

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF Zensar (South Africa) (Pty) Ltd

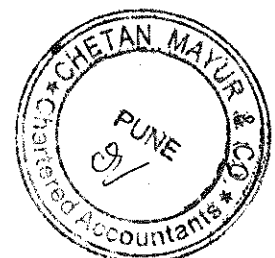
1. We have audited the accompanying standalone financial statements of Zensar (South Africa) (Pty) Ltd ("the Company"), which comprise the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility

2. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements to give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 and Accounting Standard 30, Financial Instruments: Recognition and Measurement issued by the Institute of Chartered Accountants of India to the extent it does not contradict any other accounting standard referred to in Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

3. Our responsibility is to express an opinion on these standalone financial statements based on our audit.
4. We have taken into account the provisions of the Act and the Rules made thereunder including the accounting standards and matters which are required to be included in the audit report.
5. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards and pronouncements require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.
6. An audit involves performing procedures to obtain audit evidence about the amounts and the



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

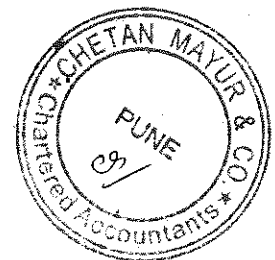
7. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

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

Report on Other Legal and Regulatory Requirements

9. This report does not contain a statement on the matters specified in paragraphs 3 and 4 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 Act as, in our opinion, and according to the information and explanations given to us, the Order is not applicable in the case of the Company.
10. As required by Section 143 (3) of the Act, we report that:
- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 and Accounting Standard 30, Financial Instruments: Recognition and Measurement issued by the Institute of Chartered Accountants of India to the extent it does not contradict any other accounting standard referred to in Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014.



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

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


(i) The Company does not have any pending litigations as at March 31, 2016 which would impact its financial position.

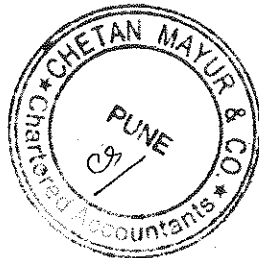
(ii) The Company did not have any long-term contracts including derivative contracts as at March 31, 2016

(iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended March 31, 2016

12. This report is intended solely for the information and use of the Board of Directors of the Company for the purpose of complying with the provisions of Section 136(1) of the Companies Act 2013 and is not intended to be and should not be used by any other party for any other purpose.

For Chetan Mayur & Co
Firm Registration Number: 123216W
Chartered Accountants


Chetan Shroff
Partner
Membership Number 104273
Place: Pune
Date: April 22, 2016



Zensar (South Africa) (Pty) Ltd**BALANCE SHEET as at 31st March 2016**

	Note No.	2016 Rs. in lakhs	2015 Rs. in lakhs
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	2	449.36	449.36
Reserves and Surplus	3	894.52	(39.75)
		1,343.88	409.61
CURRENT LIABILITIES			
Trade Payables	4	34.31	0.00
Other Current Liabilities	5	5,715.82	124.66
		5,750.13	124.66
TOTAL		7,094.01	534.27
ASSETS			
Deferred tax asset		3.85	-
Current Assets			
Trade receivables	6	2,310.35	25.52
Cash and Bank Balances	7	2,888.97	471.97
Short-term Loans and Advances	8	290.34	2.80
Other Current Assets	9	1,600.50	33.98
		7,090.16	534.27
TOTAL		7,094.01	534.27

Summary of significant accounting policies 1

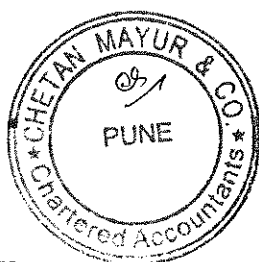
The accompanying notes (2 to 16) are an integral part of the financial statements

This is the Balance Sheet referred to in our report of even date.

