discarded during the year.

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each reporting date. The gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sale proceeds and the carrying amount of the asset and is recognised in the consolidated statement of profit and loss.

Depreciation methods, estimated useful lives and residual value - Depreciation is calculated using straight –line method to allocate their cost, net of their residual values, over their estimated useful lives or, in the case of leasehold improvements, the shorter lease term. Refer below for details:

Class of asset	Estimated economic useful life in years
Computers & networking equipment's	3 years
Electrical equipment's, Plant and equipment's, Furniture and fittings, Office equipment's	4 years
Vehicles	5 years

Class of asset	Estimated economic useful life in years
Computers & networking equipment's	3 years
Electrical equipment's, Plant and equipment's, Furniture and fittings, Office equipment's	4 years

Vehicles	5 years

B. Intangible assets and amortization

Intangible assets acquired and internally developed assets representing software are measured on initial recognition at cost. The cost of intangible assets acquired in the business combination is their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less accumulated amortisation and accumulated impairment losses. Intangible assets acquired or internally developed, are recognized when the asset is identifiable, is within the control of the Group, it is probable that the future economic benefits that are attributable to the asset will flow to the Group and cost of the asset can be reliably measured.

Acquired and developed intangible assets representing software are recorded at their acquisition price and are amortized over its estimated useful life of three to ten years, on case-to-case basis commencing from the date the assets are available for their use on straight line basis. The estimated useful life of intangible assets is reviewed by management at each Balance Sheet date.

C. Impairment

Goodwill on acquisition of subsidiaries is included in intangible assets. Goodwill is not amortised but is tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired and is carried at cost less accumulated impairment losses. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purpose of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent on the cash inflows from other assets or groups of assets (cash-generating units). Non- financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

D. Leases

As lessee

Leases of property, plant and equipment where the Group, as lessee, has substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalized at the lease's inception at the fair value of the leased property or, if lower, the present value of the minimum lease payments. The corresponding rental obligations, net of finance charges, are included in borrowings or other financial liabilities as appropriate. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to the Consolidated Statement of Profit and Loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the group as lessee are classified as operating leases. Payments made under operating leases are charged to the Consolidated Statement of Profit and Loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with the expected general inflation to compensate expected inflationary cost increases.

E. Revenue recognition

The Group derives revenue primarily from software service activities. Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are net of trade allowances, rebates, discounts, value added taxes, goods and service tax (GST) and other amounts collected on behalf of third parties.

The Group recognised revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and specific criteria have been met for each of the group's activities as described below. The Group bases its estimates on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.

(i) Time and material contracts:
Revenues and costs relating to time and material contracts are recognized as the related services are rendered.

(ii) Fixed- price contracts:

Revenues from fixed-price contracts are recognized using the "percentage-of-completion" method. Percentage of completion is determined based on efforts or costs incurred to date as a percentage of total estimated efforts or costs required to complete the project. The efforts or cost expended are used to measure progress towards completion as there is a direct relationship between input and productivity. If the Group does not have a sufficient basis to measure the progress of completion or to estimate the total contract revenues and costs, revenue is recognized only to the extent of contract cost incurred for which recoverability is probable.

(iii) Maintenance contracts:

Revenue from maintenance contracts is recognised on straight-line basis over the period of the contract.

(iv) Multiple element arrangements:

Revenue from contracts with multiple-element arrangements are recognized using the guidance in Ind AS 18, Revenue Recognition. The Group allocates the arrangement consideration to separately identifiable components based on their relative fair values or on the residual method. Fair values are determined based on sale prices for the components when it is regularly sold separately, third-party prices for similar components or cost plus an appropriate business-specific profit margin related to the relevant component.

F. Foreign currency translation

(i) Functional and presentation currency:

Items included in the consolidated financial statement are measured using the currency of the primary economic environment in which the group operates ('the functional currency'). The consolidated financial statement are presented in Indian rupee (INR), which is Nihilent Limited's functional and presentation currency.

(ii) Transactions and balances:

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the transition of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognized in Profit or Loss.

(iii) Foreign Operations

The results and financial position of foreign operations (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into presentation currency as follows:

- Assets and liabilities are translated at the closing rate at the date of the Consolidated Statement of Assets and Liabilities.
- Income and expense items are translated at the average exchange rates for the period (unless this is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions).
- All resulting exchange differences are recognized in other comprehensive income and held in foreign currency translation reserve (FCTR), a component of equity. When a foreign operation is disposed of, the relevant amount recognized in FCTR is transferred to the Consolidated Statement of Profit and Loss as part of the profit or loss on disposal.

G. Business Combinations

The acquisition method of accounting is used to account for all business combinations, regardless of whether equity instruments or other assets are acquired. The consideration transferred for the acquisition of a subsidiary comprises the:

- Fair value of the assets transferred;
- Liabilities incurred to the former owners of the acquired business;

- Equity interests issued by the Group
- Fair value of any asset or liability resulting from contingent consideration arrangement.

Identifiable assets acquired, and liabilities and contingent liabilities assumed in a business combination are with limited exceptions, measured initially at their fair values at the acquisition date. The Group recognizes any non-controlling interest in the acquired entity on an acquisition-by-acquisition basis either at their fair value or at the non-controlling interest's proportionate share of the acquired entity's net identifiable assets.

Non acquisition related costs are expenses as incurred.

The excess of the

- Consideration transferred;
- Amount of any non-controlling interest in the acquired entity; and
- Acquisition date fair value of any previous equity interest in the acquired entity

over the fair value of the net identifiable assets acquired is recorded as goodwill. If those amounts are less than the fair value of the net identifiable assets acquired, the difference is recognized in other comprehensive income and accumulated in equity as capital reserve provided there is clear evidence of the underlying reasons for classifying the business combination as a bargain purchase. In other cases, the bargain purchase gain is recognized directly in equity as capital reserve.

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest is remeasured to fair value at the acquisition date. Any gains arising from such remeasurement are recognized in the Restated Consolidated Statement of Profit and Loss or Other Comprehensive Income, as appropriate.

H. Employee benefits

(i) Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related services are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligation in the balance sheet.

(ii) Post-employment obligations

The group has the following post-employment schemes:
a) defined benefit plan such as Gratuity and
b) defined contribution plans such as Provident Fund and Superannuation scheme.

Gratuity Obligations:

The liability or asset recognised in the balance sheet in respect of defined benefit and gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuary using projected unit credit method.

The present value of the defined benefit obligation denominated in INR is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation. The benefits which are denominated in currency other than INR, the cash flows are discounted using market yields determined by reference to high-quality corporate bonds that are denominated in the currency in which the benefits will be paid, and that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the consolidated statement of profit and loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the Consolidated Statement of Changes in Equity and in the Consolidated Balance Sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost.

Defined contribution plans:

The Group's contributions to defined contribution plans in the nature of Provident Fund and Superannuation scheme is charged to the consolidated statement of profit and loss as they fall due. Contribution towards provident fund for all employees is made to the respective regulatory authorities, where the Group has no further obligations.

(iii) Other long-term benefit obligations

The employees of the Group are entitled to compensated absences. The employees can carry forward a portion of the unutilized accumulating compensated absences and utilize it in future periods or receive cash at retirement or termination of employment. The Group records an obligation for compensated absences in the period in which the employee renders the services that increases this entitlement.
Accumulated compensated absences, which are expected to be availed or encashed within 12 months from the end of the year are treated as short term employee benefits. The obligation towards the same is measured at the expected cost of accumulating compensated absences as the additional amount expected to be paid as a result of the unused entitlement as at the year end.

Accumulated compensated absences, which are expected to be availed or encashed beyond 12 months from the end of the year are treated as other long-term employee benefits. The Group's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year. Actuarial losses/ gains are recognised in the Consolidated Statement of Profit and Loss in the year in which they arise.

(iv) Share-based payments

Selected employees of the Holding Company receive remuneration in form of equity settled instruments, for rendering services over a defined vesting period. The cost of equity-settled transactions is determined by the fair value at the date when grant is made using an appropriate valuation model.

The cost is recognized in employee benefit expenses, together with a corresponding increase in share-based payment reserve in equity, over the period in which service conditions are fulfilled. The cumulative expense recognized for equity settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired. Expense or credit in the Consolidated Statement of Profit and Loss for a period represents the movement in cumulative expense recognized as at the beginning and end of that period and it is recognized in employee benefits expenses.

Service and non-market performance conditions are not taken into account while determining the grant date fair value of awards. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions, these are reflected in the fair value of an award and lead to immediate expensing of an award unless there are also service and/or performance conditions.

No expense is recognized for awards that do not ultimately vest because non-market performance and/or service conditions have not been met. Where awards include a market or non-vesting condition, the transactions are treated as vested irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

When the terms of an equity settled award are modified, the minimum expense recognized is the expense had the terms had not been modified, if the original terms of award are met. An additional expense is recognized for any modification that increases the total fair value of the share-based payment transaction or is otherwise beneficial to the employee as measured at the date of modification. Where an award is cancelled by the entity or by the counter party, any remaining element of the fair value of the award is expensed immediately through consolidated statement of profit or loss.

I. Income Tax

(i) Current Income Tax:

Income tax for the current and prior years are measured at the amount expected to be recovered from or paid to the taxation authorities based on the taxable income for the year. The tax rates and tax laws used to compute the current income tax amount are those that are enacted or substantively enacted as at the reporting date and applicable for the year.

The Group offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and liability simultaneously.

(ii) Deferred Tax:

Deferred tax is recognized using the balance sheet approach. Deferred tax assets and liabilities are recognized for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount in consolidated financial statement.

Deferred tax assets are recognized to the extent it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilized.

Deferred tax liabilities are recognized for all taxable temporary differences except in respect of taxable temporary differences associated with investments in subsidiaries and foreign branches where the timing of the reversal of the temporary difference can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

The Group offsets deferred tax assets and liabilities, where it has a legally enforceable right to offset current tax assets against current tax liabilities, and they relate to taxes levied by the same taxation authority on either the same taxable entity, or on different taxable entities where there is an intention to settle the current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

Income tax comprises current and deferred tax. Income tax expense is recognized in the Consolidated Statement of Profit and Loss except to the extent it relates to items directly recognized in Other Comprehensive Income.

J. Provisions and Contingent Liabilities

Provisions are recognized when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to passage of time is recognised as finance cost.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognized as an asset, if it is virtually certain that reimbursement will be received, and the amount of the receivable can be measured reliably.

Provisions for onerous contracts are recognized when the expected benefits to be derived by the Group from a contract are lower than the unavoidable costs of meeting the future obligations under the contract. Provisions for onerous contracts are measured at the present value of lower of the expected net cost of fulfilling the contract and the expected cost of terminating the contract.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable
estimate of the amount cannot be made.

K. Contributed equity

Equity shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

L.Dividends

Provision is made for the amount of any dividend (including tax thereon) declared, being appropriately authorised and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.

M. Earnings per share

(i) Basic earnings per share

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the Holding Company
- by the weighted average number of equity shares outstanding during the financial year and excluding treasury shares (note 38).

(ii) Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

N. Cash and cash equivalents and other bank balances

For the purposes of presentation in the consolidated statement of cash flows, cash and cash equivalents include cash on hand, in banks and demand deposits with financial institutions, other short-term highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to insignificant risk of change in value. Other bank balances includes deposits with banks which have a maturity of more than three months but not more than twelve months.

O. Trade Receivables

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for expected credit loss.

P. Financial Liabilities

(i) Initial recognition and measurement:

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs. The Group's financial liabilities include trade and other payables and financial guarantee contracts.

(ii) Subsequent Measurement

The subsequent measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit or loss ("FVTPL"):

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term.

Gains or losses on liabilities held for trading are recognised in the Consolidated Statement of Profit and Loss. Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/ losses are not subsequently transferred to Statement of profit and loss. However, the Group may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the consolidated statement of profit or loss. The Group has not designated any financial liability as at fair value through profit and loss.

Trade and other payables:
These amounts represent liabilities for goods and services provided to the group prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid within 30 days of recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

Loans and borrowings:
After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the Effective Interest Rate ("EIR") method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the consolidated statement of profit and loss. This category generally applies to borrowings.

Derecognition:
A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the consolidated statement of profit or loss.

Offsetting financial instruments
Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Group or the counterparty.

Q. Investments and other financial assets

(i) Classification

The Group classifies its financial assets in the following measurement categories:
- those to be measured subsequently at fair value (either through Other Comprehensive Income, or through Profit and Loss), and
- those measured at amortised cost

The classification depends on the group's business model for managing the financial assets and the contractual cash flow characteristics.

For assets measured at fair value, gains and losses will either be recorded in Consolidated Statement of Profit and Loss or Other Comprehensive Income. For investments in debt instruments, this will depend on business model in which the investment is held. For investments in equity instruments, this will depend on whether the group has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

(ii) Initial recognition

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in Statement of Profit and loss.

(iii) Measurement:

Financial assets carried at amortised cost:
A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through other comprehensive income (FVOCI):

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Further, in cases where the Group has made an irrevocable election based on its business model, for its investments which are classified as equity instruments, the subsequent changes in fair value are recognized in other comprehensive income. When the financial Assets are Derecognized the cumulative gain or loss previously recognized in OCI is reclassified from Equity to Statement of profit and loss and recognized in Other Gains/ (Losses).

Financial assets at fair value through profit or loss (FVTPL):

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss.

(iv) Impairment of financial assets

The Group recognizes loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime EC. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized is recognized as an impairment gain or loss in Consolidated Statement of Profit and Loss.

The Group measures expected credit losses for Trade receivables using a provision matrix based on collection history. Accordingly, for trade receivables, the Group has followed simplified approach permitted by Ind AS 109 Financial instruments, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

(v) Derecognition of financial assets

The Group derecognizes a financial asset when

- the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109.
- retains contractual rights to receive the cash flows of the financial asset but assumes a contractual obligation to pay the cash flows to one or more recipients.

When the entity has neither transferred a financial asset nor retained substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the Group has not retained control of the financial asset. Where the Group retains control of the financial asset, the asset is continued to be recognised to extent of continuing involvement in the financial asset.

(vi) Other income:

(a) Interest Income:

Interest income from debt instruments is recognised using the effective interest rate (EIR) method. EIR is the rate that exactly discounts the estimated future cash receipts over the expected life of the financial asset or a shorter period, where appropriate, to the gross carrying amount of the financial asset. When calculating the effective interest rate, the Group estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses.

(b) Dividend:

Dividends are recognised in the Consolidated Statement of Profit and Loss only when the right to receive the payment is established, which is generally when shareholders approve the dividend, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of dividend can be measured reliably.

(c) Government Grants:

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the group will comply with all attached conditions.

Government grants relating to income are deferred and recognised in the profit or loss over the period necessary to match them with the costs that they are intended to compensate and presented within other income.

(d) Rounding off norms

All amounts disclosed in the financial statements and notes have been rounded off to nearest million rupees, unless otherwise stated.

Recent accounting pronouncements

Standards issued but not yet effective

The Ministry of Corporate Affairs (MCA) notified the Companies (Indian Accounting Standards) Amendment Rules, 2018 on March 28, 2018. The Rules shall be effective from reporting period beginning on or after April 1, 2018 and cannot be early adopted.

(a) Ind AS 115 - Revenue from contracts with customers

Ind AS 115, Revenue from contracts with customers deals with revenue recognition and establishes principles for reporting useful information to users of financial statements about the nature, amount, timing and uncertainty of revenue and cash flows arising from an entity's contracts with customers. Revenue is recognised when a customer obtains control of a promised good or service and thus has the ability to direct the use and obtain the benefits from the good or service in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods and services. The standard replaces Ind AS 18 Revenue and Ind AS 11 Construction contracts and related appendices.

A new five-step process must be applied before revenue can be recognised:
(i) identify contracts with customers
(ii) identify the separate performance obligation
(iii) determine the transaction price of the contract
(iv) allocate the transaction price to each of the separate performance obligations, and
(v) recognise the revenue as each performance obligation is satisfied.

The new standard is mandatory for financial years commencing on or after April 1, 2018 and early application is not permitted. The standard permits either a full retrospective or a modified retrospective approach for the adoption.

There are consequential amendments to other Ind AS due to notification of Ind AS 115. The Group is in the process of evaluating the impact on the financial statement in terms of the amount and timing of revenue recognition under the new standard.

(b) Ind AS 21 - The Effects of changes in foreign exchange rates

The MCA has notified Appendix B to Ind AS 21, foreign currency transactions and advance consideration. The appendix clarifies how to determine the date of transaction for the exchange rate to be used on initial recognition of a related asset, expense or income where an entity pays or receives consideration in advance for foreign currency-denominated contracts.

For a single payment or receipt, the date of the transaction should be the date on which the entity initially recognises the non-monetary asset or liability arising from the advance consideration (the prepayment or deferred income/contract liability). If there are multiple payments or receipts for one item, date of transaction should be determined as above for each payment or receipt.

The appendix can be applied:
(i) retrospectively for each period presented applying Ind AS 8;
(ii) prospectively to items in scope of the appendix that are initially recognised
• on or after the beginning of the reporting period in which the appendix is first applied (i.e. April 1, 2018); or
• from the beginning of a prior reporting period presented as comparative information (i.e. April 1, 2017).

The Group is in the process of evaluating the impact on the financial statement.

(c) Ind AS 12 – Income taxes

The amendments clarify the accounting for deferred taxes where an asset is measured at fair value and that fair value is below the asset's tax base. They also clarify certain other aspects of accounting for deferred tax assets set out below:

A temporary difference exists whenever the carrying amount of an asset is less than its tax base at the end of the reporting period.

The estimate of future taxable profit may include the recovery of some of an entity's assets for more than its carrying amount if it is probable that the entity will achieve this. For example, when a fixed-rate debt instrument is measured at fair value, however, the entity expects to hold and collect the contractual cash flows and it is probable that the asset will be recovered for more than its carrying amount.

Where the tax law restricts the source of taxable profits against which particular types of deferred tax assets can be recovered, the recoverability of the deferred tax assets can only be assessed in combination with other deferred tax assets of the same type.

Tax deductions resulting from the reversal of deferred tax assets are excluded from the estimated future taxable profit that is used to evaluate the recoverability of those assets. This is to avoid double counting the deductible temporary differences in such assessment.
An entity shall apply the amendments to Ind AS 12 retrospectively in accordance with Ind AS 8. However, on initial application of the amendment, the change in the opening equity of the earliest comparative period may be recognised in opening retained earnings (or in another component of equity, as appropriate), without allocating the change between opening retained earnings and other components of equity.

The Group is in the process of evaluating the impact on the financial statement.

Critical estimates and judgements

The preparation of consolidated financial statements requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from those estimates.
Estimates and underlying assumptions are reviewed on a going basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected. In particular, information about significant areas of estimation, uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amount recognised in the consolidated financial statement included in the following notes:

a) Revenue recognition

The Group uses the percentage-of-completion method in accounting for its fixed price contracts. Use of percentage-of-completion method requires the Group to estimate the efforts or costs expended to date as a proportion of the total efforts or costs to be expended. Efforts or costs expended have been used to measure progress towards completion as there is a direct relationship between input and productivity. Provisions for estimated losses, if any, on uncompleted contracts are recorded in the period in which such losses become probable based on the expected contract estimates at the reporting date.

b) Impairment reviews

Ind AS requires management to undertake an annual test for impairment of indefinite lived assets and, for finite lived assets, to test for impairment if events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable.

Impairment testing is an area involving management judgement, requiring assessment as to whether the carrying value of assets can be supported by the net present value of future cash flows derived from such assets using cash flow projections which have been discounted at an appropriate rate. In calculating the net present value of the future cash flows, certain assumptions are required to be made in respect of highly uncertain matters including management's expectations of:

a) growth in profit before tax;
b) long-term growth rates; and
c) selection of discount rates to reflect the risks involved.

Changing the assumptions selected by management, in particular the discount rate and growth rate assumptions used in the cash flow projections, could significantly affect the Group's impairment evaluation and hence results.

c) Estimate of current and deferred tax

The Group's tax charge on ordinary activities is the sum of the total current and deferred tax charges. The calculation of the Group's total tax charge necessarily involves a degree of estimation and judgement in respect of certain items whose tax treatment cannot be finally determined until resolution has been reached with the relevant tax authority or, as appropriate, through a formal legal process. The final resolution of some of these items may give rise to material profits/losses and/or cash flows.
The complexity of the Group's structure makes the degree of estimation and judgement more challenging. The resolution of issues is not always within the control of the Group and it is often dependent on the efficiency of the legal processes in the relevant taxing jurisdictions in which the Group operates. Issues can, and often do, take many years to resolve. Payments in respect of tax liabilities for an accounting period result from payments on account and on the final resolution of open items. As a result there can be substantial differences between the tax charge in the consolidated statement of profit and loss and actual tax payments. (Refer note 26)

d) Defined benefit plan

The cost of the defined benefit plans and the present value of the defined benefit obligation are based on actuarial valuation using the projected unit credit method. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date. Also refer note 26.

e) Non recognition of deferred tax liability on undistributed profits of subsidiary

Certain subsidiaries of the group have undistributed earnings which, if paid out as dividends, could be subject to tax in the hands of the recipient. An assessable temporary difference exists, but no deferred tax liability has been recognised as the parent entity is able to control the timing of distributions from these subsidiaries and is not expected to distribute these profits in the foreseeable future.

Principal Components of Income and Expenditure

Income

Our income comprises revenue from operations and other income.

Revenue from Operations

Revenue from operations comprises of revenue from the sale of services and sale of traded software licenses.

Other Income

Other income includes, among others, interest income on bank deposits and others, dividend income from investments at fair value through profit and loss and mutual fund units, unwinding of discount on security deposits, profit on sale of investments, net gain on foreign currency transactions and translations, profit on sale of property, plant and equipment (net), government grants and miscellaneous income.

Expenditure

Our expenditure includes purchases of traded software licenses, employee benefits expense, depreciation and amortisation expense, other expenses, finance cost and tax expenses.

Purchases of traded software licenses

Purchases of traded software licenses comprises purchases of SAP licenses for customers.

Employee Benefit Expense

Employee benefit expenses comprises salaries, wages and bonus, contribution to provident and other funds, gratuity, leave compensation, share based payments and staff welfare expenses.

Depreciation and Amortization Expenses

Depreciation and amortization comprises depreciation - property, plant and equipment and amortization of intangible assets.

Other Expenses

Other expenses comprises mainly sub-contracting charges, travel and conveyance, rent, legal and professional fees amongst others.

Finance Cost

Finance cost primarily comprises interest on term loans, interest on redeemable debentures and imputed interest on redemption liability.

Results of Operations

The following table sets forth certain information with respect to our results of operations on a consolidated basis for the periods indicated:

Particulars	Fiscal 2018		Fiscal 2017		Fiscal 2016	
	(₹ million)	% of total income	(₹ million)	% of total income	(₹ million)	% of total income
Income						
Revenue from operations	4,241.89	98.0%	3,695.79	98.6%	3114.35	98.1%
Other income	85.97	2.0%	54.01	1.4%	59.46	1.9%
Total Income	**4,327.86**	**100%**	**3,749.80**	**100.0%**	**3173.81**	**100%**
Expenses						
Purchases of traded software licenses	61.23	1.4%	92.07	2.5%	14.22	0.04%
Employee benefits expense	2,465.47	57.0%	2,140.94	57.1%	1931.47	60.9%
Depreciation and amortisation expense	106.78	2.5%	94.75	2.5%	94.07	3.0%
Other expenses	972.04	22.5%	902.10	24.1%	676.13	21.3%
Finance cost	43.09	1.0%	53.32	1.4%	20.11	0.6%
Total expenses	**3,648.61**	**84.3%**	**3,283.18**	**87.6%**	**2736**	**86.2%**

Particulars	Fiscal 2018		Fiscal 2017		Fiscal 2016	
	(₹ million)	% of total income	(₹ million)	% of total income	(₹ million)	% of total income
Profit before tax	**679.25**	**15.7%**	**466.62**	**12.4%**	**437.81**	**13.8%**
Tax expense						
Current tax	263.18	6.08%	229.26	6.1%	168.20	5.3%
Deferred tax	(57.74)	(1.33)%	(38.19)	(1.0%)	(6.81)	(0.2%)
Total tax expense	**205.44**	**4.75%**	**191.07**	**5.1%**	**161.39**	**5.1%**
Profit for the year, as restated	**473.81**	**10.95%**	**275.55**	**7.3%**	**276.42**	**8.7%**

Reconciliation of EBITDA margin to restated profit for the Year

Earnings (profit for the year) before Interest, Taxes, Depreciation and Amortisation ("**EBITDA**") presented in this Draft Red Herring Prospectus is a supplemental measure of our performance and liquidity that is not required by, or presented in accordance with, Ind AS, Indian GAAP or IFRS. Furthermore, EBITDA is not a measurement of our financial performance or liquidity under Ind AS, Indian GAAP or IFRS and should not be considered as an alternative to net profit/loss, revenue from operations or any other performance measures derived in accordance with Indian GAAP, Ind AS or IFRS or as an alternative to cash flow from operations or as a measure of our liquidity. In addition, EBITDA is not a standardised term, hence a direct comparison of EBITDA between companies may not be possible. Other companies may calculate EBITDA differently from us, limiting its usefulness as a comparative measure.

(₹ million, except percentages)

Particulars	For the year ended at March 31,				
	2018	2017	2016	2015	2014
Profit for the year, as restated [A]	**473.81**	**275.55**	**276.42**	**406.55**	**437.42**
Add: Total tax expenses	205.44	191.07	161.39	207.78	226.31
Add: Finance Cost	43.09	53.32	20.11	1.28	-
Add: Depreciation and Amortisation expenses	106.78	94.75	94.07	62.24	32.91
Total Adjustments [B]	**355.31**	**339.14**	**275.57**	**271.30**	**259.22**
EBITDA [A+B]	**829.12**	**614.69**	**551.99**	**677.85**	**696.64**
Total Income	4,327.86	3,749.80	3,173.81	2,963.93	2,493.91
EBITDA margin (EBITDA/Total Income in %)	**19.16%**	**16.39%**	**17.39%**	**22.87%**	**27.93%**

Fiscal 2018 compared to Fiscal 2017

Income

Total income increased by 15.4% from ₹ 3,749.80 million in Fiscal 2017 to ₹ 4,327.86 million in Fiscal 2018.

Revenue from Operations

Revenues from operations increased by 14.8% from ₹ 3,695.79 million in Fiscal 2017 to ₹ 4,241.89 million in Fiscal 2018, primarily due to increase in service income. This was driven by increases in revenue from our clients in Australia, India, South Africa and the USA. This was slightly offset by lower revenues from sale of software licenses.

Other Income

Other income increased by 59.2% from ₹ 54.01 million in Fiscal 2017 to ₹ 85.97 million in Fiscal 2018, the increase in other income is mainly due to net gain on foreign currency transactions and translations during the year and government grant (for employment generation subsidy / stamp duty and registration fees refund) to the tune of ₹ 8.92 million received by Nihilent Analytics Limited from West Bengal Electronics Industry Development Corporation Limited.

Expenses

Total expenses increased by 11.1% from ₹ 3,283.18 million in Fiscal 2017 to ₹ 3,648.61 million in Fiscal 2018, primarily due to increase in employee benefits expenses and depreciation and amortisation expense and was offset by lower purchases of traded software licenses and finance costs.

Purchases of traded software licenses

Our cost of purchases of traded software licenses decreased by 33.5% from ₹ 92.07 million in Fiscal 2017 to ₹ 61.23 million in Fiscal 2018. This reduction is directly proportional to the decrease in income from sale of software licenses during the fiscal.

Employee Benefit Expenses

Employee benefit expense increased by 15.2% from ₹ 2,140.94 million in Fiscal 2017 to ₹ 2,465.47 million in Fiscal 2018, primarily due to increase in employee headcount from 1,799 as at March 31, 2017 to 1,802 as at March 31, 2018 and increase in salaries of employees. Salaries, wages and bonus increased from ₹ 2,051.13 million in Fiscal 2017 to ₹ 2,355.60 million in Fiscal 2018 and contribution to provident and other funds increased from ₹ 45.97 million in Fiscal 2017 to ₹ 59.18 million in Fiscal 2018.

Depreciation and Amortization Expense

Depreciation of property, plant and equipment expense increased from ₹ 41.80 million in Fiscal 2017 to ₹ 51.99 million in Fiscal 2018, primarily due to addition to various components of property plant and equipment (the major addition during the year was due to capitalisation of furniture and fittings for the new office of the Company at First floor, B Block, Weikfield IT Citi Infopark, Pune). Further, amortization expense of intangible assets increased from ₹ 52.95 million in Fiscal 2017 to ₹ 54.79 million in Fiscal 2018.

Other Expenses

Other expenses increased by 7.8% from ₹ 902.10 million in Fiscal 2017 to ₹ 972.04 million in Fiscal 2018. The major heads of expenses which saw increases were sub-contracting charges and travel and conveyance which increased from ₹ 167.84 million in Fiscal 2017 to ₹ 231.09 million in Fiscal 2018 and from ₹ 127.57 million in Fiscal 2017 to ₹ 161.31 million in Fiscal 2018 respectively. These were in proportion to the increases in business as well as increases in travelling by senior management personnel. Further, we saw increased provision for doubtful debts and advances from ₹ 20.54 million in Fiscal 2017 to ₹ 51.67 million in Fiscal 2018. This was partially offset by a reduction in rent from ₹ 153.13 million in Fiscal 2017 to ₹ 106.35 million in Fiscal 2018 since the Company has vacated office premises (1st Floor, B- Block, Weikfield IT Citi Pune) which was taken on lease in Fiscal 2015.

Finance Costs

Finance costs decreased by 19.2% from ₹ 53.32 million in Fiscal 2017 to ₹ 43.09 million in Fiscal 2018, primarily due to a decrease in interest expenses as a result of scheduled repayment of our borrowings.

Profit before Tax

For the reasons discussed above, profit before tax increased by 45.6% from ₹ 466.62 million in Fiscal 2017 to ₹ 679.25 million in Fiscal 2018.

Tax Expense

Current tax expenses increased by 14.8% from ₹ 229.26 million in Fiscal 2017 to ₹ 263.18 million in Fiscal 2018, primarily on account of increase in earnings and was partially offset by a reduction in the tax rate for our domestic subsidiaries i.e. Nihilent Analytics Limited and Intellect Bizware Services Private Limited, from 30% to 25%. Deferred tax (credit) also increased from ₹ (38.19) million in Fiscal 2017 to ₹ (57.74) million in Fiscal 2018.

Profit for the Year, as restated

For the various reasons discussed above, our profit for the year, as restated, increased by 72.0% from ₹ 275.55 million in Fiscal 2017 to ₹ 473.81 million in Fiscal 2018.

Earnings (profit for the year) before Interest, Taxes, Depreciation and Amortization (EBITDA)

EBITDA was ₹ 829.12 million in Fiscal 2018 compared to EBITDA of ₹ 614.69 million in Fiscal 2017, while EBITDA margin (EBITDA as a percentage of total income) was 19.2% in Fiscal 2018 compared to 16.4% in Fiscal 2017. The increase in EBITDA was primarily on account of proportionately higher growth in revenues.

Fiscal 2017 compared to Fiscal 2016

Income

Total income increased by 18.1% from ₹ 3,173.81 million in Fiscal 2016 to ₹ 3,749.80 million in Fiscal 2017.

Revenue from Operations

Revenues from operations increased by 18.7% from ₹ 3,114.35 million in Fiscal 2016 to ₹ 3,695.79 million in Fiscal 2017, primarily due to increase in service income and sale of traded software licenses. This was driven by increases in revenue from our clients in South Africa. The sale of traded software licenses was increased by ₹ 81.28 million. i.e. from ₹ 15.01 million in Fiscal 2016 to ₹ 96.29 million in Fiscal 2017.

Other Income

Other income marginally fell by 9.2% from ₹ 59.46 million in Fiscal 2016 to ₹ 54.01 million in Fiscal 2017, the decrease in other income is mainly due to reduction in miscellaneous income by ₹ 13.24 million i.e. from ₹ 18.53 million in Fiscal 2016 to ₹ 5.29 million in Fiscal 2017. This was substantially offset by an increase in interest from bank deposit and others from ₹ 28.12 million in Fiscal 2016 to ₹ 32.08 million in Fiscal 2017 and increase in dividend from investment in mutual fund schemes from ₹ 9.28 million in Fiscal 2016 to ₹ 14.16 million in Fiscal 2017

Expenses

Total expenses increased by 20.0% from ₹ 2,736.00 million in Fiscal 2016 to ₹ 3,283.18 million in Fiscal 2017, primarily due to increase in purchases of traded software licenses, employee benefits expense, finance costs and other expenses.

Purchases of traded software licenses

Our cost of purchases of traded software licenses significantly increased by 547.3% from ₹ 14.22 million in Fiscal 2016 to ₹ 92.07 million in Fiscal 2017. This increase is directly proportionate to the increase in the sale of software licenses during the Fiscal 2017.

Employee Benefit Expenses

Employee benefit expense increased by 10.8% from ₹ 1,931.47 million in Fiscal 2016 to ₹ 2,140.94 million in Fiscal 2017, primarily due to increase in employee headcount from 1,483 as at March 31, 2016 to 1,799 as at March 31, 2017 and increase in salaries of employees. Salaries, wages and bonus increased from ₹ 1,857.23 million in Fiscal 2016 to ₹ 2,051.13 million in Fiscal 2017, while contribution to funds increased from ₹ 43.67 million in Fiscal 2016 to ₹ 45.97 million in Fiscal 2017.

Depreciation and Amortization Expense

Depreciation of property, plant and equipment expense decreased from ₹ 45.23 million in Fiscal 2016 to ₹ 41.80 million in Fiscal 2017, primarily due to reduction in depreciation on computers and networking equipment. Further, amortization of intangible assets increased from ₹ 48.84 million in Fiscal 2016 to ₹ 52.95 million in Fiscal 2017 primarily due to the acquisition of intangible assets like software and customer relationships.

Other Expenses

Other expenses increased by 33.4% from ₹ 676.13 million in Fiscal 2016 to ₹ 902.10 million in Fiscal 2017. The major heads of expenses which saw increases were sub-contracting charges which increased from ₹ 16.23 million in Fiscal 2016 to ₹ 167.84 million in Fiscal 2017; and rent which increased from ₹ 104.77 million in Fiscal 2016 to ₹ 153.13 million in Fiscal 2017. These were in proportion to the increases in business. The increases in rent was on account of lease of additional office premises in Pune (First floor, B Block, Weikfield IT Citi Infopark) during Fiscal 2016 and settlement amount for cancellation of lease deed for the additional office premises to the tune of ₹23.61 million in Fiscal 2017. Further, we saw increased provision for doubtful debts and advances from ₹ 9.07 million in Fiscal 2016 to ₹ 20.54 million in Fiscal 2017. This was partially offset by reduction in traveling and conveyance expenses from ₹ 140.88 million in Fiscal 2016 to ₹ 127.57 million in Fiscal 2017 and net loss on foreign currency transactions and translations from ₹ 63.79 million in Fiscal 2016 to ₹ 12.59 million in Fiscal 2017.

Finance Costs

Finance costs increased by 165.1% from ₹ 20.11 million in Fiscal 2016 to ₹ 53.32 million in Fiscal 2017, primarily due to issuance of debentures and recognition of imputed interest on redemption liability.

Profit before Tax

For the reasons discussed above, profit before tax increased by 6.6% from ₹ 437.81 million in Fiscal 2016 to ₹ 466.62 million in Fiscal 2017.

Tax Expense

Current tax expenses increased by 36.3% from ₹ 168.20 million in Fiscal 2016 to ₹ 229.26 million in Fiscal 2017, primarily due to disallowance of expenditures incurred in connection with filing of draft red herring prospectus in Fiscal 2016, restatement of tax provision pertaining to Fiscal 2016 in Fiscal 2017. Deferred tax (credit) also increased from ₹ (6.81) million in Fiscal 2016 to ₹ (38.19) million in Fiscal 2017.

Profit for the Year, as restated

For the various reasons discussed above, our profit for the year, as restated. reduced by 0.3% from ₹ 276.42 million in Fiscal 2016 to ₹ 275.55 million in Fiscal 2017.

Earnings (profit for the year) before Interest, Taxes, Depreciation and Amortization (EBITDA)

EBITDA was ₹ 614.69 million in Fiscal 2017 compared to EBITDA of ₹ 552.00 million in Fiscal 2016, while EBITDA margin (EBITDA as a percentage of total income) was 16.4% in Fiscal 2017 compared to 17.4% in Fiscal 2016.

Liquidity and Capital Resources

We have historically financed our working capital requirements and the expansion of our business and operations primarily through funds generated from our operations. From time to time, we may obtain loan facilities to finance our short term working capital requirements

Cash Flows

The following table sets forth certain information relating to our cash flows in the periods indicated:

(₹ in million)

Particulars	Fiscal		
	2016	2017	2018
Net cash generated from operating activities	125.38	340.94	529.46
Net cash used in investing activities	(115.84)	(218.24)	(321.21)

Net cash used in financing activities	(49.00)	(196.33)	(186.73)
Net increase/(decrease) in cash and cash equivalents	**(39.46)**	**(73.63)**	**21.52**

Operating Activities

Fiscal 2018

In Fiscal 2018, net cash generated from operating activities was ₹ 529.46 million and operating profit before working capital changes was ₹ 883.92 million. The main working capital adjustments in Fiscal 2018 were increase in other current assets (Current Assets) from ₹ 48.18 million in 2017 to ₹ 91.59 million in 2018 and reduction in trade payables from ₹ 178.36 million in 2017 to ₹ 115.49 million in 2018.

Fiscal 2017

In Fiscal 2017, net cash generated from operating activities was ₹ 340.94 million and operating profit before working capital changes was ₹ 611.37 million. The main working capital adjustments in Fiscal 2017 were increase in unbilled revenue from ₹ 129.15 million in 2016 to ₹ 299.80 million in 2017 and increase in other current financial liabilities from ₹ 210.55 million in 2016 to ₹ 661.71 million 2017. The Company has issued 10% Redeemable Debentures amounting to ₹ 367.50 million for acquiring 100% stake in Nihilent Analytics Limited. These debentures form part of other current financial liabilities.

Fiscal 2016

In Fiscal 2016, net cash generated from operating activities was ₹ 125.38 million and operating profit before working capital changes was ₹ 471.09 million. The main working capital adjustments in Fiscal 2016 were increase in trade receivables from ₹ 560.06 million in 2015 to ₹ 676.32 million in 2016.

Investing Activities

Fiscal 2018

Net cash used in investing activities was ₹ 321.21 million in Fiscal 2018 comprising primarily repayment of 10% redeemable debentures of ₹367.50 million in Fiscal 2018.

Fiscal 2017

Net cash used in investing activities was ₹ 218.24 million in Fiscal 2017 comprising primarily of payment made towards acquisition of 100% stake in Nihilent Analytics Limited amounting to ₹ 68.46 (payment for acquisition of a subsidiary, net of cash acquired) and purchase of investments in mutual funds (net) amounting to ₹ 171.53 million.

Fiscal 2016

Net cash used in investing activities was ₹ 115.84 million in Fiscal 2016 comprising primarily of payment made for acquisition of 51% stake in Intellect Bizware Services India Private Limited amounting to ₹ 175.76 million ((payment for acquisition of a subsidiary, net of cash acquired), increase in fixed deposits to ₹ 301.14 million in 2016 from 148.62 million in 2015 and partially off-set by redemption of investments in mutual funds (net) amounting to ₹ 220.25 million.

