

Price Waterhouse

Chartered Accountants
The Board of Directors
Zensar Technologies Limited
C/o Zensar Knowledge Park, Kharadi,
Plot No. 4, MIDC,
Off Nagar Road,
Pune – 411 014

Report on special purpose financial statements

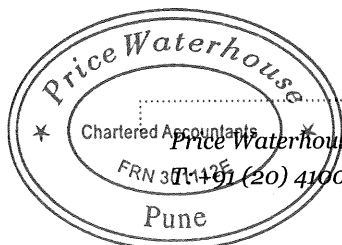
1. This report is issued in accordance with the terms of our agreement dated February 17, 2017.
2. We have audited the accompanying special purpose Ind AS financial statements of Foolproof Limited (the "Company") which comprise the balance sheet as at March 31, 2017, the statement of profit and loss (including Other Comprehensive Income), the cash flow statement and the Statement of Change in Equity for the period November 2, 2016 to March 31, 2017 and a summary of significant accounting policies and other explanatory information, which we have signed under reference to this report.

Management's Responsibility for the special purpose Ind AS Financial Statements

3. Management is responsible for the preparation of these special purpose Ind AS financial statements as mentioned above to give a true and fair view of the financial position, financial performance (including comprehensive income), cash flows and change in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified in the Companies (Indian Accounting Standards) Rules, 2015 (as amended) under Section 133 of the Companies Act, 2013 to the extent considered relevant by it for the purpose for which these special purpose financial statements have been prepared (the "accounting principles generally accepted in India"). The responsibility includes the design, implementation and maintenance of internal control relevant to the preparation of special purpose Ind AS financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

4. Our responsibility is to express an opinion on these special purpose Ind AS financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Companies Act, 2013 ("the Act") and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Ind AS financial statements are free from material misstatement.
5. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the special purpose Ind AS financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditors consider internal control relevant to the entity's preparation and fair presentation of the Ind AS financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by Management, as well as evaluating the overall presentation of the Ind AS financial statements.
6. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.



Price Waterhouse, 7th floor, Tower A - Wing 1, Business Bay, Airport Road, Yerwada, Pune - 411 006
FRN 371435 (20) 4100 4444, F: +91 (20) 4100 6161

Price Waterhouse

Chartered Accountants

To the Board of Directors of Zensar Technologies Limited
Report on Special Purpose Financial Statement
Page 2 of 2

Opinion

7. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements together with the notes thereon and attached thereto, 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, 2017, and its Statement of Profit and Loss (including other comprehensive income), its cash flows and the change in equity for the period November 2, 2016 to March 31, 2017.

Emphasis of Matter – Basis of Preparation

8. We draw attention to Note 2(a) to the special purpose Ind AS financial statements, which describes the basis of its preparation. The special purpose Ind AS financial statements are not the statutory financial statements of the Company, and are not intended to, and do not, comply with the disclosure provisions applicable to statutory financial statements prepared under the Companies Act, 2013, as those are considered irrelevant by the Management and the intended users of the special purpose Ind AS financial statements for the purposes for which those have been prepared. Our opinion is not qualified in respect of this matter.

Other Matter

9. The special purpose Ind AS financial statements dealt with by this report, have been prepared for the express purpose of the information and use of management and Board of Directors in their preparation of Consolidated Ind AS Financial Statements of the ultimate parent company in order to comply with the Regulation 34 of the Listing Regulation 2015.

Restriction on Use

10. Our obligations in respect of this report are entirely separate from, and our responsibility and liability is in no way changed by, any other role we may have (or may have had) as auditors of the Company or otherwise. Nothing in this report, nor anything said or done in the course of or in connection with the services that are the subject of this report, will extend any duty of care we may have in our capacity as auditors of any Ind AS financial statements of the Company.
11. This report is addressed to the Board of Directors of Zensar Technologies Limited and has been prepared for and only for the purposes set out in paragraph 9 above. This report should not be otherwise used or shown to or otherwise distributed to any other party or used for any other purpose except with our prior consent in writing. Price Waterhouse neither accepts nor assumes any duty, responsibility or liability to any other party or for any other purpose.