For and on behalf of **Chetan Mayur & Co.**
Firm Registration No. 123216W
Chartered Accountants

Signature

Chetan Shroff
Partner
Membership No. 104273



For and on behalf of the Board

Signature

Mr. Nitin Parab
Director

Signature

Mr. Harish Lala
Director

Place : Pune
Date : April 22, 2016

Place : Mumbai
Date : April 22, 2016

Zensar (South Africa) (Pty) Ltd**STATEMENT OF PROFIT AND LOSS for the Year ended on 31st March, 2016**

	Note No.	2016 Rs. in lakhs	2015 Rs. in lakhs
INCOME			
Software development and allied services		10,483.63	193.50
Other Income	10	63.77	23.68
		10,547.40	217.18
EXPENDITURE			
Employee Benefit Expense	11	39.35	-
Other Expenses	12	9,015.41	197.85
Finance Cost	13	0.71	0.38
		9,055.47	198.23
PROFIT/(LOSS) BEFORE TAXATION		1,491.93	18.95
Provision for Taxation			
- Current Tax		395.52	4.66
- Deferred tax		(3.72)	
Profit/(Loss) after Taxation carried forward to Balance Sheet		1,100.13	14.29

The accompanying notes (2 to 16) are an integral part of the financial statements

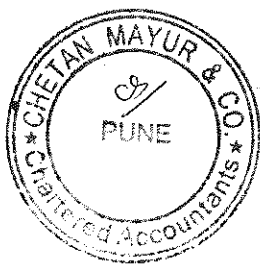
This is the Statement of Profit and Loss referred to in our report of even date.

For and on behalf of **Chetan Mayur & Co.**
Firm Registration No. 123216W
Chartered Accountants



Chetan Shroff
Partner
Membership No. 104273

Place : Pune
Date : April 22, 2016



For and on behalf of the Board



Mr. Nitin Parab
Director

Place : Mumbai
Date : April 22, 2016



Mr. Harish Lala
Director

Zensar (South Africa) (Pty) Ltd
Notes to the Financial Statement for the year ended 31st March, 2016

1. Significant Accounting Policies

Company Overview

Zensar (South Africa) (Pty) Ltd is a company registered under the laws of South Africa. The company is primarily engaged in providing a complete range of IT Services and Solutions. This is a Broad Based Black Economic Empowerment company in South Africa wherein Zensar(Africa) Holdings Pty Ltd will be the majority shareholder of the Company.

(a) Basis of preparation of financial

i. The financial statements of Zensar (South Africa) (Pty) Ltd are prepared under historical cost convention as a going concern on accrual basis and to comply in all material aspects with all the applicable accounting principles in India, the applicable Accounting Standards notified under section 211(3C) [Companies (Accounting Standards) Rules, 2006, as amended] and other relevant provisions of the Companies Act, 2013.

ii. The financial statements are prepared in Indian Rupees. However, the functional currency for the Company is ZAR. The translation of the functional currencies into the reporting currency is performed for assets and liabilities using the current exchange rates in effect at the Balance Sheet date, for revenues, costs and expenses using average exchange rates prevailing during the reporting periods and for share capital, using the exchange rate at the date of the transaction. The resultant translation exchange gain/loss has been disclosed as Currency Translation Reserve.

iii. All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of products and services and their realisation in cash and cash equivalents, the Company has ascertained its operating cycles as 12 months for the purpose of current -non current classification of assets and liabilities

(b) Use of estimates

The preparation of financial statements in conformity of Indian GAAP requires Management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent liabilities on the date of the financial statements and the reported amounts of revenues and expenses during the period. Actual results could differ from these estimates. Any revision to accounting estimates is recognised prospectively in the current and future periods.

(c) Revenue Recognition

Revenues from software development and allied services consist of revenues earned from time and material and fixed price contracts. Revenue from time and material contracts are recognised as the related services are performed. Revenues from fixed price engagements are recognized using the percentage-of-completion method of accounting. The Company recognizes revenue based on the completed-contract method where the work to complete cannot be reasonably estimated. The cumulative impact of any revision in estimates of the percent complete is reflected in the period in which the change becomes known. Provisions for estimated losses on such engagements are made during the period in which a loss becomes probable and can be reasonably estimated. Amounts included in the financial statements, which relate to recoverable costs and accrued profits not yet billed on contracts, are classified in current assets as "Accrued Income" (Unbilled Services). Billings on incomplete contracts in excess of accrued costs and accrued profits are classified in current liabilities. Revenue from the sale of user licences for software applications is recognised on transfer of the title in the user licence.