Financing Activities

Fiscal 2018

Net cash used in financing activities was ₹ 186.73 million comprising primarily of acquisition of additional 10% stake in Intellect Bizware Services India Private Limited amounting to ₹ 45.72 million and dividend paid to Company’s shareholders (including tax theron) amounting to ₹ 69.05 million.

Fiscal 2017

Net cash used in financing activities was ₹ 196.33 million comprising primarily of repayment of term loan amounting to ₹ 185.39 million.

Fiscal 2016

Net cash used in financing activities was ₹ 49.00 million comprising primarily of dividend paid to Company's Shareholders (including tax theron) amounting to ₹ 136.25 million which was partially off-set by increase in borrowings/repayment of borrowings (net) amounting to ₹ 86.46 million .

Indebtedness

As of March 31, 2018, our total indebtedness was ₹ Nil million (with current and non-current long-term borrowings of ₹ Nil million and short-term borrowings of ₹ Nil million). However, as on date of this Draft Red Herring Prospectus, the Company has sanctioned working capital limits of ₹ 200.00 million from IDFC Bank Limited which is unutilised at present.

The following table sets forth certain information relating to our outstanding indebtedness as of March 31, 2018, and our repayment obligations in the periods indicated:

Our financing agreements with IDFC Bank Limited include various conditions and covenants that require us to obtain lender consents prior to carrying out certain activities and entering into certain transactions. We cannot assure you that we will be able to obtain these consents and any failure to obtain these consents could have significant adverse consequences for our business. Specifically, we require consent for undertaking any reconstitution or amalgamation and payment of dividends.

Contingent Liabilities and Off-Balance Sheet Arrangements

For further information on our contingent liabilities, see Note 36 of our Restated Consolidated Financial Information on page 260.

Except as disclosed in our Restated Standalone Financial Information or our Restated Consolidated Financial Information or otherwise in this Draft Red Herring Prospectus, there are no off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that we believe are material to investors.

In order to minimize any adverse effects on our financial performance, we use derivative financial instruments, such as foreign exchange forward contracts to hedge certain foreign currency risk exposures. Derivatives are used exclusively for hedging purposes and not as trading or speculative instruments. For information, see Note 30 of our Restated Consolidated Financial Information on page 252.

Contractual Obligations and Commitments

The following table sets forth certain information relating to future payments due under known contractual commitments as of March 31, 2018, aggregated by type of contractual obligation:

All figures in ₹ million

Particulars	As of March 31, 2018				
	Payment due by period				
	Total	Not later than 1 year	1-3 years	3 -5 years	More than 5 years
Contractual obligations (Works Contract)	0.91	0.91	-	-	-
Operating Lease obligations	23.46	20.55	2.91	-	-
Other non-current financial liabilities	242.78	45.72	176.00	21.06	-
Total Contractual Obligations	**267.15**	**67.18**	**178.91**	**21.06**	**-**

Capital Expenditures

As of March 31, 2016, 2017 and 2018, our capital expenditure towards additions to fixed assets (property, plant and equipment, capital work in progress and intangible assets) were ₹ 46.74 million, ₹ 88.56 million and ₹ 102.04 million, respectively. The following table sets forth the additions to our fixed assets during the period ended March 31, 2016, 2017 and 2018:

All figures in ₹ million

Particulars	Fiscal		
	2016	2017	2018
Property, plant and equipment	33.86	47.08	86.29
Intangible Assets	12.88	7.47	15.75
Capital Work in Progress	-	34.01	-
Total	**46.74**	**88.56**	**102.04**

We expect to meet our capital expenditure in the next three Fiscals through a mix of internal accruals and funding from financial institutions.

Related Party Transactions

We enter into various transactions with related parties in the ordinary course of business. Primarily these transactions include software licensing cost and annual maintenance charges from Dimension Data India Limited; software and consultancy services rendered and rent paid to Dimension Data Network Services Limited; CSR contribution to Lila Poonawalla Foundation and dividend paid (and proposed dividend) to Hatch Investments (Mauritius) Limited and Vastu IT Private Limited. For further information relating to our related party transactions, see Annexure V, Note 34 of our Restated Consolidated Financial Information on page 258.

Changes in Accounting Policies

We have historically prepared our financial statements in accordance with Indian GAAP. As required under applicable law, our Company transitioned from Indian GAAP to Ind AS and for the purposes of the transition to Ind AS, we have followed the guidance prescribed under Ind AS 101 – First Time Adoption of Indian Accounting Standards with April 1, 2016 being the transition date. For information relating to transition from Indian GAAP to Ind AS, see Annexure V – Notes to Restated Consolidated Financial Information – Note 2C: First Time Adoption of Ind AS on page 223. Except as disclosed in this Draft Red Herring Prospectus, there have been no changes in our accounting policies in the last five fiscal years/ periods.

Auditor Observations

There have been no reservations/ qualifications/ adverse remarks/ matters of emphasis highlighted by our statutory auditors in their audit reports on the audited consolidated and standalone financial statements for the last five fiscals preceding the date of this Draft Red Herring Prospectus. In addition, out Statutory Auditors have made no reservations/ qualifications/ adverse remarks/ matters of emphasis in the auditors' reports on the Restated Financial Information included in this Draft Red Herring Prospectus.

Quantitative and Qualitative Disclosures about Market Risk

We are exposed to various types of market risks during the normal course of business. Market risk is the risk of loss related to adverse changes in market prices, including interest rate risk and commodity risk. We are exposed to commodity risk, liquidity risk, credit risk and inflation risk and in the normal course of our business.

Foreign Exchange Risk

We are exposed to exchange rate risk as a significant portion of our revenues and expenditure are denominated in foreign currencies. Services that we export are paid for in foreign currency. Any appreciation in the value of the Indian Rupee against South African Rand, the US Dollar or other foreign currencies would decrease the realization of Indian Rupee value of our services. The exchange rate between the Indian Rupee and each of the South African Rand and US Dollar has changed substantially in recent years and may continue to fluctuate significantly in the future. Adverse movements in foreign exchange rates may adversely affect our results of operations and financial condition. Further, we are exposed to risks that arise due to any movements in exchange rates in the period between when a purchase order is placed by a customer on us to the time settlement is done of the Indian Rupee equivalent of the relevant foreign currency amount.

Liquidity Risk

Liquidity risk is the risk that we will encounter difficulties in meeting the obligations associated with our financial liabilities that are settled by delivering cash or another financial asset. Our approach to managing liquidity is to ensure, as far as possible, that we will have sufficient liquidity to meet our liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to our reputation.

Credit Risk

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. We are exposed to credit risk from our operating activities, primarily from trade receivables. We typically have credit terms of 45 days to 60 days with our customers. As of March 31, 2016, 2017 and 2018, our trade receivables were ₹ 676.32 million, ₹ 788.96 million, ₹ 751.95 million (net of provisions), respectively.

Inflation

In recent years, India has experienced relatively high rates of inflation. While we believe inflation has not had any material impact on our business and results of operations, inflation generally impacts the overall economy and business environment and hence could affect us.

Total turnover of each major industry segment in which the company operated

We have one primary business activity and operate in one industry segment, which is ‘Software related services’.

Unusual or Infrequent Events or Transactions

Except as described in this Draft Red Herring Prospectus, there have been no other events or transactions that, to our knowledge, may be described as “unusual” or “infrequent”.

Known Trends or Uncertainties

Other than as described in this Draft Red Herring Prospectus, particularly in the sections “*Risk Factors*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” on pages 18 and 361, respectively, to our knowledge, there are no known trends or uncertainties that are expected to have a material adverse impact on our revenues or income from continuing operations.

New Products or Business Segments

We have not publicly announced any new products or business segments nor have there been any material increases in our revenues due to increased disbursements and introduction of new products.

Future Relationship between Cost and Income

Other than as described elsewhere in the sections “*Risk Factors*”, “*Our Business*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” on pages 18, 112 and 361, respectively, to our knowledge there are no known factors that will have a material adverse impact on our operations and finances.

Seasonality of Business

Our quarterly operating results have been and will continue to be, subject to variation, depending on several factors that may cause us to record higher revenue in some quarters compared with others. In addition, if our rate of growth slows over time, cyclical variations in our operations may become more pronounced, and our business, results of operations and financial positions may be adversely affected.

Our business is not seasonal in nature.

Significant Dependence on a Single or Few Customers or Suppliers

Other than as described in this Draft Red Herring Prospectus, particularly in sections "*Risk Factors*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 18 and 361, respectively, to our knowledge, there is no significant dependence on a single or few customers or suppliers.

Competitive Conditions

We operate in a competitive environment. See sections, "*Our Business*", "*Industry Overview*" and "*Risk Factors*" on pages 112, 101 and 18, respectively.

Significant Developments after March 31, 2018 that may affect our Future Results of Operations

Except as disclosed in this section including under "*– Significant Factors Affecting Our Results of Operations and Financial Condition*", "*Our Business*" and "*History and Certain Corporate Matters*" on pages 365, 112 and 139, respectively, to our knowledge no circumstances have arisen since March 31, 2018, that could materially and adversely affect or are likely to affect, our operations or profitability, or the value of our assets or our ability to pay our material liabilities within the next 12 months.

FINANCIAL INDEBTEDNESS

As on June 30, 2018, our Company does not have any outstanding financial indebtedness. For further details, see "*Financial Statements*" beginning on page 181.

SECTION VI – LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND OTHER MATERIAL DEVELOPMENTS

Except as stated in this section there are no outstanding (a)criminal proceedings;(b) actions taken by statutory or regulatory authorities;(c) claims related to direct and indirect taxes; and (d) other pending litigations, as determined to be material by our Board of Directors in accordance with the SEBI ICDR Regulations, in each case involving our Company, Subsidiaries, Directors, Promoters or Group Companies.

Further, except as disclosed in this section, there are no (i) outstanding proceedings initiated against our Company for economic offences; (ii) disciplinary actions taken by the SEBI or a recognised stock exchange against our Promoters and Group Companies, in the last five years immediately preceding the date of this Draft Red Herring Prospectus, including outstanding action;(iii) outstanding dues to creditors as determined material by our Board of Directors in accordance with the SEBI ICDR Regulations; and (iv) outstanding dues to a small scale undertaking and other creditors.

*Our Board, at its meeting held on May 15, 2018, has adopted a policy for identification of material litigation and material creditors for the purposes of disclosure in this Draft Red Herring Prospectus in accordance with the SEBI ICDR Regulations ("**Materiality Policy**").*

In terms of the Materiality Policy, other than outstanding criminal proceedings, statutory or regulatory actions and tax proceedings mentioned in point (a) to (c) above, all other pending litigation involving our Company or Subsidiaries or Directors or individual Promoter (i) having a monetary amount of claim in excess of 5% of the total consolidated revenue of our Company as per the last annual consolidated financial statements of the Company included in this Draft Red Herring Prospectus i.e., ₹216.40 million, by or against our Company, Subsidiaries, Directors or individual Promoter; or (ii) wherein a monetary liability is not quantifiable, adverse outcome in which could have material adverse impact on the business, operations, prospects or reputation of our Company, shall be considered "material" and accordingly have been disclosed in this Draft Red Herring Prospectus. Further, any other pending litigation involving the Company's corporate Promoters shall be considered 'material', if such litigation relates to such corporate Promoter's business interest in India and if adverse outcome in such litigation may have a material adverse effect on the financial performance of either the Company or the corporate Promoter

Further, in terms of the Materiality Policy, our Company considers such creditors 'material' to whom the amount due exceeds five per cent of the consolidated trade payables of our Company as per the latest audited financial statements of our Company included Restated Consolidated Financial Information included in this Draft Red Herring Prospectus i.e. ₹5.77 million, and accordingly the details of the aggregate outstanding dues to such material creditors have been disclosed in this Draft Red Herring Prospectus in a consolidated manner.

It is clarified that for the purposes of the above, pre-litigation notices (other than those issued by statutory or regulatory authorities including tax authorities) received by our Company, Subsidiaries, Directors, Group Companies or Promoters shall not be considered as outstanding litigation until such time that our Company or any of Subsidiaries, Directors, Group Companies, or Promoters as the case may be, is made a party to proceedings initiated before any court, tribunal or governmental authority.

Unless stated to the contrary, the information provided below is as of the date of this Draft Red Herring Prospectus.

All terms defined in a particular litigation disclosure below are for that particular litigation only.

I. Litigations involving our Company

1. *Outstanding actions taken by statutory or regulatory authorities*

   (a) The Assistant Registrar of Companies, Pune ("**ROC Pune**") issued a show cause notice to our Company on May 17, 2018, for non-filing of Form CRL-1 ("**Form**") which requires all companies to disclose the number of layers of subsidiaries in excess of the prescribed two layers as prescribed under Rule no. 2 (1) of the Companies (Restriction on number of layers) Rules, 2017 ("**Rules**"). Our Company vide its letter dated May 21, 2018 replied to the ROC Pune. Our Company subsequently informed the ROC about the Form submission and requested the ROC Pune to drop the SCN. Our Company has not received any further communication from the ROC Pune in this regard.

(b) The Directorate of Enforcement issued a show cause notice dated August 9, 2015, received by our Company on August 11, 2016 ("**SCN**") under section 37 of the Foreign Exchange Management Act, 1999 to our Company, directing our Company to submit details in relation to our Company's export proceeds and import remittances and advances. Our Company replied to the notice on August 19, 2016 along with details requested by the Directorate of Enforcement. Our Company has received no further communication from the Directorate of Enforcement in this regard.

2. *Tax Proceedings involving our Company*

Nature of case	Number of cases outstanding	Amount involved (in ₹ million)
Direct Tax	2	5.00
Total	**2**	**5.00**

II. Litigation involving our Subsidiaries

1. *Nihilent Nigeria Limited*

Nature of case	Number of cases outstanding	Amount involved (in ₹ million)
Direct Tax	1	0.79
Total	**1**	**0.79**

** Tax matters pertaining to Nihilent Nigeria Limited under direct tax as in Nigeria there is one tax authority which deals with all types of taxes like income tax, VAT/GST, customs etc.*

2. *Intellect Bizware Services Pvt. Ltd.*

Nature of case	Number of cases outstanding	Amount involved (in ₹ million)
Indirect Tax	1	0.84
Total	**1**	**0.84**

III. Litigation involving our Group Companies

*Outstanding litigation involving Dimension Data India Private Limited ("**DD India**")*

1. *Outstanding criminal proceedings:*

(a) DD India has filed an FIR under sections 34, 403, 406, 408, 420 and 468 of the Indian Penal Code, 1860 against one of its employees for misappropriation of funds to the tune of ₹12 lakhs. The matter is currently pending.

(b) DD India has initiated two proceedings under section 138 of the Negotiable Instruments Act, 1881 in relation to dishonour of cheques aggregating an amount of ₹ 4 crores against NxtGen, Datacenter and Cloud Technologies Private Limited before the Court of Metropolitan Magistrate, Esplanade, Mumbai. The matters are currently pending.

2. *Outstanding actions taken by statutory or regulatory authorities*

The Commercial Tax Department issued a notice against DD India on June 11, 2018 in relation to profession tax assessment. The same was responded to by DD India along with relevant documents on June 18, 2018. DD India has not received any further communication from the commercial department.

3. *Tax Proceedings involving DD India*

Nature of case	Number of cases outstanding	Amount involved (in ₹ million)
Direct Tax	9	1,125.03
Indirect Tax	42	268.84
Total	**51**	**1,397.87**

IV. Outstanding dues to small scale undertakings and other creditors

As of March 31, 2018, we had 107 creditors. The aggregate amount outstanding to such creditors as on March 31, 2018 was ₹115.49 million.

Based on the Materiality Policy, as on March 31, 2018, our Company owed an aggregate amount of ₹ 11.65 million to 1 material creditor of our Company.

As of March 31, 2018, our Company owed ₹ Nil to micro and small enterprises, as defined under the Micro, Small and Medium Enterprises Development Act, 2006.

The details pertaining to amounts due towards such creditors are available on the website of our Company at the following link: https://www.nihilent.com/investors/outstanding-creditors-report/. It is clarified that information provided on the website of our Company is not a part of this Draft Red Herring Prospectus and should not be deemed to be incorporated by reference. Anyone placing reliance on any other source of information, including our Company's website, https://www.nihilent.com/ would be doing so at their own risk.

V. Material Developments

Except as stated in "*Management's Discussion and Analysis of Financial Condition and Results of Operation – Significant Developments after March 31, 2018 that may affect our Future Results of Operations*" on page 392, no circumstances have arisen since March 31, 2018, which materially and adversely affect or are likely to affect, our operations or earnings taken as a whole, the value of our consolidated assets or our ability to pay our material liabilities within the next twelve months.

GOVERNMENT AND OTHER APPROVALS

Except as disclosed herein, we have obtained all material consents, licenses, permissions and approvals from various governmental, statutory and regulatory authorities in India, which are necessary for undertaking our Company's and Subsidiaries' business. Except as stated below, no material approvals are required for carrying on the present business operations of our Company and Subsidiaries. Unless otherwise stated, these approvals are valid as on the date of this Draft Red Herring Prospectus. For details in connection with the regulatory and legal framework within which our Company operates, see "Regulations and Policies" on page 133.

For Issue related approvals, see "Other Regulatory and Statutory Disclosures" on page 399 and for incorporation details of our Company, see "History and Certain Corporate Matters" on page 139.

1. Approvals for our business and operations

We require various approvals to carry on our operations in India. Some of these may expire in the ordinary course of business and applications for renewal of these approvals are submitted in accordance with applicable procedures and requirements. An indicative list of the material approvals required by us for conducting the operations of our Company are provided below:

Business related registrations

Green Card of our Company under the Software Technology Parks Scheme is MIT/STPI-P/2016-2017/519 dated October 25, 2016 valid up to October 31, 2021 as well letter of permission issued by the Software Technology Parks of India.

Tax related registrations

(a) Permanent account number issued by the Income Tax Department under the Income Tax Act, 1961.

(b) Maharashtra Profession Tax registration number issued by Department of Sales Tax, Maharashtra under Maharashtra State Tax on Professions, Traders, Callings and Employments Act, 1975.

(c) Tax deduction account number issued by the Income Tax Department under the Income Tax Act, 1961.

(d) Goods and service tax registration issued by the Government of India and the state governments, wherever applicable, under the Goods and Services Tax Act, 2017.

Labour/employment related approvals

(a) Registration for employees' provident fund issued by the Employees' Provident Fund Organization under the Employees' Provident Funds and Miscellaneous Provisions Act, 1952.

(b) Registration for employees' insurance issued by the Regional Office, Employees State Insurance Corporation of different states in India under the Employees' State Insurance Act, 1948.

Shops and Establishments Registrations

In states where our unit and offices are operational, registrations under the respective shops and establishments acts of those states, wherever enacted and in force, would be required. The term of such registrations and renewal requirements as well as processes may differ under the various applicable state legislations and may be subject to periodic renewals, as applicable.

Other Approvals including approvals obtained by our Subsidiaries

(a) Importer-exporter code issued by the Office of Joint Director General of Foreign Trade.

(b) Non-STP unit registration issued by Software Technology Parks of India, Ministry of Electronics & Information Technology to our Subsidiary, Nihilent Analytics Limited.

(c) Non- STP unit registration issued Software Technology Parks of India to our Subsidiary Intellect Bizware Services Private Limited.

2. Approvals for which applications have been made and are pending

Pursuant a resolution of the Board dated March 23, 2017, the Board approved disinvestment of the Company's stake in the Nihilent Tanzania. Our Company has filed an application with the RBI in relation to this disinvestment and is awaiting approval of the RBI in this regard.

3. Intellectual Property Related Approvals

Trademarks

Our Company has 27 registered and valid trademark approvals for various products under various classes including classes 9,16, 35, 36, and 42 granted by the Registrar of Trademarks under the Trademarks Act, 1999 in India. Our Subsidiary, Nihilent Analytics Limited, has one registered and valid trademark approval under class 42 granted by the Registrar of Trademarks under the Trademarks Act, 1999 in India

Further, our Company has 10 pending applications for registration of a trademarks under various classes including classes 9 and 16 filed with the Registrar of Trademarks under the Trademarks Act, 1999 in India.

Our Company has 8 registered and valid trademark approvals for various products under various classes including classes 9,16, 35, 36 and 42 in various countries including South Africa, Germany, Australia, United States of America and the United Kingdom.

Copyrights

Our Company has a copyright bearing registration number L-21816/2003 granted by the Copyrights Office under the Copyrights Act, 1957 in the literary work titled Knowledge Management Practice Manual dated September 25, 2003.

Further, our Subsidiary, Nihilent Analytics Limited has a copyright bearing registration number 5436/2016-CO/L granted by the Copyrights Office under the Copyrights Act, 1957 in the class of work of computer software titled 'Turfview Analytics'.

Patents outside India

Our Promoter, L.C. Singh has been granted two patents by the Republic of South Africa (Patent Nos. 2002/1681 and 2009/04401) in connection with inventions titled 'A method and an apparatus for providing and creating an organization that has in built capability of growth, learning and development' ($MC^{3\,TM}$) and 'Systems for Customer Loyalty Evaluation' (14Signals) respectively.

4. Approvals outside India

We have business operations in South Africa, United States of America, Australia, United Kingdom, Tanzania and Nigeria. We have obtained all material approvals for our business operations in these countries.

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Issue

Corporate Approvals

- Our Board of Directors has authorised the Issue by a resolution passed in their meeting held on May 15, 2018.

- Our Shareholders have approved and authorised the Issue by way of a special resolution passed by at their extraordinary general meeting held on July 10, 2018.

- This Draft Red Herring Prospectus has been approved by our Board and IPO Committee *vide* their resolutions in their respective meetings dated August 6, 2018 and August 9, 2018, respectively.

Approval from the Selling Shareholders

For details on the authorisations of the Selling Shareholders in relation to the Issue, see "*The Issue*" on page 65.

The Selling Shareholders specifically confirm that, as required under Regulation 26(6) of the SEBI ICDR Regulations, they have held the Offered Shares for a period of at least one year prior to the date of filing of this Draft Red Herring Prospectus, and that they are the legal and beneficial owners of the Offered Shares.

In-principle listing approvals

Our Company has received in-principle approvals from BSE and NSE for the listing of our Equity Shares pursuant to letters dated [●] and [●], respectively.

Prohibition by the SEBI, the RBI or other authorities

None of our Company, our Directors, Group Companies, our Promoters, members of the Promoter Group or persons in control of our Company are or have been debarred or prohibited from accessing or operating in the capital markets or restrained from buying, selling or dealing in securities under any order or direction passed by the SEBI or any other authorities. Neither our Promoters nor any of our Directors or persons in control of our Company were or are associated as a promoter, director, or person in control of any other company which is debarred or prohibited from accessing or operating in the capital market or restrained from buying, selling or dealing in securities under any order or directions made by the SEBI or any other authorities. Further, there have been no violations of securities laws committed by them in the past or are currently pending against them.

The Selling Shareholders specifically confirm that they have not been prohibited from accessing or operating in the capital markets or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI or any other authority. Further, the Selling Shareholders specifically confirm that they have not been declared as a wilful defaulter, as defined under the SEBI ICDR Regulations. There are no violations of securities laws committed by the Selling Shareholders in the past or are currently pending against them. The Selling Shareholders also specifically confirm that their respective portion of Offered Shares are free from any lien, encumbrance, transfer restrictions or third party rights.

None of our Directors or the entities that our Directors are associated with, are associated with the securities market in any manner, including securities market related business and no action has been taken by SEBI against our Directors or any entity in which our Directors are involved as promoters and/or directors.

None of our Company, our Subsidiaries, our Promoters, member of the Promoter Group, our Directors or the relatives of our Promoters and our Group Companies are or have been identified as wilful defaulters, as defined under the SEBI ICDR Regulations.

Eligibility for the Issue

The listing of any security of our Company and its Subsidiaries has never been refused by any of the stock exchanges, at any time. Our Company is eligible for the Issue in accordance with the Regulation 26(1) of the SEBI ICDR Regulations, as described below:

- Our Company has net tangible assets of at least ₹30 million in each of the preceding three full years (of 12 months each) of which not more than 50% are held in monetary assets, on a standalone as well as on a consolidated basis;

- Our Company has a minimum average pre-tax operating profit of ₹150 million, calculated on a restated and consolidated basis, during the three most profitable years out of the immediately preceding five years;

- Our Company has a pre-Issue net worth of at least ₹10 million in each of the three preceding full years (of 12 months each), on a standalone as well as on a consolidated basis;

- The aggregate size of the proposed Issue and all previous issues made in the same Fiscal in terms of the Issue size is not expected to exceed five times the pre-Issue net worth of our Company as per the audited balance sheet of the preceding Fiscal; and

- Our Company's name was changed from 'Nihilent Technologies Limited' to 'Nihilent Limited' since the Company has been providing a range of services, including consulting, design thinking , SAP, etc. and consequently, a fresh certificate of incorporation dated January 22, 2018 was issued by the RoC recording the change of our Company's name to its present name. However, there has not been any corresponding change in the business activities of our Company.

Our Company's net tangible assets, pre-tax operating profit, as restated, net worth, monetary assets and monetary assets as a percentage of the net tangible assets derived from the Restated Standalone Financial Information are set forth below:

(₹ in million)

Particulars	As at or for the Fiscal Year ended March 31				
	2018	2017	2016	2015	2014
Net tangible assets (i)	2,338.02	2,156.27	1,833.27	1,770.20	1,481.50
Pre-tax operating profit (ii)	528.43	424.85	352.04	622.77	641.26
Net worth (iii) (iv)	2,423.46	2,229.13	1,884.95	1,823.32	1,527.92
Monetary assets (v)	346.56	314.30	487.40	546.96	528.96
Monetary assets as a percentage of the net tangible assets (vi)	14.8%	14.6%	26.6%	30.9%	35.7%

Our Company's net tangible assets, pre-tax operating profit and net worth, monetary assets and monetary assets as a percentage of the net tangible assets derived from our Restated Consolidated Financial Information are set forth below:

(₹ in million)

Particulars	As at or for the Fiscal Year ended March 31				
	2018	2017	2016	2015	2014
Net tangible assets (i)	1,354.31	1,159.93	1,167.50	1,473.47	1,442.99
Pre-tax operating profit (ii)	636.37	465.93	398.46	574.96	617.61
Net worth (iii) (iv)	2,053.08	1,829.80	1,522.08	1,729.04	1,481.15
Monetary assets (v)	622.80	596.05	637.87	676.92	544.08
Monetary assets as a percentage of the net tangible assets (vi)	46.0%	51.4%	54.6%	45.9%	37.7%

Notes:

(i) *Net tangible assets means the sum of all net assets of our Company excluding deferred tax assets/liabilities (net) and intangible assets as per Indian Accounting Standard (IND AS) 12 and Indian Accounting Standard (IND AS) 38, respectively, as defined under Companies (Indian Accounting Standards) Rules, 2015 (as amended) under Section 133 of Companies Act, 2013.*

(ii) *Restated pre-tax operating profit has been calculated as restated net profit before tax excluding other income and finance costs, each on a restated basis.*

(iii) *Net worth has been defined as the aggregate of share capital and reserves and surplus excluding non controlling interest'*

(iv) *Monetary Assets means cash on hand, cheques in hand and balance with banks (including deposit accounts).*

(v) *Monetary Assets as a percentage of the net tangible assets means Monetary Assets as restated divided by net tangible assets, as restated, expressed as a percentage;*

(vi) *Fiscals 2018, 2015 and 2014 are the three most profitable years out of the immediately preceding five Fiscals in terms of our restated consolidated financial information.*

Further, in accordance with Regulation 26(4) of the SEBI ICDR Regulations, our Company and Selling Shareholders shall ensure that the number of Allottees under the Issue shall be not less than 1,000, failing which, the entire application money shall be refunded forthwith/unblocked in the respective ASBA Accounts of the ASBA Bidders, as applicable.

Our Company is in compliance with conditions specified in Regulations 4(2) and 4(5)(a) of the SEBI ICDR Regulations to the extent applicable.

DISCLAIMER CLAUSE OF THE SEBI

AS REQUIRED, A COPY OF THIS DRAFT RED HERRING PROSPECTUS HAS BEEN SUBMITTED TO SEBI. IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THIS DRAFT RED HERRING PROSPECTUS TO THE SEBI SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY THE SEBI. THE SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THIS DRAFT RED HERRING PROSPECTUS. THE BRLM, BEING MOTILAL OSWAL INVESTMENT ADVISORS LIMITED HAS CERTIFIED THAT THE DISCLOSURES MADE IN THIS DRAFT RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 IN FORCE FOR THE TIME BEING. THIS REQUIREMENT IS TO FACILITATE BIDDERS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED ISSUE.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY AND THE SELLING SHAREHOLDERS ARE PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS DRAFT RED HERRING PROSPECTUS, THE BRLM IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY AND THE SELLING SHAREHOLDERS DISCHARGE THEIR RESPONSIBILITY ADEQUATELY, IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BRLM, BEING MOTILAL OSWAL INVESTMENT ADVISORS LIMITED HAS FURNISHED TO THE SEBI A DUE DILIGENCE CERTIFICATE DATED AUGUST 9, 2018, 2018 WHICH READS AS FOLLOWS:

WE, THE BRLM TO THE ABOVE MENTIONED ISSUE, STATE AND CONFIRM AS FOLLOWS:

1. **WE HAVE EXAMINED VARIOUS DOCUMENTS INCLUDING THOSE RELATING TO LITIGATION LIKE COMMERCIAL DISPUTES, PATENT DISPUTES, DISPUTES WITH COLLABORATORS, ETC. AND OTHER MATERIAL DOCUMENTS IN CONNECTION WITH THE FINALISATION OF THE DRAFT RED HERRING PROSPECTUS ("DRHP") PERTAINING TO THE SAID ISSUE;**

2. **ON THE BASIS OF SUCH EXAMINATION AND THE DISCUSSIONS WITH THE COMPANY, ITS DIRECTORS AND OTHER OFFICERS, OTHER AGENCIES AND INDEPENDENT VERIFICATION OF THE STATEMENTS CONCERNING THE OBJECTS OF THE ISSUE, PRICE JUSTIFICATION AND THE CONTENTS OF THE DOCUMENTS AND OTHER PAPERS FURNISHED BY THE COMPANY AND THE SELLING SHAREHOLDERS, WE CONFIRM THAT:**

   A. **THE DRHP FILED WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA ("SEBI") IS IN CONFORMITY WITH THE DOCUMENTS, MATERIALS AND PAPERS RELEVANT TO THE ISSUE;**

   B. **ALL THE LEGAL REQUIREMENTS RELATING TO THE ISSUE AS ALSO THE REGULATIONS, GUIDELINES, INSTRUCTIONS, ETC. FRAMED/ISSUED BY THE SEBI, THE CENTRAL GOVERNMENT AND ANY OTHER COMPETENT AUTHORITY IN THIS BEHALF HAVE BEEN DULY COMPLIED WITH; AND**

   C. **THE DISCLOSURES MADE IN THE DRHP ARE TRUE, FAIR AND ADEQUATE TO ENABLE THE INVESTORS TO MAKE A WELL INFORMED DECISION AS TO THE INVESTMENT IN THE PROPOSED ISSUE AND SUCH DISCLOSURES ARE IN ACCORDANCE WITH THE REQUIREMENTS OF THE COMPANIES ACT, 1956, AS AMENDED AND REPLACED BY THE COMPANIES ACT, 2013, TO THE EXTENT IN FORCE), THE COMPANIES ACT, 2013, THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE**

REQUIREMENTS) REGULATIONS, 2009, AS AMENDED (THE "SEBI ICDR REGULATIONS") AND OTHER APPLICABLE LEGAL REQUIREMENTS.

3. WE CONFIRM THAT BESIDES OURSELVES, ALL THE INTERMEDIARIES NAMED IN THE DRHP ARE REGISTERED WITH SEBI AND THAT TILL DATE SUCH REGISTRATION IS VALID;

4. WE HAVE SATISFIED OURSELVES ABOUT THE CAPABILITY OF THE UNDERWRITERS TO FULFIL THEIR UNDERWRITING COMMITMENTS. – NOTED FOR COMPLIANCE;

5. WE CERTIFY THAT WRITTEN CONSENT FROM THE PROMOTERS HAVE BEEN OBTAINED FOR INCLUSION OF THEIR EQUITY SHARES AS PART OF PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN AND THE SPECIFIED SECURITIES PROPOSED TO FORM PART OF PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN SHALL NOT BE DISPOSED/SOLD/TRANSFERRED BY THE PROMOTERS DURING THE PERIOD STARTING FROM THE DATE OF FILING OF THE DRHP WITH THE SEBI TILL THE DATE OF COMMENCEMENT OF LOCK-IN PERIOD AS STATED IN THE DRHP;

6. WE CERTIFY THAT REGULATION 33 OF THE SEBI ICDR REGULATIONS, WHICH RELATES TO SPECIFIED SECURITIES INELIGIBLE FOR COMPUTATION OF PROMOTERS' CONTRIBUTION, HAS BEEN DULY COMPLIED WITH AND APPROPRIATE DISCLOSURES AS TO COMPLIANCE WITH THE SAID REGULATION HAVE BEEN MADE IN THE DRHP. - COMPLIED WITH AND NOTED FOR COMPLIANCE;

7. WE UNDERTAKE THAT SUB-REGULATION (4) OF REGULATION 32 AND CLAUSES (C) AND (D) OF SUB-REGULATION (2) OF REGULATION 8 OF THE SEBI ICDR REGULATIONS SHALL BE COMPLIED WITH. WE CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE RECEIVED AT LEAST ONE DAY BEFORE THE OPENING OF THE ISSUE. WE UNDERTAKE THAT AUDITORS' CERTIFICATE TO THIS EFFECT SHALL BE DULY SUBMITTED TO SEBI. WE FURTHER CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE KEPT IN AN ESCROW ACCOUNT WITH A SCHEDULED COMMERCIAL BANK AND SHALL BE RELEASED TO THE COMPANY ALONG WITH THE PROCEEDS OF THE PUBLIC ISSUE. – NOT APPLICABLE;

8. WE CERTIFY THAT THE PROPOSED ACTIVITIES OF THE COMPANY FOR WHICH THE FUNDS ARE BEING RAISED IN THE PRESENT OFFER FALL WITHIN THE 'MAIN OBJECTS' LISTED IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OR OTHER CHARTER OF THE COMPANY AND THAT THE ACTIVITIES WHICH HAVE BEEN CARRIED OUT UNTIL NOW ARE VALID IN TERMS OF THE OBJECT CLAUSE OF ITS MEMORANDUM OF ASSOCIATION.- COMPLIED WITH TO THE EXTENT APPLICABLE;

9. WE CONFIRM THAT NECESSARY ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT THE MONIES RECEIVED PURSUANT TO THE ISSUE ARE KEPT IN A SEPARATE BANK ACCOUNT AS PER THE PROVISIONS OF SUB SECTION (3) OF SECTION 40 OF THE COMPANIES ACT, 2013 AND THAT SUCH MONEYS SHALL BE RELEASED BY THE SAID BANK ONLY AFTER PERMISSION IS OBTAINED FROM ALL THE STOCK EXCHANGES MENTIONED IN THE PROSPECTUS. WE FURTHER CONFIRM THAT THE AGREEMENT ENTERED INTO BETWEEN THE BANKERS TO THE ISSUE, THE SELLING SHAREHOLDERS AND THE COMPANY SPECIFICALLY CONTAINS THIS CONDITION. – NOTED FOR COMPLIANCE. ALL MONIES RECEIVED OUT OF THE ISSUE SHALL BE CREDITED/TRANSFERRED TO A SEPARATE BANK ACCOUNT AS REFERRED TO IN SUB-SECTION (3) OF SECTION 40 OF THE COMPANIES ACT, 2013;

10. WE CERTIFY THAT A DISCLOSURE HAS BEEN MADE IN THE DRHP THAT THE INVESTORS SHALL BE GIVEN AN OPTION TO GET THE SHARES IN DEMAT OR PHYSICAL MODE. – NOT APPLICABLE. UNDER SECTION 29 OF THE COMPANIES ACT, 2013, EQUITY SHARES IN THE ISSUE WILL BE ISSUED IN DEMATERIALISED FORM ONLY;

11. WE CERTIFY THAT ALL THE APPLICABLE DISCLOSURES MANDATED IN THE SEBI ICDR

REGULATIONS HAVE BEEN MADE IN ADDITION TO DISCLOSURES WHICH, IN OUR VIEW, ARE FAIR AND ADEQUATE TO ENABLE THE INVESTOR TO MAKE A WELL INFORMED DECISION;

12. WE CERTIFY THAT THE FOLLOWING DISCLOSURES HAVE BEEN MADE IN THE DRHP:

A. AN UNDERTAKING FROM THE COMPANY THAT AT ANY GIVEN TIME, THERE SHALL BE ONLY ONE DENOMINATION FOR THE EQUITY SHARES OF THE COMPANY; AND

B. AN UNDERTAKING FROM THE COMPANY THAT IT SHALL COMPLY WITH SUCH DISCLOSURE AND ACCOUNTING NORMS SPECIFIED BY SEBI FROM TIME TO TIME;

13. WE UNDERTAKE TO COMPLY WITH THE REGULATIONS PERTAINING TO ADVERTISEMENT IN TERMS OF THE SEBI ICDR REGULATIONS WHILE MAKING THE ISSUE. – NOTED FOR COMPLIANCE;

14. WE ENCLOSE A NOTE EXPLAINING HOW THE PROCESS OF DUE DILIGENCE HAS BEEN EXERCISED BY US IN VIEW OF THE NATURE OF CURRENT BUSINESS BACKGROUND OF THE COMPANY, SITUATION AT WHICH THE PROPOSED BUSINESS STANDS, THE RISK FACTORS, PROMOTERS' EXPERIENCE, ETC.;

15. WE ENCLOSE A CHECKLIST CONFIRMING REGULATION-WISE COMPLIANCE WITH THE APPLICABLE PROVISIONS OF THE SEBI ICDR REGULATIONS, CONTAINING DETAILS SUCH AS THE REGULATION NUMBER, ITS TEXT, THE STATUS OF COMPLIANCE, PAGE NUMBER OF THE DRHP WHERE THE REGULATION HAS BEEN COMPLIED WITH AND OUR COMMENTS, IF ANY;

16. WE ENCLOSE A STATEMENT ON 'PRICE INFORMATION OF PAST ISSUES HANDLED BY MERCHANT BANKERS (WHO ARE RESPONSIBLE FOR PRICING THE ISSUE)', AS PER FORMAT SPECIFIED BY THE SEBI THROUGH CIRCULAR;

17. WE CERTIFY THAT PROFITS FROM RELATED PARTY TRANSACTIONS HAVE ARISEN FROM LEGITIMATE BUSINESS TRANSACTIONS. – COMPLIED WITH TO THE EXTENT OF THE RELATED PARTY TRANSACTIONS OF THE COMPANY, AS PER THE INDIAN ACCOUNTING STANDARD 24, AS APPLICABLE IN THE FINANCIAL STATEMENTS AND INCLUDED IN THE DRHP, AS CERTIFIED BY KIRTANE & PANDIT LLP, CHARTERED ACCOUNTANTS, ICAI FIRM REGISTRATION NUMBER 105215W, PURSUANT TO THEIR CERTIFICATE DATED AUGUST 8, 2018, 2018; AND

18. WE CERTIFY THAT THE ENTITY IS ELIGIBLE UNDER 106Y (1) (A) OR (B) (AS THE CASE MAY BE) TO LIST ON THE INSTITUTIONAL TRADING PLATFORM, UNDER CHAPTER XC OF THE SEBI ICDR REGULATIONS. (IF APPLICABLE). - NOT APPLICABLE.