For Price Waterhouse
Firm Registration No. 301112E
Chartered Accountants

Place: Pune
Date: April 25, 2017

Amit Borkar
Partner
Membership No. 109846

Foolproof Limited
Balance Sheet
(All amounts are in INR Lakhs, unless otherwise stated)

Particulars	Note no.	March 31, 2017
ASSETS		
NON CURRENT ASSETS		
(a) Property, Plant and Equipment	4	200.60
(b) Other Intangible assets	5	1.46
(c) Financial Assets		
i. Investments	6	-
ii. Other financial assets	7	131.08
(d) Deferred tax assets (net)	8	2.70
Total Non-Current Assets		335.84
CURRENT ASSETS		
(a) Financial Assets		
i. Trade receivables	9	1,086.28
ii. Cash and cash equivalents	10	984.97
iii. Loans	11	-
iv. Other financial assets	12	273.61
(b) Other current assets	13	68.48
Total Current Assets		2,413.34
Total Assets		2,749.18
EQUITY AND LIABILITIES		
Equity		
(a) Equity Share capital	14	1.14
(b) Other Equity		
i. Reserves and surplus	15	658.15
ii. Other components of equity	16	(17.40)
Total Equity		641.89
NON-CURRENT LIABILITIES		
(a) Financial Liabilities		
i. Borrowings	17 (a)	55.15
Total non-current liabilities		55.15
CURRENT LIABILITIES		
(a) Financial Liabilities		
i. Trade payables	18	538.68
ii. Other financial liabilities	17 (b)	92.60
(b) Employee benefit obligations	19	41.06
(c) Other current liabilities	20	1,377.83
(d) Current Tax Liabilities (Net)	21	1.97
Total Current Liabilities		2,052.14
Total Liabilities		2,107.29
Total Equity and Liabilities		2,749.18
Summary of significant accounting policies		

The accompanying notes are an integral part of these financial statements
This is the Balance Sheet referred to in our report of even date.

For Price Waterhouse
Firm Registration Number: 301112E
Chartered Accountants

For and on behalf of the Board of Directors of
Foolproof Limited

Amit Borkar
Partner
Membership No. 109846

Sandeep Kishore **Chaitanya Rajebahadur**
Director Director

Place: Pune
Date: April 25, 2017

Place: Pune
Date: April 25, 2017


Foolproof Limited
Statement of Profit and Loss from November 2, 2016 to March 31, 2017
(All amounts in INR Lakhs, unless otherwise stated)

Particulars	Notes	From November 2, 2016 to March 31, 2017
Income		
Revenue from operations	22	3,910.63
Other income	23	20.91
Total Income		3,931.54
Expenses		
Employee benefits expense	24	1,499.18
Depreciation and amortisation expense	25	50.85
Other Expenses	26	2,765.29
Finance cost	27	6.10
Total expenses (II)		4,321.42
Loss before tax		(389.88)
Income Tax expense		
Current tax	28	1.97
Deferred tax	28	236.63
Short/(Excess) provision in respect of earlier period	28	(137.01)
Total tax expense		101.59
Loss for the period		(491.47)
Other comprehensive income		
A. Items that may be reclassified to profit or loss		
- exchange difference on translation of foreign operations	16	(17.40)
		(17.40)
Other comprehensive income for the period, net of tax		(17.40)
Total comprehensive loss for the period		(508.87)
Loss per share - [nominal value per share GBP 1/-]		Rs.
Basic		(34,955)
Diluted		(34,955)
Summary of significant accounting policies		

The accompanying notes are an integral part of these financial statements.
This is the Statement of Profit and Loss referred to in our report of even date.

For **Price Waterhouse**
Firm Registration Number: 301112E
Chartered Accountants

For and on behalf of the Board of Directors of
Foolproof Limited

 **Amit Borkar**
Partner
Membership No. 109846

Sandeep Kishore **Chaitanya Rajebahadur**
Director Director

Place: Pune
Date: April 25, 2017

Place: Pune
Date: April 25, 2017

Foolproof Limited
Statement of Cash Flows from November 2, 2016 to March 31, 2017
(All amounts in INR Lakhs, unless otherwise stated)

Particulars	Notes	From November 2, 2016 to March 31, 2017	
Cash Flow from operating activities			
Loss before taxation			(389.88)
Adjustments for:			
Depreciation and Amortisation	25	50.85	
Rental Income	23	(20.91)	
Finance costs	27	6.10	
Provision for Doubtful Loans and Advances	26	872.13	
Provision for diminution in the value of investments	26	119.02	
Net exchange differences	16	(17.40)	
			1,009.79
Operating Profit before Working Capital Changes			619.91
Change in operating assets and liabilities			
(Increase)/ decrease in other non current financial assets		(0.27)	
(Increase)/ decrease in trade receivables		(97.14)	
(Increase)/ decrease in other current financial assets		418.49	
(Increase)/ decrease in other current assets		118.58	
Increase/ (decrease) in trade payables		(146.16)	
(Increase)/ decrease in other current financial liabilities		(49.96)	
Increase/ (decrease) in current employee benefit obligations		(7.59)	
Increase/ (decrease) in other current liabilities		143.76	
			379.71
Cash generated from operations			999.62
Income taxes paid (net of refunds)	21		18.48
Net cash inflow from operating activities			1,018.09
Cash Flow from investing activities			
Purchase of tangible/intangible assets including Capital Work in Progress	4	(9.74)	
Loans to related parties	30	(163.30)	
Rental Income		8.38	
Net Cash used in Investing Activities			(164.66)
Cash Flow from financing activities			
Interest paid		(5.79)	
Proceeds / (Repayment) of finance lease liability		(54.21)	
Proceeds / (Repayment) of long-term borrowings		(27.46)	
Net Cash used in Financing Activities			(87.46)
Net Increase/(Decrease) in cash and cash equivalents			765.97
Cash and cash equivalents at the beginning of the period			219.00
Cash and cash equivalents at the end of the period			984.97