Zensar (South Africa) (Pty) Ltd
Notes to the Financial Statement for the year ended 31st March, 2016

(d) Foreign Currency Transactions

- i) Realised gains and losses on foreign currency revenue transactions are recognised in the Statement of Profit and Loss.
- ii) Monetary current assets and monetary liabilities denominated in foreign currency at the year-end are translated at the year-end exchange rates, and the resulting exchange difference is recognised in the Statement of Profit and Loss.

(e) Taxation

Current Tax

Provision for current tax is made and retained in the Accounts on the basis of estimated tax liability as per the applicable provisions.

(f) Provisions and contingent liabilities

Provisions are recognised when the Company has a present obligation as a result of a past event and it is probable that an outflow of resources will be required to settle the obligation and a reliable estimate of the amount of the obligation can be made. Provisions are determined based on best estimate required to settle the obligation at the Balance Sheet date. Provisions are reviewed at each balance sheet date and adjusted to reflect current best estimates. A disclosure for a contingent liability is made where there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources.

(g) Financial instruments

The Company earlier adopted Accounting Standard (AS) 30 "Financial Instruments: Recognition and Measurement" issued by Institute of Chartered Accountants of India, along with the consequent limited revisions to other accounting standards, except so far as they are in conflict with other mandatory accounting standards and other regulatory requirements.

Zensar (South Africa) (Pty) Ltd
Notes to the Financial Statement for the year ended 31st March, 2016

	<u>2016</u> Rs. in lakhs	<u>2015</u> Rs. in lakhs
2. SHARE CAPITAL		
Authorised Shares		
798,951 Ordinary Shares of No Par Value	449.30	449.30
201,049 Class A Shares of No Par Value	0.06	0.06
	<u>449.36</u>	<u>449.36</u>

Issued and Subscribed and fully paid-up Shares

798,951 Ordinary Shares of No Par Value	449.30	449.30
201,049 Class A Shares of No Par Value	0.06	0.06
	<u>449.36</u>	<u>449.36</u>

(i) Reconciliation of the number of shares outstanding as at 31st Mar 15 and 31st Mar 16

	<u>2016</u>		<u>2015</u>	
Ordinary Shares	Numbers	Rs. in lakhs	Numbers	Rs. in lakhs
Value of Shares at the Beginning of the year	7,98,951	449	7,98,951	449
Add: Shares issued during the year	-	-	-	-
Value of Shares outstanding at the end of the year	<u>7,98,951</u>	<u>449</u>	<u>7,98,951</u>	<u>449</u>
A Class Shares	Numbers	Rs. in lakhs	Numbers	Rs. in lakhs
Value of Shares at the Beginning of the year	2,01,049	0	2,01,049	0
Add: Shares issued during the year	-	-	-	-
Value of Shares outstanding at the end of the year	<u>2,01,049</u>	<u>0</u>	<u>2,01,049</u>	<u>0</u>

(ii) Terms / Rights attached to Shares

The Company has two classes of Shares, having no par value, namely, Ordinary and A Class shares
Each Holder of shares is entitled to one vote per share.

In the event of liquidation of company, the holders of shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the value of shares held by the shareholders.