The filing of this Draft Red Herring Prospectus does not, however, absolve the Company or any person who has authorised the issue of this Draft Red Herring Prospectus from any liabilities under Section 34 or Section 36 of the Companies Act, 2013 or from the requirement of obtaining such statutory and/or other clearances as may be required for the purpose of the Issue. SEBI further reserves the right to take up at any point of time, with the BRLM, any irregularities or lapses in this Draft Red Herring Prospectus.

The filing of this Draft Red Herring Prospectus also does not absolve the Selling Shareholders from any liabilities to the extent of the statements specifically made or confirmed by themselves in respect of themselves and of their respective Offered Shares, under Section 34 or Section 36 of Companies Act, 2013.

All legal requirements pertaining to the Issue will be complied with at the time of filing of the Red Herring Prospectus with the RoC in terms of Section 32 of the Companies Act, 2013. All legal requirements pertaining to the Issue will be complied with at the time of registration of the Prospectus with the RoC in terms of Sections 26, 30, 32, 33(1) and 33(2) of the Companies Act, 2013.

Price Information of past issues handled by the BRLM

A. Motilal Oswal Investment Advisors Limited

1. *Price information of past issues (during the current Fiscal and two Fiscals preceding the current Fiscal) handled by Motilal Oswal Investment Advisors Limited*

Sr. No.	Issue Name	Issue Size (Rs. million)	Issue Price (Rs.)	Listing Date	Opening Price on listing date	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1.	IndoStar Capital Finance Limited	18,440.00	572.00	21-May-18	600.00	-1.92% [+2.43%]	NA	NA
2.	MAS Financial Services Limited	4,600.42	459.00	18-Oct-17	660.00	28.45% [+0.71%]	35.80% [+4.79%]	31.55% [+3.11%]
3.	Dixon Technologies (India) Limited	5,992.79	1766.00	18-Sep-17	2,725.00	50.78% [+0.57%]	80.93% [+1.77%]	95.22% [+0.41%]
4.	AU Small Finance Bank Limited	19,125.14	358.00	10-July-17	530.00	53.60% [+1.40%]	71.80% [+2.14%]	95.38% [+8.06%]
5.	GTPL Hathway Limited	4,848.00	170.00	4-July-17	170.00	-13.32% [+4.16%]	-19.09% [+1.82%]	-2.94% [+9.54%]
6.	PSP Projects Limited	2,116.80	210.00	29-May-17	190.00	21.67% [-1.18%]	68.37% [+2.63%]	103.21% [+8.17%]
7.	Avenue Supermarts Limited	18,700.00	299.00	21-Mar-17	600.00	152.94% [+0.16%]	166.35% [+5.88%]	263.80% [+10.57%]
8.	BSE Limited	12,434.32	806.00	3-Feb-17	1,085.00	10.51% [+1.79%]	24.21% [+7.08%]	32.41% [+15.34%]
9.	S.P. Apparels Limited	2,391.20	268.00	12-Aug-16	275.00	27.33% [+2.24%]	17.09% [-0.54%]	51.94% [+1.11%]
10.	Parag Milk Foods Limited	7,505.37	215.00	19-May-16	217.50	17.07% [+4.97%]	48.67% [+11.04%]	38.93% [+6.59%]

Source: www.nseindia.com

Notes

i. The S&P CNX NIFTY is considered as the Benchmark Index.
ii. Price on NSE is considered for all of the above calculations.
iii. In the event any day falls on a holiday, the price/index of the immediately preceding working day has been considered.
iv. In Parag Milk Foods Limited, the issue price to retail individual investor and employees was ₹ 203 per equity share after a discount of ₹ 12 per equity share. The Anchor Investor Issue price was ₹ 227 per equity share.

2. *Summary statement of price information of past issues (during the current Fiscal and two Fiscals preceding the current Fiscal) handled by Motilal Oswal Investment Advisors Limited*

Fiscal	Total no. of IPOs	Total amount of funds raised (₹ in million)	No. of IPOs trading at discount as on 30th calendar day from listing date			No. of IPOs trading at premium as on 30th calendar day from listing date			No. of IPOs trading at discount as on 180th calendar day from listing date			No. of IPOs trading at premium as on 180th calendar day from listing date		
			Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%
2019*	1	18,440.00	NA	NA	1	NA	NA	NA	NA	NA	NA	NA	NA	NA
2018	5	36,683.15	NA	NA	1	2	1	1	NA	NA	1	3	1	NA
2017	4	41,000.89	NA	NA	NA	1	1	2	NA	NA	NA	2	2	NA

Source: www.nseindia.com
* The information is as on the date of the document
The information for each of the financial years is based on issues listed during such financial year.

Track record of past issues handled by the BRLM

For details regarding the track record of the BRLM, as specified under Circular reference CIR/MIRSD/1/2012 dated January 10, 2012 issued by the SEBI, see the website of the BRLM mentioned below.

BRLM	Website
Motilal Oswal Investment Advisors Limited	www.motilaloswalgroup.com

Caution – Disclaimer from our Company, our Directors, the Selling Shareholders and the BRLM

Our Company, our Directors, the Selling Shareholders and the BRLM accepts no responsibility for statements made otherwise than in this Draft Red Herring Prospectus or in the advertisements or any other material issued by or at our instance and anyone placing reliance on any other source of information, including our website, www.nihilent.com, or any website of any of our Subsidiaries or members of the Promoter Group, Promoters, Group Companies or any affiliate of our Company or the Selling Shareholders, would be doing so at their own risk.

The BRLM accepts no responsibility for statements made in this Draft Red Herring Prospectus, save to the limited extent as provided in the Issue Agreement entered into among the BRLM, the Selling Shareholders and our Company, and the Underwriting Agreement to be entered into among the Underwriters, the Selling Shareholders and our Company.

All information shall be made available by our Company, the Selling Shareholders and the BRLM to the Bidders and public at large and no selective or additional information would be made available by our Company or the Selling Shareholders or the BRLM for a section of the investors in any manner whatsoever, including at road show presentations, in research or sales reports, at Bidding Centres or elsewhere.

None among our Company, the Selling Shareholders or any member of the Syndicate shall be liable to the Bidders for any failure in uploading the Bids, due to faults in any software or hardware system, or otherwise.

The BRLM and its associates and affiliates, in their capacity as principal or agent, is and may in the future be involved in a wide range of commercial banking and investment banking activities globally (including investment advisory, asset management, research, securities issuance, trading (customer and proprietary) and brokerage). The BRLM and/or its respective associates and affiliates has engaged, and may in the future engage, in transactions with, and has performed, and may in the future perform, services for, our Company, the Selling Shareholders and their respective group companies, affiliates or associates or any third parties in the ordinary course of their commercial banking and investment banking activities, for which they may have received, and may in the future receive, compensation. In addition, in the ordinary course of their commercial banking and investment banking activities, the BRLM, and its respective associates and affiliates may at any time hold long or short positions, enter into asset swaps, credit derivatives or other derivative transactions relating to the Equity Shares, and may trade or otherwise effect transactions, for their own account or the accounts of their customers, in debt or equity securities (or related derivative instruments) or senior loans of our Company and/or any of its respective group companies, affiliates or associates or any third parties. As used herein, the term 'affiliate' means any person or entity that controls or is controlled by or is under common control with another person or entity.

Bidders will be required to confirm, and will be deemed to have represented to our Company, the Selling Shareholders, the Underwriters and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares, and will not issue, sell, pledge or transfer the Equity Shares to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. Our Company, the Selling Shareholders, the Underwriters and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares.

Disclaimer in respect of jurisdiction

This Issue is being made in India to persons resident in India who are competent to contract under the Indian Contract Act, 1872, as amended, including Indian nationals resident in India who are competent to contract under the Indian Contract Act, 1872, HUFs, companies, other corporate bodies and societies registered under the applicable laws in India and authorised to invest in equity shares, domestic Mutual Funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to permission from the RBI), systemically important non-banking financial company, or trusts under the applicable trust law, and who are authorised under their respective constitutions to hold and invest in equity shares, public financial institutions as specified under Section 2(72) of the Companies Act, 2013, multilateral and bilateral development financial institutions, state industrial development corporations, permitted insurance companies registered with IRDAI, insurance funds set up and managed by the Department of Posts, India, provident funds, national investment funds, venture capital funds, AIFs and pension funds and, to permitted non-residents including Eligible NRIs, FPIs registered with SEBI and QIBs provided they are eligible under all applicable laws and regulations to purchase the Equity Shares.

This Draft Red Herring Prospectus does not constitute an offer to sell or an invitation to subscribe to Equity Shares offered hereby, in any jurisdiction to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Draft Red Herring Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions. Any dispute arising out of this Issue will be subject to the jurisdiction of appropriate court(s) at Mumbai only.

No action has been or will be taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that this Draft Red Herring Prospectus has been filed with SEBI for its observations. Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and this Draft Red Herring Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Draft Red Herring Prospectus, nor any offer or sale hereunder, shall, under any circumstances, create any implication that there has been no change in our affairs or in the affairs of the Selling Shareholders from the date hereof or that the information contained herein is correct as of any time subsequent to this date.

The Equity Shares offered in the Issue have not been and will not be registered, listed or otherwise qualified in any jurisdiction except India and may not be offered or sold to persons outside of India except in compliance with the applicable laws of each such jurisdiction. In particular, the Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act"), or the laws of any state of the United States and may not be offered or sold in the United States (as defined in Regulation S under the U.S. Securities Act ("Regulation S")) except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. The Equity Shares are being offered and sold only outside the United States pursuant to Regulation S.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The Company, the BRLM and their affiliates, and others will rely upon the truth and accuracy of the foregoing representation, acknowledgement and agreement.

Bidders are advised to ensure that any Bid from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law. Further, each Bidder where required must agree in the Allotment Advice that such Bidder will not sell or transfer any Equity Shares or any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than in accordance with the applicable laws.

Disclaimer Clause of BSE

As required, a copy of this Draft Red Herring Prospectus shall be submitted to BSE. The disclaimer clause as intimated by BSE to our Company post scrutiny of this Draft Red Herring Prospectus shall be included in the Red Herring Prospectus and Prospectus prior to their filing with the RoC.

Disclaimer Clause of NSE

As required, a copy of this Draft Red Herring Prospectus shall be submitted to NSE. The disclaimer clause as intimated by NSE to our Company post scrutiny of this Draft Red Herring Prospectus shall be included in the Red Herring Prospectus and Prospectus prior to their filing with the RoC.

Filing

A copy of this Draft Red Herring Prospectus has been filed with the SEBI at Securities and Exchange Board of India, Plot No. C 4-A, G Block, Bandra Kurla Complex, Bandra East, Mumbai - 400 051, Maharashtra, India and simultaneously through the SEBI Intermediary Portal at https://sipotal.sebi.gov.in, in accordance with SEBI circular bearing reference SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018.

A copy of the Red Herring Prospectus, along with the documents required to be filed, will be delivered for registration to the RoC in accordance with Section 32 of the Companies Act, 2013, and a copy of the Prospectus required to be filed under Section 26 of the Companies Act, 2013 will be delivered for registration to the RoC situated at the address mentioned below.

Registrar of Companies, Maharashtra at Pune
PCNTDA Green Building,
Block A, 1st & 2nd Floor,
Near Akurdi Railway Station, Akurdi,
Pune – 411 044

Listing

The Equity Shares issued through the Red Herring Prospectus are proposed to be listed on BSE and NSE. Applications will be made to the Stock Exchanges for obtaining permission for listing and trading of the Equity Shares being offered and sold in the Issue and [●] is the Designated Stock Exchange, with which the Basis of Allotment will be finalised for the Issue.

If the permissions to deal in, and for an official quotation of the Equity Shares are not granted by any of the Stock Exchanges, our Company and the Selling Shareholders shall forthwith repay, all monies received from the applicants in pursuance of the Red Herring Prospectus in accordance with applicable law. Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading of Equity Shares at the Stock Exchanges are taken within six Working Days from the Bid/Issue Closing Date or within such other period as may be prescribed. If our Company does not allot Equity Shares pursuant to the Issue within six Working Days from the Bid/Issue Closing Date or within such timeline as prescribed by SEBI, it shall repay without interest all monies received from Bidders, failing which interest shall be due to be paid to the Bidders at the applicable rate of interest for the delayed period, in accordance with applicable law. For the avoidance of doubt, subject to applicable law, a Selling Shareholder shall not be responsible to pay interest for any delay, except to the extent such delay has been caused solely by such Selling Shareholder and to the extent of the Equity Shares being offered by the Selling Shareholders in the Offer for Sale.

The Selling Shareholders, severally and not jointly, undertake to provide such reasonable support and extend reasonable cooperation as may be requested by our Company and BRLM, in relation to their respective portion of the Offered Shares to the extent such support and cooperation is required from such parties to facilitate the process of listing and commencement of trading of the Equity Shares on the Stock Exchanges within six working days from the Bid/Issue Closing Date or such other period as may be prescribed.

Impersonation

Attention of the Bidders is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013, which is reproduced below:

"*Any person who:*

(a) *makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities, or*

(b) *makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or*

(c) *otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under section 447*."

The liability prescribed under Section 447 of the Companies Act, 2013 includes imprisonment for a term of not less than six months extending up to 10 years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount.

Consents

Consents in writing of (a) the Selling Shareholders, our Directors, our Company Secretary and Compliance Officer, the legal counsel appointed for the Issue, the bankers to our Company, the BRLM and Registrar to the Issue, in their respective capacities, have been obtained; and (b) the Syndicate Members, Bankers to the Issue/Escrow Bank and Refund Bank(s) to act in their respective capacities, will be obtained and filed along with a copy of the Red Herring Prospectus with the RoC, as required under Sections 26 and 32 of the Companies Act, 2013. Further, such consents have not been withdrawn as on the date of this Draft Red Herring Prospectus.

Our Company has received written consent dated August 9, 2018 from the Statutory Auditors, namely, Price Waterhouse Chartered Accountants LLP, Chartered Accountants to include its name as an expert under Section 26 of the Companies Act, 2013 in this Draft Red Herring Prospectus in relation to the reports of the Statutory Auditors dated August 9, 2018, on the Restated Standalone Financial Information and Restated Consolidated Financial Information of our Company, included in this Draft Red Herring Prospectus and such consent has not been withdrawn up to the time of delivery of this Draft Red Herring Prospectus. A written consent under the provisions of the Companies Act, 2013 is different from a consent filed with the U.S. Securities and Exchange Commission under Section 7 of the U.S. Securities Act, which is applicable only to transactions involving securities registered under the U.S. Securities Act. As the Equity Shares are proposed to be offered as a part of an initial public offering in India and the Equity Shares have not been and will not be registered under the U.S. Securities Act, the Statutory Auditors have not given consent under Section 7 of the U.S. Securities Act. In this regard, the Statutory Auditors have given consent to be referred to as "experts" in this Draft Red Herring Prospectus in accordance with the requirements of the Companies Act, 2013. The term "experts" as used in this Draft Red Herring Prospectus is different from those defined under the U.S. Securities Act, which is applicable only to transactions involving securities registered under the U.S. Securities Act. The reference to the Statutory Auditors as "experts" in this Draft Red Herring Prospectus is not made in the context of the U.S. Securities Act but solely in the context of this initial public offering in India.

Our Company has received written consent from the independent chartered accountant namely, Kirtane Pandit LLP, Chartered Accountants, to include their name in this Draft Red Herring Prospectus, in respect of the statement of tax benefits dated August 2, 2018, included in this Draft Red Herring Prospectus and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

Expert opinions

Except as stated below, our Company has not obtained any expert opinions:

Our Company has received written consent dated August 9, 2018 from the Statutory Auditors, namely, Price Waterhouse Chartered Accountants LLP, Chartered Accountants to include its name as an expert under Section 26 of the Companies Act, 2013 in this Draft Red Herring Prospectus in relation to the reports of the Statutory Auditors dated August 9, 2018, on the Restated Standalone Financial Information and Restated Consolidated Financial Information of our Company, included in this Draft Red Herring Prospectus and such consent has not been withdrawn up to the time of delivery of this Draft Red Herring Prospectus. A written consent under the provisions of the Companies Act, 2013 is different from a consent filed with the U.S. Securities and Exchange Commission under Section 7 of the U.S. Securities Act, which is applicable only to transactions involving securities registered under the U.S. Securities Act. As the Equity Shares are proposed to be offered as a part of an initial public offering in India and the Equity Shares have not been and will not be registered under the U.S. Securities Act, the Statutory Auditors have not given consent under Section 7 of the U.S. Securities Act. In this regard, the Statutory Auditors have given consent to be referred to as "experts" in this Draft Red Herring Prospectus in accordance with the requirements of the Companies Act, 2013. The term "experts" as used in this Draft Red Herring Prospectus is different from those defined under the U.S. Securities Act, which is applicable only to transactions involving securities registered under the U.S. Securities Act. The reference to the Statutory Auditors as "experts" in this Draft Red Herring Prospectus is not made in the context of the U.S. Securities Act but solely in the context of this initial public offering in India.

Issue expenses

For details of the Issue related expenses, see "*Objects of the Issue*" on page 86.

Fees Payable to the Syndicate

The total fees payable to the Syndicate Members (including underwriting and selling commissions), and reimbursement of their out of pocket expenses, will be as stated in the Syndicate Agreement, a copy of which shall be available for inspection at our Registered Office, from 10.00 am to 4.00 p.m. on Working Days from the date of filing the Red Herring Prospectus until the Bid/Issue Closing Date.

Fees Payable to the Registrar to the Issue

The fees payable to the Registrar to the Issue, including fees for processing of Bid cum Application Forms, data entry, printing of Allotment Advice/CAN, refund order, preparation of refund data on magnetic tape and printing of bulk mailing register, will be as per the Registrar Agreement signed among our Company, the Selling Shareholders and the Registrar to the Issue, a copy of which shall be made available for inspection at our Registered Office from 10:00 am to 5:00 pm on working days from the date of the Red Herring Prospectus until the Bid/Issue closing date. The Registrar to the Issue shall be reimbursed for all out-of-pocket expenses including cost of stationery, postage, stamp duty and communication expenses. Adequate funds shall be provided to the Registrar to the Issue to enable it to send refund orders or Allotment Advice.

Public or rights issues by our Company during the last five years

Our Company has not made any public issue or rights issue during the five years immediately preceding the date of this Red Herring Prospectus.

Commission payable to SCSBs, Registered Brokers, CRTAs and CDPs

For details of the commission payable to SCSBs, Registered Brokers, CRTAs and CDPs, see "*Objects of the Issue*" on page 86.

Commission or brokerage on previous issues

Since this is the initial public offering of the Equity Shares of our Company, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure public subscription for any of our Equity Shares, since the incorporation of our Company.

Previous issues otherwise than for cash

Except as disclosed in "*Capital Structure - Equity Shares issued for consideration other than cash*" on page 76, our Company has not issued any Equity Shares for consideration otherwise than for cash.

Capital issues in the preceding three years

Our Company has not made any capital issues during the three years immediately preceding the date of this Draft Red Herring Prospectus.

Performance vis-à-vis objects – Public/rights issue of our Company and/or listed Group Companies of our Company and/or listed Subsidiaries and Associates of our Company

Our Company has not undertaken any public issue or rights issue since its incorporation. Accordingly, the requirement to disclose shortfall in terms of performance vis-a-vis objects for any of the previous issues does not apply to our Company.

Further, none of our Subsidiaries or Group Companies are listed on any stock exchange in India or overseas.

Outstanding debentures, bonds or redeemable preference shares or other instruments

Our Company does not have any outstanding debentures, bonds or redeemable preference shares or other instruments, as on the date of this Draft Red Herring Prospectus.

Partly paid-up shares

As on the date of this Draft Red Herring Prospectus, our Company has no partly paid-up Equity Shares.

Stock market data of the Equity Shares

This being the initial public offering of the Equity Shares of our Company, the Equity Shares are not listed on any stock exchange as on the date of this Draft Red Herring Prospectus, and accordingly, no stock market data is available for the Equity Shares.

Mechanism for redressal of investor grievances

The Registrar Agreement provides for retention of records with the Registrar to the Issue for a minimum period of three years from the date of listing and commencement of trading of the Equity Shares on the Stock Exchanges, in order to enable the investors to approach the Registrar to the Issue for redressal of their grievances.

Bidders may contact the BRLM for any complaint pertaining to the Issue. All grievances, other than by Anchor Investors, may be addressed to the Registrar to the Issue, with a copy to the relevant Designated Intermediary, with whom the ASBA Form was submitted, quoting the full name of the sole or first Bidder, ASBA Form number, Bidders' DP ID, Client ID, PAN, address of the Bidder, number of Equity Shares applied for, date of ASBA Form, name and address of the relevant Designated Intermediary, where the Bid was submitted and ASBA Account number in which the amount equivalent to the Bid Amount was blocked. Further, the Bidder shall enclose the Acknowledgement Slip or provide the acknowledgement number received from the Designated Intermediaries in addition to the documents/information mentioned hereinabove.

All grievances of the Anchor Investors may be addressed to the Registrar to the Issue, giving full details such as the name of the sole or first Bidder, Bid cum Application Form number, Bidders DP' ID, Client ID, PAN, date of the Bid cum Application Form, address of the Bidder, number of the Equity Shares applied for, Bid amount paid on submission of the Bid cum Application Form and the name and address of the BRLM where the Bid cum Application Form was submitted by the Anchor Investor. Bidders can contact the Compliance Officer or the Registrar to the Issue in case of any pre-Issue or post-Issue related problems such as non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund intimations and non-receipt of funds by electronic mode.

Our Company, the Selling Shareholders, BRLM and the Registrar accept no responsibility for errors, omissions, commission of any acts of the Designated Intermediaries, including any defaults in complying with its obligations under the SEBI ICDR Regulations.

Our Company has not received any investor complaint during the three years preceding the date of this Draft Red Herring Prospectus and there are no outstanding investor complaints against our Company as on the date of this Draft Red Herring Prospectus.

Disposal of investor grievances by our Company

We estimate that the average time required by our Company and/or the Registrar to the Issue for the redressal of routine investor grievances shall be seven Working Days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Our Company has appointed Rahul S. Bhandari, Company Secretary of our Company as the Compliance Officer for the Issue, and he may be contacted in case of any pre-Issue or post-Issue related problems, at the address set forth hereunder.

Rahul S. Bhandari
Office No. 403 and 404, 4th floor
Weikfield IT Citi Infopark
Nagar Road, Pune – 411 014
Tel: +91 20 398 46100

Fax: +91 20 398 46499
Email: rahul.bhandari@nihilent.com

The Selling Shareholders have authorised the Compliance Officer of our Company and the Registrar to the Issue to redress any complaints received from Bidders in respect of the Offer for Sale.

Further, our Board has constituted a Stakeholders' Relationship Committee comprising our Directors, Lila Poonawalla, Kasaragod Ashok Kini, and L C Singh, which is responsible for redressal of grievances of the security holders of our Company. For more information, see "*Our Management - Committees of the Board - Stakeholders' Relationship Committee*" on page 163.

Disposal of investor grievances by listed companies under the same management

As on the date of this Draft Red Herring Prospectus, none of the companies under the same management as of our Company are listed on any stock exchange. Accordingly, the requirement to disclose details of investor grievances by listed companies under the same management as our Company, does not apply.

Changes in Auditors

Except as disclosed below there has been no change in the statutory auditors during the three years immediately preceding the date of this Draft Red Herring Prospectus:

Name of the Auditors	Date of change	Reason for change
Price Waterhouse Chartered Accountants LLP	September 29, 2017	Appointment
B S R & Co. LLP	September 29, 2017	Cessation

Capitalisation of reserves or profits

Our Company has not capitalised its reserves or profits at any time during the last five years preceding the date of filing this Draft Red Herring Prospectus.

Revaluation of assets

Our Company has not revalued its assets at any time during the last five years preceding the date of filing this Draft Red Herring Prospectus.

SECTION VII – ISSUE RELATED INFORMATION

ISSUE STRUCTURE

The Issue comprises up to [●] Equity Shares, at an Issue Price of ₹[●] per Equity Share for cash, including a premium of ₹[●] per Equity Share, aggregating up to ₹[●] million, comprising of up to [●] Equity Shares aggregating up to ₹2,500 million through Fresh Issue by our Company and an Offer for Sale of up to 2,125,599 Equity Shares by the Selling Shareholders (including an Offer for Sale of up 1,171,219 Equity Shares aggregating up to ₹[●] million by Vastu IT Private Limited, a member of our Promoter Group) aggregating up to ₹[●] million.

The Issue is being made through the Book Building Process.

Particulars	QIBs*	Non-Institutional Investors	Retail Individual Investors
Number of Equity Shares available for allocation**	Not more than [●] Equity Shares	Not less than [●] Equity Shares or Issue less allocation to QIBs and Retail Individual Investors	Not less than [●] Equity Shares or Issue less allocation to QIBs and Non-Institutional Investors
Percentage of Issue size available for allocation/ Allotment	Not more than 50% of the Issue shall be available for allocation to QIBs. However, upto 5% of the Net QIB Portion will be available for allocation on a proportionate basis to Mutual Funds only. Mutual Funds participating in the 5% reservation in the Net QIB portion will also be eligible for allocation in the remaining QIB Portion. The unsubscribed portion in the Mutual Fund Portion will be added to the Net QIB Portion.	Not less than 15% of the Issue or Issue less allocation to QIBs and Retail Individual Investors	Not less than 35% of the Issue or the Issue less allocation to QIBs and Non-Institutional Investors
Basis of Allotment if respective category is oversubscribed	Proportionate as follows (excluding the Anchor Investor Portion): (a) Not more than [●] Equity Shares shall be available for allocation on a proportionate basis to Mutual Funds; and (b) Not more than [●] Equity Shares will be available for allocation on a proportionate basis to all other QIBs including Mutual Funds receiving allocation as per (a) above. Our Company and the Selling Shareholders may, in consultation with the BRLM, allocate up to 60% of the QIB Portion to Anchor Investors at the Anchor Investor Allocation Price on a discretionary basis, out of which at least one-third will be available for allocation to Mutual Funds only.	Proportionate	Allotment to each Retail Individual Investor shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares if any, shall be allotted on a proportionate basis. For more information, see "*Issue Procedure*" on page 420
Mode of Bidding	Through ASBA process only (except Anchor Investors)		

Particulars	QIBs*	Non-Institutional Investors	Retail Individual Investors
Minimum Bid	Such number of Equity Shares so that the Bid Amount exceeds ₹200,000 and in multiples of [●] Equity Shares thereafter	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount exceeds ₹200,000	[●] Equity Shares and in multiples of [●] Equity Shares thereafter
Maximum Bid	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid does not exceed the Issue, subject to applicable limits	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid does not exceed the Issue Size, subject to applicable limits	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount does not exceed ₹200,000
Mode of Allotment	Compulsorily in dematerialised form		
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter		
Allotment Lot	[●] Equity Shares and in multiples of one Equity Share thereafter		
Trading Lot	One Equity Share		
Who can Apply***	Public financial institutions specified in Section 2(72) of the Companies Act, FPIs (other than category III FPIs), scheduled commercial banks, mutual funds registered with the SEBI, FVCIs, VCFs, AIFs, multilateral and bilateral development financial institutions, state industrial development corporations, insurance companies registered with IRDAI, provident funds with a minimum corpus of ₹250 million, pension funds with a minimum corpus of ₹250 million in accordance with applicable law, the National Investment Fund set up by the Government of India, insurance funds set up and managed by the army, navy, or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India and systemically important non-banking financial companies.	Resident Indian individuals, HUFs (in the name of Karta), companies, corporate bodies, Eligible NRIs, societies and trusts and Category III FPIs registered with SEBI.	Resident Indian individuals, HUFs (in the name of the Karta) and Eligible NRIs.
Terms of Payment****	*In case of Anchor Investors:* Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids *In case of all other Bidders*: Full Bid Amount shall be blocked by the SCSBs in the bank account of the Bidders (other than Anchor Investors) that is specified in the ASBA Form at the time of the submission of the Bid cum Application Form		

* *Our Company and the Selling Shareholders may, in consultation with the BRLM, allocate up to 60% of the QIB Portion to Anchor Investors, on a discretionary basis, subject to there being (i) a maximum of two Anchor Investors, where allocation in the Anchor Investor Portion is up to ₹100 million, (ii) minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹100 million but up to ₹2,500 million under the Anchor Investor Portion, subject to a minimum Allotment of ₹50 million per Anchor Investor, and (iii) in case of allocation above ₹2,500 million under the Anchor Investor Portion, a minimum of five investors and a maximum of 15 Anchor Investors for allocation up to ₹2,500 million, and an additional 10 Anchor Investors for every additional ₹2,500 million or part thereof will be permitted, subject to minimum allotment of ₹50 million per Anchor Investor. An Anchor Investor will make a minimum Bid of such number of Equity Shares, that the Bid Amount is at least ₹100 million. One-third of the Anchor Investor Portion will be reserved for domestic Mutual Funds, subject to valid Bids being received at or above the price at which allocation is being made to other Anchor Investors.*

*** This Issue is being made through the Book Building Process wherein not more than 50% of the Issue will be Allotted to QIBs on a proportionate basis, provided that the Anchor Investor Portion may be allocated on a discretionary basis as mentioned above. Further, not less than 15% of the Issue will be available for allocation on a proportionate basis to Non-Institutional Investors subject to valid Bids being received at or above the Issue Price. Further, not less than 35% of the Issue will be available for allocation to Retail Individual Investors in accordance with SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price. Under-subscription, if any, in any category, except the QIB Portion, would be met with spill-over from any other category or categories, as applicable, on a proportionate basis, at the discretion of our Company and the Selling Shareholders, in consultation with the BRLM and the Designated Stock Exchange, subject to applicable laws.*

**** In case of joint Bids, the Bid cum Application Form should contain only the name of the first Bidder whose name should also appear as the first holder of the depository account held in joint names. The signature of only the first Bidder would be required in the Bid cum Application Form and such first Bidder would be deemed to have signed on behalf of the joint holders.*

***** Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Bid cum Application Form, provided that any difference between the price at which allocation is made to the Anchor Investors and the Anchor Investor Issue Price, shall be payable by the Anchor Investor Pay-in Date as mentioned in the CAN.*

Bidders will be required to confirm and will be deemed to have represented to our Company, the Selling Shareholders, the Underwriters, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable law, rules, regulations, guidelines and approvals to acquire the Equity Shares.

TERMS OF THE ISSUE

The Equity Shares offered and Allotted in the Issue will be subject to the provisions of the Companies Act, the SEBI ICDR Regulations, the SEBI Listing Regulations, the SCRA, the SCRR, the Memorandum of Association, the Articles of Association, the terms of the Red Herring Prospectus and the Prospectus, the abridged prospectus, the Bid cum Application Form, the Revision Form, any other terms and conditions as may be incorporated in the CAN, Allotment Advice and other documents and certificates that may be executed in respect of the Issue. The Equity Shares will also be subject to all applicable laws, guidelines, rules, notifications and regulations relating to issue and offer for sale and listing and trading of securities, issued from time to time, by the SEBI, GoI, Stock Exchanges, the RoC, the RBI and/or other authorities to the extent applicable or such other conditions as maybe prescribed by such governmental, statutory and/or regulatory authority while granting approval for the Issue.

For details in relation to Issue expenses, see "*Objects of the Issue*" and "*Other Regulatory and Statutory Disclosures*" on pages 86 and 399, respectively.

Ranking of Equity Shares

The Equity Shares being offered and transferred in the Issue will be subject to the provisions of the Companies Act, the Memorandum of Association and the Articles of Association and will rank *pari passu* with the existing Equity Shares, including in respect of dividends and other corporate benefits, if any, declared by our Company after the date of Allotment in accordance with Companies Act and Articles of Association. For more information, see "*Main Provisions of the Articles of Association*" on page 467.

Mode of Payment of Dividend

Our Company will pay dividends, if declared, to our Shareholders, as per the provisions of the Companies Act, the SEBI Listing Regulations, our Memorandum of Association and the Articles of Association, and any guidelines or directives that may be issued by the GoI in this respect. Any dividends declared by our Company, after the date of Allotment, will be payable to the Allottees for the entire year, in accordance with applicable law. For more information, see "*Dividend Policy*" and "*Main Provisions of our Articles of Association*" on pages 180 and 467, respectively.

Face Value and Price Band

The face value of each Equity Share is ₹10. At any given point of time there will be only one denomination for the Equity Shares. The Floor Price of Equity Shares is ₹[●] per Equity Share and the Cap Price is ₹[●] per Equity Share.

The Price Band and the minimum Bid Lot size will be decided by our Company and the Selling Shareholders in consultation with the BRLM and each shall be published at least five Working Days prior to the Bid/Issue Opening Date, in all editions of [●] (a widely circulated English national daily newspaper), all editions of [●] (a widely circulated Hindi national daily newspaper) and [●] edition of [●] (a widely circulated Marathi newspaper, Marathi being the regional language of Maharashtra where our Registered Office is located), and shall be made available to the Stock Exchanges for the purpose of uploading on their websites. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price shall be pre-filled in the Bid-cum-Application Forms available at the website of the Stock Exchanges.

Rights of the Shareholder

Subject to applicable laws, rules, regulations and guidelines and our Articles of Association, the Shareholders will have the following rights:

- to receive dividend, if declared;
- to attend general meetings and exercise voting powers, unless prohibited by law;
- to vote on a poll either in person or by proxy and e-voting;
- to receive offers for rights shares and be allotted bonus shares, if announced;
- to receive any surplus on liquidation subject to any statutory and preferential claims being satisfied;
- of free transferability of their Equity Shares, subject to applicable law; and

- such other rights as may be available to a shareholder of a listed public company under the Companies Act, 2013, the terms of the SEBI Listing Regulations and our Memorandum of Association and Articles of Association.

For a detailed description of the main provisions of our Articles of Association relating to voting rights, dividend, forfeiture, lien, transfer, transmission, consolidation and splitting, see "*Main Provisions of the Articles of Association*" on page 467.

Compliance with disclosure and accounting norms

Our Company shall comply with all applicable disclosure and accounting norms as specified by SEBI from time to time.

Market Lot and Trading Lot

In terms of Section 29 of the Companies Act, 2013, the Equity Shares will be Allotted only in dematerialised form. Since trading of our Equity Shares is in dematerialised form, the tradable lot is one Equity Share. Allotment in the Issue shall be only in dematerialised form in multiples of one Equity Share. For the method of Basis of Allotment, see "*Issue Procedure*" on page 420.

Joint Holders

Subject to the provisions of our Articles of Association, where two or more persons are registered as the holders of any Equity Shares, they will be deemed to hold such Equity Shares as joint tenants with benefits of survivorship.

Jurisdiction

Exclusive jurisdiction for the purpose of the Issue is with the competent courts/authorities in Mumbai.

Period of operation of subscription list

See "– *Bid/Issue Period*" on page 418.

Nomination facility to investors

In accordance with Section 72 of the Companies Act, 2013, read with the Companies (Share Capital and Debentures) Rules, 2014, as amended, the sole or first Bidder, with other joint Bidders, may nominate any one person in whom, in the event of the death of sole Bidder or in case of joint Bidders, death of all the Bidders, as the case may be, the Equity Shares Allotted, if any, will vest, to the exclusion of all other person, unless the nomination is varied or cancelled in the prescribed manner. A nominee entitled to the Equity Shares by reason of the death of the original holder(s), will, in accordance with Section 72 of the Companies Act, 2013, be entitled to the same benefits to which he or she will be entitled if he or she were the registered holder of the Equity Shares. Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of the holder's death during minority. A nomination shall stand rescinded upon a sale or transfer of Equity Shares by the holder of such Equity Shares. A nomination may be cancelled or varied by nominating any other person in place of the present nominee, by the holder of the Equity Shares who has made the nomination, by giving a notice of such cancellation or variation to our Company in the prescribed form. A fresh nomination can be made only on the prescribed form, which is available on request at our Registered Office or with the CRTA of our Company.

Further, any person who becomes a nominee by virtue of Section 72 of the Companies Act, 2013, as amended, will, on the production of such evidence as may be required by our Board, elect either:

- to register himself or herself as holder of Equity Shares; or
- to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, our Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 days, our Board may thereafter withhold payment of all dividend, bonuses or other monies payable in respect of the Equity Shares, until the requirements of the notice have been complied with.
Since the Allotment of Equity Shares in the Issue will be made only in dematerialised form, there is no need to make a

separate nomination with our Company. Nominations registered with the respective Depository Participant of the Bidder will prevail. If Bidders want to change their nomination, they are advised to inform their respective Depository Participant.

Minimum Subscription

If our Company does not receive (i) the minimum subscription of 90% of the Fresh Issue; and (ii) a subscription in the Issue equivalent to at least 10% post-Issue paid up Equity Share capital of our Company (in terms of Rule 19(2)(b) of the SCRR read with Regulation 41 and Regulation 26(1) of the SEBI ICDR Regulations), including through devolvement to the Underwriters, as applicable, within sixty (60) days from the date of Bid/Issue Closing Date, our Company shall forthwith refund the entire subscription amount received. In case of delay, if any, in refund within such timeline as prescribed under applicable laws, our Company shall be liable to pay interest on the application money, in accordance with applicable law. However, subject to applicable law, the Selling Shareholders shall not be liable to reimburse any expenses towards refund or any interest thereon in respect to Allotment of the Offered Shares or otherwise (in which case our Company shall be responsible for payment of such interest), unless the failure or default or delay, as the case may be, is solely on account of the Selling Shareholders. The requirement for minimum subscription is not applicable for the Offer for Sale.

Further, in accordance with Regulation 26(4) of the SEBI ICDR Regulations, our Company shall ensure that the number of prospective allottees to whom the Equity Shares will be Allotted will be not less than 1,000.

In the event of an undersubscription in the Issue, Equity Shares offered pursuant to the Fresh Issue shall be allocated in the Fresh Issue, prior to the Equity Shares offered pursuant to the Offer for Sale. However, after receipt of minimum-subscription of 90% of the Fresh Issue, the Offered Shares shall be allocated prior to the Equity Shares offered pursuant to the Fresh Issue.

Arrangement for disposal of odd lots

Since our Equity Shares will be traded in dematerialised form only and the market lot for our Equity Shares will be one Equity Share, no arrangements for disposal of odd lots are required.

Restriction on transfer and transmission of shares

Except for lock-in of pre-Issue equity shareholding, Minimum Promoters' Contribution and lock-in of shares Allotted to Anchor Investor, as detailed in *"Capital Structure*" on page 74, and as provided in our Articles as detailed in "*Main Provisions of Articles of Association*" on page 467, there are no restrictions on transfers and transmission of Equity Shares and or/on their consolidation/splitting.

Option to receive Equity Shares in dematerialised form

Allotment of Equity Shares to successful Bidders will only be in the dematerialised form. Bidders will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only in the dematerialised segment of the Stock Exchanges.

Withdrawal of the Issue

Our Company and the Selling Shareholders, in consultation with the BRLM, reserve the right not to proceed with the Issue after the Bid/Issue Opening Date but before the Allotment. If our Company and the Selling Shareholders withdraw the Issue, our Company will issue a public notice within two days from the Bid/Issue Closing Date or such time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue. The BRLM, through the Registrar to the Issue, will instruct the SCSBs to unblock the ASBA Accounts within one Working Day from the day of receipt of such instruction. The notice of withdrawal will be issued in the same newspapers where the pre-Issue advertisements have appeared, and the Stock Exchanges will also be informed promptly. If the Issue is withdrawn after the Designated Date, amounts that have been credited to the Public Issue Account shall be transferred to the Refund Account.

Notwithstanding the foregoing, this Issue is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment, and (ii) the final RoC approval of the Prospectus after it is filed with the RoC. If our Company and the Selling Shareholders, in consultation with the BRLM, withdraw the Issue after the Bid/Issue Closing Date and thereafter determine that it will proceed with a public offering of Equity Shares, a fresh draft red herring prospectus will be filed and/or submitted with SEBI and the Stock Exchanges.

Bid/Issue Period

BID/ISSUE OPENS ON*	[●]
BID/ISSUE CLOSES ON**	[●]

** Our Company and the Selling Shareholders, in consultation with the BRLM may consider participation by Anchor Investors. The Anchor Investor Bidding Date shall be one Working Day prior to the Bid/Issue Opening Date.*

*** Our Company and the Selling Shareholders may, in consultation with the BRLM, decide to close the Bid/Issue Period for QIBs one Working Day prior to the Bid/Issue Closing Date.*

An indicative timetable in respect of the Issue is set out below:

Finalisation Of Basis Of Allotment With The Designated Stock Exchange	On or about [●]
Initiation Of Refunds For Anchor Investors/Unblocking Of Funds	On or about [●]
Credit Of Equity Shares To Depository Accounts Of Allottees	On or about [●]
Commencement Of Trading Of The Equity Shares On The Stock Exchanges	On or about [●]

The above timetable is indicative in nature and does not constitute any obligation or liability on our Company, the Selling Shareholders, or the BRLM.

While our Company will use best efforts to ensure that listing and trading of our Equity Shares on the Stock Exchanges commences within six Working Days of the Bid/Issue Closing Date, or such other period as may be prescribed by SEBI with such reasonable support and co-operation of Selling Shareholders, as may be required in respect of their respective Offered Shares, the timetable may be subject to change for various reasons, including extension of Bid/Issue Period by our Company due to revision of the Price Band, any delays in receipt of final listing and trading approvals from the Stock Exchanges, delay in receipt of final certificates from SCSBs, etc. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchanges in accordance with applicable law.

The Selling Shareholders confirm that they shall extend complete cooperation as may be required by our Company and the BRLM for the completion of the necessary formalities for listing and commencement of trading of the Equity Shares at the Stock Exchanges within six Working Days from the Bid/Issue Closing Date or such other period as may be prescribed by SEBI.

Notwithstanding the foregoing, the Issue is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchanges, which our Company will apply for only after Allotment and within six Working Days of the Bid/Issue Closing Date; and (ii) the final RoC approval of the Prospectus after it is filed and/or submitted with the RoC and the Stock Exchanges.

Except in relation to Anchor Investors, Bids and any revision in Bids will be accepted only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time) during the Bid/Issue Period at the Bidding Centres, except that on the Bid/Issue Closing Date (which for QIBs may be a day prior to the Bid/Issue Closing Date), Bids will be accepted only between 10.00 a.m. and 3.00 p.m. (Indian Standard Time) and uploaded until (i) 4.00 p.m. (Indian Standard Time) for Bids by QIBs and Non-Institutional Investors; and (ii) 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchanges in case of Bids by Retail Individual Investors. On the Bid/Issue Closing Date, extension of time may be granted by the Stock Exchanges only for uploading Bids received from Retail Individual Investors after taking into account the total number of Bids received up to closure of timings for acceptance of Bid cum Application Forms as stated herein and reported by the BRLM to the Stock Exchanges. Due to limitation of time available for uploading Bids on the Bid/Issue Closing Date, Bidders are advised to submit Bids one day prior to the Bid/Issue Closing Date and, in any case, no later than 3.00 p.m. (Indian Standard Time) on the Bid/Issue Closing Date. If a large number of Bids are received on the Bid/Issue Closing Date, as is typically experienced in public issues, which may lead to some Bids not being uploaded due to lack of sufficient time to upload, such Bids that cannot be uploaded on the electronic bidding system will not be considered for allocation in the Issue. It is clarified that Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by the SCSBs would be rejected. Our Company, the Selling Shareholders and the members of Syndicate will not be responsible for any failure in uploading Bids due to faults in any hardware/software system or otherwise. Bids will be accepted only on Working Days. Bidders may please note that as per letter no. List/smd/sm2006 dated July 3, 2006 and letter no. NSE/IPO/25101-6 dated July 6, 2006, issued by the BSE and NSE respectively, Bids and any revisions in Bids shall not be accepted on Saturdays and public holidays as declared by the Stock Exchanges.

Our Company and the Selling Shareholders, in consultation with the BRLM, reserve the right to revise the Price Band during the Bid/Issue Period, in accordance with the SEBI ICDR Regulations, provided that the Cap Price will be less than or equal to 120% of the Floor Price and the Floor Price will not be less than the face value of the Equity Shares. Subject to compliance with the foregoing, the Floor Price may move up or down to the extent of 20% of the Floor Price and the Cap Price may be revised accordingly. The Floor Price shall not be less than the face value of Equity Shares.

In case of any revision in the Price Band, the Bid/Issue Period will be extended for at least three additional Working Days after such revision of the Price Band subject to the total Bid/Issue Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Issue Period, if applicable, will be widely disseminated by notification to the Stock Exchanges by issuing a press release and by indicating the change on the website of the BRLM and terminals of the Syndicate members. However, in case of revision in the Price Band, the Bid Lot shall remain the same.

In case of discrepancy in data entered in the electronic book vis-à-vis data contained in the Bid cum Application Form for a particular Bidder, the details as per the Bid file received from the Stock Exchanges may be taken as the final data for the purpose of Allotment.

ISSUE PROCEDURE

All Bidders should review the General Information Document for Investing in Public Issues prepared and issued in accordance with the circular (CIR/CFD/DIL/12/2013) dated October 23, 2013 notified by SEBI and updated pursuant to among others the circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015 as amended and modified by the circular (CIR/CFD/DIL/1/2016) dated January 1, 2016 and the circular (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016 notified by SEBI ("General Information Document") included below under sub-section titled " – Part B - General Information Document", which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations. The General Information Document has been updated to reflect amendments to the SEBI ICDR Regulations and provisions of the Companies Act, 2013, to the extent applicable to a public issue and any other enactments and regulations. The General Information Document is also available on the websites of the Stock Exchanges and the BRLM. Please refer to the relevant provisions of the General Information Document which are applicable to the Issue. All Designated Intermediaries in relation to the Issue should ensure compliance with the SEBI circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015, as amended and modified by the SEBI circular (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016, in relation to clarifications on streamlining the process of public issue of equity shares and convertibles.

Our Company, the Selling Shareholders and the members of the Syndicate do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document section and are not liable for any amendment, modification or change in the applicable law which may occur after the date of the Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in the Red Herring Prospectus and the Prospectus.

PART A

Book Building Procedure

The Issue is being made in terms of Rule 19(2)(b) of the SCRR read with Regulation 41 of the SEBI ICDR Regulations, through the Book Building Process and in compliance with Regulation 26(1) of the SEBI ICDR Regulations, wherein not more than 50% of the Issue shall be Allotted to QIBs on a proportionate basis, provided that our Company and the Selling Shareholders, in consultation with the BRLM, may allocate up to 60% of the QIB Portion to Anchor Investors, on a discretionary basis, of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only and the remainder of the Net QIB Portion, including any unsubscribed portion of the reservation for Mutual Funds, if any, shall be available for allocation on a proportionate basis to QIBs including Mutual Funds, subject to valid Bids being received from them at or above the Issue Price. Further, not less than 15% of the Issue will be available for allocation on a proportionate basis to Non-Institutional Investors and not less than 35% of the Issue will be available for allocation to Retail Individual Investors, in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price. All Bidders (except Anchor Investors) shall mandatorily participate in this Issue only through the ASBA process and shall provide details of their respective bank account in which the Bid amount will be blocked by the SCSBs. Anchor Investors are not permitted to participate in the Anchor Investor Portion through the ASBA process.

Under-subscription, if any, in any category, except in QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories, at the discretion of our Company and the Selling Shareholders in consultation with the BRLM and Designated Stock Exchange. The Equity Shares, on Allotment, shall be traded only in the dematerialised segment of the Stock Exchanges.

Bidders should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialised form. The Bid cum Application Forms which do not have the details of the Bidders' depository account, including DP ID, Client ID and PAN, shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form.

Bid cum Application Form

Copies of the ASBA Forms and the abridged prospectus will be available with the Designated Intermediaries at relevant Bidding Centres and at our Registered Office. The ASBA Forms will also be available for download on the websites of NSE (www.nseindia.com) and BSE (www.bseindia.com) at least one day prior to the Bid/Issue Opening Date.

For Anchor Investors, the Bid cum Application Forms will be available at the office of the BRLM.

Bidders (other than Anchor Investors) must compulsorily use the ASBA process to participate in the Issue. Anchor Investors are not permitted to participate in this Issue through the ASBA process.

Bidders (other than Anchor Investors) must provide bank account details and authorisation by the ASBA bank account holder to block funds in their respective ASBA Accounts in the relevant space provided in the Bid cum Application Form and the Bid cum Application Form that does not contain such detail are liable to be rejected.

Further, such Bidders (other than Anchor Investors) shall ensure that the Bids are submitted at the Bidding Centres only on Bid cum Application Forms bearing the stamp of a Designated Intermediary (except in case of electronic Bid-cum-Application Forms) and Bid cum Application Forms not bearing such specified stamp may be liable for rejection. Bidders must ensure that the ASBA Account has sufficient credit balance such that an amount equivalent to the full Bid Amount can be blocked by the SCSB at the time of submitting the Bid.

The prescribed colour of the Bid cum Application Forms for various categories is as follows:

Category	Colour of Bid cum Application Form*
Resident Indians including resident QIBs, Non-Institutional Investors, Retail Individual Investors and Eligible NRIs applying on a non-repatriation basis^	White
Non-Residents including FPIs and Eligible NRIs, FVCIs and registered bilateral and multilateral development financial institutions applying on a repatriation basis^	Blue
Anchor Investors**	White

** Excluding electronic Bid cum Application Forms*
***Bid cum Application Forms for Anchor Investors will be made available at the office of the BRLM.*
^ *Electronic Bid cum Application forms will also be available for download on the website of NSE (www.nseindia.com) and BSE (www.bseindia.com).*

Designated Intermediaries (other than SCSBs) shall submit/deliver the Bid cum Application Form to the respective SCSB, where the Bidder has a bank account and shall not submit it to any non-SCSB bank or any Escrow Bank.

Who can Bid?

In addition to the category of Bidders set forth under the section "*General Information Document for Investing in Public Issues – Category of Investors Eligible to Participate in an Issue*" on page 434, any other persons eligible to Bid in the Issue under the applicable laws, rules, regulations, guidelines, and policies .

Participation by associates and affiliates of the BRLM and the Syndicate Members, Promoters, Promoter Group and persons related to Promoter/Promoter Group/BRLM

The BRLM and the Syndicate Members shall not be allowed to purchase the Equity Shares in any manner, except towards fulfilling their underwriting obligations. However, the respective associates and affiliates of the BRLM and the Syndicate Members may purchase Equity Shares in the Issue, either in the QIB Portion or in the Non-Institutional Portion as may be applicable to such Bidders, and such Bid subscription may be on their own account or on behalf of their clients. All categories of investors, including respective associates or affiliates of the BRLM and Syndicate Members, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

Neither the BRLM nor and any persons related to the BRLM (except Mutual Funds sponsored by entities related to the BRLM) can apply in the Issue under the Anchor Investor Portion.

The Promoter and members of the Promoter Group will not participate in the Issue except to the extent of the Offered

Shares offered by Vastu IT Private Limited.

Bids by Mutual Funds

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Bid cum Application Form. Failing this, our Company reserves the right to reject any Bid without assigning any reason therefore. Bids made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Bids are made.

In case of a Mutual Fund, a separate Bid may be made in respect of each scheme of a Mutual Fund registered with the SEBI and such Bids in respect of more than one scheme of a Mutual Fund will not be treated as multiple Bids, provided that such Bids clearly indicate the scheme for which the Bid is submitted.

No Mutual Fund scheme shall invest more than 10% of its net asset value in equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in case of index funds or sector or industry specific scheme. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

Bids by Eligible NRIs

Eligible NRIs may obtain copies of Bid cum Application Form from the BRLMs, Syndicate Members and sub-syndicate members at select locations as specified in the Bid cum Application Form. Eligible NRI Bidders bidding on a repatriation basis by using the Non-Resident Forms should authorize their SCSB to block their Non-Resident External ("**NRE**") accounts or Foreign Currency Non-Resident ("**FCNR**") Accounts, and eligible NRI Bidders bidding on a non-repatriation basis by using Resident Forms should authorize their SCSB to block their Non- Resident Ordinary ("**NRO**") accounts for the full Bid Amount, at the time of the submission of the Bid cum Application Form.

Eligible NRIs Bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents (white in colour).

Eligible NRIs Bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents (blue in colour).

Bids by FPIs

In terms of the SEBI FPI Regulations, the issue of equity shares to a single FPI or an investor group (which means the same set of ultimate beneficial owner(s) investing through multiple entities) must be below 10% of the post-issue equity share capital of a company. Further, in terms of FEMA Regulations, the total holding by each FPI shall be below 10% of the total paid-up equity share capital of a company and the total holdings of all FPIs put together shall not exceed 24% of the paid-up equity share capital of a company. In terms of FEMA, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included. The aggregate limit of 24% may be increased up to the sectoral cap by way of a resolution passed by the board of directors followed by a special resolution passed by the shareholders of a company and subject to prior intimation to RBI. In terms of the FEMA Regulations, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

FPIs are permitted to participate in the Offer subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

Additionally, the aggregate foreign portfolio investment up to 24% of the paid-up capital on a fully diluted basis or the sectoral/statutory cap, whichever is lower, does not require Government approval or compliance of sectoral conditions as the case may be, if such investment does not result in transfer of ownership and control of the resident Indian company from resident Indian citizens or transfer of ownership or control to persons resident outside India. Other investments by a person resident outside India will be subject to conditions of Government approval and compliance of sectoral conditions as laid down in these regulations.

FPIs are permitted to participate in the Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time. The FPIs who wish to participate in the Issue are advised to use the Bid cum

Application Form for non-residents. Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 22 of the SEBI FPI Regulations, an FPI, other than Category III foreign portfolio investor and unregulated broad based funds, which are classified as Category II foreign portfolio investor by virtue of their investment manager being appropriately regulated, may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by an FPI against securities held by it that are listed or proposed to be listed on any recognised stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons who are regulated by an appropriate regulatory authority; (ii) such offshore derivative instruments are issued after compliance with 'know your client' norms; and (iii) such offshore derivative instruments shall not be issued to or transferred to persons who are resident Indians or NRIs and to entities beneficially owned by resident Indians or NRIs. An FPI is also required to ensure, *inter alia*, that no further issue or transfer of any offshore derivative instrument is made by or on behalf of it to any persons that are not regulated by an appropriate foreign regulatory authority.

An FPI issuing offshore derivative instruments is also required to ensure that any transfer of offshore derivative instruments issued by or on its behalf, is carried out subject to inter alia the following conditions:

(a) such offshore derivative instruments are transferred only to persons in accordance with Regulation 22(1) of the SEBI FPI Regulations; and

(b) prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred to are pre-approved by the FPI.

An FPI is also required to ensure that no further issue or transfer of any offshore derivative instrument is made by or on behalf of it to any persons that are not regulated by an appropriate foreign regulatory authority. Further, where an investor has investments as FPI and also holds positions as an overseas direct investment subscriber, investment restrictions under the SEBI FPI Regulations shall apply on the aggregate of FPI investments and overseas direct investment positions held in the underlying Indian company.

FPIs who wish to participate in the Issue are advised to use the Bid cum Application Form for Non-Residents (blue in colour).

Bids by SEBI registered VCFs, AIFs and FVCIs

The SEBI FVCI Regulations and the SEBI AIF Regulations, *inter-alia*, prescribe the respective investment restrictions on the FVCIs, VCFs and AIFs registered with SEBI. Accordingly, the holding by any individual VCF or FVCI registered with SEBI, in any company should not exceed 25% of the corpus of the VCF. Further, VCFs can invest only up to 33.33% of the investible funds in various prescribed instruments, including in public offerings.

Category I and II AIFs cannot invest more than 25% of the corpus in one investee company. A category III AIF cannot invest more than 10% of the corpus in one investee company. A VCF registered as a category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than one-third of its investible funds by way of subscription to an initial public offering of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the SEBI VCF Regulations until the existing fund or scheme managed by the fund is wound up and such fund shall not launch any new scheme after the notification of the SEBI AIF Regulations.

All non-resident investors should note that refunds (in case of Anchor Investors), dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission. Neither our Company, nor the Selling Shareholders nor the BRLM will be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

Bids by limited liability partnerships

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company reserves the right to reject any Bid without assigning any reason thereof.

Bids by banking companies

In case of Bids made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949 as amended ("**Banking Regulation Act**"), and the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, is 10% of the paid-up share capital of the investee company not being its subsidiary engaged in non-financial services or 10% of the banks' own paid-up share capital and reserves, whichever is less. Further, the aggregate investment by a banking company in subsidiaries and other entities engaged in financial and non-financial services company cannot exceed 20% of the bank's paid-up share capital and reserves. A banking company may hold up to 30% of the paid-up share capital of the investee company with the prior approval of the RBI provided that the investee company is engaged in non-financial activities in which banking companies are permitted to engage under Section 6(1) of the Banking Regulation Act. A banking company would require a prior approval of RBI to make investment in a non-financial services company in excess of 10% of such investee company's paid up share capital as stated in the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016. Further, the aggregate investment by a banking company in subsidiaries and other entities engaged in financial and non-financial services company cannot exceed 20% of the investee company's paid-up share capital and reserves.

Bids by SCSBs

SCSBs participating in the Issue are required to comply with the terms of the circulars dated September 13, 2012 and January 2, 2013 issued by the SEBI. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such applications.

Bids by systemically important non-banking financial companies

In case of Bids made by systemically important non-banking financial companies, a certified copy of the certificate of registration issued by the RBI, a certified copy of its last audited financial statements on a standalone basis and a net worth certificate from its statutory auditor(s), must be attached to the Bid cum Application Form. Failing this, our Company reserves the right to reject any Bid, without assigning any reason thereof. Systemically Important Non-Banking Financial Companies participating in the Issue shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

Bids by insurance companies

In case of Bids made by insurance companies registered with the IRDAI, a certified copy of certificate of registration issued by IRDAI must be attached to the Bid cum Application Form. Failing this, our Company reserves the right to reject any Bid without assigning any reason thereof.

The exposure norms for insurers is prescribed in Regulation 9 of the Insurance Regulatory and Development Authority of India (Investment) Regulations, 2016 ("**IRDAI Investment Regulations**") are set forth below:

(a) equity shares of a company: the lower of 10%* of the investee company's outstanding equity shares (face value) or 10% of the respective fund in case of a life insurer/investment assets in case of a general insurer or a reinsurer;

(b) the entire group of the investee company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or a reinsurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and

(c) the industry sector in which the investee company operates: not more than 15% of the respective fund of a life insurer or general insurance or 15% of the investment assets, whichever is lower.

The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or general insurer and the amount calculated under points (i), (ii) or (iii) above, as the case may be.

The above limit of 10% shall stand substituted as 15% of outstanding equity shares (face value) for insurance companies with investment assets of ₹2,500,000 million or more and 12% of outstanding equity shares (face value) for insurers with investment assets of ₹500,000 million or more but less than ₹2,500,000 million.

Insurer companies participating in this Issue shall comply with all applicable regulations, guidelines and circulars issued by the IRDAI from time to time to time including the IRDAI Investment Regulations.

Bids under Power of Attorney

In case of Bids made pursuant to a power of attorney by limited companies, corporate bodies, registered societies, eligible FPIs, AIFs, Mutual Funds, insurance companies, insurance funds set up by the army, navy or air force of the Union of India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with minimum corpus of ₹250 million and pension funds with a minimum corpus of ₹250 million, in each case, subject to applicable law and in accordance with their respective constitutional documents a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws as applicable must be lodged along with the Bid cum Application Form. Failing this, our Company reserves the right to accept or reject any Bid in whole or in part, in either case, without assigning any reason thereof.

Our Company in consultation with the BRLM, in its absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application Form, subject to such terms and conditions that our Company, in consultation with the BRLM, may deem fit, without assigning any reasons thereof.

Bids by Anchor Investors

For details in relation to Bids by Anchor Investors, see "*Issue Procedure – Part B – General Information Document for Investing in Public Issues*" on page 431.

Bids by provident funds/pension funds

In case of Bids made by provident funds/pension funds, subject to applicable laws, with minimum corpus of ₹250 million, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be attached to the Bid cum Application Form. Failing this, our Company reserves the right to reject any Bid, without assigning any reason therefor.

All non-resident investors should note that refunds (in case of Anchor Investors), dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

The Equity Shares offered in the Issue have not been and will not be registered, listed or otherwise qualified in any jurisdiction except India and may not be offered or sold to persons outside of India except in compliance with the applicable laws of each such jurisdiction. In particular, the Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act"), or the laws of any state of the United States and may not be offered or sold in the United States (as defined in Regulation S under the U.S. Securities Act ("Regulation S")) except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. The Equity Shares are being offered and sold only outside the United States pursuant to Regulation S.

The above information is given for the benefit of the Bidders. Our Company, the Selling Shareholders and the members of Syndicate are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that Bid from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable laws or regulation or as specified in this Draft Red Herring Prospectus.

In accordance with existing regulations issued by the RBI, OCBs cannot participate in the Issue.

Pre-Issue Advertisement

Subject to Section 30 of the Companies Act, 2013, our Company will, after registering the Red Herring Prospectus with the RoC, publish a pre-Issue advertisement, in the form prescribed by the SEBI ICDR Regulations, in [●] edition of [●] (a widely circulated English national daily newspaper), [●] edition of [●] (a widely circulated Hindi national daily newspaper) and [●] edition of [●] (a widely circulated Marathi newspaper, Marathi also being the regional language of Maharashtra where our Registered Office is located). Our Company shall, in the pre-Issue advertisement state the Bid/Issue Opening Date, the Bid/Issue Closing Date and the QIB Bid/Issue Closing Date. This advertisement, subject to the provisions of Section 30 of the Companies Act, 2013, shall be in the format prescribed in Part A of Schedule XIII of the SEBI ICDR Regulations.

Signing of Underwriting Agreement and filing of Prospectus with the RoC

Our Company and the Selling Shareholders intend to enter into an Underwriting Agreement with the Underwriters on or immediately after the finalisation of the Issue Price. After signing the Underwriting Agreement, our Company will file the Prospectus with the RoC, in accordance with applicable law. The Prospectus will contain details of the Issue Price, Anchor Investor Issue Price, Issue size and underwriting arrangements and will be complete in all material respects.

GENERAL INSTRUCTIONS

Please note that QIBs and Non-Institutional Investors are not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Investors can revise their Bid(s) during the Bid/Issue Period and withdraw their Bid(s) until Bid/Issue Closing Date. Anchor Investors are not allowed to withdraw their Bids after the Anchor Investor Bidding Date.

***Do's*:**

1. Check if you are eligible to apply as per the terms of the Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals;

2. Ensure that you have Bid within the Price Band;

3. Read all the instructions carefully and complete the Bid cum Application Form;

4. Ensure that the details about the PAN, DP ID and Client ID are correct and the Bidders depository account is active, as Allotment of the Equity Shares will be in the dematerialised form only;

5. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre within the prescribed time;

6. If the first applicant is not the ASBA Account holder, ensure that the Bid cum Application Form is signed by the ASBA Account holder;

7. Ensure that you have mentioned the correct ASBA Account number in the Bid cum Application Form;

8. All Bidders (other than Anchor Investors) should submit their Bids through the ASBA process only;

9. Ensure that the signature of the First Bidder in case of joint Bids, is included in the Bid cum Application Forms;

10. Ensure that the name(s) given in the Bid cum Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names;

11. Ensure that you request for and receive a stamped acknowledgement of the Bid cum Application Form for all your

Bid options from the concerned Designated Intermediary;

12. Ensure that you have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB before submitting the Bid cum Application Form under the ASBA process to any of the Designated Intermediaries;

13. Ensure that you submit revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;

14. With respect to Bids by SCSBs, ensure that you have a separate account in your own name with any other SCSB having clear demarcated funds for applying under the ASBA process and that such separate account (with any other SCSB) is used as the ASBA Account with respect to your Bid;

15. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of a SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market; (ii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market; and (iii) any other category of Bidders, including without limitation, multilateral/ bilateral institutions, which may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the Income Tax Act in the Bid cum Application Form. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;

16. Ensure that Anchor Investors submit their Anchor Investor Application Form only to the BRLM

17. Ensure that the Demographic Details are updated, true and correct in all respects;

18. Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;

19. Ensure that the correct investor category and the investor status is indicated in the Bid cum Application Form;

20. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust etc., relevant documents, including a copy of the power of attorney, are submitted;

21. Ensure that Bids submitted by any person outside India should be in compliance with applicable foreign and Indian laws;

22. Ensure that the depository account is active, the correct DP ID, Client ID and the PAN are mentioned in their Bid cum Application Form and that the name of the Bidder, the DP ID, Client ID and the PAN entered into the online IPO system of the Stock Exchanges by the relevant Designated Intermediary, as applicable, matches with the name, DP ID, Client ID and PAN available in the Depository database;

23. Ensure that where the Bid cum Application Form is submitted in joint names, the beneficiary account is also held in the same joint names and such names are in the same sequence in which they appear in the Bid cum Application Form;

24. Ensure that while Bidding through a Designated Intermediary, the Bid cum Application Form (other than for Anchor Investors) is submitted to a Designated Intermediary in a Bidding Centre and that the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has named at least one branch at that location for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at www.sebi.gov.in) or such other websites as updated from time to time; and

25. Ensure that you have correctly signed the authorisation/undertaking box in the Bid cum Application Form or have otherwise provided an authorisation to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form at the time of submission of the Bid.

Don'ts:

1. Do not Bid for lower than the minimum Bid size;
2. Do not Bid/revise Bid Amount to less than the Floor Price or higher than the Cap Price;
3. Do not Bid on another Bid cum Application Form or the Anchor Investor Application Form, as the case maybe, after you have submitted a Bid to a Designated Intermediary;
4. Do not pay the Bid Amount in cash, by money order, cheques or demand drafts or by postal order or by stock invest;
5. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;
6. Anchor Investors should not Bid through the ASBA process;
7. Do not submit the Bid cum Application Forms to any non-SCSB bank or our Company;
8. Do not Bid on a physical ASBA Form that does not have the stamp of a Designated Intermediary;
9. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Investors);
10. Do not fill up the Bid cum Application Form such that the Equity Shares Bid for exceeds the Issue size and/or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations or under the terms of the Red Herring Prospectus;
11. If you are a Non-Institutional Investor or a Retail Individual Investor, do not submit your Bid after 3.00 pm on the Bid/Issue Closing Date;
12. If you are a QIB, do not submit your Bid after 3.00 p.m. on the QIB Bid/Issue Closing Date;
13. Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;
14. Do not Bid for a Bid Amount exceeding ₹200,000 (for Bids by Retail Individual Investors);
15. Do not submit the General Index Register (GIR) number instead of the PAN;
16. Do not submit incorrect details of the DP ID, Client ID and PAN or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Issue;
17. Do not submit the Bid without ensuring that funds equivalent to the entire Bid Amount are available for blocking in the relevant ASBA Account;
18. Do not submit more than five Bid cum Application Forms per ASBA Account;
19. Do not submit Bids to a Designated Intermediary at a location other than Specified Locations;
20. Do not withdraw your Bid or lower the size of your Bid (in terms of quantity of the Equity Shares or the Bid Amount) at any stage, if you are a QIB or a Non-Institutional Investor;
21. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a colour prescribed for another category of Bidder;
22. Do not submit a Bid in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;
23. Do not Bid on another Bid cum Application Form and the Anchor Investor Application Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediaries;
24. Do not Bid if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository); and

The Bid cum Application Form is liable to be rejected if any of the above instructions or any other condition mentioned in this Draft Red Herring Prospectus, as applicable, is not complied with.

Payment into Escrow Account

Anchor Investors are not permitted to Bid in the Issue through the ASBA process. Instead, Anchor Investors should transfer the Bid Amount (through direct credit, RTGS or NEFT). The payment instruments for payment into the Escrow Accounts should be drawn in favour of:

(i) In case of resident Anchor Investors: "[●]"

(ii) In case of non-resident Anchor Investors: "[●]"

Depository Arrangements

The Allotment of the Equity Shares in the Issue shall be only in a dematerialised form, (i.e., not in the form of physical certificates but be fungible and be represented by the statement issued through the electronic mode). In this context, tripartite agreements had been signed among our Company, the respective Depositories and the Registrar to the Issue:

- Tripartite Agreement dated August 20, 2015 among NSDL, our Company and the Registrar to the Issue.
- Tripartite Agreement dated August 10, 2015 among CDSL, our Company and Registrar to the Issue.

Undertakings by our Company

Our Company undertakes the following:

(i) that the complaints received in respect of the Issue shall be attended to by our Company expeditiously and satisfactorily;

(ii) that if the Allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded/unblocked within the time prescribed under applicable law, failing which interest will be due to be paid to the Bidders at the rate prescribed under applicable law for the delayed period;

(iii) that all steps will be taken for completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges where the Equity Shares are proposed to be listed within six Working Days of the Bid/Issue Closing Date;

(iv) that funds required for making refunds to unsuccessful applicants as per the mode(s) disclosed shall be made available to the Registrar to the Issue by our Company;

(v) where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within the time prescribed under applicable law, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;

(vi) that if our Company does not proceed with the Issue after the Bid/Issue Closing Date but prior to Allotment, the reason thereof shall be given as a public notice within two days of the Bid/Issue Closing Date. The public notice shall be issued in the same newspapers where the pre-Issue advertisements were published. The Stock Exchanges on which the Equity Shares are proposed to be listed shall also be informed promptly;

(vii) that if our Company and the Selling Shareholders, in consultation with the BRLM, withdraw the Issue after the Bid/Issue Closing Date, our Company shall be required to file a fresh draft offer document with the SEBI, in the event our Company subsequently decides to proceed with the Issue thereafter;

(viii) that our Company shall comply with such disclosure and accounting norms as may be specified by SEBI from time to time;

(ix) that the intimation of credit of securities/refund orders to Eligible NRIs shall be dispatched within specified time;

(x) that adequate arrangements shall be made to collect all Bid cum Application Forms submitted by Bidders and Anchor

Investor Application Form from Anchor Investors; and

(xi) that no further issue of Equity Shares shall be made until the Equity Shares offered through the Red Herring Prospectus are listed or until the Bid monies are refunded/unblocked in the ASBA Accounts on account of non-listing, under-subscription etc.

Undertakings by each Selling Shareholder

Each Selling Shareholder undertakes the following in respect of itself and its respective portion of the Offered Shares:

(i) that the Offered Shares are free and clear of any pre-emptive rights, liens, mortgages, charges, pledges or encumbrances and have been held by the respective Selling Shareholder for a period of at least one year prior to the date of this Draft Red Herring Prospectus and shall continue to be in dematerialised form at the time of transfer.

(ii) that it is the legal and beneficial owner of and has full title to its respective portion of the Offered Shares.

(iii) that it shall provide all reasonable cooperation as requested by our Company and the BRLM in relation to the completion of the Allotment and dispatch of the Allotment Advice and CAN, if required, and refund orders (as applicable) to the requisite extent of its respective portion of the Offered Shares;

(iv) that each Selling Shareholder specifically confirms that it shall not have any recourse to the proceeds of the Issue, until final listing and trading approvals have been received from the Stock Exchanges;

(v) that it shall not offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any Bidder for making a Bid in the Issue, and shall not make any payment, direct or indirect, in the nature of discounts, commission, allowance or otherwise to any person who makes a Bid in the Issue, except as permitted under applicable law;

(vi) that it shall not offer, lend, pledge, create lien, charge, encumber, sell, contract to sell or otherwise transfer or dispose of, directly or indirectly, any of the Equity Shares offered in the Offer for sale;

(vii) that it will provide such reasonable support and extend such reasonable cooperation as may be required by our Company and the BRLM in redressal of such investor grievances that pertain to the Equity Shares held by it and being offered pursuant to the Issue; and

(viii) that it shall take all such steps as may be required to ensure that its respective portion of the Offered Shares are available for transfer in the Issue.

The Selling Shareholders have authorised the Compliance Officer of our Company and the Registrar to the Issue to redress any complaints received from Bidders in respect of the Offer for Sale.

Utilisation of Issue Proceeds

Our Company and the Selling Shareholders, severally and not jointly, specifically confirm and declare that all monies received from the Issue shall be transferred to separate bank account other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act, 2013.

PART B

General Information Document for Investing in Public Issues

This General Information Document highlights the key rules, processes and procedures applicable to public issues in accordance with the provisions of the Companies Act, the SCRA, the SCRR and SEBI ICDR Regulations. Bidders/Applicants should not construe the contents of this General Information Document as legal advice and should consult their own legal counsel and other advisors in relation to the legal matters concerning the Issue. For taking an investment decision, the Bidders/Applicants should rely on their own examination of the Issuer and the Issue and should carefully read the Red Herring Prospectus/Prospectus before investing in the Issue.

SECTION 1: PURPOSE OF THE GENERAL INFORMATION DOCUMENT (GID)

This document is applicable to the public issues undertaken through the Book-Building Process as well as to the Fixed Price Offers. The purpose of the "General Information Document for Investing in Public Issues" is to provide general guidance to potential Bidders/Applicants in IPOs and FPOs, and on the processes and procedures governing IPOs and FPOs, undertaken in accordance with the provisions of the SEBI ICDR Regulations.

Bidders/Applicants should note that investment in equity and equity related securities involves risk and Bidder/Applicant should not invest any funds in the Issue unless they can afford to take the risk of losing their investment. The specific terms relating to securities and/or for subscribing to securities in an Issue and the relevant information about the Issuer undertaking the Issue are set out in the Red Herring Prospectus ("**RHP**")/Prospectus filed by the Issuer with the Registrar of Companies. Bidders/Applicants should carefully read the entire RHP/Prospectus and the Bid cum Application Form/Application Form and the Abridged Prospectus of the Issuer in which they are proposing to invest through the Issue. In case of any difference in interpretation or conflict and/or overlap between the disclosure included in this document and the RHP/Prospectus, the disclosures in the RHP/Prospectus shall prevail. The RHP/Prospectus of the Issuer is available on the websites of stock exchanges, on the website(s) of the **BRLM(s)** to the Issue and on the website of Securities and Exchange Board of India ("**SEBI**") at www.sebi.gov.in.

For the definitions of capitalised terms and abbreviations used herein Bidders/Applicants may refer to the section "Glossary and Abbreviations".

SECTION 2: BRIEF INTRODUCTION TO IPOs/FPOs

2.1 Initial public offer (IPO)

An IPO means an offer of specified securities by an unlisted Issuer to the public for subscription and may include an Offer for Sale of specified securities to the public by any existing holder of such securities in an unlisted Issuer.

For undertaking an IPO, an Issuer is *inter-alia* required to comply with the eligibility requirements of in terms of either Regulation 26(1) or Regulation 26(2) of the SEBI ICDR Regulations. For details of compliance with the eligibility requirements by the Issuer Bidders/Applicants may refer to the RHP/Prospectus.

2.2 Further public offer (FPO)

An FPO means an offer of specified securities by a listed Issuer to the public for subscription and may include Offer for Sale of specified securities to the public by any existing holder of such securities in a listed Issuer.

For undertaking an FPO, the Issuer is *inter-alia* required to comply with the eligibility requirements in terms of Regulation 26/27 of SEBI ICDR Regulations. For details of compliance with the eligibility requirements by the Issuer Bidders/Applicants may refer to the RHP/Prospectus.

2.3 Other Eligibility Requirements:

In addition to the eligibility requirements specified in paragraphs 2.1 and 2.2, an Issuer proposing to undertake an IPO or an FPO is required to comply with various other requirements as specified in the SEBI ICDR Regulations, the Companies Act, 2013 (to the extent notified and in effect), the Companies Act 1956 (to the extent applicable), the SCRR, industry-specific regulations, if any, and other applicable laws for the time being in force.

For details in relation to the above Bidders/Applicants may refer to the RHP/Prospectus.

2.4 Types of Public Issues – Fixed Price Issues and Book Built Issues

In accordance with the provisions of the SEBI ICDR Regulations, an Issuer can either determine the Issue Price through the Book Building Process ("**Book Built Issue**") or undertake a Fixed Price Issue ("**Fixed Price Issue**"). An Issuer may mention Floor Price or Price Band in the RHP (in case of a Book Built Issue) and a Price or Price Band in the Draft Prospectus (in case of a fixed price Issue) and determine the price at a later date before registering the Prospectus with the Registrar of Companies.

The cap on the Price Band should be less than or equal to 120% of the Floor Price. The Issuer shall announce the Price or the Floor Price or the Price Band through advertisement in all newspapers in which the pre-Issue advertisement was given at least five Working Days before the Bid/Issue Opening Date, in case of an IPO and at least one Working Day before the Bid/Issue Opening Date, in case of an FPO.

The Floor Price or the Issue price cannot be lesser than the face value of the securities.

Bidders/Applicants should refer to the RHP/Prospectus or Issue advertisements to check whether the Issue is a Book Built Issue or a Fixed Price Issue.

2.5 ISSUE PERIOD

The Issue may be kept open for a minimum of three Working Days (for all category of Bidders/Applicants) and not more than ten Working Days. Bidders/Applicants are advised to refer to the Bid cum Application Form and Abridged Prospectus or RHP/Prospectus for details of the Bid/Issue Period. Details of Bid/Issue Period are also available on the website of the Stock Exchange(s).