(iii) Details of Shareholders holding more than 5% shares in the Company

	<u>2016</u>		
	Class of Shares	Numbers	% held
Zensar (Africa) Holdings (Pty) Ltd	Ordinary	7,49,999	75%
Clusten 16 Proprietary Limited	Ordinary	48,952	5%
Clusten 16 Proprietary Limited	A Class	2,01,049	20%
	<u>2015</u>		
	Class of Shares	Numbers	% held
Zensar (Africa) Holdings (Pty) Ltd	Ordinary	7,49,999	75%
Clusten 16 Proprietary Limited	Ordinary	48,952	5%
Clusten 16 Proprietary Limited	A Class	2,01,049	20%

Zensar (South Africa) (Pty) Ltd
Notes to the Financial Statement for the year ended 31st March, 2016

	2016 Rs. in lakhs	2015 Rs. in lakhs
3.RESERVES AND SURPLUS		
Cumulative Translation Adjustment Reserve		
Balance brought forward	(54.67)	(10.56)
Foreign Currency Translation Reserve for the year	(165.86)	(44.11)
	<u>(220.53)</u>	<u>(54.67)</u>
Surplus / (deficit) in Statement of Profit and Loss		
Balance brought forward from previous year	14.92	0.63
Add : Profit after Taxation transferred from Statement of Profit and Loss	1,100.13	14.29
	<u>894.52</u>	<u>(39.75)</u>
CURRENT LIABILITIES		
4. Trade payables		
Dues to micro and small enterprises	-	-
Dues to other than micro and small enterprises	34.31	
	<u>34.31</u>	<u>0.00</u>
5. Other Current Liabilities		
Withholding and other taxes	7.94	1.57
Accrued Salaries and Benefits	3.43	-
Other Payables	5,704.46	123.09
	<u>5,715.82</u>	<u>124.66</u>
CURRENT ASSETS		
6. Trade receivables (Unsecured)		
Debts outstanding for a period exceeding six months from the date they are due for payment:		
Considered good	-	-
Other Debts		
Considered good	2,310.35	25.52
Considered doubtful	16.90	
	<u>2,327.25</u>	
Less : Provision for doubtful debts	(16.90)	
	<u>2,310.35</u>	<u>25.52</u>
7.Cash and Bank Balances		
Balance with Banks :		
On Current Account	2,668.54	215.51
Fixed Deposits	220.43	256.46
	<u>2,888.97</u>	<u>471.97</u>
8.Short-term Loans and Advances		
Others	290.34	2.80
	<u>290.34</u>	<u>2.80</u>
9.Other Current Assets		
Accrued Income (Unbilled Services)	1,600.50	33.98
	<u>1,600.50</u>	<u>33.98</u>
10.Other Income		
Interest Income :		
-on deposits with banks	63.41	23.68
Other Miscellaneous Income	0.35	
	<u>63.77</u>	<u>23.68</u>
11. Employee Benefit Expenses		
Salaries, Wages and Bonus	39.35	-
	<u>39.35</u>	<u>-</u>

Zensar (South Africa) (Pty) Ltd**Notes to the Financial Statement for the year ended 31st March, 2016****12. Other Expenses**

Cost of manpower hired	8,927.76	174.78
Travelling and conveyance	1.34	-
Recruitment Expenses	2.04	-
Lease Rentals	12.35	-
Electricity and Power	1.17	-
Rates and Taxes	2.69	-
Insurance	1.43	-
Repairs and Maintenance	0.18	-
Legal and Professional Charges	28.16	14.45
Advertisement and Publicity	7.79	-
Purchases of Licenses for Software Applications	13.78	-
Provision for Doubtful Debts	16.33	-
Miscellaneous Expenses	0.41	7.28
Bad debts written off	0.00	1.34
	9,015.41	197.85

13. Finance Cost

Bank Charges	0.71	0.38
	0.71	0.38

Zensar (South Africa) (Pty) Ltd
Notes to the Financial Statement for the year ended 31st March, 2016

14.Related Party Disclosures

List of Related Parties (as identified and certified by the Management)

(i)Parties where control exists

Ultimate Holding Corporation:

Zensar Technologies Limited, India

Holding Corporation :

Zensar (Africa) Holdings (Pty) Ltd

(ii) Key Management Personnel:

Dr. Ganesh Natarajan

Mr. Nitin Parshuram Parab

Mr. Harish Lala

Mr. S.Balasubramaniam

Rs in lakhs

Transactions with Related Parties

Description of the nature	Volume of transactions during		Amount Outstanding as on 31st March	
	2015-16	2014-15	2016	2015
			Payable	Payable
A. Receipt of Software Services				
(i) Zensar Technologies Limited	8,175	173	4,919	115
Total of Software Services received	8,175	173	4,919	115
B. Reimbursement of Expenses				
(i) Zensar Technologies Limited	731	1	729	1
Total of Reimbursement of Expenses	731	1	729	1

15.Miscellaneous Expenses include Auditors' Remuneration and Expenses as under:

	2016	2015
	Rs. In Lakhs	Rs. In Lakhs
(a) As auditors	11.36	7.24
	11.36	7.24

16. Reclassification

Prior year comparatives have been reclassified to conform with current year's presentation, where applicable.

For **Chetan Mayur & Co.**

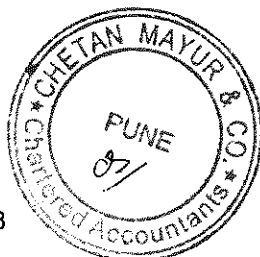
Firm Registration Number: 123216W

Chartered Accountants

Chetan Shroff

Partner

Membership No. 104273



For and on behalf of the Board

Mr.Nitin Parab

Director

Mr.Harish Lala

Director

Place : Pune
Date : April 22, 2016

Place : Mumbai
Date : April 22, 2016

Zensar (South Africa) (Pty) Ltd

Cash Flow Statement for the year Ended March 31, 2016

		(Rs. in lakhs)	(Rs. in lakhs)
		Year Ended March 31, 2016	Period Ended March 31, 2015
A.	Cash Flow from Operating Activities :		
	Net Profit before Taxation and Prior period expenses	1,491.93	18.95
	Adjustments for		
	Interest Expense	-	-
	Operating Profit before Working Capital Changes	1,491.93	18.95
	Adjustments for		
	Increase / (Decrease) in trade payables	33.75	(4.19)
	(Increase) / Decrease in trade receivables	(2,323.14)	(31.63)
	Increase / (Decrease) in other current liabilities	5,496.39	94.80
	(Increase) / Decrease in other current assets	(1,593.06)	(37.41)
	(Increase) / Decrease in loans and advances	(347.61)	0.26
		1,266.32	21.83
	Cash generated from Operations	2,758.25	40.78
	Taxes (Paid) / Received	(341.24)	(7.71)
		(341.24)	(7.71)
	Net Cash from Operating activities (A)	2,417.00	33.07
B.	Cash Flow from Investing Activities		
	Purchase of Fixed Assets including CWIP	-	-
	Net Cash from Investing Activities (B)		
C.	Cash Flow from Financing Activities		
	Shares allotted	-	-
	Net Cash from Financing Activities (C)		
D.	Net Increase/(Decrease) in Cash and Cash Equivalents (A+B+C)	2,417.00	33.07
	Opening Balance of Cash & Cash Equivalents	471.96	438.89
	Closing Balance of Cash & Cash Equivalents	2,888.97	471.96

Notes :

- The above Cash Flow Statement has been prepared under the "Indirect Method" set out in Accounting Standard (AS) - 3 on Cash Flow Statement.

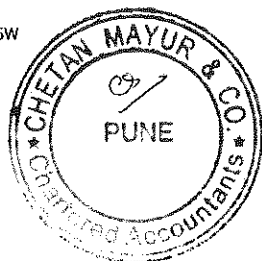
Notes as per Schedule 13 and other schedules form an integral part of the Cash Flow Statement.

This is the Cash Flow Statement referred to in our report of even date.

For Chetan Mayur & Co.
Firm Registration Number: 123216W
Chartered Accountants

Signature
Chetan Shroff
Partner
Membership No. 104273

Place : Pune
Date : April 22, 2016



For and on behalf of the Board

Signature
Mr. Nitin Parab
Director

Place : Mumbai
Date : April 22, 2016

Signature
Mr. Harish Lala
Director