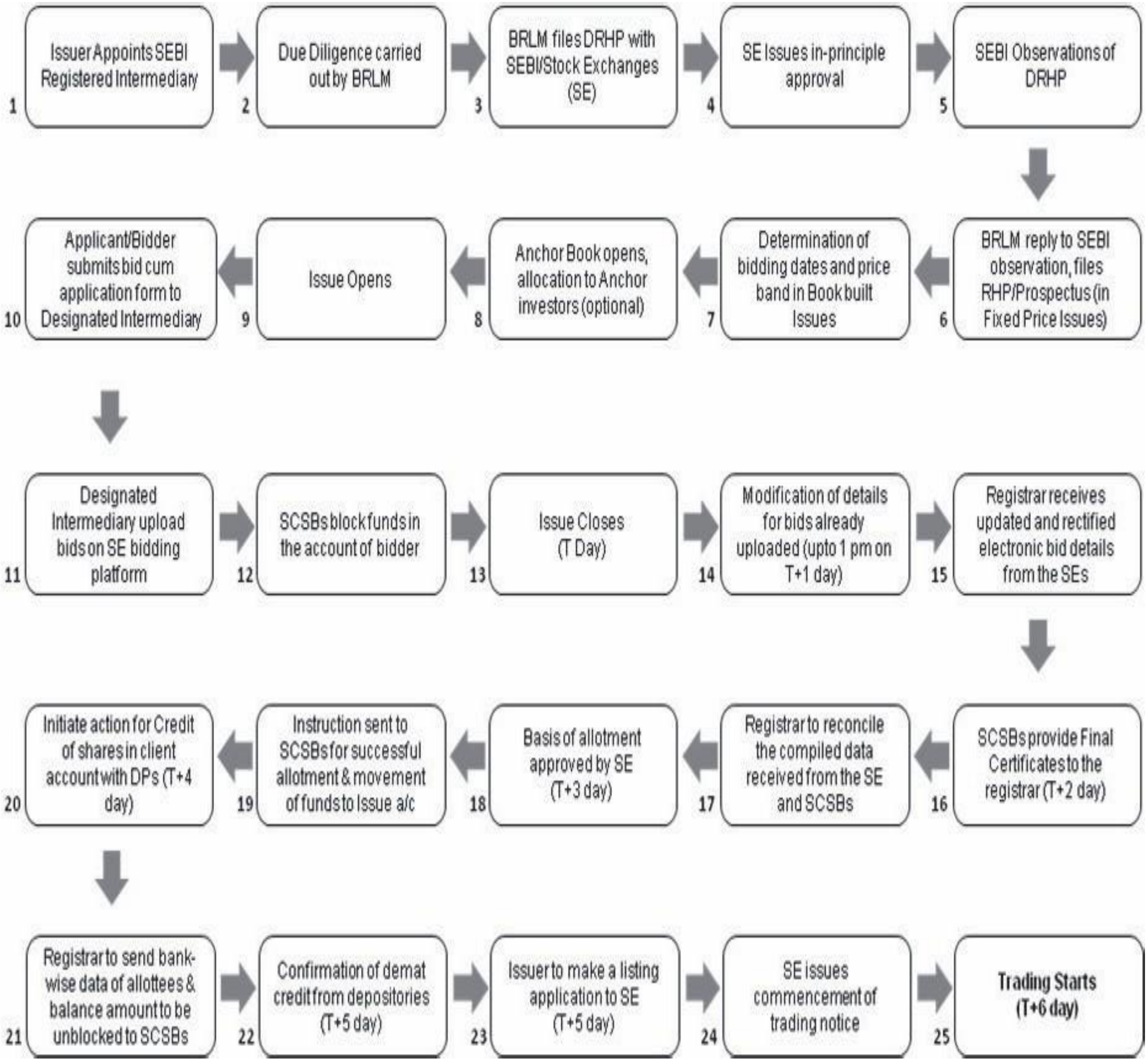
In case of a Book Built Issue, the Issuer may close the Bid/Issue Period for QIBs one Working Day prior to the Bid/Issue Closing Date if disclosures to that effect are made in the RHP. In case of revision of the Floor Price or Price Band in Book Built Issues the Bid/Issue Period may be extended by at least three Working Days, subject to the total Bid/Issue Period not exceeding 10 Working Days. For details of any revision of the Floor Price or Price Band, Bidders/Applicants may check the announcements made by the Issuer on the websites of the Stock Exchanges and the BRLM(s), and the advertisement in the newspaper(s) issued in this regard.

2.6 FLOWCHART OF TIMELINES

A flow chart of process flow in Fixed Price and Book Built Issues is as follows. Bidders/Applicants may note that this is not applicable for Fast Track FPOs.:

- In case of Issue other than Book Build Issue (Fixed Price Issue) the process at the following of the below mentioned steps shall be read as:

  (i) Step 7: Determination of Issue Date and Price;
  (ii) Step 10: Applicant submits Bid cum Application Form with any of the Designated Intermediaries;


1 Issuer Appoints SEBI Registered Intermediary
2 Due Diligence carried out by BRLM
3 BRLM files DRHP with SEBI/Stock Exchanges (SE)
4 SE Issues in-principle approval
5 SEBI Observations of DRHP
6 BRLM reply to SEBI observation, files RHP/Prospectus (in Fixed Price Issues)
7 Determination of bidding dates and price band in Book built Issues
8 Anchor Book opens, allocation to Anchor investors (optional)
9 Issue Opens
10 Applicant/Bidder submits bid cum application form to Designated Intermediary
11 Designated Intermediary upload bids on SE bidding platform
12 SCSBs block funds in the account of bidder
13 Issue Closes (T Day)
14 Modification of details for bids already uploaded (upto 1 pm on T+1 day)
15 Registrar receives updated and rectified electronic bid details from the SEs
16 SCSBs provide Final Certificates to the registrar (T+2 day)
17 Registrar to reconcile the compiled data received from the SE and SCSBs
18 Basis of allotment approved by SE (T+3 day)
19 Instruction sent to SCSBs for successful allotment & movement of funds to Issue a/c
20 Initiate action for Credit of shares in client account with DPs (T+4 day)
21 Registrar to send bank-wise data of allottees & balance amount to be unblocked to SCSBs
22 Confirmation of demat credit from depositories (T+5 day)
23 Issuer to make a listing application to SE (T+5 day)
24 SE issues commencement of trading notice
25 Trading Starts (T+6 day)

SECTION 3: CATEGORY OF INVESTORS ELIGIBLE TO PARTICIPATE IN AN ISSUE

Each Bidder/Applicant should check whether it is eligible to apply under applicable law. Furthermore, certain categories of Bidders/Applicants, such as NRIs, FPIs and FVCIs may not be allowed to Bid/Apply in the Issue or to hold Equity Shares, in excess of certain limits specified under applicable law. Bidders/Applicants are requested to refer to the RHP/Prospectus for more details.

Subject to the above, an illustrative list of Bidders/Applicants is as follows:

- Indian nationals resident in India who are competent to contract under the Indian Contract Act, 1872, in single or joint names (not more than three);
- Bids/Applications belonging to an account for the benefit of a minor (under guardianship);
- Hindu Undivided Families or HUFs, in the individual name of the *Karta*. The Bidder/Applicant should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form/Application Form as follows: "Name of sole or first Bidder/Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the *Karta*". Bids/Applications by HUFs may be considered at par with Bids/Applications from individuals;
- Companies, corporate bodies and societies registered under applicable law in India and authorised to hold and invest in equity shares;
- QIBs;
- NRIs on a repatriation basis or on a non-repatriation basis subject to applicable law;
- Indian Financial Institutions, regional rural banks, co-operative banks (subject to RBI regulations and the SEBI ICDR Regulations and other laws, as applicable);
- FPIs other than Category III foreign portfolio investors Bidding under the QIBs category;
- FPIs which are Category III foreign portfolio investors, Bidding under the NIIs category;
- Trusts/societies registered under the Societies Registration Act, 1860, or under any other law relating to trusts/societies and who are authorised under their respective constitutions to hold and invest in equity shares;
- National Investment Fund set up by resolution no. F. No. 2/3/2005-DD-II dated November 23, 2005 of the GoI published in the Gazette of India;
- Limited liability partnerships registered under the Limited Liability Partnership Act, 2008;
- Any other person eligible to Bid/Apply in the Issue, under the laws, rules, regulations, guidelines and policies applicable to them and under Indian laws; and
- As per the existing regulations, OCBs are not allowed to participate in an Issue.

SECTION 4: APPLYING IN THE ISSUE

Book Built Issue: Bidders should only use the specified Bid cum Application Form bearing stamp of a Designated Intermediary as available or downloaded from the websites of the Stock Exchanges.

Bid cum Application Forms are available with the Designated Intermediaries at the Bidding Centres and at the registered office of the Issuer. Electronic Bid cum Application Forms will be available on the websites of the Stock Exchanges at least one day prior to the Bid/Issue Opening Date. For further details regarding availability of Bid cum Application Forms, Bidders may refer to the RHP/Prospectus. For Anchor Investors, Bid cum Application Forms shall be available at the offices of the BRLM.

Fixed Price Issue: Applicants should only use the specified Bid cum Application Form bearing the stamp of the Designated Intermediary as available or downloaded from the websites of the Stock Exchanges. Application Forms are available with the Designated Branches of the SCSBs and at the registered office of the Issuer. For further details regarding availability of Application Forms, Applicants may refer to the Prospectus.

Bidders/Applicants should ensure that they apply in the appropriate category. The prescribed colour of the Bid cum Application Form for various categories of Bidders/Applicants is as follows:

Category	Colour of the Bid cum Application Form
Resident Indian, Eligible NRIs applying on a non-repatriation basis	White
NRIs, FVCIs and FPIs on a repatriation basis	Blue
Anchor Investors (where applicable) & Bidders/Applicants Bidding/applying in the reserved category	As specified by the Issuer

Securities issued in an IPO can only be in dematerialised form in accordance with Section 29 of the Companies Act, 2013. Bidders/Applicants will not have the option of getting the Allotment of specified securities in physical form. However, they may get the specified securities rematerialized subsequent to Allotment.

4.1 INSTRUCTIONS FOR FILLING THE BID CUM APPLICATION FORM/APPLICATION FORM

Bidders/Applicants may note that forms not filled completely or correctly as per instructions provided in this GID, the RHP and the Bid cum Application Form/Application Form are liable to be rejected.

Instructions to fill each field of the Bid cum Application Form can be found on the reverse side of the Bid cum Application Form. Specific instructions for filling various fields of the Resident Bid cum Application Form and Non-Resident Bid cum Application Form and samples are provided below.

The samples of the Bid cum Application Form for resident Bidders and the Bid cum Application Form for non-resident Bidders are reproduced below:

Application Form – For Residents

TEAR HERE

COMMON BID CUM APPLICATION FORM	XYZ LIMITED - INITIAL PUBLIC ISSUE - R Address : .... Contact Details: .... CIN No	FOR RESIDENT INDIANS, INCLUDING RESIDENT QIBs AND ELIGIBLE NRIs APPLYING ON A NON-REPATRIATION BASIS

LOGO

TO,
THE BOARD OF DIRECTORS
XYZ LIMITED

BOOK BUILT ISSUE

ISIN : ....

Bid cum Application Form No.

SYNDICATE MEMBER'S STAMP & CODE	BROKER/SCSB/DP/RTA STAMP & CODE
SUB-BROKER'S / SUB-AGENT'S STAMP & CODE	ESCROW BANK/SCSB BRANCH STAMP & CODE
BANK BRANCH SERIAL NO.	SCSB SERIAL NO.

1. NAME & CONTACT DETAILS OF SOLE / FIRST BIDDER

Mr. / Ms.

Address

Email

Tel. No (with STD code) / Mobile

2. PAN OF SOLE / FIRST BIDDER

3. BIDDER'S DEPOSITORY ACCOUNT DETAILS ☐ NSDL ☐ CDSL

For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID

4. BID OPTIONS (ONLY RETAIL INDIVIDUAL BIDDERS CAN BID AT "CUT-OFF")

Bid Options	No. of Equity Shares Bid (In Figures) (Bids must be in multiples of Bid Lot as advertised)	Price per Equity Share (₹)/ "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures)			
	8 | 7 | 6 | 5 | 4 | 3 | 2 | 1	Bid Price 3 | 2 | 1	Retail Discount 3 | 2 | 1	Net Price 3 | 2 | 1	"Cut-off" (Please ✔ tick)
Option 1					☐
(OR) Option 2					☐
(OR) Option 3					☐

5. CATEGORY

☐ Retail Individual Bidder
☐ Non-Institutional Bidder
☐ QIB

6. INVESTOR STATUS

☐ Individual(s) - IND
☐ Hindu Undivided Family* - HUF
☐ Bodies Corporate - CO
☐ Banks & Financial Institutions - FI
☐ Mutual Funds - MF
☐ Non-Resident Indians - NRI (Non-Repatriation basis)
☐ National Investment Fund - NIF
☐ Insurance Funds - IF
☐ Insurance Companies - IC
☐ Venture Capital Funds - VCF
☐ Alternative Investment Funds - AIF
☐ Others (Please specify) - OTH

* HUF should apply only through Karta (Application by HUF would be treated on par with individual)

7. PAYMENT DETAILS | PAYMENT OPTION : FULL PAYMENT ☐ PART PAYMENT ☐

Amount paid (₹ in figures) (₹ in words)

ASBA Bank A/c No.

Bank Name & Branch

I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS BID CUM APPLICATION FORM AND THE ATTACHED ABRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUES ("GID") AND HEREBY AGREE AND CONFIRM THE 'BIDDERS UNDERTAKING' AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE BID CUM APPLICATION FORM GIVEN OVERLEAF.

8A. SIGNATURE OF SOLE/ FIRST BIDDER	8B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS)	BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Bid in Stock Exchange system)
	I/We authorize the SCSB to do all acts as are necessary to make the Application in the Issue	
	1)	
	2)	
Date :	3)	

TEAR HERE

LOGO

XYZ LIMITED INITIAL PUBLIC ISSUE - R	Acknowledgement Slip for Broker/SCSB/ DP/RTA	Bid cum Application Form No.

DPID / CLID

PAN of Sole / First Bidder

Amount paid (₹ in figures) | Bank & Branch | Stamp & Signature of SCSB Branch

ASBA Bank A/c No.

Received from Mr./Ms.

Telephone / Mobile | Email

TEAR HERE

XYZ LIMITED - INITIAL PUBLIC ISSUE - R

	Option 1	Option 2	Option 3
No. of Equity Shares			
Bid Price			
Amount Paid (₹)			

Stamp & Signature of Broker / SCSB / DP / RTA

Name of Sole / First Bidder

ASBA Bank A/c No.

Bank & Branch

Acknowledgement Slip for Bidder

Bid cum Application Form No.

PLEASE FILL IN BLOCK LETTERS

Application Form – For Non – Residents

TEAR HERE

COMMON BID CUM APPLICATION FORM	XYZ LIMITED - INITIAL PUBLIC ISSUE - NR Address : .... Contact Details: .... CIN No	FOR NON-RESIDENTS, INCLUDING ELIGIBLE NRIS, FPIS OR FVCIS, ETC APPLYING ON A REPATRIATION BASIS

LOGO

TO,
THE BOARD OF DIRECTORS
XYZ LIMITED

BOOK BUILT ISSUE

ISIN : ....

Bid cum Application Form No.

SYNDICATE MEMBER'S STAMP & CODE	BROKER/SCSB/DP/RTA STAMP & CODE
SUB-BROKER'S / SUB-AGENT'S STAMP & CODE	ESCROW BANK/SCSB BRANCH STAMP & CODE
BANK BRANCH SERIAL NO.	SCSB SERIAL NO.

1. NAME & CONTACT DETAILS OF SOLE / FIRST BIDDER

Mr. / Ms.

Address

Email

Tel. No (with STD code) / Mobile

2. PAN OF SOLE / FIRST BIDDER

3. BIDDER'S DEPOSITORY ACCOUNT DETAILS ☐ NSDL ☐ CDSL

For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID

4. BID OPTIONS (ONLY RETAIL INDIVIDUAL BIDDERS CAN BID AT "CUT-OFF")

Bid Options	No. of Equity Shares Bid (In Figures) (Bids must be in multiples of Bid Lot as advertised)	Price per Equity Share (₹)/ "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures)			
	8 | 7 | 6 | 5 | 4 | 3 | 2 | 1	Bid Price 3 | 2 | 1	Retail Discount 3 | 2 | 1	Net Price 3 | 2 | 1	"Cut-off" (Please ✓ tick)
Option 1					☐
(OR) Option 2					☐
(OR) Option 3					☐

5. CATEGORY

☐ Retail Individual Bidder
☐ Non-Institutional Bidder
☐ QIB

6. INVESTOR STATUS

NRI	Non-Resident Indian(s) (Repatriation basis)
FII	FII or Sub-account not a Corporate/Foreign Individual
FIISA	FII Sub-account Corporate/Individual
FVCI	Foreign Venture Capital Investor
FPI	Foreign Portfolio Investors
OTH	Others (Please Specify)________

7. PAYMENT DETAILS PAYMENT OPTION : FULL PAYMENT ☐ PART PAYMENT ☐

Amount paid (₹ in figures) (₹ in words)

ASBA Bank A/c No.

Bank Name & Branch

I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS BID CUM APPLICATION FORM AND THE ATTACHED ABRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUES ("GID") AND HEREBY AGREE AND CONFIRM THE 'BIDDERS UNDERTAKING' AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE BID CUM APPLICATION FORM GIVEN OVERLEAF.

8A. SIGNATURE OF SOLE/ FIRST BIDDER	8B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS)	BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Bid in Stock Exchange system)
	I/We authorize the SCSB to do all acts as are necessary to make the Application in the Issue	
	1)	
	2)	
Date : ________	3)	

TEAR HERE

LOGO

XYZ LIMITED INITIAL PUBLIC ISSUE - NR	Acknowledgement Slip for Broker/SCSB/ DP/RTA	Bid cum Application Form No.

DPID / CLID

PAN of Sole / First Bidder

Amount paid (₹ in figures)	Bank & Branch	Stamp & Signature of SCSB Branch
ASBA Bank A/c No.		
Received from Mr./Ms.		
Telephone / Mobile	Email	

TEAR HERE

XYZ LIMITED - INITIAL PUBLIC ISSUE - NR

	Option 1	Option 2	Option 3
No. of Equity Shares			
Bid Price			
Amount Paid (₹)			

Stamp & Signature of Broker / SCSB / DP / RTA

Name of Sole / First Bidder

Acknowledgement Slip for Bidder

ASBA Bank A/c No.

Bank & Branch

Bid cum Application Form No.

PLEASE FILL IN BLOCK LETTERS

TEAR HERE

4.1.1 **FIELD NUMBER 1: NAME AND CONTACT DETAILS OF THE SOLE/FIRST BIDDER/APPLICANT**

(a) Bidders/Applicants should ensure that the name provided in this field is exactly the same as the name in which the Depository Account is held.

(b) **Mandatory Fields**: Bidders/Applicants should note that the name and address fields are compulsory, and e-mail and/or telephone number/mobile number fields are optional. Bidders/Applicants should note that the contact details mentioned in the Bid-cum Application Form/Application Form may be used to dispatch communications (including letters notifying the unblocking of the bank accounts of Bidders (other than Anchor Investors) in case the communication sent to the address available with the Depositories are returned undelivered or are not available. The contact details provided in the Bid cum Application Form may be used by the Issuer, Designated Intermediaries and the Registrar to the Issue only for correspondence(s) related to an Issue and for no other purposes.

(c) **Joint Bids/Applications**: In the case of Joint Bids/Applications, the Bids/Applications should be made in the name of the Bidder/Applicant whose name appears first in the Depository account. The name so entered should be the same as it appears in the Depository records. The signature of only such first Bidder/Applicant would be required in the Bid cum Application Form/Application Form and such first Bidder/Applicant would be deemed to have signed on behalf of the joint holders. All communications may be addressed to such Bidder/Applicant and may be dispatched to his or her address as per the Demographic Details received from the Depositories.

(d) **Impersonation**: Attention of the Bidders/Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

"*Any person who:*

(a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or

(b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or

(c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,

***shall be liable for action under Section 447.*"**

The liability prescribed under Section 447 of the Companies Act, 2013 includes imprisonment for a term which shall not be less than six months extending up to 10 years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount.

(e) **Nomination Facility to Bidder/Applicant:** Nomination facility is available in accordance with the provisions of Section 72 of the Companies Act, 2013. In case of Allotment of the Equity Shares in dematerialised form, there is no need to make a separate nomination as the nomination registered with the Depository may prevail. For changing nominations, the Bidders/Applicants should inform their respective DP.

4.1.2 **FIELD NUMBER 2: PAN OF SOLE/FIRST BIDDER/APPLICANT**

(a) PAN (of the sole/first Bidder/Applicant) provided in the Bid cum Application Form/Application Form should be exactly the same as the PAN of the person(s) in whose name the relevant beneficiary account is held as per the Depositories' records.

(b) PAN is the sole identification number for participants transacting in the securities market irrespective of the amount of transaction except for Bids/Applications on behalf of the Central or State Government, Bids/Applications by officials appointed by the courts and Bids/Applications by Bidders/Applicants residing in Sikkim ("**PAN Exempted Bidders/Applicants**"). Consequently, all Bidders/Applicants, other than the PAN Exempted Bidders/Applicants, are required to disclose their PAN in the Bid cum Application Form/Application Form, irrespective of the Bid/Application Amount. A Bid cum Application Form/Application Form without PAN, except in case of Exempted Bidders/Applicants, is liable to be rejected. Bids/Applications by the Bidders/Applicants whose PAN is not available as per the Demographic Details available in their Depository records, are liable to be rejected.

(c) The exemption for the PAN Exempted Bidders/Applicants is subject to (a) the Demographic Details received from the respective Depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same.

(d) Bid cum Application Forms/Application Forms which provide the General Index Register Number instead of PAN may be rejected.

(e) Bids/Applications by Bidders whose demat accounts have been 'suspended for credit' are liable to be rejected pursuant to the circular issued by SEBI on July 29, 2010, bearing number CIR/MRD/DP/22/2010. Such accounts are classified as "Inactive demat accounts" and Demographic Details are not provided by depositories.

4.1.3 **FIELD NUMBER 3: BIDDERS/APPLICANTS DEPOSITORY ACCOUNT DETAILS**

(a) Bidders/Applicants should ensure that DP ID and the Client ID are correctly filled in the Bid cum Application Form/Application Form. The DP ID and Client ID provided in the Bid cum Application Form/Application Form should match with the DP ID and Client ID available in the Depository database, **otherwise, the Bid cum Application Form/Application Form is liable to be rejected.**

(b) Bidders/Applicants should ensure that the beneficiary account provided in the Bid cum Application Form/Application Form is active.

(c) Bidders/Applicants should note that on the basis of the PAN, DP ID and Client ID as provided in the Bid cum Application Form/Application Form, the Bidder/Applicant may be deemed to have authorised the Depositories to provide to the Registrar to the Issue, any requested Demographic Details of the Bidder/Applicant as available on the records of the depositories. These Demographic Details may be used, among other things, for any correspondence(s) related to an Issue.

(d) Bidders/Applicants are, advised to update any changes to their Demographic Details as available in the records of the Depository Participant to ensure accuracy of records. Any delay resulting from failure to update the Demographic Details would be at the Bidders/Applicants' sole risk.

4.1.4 **FIELD NUMBER 4: BID OPTIONS**

(a) Price or Floor Price or Price Band, minimum Bid Lot and Discount (if applicable) may be disclosed in the Prospectus/RHP by the Issuer. The Issuer is required to announce the Floor Price or Price Band, minimum Bid Lot and Discount (if applicable) by way of an advertisement in at least one English, one Hindi and one regional newspaper, with wide circulation, at least five Working Days before Bid/Issue Opening Date in case of an IPO, and at least one Working Day before Bid/Issue Opening Date in case of an FPO.

(b) The Bidders may Bid at or above Floor Price or within the Price Band for IPOs/FPOs undertaken through the Book Building Process. In the case of Alternate Book Building Process for an FPO, the Bidders may Bid at Floor Price or any price above the Floor Price (For further details bidders may refer to (Section 5.6 (e))

(c) **Cut-Off Price:** Retail Individual Investors or Employees or Retail Individual Shareholders can Bid at the Cut-off Price indicating their agreement to Bid for and purchase the Equity Shares at the Issue Price as determined at the end of the Book Building Process. Bidding at the Cut-off Price is prohibited for QIBs and NIIs and such Bids from QIBs and NIIs may be rejected.

(d) **Minimum Application Value and Bid Lot**: The Issuer in consultation with the BRLM may decide the minimum number of Equity Shares for each Bid to ensure that the minimum application value is within the range of ₹10,000 to ₹15,000. The minimum Bid Lot is accordingly determined by an Issuer on basis of such minimum application value.

(e) **Allotment:** The Allotment of specified securities to each RII shall not be less than the minimum Bid Lot, subject to availability of shares in the RII category, and the remaining available shares, if any, shall be Allotted on a proportionate basis. For details of the Bid Lot, Bidders may to the RHP/Prospectus or the advertisement regarding the Price Band published by the Issuer.

4.1.4.1 **Maximum and Minimum Bid Size**

(a) The Bidder may Bid for the desired number of Equity Shares at a specific price. Bids by Retail Individual Investors, Employees and Retail Individual Shareholders must be for such number of shares so as to ensure that the Bid Amount less Discount (as applicable), payable by the Bidder does not exceed ₹200,000.

In case the Bid Amount exceeds ₹200,000 due to revision of the Bid or any other reason, the Bid may be considered for allocation under the Non-Institutional Portion, with it not being eligible for Discount then such Bid may be rejected if it is at the Cut-off Price.

(b) For NRIs, a Bid Amount of up to ₹200,000 may be considered under the Retail Portion for the purposes of allocation and a Bid Amount exceeding ₹200,000 may be considered under the Non-Institutional Portion for the purposes of allocation.

(c) Bids by QIBs and NIIs must be for such minimum number of shares such that the Bid Amount exceeds ₹200,000 and in multiples of such number of Equity Shares thereafter, as may be disclosed in the Bid cum Application Form and the RHP/Prospectus, or as advertised by the Issuer, as the case may be. Non-Institutional Investors and QIBs are not allowed to Bid at 'Cut-off Price'.

(d) RII may revise or withdraw their bids until Bid/Issue Closing Date. QIBs and NII's cannot withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after bidding and are required to pay the Bid Amount upon submission of the Bid.

(e) In case the Bid Amount reduces to ₹200,000 or less due to a revision of the Price Band, Bids by the Non-Institutional Investors who are eligible for allocation in the Retail Portion would be considered for allocation under the Retail Portion.

(f) For Anchor Investors, if applicable, the Bid Amount shall be least ₹10 crores. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to other Anchor Investors. Bids by various schemes of a Mutual Fund shall be aggregated to determine the Bid Amount. A Bid cannot be submitted for more than 60% of the QIB Portion under the Anchor Investor Portion. Anchor Investors cannot withdraw their Bids or lower the size of their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after the Anchor Investor Bid/Issue Period and are required to pay the Bid Amount at the time of submission of the Bid. In case the Anchor Investor Issue Price is lower than the Issue Price, the balance amount shall be payable as per the pay-in-date mentioned in the revised CAN. In case the Issue Price is lower than the Anchor Investor Issue Price, the amount in excess of the Issue Price paid by the Anchor Investors shall not be refunded to them.

(g) A Bid cannot be submitted for more than the Issue size.

(h) The maximum Bid by any Bidder including QIB Bidder should not exceed the investment limits prescribed for them under the applicable laws.

(i) The price and quantity options submitted by the Bidder in the Bid cum Application Form may be treated as optional bids from the Bidder and may not be cumulated. After determination of the Issue Price, the number of Equity Shares Bid for by a Bidder at or above the Issue Price may be considered for Allotment and the rest of the Bid(s), irrespective of the Bid Amount may automatically become invalid. This is not applicable in case of FPOs undertaken through Alternate Book Building Process (For details of Bidders may refer to (Section 5.6 (e)).

4.1.4.2 **Multiple Bids**

(a) Bidder should submit only one Bid cum Application Form. Bidder shall have the option to make a maximum of Bids at three different price levels in the Bid cum Application Form and such options are not considered as multiple Bids.

Submission of a second Bid cum Application Form to either the same or to another Designated Intermediary and duplicate copies of Bid cum Application Forms bearing the same application number shall be treated as multiple Bids and are liable to be rejected.

(b) Bidders are requested to note the following procedures may be followed by the Registrar to the Issue to detect multiple Bids:

(i) All Bids may be checked for common PAN as per the records of the Depository. For Bidders other than Mutual Funds, Bids bearing the same PAN may be treated as multiple Bids by a Bidder and may be rejected.

(ii) For Bids from Mutual Funds, submitted under the same PAN, as well as Bids on behalf of the PAN Exempted Bidders, the Bid cum Application Forms may be checked for common DP ID and Client ID. Such Bids which have the same DP ID and Client ID may be treated as multiple Bids and are liable to be rejected.

(iii) The following Bids may not be treated as multiple Bids:

1. Bids by Reserved Categories Bidding in their respective Reservation Portion as well as bids made by them in the Net Issue portion in public category.

2. Separate Bids by Mutual Funds in respect of more than one scheme of the Mutual Fund provided that the Bids clearly indicate the scheme for which the Bid has been made.

3. Bids by Mutual Funds, submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs.

4. Bids by Anchor Investors under the Anchor Investor Portion and the QIB Portion.

4.1.5 **FIELD NUMBER 5: CATEGORY OF BIDDERS**

(a) The categories of Bidders identified as per the SEBI ICDR Regulations for the purpose of Bidding, allocation and allotment in the Issue are RIIs, NIIs and QIBs.

(b) Up to 60% of the QIB Portion can be allocated by the Issuer, on a discretionary basis subject to the criteria of minimum and maximum number of Anchor Investors based on allocation size, to the Anchor Investors, in accordance with SEBI ICDR Regulations, with one-third of the Anchor Investor Portion reserved for domestic Mutual Funds subject to valid Bids being received at or above the Issue Price. For details regarding allocation to Anchor Investors, Bidders may refer to the RHP/Prospectus.

(c) An Issuer can make reservation for certain categories of Bidders/Applicants as permitted under the SEBI ICDR Regulations. For details of any reservations made in the Issue, Bidders/Applicants may refer to the RHP/Prospectus.

(d) The SEBI ICDR Regulations specify the allocation or Allotment that may be made to various categories of Bidders in an Issue depending upon compliance with the eligibility conditions. Details pertaining to allocation are disclosed on reverse side of the Revision Form. For Issue specific details in relation to allocation Bidder/Applicant may refer to the RHP/Prospectus.

4.1.6 **FIELD NUMBER 6: INVESTOR STATUS**

(a) Each Bidder/Applicant should check whether it is eligible to apply under applicable law and ensure that any prospective Allotment to it in the Issue is in compliance with the investment restrictions under applicable law.

(b) Certain categories of Bidders/Applicants, such as NRIs, FPIs and FVCIs may not be allowed to Bid/Apply in the Issue or hold Equity Shares exceeding certain limits specified under applicable law. Bidders/Applicants are requested to refer to the RHP/Prospectus for more details.

(c) Bidders/Applicants should check whether they are eligible to apply on non-repatriation basis or repatriation basis and should accordingly provide the investor status. Details regarding investor status are different in the Resident Bid cum Application Form and Non-Resident Bid cum Application Form.

(d) Bidders/Applicants should ensure that their investor status is updated in the Depository records.

4.1.7 **FIELD NUMBER 7: PAYMENT DETAILS**

(a) The full Bid Amount (net of any Discount, as applicable) shall be blocked based on the authorisation provided in the Bid cum Application Form. If the Discount is applicable in the Issue, the RIIs should indicate the full Bid Amount in the Bid cum Application Form and the payment shall be blocked for the Bid Amount net of Discount. Only in cases where the RHP/Prospectus indicates that part payment may be made, such an option can be exercised by the Bidder. In case of Bidders specifying more than one Bid Option in the Bid cum Application Form, the total Bid Amount may be calculated for the highest of three options at net price, i.e. Bid price less Discount offered, if any.

(b) RIIs who Bid at Cut-off price shall be blocked on the Cap Price.

(c) All Bidders (except Anchor Investors) can participate in the Issue only through the ASBA mechanism.

(d) Bid Amount cannot be paid in cash, cheque, demand draft, through money order or through postal order.

4.1.7.1. **Instructions for Anchor Investors:**

(a) Anchor Investors may submit their Bids with a Book Running Lead Manager.

(b) Payments should be made either by RTGS or NEFT.

(c) The Anchor Escrow Bank(s) shall maintain the monies in the Anchor Escrow Account for and on behalf of the Anchor Investors until the Designated Date.

4.1.7.2. **Payment instructions for Bidders (other than Anchor Investors)**

(a) Bidders may submit the Bid cum Application Form either

(i) in electronic mode through the internet banking facility offered by an SCSB authorising blocking of funds that are available in the ASBA account specified in the Bid cum Application Form, or

(ii) in physical mode to any Designated Intermediary.

(b) Bidders must specify the Bank Account number in the Bid cum Application Form. The Bid cum Application Form submitted by a Bidder and which is accompanied by cash, demand draft, cheque, money order, postal order or any mode of payment other than blocked amounts in the ASBA Account maintained with an SCSB, may not be accepted.

(c) Bidders should ensure that the Bid cum Application Form is also signed by the ASBA Account holder(s) if the Bidder is not the ASBA Account holder;

(d) Bidders shall note that for the purpose of blocking funds under ASBA facility clearly demarcated funds shall be available in the account.

(e) From one ASBA Account, a maximum of five Bids cum Application Forms can be submitted.

(f) Bidders should submit the Bid cum Application Form only at the Bidding Centres, i.e. to the respective member of the Syndicate at the Specified Locations, the SCSBs, the Registered Broker at the Broker Centres, the CRTA at the Designated RTA Locations or CDP at the Designated CDP Locations.

(g) **Bidders bidding through Designated Intermediaries** other than a SCSB, should note that ASBA Forms submitted to such Designated Intermediary may not be accepted, if the SCSB where the ASBA Account, as specified in the Bid cum Application Form, is maintained has not named at least one branch at that location for such Designated Intermediary, to deposit ASBA Forms.

(h) **Bidders bidding directly through the SCSBs** should ensure that the Bid cum Application Form is submitted to a Designated Branch of a SCSB where the ASBA Account is maintained.

(i) Upon receipt of the Bid cum Application Form, the Designated Branch of the SCSB may verify if sufficient funds equal to the Bid Amount are available in the ASBA Account, as mentioned in the Bid cum Application Form.

(j) If sufficient funds are available in the ASBA Account, the SCSB may block an amount equivalent to the Bid Amount mentioned in the Bid cum Application Form and for application directly submitted to SCSB by investor, may enter each Bid option into the electronic bidding system as a separate Bid.

(k) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB may not upload such Bids on the Stock Exchange platform and such bids are liable to be rejected.

(l) Upon submission of a completed Bid cum Application Form each Bidder may be deemed to have agreed to block the entire Bid Amount and authorised the Designated Branch of the SCSB to block the Bid Amount specified in the Bid cum Application Form in the ASBA Account maintained with the SCSBs.

(m) The Bid Amount may remain blocked in the aforesaid ASBA Account until finalisation of the Basis of Allotment and consequent transfer of the Bid Amount against the Allotted Equity Shares to the Public Issue Account, or until withdrawal or failure of the Issue, or until withdrawal or rejection of the Bid, as the case may be.

(n) SCSBs bidding in the Issue must apply through an Account maintained with any other SCSB; else their Bids are liable to be rejected.

4.1.7.1.1 **Unblocking of ASBA Account**

(a) Once the Basis of Allotment is approved by the Designated Stock Exchange, the Registrar to the Issue may provide the following details to the controlling branches of each SCSB, along with instructions to unblock the relevant bank accounts and for successful applications transfer the requisite money to the Public Issue Account designated for this purpose, within the specified timelines: (i) the number of Equity Shares to be Allotted against each Bid, (ii) the amount to be transferred from the relevant bank account to the Public Issue Account, for each Bid, (iii) the date by which funds referred to in (ii) above may be transferred to the Public Issue Account, (iv) the amount to be unblocked, if any in case of partial allotments and (v) details of rejected ASBA Bids, if any, along with reasons for rejection and details of withdrawn or unsuccessful Bids, if any, to enable the SCSBs to unblock the respective bank accounts.

(b) On the basis of instructions from the Registrar to the Issue, the SCSBs may transfer the requisite amount against each successful Bidder to the Public Issue Account and may unblock the excess amount, if any, in the ASBA Account.

(c) In the event of withdrawal or rejection of the Bid cum Application Form and for unsuccessful Bids, the Registrar to the Issue may give instructions to the SCSB to unblock the Bid Amount in the relevant ASBA Account within six Working Days of the Bid/Issue Closing Date.

4.1.7.2 **Discount** (if applicable)

(a) The Discount is stated in absolute rupee terms.

(b) Bidders applying under RII category, Retail Individual Shareholder and employees are only eligible for discount. For Discounts offered in the Issue, Bidders may refer to the RHP/Prospectus.

(c) The Bidders entitled to the applicable Discount in the Issue may block for an amount i.e. the Bid Amount less Discount (if applicable).

Bidder (other than employees) may note that in case the net amount blocked (post Discount) is more than two lakh Rupees, the Bidding system automatically considers such applications for allocation under Non-Institutional Portion. These applications are neither eligible for Discount nor fall under RII category.

4.1.8 **FIELD NUMBER 8: SIGNATURES AND OTHER AUTHORISATIONS**

(a) Only the First Bidder/Applicant is required to sign the Bid cum Application Form/Application Form. Bidders/Applicants should ensure that signatures are in one of the languages specified in the Eighth Schedule to the Constitution of India.

(b) If the ASBA Account is held by a person or persons other than the Bidder/Applicant, then the Signature of the ASBA Account holder(s) is also required.

(c) The signature has to be correctly affixed in the authorisation/undertaking box in the Bid cum Application Form/Application Form, or an authorisation has to be provided to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form/Application Form.

(d) Bidders/Applicants must note that Bid cum Application Form/Application Form without signature of Bidder/Applicant and/or ASBA Account holder is liable to be rejected.

4.1.9 **ACKNOWLEDGEMENT AND FUTURE COMMUNICATION**

(a) Bidders should ensure that they receive the Acknowledgment slip or the acknowledgement number duly signed and stamped by a Designated Intermediary, as applicable, for submission of the Bid cum Application Form.

(b) All communications in connection with Bids/Applications made in the Issue should be addressed as under:

(i) In case of queries related to Allotment, non-receipt of Allotment Advice, credit of Allotted Equity Shares, unblocking of funds, the Bidders/Applicants should contact the Registrar to the Issue.

(ii) In case of Bids submitted to the Designated Branches of the SCSBs, the Bidders/Applicants should contact the relevant Designated Branch of the SCSB.

(iii) In case of queries relating to uploading of Syndicate ASBA Bids, the Bidders/Applicants should contact the relevant Syndicate Member.

(iv) In case of queries relating to uploading of Bids by a Designated Intermediary, the Bidders/Applicants should contact the relevant Designated Intermediary.

(v) Bidder/Applicant may contact the Company Secretary and Compliance Officer or BRLM(s) in case of any other complaints in relation to the Issue.

(c) The following details (as applicable) should be quoted while making any queries –

(i) full name of the sole or First Bidder/Applicant, Bid cum Application Form number, Applicants'/Bidders' DP ID, Client ID, PAN, number of Equity Shares applied for, amount paid on application.

(ii) name and address of the Designated Intermediary, where the Bid was submitted or

(iii) Bids, ASBA Account number in which the amount equivalent to the Bid Amount was blocked.

For further details, Bidder/Applicant may refer to the RHP/Prospectus and the Bid cum Application Form.

4.2 INSTRUCTIONS FOR FILING THE REVISION FORM

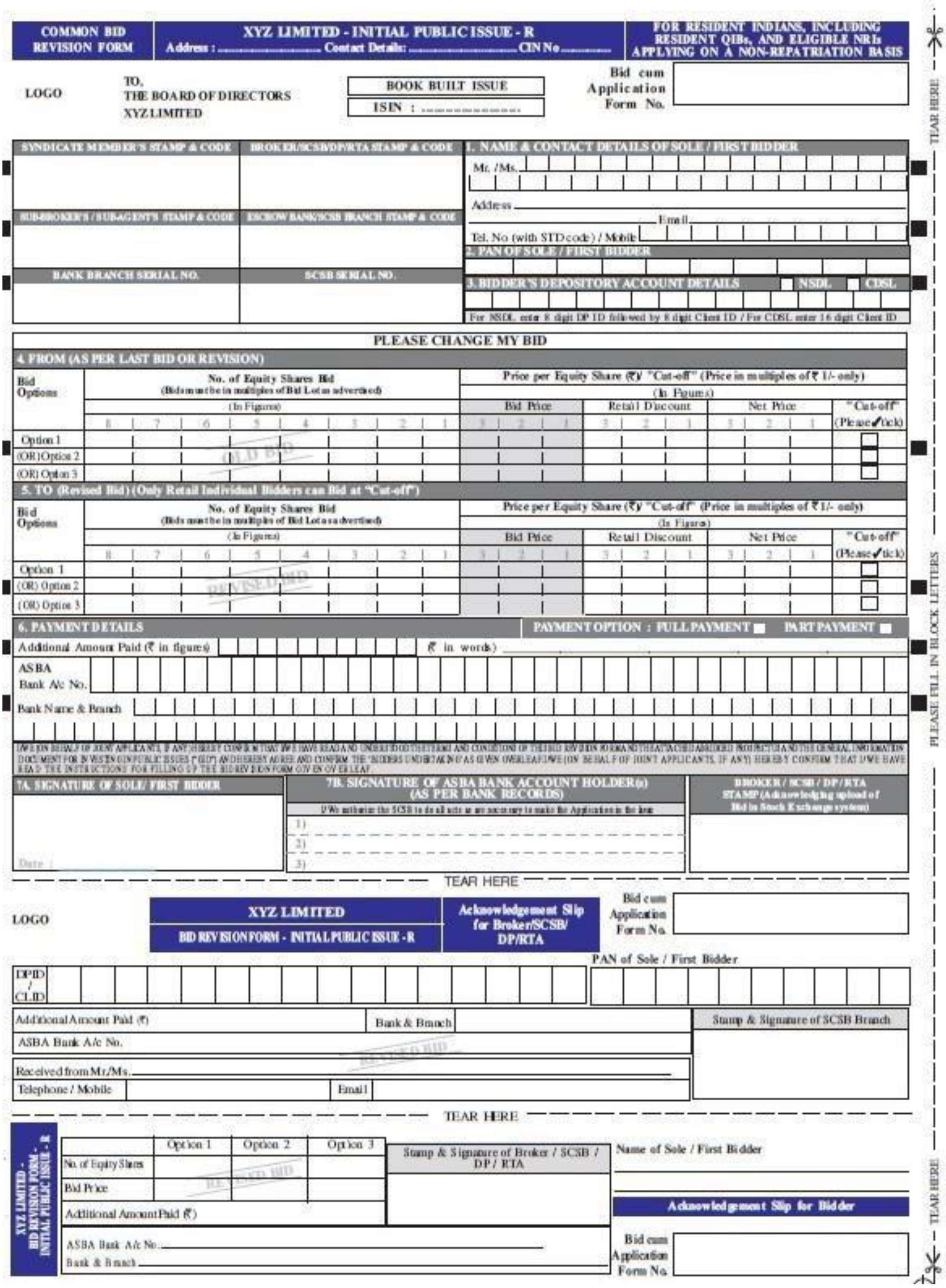
(a) During the Bid/Issue Period, any Bidder/Applicant (other than QIBs and NIIs, who can only revise their bid upwards) who has registered his or her interest in the Equity Shares at a particular price level is free to revise his or her Bid within the Price Band using the Revision Form, which is a part of the Bid cum Application Form.

(b) RII may revise their Bids or withdraw their bids until Bid/Issue Closing date.

(c) Revisions can be made in both the desired number of Equity Shares and the Bid Amount by using the Revision Form.

(d) The Bidder/Applicant can make this revision any number of times during the Bid/Issue Period. However, for any revision(s) in the Bid, the Bidders/Applicants will have to use the services of the same Designated Intermediary through which such Bidder/Applicant had placed the original Bid. Bidders/Applicants are advised to retain copies of the blank Revision Form and the Bid(s) must be made only in such Revision Form or copies thereof.

A sample revision form is reproduced below:


COMMON BID REVISION FORM

XYZ LIMITED - INITIAL PUBLIC ISSUE - R

Address : .... Contact Details: .... CIN No. ....

FOR RESIDENT INDIANS, INCLUDING RESIDENT QIBs, AND ELIGIBLE NRIs APPLYING ON A NON-REPATRIATION BASIS

LOGO

TO,
THE BOARD OF DIRECTORS
XYZ LIMITED

BOOK BUILT ISSUE

ISIN : ....

Bid cum Application Form No.

SYNDICATE MEMBER'S STAMP & CODE | BROKER/SCSB/DP/RTA STAMP & CODE

SUB-BROKER'S / SUB-AGENT'S STAMP & CODE | ESCROW BANK/SCSB BRANCH STAMP & CODE

BANK BRANCH SERIAL NO. | SCSB SERIAL NO.

1. NAME & CONTACT DETAILS OF SOLE / FIRST BIDDER

Mr. / Ms.

Address

Email

Tel. No (with STD code) / Mobile

2. PAN OF SOLE / FIRST BIDDER

3. BIDDER'S DEPOSITORY ACCOUNT DETAILS NSDL CDSL

For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID

PLEASE CHANGE MY BID

4. FROM (AS PER LAST BID OR REVISION)

Bid Options	No. of Equity Shares Bid (Bids must be in multiples of Bid Lot as advertised) (In Figures)	Price per Equity Share (₹)/ "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures): Bid Price	Retail Discount	Net Price	"Cut-off" (Please ✓ tick)
Option 1					
(OR) Option 2					
(OR) Option 3					

OLD BID

5. TO (Revised Bid) (Only Retail Individual Bidders can Bid at "Cut-off")

Bid Options	No. of Equity Shares Bid (Bids must be in multiples of Bid Lot as advertised) (In Figures)	Price per Equity Share (₹)/ "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures): Bid Price	Retail Discount	Net Price	"Cut-off" (Please ✓ tick)
Option 1					
(OR) Option 2					
(OR) Option 3					

REVISED BID

6. PAYMENT DETAILS — PAYMENT OPTION : FULL PAYMENT PART PAYMENT

Additional Amount Paid (₹ in figures) (₹ in words)

ASBA Bank A/c No.

Bank Name & Branch

I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS BID REVISION FORM AND THE ATTACHED ABRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUES ("GID") AND HEREBY AGREE AND CONFIRM THE 'BIDDERS UNDERTAKING' AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE BID REVISION FORM GIVEN OVERLEAF.

7A. SIGNATURE OF SOLE/ FIRST BIDDER

Date :

7B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(s) (AS PER BANK RECORDS)

I/We authorize the SCSB to do all acts as are necessary to make the Application in the Issue

1)
2)
3)

BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Bid in Stock Exchange system)

TEAR HERE

LOGO

XYZ LIMITED

BID REVISION FORM - INITIAL PUBLIC ISSUE - R

Acknowledgement Slip for Broker/SCSB/ DP/RTA

Bid cum Application Form No.

DPID / CLID

PAN of Sole / First Bidder

Additional Amount Paid (₹) | Bank & Branch | Stamp & Signature of SCSB Branch

ASBA Bank A/c No.

Received from Mr./Ms.

Telephone / Mobile | Email

TEAR HERE

XYZ LIMITED - BID REVISION FORM - INITIAL PUBLIC ISSUE - R

	Option 1	Option 2	Option 3
No. of Equity Shares			
Bid Price			
Additional Amount Paid (₹)			

Stamp & Signature of Broker / SCSB / DP / RTA

Name of Sole / First Bidder

Acknowledgement Slip for Bidder

ASBA Bank A/c No.

Bank & Branch

Bid cum Application Form No.

TEAR HERE

PLEASE FILL IN BLOCK LETTERS

Instructions to fill each field of the Revision Form can be found on the reverse side of the Revision Form. Other than instructions already highlighted at paragraph 4.1 above, point wise instructions regarding filling up various fields of the Revision Form are provided below:

4.2.1 **FIELDS 1, 2 AND 3**: **NAME AND CONTACT DETAILS OF SOLE/FIRST BIDDER/APPLICANT, PAN OF SOLE/FIRST BIDDER/APPLICANT & DEPOSITORY ACCOUNT DETAILS OF THE BIDDER/APPLICANT**

Bidders/Applicants should refer to instructions contained in paragraphs 4.1.1, 4.1.2 and 4.1.3.

4.2.2 **FIELD 4 & 5: BID OPTIONS REVISION 'FROM' AND 'TO'**

(a) Apart from mentioning the revised options in the Revision Form, the Bidder/Applicant must also mention the details of all the bid options given in his or her Bid cum Application Form or earlier Revision Form. For example, if a Bidder/Applicant has Bid for three options in the Bid cum Application Form and such Bidder/Applicant is changing only one of the options in the Revision Form, the Bidder/Applicant must still fill the details of the other two options that are not being revised, in the Revision Form. The Designated Intermediaries may not accept incomplete or inaccurate Revision Forms.

(b) In case of revision, Bid options should be provided by Bidders/Applicants in the same order as provided in the Bid cum Application Form.

(c) In case of revision of Bids by RIIs and Retail Individual Shareholders, such Bidders/Applicants should ensure that the Bid Amount, subsequent to revision, does not exceed ₹200,000. In case the Bid Amount exceeds ₹200,000 due to revision of the Bid or for any other reason, the Bid may be considered, subject to eligibility, for allocation under the Non-Institutional Portion, not being eligible for Discount (if applicable) and such Bid may be rejected if it is at the Cut-off Price. The Cut-off Price option is given only to the RIIs and Retail Individual Shareholders indicating their agreement to Bid for and purchase the Equity Shares at the Issue Price as determined at the end of the Book Building Process. The maximum Bid Amount under the Employee Reservation Portion by an Eligible Employee shall not exceed ₹500,000. However, Allotment to an Eligible Employee in the Employee Reservation Portion may exceed ₹200,000 (which will be less Employee Discount) only in the event of an undersubscription in the Employee Reservation Portion and such unsubscribed portion may be Allotted on a proportionate basis to Eligible Employees Bidding in the Employee Reservation Portion, for a value in excess of ₹200,000, subject to the total Allotment to an Eligible Employee not exceeding ₹500,000 (which will be less Employee Discount).

(d) In case the total amount (i.e., original Bid Amount plus additional payment) exceeds ₹200,000, the Bid will be considered for allocation under the Non-Institutional Portion in terms of the RHP/Prospectus. If, however, the RII does not either revise the Bid or make additional payment and the Issue Price is higher than the cap of the Price Band prior to revision, the number of Equity Shares Bid for shall be adjusted downwards for the purpose of allocation, such that no additional payment would be required from the RII and the RII is deemed to have approved such revised Bid at Cut-off Price.

(e) In case of a downward revision in the Price Band, RIIs, who have bid at the Cut-off Price could either revise their Bid or the excess amount paid at the time of Bidding will be unblocked.

4.2.3 **FIELD 6: PAYMENT DETAILS**

(a) All Bidders/Applicants are required to authorise blocking of the full Bid Amount (less Discount (if applicable) at the time of submitting the Bid Revision Form. In case of Bidders/Applicants specifying more than one Bid Option in the Bid cum Application Form, the total Bid Amount may be calculated for the highest of three options at net price, i.e. Bid price less discount offered, if any.

(b) Bidder/Applicant, Bidder/Applicant may Issue instructions to block the revised amount based on cap of the revised Price Band (adjusted for the Discount (if applicable) in the ASBA Account, to the same Designated Intermediary through whom such Bidder/Applicant had placed the original Bid to enable the relevant SCSB to block the additional Bid Amount, if any.

(c) In case the total amount (i.e., original Bid Amount less discount (if applicable) plus additional payment) exceeds ₹200,000, the Bid may be considered for allocation under the Non-Institutional Portion in terms of the RHP/Prospectus. If, however, the Bidder/Applicant does not either revise the Bid or make additional payment and the Issue Price is higher than the cap of the Price Band prior to revision, the number of Equity Shares Bid for may be adjusted downwards for the purpose of Allotment, such that no additional amount is required for blocking Bidder/Applicant and the Bidder/Applicant is deemed to have approved such revised Bid at the Cut-off Price.

(d) In case of a downward revision in the Price Band, RIIs, Employees and Retail Individual Shareholders, who have bid at the Cut-off Price, could either revise their Bid or the excess amount paid at the time of Bidding may be unblocked.

4.2.4 **FIELDS 7: SIGNATURES AND ACKNOWLEDGEMENTS**

Bidders/Applicants may refer to instructions contained at paragraphs 4.1.8 and 4.1.9 for this purpose.

4.3 INSTRUCTIONS FOR FILING APPLICATION FORM IN ISSUES MADE OTHER THAN THROUGH THE BOOK BUILDING PROCESS (FIXED PRICE ISSUE)

4.3.1 **FIELDS 1, 2, 3 NAME AND CONTACT DETAILS OF SOLE/FIRST BIDDER/APPLICANT, PAN OF SOLE/FIRST BIDDER/APPLICANT & DEPOSITORY ACCOUNT DETAILS OF THE BIDDER/APPLICANT**

Applicants should refer to instructions contained in paragraphs 4.1.1, 4.1.2 and 4.1.3.

4.3.2 **FIELD 4: PRICE, APPLICATION QUANTITY & AMOUNT**

(a) The Issuer may mention Price or Price Band in the draft Prospectus. However, a prospectus registered with RoC contains one price or coupon rate (as applicable).

(b) **Minimum Application Value and Bid Lot**: The Issuer in consultation with the Lead Manager to the Issue (LM) may decide the minimum number of Equity Shares for each Bid to ensure that the minimum application value is within the range of ₹10,000 to ₹15,000. The minimum Lot size is accordingly determined by an Issuer on basis of such minimum application value.

(c) Applications by RIIs**,** Employees and Retail Individual Shareholders, must be for such number of shares so as to ensure that the application amount payable does not exceed ₹200,000.

(d) Applications by other investors must be for such minimum number of shares such that the application amount exceeds ₹200,000 and in multiples of such number of Equity Shares thereafter, as may be disclosed in the application form and the Prospectus, or as advertised by the Issuer, as the case may be.

(e) An application cannot be submitted for more than the Issue size.

(f) The maximum application by any Applicant should not exceed the investment limits prescribed for them under the applicable laws.

(g) **Multiple Applications:** An Applicant should submit only one Application Form. Submission of a second Application Form to either the same or other SCSB and duplicate copies of Application Forms bearing the same application number shall be treated as multiple applications and are liable to be rejected.

(h) Applicants are requested to note the following procedures may be followed by the Registrar to the Issue to detect multiple applications:

(i) All applications may be checked for common PAN as per the records of the Depository. For Applicants other than Mutual Funds, Bids bearing the same PAN may be treated as multiple applications by a Bidder/Applicant and may be rejected.

(ii) For applications from Mutual Funds, submitted under the same PAN, as well as Bids on behalf of the PAN Exempted Applicants, the Application Forms may be checked for common DP ID and Client ID. In any such applications which have the same DP ID and Client ID, these may be treated as multiple applications and may be rejected.

(i) The following applications may not be treated as multiple Bids:

(i) Applications by Reserved Categories in their respective reservation portion as well as that made by them in the Issue portion in public category.

(ii) Separate applications by Mutual Funds in respect of more than one scheme of the Mutual Fund provided that the Applications clearly indicate the scheme for which the Bid has been made.

(iii) Applications by Mutual Funds submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs.

4.3.3 **FIELD NUMBER 5: CATEGORY OF APPLICANTS**

(a) The categories of applicants identified as per the SEBI ICDR Regulations for the purpose of Bidding, allocation and Allotment in the Issue are RIIs, individual applicants other than RII's and other investors (including corporate bodies or institutions, irrespective of the number of specified securities applied for).

(b) An Issuer can make reservation for certain categories of Applicants permitted under the SEBI ICDR Regulations. For details of any reservations made in the Issue, applicants may refer to the Prospectus.

(c) The SEBI ICDR Regulations specify the allocation or Allotment that may be made to various categories of applicants in an Issue depending upon compliance with the eligibility conditions. Details pertaining to allocation are disclosed on reverse side of the Revision Form. For Issue specific details in relation to allocation applicant may refer to the Prospectus.

4.3.4 **FIELD NUMBER 6: INVESTOR STATUS**

Applicants should refer to instructions contained in paragraphs 4.1.6.

4.3.5 **FIELD 7: PAYMENT DETAILS**

(a) All Applicants (other than Anchor Investors) are required to make use ASBA for applying in the Issue

(b) Application Amount cannot be paid in cash, cheques or demand drafts through money order or through postal order or through stock invest.

4.3.5.1 **Payment instructions for Applicants**

(a) Applicants may submit the Application Form in physical mode to the Designated Intermediaries.

(b) Applicants must specify only such Bank Account number maintained with the SCSB in the Application Form. The Application Form submitted by an ASBA Applicant and which is accompanied by cash, demand draft, money order, postal order or any mode of payment other than blocked amounts in the ASBA Account maintained with an SCSB, will not be accepted.

(c) Applicants should ensure that the Application Form is also signed by the ASBA Account holder(s) if the Applicant is not the ASBA Account holder;

(d) Applicants shall note that for the purpose of blocking funds under ASBA facility clearly demarcated funds shall be available in the account.

(e) From one ASBA Account, a maximum of five Bids cum Application Forms can be submitted.

(f) Applicants bidding directly through the SCSBs should ensure that the Application Form is submitted to a Designated Branch of a SCSB where the ASBA Account is maintained.

(g) Upon receipt of the Application Form, the Designated Branch of the SCSB may verify if sufficient funds equal to the Application Amount are available in the ASBA Account, as mentioned in the Application Form.

(h) If sufficient funds are available in the ASBA Account, the SCSB may block an amount equivalent to the Application Amount mentioned in the Application Form and may upload the details on the Stock Exchange Platform.

(i) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB may not upload such Applications on the Stock Exchange platform and such Applications are liable to be rejected.

(j) Upon submission of a completed Application Form each Applicant may be deemed to have agreed to block the entire Application Amount and authorised the Designated Branch of the SCSB to block the Application Amount specified in the Application Form in the ASBA Account maintained with the SCSBs.

(k) The Application Amount may remain blocked in the aforesaid ASBA Account until finalisation of the Basis of Allotment and consequent transfer of the Application Amount against the Allotted Equity Shares to the Public Issue Account, or until withdrawal or failure of the Issue, or until withdrawal or rejection of the Application, as the case may be.

(l) SCSBs applying in the Issue must apply through an ASBA Account maintained with any other SCSB; else their Applications are liable to be rejected.

4.3.5.2 **Unblocking of ASBA Account**

(a) Once the Basis of Allotment is approved by the Designated Stock Exchange, the Registrar to the Issue may provide the following details to the controlling branches of each SCSB, along with instructions to unblock the relevant bank accounts and for successful applications transfer the requisite money to the Public Issue Account designated for this purpose, within the specified timelines: (i) the number of Equity Shares to be Allotted against each Application, (ii) the amount to be transferred from the relevant bank account to the Public Issue Account, for each Application, (iii) the date by which funds referred to in (ii) above may be transferred to the Public Issue Account, and (iv) details of rejected Applications, if any, along with reasons for rejection and details of withdrawn or unsuccessful Applications, if any, to enable the SCSBs to unblock the respective bank accounts.

(b) On the basis of instructions from the Registrar to the Issue, the SCSBs may transfer the requisite amount against each successful Application to the Public Issue Account and may unblock the excess amount, if any, in the ASBA Account.

(c) In the event of withdrawal or rejection of the Application Form and for unsuccessful Applications, the Registrar to the Issue may give instructions to the SCSB to unblock the Application Amount in the relevant ASBA Account within six Working Days of the Issue Closing Date.

4.3.5.3 **Discount** (if applicable)

(a) The Discount is stated in absolute rupee terms.

(b) RIIs, Employees and Retail Individual Shareholders are only eligible for discount. For Discounts offered in the Issue, applicants may refer to the Prospectus.

(c) The Applicants entitled to the applicable Discount in the Issue may make payment for an amount i.e. the Application Amount less Discount (if applicable).

4.3.6 **FIELD NUMBER 8: SIGNATURES AND OTHER AUTHORISATIONS & ACKNOWLEDGEMENT AND FUTURE COMMUNICATION**

Applicants should refer to instructions contained in paragraphs 4.1.8 & 4.1.9.

4.4 SUBMISSION OF BID CUM APPLICATION FORM/REVISION FORM/APPLICATION FORM

4.4.1 **Bidders/Applicants may submit completed Bid-cum-application form/Revision Form in the following manner:**

Mode of Application	Submission of Bid cum Application Form
Anchor Investors Application Form	To the Book Running Lead Managers at the Specified Locations mentioned in the Bid cum Application Form
All Applications (other than Anchor Investors)	(a) To members of the Syndicate in the Specified Locations or Registered Brokers at the Broker Centres or the CRTAs at the Designated RTA Locations or the CDPs at the Designated CDP Locations; and (b) To the Designated Branches of the SCSBs where the ASBA Account is maintained

(a) Bidders/Applicants should submit the Revision Form to the same Designated Intermediary through which such Bidder/Applicant had placed the original Bid.

(b) Upon submission of the Bid-cum-Application Form, the Bidder/Applicant will be deemed to have authorised the Issuer to make the necessary changes in the RHP and the Bid cum Application Form as would be required for filing Prospectus with the Registrar of Companies (RoC) and as would be required by the RoC after such filing, without prior or subsequent notice of such changes to the relevant Bidder/Applicant.

(c) Upon determination of the Issue Price and filing of the Prospectus with the RoC, the Bid-cum-Application Form will be considered as the application form.

SECTION 5: ISSUE PROCEDURE IN BOOK BUILT ISSUE

Book Building, in the context of the Issue, refers to the process of collection of Bids within the Price Band or above the Floor Price and determining the Issue Price based on the Bids received as detailed in Schedule XI of SEBI ICDR Regulations. The Issue Price is finalised after the Bid/Issue Closing Date. Valid Bids received at or above the Issue Price are considered for allocation in the Issue, subject to applicable regulations and other terms and conditions.

5.1 SUBMISSION OF BIDS

(a) During the Bid/Issue Period, Bidders/Applicants may approach any of the Designated Intermediary to register their Bids. Anchor Investors who are interested in subscribing for the Equity Shares should approach the Book Running Lead Manager to register their Bid.

(b) In case of Bidders/Applicants (excluding NIIs and QIBs) bidding at Cut-off Price, the Bidders/Applicants may instruct the SCSBs to block Bid Amount based on the Cap Price less discount (if applicable).

(c) For Details of the timing on acceptance and upload of Bids in the Stock Exchanges Platform Bidders/Applicants are requested to refer to the RHP.

5.2 ELECTRONIC REGISTRATION OF BIDS

(a) The Designated Intermediary may register the Bids using the on-line facilities of the Stock Exchanges. The Designated Intermediaries can also set up facilities for off-line electronic registration of Bids, subject to the condition that they may subsequently upload the off-line data file into the on-line facilities for Book Building on a regular basis before the closure of the issue.

(b) On the Bid/Issue Closing Date, the Designated Intermediaries may upload the Bids till such time as may be permitted by the Stock Exchanges.

(c) Only Bids that are uploaded on the Stock Exchanges Platform are considered for allocation/Allotment. The Designated Intermediaries are given till 1:00 pm on the day following the Bid/Issue Closing Date to modify select fields uploaded in the Stock Exchange Platform during the Bid/Issue Period after which the Stock Exchange(s) send the bid information to the Registrar to the Issue for further processing.

5.3 BUILD UP OF THE BOOK

(a) Bids received from various Bidders/Applicants through the Designated Intermediaries may be electronically uploaded on the Bidding Platform of the Stock Exchanges' on a regular basis. The book gets built up at various price levels. This information may be available with the BRLM at the end of the Bid/Issue Period.

(b) Based on the aggregate demand and price for Bids registered on the Stock Exchanges Platform, a graphical representation of consolidated demand and price as available on the websites of the Stock Exchanges may be made available at the Bidding Centres during the Bid/Issue Period.

5.4 WITHDRAWAL OF BIDS

(a) RIIs can withdraw their Bids until Bid/Issue Closing Date. In case a RII wishes to withdraw the Bid, the same can be done by submitting a request for the same to the concerned Designated Intermediary, who shall do the requisite, including unblocking of the funds by the SCSB in the ASBA Account.

(b) The Registrar to the Issue shall give instruction to the SCSB for unblocking the ASBA Account upon or after the finalisation of basis of Allotment. QIBs and NIIs can neither withdraw nor lower the size of their Bids at any stage.

5.5 REJECTION & RESPONSIBILITY FOR UPLOAD OF BIDS

(a) The Designated Intermediaries are individually responsible for the acts, mistakes or errors or omission in relation to

(i) the Bids accepted by the Designated Intermediary;

(ii) the Bids uploaded by the Designated Intermediary; and

(iii) the Bid cum application forms accepted but not uploaded by the Designated Intermediaries.

(b) The BRLM and their affiliate Syndicate Members, as the case may be, may reject Bids if all the information required is not provided and the Bid cum Application Form is incomplete in any respect.

(c) The SCSBs shall have no right to reject Bids, except in case of unavailability of adequate funds in the ASBA account or on technical grounds.

(d) In case of QIB Bidders, only the (i) SCSBs (for Bids other than the Bids by Anchor Investors); and (ii) BRLM and their affiliate Syndicate Members (only in the specified locations) have the right to reject bids. However, such rejection shall be made at the time of receiving the Bid and only after assigning a reason for such rejection in writing.

(e) All bids by QIBs, NIIs & RIIs Bids can be rejected on technical grounds listed herein.

5.5.1 GROUNDS FOR TECHNICAL REJECTIONS

Bid cum Application Forms/Application Form can be rejected on the below mentioned technical grounds either at the time of their submission to any of the Designated Intermediaries, or at the time of finalisation of the Basis of Allotment. Bidders/Applicants are advised to note that the Bids/Applications are liable to be rejected, inter-alia, on the following grounds, which have been detailed at various placed in this GID:

(a) Bid/Application by persons not competent to contract under the Indian Contract Act, 1872, as amended, (other than minors having valid Depository Account as per Demographic Details provided by Depositories);

(b) Bids/Applications of Bidders (other than Anchor Investors) accompanied by cash, draft, cheques, money order or any other mode of payment other than amounts blocked in the Bidders' ASBA Account maintained with an SCSB;

(c) Bids/Applications by OCBs;

(d) In case of partnership firms, Bid/Application for Equity Shares made in the name of the firm. However, a limited liability partnership can apply in its own name;

(e) In case of Bids/Applications under power of attorney or by limited companies, corporate, trust etc., relevant documents are not being submitted along with the Bid cum application form/Application Form;

(f) Bids/Applications by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;

(g) Bids/Applications by any person outside India if not in compliance with applicable foreign and Indian laws;

(h) Bids/Applications by persons in the United States;

(i) DP ID and Client ID not mentioned in the Bid cum Application Form/Application Form;

(j) PAN not mentioned in the Bid cum Application Form/Application Form except for Bids/Applications by or on behalf of the Central or State Government and officials appointed by the court and by the investors residing in the State of Sikkim, provided such claims have been verified by the Depository Participant;

(k) In case no corresponding record is available with the Depositories that matches the DP ID, the Client ID and the PAN;

(l) Bids/Applications for lower number of Equity Shares than the minimum specified for that category of investors;

(m) Bids/Applications at a price less than the Floor Price & Bids/Applications at a price more than the Cap Price;

(n) Bids/Applications at Cut-off Price by NIIs and QIBs;

(o) The amounts mentioned in the Bid cum Application Form/Application Form does not tally with the amount payable for the value of the Equity Shares Bid/Applied for;

(p) Bids/Applications for amounts greater than the maximum permissible amounts prescribed by the regulations;

(q) Submission of more than five Bid cum Application Forms/Application Form as per ASBA Account;

(r) Bids/Applications for number of Equity Shares which are not in multiples Equity Shares which are not in multiples as specified in the RHP;

(s) Multiple Bids/Applications as defined in this GID and the RHP/Prospectus;

(t) Bid cum Application Forms/Application Forms are not delivered by the Bidders/Applicants within the time prescribed as per the Bid cum Application Forms/Application Form, Bid/Issue Opening Date advertisement and as per the instructions in the RHP and the Bid cum Application Forms;

(u) Bank account mentioned in the Bid cum Application Form may not be an account maintained by SCSB. Inadequate funds in the bank account to block the Bid/Application Amount specified in the Bid cum Application Form/Application Form at the time of blocking such Bid/Application Amount in the bank account;

(v) In case of Anchor Investors, Bids/Applications where sufficient funds are not available in Escrow Accounts as per final certificate from the Anchor Escrow Bank;

(w) Where no confirmation is received from SCSB for blocking of funds;

(x) Bids/Applications by Bidders (other than Anchor Investors) not submitted through ASBA process;

(y) Bid cum Application Form submitted to Designated Intermediaries at locations other than the Bidding Centres or to the Anchor Escrow Bank (assuming that such bank is not a SCSB where the ASBA Account is maintained), to the issuer or the Registrar to the Issue;

(z) Bids/Applications not uploaded on the terminals of the Stock Exchanges;

(aa) Bids/Applications by SCSBs wherein a separate account in its own name held with any other SCSB is not mentioned as the ASBA Account in the Bid cum Application Form/Application Form.

5.6 BASIS OF ALLOCATION

(a) The SEBI ICDR Regulations specify the allocation or Allotment that may be made to various categories of Bidders/Applicants in an Issue depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Issue size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the RHP/Prospectus. For details in relation to allocation, the Bidder/Applicant may refer to the RHP/Prospectus.

(b) Under-subscription in any category (except QIB Portion) is allowed to be met with spill-over from any other category or combination of categories at the discretion of the Issuer and in consultation with the BRLM and the Designated Stock Exchange and in accordance with the SEBI ICDR Regulations. Unsubscribed portion in QIB Portion is not available for subscription to other categories.

(c) In case of under subscription in the Net Issue, spill-over to the extent of such under-subscription may be permitted from the Reserved Portion to the Net Issue. For allocation in the event of an under-subscription applicable to the Issuer, Bidders/Applicants may refer to the RHP.

(d) **Illustration of the Book Building and Price Discovery Process**

Bidders should *note that this example is solely for illustrative purposes and is not specific to the Issue; it also excludes Bidding by Anchor Investors.*

Bidders can bid at any price within the price band. For instance, assume a price band of ₹20 to ₹24 per share, issue size of 3,000 equity shares and receipt of five bids from bidders, details of which are shown in the table below. The illustrative book given below shows the demand for the equity shares of the issuer at various prices and is collated from bids received from various investors.

Bid Quantity	Bid Amount (₹)	Cumulative Quantity	Subscription
500	24	500	16.67%
1,000	23	1,500	50.00%
1,500	22	3,000	100.00%
2,000	21	5,000	166.67%
2,500	20	7,500	250.00%

The price discovery is a function of demand at various prices. The highest price at which the Issuer is able to Issue the desired number of equity shares is the price at which the book cuts off, i.e., ₹22.00 in the above example. The issuer, in consultation with the book running lead managers, may finalise the Issue Price at or below such cut-off price, i.e., at or below ₹22.00. All bids at or above this Issue Price and cut-off bids are valid bids and are considered for allocation in the respective categories.

(e) **Alternate Method of Book Building**

In case of FPOs, Issuers may opt for an alternate method of Book Building in which only the Floor Price is specified for the purposes of Bidding (**"Alternate Book Building Process"**).

The Issuer may specify the Floor Price in the RHP or advertise the Floor Price at least one Working Day prior to the Bid/Issue Opening Date. QIBs may Bid at a price higher than the Floor Price and the Allotment to the QIBs is made on a price priority basis. The Bidder with the highest Bid Amount is allotted the number of Equity Shares Bid for and then the second highest Bidder is Allotted Equity Shares and this process continues until all the Equity Shares have been allotted. RIIs, NIIs and Employees are Allotted Equity Shares at the Floor Price and allotment to these categories of Bidders is made proportionately. If the number of Equity Shares Bid for at a price is more than available quantity then the Allotment may be done on a proportionate basis. Further, the Issuer may place a cap either in terms of number of specified securities or percentage of issued capital of the Issuer that may be Allotted to a single Bidder, decide whether a Bidder be allowed to revise the bid upwards or downwards in terms of price and/or quantity and also decide whether a Bidder be allowed single or multiple bids.

SECTION 6: ISSUE PROCEDURE IN FIXED PRICE ISSUE

Applicants may note that there is no Bid cum Application Form in a Fixed Price Issue. As the Issue Price is mentioned in the Fixed Price Issue therefore on filing of the Prospectus with the RoC, the Application so submitted is considered as the application form.

Applicants may only use the specified Application Form for the purpose of making an Application in terms of the Prospectus which may be submitted through the Designated Intermediary.

ASBA Applicants may submit an Application Form either in physical form to the Designated Intermediaries or in the electronic form to the SCSB or the Designated Branches of the SCSBs authorising blocking of funds that are available in the bank account specified in the Application Form only (**"ASBA Account"**). The Application Form is also made available on the websites of the Stock Exchanges at least one day prior to the Bid/Issue Opening Date.

In a fixed price Issue, allocation in the offer to the public category is made as follows: minimum fifty per cent to Retail Individual Investors; and remaining to (i) individual investors other than Retail Individual Investors; and (ii) other Applicants including corporate bodies or institutions, irrespective of the number of specified securities applied for. The unsubscribed portion in either of the categories specified above may be allocated to the Applicants in the other category.

For details of instructions in relation to the Application Form, Bidders/Applicants may refer to the relevant section of the GID.

SECTION 7: ALLOTMENT PROCEDURE AND BASIS OF ALLOTMENT

The Allotment of Equity Shares to Bidders/Applicants other than Retail Individual Investors and Anchor Investors may be on proportionate basis. For Basis of Allotment to Anchor Investors, Bidders/Applicants may refer to RHP/Prospectus. No Retail Individual Investor will be Allotted less than the minimum Bid Lot subject to availability of shares in Retail Individual Investor Category and the remaining available shares, if any will be Allotted on a proportionate basis. The Issuer is required to receive a minimum subscription of 90% of the Issue (excluding any Offer for Sale of specified securities). However, in case the Issue is in the nature of Offer for Sale only, then minimum subscription may not be applicable.

7.1 ALLOTMENT TO RIIs

Bids received from the RIIs at or above the Issue Price may be grouped together to determine the total demand under this category. If the aggregate demand in this category is less than or equal to the Retail Portion at or above the Issue Price, full Allotment may be made to the RIIs to the extent of the valid Bids. If the aggregate demand in this category is greater than the allocation to in the Retail Portion at or above the Issue Price, then the maximum number of RIIs who can be Allotted the minimum Bid Lot will be computed by dividing the total number of Equity Shares available for Allotment to RIIs by the minimum Bid Lot ("**Maximum RII Allottees**"). The Allotment to the RIIs will then be made in the following manner:

(a) In the event the number of RIIs who have submitted valid Bids in the Issue is equal to or less than Maximum RII Allottees, (i) all such RIIs shall be Allotted the minimum Bid Lot; and (ii) the balance available Equity Shares, if any, remaining in the Retail Portion shall be Allotted on a proportionate basis to the RIIs who have received Allotment as per (i) above for the balance demand of the Equity Shares Bid by them (i.e. who have Bid for more than the minimum Bid Lot).

(b) In the event the number of RIIs who have submitted valid Bids in the Issue is more than Maximum RII Allottees, the RIIs (in that category) who will then be Allotted minimum Bid Lot shall be determined on the basis of draw of lots.

7.2 ALLOTMENT TO NIIs

Bids received from NIIs at or above the Issue Price may be grouped together to determine the total demand under this category. The Allotment to all successful NIIs may be made at or above the Issue Price. If the aggregate demand in this category is less than or equal to the Non-Institutional Portion at or above the Issue Price, full

Allotment may be made to NIIs to the extent of their demand. In case the aggregate demand in this category is greater than the Non-Institutional Portion at or above the Issue Price, Allotment may be made on a proportionate basis up to a minimum of the Non-Institutional Portion.

7.3 ALLOTMENT TO QIBs

For the Basis of Allotment to Anchor Investors, Bidders/Applicants may refer to the SEBI ICDR Regulations or RHP/Prospectus. Bids received from QIBs Bidding in the QIB Portion (net of Anchor Portion) at or above the Issue Price may be grouped together to determine the total demand under this category. The QIB Portion may be available for Allotment to QIBs who have Bid at a price that is equal to or greater than the Issue Price. Allotment may be undertaken in the following manner:

(a) In the first instance allocation to Mutual Funds for up to 5% of the QIB Portion may be determined as follows: (i) In the event that Bids by Mutual Fund exceeds 5% of the QIB Portion, allocation to Mutual Funds may be done on a proportionate basis for up to 5% of the QIB Portion; (ii) In the event that the aggregate demand from Mutual Funds is less than 5% of the QIB Portion then all Mutual Funds may get full allotment to the extent of valid Bids received above the Issue Price; and (iii) Equity Shares remaining unsubscribed, if any and not allocated to Mutual Funds may be available for allotment to all QIBs as set out at paragraph 7.4(b) below;

(b) In the second instance, allotment to all QIBs may be determined as follows: (i) In the event of oversubscription in the QIB Portion, all QIBs who have submitted Bids above the Issue Price may be Allotted Equity Shares on a proportionate basis for up to 95% of the QIB Portion; (ii) Mutual Funds, who have received allocation as per (a) above, for less than the number of Equity Shares Bid for by them, are eligible to receive Equity Shares on a proportionate basis along with other QIBs; and (iii) Under-subscription below 5% of the QIB Portion, if any, from Mutual Funds, may be included for allocation to the remaining QIBs on a proportionate basis.

7.4 ALLOTMENT TO ANCHOR INVESTOR (IF APPLICABLE)

(a) Allocation of Equity Shares to Anchor Investors at the Anchor Investor Issue Price will be at the discretion of the issuer subject to compliance with the following requirements:

(i) not more than 60% of the QIB Portion will be allocated to Anchor Investors;

(ii) one-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to other Anchor Investors; and

(iii) allocation to Anchor Investors shall be on a discretionary basis and subject to:

- a maximum number of two Anchor Investors for allocation up to ₹10 crores;
- a minimum number of two Anchor Investors and maximum number of 15 Anchor Investors for allocation of more than ₹10 crores and up to ₹250 crores subject to minimum allotment of ₹5 crores per such Anchor Investor; and
- a minimum number of five Anchor Investors and maximum number of 15 Anchor Investors for allocation of more than ₹250 crores and an additional 10 Anchor Investors for every additional ₹250 crores or part thereof, subject to minimum allotment of ₹5 crores per such Anchor Investor.

(b) A physical book is prepared by the Registrar on the basis of the Bid cum Application Forms received from Anchor Investors. Based on the physical book and at the discretion of the issuer in consultation with the BRLM, selected Anchor Investors will be sent a CAN and if required, a revised CAN.

(c) **In the event that the Issue Price is higher than the Anchor Investor Issue Price**: Anchor Investors will be sent a revised CAN within one day of the Pricing Date indicating the number of Equity Shares allocated to such Anchor Investor and the pay-in date for payment of the balance amount. Anchor

Investors are then required to pay any additional amounts, being the difference between the Issue Price and the Anchor Investor Issue Price, as indicated in the revised CAN within the pay-in date referred to in the revised CAN. Thereafter, the Allotment Advice will be issued to such Anchor Investors.

(d) **In the event the Issue Price is lower than the Anchor Investor Issue Price:** Anchor Investors who have been Allotted Equity Shares will directly receive Allotment Advice.

7.5 BASIS OF ALLOTMENT FOR QIBs (OTHER THAN ANCHOR INVESTORS), NIIs AND RESERVED CATEGORY IN CASE OF OVER-SUBSCRIBED ISSUE

In the event of the Issue being over-subscribed, the Issuer may finalise the Basis of Allotment in consultation with the Designated Stock Exchange in accordance with the SEBI ICDR Regulations.

The allocation may be made in marketable lots, on a proportionate basis as explained below:

(a) Bidders may be categorised according to the number of Equity Shares applied for;

(b) The total number of Equity Shares to be Allotted to each category as a whole may be arrived at on a proportionate basis, which is the total number of Equity Shares applied for in that category (number of Bidders in the category multiplied by the number of Equity Shares applied for) multiplied by the inverse of the over-subscription ratio;

(c) The number of Equity Shares to be Allotted to the successful Bidders may be arrived at on a proportionate basis, which is total number of Equity Shares applied for by each Bidder in that category multiplied by the inverse of the over-subscription ratio;

(d) In all Bids where the proportionate Allotment is less than the minimum Bid Lot decided per Bidder, the Allotment may be made as follows: the successful Bidders out of the total Bidders for a category may be determined by a draw of lots in a manner such that the total number of Equity Shares Allotted in that category is equal to the number of Equity Shares calculated in accordance with (b) above; and each successful Bidder may be Allotted a minimum of such Equity Shares equal to the minimum Bid Lot finalised by the Issuer;

(e) If the proportionate Allotment to a Bidder is a number that is more than the minimum Bid Lot but is not a multiple of one (which is the marketable lot), the decimal may be rounded off to the higher whole number if that decimal is 0.5 or higher. If that number is lower than 0.5 it may be rounded off to the lower whole number. Allotment to all bidders in such categories may be arrived at after such rounding off; and

(f) If the Equity Shares allocated on a proportionate basis to any category are more than the Equity Shares Allotted to the Bidders in that category, the remaining Equity Shares available for allotment may be first adjusted against any other category, where the Allotted Equity Shares are not sufficient for proportionate Allotment to the successful Bidders in that category. The balance Equity Shares, if any, remaining after such adjustment may be added to the category comprising Bidders applying for minimum number of Equity Shares.

7.6 DESIGNATED DATE AND ALLOTMENT OF EQUITY SHARES

(i) **Designated Date:** On the Designated Date, the Anchor Escrow Bank shall transfer the funds represented by allocation of Equity Shares to Anchor Investors from the Anchor Escrow Accounts, as per the terms of the Cash Escrow Agreement, into the Public Issue Account with the Bankers to the Issue. The balance amount after transfer to the Public Issue Account shall be transferred to the Refund Account. Payments of refund to the Bidders applying in the Anchor Investor Portion shall be made from the Refund Account as per the terms of the Cash Escrow Agreement and the RHP. On the Designated Date, the Registrar to the Issue shall instruct the SCSBs to transfer funds represented by allocation of Equity Shares from ASBA Accounts into the Public Issue Account.

(ii) **Issuance of Allotment Advice:** Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Registrar shall upload the same on its website. On the basis of the approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the Allotment and credit of Equity Shares. Bidders/Applicants **are advised to instruct their Depository Participant to accept the Equity Shares that may be allotted to them pursuant to the Issue.**

Pursuant to confirmation of such corporate actions, the Registrar will dispatch Allotment Advice to the Bidders/Applicants who have been Allotted Equity Shares in the Issue.

(iii) The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract.

(iv) Issuer will ensure that: (i) the Allotment of Equity Shares; and (ii) credit of shares to the successful Bidders/Applicants Depository Account will be completed within six Working Days of the Bid/Issue Closing Date. The Issuer also ensures the credit of shares to the successful Applicant's depository account is completed within five Working Days from the Bid/Issue Closing Date.

SECTION 8: INTEREST AND REFUNDS

8.1 COMPLETION OF FORMALITIES FOR LISTING & COMMENCEMENT OF TRADING

The Issuer may ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges are taken within six Working Days of the Bid/Issue Closing Date. The Registrar to the Issue may give instructions for credit to Equity Shares the beneficiary account with DPs, and dispatch the Allotment Advice within six Working Days of the Bid/Issue Closing Date.

8.2 GROUNDS FOR REFUND

8.2.1 NON-RECEIPT OF LISTING PERMISSION

An Issuer makes an application to the Stock Exchange(s) for permission to deal in/list and for an official quotation of the Equity Shares. All the Stock Exchanges from where such permission is sought are disclosed in RHP/Prospectus. The Designated Stock Exchange may be as disclosed in the RHP/Prospectus with which the Basis of Allotment may be finalised.

If the Issuer fails to make application to the Stock Exchange(s) and obtain permission for listing of the Equity Shares, in accordance with the provisions of Section 40 of the Companies Act, 2013, the Issuer may be punishable with a fine which shall not be less than ₹5 lakhs but which may extend to ₹50 lakhs and every officer of the Issuer who is in default shall be punishable with imprisonment for a term which may extend to one year or with fine which shall not be less than ₹50,000 but which may extend to ₹3 lakhs, or with both.

If the permissions to deal in and for an official quotation of the Equity Shares are not granted by any of the Stock Exchange(s), the Issuer may forthwith may take steps to refund, without interest, all moneys received from the Bidders/Applicants in pursuance of the RHP/Prospectus.

If such money is not refunded to Bidders within the prescribed time after the Issuer becomes liable to repay it, then the Issuer and every director of the Issuer who is an officer in default may, on and from such expiry of such period, be liable to repay the money, with interest at such rate, as disclosed in the RHP/Prospectus.

8.2.2 NON-RECEIPT OF MINIMUM SUBSCRIPTION

If the Issuer does not receive a minimum subscription of 90% of Issue, the Issue (excluding any offer for sale of specified securities), including devolvement to the Underwriters, as applicable, the Issuer may forthwith, take steps to unblock the entire subscription amount received within six Working Days of the Bid/Issue Closing Date and repay, without interest, all moneys received from Anchor Investors. This is further subject to the compliance with Rule 19(2)(b) of the SCRR. In case the Issue is in the nature of Offer for Sale only, then minimum subscription may not be applicable.

If there is a delay beyond the prescribed time after the Issuer becomes liable to pay or unblock the amount received from Bidders, then the Issuer and every director of the Issuer who is an officer in default may on and from expiry of prescribed time period under applicable laws, be jointly and severally liable to repay the money, with interest at the rate of 15% per annum in accordance with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended.

8.2.3 MINIMUM NUMBER OF ALLOTTEES

The Issuer may ensure that the number of prospective Allottees to whom Equity Shares may be allotted may not be less than 1,000 failing which the entire application monies may be refunded forthwith.

8.2.4 IN CASE OF ISSUES MADE UNDER COMPULSORY BOOK BUILDING

In case an Issuer not eligible under Regulation 26(1) of the SEBI ICDR Regulations comes for an Issue under Regulation 26(2) of SEBI (ICDR) Regulations but fails to Allot at least 75% of the Net Issue to QIBs, in such case full subscription money is to be refunded.

8.3 MODE OF REFUND

1. **In case of ASBA Bids:** Within six Working Days of the Bid/Issue Closing Date, the Registrar to the Issue may give instructions to SCSBs for unblocking the amount in ASBA Accounts for unsuccessful Bids or for any excess amount blocked on Bidding.

2. **In case of Anchor Investors:** Within six Working Days of the Bid/Issue Closing Date, the Registrar to the Issue may dispatch the refund orders for all amounts payable to unsuccessful Anchor Investors.

3. In case of Anchor Investors, the Registrar to the Issue may obtain from the depositories the Bidders' bank account details, including the MICR code, on the basis of the DP ID, Client ID and PAN provided by the Anchor Investors in their Bid cum Application Forms for refunds. Accordingly, Anchor Investors are advised to immediately update their details as appearing on the records of their depositories. Failure to do so may result in delays in dispatch of refund orders or refunds through electronic transfer of funds, as applicable, and any such delay may be at the Anchor Investors' sole risk and neither the Issuer, the Registrar to the Issue, the Escrow Collection Banks, or the Syndicate, may be liable to compensate the Anchor Investors for any losses caused to them due to any such delay, or liable to pay any interest for such delay. Please note that refunds shall be credited only to the bank account from which the Bid Amount was remitted to the Escrow Bank.

4. In the case of Bids from Eligible NRI Bidders and FPIs, refunds, if any, may generally be payable in Indian Rupees only and net of bank charges and/or commission. If so desired, such payments in Indian Rupees may be converted into U.S. Dollars or any other freely convertible currency as may be permitted by the RBI at the rate of exchange prevailing at the time of remittance and may be dispatched by registered post. The Issuer and the Selling Shareholders may not be responsible for loss, if any, incurred by the Bidder/Applicant on account of conversion of foreign currency.

8.3.1 Electronic mode of making refunds for Anchor Investors

The payment of refund, if any, may be done through various electronic modes as mentioned below:

(i) **NACH—**National Automated Clearing House is a consolidated system of ECS. Payment of refunds would be done through NACH for Anchor Investors having an account at one of the centres specified by the RBI, where such facility has been made available. This would be subject to availability of complete bank account details including Magnetic Ink Character Recognition (MICR) code wherever applicable from the depository. The payment of refunds through NACH is mandatory for Anchor Investors having a bank account at any of the centres where NACH facility has been made available by the RBI (subject to availability of all information for crediting the refund through NACH including the MICR code as appearing on a cheque leaf, from the depositories), except where applicant is otherwise disclosed as eligible to get refunds through NEFT or Direct Credit or RTGS.

(ii) **NEFT**—Payment of refund may be undertaken through NEFT wherever the branch of the Anchor

Investors' bank is NEFT enabled and has been assigned the Indian Financial System Code ("**IFSC**"), which can be linked to the MICR of that particular branch. The IFSC may be obtained from the website of RBI as at a date prior to the date of payment of refund, duly mapped with MICR numbers. Wherever the Anchor Investors have registered their nine- digit MICR number and their bank account number while opening and operating the demat account, the same may be duly mapped with the IFSC of that particular bank branch and the payment of refund may be made to the Anchor Investors through this method. In the event NEFT is not operationally feasible, the payment of refunds may be made through any one of the other modes as discussed in this section;

(iii) **Direct Credit**—Anchor Investors having their bank account with the Refund Banker may be eligible to receive refunds, if any, through direct credit to such bank account; and

(iv) **RTGS**—Anchor Investors having a bank account with a bank branch which is RTGS enabled as per the information available on the website of RBI and whose refund amount exceeds ₹0.2 million, shall be eligible to receive refund through RTGS, provided the Demographic Details downloaded from the Depositories contain the nine-digit MICR code of the Anchor Investor's bank which can be mapped with the RBI data to obtain the corresponding IFSC. Charges, if any, levied by the Anchor Escrow Bank for the same would be borne by our Company. Charges, if any, levied by the Anchor Investor's bank receiving the credit would be borne by the Anchor Investor.

Please note that refunds through the abovementioned modes shall be credited only to the bank account from which the Bid Amount was remitted to the Escrow Bank.

For details of levy of charges, if any, for any of the above methods, Bank charges, if any, for cashing such cheques, pay orders or demand drafts at other centres etc. Bidders/Applicants may refer to RHP/Prospectus.

8.4 INTEREST IN CASE OF DELAY IN ALLOTMENT OR REFUND

The Issuer may pay interest at the rate of 15% per annum if refund orders are not dispatched or if, in a case where the refund or portion thereof is made in electronic manner, the refund instructions have not been given to the clearing system in the disclosed manner and/or demat credits are not made to Bidders/Applicants or instructions for unblocking of funds in the ASBA Account are not dispatched within the six Working Days of the Bid/Issue Closing Date.

The Issuer may pay interest at 15% per annum for any delay beyond 15 days from the Bid/Issue Closing Date, if Allotment is not made.

SECTION 9: GLOSSARY AND ABBREVIATIONS

Unless the context otherwise indicates or implies, certain definitions and abbreviations used in this document may have the meaning as provided below. References to any legislation, act or regulation may be to such legislation, act or regulation as amended from time to time. In case of inconsistency in the description of a term mentioned herein below and the description ascribed to such term in this Draft Red Herring Prospectus, the description as ascribed to such term in this Draft Red Herring Prospectus shall prevail.

Term	Description
Allotment/Allot/Allotted	The allotment of Equity Shares pursuant to the Issue to successful Bidders/Applicants
Allotment Advice	Note or advice or intimation of Allotment sent to the Bidders/Applicants who have been Allotted Equity Shares after the Basis of Allotment has been approved by the designated Stock Exchanges
Allottee	A Bidder/Applicant to whom the Equity Shares are Allotted
Anchor Escrow Account	Account opened with the Anchor Collection Bank and in whose favour the Anchor Investors may transfer money through NEFT/RTGS/direct credit in respect of the Bid Amount when submitting a Bid
Anchor Escrow Bank	Refer to definition of Banker(s) to the Issue
Anchor Investor	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in SEBI ICDR Regulations and the Red Herring Prospectus
Anchor Investor Portion	Up to 60% of the QIB Portion which may be allocated by the Issuer in consultation with the BRLM, to Anchor Investors on a discretionary basis. One-third of the Anchor Investor Portion is reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to Anchor Investors
Application Form	The form in terms of which the Applicant should make an application for Allotment in case of issues other than Book Built Issues, includes Fixed Price Issue
Application Supported by Blocked Amount/ASBA	An application, whether physical or electronic, used by Bidders/Applicants, other than Anchor Investors, to make a Bid and authorising an SCSB to block the Bid Amount in the specified bank account maintained with such SCSB
ASBA Account	Account maintained with an SCSB which may be blocked by such SCSB to the extent of the Bid Amount of the Bidder/Applicant
Banker(s) to the Issue/Anchor Escrow Bank(s)/Collecting Banker	The banks which are clearing members and registered with SEBI as Banker to the Issue with whom the Anchor Escrow Account(s) for Anchor Investors may be opened, and as disclosed in the RHP/Prospectus and Bid cum Application Form of the Issuer
Basis of Allotment	The basis on which the Equity Shares may be Allotted to successful Bidders/Applicants under the Issue
Bid	An indication to make an offer during the Bid/Issue Period by a prospective Bidder pursuant to submission of Bid cum Application Form or during the Anchor Investor Bid/Issue Date by the Anchor Investors, to subscribe for or purchase the Equity Shares of the Issuer at a price within the Price Band, including all revisions and modifications thereto. In case of issues undertaken through the fixed price process, all references to a Bid should be construed to mean an Application
Bid Amount	The highest value of the optional Bids indicated in the Bid cum Application Form and payable by the Bidder/Applicant upon submission of the Bid (except for Anchor Investors), less discounts (if applicable). In case of issues undertaken through the fixed price process, all references to the Bid Amount should be construed to mean the Application Amount
Bid/Issue Closing Date	Except in the case of Anchor Investors (if applicable), the date after which the Designated Intermediaries may not accept any Bids for the Issue, which may be notified in an English national daily, a Hindi national daily and a regional language newspaper at the place where the registered office of the Issuer is situated, each with wide circulation. Applicants/Bidders may refer to the RHP/Prospectus for the Bid/Issue Closing Date
Bid/Issue Opening Date	The date on which the Designated Intermediaries may start accepting Bids for the Issue, which may be the date notified in an English national daily, a Hindi national daily and a regional language newspaper at the place where the registered office of the Issuer is situated, each with wide circulation. Applicants/Bidders may refer to the RHP/Prospectus for the Bid/Issue Opening Date
Bid/Issue Period	Except in the case of Anchor Investors (if applicable), the period between the Bid/Issue Opening Date and the Bid/Issue Closing Date inclusive of both days and during which prospective Bidders/Applicants (other than Anchor Investors) can submit their Bids, inclusive of any revisions thereof. The Issuer may consider closing the Bid/Issue Period for QIBs one working day prior to the Bid/Issue Closing Date in accordance with the SEBI ICDR

Term	Description
	Regulations. Applicants/Bidders may refer to the RHP/Prospectus for the Bid/Issue Period
Bid cum Application Form	An application form, whether physical or electronic, used by Bidders, other than Anchor Investors, to make a Bid and which will be considered as the application for Allotment in terms of the Red Herring Prospectus and the Prospectus
Bidder/Applicant	Any prospective investor who makes a Bid/Application pursuant to the terms of the RHP/Prospectus and the Bid cum Application Form. In case of issues undertaken through the fixed price process, all references to a Bidder/Applicant should be construed to mean a Bidder/Applicant
Book Built Process/Book Building Process/Book Building Method	The book building process as provided under SEBI ICDR Regulations, in terms of which the Issue is being made
Broker Centres	Broker centres notified by the Stock Exchanges, where Bidders/Applicants can submit the Bid cum Application Forms to a Registered Broker. The details of such broker centres, along with the names and contact details of the Registered Brokers are available on the websites of the Stock Exchanges
BRLM(s)/Book Running Lead Manager(s)/Lead Manager/LM	The Book Running Lead Manager to the Issue as disclosed in the RHP/Prospectus and the Bid cum Application Form of the Issuer. In case of issues undertaken through the fixed price process, all references to the Book Running Lead Manager should be construed to mean the Lead Manager or LM
Business Day	Monday to Saturday (except 2nd and 4th Saturday of a month and public holidays)
CAN/Confirmation of Allotment Note	The note or advice or intimation sent to each successful Bidder/Applicant indicating the Equity Shares which may be Allotted, after approval of Basis of Allotment by the Designated Stock Exchange
Cap Price	The higher end of the Price Band, above which the Issue Price and the Anchor Investor Issue Price may not be finalised and above which no Bids may be accepted
Client ID	Client Identification Number maintained with one of the Depositories in relation to demat account
Collecting Depository Participant or CDPs	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Bids at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Collecting Registrar and Share Transfer Agents or CRTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Cut-off Price	Issue Price, finalised by the Issuer in consultation with the Book Running Lead Manager(s), which can be any price within the Price Band. Only RIIs, Retail Individual Shareholders and employees are entitled to Bid at the Cut-off Price. No other category of Bidders/Applicants are entitled to Bid at the Cut-off Price
DP	Depository Participant
DP ID	Depository Participant’s Identification Number
Depositories	National Securities Depository Limited and Central Depository Services (India) Limited
Demographic Details	Details of the Bidders/Applicants including the Bidder/Applicant’s address, name of the Applicant’s father/husband, investor status, occupation and bank account details
Designated Branches	Such branches of the SCSBs which may collect the Bid cum Application Forms used by Bidders/Applicants (excluding Anchor Investors) and a list of which is available on http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes
Designated CDP Locations	Such locations of the CDPs where Bidders can submit the Bid cum Application Forms to Collecting Depository Participants. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Bid cum Application Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com)
Designated Date	The date on which funds are transferred by the Anchor Escrow Bank from the Anchor Escrow Account and the amounts blocked by the SCSBs are transferred from the ASBA Accounts, as the case may be, to the Public Issue Account or the Refund Account, as appropriate, after the Prospectus is filed with the RoC, following which the board of directors may Allot Equity Shares to successful Bidders/Applicants in the Fresh Issue may give delivery instructions for the transfer of the Equity Shares constituting the Offer for Sale
Designated Intermediaries /Collecting Agent	Syndicate Members, sub-syndicate/Agents, SCSBs, Registered Brokers, Brokers, the CDPs and CRTAs, who are authorised to collect Bid cum Application Forms from the Bidders, in relation to the Issue

Term	Description
Designated RTA Locations	Such locations of the CRTAs where Bidders can submit the Bid cum Application Forms to CRTAs. The details of such Designated RTA Locations, along with names and contact details of the CRTAs eligible to accept Bid cum Application Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com)
Designated Stock Exchange	The designated stock exchange as disclosed in the RHP/Prospectus of the Issuer
Discount	Discount to the Issue Price that may be provided to Bidders/Applicants in accordance with the SEBI ICDR Regulations.
Draft Prospectus	The draft prospectus filed with SEBI in case of Fixed Price Issues and which may mention a price or a Price Band
Employees	Employees of an Issuer as defined under SEBI ICDR Regulations and including, in case of a new company, persons in the permanent and full-time employment of the promoting companies excluding the promoters and immediate relatives of the promoters. For further details, Bidder/Applicant may refer to the RHP/Prospectus
Equity Shares	Equity Shares of the Issuer
Cash Escrow Agreement	Agreement to be entered into among the Issuer, the Registrar to the Issue, the Book Running Lead Manager(s), the Anchor Escrow Bank and the Refund Bank(s) for collection of the Bid Amounts from Anchor Investors and where applicable, remitting refunds of the amounts collected to the Anchor Investors on the terms and conditions thereof
FCNR Account	Foreign Currency Non-Resident Account
First Bidder/Applicant	The Bidder/Applicant whose name appears first in the Bid cum Application Form or Revision Form
Fixed Price Issue/Fixed Price Process/Fixed Price Method	The Fixed Price process as provided under SEBI ICDR Regulations, in terms of which the Issue is being made
Floor Price	The lower end of the Price Band, at or above which the Issue Price and the Anchor Investor Issue Price may be finalised and below which no Bids may be accepted, subject to any revision thereto
FPIs	Foreign Portfolio Investors as defined under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014
FPO	Further public offering
Foreign Venture Capital Investors or FVCIs	Foreign Venture Capital Investors as defined and registered with SEBI under the SEBI (Foreign Venture Capital Investors) Regulations, 2000
IPO	Initial public offering
Issuer/Company	The Issuer proposing the initial public offering/further public offering as applicable
Maximum RII Allottees	The maximum number of RIIs who can be Allotted the minimum Bid Lot. This is computed by dividing the total number of Equity Shares available for Allotment to RIIs by the minimum Bid Lot
MICR	Magnetic Ink Character Recognition – nine-digit code as appearing on a cheque leaf
Mutual Fund	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996
Mutual Funds Portion	5% of the QIB Portion (excluding the Anchor Investor Portion) available for allocation to Mutual Funds only, being such number of equity shares as disclosed in the RHP/Prospectus and Bid cum Application Form
NACH	National Automated Clearing House which is a consolidated system of ECS. Payment of refund would be done through NACH for Applicants having an account at one of the centres specified by the RBI, where such facility has been made available. This would be subject to availability of complete bank account details including Magnetic Ink Character Recognition (MICR) code wherever applicable from the depository. The payment of refund through NACH is mandatory for Applicants having a bank account at any of the centres where NACH facility has been made available by the RBI (subject to availability of all information for crediting the refund through NACH including the MICR code as appearing on a cheque leaf, from the depositories), except where applicant is otherwise disclosed as eligible to get refunds through NEFT or Direct Credit or RTGS
NEFT	National Electronic Fund Transfer
NRE Account	Non-Resident External Account
NRI	NRIs from such jurisdictions outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom the RHP/Prospectus constitutes an invitation to subscribe to or purchase the Equity Shares
NRO Account	Non-Resident Ordinary Account

Term	Description
Net Issue	The Issue less reservation portion
Non-Institutional Investors or NIIs	All Bidders/Applicants, including Category III FPIs, that are not QIBs or RIBs and who have Bid for Equity Shares for an amount of more than ₹200,000 (but not including NRIs other than Eligible NRIs)
Non-Institutional Portion	The portion of the Issue being such number of Equity Shares available for allocation to NIIs on a proportionate basis and as disclosed in the RHP/Prospectus and the Bid cum Application Form
Non-Resident	A person resident outside India, as defined under FEMA and includes Eligible NRIs, FPIs and FVCIs registered with SEBI
OCB/Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA
Issue	Public issue of Equity Shares of the Issuer including the Offer for Sale if applicable
Offer for Sale	Public offer of such number of Equity Shares as disclosed in the RHP/Prospectus through an offer for sale by the Selling Shareholders
Issue Price	The final price, less discount (if applicable) at which the Equity Shares may be Allotted to Bidders other than Anchor Investors, in terms of the Prospectus. Equity Shares will be Allotted to Anchor Investors at the Anchor Investor Issue Price. The Issue Price may be decided by the Issuer in consultation with the Book Running Lead Manager(s)
Other Investors	Investors other than Retail Individual Investors in a Fixed Price Issue. These include individual applicants other than retail individual investors and other investors including corporate bodies or institutions irrespective of the number of specified securities applied for
PAN	Permanent Account Number allotted under the Income Tax Act, 1961
Price Band	Price Band with a minimum price, being the Floor Price and the maximum price, being the Cap Price and includes revisions thereof. The Price Band and the minimum Bid lot size for the Issue may be decided by the Issuer in consultation with the Book Running Lead Manager(s) and advertised, at least five working days in case of an IPO and one working day in case of FPO, prior to the Bid/Issue Opening Date, in English national daily, Hindi national daily and regional language at the place where the registered office of the Issuer is situated, newspaper each with wide circulation
Pricing Date	The date on which the Issuer in consultation with the Book Running Lead Manager(s), finalise the Issue Price
Prospectus	The prospectus to be filed with the RoC in accordance with Section 26 of the Companies Act, 2013 after the Pricing Date, containing the Issue Price, the size of the Issue and certain other information
Public Issue Account	An account opened with the Banker to the Issue to receive monies from the Anchor Escrow Account and from the ASBA Accounts on the Designated Date
QIB Portion	The portion of the Issue being such number of Equity Shares to be Allotted to QIBs on a proportionate basis
Qualified Institutional Buyers/QIBs	As defined under SEBI ICDR Regulations
RTGS	Real Time Gross Settlement
Red Herring Prospectus/RHP	The red herring prospectus issued in accordance with Section 32 of the Companies Act, 2013, which does not have complete particulars of the price at which the Equity Shares are offered and the size of the Issue. The RHP may be filed with the RoC at least three days before the Bid/Issue Opening Date and may become a Prospectus upon filing with the RoC after the Pricing Date. In case of issues undertaken through the fixed price process, all references to the RHP should be construed to mean the Prospectus
Refund Account(s)	The account opened with Refund Bank(s), from which refunds to Anchor Investors, if any, of the whole or part of the Bid Amount may be made
Refund Bank(s)	Refund bank(s) as disclosed in the RHP/Prospectus and Bid cum Application Form of the Issuer
Refunds through electronic transfer of funds	Refunds through Direct Credit, NEFT, RTGS or ASBA, as applicable
Registered Broker	Stock Brokers registered with the Stock Exchanges having nationwide terminals, other than the members of the Syndicate
Registrar to the Issue/RTO	The Registrar to the Issue as disclosed in the RHP/Prospectus and Bid cum Application Form
Reserved Category/Categories	Categories of persons eligible for making application/Bidding under reservation portion

Term	Description
Reservation Portion	The portion of the Issue reserved for such category of eligible Bidders/Applicants as provided under the SEBI ICDR Regulations
Retail Individual Investors/RIIs	Investors who applies or bids for a value of not more than ₹200,000 (including HUFs applying through their karta and eligible NRIs and does not include NRIs other than Eligible NRIs
Retail Individual Shareholders	Shareholders of a listed Issuer who applies or bids for a value of not more than ₹200,000
Retail Portion	The portion of the Issue being such number of Equity Shares available for allocation to RIIs which shall not be less than the minimum Bid Lot, subject to availability in RII category and the remaining shares to be Allotted on proportionate basis
Revision Form	The form used by the Bidders in an issue through Book Building Process to modify the quantity of Equity Shares and/or bid price indicated therein in any of their Bid cum Application Forms or any previous Revision Form(s)
RoC	The Registrar of Companies
SEBI	The Securities and Exchange Board of India constituted under the Securities and Exchange Board of India Act, 1992
SEBI ICDR Regulations	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended
Self Certified Syndicate Bank(s) or SCSB(s)	The banks registered with the SEBI which offers the facility of ASBA and the list of which is available on the website of the http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes
Specified Locations	Bidding centres where the Syndicate shall accept Bid cum Application Forms, a list of which is included in the Bid cum Application Form
Stock Exchanges/SEs	The stock exchanges as disclosed in the RHP/Prospectus of the Issuer where the Equity Shares Allotted pursuant to the Issue are proposed to be listed
Syndicate	The Book Running Lead Manager(s) and the Syndicate Member
Syndicate Agreement	The agreement to be entered into among the Issuer, and the Syndicate in relation to collection of Bid cum Application Forms by Syndicate Members
Syndicate Member(s)/SM(s)	The Syndicate Member(s) as disclosed in the RHP/Prospectus
Underwriters	The Book Running Lead Manager(s) and the Syndicate Member(s)
Underwriting Agreement	The agreement amongst the Issuer, and the Underwriters to be entered into on or after the Pricing Date
Working Day	Any day, other than the second and fourth Saturdays of each calendar month, Sundays and public holidays, on which commercial banks in Mumbai are open for business, provided however, with reference to (a) announcement of Price Band; and (b) Bid/Issue Period, “Working Day” shall mean any day, excluding all Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business; and (c) period between the Bid/Issue Closing Date and the listing of the Equity Shares on the Stock Exchanges, “Working Day” shall mean all trading days of the Stock Exchanges, excluding Sundays and bank holidays, as per the SEBI Circular SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the FDI Policy and FEMA. The government bodies responsible for granting foreign investment approvals are the concerned ministries/departments of the Government of India and the RBI. The Union Cabinet has recently approved phasing out the erstwhile Foreign Investment Promotion Board, as provided in the press release dated May 24, 2017. Accordingly, pursuant to the Office Memorandum dated June 5, 2017 issued by the Department of Economic Affairs, Ministry of Finance, approval for foreign investment under the FDI Policy and FEMA has been entrusted to the concerned ministries/departments.

The Government has from time to time made policy pronouncements on FDI through press notes and press releases. The DIPP, issued the FDI Policy by way of circular no. D/o IPP F. No. 5(1)/2017-FC-1 dated August 28, 2017 which with effect from August 28, 2017, consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DIPP that were in force and effect as on August 28, 2017. The Government proposes to update the consolidated circular on FDI Policy once every year and therefore, FDI Policy will be valid until the DIPP issues an updated FDI Policy.

In accordance with the FEMA Regulations, participation by non-residents in the Issue is restricted to participation by (i) FPIs under Schedule 2 of the FEMA Regulations, in accordance with applicable law, subject to limit of the individual holding of an FPI below 10% of the post-Issue paid-up capital of our Company and the aggregate limit for FPI investment not exceeding 49% of the post-Issue paid-up capital of our Company; and (ii) Eligible NRIs, in accordance with applicable law, subject to limit of the individual holding of an NRI below 5% of the post-Issue paid-up capital of our Company and the aggregate limit for NRI investment to 10% of the post-Issue paid-up capital of our Company. As per the existing policy of the Government, OCBs cannot participate in the Issue. The aggregate limit for FPI investment of 24% has been increased to 100% by way of a resolution passed by our Board in its meeting held on May 15, 2018 followed by a special resolution passed by the Shareholders in their extraordinary general meeting held on July 10, 2018. Our Company has also intimated the RBI of the increase in FPI investment limit.

As per the existing policy of the Government, OCBs cannot participate in this Issue.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the RBI, provided that (i) the activities of the investee company falls under the automatic route as provided in the FDI Policy and FEMA and transfer does not attract the provisions of the Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the FDI Policy; and (iii) the pricing is in accordance with the guidelines prescribed by SEBI and RBI.

In particular, the Equity Shares have not been and will not be registered under the U.S. Securities Act, or the laws of any state of the United States and may not be offered or sold in the United States as defined under Regulation S except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. The Equity Shares are being offered and sold only outside the United States pursuant to Regulation S.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Bidders. Our Company, the Selling Shareholders and the BRLM are not liable for any amendments or modification or changes in applicable laws regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares Bid for do not exceed the applicable limits under laws or regulations.

SECTION VIII - MAIN PROVISIONS OF ARTICLES OF ASSOCIATION

Capitalised terms used in this section have the meaning that has been given to such terms in the Articles of Association of our Company. Pursuant to Schedule I of the Companies Act, 2013 and the SEBI ICDR Regulations, the main provisions of the Articles of Association of our Company are detailed below:

PRELIMINARY

1.1 Nihilent Limited ("**Company**") is established as a private limited company in accordance with and subject to the provisions of the Companies Act, 1956 (as amended).

1.2 The authorised share capital of the Company will be as stated in Clause V of the Memorandum of Association of the Company.

1.3 Notwithstanding anything to the contrary contained in the Articles, the provisions of the Part I Articles shall automatically come in effect and be in force, immediately upon the Equity Shares of the Company being listed on any stock exchange in India pursuant to the initial public offering of Equity Shares of the Company in accordance with applicable law. Further, upon the Part I Articles coming in effect, the Part II Articles shall automatically terminate and cease to be in effect. In these Articles:

Part I of the Articles of Association

Authorised Share Capital

Article 4(b) provides that "the authorised Share Capital of the Company shall be such amount and be divided into such shares as may from time to time, be provided in Clause V of Memorandum with power to reclassify, subdivide, consolidate and increase and with power from time to time, to issue any shares of the original capital or any new capital and upon the sub-division of shares to apportion the right to participate in profits, in any manner as between the shares resulting from sub-division."

Article 4(c) provides that "the share capital of the Company may be classified into Shares with differential rights as to dividend, voting or otherwise in accordance with the applicable provisions of the Act, Rules, and Law, from time to time."

Payment of commission and brokerage

Article 5 provides that "the Company may exercise the powers of paying commissions conferred by sub-Section (6) of Section 40, provided that the rate percent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that Section and rules made there under. The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-Section (6) of Section 40.The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other."

Increase, reduction and alteration in capital

Article 7(i) provides that "the Company, subject to provisions of these Articles and Section 61 of the Act, in general meeting may from time to time, alter the conditions of its Memorandum as follows, that is to say, it may: -

(a) increase its Share Capital by such amount as it thinks expedient;

(b) consolidate and divide all or any of its Share Capital into shares of larger amount than its existing shares;

(c) sub-divide its existing shares of any of them into shares of smaller amount that is fixed by the Memorandum so, however, that in the subdivision the proportion between the amount paid and the amount, if any, unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived.

(d) cancel any shares, which at the date of the passing of the resolution have not been taken or agreed to be taken by the person and diminish the amount of its Share Capital by the amount of the shares so cancelled."

Article 8 provides that "the Company may, subject to the applicable provisions of the Act and the Companies Act, 1956, from time to time, reduce its Capital, any capital redemption reserve account and the securities premium account in any manner for the time being authorized by Law."

Article 9 provides that "pursuant to a resolution of the Board, the Company may purchase its own Equity Shares or other Securities, as may be specified by the MCA, by way of a buy-back arrangement, in accordance with Sections 68, 69 and 70 of the Act, the Rules and subject to compliance with Law."

Calls on Shares

Article 13(a) provides that "subject to the provisions of Section 49 of the Act, the Board may, from time to time, make such calls as it thinks fit upon the members in respect of all moneys unpaid on the Shares (whether on account of the nominal value of the Shares or by way of premium) held by them respectively and not by the conditions of allotment thereof made payable at fixed times, and the member shall pay the amount of every call so made on him to the person and at the time and place appointed by the Board of Directors."

Article 13(b) provides that "a call shall be deemed to have been made at the time when the resolution of the Board authorising such call was passed. The Board making a call may by resolution determine that the call shall be deemed to be made on a date subsequent to the date of the resolution, and in the absence of such a provision, a call shall be deemed to have been made on the same date as that of the resolution of the Board making such calls."

Article 13(c) provides that "not less than thirty days' notice of any call shall be given specifying the time and place of payment provided that before the time for payment of such call, the Directors may, by notice in writing to the members, extend the time for payment thereof."

Article 13(d) provides that "if by the terms of issue of any share or otherwise, any amount is made payable at any fixed times, or by instalments at fixed time, whether on account of the nominal value of the share or by way of premium, every such amount or instalments shall be payable as if it were a call duly made by the Board, on which due notice had been given, and all the provisions contained herein, or in the terms of such issue, in respect of calls shall relate and apply to such amount or instalments accordingly."

Article 13(e) provides that "if the sum called in respect of a share is not paid on or before the day appointed for payment thereof, the holder for the time being of the share in respect of which the call shall have been made or the instalments shall fall due, shall pay interest for the same at the rate of 10 percent per annum, from the day appointed for the payment thereof to the time of the actual payment or at such lower rate as the Directors may determine. The Board shall also be at liberty to waive payment of that interest wholly or in part."

Article 13(g) provides that "the Board, may, if it thinks fit, receive from any member willing to advance all of or any part of the moneys uncalled and unpaid upon any shares held by him and upon all or any part of the moneys so advance, the Board may (until the same would, but for such advance become presently payable) pay interest at such rate not exceeding, unless the Company in its General Meeting shall otherwise direct, 12% per annum, as may be agreed upon between the Board and the member paying the sum in advance but shall not in respect of such advances confer a right to the dividend or participate in profits. The Directors may at any time repay the amount so advanced."

Article 13(h) provides that "The members shall not be entitled to any voting rights in respect of the moneys so paid by them until the same would, but for such payment, become presently payable."

Forfeiture surrender and lien

Article 15(a) provides that "if a member fails to pay any call or instalment of a call on the day appointed for the payment not paid thereof, the Board may during such time as any part of such call or instalment remains unpaid serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest, which may have accrued. The Board may accept in the name and for the benefit of the Company and upon such terms and conditions as may be agreed upon, the surrender of any share liable to forfeiture and so far as the law permits of any other share."

Article 15(d) provides that "if the requirements of any such notice as, aforementioned are not complied with, any share in respect of which the notice has been given may at any time thereafter, but before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited shares and not actually paid before the forfeiture."

Article 15(f) provides that "a forfeited or surrendered share may be sold or otherwise disposed off on such terms and in such manner as the Board may think fit, and at any time before such a sale or disposal, the forfeiture may be cancelled on such terms as the Board may think fit."

Article 15(g) provides that "a person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares but shall, notwithstanding such forfeiture, remain liable to pay and shall forthwith pay the Company all moneys, which at the date of forfeiture is payable by him to the Company in respect of the share, whether such claim be barred by limitation on the date of the forfeiture or not, but his liability shall cease if and when the Company received payment in full of all such moneys due in respect of the shares."

Article 15(j) provides that "the provisions of these regulations as to forfeiture shall apply in the case of non-payment of any sum which by terms of issue of a share, becomes payable at a fixed time, whether, on account of the amount of the share or by way of premium or otherwise as if the same had been payable by virtue of a call duly made and notified."

Article 14(a) provides that "the fully paid Shares will be free from all liens, while in the case of partly paid Shares, the Company's lien, if any, will be restricted to moneys called or payable at a fixed time in respect of such Shares"

Article 14(b) provides that "the Company shall have a first and paramount lien:

(i) on every Share (not being a fully paid-up Share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that Share; and

(ii) on all Shares (not being fully paid Shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the Company:

Provided that the Board of Directors may at any time declare any Share to be wholly or in part exempt from the provisions of this Article."

Article 14(c) provides that "the Company's lien, if any, on a Share shall extend to all dividends payable and bonuses declared from time to time in respect of such Shares."

Article 14(d) provides that "the Company may sell, in such manner as the Board of Directors thinks fit, any Shares on which the Company has a lien.

Provided that no sale shall be made:

(i) unless a sum in respect of which the lien exists is presently payable; or

(ii) until the expiration of 14 days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the Share or the person entitled thereto by reason of his death or insolvency."

Article 14(e) provides that "to give effect to any such sale, the Board of Directors may authorise some person to transfer the Shares sold to the purchaser thereof."

Transfer and transmission of shares

Article 17(a) provides that "the Company shall maintain a "Register of Transfers" and shall record therein fairly and distinctly particulars of every transfer or transmission of any Share, Debenture or other Security held in a material form."

Article 17(e) provides that "every instrument of transfer shall be executed by both, the transferor and the transferee and attested and the transferor shall be deemed to remain the holder of such share until the name of the transferee shall have been entered in the Register of Shareholders in respect thereof."

Article 17(g) provides that "subject to the provisions of Section 58 of the Act, these Articles and other applicable provisions of the Act or any other Law for the time being in force, the Board may, refuse to register the transfer of, or the transmission by operation of law of the right to, any securities or interest of a Shareholder in the Company. The Company shall, within

30 (thirty) days from the date on which the instrument of transfer, or the intimation of such transmission, as the case may be, was delivered to the Company, send a notice of refusal to the transferee and transferor or to the person giving notice of such transmission, as the case may be, giving reasons for such refusal.

Provided that, registration of a transfer shall not be refused on the ground of the transferor being either alone or jointly with any other Person or Persons indebted to the Company on any account whatsoever except where the Company has a lien on shares."

Article 17(h) provides that "subject to the applicable provisions of the Act and these Articles, the Directors shall have the absolute and uncontrolled discretion to refuse to register a Person entitled by transmission to any shares or his nominee as if he were the transferee named in any ordinary transfer presented for registration, and shall not be bound to give any reason for such refusal and in particular may also decline in respect of shares upon which the Company has a lien. Further, any contract or arrangement between two or more persons in respect of the transfer shall be enforceable as a contract"

Article 17(j) provides that "(i) on the death of a Shareholder, the survivor or survivors where the Shareholder was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognised by the company as having any title to his interest in the shares. (ii) Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons."

In addition, Article 17(m) provides that "subject to the provisions of Articles, any person becoming entitled to a share in consequence of the death or insolvency of a Shareholder may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either: (a) to be registered himself as holder of the share; or (b) to make such transfer of the share as the deceased or insolvent member could have made. The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency."

Borrowing Powers

Article 23(a) provides that "subject to the provisions of the Act and these Articles, the Board may from time to time at their discretion raise or borrow or secure the payment of any such sum of money for the purpose of the Company, in such manner and upon such terms and conditions in all respects as they think fit, and in particular, by promissory notes or by receiving deposits and advances with or without security or by the issue of bonds, debentures, perpetual or otherwise, including debentures convertible into shares of this or any other Company or perpetual annuities and to secure any such money so borrowed, raised or received, mortgage, pledge or charge the whole or any part of the property, assets or revenue of the Company present or future, including its uncalled capital by special assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders powers of sale and other powers as may be expedient and to purchase, redeem or pay off any such securities; provided however, that the moneys to be borrowed, together with the money already borrowed by the Company apart from temporary loans obtained from the Company's bankers in the ordinary course of business shall not, without the sanction of the Company by a Special Resolution at a General Meeting, exceed the aggregate of the paid up capital of the Company and its free reserves. Provided that every Special Resolution passed by the Company in General Meeting in relation to the exercise of the power to borrow shall specify the total amount up to which moneys may be borrowed by the Board of Directors."

Article 23(d) provides that "any bonds, debentures, debenture-stock or other Securities may if permissible in Law be issued at a discount, premium or otherwise by the Company and shall with the consent of the Board be issued upon such terms and conditions and in such manner and for such consideration as the Board shall consider to be for the benefit of the Company, and on the condition that they or any part of them may be convertible into Equity Shares of any denomination, and with any privileges and conditions as to the redemption, surrender, allotment of shares, appointment of Directors or otherwise. Provided that debentures with rights to allotment of or conversion into Equity Shares shall not be issued except with, the sanction of the Company in General Meeting accorded by a special resolution."

Conversion of shares into stock and reconversion

Article 24(a) provides that "the Company may, by Ordinary Resolution, convert all or any fully paid share(s) of any denomination into stock and vice versa."

Article 24(b) provides that "the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations, under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit; provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose."

Article 24(c) provides that "the holders of the stock shall, according to the amount of the stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the Company and other matters, as if they held the shares from which the stock arose, but no such privilege or advantage (except participation in the dividends and profits of the Company and its assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.

Annual General Meeting

Article 25 provides that "in accordance with the provisions of the Act, the Company shall in each year hold a General Meeting specified as its Annual General Meeting and shall specify the meeting as such in the notices convening such meetings. Further, not more than 15 (fifteen) months gap shall exist between the date of one Annual General Meeting and the date of the next. All General Meetings other than Annual General Meetings shall be an Extraordinary General Meetings.

Nothing contained in the foregoing provisions shall be taken as affecting the right conferred upon the Registrar under the provisions of Section 96(1) of the Act to extend the time within which any Annual General Meeting may be held."

Article 26(a) provides that "every Annual General Meeting shall be called during business hours, that is, between 9 A.M. and 6 P.M. on a day that is not a national holiday, and shall be held at the Office of the Company or at some other place within the city, town or village in which the Office of the Company is situate, as the Board may determine and the notices calling the Meeting shall specify it as the Annual General Meeting."

Requisition of Extra Ordinary General Meeting

Article 28(a) provides that "the Board may, whenever it thinks fit, call an Extraordinary General Meeting and it shall do so upon a requisition received from such number of Shareholders who hold, on the date of receipt of the requisition, not less than one-tenth of such of the Paid up Share Capital of the Company as on that date carries the right of voting and such meeting shall be held at the Office or at such place and at such time as the Board thinks fit.

Quorum for Shareholders' Meetings"

Article 29 provides that "the quorum for the Shareholders' Meeting shall be in accordance with Section 103 of the Act. Subject to the provisions of Section 103(2) of the Act, if such a quorum is not present within half an hour from the time set for the Shareholders' Meeting, the Shareholders' Meeting shall be adjourned to the same time and place or to such other date and such other time and place as the Board may determine and the agenda for the adjourned Shareholders' Meeting shall remain the same. If at such adjourned meeting also, a quorum is not present, at the expiration of half an hour from the time appointed for holding the meeting, the members present shall be a quorum, and may transact the business for which the meeting was called."

Questions at General Meeting How Decided

Article 32(a) provides that "at any General Meeting, a resolution put to the vote of the General Meeting shall, unless a poll is demanded or voting is carried out electronically, be decided by a show of hands. Before or on the declaration of the result of the voting on any resolution by a show of hands, a poll may be carried out in accordance with the applicable provisions of the Act or the voting is carried out electronically. Unless a poll is demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the Minute Book of the Company shall be conclusive evidence of the fact, of passing of such resolution or otherwise."

Article 32(b) provides that "in the case of equal votes, the Chairman shall both on a show of hands and at a poll, (if any), have a casting vote in addition to the vote or votes to which he may be entitled as a Shareholder."

Proxies

Article 35(b) provides that "an instrument appointing a proxy shall be in the form as prescribed in the rules made under Section 105."

In addition, Article 35(a) provides that "the instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarized copy of that power a authority, shall be deposited at the registered office of the Company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid."

Article 35(c) provides that "a vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given, Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used."

Directors

Article 37(a) provides that "until otherwise determined by Special Resolution of the number of Directors of the Company shall not be less than three or more than fifteen."

Nominee Directors

Article 41 provides that "whenever the Board enter into a contract with any lenders for borrowing any money or for providing any guarantee or security or for technical collaboration or assistance or enter into any other arrangement, the Board shall have, subject to the provisions of Section 152 of the Act the power to agree that such lenders shall have the right to appoint or nominate by a notice in writing addressed to the Company one or more Directors on the Board for such period and upon such conditions as may be mentioned in the common loan agreement/ facility agreement. The nominee Director representing lenders shall not be required to hold qualification shares and not be liable to retire by rotation. The Directors may also agree that any such Director, or Directors may be removed from time to time by the lenders entitled to appoint or nominate them and such lenders may appoint another or other or others in his or their place and also fill in any vacancy which may occur as a result of any such Director, or Directors ceasing to hold that office for any reason whatever. The nominee Director shall hold office only so long as any monies remain owed by the Company to such lenders.

The nominee Director shall be entitled to all the rights and privileges of other Directors including the sitting fees and expenses as payable to other Directors but, if any other fees, commission, monies or remuneration in any form are payable to the Directors, the fees, commission, monies and remuneration in relation to such nominee Director shall accrue to the lenders and the same shall accordingly be paid by the Company directly to the lenders."

Article 39 provides that "the Board may, appoint a person, not being a person holding any alternate directorship for any other director in the Company, to act as an alternate director for a director during his absence for a period of not less than three months from India."

Article 40 provides that "the Company shall have such number of Independent Directors on the Board of the Company, as may be required in terms of the provisions of Section 149 (4) of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 or any other Law, as may be applicable. Further, such appointment of such Independent Directors shall be in terms of the aforesaid provisions of Law and subject to the requirements prescribed under clause 49 of the Listing Agreement."

Article 38 provides that "the Board may appoint any person other than a person who fails to get appointed as a director in a general meeting, as an additional director, who shall hold office only up to the earlier of the date of the next Annual General Meeting or at the last date on which the Annual General Meeting should have been held but shall be eligible for appointment by the Company as a Director at that meeting subject to the applicable provisions of the Act."

Article 44(a) provides that "subject to the applicable provisions of the Act, the Rules, Law including the provisions of the listing agreement, a Managing Director or Managing Directors, and any other Director/s who is/are in the whole time employment of the Company may be paid remuneration either by a way of monthly payment or at a specified percentage of the net profits of the Company or partly by one way and partly by the other, subject to the limits prescribed under the Act. The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day."

Article 44(d) provides that "the remuneration payable to each Director for every meeting of the Board or Committee of the Board attended by them shall be such sum as may be determined by the Board from time to time within the maximum limits prescribed from time to time by the Central Government pursuant to the first proviso to Section 197 of the Act."

Managing Director(s)/ Whole Time Director(s)/ Executive Director(s)/ Manager

Article 54 provides that "subject to the provisions of Section 203 of the Act and of these Articles, the Board shall have the power to appoint from time to time any full time employee of the Company as Managing Director/ whole time Director or executive Director or manager of the Company. The Managing Director(s) or the whole time Director(s) manager or executive Director(s), as the case may be, so appointed, shall be responsible for and in charge of the day to day management and affairs of the Company and subject to the applicable provisions of the Act and these Articles, the Board shall vest in such Managing Director/s or the whole time Director(s) or manager or executive Director(s), as the case may be, all the powers vested in the Board generally. The remuneration of a Managing Director/ whole time Director or executive Director or manager may be by way of monthly payment, fee for each meeting or participation in profits, or by any or all those modes or any other mode not expressly prohibited by the Act."

Article 56 provides that "the remuneration of the Managing Director(s) / whole time Director(s) / executive Director(s) / manager shall (subject to Sections 196, 197 and 203 and other applicable provisions of the Act and of these Articles and of any contract between him and the Company) be fixed by the Directors, from time to time and may be by way of fixed salary and/or perquisites or commission or profits of the Company or by participation in such profits, or by any or all these modes or any other mode not expressly prohibited by the Act."

Proceedings of the Board of Directors

Article 59(a) provides that "board meetings shall be held at least once in every 3 (three) month period and there shall be at least 4 (four) Board Meetings in any calendar year and there should not be a gap of more than 120 (one hundred twenty) days between two consecutive Board Meetings. Meetings shall be held at such place as may be decided by the Board."

Article 59(b) provides that "the participation of Directors in a meeting of the Board may be either in person or through video conferencing or other audio visual means, as may be prescribed, which are capable of recording and recognising the participation of the Directors and of recording and storing the proceedings of such meetings along with date and time. However, such matters as provided under the Companies (Meetings of Board and its Powers) Rules, 2014 shall not be dealt with in a meeting through video conferencing or other audio visual means. Any meeting of the Board held through video conferencing or other audio visual means shall only be held in accordance with the Companies (Meetings of Board and its Powers) Rules, 2014."

Article 59(h) provides that "at any Board Meeting, each Director may exercise 1 (one) vote. In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote. The adoption of any resolution of the Board shall require the affirmative vote of a majority of the Directors present at a duly constituted Board Meeting."

Article 60(a) provides that "subject to the provisions of Section 174 of the Act, the quorum for each Board Meeting shall be one third of the total strength of the Board of Directors or two Directors, whichever is higher. The presence of Directors by video conferencing or by other audio visual means shall also be counted for the purposes pf calculating quorum"

Dividends and Reserve

Article 70(a) provides that "the Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board."

Article 70(d) provides that "(i)Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the Company, dividends may be declared and paid according to the amounts of the shares. (ii) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share (iii) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly."

Article 70(b) provides that "subject to the provisions of section 123, the Board may from time to time pay to the Shareholders such interim dividends as appear to it to be justified by the profits of the Company."

Capitalisation of Profits

Article 77(a) and (b) provide that "(a) The Company in general meeting may, upon the recommendation of the Board, resolve:

(i) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and

(ii) that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the Shareholders who would have been entitled thereto, if distributed by way of dividend and in the same proportions.

(b) The sum aforesaid shall not be paid in cash but shall be applied, subject to other applicable provisions, either in or towards-

(i) paying up any amounts for the time being unpaid on any shares held by such Shareholders respectively;

(ii) paying up in full, unissued shares of the Company to be allotted and distributed, credited as fully paid-up, to and amongst such Shareholders in the proportions aforesaid;

(iii) partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B);

Article 77(c) provides that "A share premium account and a capital redemption fund maybe applied in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares"

Article 77(d) provides that "(i) Whenever such a resolution as aforesaid shall have been passed, the Board shall:

(i) make all appropriations and applications of the undistributed profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares or debentures if any; and

(ii) generally do all acts and things required to give effect thereto.

Article 77(e) provides that "The Board shall have full power:

(i) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and

(ii) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid-up, of any further shares or debentures of which they may be entitled upon such capitalisation, or as the case may require, for the payment by the company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on shares."

Article 77(f) provides that "Any agreement made under such authority shall be effective and binding on such Members."

Winding up

Article 78 provides that "subject to the provisions of Chapter XX of the Act and rules made thereunder:

(a) If the Company shall be wound up, the Liquidator may, with the sanction of a Special Resolution of the Company and any other sanction required by the Act, divide amongst the Shareholders, in specie or kind the whole or any part of the assets of the Company, whether they shall consist of property of the same kind or not.

(b) For the purpose aforesaid, the Liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the Shareholders or different classes of Shareholders."

Directors' and others' rights to indemnity

Article 79(a) provides that "subject to the provisions of Section 197 of the Act every Director, Manager, Secretary and other officer or employee of the Company shall be indemnified by the Company against, and it shall be the duty of the Directors out of the assets of the Company to pay all costs, losses, and expenses (including travelling expenses) which any such Director, officer or employee may incur or becomes liable to by reason of any contract entered into or act or deed done by him or any other way in the discharge of his duties, as such Director, officer or employee."

Article 79(b) provides that "subject as aforesaid, every Director, Manager, Secretary, or other officer/employee of the Company shall be indemnified against any liability, incurred by them or him in defending any proceeding whether civil or criminal in which judgment is given in their or his favour or in which he is acquitted or discharged or in connection with any application under Section 463 of the Act in which relief is given to him by the Court and without prejudice to the generality of the foregoing, it is hereby expressly declared that the Company shall pay and bear all fees and other expenses incurred or incurrable by or in respect of any Director for filing any return, paper or document with the Registrar of Companies, or complying with any of the provisions of the Act in respect of or by reason of his office as a Director or other officer of the Company."

Part II of the Articles of Association

Part II of the Articles includes the rights and obligations of the parties to the Shareholder's Agreements dated July 12, 2000, amended vide (a) First Supplemental Agreement to the Shareholder's Agreement dated February 2, 2001; (b) Second Supplemental Agreement to the Shareholder's Agreement dated March 15, 2001; (c) Third Supplemental Agreement to the Shareholder's Agreement dated December 20, 2001; (d) Fourth Supplemental Agreement to the Shareholder's Agreement dated September 23, 2006 and (e) Fifth Supplemental Agreement to the Shareholder's Agreement dated January 22, 2007.

In the event of any inconsistency between Part I and Part II of the Articles, the provisions of Part II shall prevail over Part I. However, Part II of the Articles shall automatically terminate and cease to have any force and effect and deemed to fall away on and from the date of listing of the Equity Shares on a stock exchange in India, subsequent to an initial public offering of the Equity Shares without any further action by our Company or by the Shareholders.

Definitions

In the interpretation of the Articles, unless repugnant to the subject context:-

(i) "Agreement" means the Shareholders' Agreement dated 12th July, 2000 and First Supplemental Agreement dated 2nd February, 2001 entered into between Nedcor Bank Limited, Nedbank Africa Investments Limited, Nihilent Technologies Limited and Mr. L. C. Singh, or any amendment thereof.

(ii) "Equity Shares" means equity shares of the Company having a par value of ₹ 10 (ten rupees);

(iii) "Fair Market Price" means, before Listing, the fair market price of the Shares as determined by the investment / merchant banker appointed by LCS and approved by Hatch, from time to time. After the Company obtains Listing, the Fair Market Price shall be the average of the weekly high and low of the closing prices of the Shares quoted on the Stock Exchange during the two (2) weeks preceding the date on which the Fair Market Price is to be determined.

(iv) "LCS" means Mr. L. C. Singh who is a Subscriber to the Memorandum and Articles of Association of the company.

(v) "Hatch" means Hatch Investments (Mauritius) Ltd., Mauritius having its Registered Office at Suite 555, 5th Floor, Barkly Wharf, Le Caudan Waterfront and Port Louis, Mauritius (which expression shall unless repugnant to the context or meaning thereof be deemed to mean and include its successors and permitted assigns).

(vi) "Hatch Shares" means the Shares to be allotted and issued to Hatch at a premium by the Company as set out in Schedule 2 annexed to the Agreement.

(vii) "Significant Member(s)" means the professional(s) to be appointed by the Company on the sole recommendation and decision of LCS on such terms and conditions as shall be mutually agreed upon between LCS and the concerned professional and pursuant to the Business Plan to be adopted at the first Board meeting.

(viii) “Subscription Price” means the amount to be paid by Hatch to the Company in respect of the subscription for the Hatch shares in a manner set out in Schedule 2 of the Agreement.

(ix) “Tag-Along Option” means an option provided to LCS, the Significant Members and Hatch as specified in Article No. 20 of the Articles of Association.

Persons entitled to allotment of shares

The Board of Directors are empowered to issue Nedcor shares, LCS shares, Shares to the Significant Members and shares to ESOP Trust/ Committee in the manner as specified in Schedule No.1 of the Agreement as defined in these Articles hereinabove or as otherwise agreed to by the unanimous consent of the Shareholders.

ESOP

The Company shall formulate and establish an Employee Stock Option Plan (i.e. ESOP). The ESOP shall inter-alia provide for 10% of the Share Capital as detailed in Schedule 1 of the Agreement to be issued to certain existing and prospective employees and / or advisors of the Company to be identified by a stock option committee, which shall comprise of LCS, an independent professional and such other persons as LCS may deem fit (“Stock Option Committee”). Such ESOP shall be subject to the then prevailing guidelines, if any. All Shares / warrants that are forfeited shall go back into the pool of available Shares / warrants to be issued by the Company to new employees or advisors.

ESOP to be administered through a Trust

For the purpose of implementing the ESOP:

(a) An Employee Welfare Trust (“Trust”) shall be set up by the Company pursuant to which 10% of the Share Capital shall be issued to the said Trust:;

(b) LCS shall be the sole Trustee of the Trust;

(c) The Company shall provide a loan to the Trust to enable it to purchase the Shares as stated in Article No.9 hereinabove, at par.

The Trust shall be managed by the Stock Option Committee. Hatch and LCS hereto agree that they shall procure the Company to issue such further Shares to the Trust at fair market value at the time of such further issue, as required, under the ESOP such that the ESOP shall, at all times be equal to 10% of the Share Capital. The Shares granted under the ESOP to the Trust shall be transferred to the employees in five (5) equal trenches over a period of five (5) years unless enhanced by performance parameters approved by the Stock Option Committee or as otherwise decided by the said Committee.

Hatch and the Company agree and undertake that until such time that the Company obtains Listing, LCS shall retain all voting rights in the ESOPs and the prospective employees shall execute a POA in favour of LCS to effect the same.

Further issue of shares

Unless otherwise required by law or as expressly provided in this agreement, the Company shall not issue or allot any further shares without first offering each of the Parties and the Significant Members such shares in proportion to their respective shareholding in the Company nor shall the Company issue or allot any further new shares to any Person who is not a party to the Agreement (whether originally or by way of novation or accession) unless such person is acceptable to the Parties hereto and such Person shall have executed a deed of adherence in the form set out in the Schedule 3 of the Agreement. All further issuance of shares by the Company shall be made in a manner as approved by the Board.

In the event the Company determines that in order to meet financial requirements set out in its Business Plan, it is necessary to raise additional capital through issuance of additional Shares (hereinafter referred to as the “New Shares’), then the Board shall send a written notice to the Parties and the Significant Members (jointly referred to as the “Significant Shareholders”) informing them that New Shares are available for purchase. The said notice shall provide the price and terms and conditions at which the New Shares are available for purchase. Upon receipt of such notice, the Significant

Shareholders shall have the right to subscribe for and purchase such number of New shares on a pro-rata basis in proportion to their respective shareholding in the Company.

In the event any Significant Shareholder declines to purchase the New shares (hereinafter referred to as the "Renouncing Shareholder") or does not respond within one (1) month of the offer being made, it shall first offer to renounce the said shares in favour of the other Significant Shareholders in proportion to their shareholding at the same price and terms and conditions.

However, if the other Significant Shareholders do no purchase the New Shares within one month of the offer being made by the Renouncing Shareholder, the Renouncing Shareholder shall have the right to renounce such offer of New Shares in favour of a Third Party at the same price and terms and conditions.

Pre-emptive rights

Save as otherwise expressly provided in the Agreement, each Significant Member shall extend a right of first refusal to the other Significant Members with respect to the sale of the shares held by them or their Affiliate in the Company. Accordingly, if at any time during the term hereof, if any Significant Member or its respective Affiliate (hereinafter referred to as the "Offeror Party") desires to dispose all or any portion of the Shares held by it to a Third Party or receive an offer to dispose all or any portion of its shares to a Third Party, then the Offeror Party shall first offer to dispose the said shares to the other Significant Members or their Affiliates in proportion to their shareholding in the Company or in such proportions as they may agree amongst themselves in a manner specified in the Agreement at Fair Market Price or the Third Party Offer (as defined herein below) respectively by giving a notice in writing to the Company ("Transfer Notice"). If the Offeror Party has received an offer from a Third Party ("Third Party Offer"), the Transfer Notice will include the name, business and address of the Third Party, the price per share offered by the Third Party, the number of shares to which the offer applies and the other terms of the Third Party Offer.

In the event that the Significant Members (or any of them) do not buy all of the shares so offered, within thirty (30) days of the date of receipt of the Transfer Notice, the Offeror Party may offer to sell the said shares by means of a private offer to a Third Party for the purchase of the said shares at the price and on the terms and conditions no more favourable to such Third Party than those offered to the other Significant Members.

Transfer of Shares

For the purpose of this Article 20, "Parties" shall mean Hatch and LCS and "Party" shall mean either Hatch or LCS.

Save with the prior written consent of the Parties, and subject to such regulatory approvals of any authority as may be required, none of the Shareholders shall create or permit to subsist any Encumbrance over all or any of the shares.

Save as otherwise expressly provided in the Agreement no Shareholder shall, during the term of the Agreement, dispose of or deal with all or any part of the legal and beneficial interest in any of its shares at any time except in compliance with the Agreement and the provisions of this Memorandum and Articles of Association.

Procedure for Share Transfer

The Offeror Party who intends to dispose of any or all of its shares or any legal or beneficial interest in such shares, shall give to the Company a Transfer Notice specifying :

(i) the number of shares to be disposed of (the "Transfer shares").

(ii) the price at which such disposal will be made (the "Transfer Price"); and

(iii) the identity of all such persons (if any) not being shareholders as have indicated their willingness to purchase all of the Transfer shares at the Transfer Price (the "Purchasing Party") and the terms and conditions upon which the Purchasing Party is willing to purchase the Transfer shares ("Transfer Terms").

Such Transfer Notice shall be given on terms that such notice shall be irrevocable, except with the unanimous consent of the Directors.

The Company shall within seven (7) days of receipt of the Transfer Notice give written notice thereof (the “Notice”) to the other Significant shareholders. The offer for sale of the Transfer Shares in the Transfer Notice shall be valid for a period of thirty (30) days from the date of the receipt of the Notice by the other Significant Shareholders (“Offer Period”).

If, upon the expiry of the Offer Period, the Transfer shares are not accepted by any of the significant shareholders pro rata or in such proportions as they may agree amongst themselves, the Transfer shares shall be transferred to the Purchasing party within thirty (30) days after the expiry of the Offer Period upon the terms and conditions of the Transfer Notice. Completion of the sale shall take place at the offices of the Company where the Transfer Shares duly endorsed by the Transferor shall be delivered to the significant shareholders that have accepted their pro rata Transfer shares (or such proportions as they may agree amongst themselves) or the Purchasing Party, as the case be, against payment of the Transfer Price.

In the event that Hatch wishes to Dispose any of its shareholding in the Company to any shareholder and/or a Third Party whereby Hatch’s shareholding in the Company would fall to a level below 50.1% of the share Capital, Hatch shall not be entitled to Dispose its shares to such Third Party if either LCS and/or the Significant Members (to whom such notice of offer shall be provided by Hatch within three (3) days of offer by the Third Party), indicate in writing that it wishes to Dispose of its shares on the same pro rata terms. Thus Hatch shall be obligated to abide with the provisions of the Tag-Along Option as stated in the Agreement. If, however, in the event Hatch is unable to find a Third Party willing to honour the pro-rata Tag-Along Option then Hatch shall not dispose of all or part of its shares. For the purpose of this Article, LCS and the Significant Members shall not be subject to their respective lock in periods.

In the event that LCS and/or any of the Significant Members wish to dispose any of their shareholding in the Company to any shareholder and/or a Third Party whereby their collective shareholding in the Company would fall to a level below 7% of the share Capital, such Significant Member and/or LCS shall not be entitled to dispose their shares to such Third Party if Hatch (to whom such notice of offer shall be provided by LCS and/or Significant Members) indicates in writing that they wish to dispose of the same number of shares as LCS and/or the Significant Members wish to dispose of. In that event, LCS and/or the significant Members shall only be entitled to make a disposal, if they find a Third Party to acquire both their shares and the corresponding number of shares held by Hatch.

Exit Mechanism

If no listing of shares issued by the company takes place on or before three years from the date of closing, LCS and Significant Members shall always be entitled to dispose all the shares held by them in the following manner:

(i) dispose its Shares to Hatch at a price mutually agreed by the Parties.

(ii) In the event Hatch or its Affiliates does not exercise the offer set out in Article 22 (i) above, to Dispose its Shares in favour of the other Shareholders/Significant Members in proportion to their shareholding or in such other proportions as they may agree amongst themselves, or any Third Party at a price and terms and conditions no more favourable than those offered to Hatch;

(iii) If neither the other Shareholders nor Third Parties acquire the LCS Shares and the shares held by the Significant Members in the Company within a period of one (1) month from the date of such offer, give an option to the Company to purchase the Shares within a period of one (1) month from such date at a price and terms and conditions no more favourable than those offered to Hatch, but subject to the then prevailing law.

(iv) If the Company does not elect to purchase the Shares set out in Article 22 (iii) above within a period of one (1) month from such offer, collectively obtain Listing with the other Shareholders by offering such number of Shares as are required under the Act, Securities and Exchange Board of India (SEBI) Guidelines and any other applicable law and regulation then prevailing for Listing. The Shares shall be offered for Listing at the Fair Market Price;

(v) If the other Shareholders are unable to offer such additional number of Shares required for Listing under Article 22 (iv) above within a period of one (1) month, call upon the Company to issue such further number of Shares to meet the minimum listing requirements as per the SEBI Guidelines for Listing and such other applicable statutory and regulatory approvals at the Fair Market Price. Hatch undertakes to vote positively on any resolution required to be passed for such purpose.

In the event that a Third Party offers to acquire 100% of the Shares of the Parties and if any Party wishes to sell the Shares ("Selling Party") held by it to such Third Party then the other Party ("Other Party") not wishing to exercise its pre-emptive right to buy the Shares of the Selling Party at the price being offered by the Third Party, shall sell the Shares held by it to the Third Party on the same terms and conditions offered by the Third Party. Provided that instead of selling the Shares to the Third Party as stipulated herein the Other Party may force the Company to seek a Listing.

Minimum Number of Directors, Composition of Board etc.

The Board shall consist of a minimum of 9 (Nine) Directors, including the Chairman, who shall have no casting vote. Of the 9 (Nine) Directors, 6 (Six) shall be nominated by Hatch, and 3 (three) shall be nominated by LCS. In the event that either Hatch or LCS choose not to activate their Board seats, they shall be granted the right to nominate and appoint their nominee at a later date and till such time to send an observer to attend all Board meetings and shall continue to receive all notices and minutes of Board meeting. In the event that Hatch's shareholding in the Company falls to a level equal to or below 50.1% of the Share Capital, Hatch shall have the right to appoint up to 2 (two) Directors and Hatch shall agree to remove and/or cause to remove two (2) of its nominees from the Board.

Valuation of the Company

Until such time that the Company obtains Listing, the valuation of the Company shall be determined by an independent merchant bank or an independent investment banker (i.e. the Valuer) to be appointed by LCS and approved by Hatch in writing on behalf of the Company. Any and all sums payable to the Valuer shall be borne by the Company.

Financial Information

Hatch and LCS agree that the Company shall maintain one or more bank accounts with banks which have AAA rating from a credit rating agency in India and as may be decided by the Board. All such bank accounts shall be operated by such persons and in such manner as may be authorised by the Board from time to time.

SECTION IX – OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts (not being contracts entered into in the ordinary course of business carried on by our Company or entered into more than two years before the date of this Draft Red Herring Prospectus) which are, or may be deemed material, have been entered or to be entered into by our Company. These contracts, copies of which will be attached to the copy of the Red Herring Prospectus delivered to the RoC for registration, and also the documents for inspection referred to hereunder may be inspected at our Registered Office, from 10:00 am to 5:00 pm on Working Days from the date of the Red Herring Prospectus until the Bid/Issue Closing Date.

Any of the contracts or documents mentioned in this Draft Red Herring Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to the Shareholders, subject to compliance of the provisions contained in the Companies Act and other applicable law.

Material Contracts to the Issue

1. Issue Agreement dated August 9, 2018 entered into among our Company, the Selling Shareholders and the BRLM.
2. Registrar Agreement dated August 7, 2018 entered into among our Company, the Selling Shareholders and the Registrar to the Issue.
3. Escrow Agreement dated [●] entered into among our Company, the Selling Shareholders, the BRLM, Escrow Bank and the Registrar to the Issue.
4. Share Escrow Agreement dated [●] entered into among the Selling Shareholders, our Company, the BRLM, and a share escrow agent.
5. Syndicate Agreement dated [●] entered into among the members of the Syndicate, our Company and the Selling Shareholders.
6. Underwriting Agreement dated [●] entered into among our Company, the Selling Shareholders and the Underwriters.
7. Agreement dated [●] entered into between our Company and the Monitoring Agency.

Material Documents

1. Certified copies of our Memorandum of Association and Articles of Association, as amended until date.
2. Certificate of incorporation dated May 29, 2000, September 10, 2015 and a fresh certificate of incorporation dated January 22, 2018 consequent upon change of name of our Company.
3. Board resolution of our Company passed in their meetings held on May 15, 2018, authorising the Issue and other related matters.
4. Resolution passed by the Shareholders of our Company in their extraordinary general meeting held on July 10, 2018, authorising the Issue and other related matters.
5. Resolutions of our Board and IPO Committee passed in their respective meetings held on August 6, 2018 and August 9, 2018, approving this Draft Red Herring Prospectus.
6. Letters from Selling Shareholders approving their participation in the Offer for Sale and consenting to include up to 2,125,599 Equity Shares held by them, as part of the Offer for Sale.
7. Copies of annual reports of our Company for the preceding five Fiscals.
8. Shareholders' Agreement between our Company, Nedcor Bank Limited, Nedbank Africa Investments Limited and Mr. L. C. Singh, our Promoter dated July 12, 2000.
9. Share Purchase and Shareholders' Agreement between our Company and Intellect Bizware Services Private Limited along with Mr. Syed Sabahat Husain Kazi, Mr. Lingam Gopalakrishna and Mr. Sanjay Prabhakar Gupte dated September 1, 2015.
10. Shareholder's Agreement dated June 7, 2013 between our Company, Mr. Oti Ikomi and Nihilent Nigeria Limited.

11. Share Purchase and Sale Agreement between our Company, ICRA Limited and Nihilent Analytics Limited (formerly known as ICRA Techno Analytics Limited) dated August 5, 2016 amended vide a subsequent agreement dated October 7, 2016.

12. Service agreement between our Company and L.C. Singh, dated April 24, 2018.

13. Service agreement between our Company and Minoo Darab Dastur, dated April 24, 2018.

14. The reports of the Statutory Auditor each dated August 9, 2018, on our Restated Standalone Financial Information and Restated Consolidated Financial Information included in this Draft Red Herring Prospectus.

15. Statement of tax benefits dated August 2, 2018 issued by Kirtane & Pandit LLP, Chartered Accountants.

16. Our Company has received written consent dated August 9, 2018 from the Statutory Auditors, namely, Price Waterhouse Chartered Accountants LLP, Chartered Accountants to include its name as an expert under Section 26 of the Companies Act, 2013 in this Draft Red Herring Prospectus in relation to the reports of the Statutory Auditors dated August 9, 2018, on the Restated Standalone Financial Information and Restated Consolidated Financial Information of our Company, included in this Draft Red Herring Prospectus and such consent has not been withdrawn up to the time of delivery of this Draft Red Herring Prospectus. A written consent under the provisions of the Companies Act, 2013 is different from a consent filed with the U.S. Securities and Exchange Commission under Section 7 of the U.S. Securities Act, which is applicable only to transactions involving securities registered under the U.S. Securities Act. As the Equity Shares are proposed to be offered as a part of an initial public offering in India and the Equity Shares have not been and will not be registered under the U.S. Securities Act, the Statutory Auditors have not given consent under Section 7 of the U.S. Securities Act. In this regard, the Statutory Auditors have given consent to be referred to as "experts" in this Draft Red Herring Prospectus in accordance with the requirements of the Companies Act, 2013. The term "experts" as used in this Draft Red Herring Prospectus is different from those defined under the U.S. Securities Act, which is applicable only to transactions involving securities registered under the U.S. Securities Act. The reference to the Statutory Auditors as "experts" in this Draft Red Herring Prospectus is not made in the context of the U.S. Securities Act but solely in the context of this initial public offering in India.

17. Consents of bankers to our Company, the BRLM, the Registrar to the Issue, Bankers to the Issue, legal counsel appointed for the Issue, Syndicate Members, Escrow Bank, Public Issue Account Bank, Refund Bank, NASSCOM, Directors of our Company and Company Secretary and Compliance Officer, as referred to act, in their respective capacities.

18. In-principle listing approvals dated [●] and [●] from BSE and NSE, respectively.

19. SEBI final observation letter bearing reference number dated [●].

20. Tripartite Agreement dated August 20, 2015 among our Company, NSDL and the Registrar to the Issue.

21. Tripartite Agreement dated August 10, 2015 among our Company, CDSL and the Registrar to the Issue.

22. Due diligence certificate to SEBI from the BRLM, dated August 9, 2018.

Any of the contracts or documents mentioned in this Draft Red Herring Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to the Shareholders, subject to compliance with the provisions contained in the Companies Act and other relevant statutes.

DECLARATION BY SELLING SHAREHOLDERS

The undersigned Selling Shareholders hereby certify that all statements made by them in this Draft Red Herring Prospectus specifically about or in relation to themselves in connection with the Issue, and the Equity Shares offered by them in the Offer for Sale, are true and correct. The Selling Shareholders assume no responsibility for any other statements, including any and all of the statements made by or relating to the Company or its business, in this Draft Red Herring Prospectus.

For Vastu IT Private Limited	**Ashok Raghunath Sontakke**
Minoo Darab Dastur	**Bommireddipalli Ravi Teja**
Shobha Agarwal	**Vineet Bahal**
Karuna Agarwal	**Vijay Shivaji Zende**
Robin Virendrakumar Rastogi	**Kiran Kisanrao Chaudhari**
Sundaresan Narayan	**Abhimanyu Kumar Sinha**
Selva Manoharan Philip	**Nishant Baranwal**
Abhay Yeshwant Ghate	**Kamlesh Ashok Sancheti**
Santosh Pande	**Namadeva Prabhu Basrur**

Shrikant Janardan Brahme	**Ashok Ankushrao Borate**
Shohel Noor Haji Mohammed	**Rajesh K Sajnani**
Vimala Seshadri	**Manisha C Mulay**
Abhijit Vishwanath Bongale	**Girish R Sarolkar**
Sandeep Sreedharan	**Farhad Khambata**
Hemant Manohar Garud	**Vishwas Kulkarni**
Sameer Bapat	**Arindam Dutta**
Biju Pillai	**Rahul Surendrasing Bhandari**
Sabhajeet S Giri	**Sachidanand Ramrao Kulkarni**
Anurag B Shah	**Nilesh V Dharwadkar**

Vishal Madhusudan Dhanuka

Roiz Vivienne Carol

Abhijit Pantoji

Avijit Karmakar

Gurumukh Das Maheshwari

Date: August 9, 2018

Place: Pune

DECLARATION

We hereby certify and declare that all relevant provisions of the Companies Act and the rules, regulations and guidelines issued by the Government of India or the rules, regulations or guidelines issued by the Securities and Exchange Board of India, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, each as amended or rules, regulations or guidelines issued thereunder, as the case may be. We further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTORS OF OUR COMPANY

Jeremy John Ord
(Non-Executive Chairman) __________________________

L. C. Singh
(*Executive Vice Chairman and Whole-Time Director*) __________________________

Minoo Darab Dastur
(*President, Chief Executive Officer and Whole-Time Director)* __________________________

Scott Douglas Gibson
(*Non-Executive Director*) __________________________

Santosh Pande
(Independent Director) __________________________

Kasaragod Ashok Kini
(Independent Director) __________________________

Satish K. Tripathi
(Independent Director) __________________________

Lila Firoz Poonawalla
(*Independent Director*) __________________________

SIGNED BY THE CHIEF FINANCIAL OFFICER

____

Shubhabrata Banerjee
(Chief Financial Officer)

Date: August 9, 2018

Place: Pune