Note:


1. Cash and cash equivalents comprise of:

	March 31, 2017	November 2, 2016
Cash on Hand	0.82	5.22
Balances with Banks	984.15	213.78
Total	984.97	219.00

The accompanying notes are an integral part of these financial statements
This is the Cash Flow Statement referred to in our report of even date.

For **Price Waterhouse**
Firm Registration Number: 301112E
Chartered Accountants

For and on behalf of the Board of Directors of
Foolproof Limited

 **Amit Borkar**
Partner
Membership No. 109846

Sandeep Kishore
Director

Chaitanya Rajebahadur
Director

Place: Pune
Date: April 25, 2017

Place: Pune
Date: April 25, 2017

Foolproof Limited
Statement of changes in equity
(All amounts are in INR Lakhs, unless otherwise stated)

A Equity share capital

Particulars	Amount
As at November 2, 2016	1.14
Change in equity share capital	-
As at March 31, 2017	1.14

B Other equity

Particulars	Reserves & Surplus		Other components of equity	Total other equity
	Securities premium reserve	Retained earnings	Foreign currency translation reserve	
Balance as at November 2, 2016	362.06	787.56	-	1,149.63
Profit for the period	-	(491.47)	-	(491.47)
Other Comprehensive Income	-	-	(17.40)	(17.40)
Total comprehensive income for the period	362.06	296.09	(17.40)	640.75
Balance as at March 31, 2017	362.06	296.09	(17.40)	640.75

For **Price Waterhouse**
Firm Registration Number: 301112E
Chartered Accountants

For and on behalf of the Board of Directors of
Foolproof Limited

Amit Borkar
Partner
Membership No. 109846

Sandeep Kishore
Director

Chaitanya Rajebahadur
Director

Place: Pune
Date: April 25, 2017

Place: Pune
Date: April 25, 2017

Foolproof Limited

Notes to the Financial Statements

(All amounts are in INR Lakhs, unless otherwise stated)

1. General Information

Foolproof limited ("the Company") was established in 2002 and is based in London, United Kingdom. The Company is primarily engaged in software applications development and IT services such as digital design, web design, etc. It also offers technology solutions, such as interactive installation, development, mobile application solutions, etc.

During the period, Zensar Technologies (UK) limited has acquired 100% equity interest in the Company wide share purchase agreement dated November 2, 2016. As a result, the Company has become step-down subsidiary of the Zensar Technologies Limited with effect from November 2, 2016

2. Summary of significant accounting policies

a. Basis of preparation

The Special Purpose Financial Statements are prepared for the purposes of the information and use of management and the Board of Directors in its preparation of the Consolidated Financial Statements of the ultimate Holding Company, Zensar Technologies Limited.

(i) 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.

(ii) Historical cost convention:

The financial statements have been prepared on a historical cost basis, except for the following:

- certain financial assets and liabilities which are measured at fair value;
- defined benefit plans - plan assets measured at fair value

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 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.

(iii) Comparatives

No comparatives have been given since company was acquired on 2nd November 2016.

b. 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 functional currency for the Company is UK Pounds. However, as the Company is a step-down subsidiary of Zensar Technologies Limited, a company registered in India, the Financial Statements are prepared in Indian Rupees for the consolidation purpose.

(ii) Transactions and balances

- Transactions in foreign currency are translated into the respective functional currencies using the exchange rates prevailing at the date of the transaction. Foreign exchange gains and losses resulting from the settlement of such transactions and from translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognized in the statement of profit and loss and reported within foreign exchange gains/(losses), net within results of operating activities except when deferred in other comprehensive income as qualifying cash flow hedges and qualifying net investment hedges.

- Foreign exchange differences regarded as an adjustment to borrowing costs are presented in the statement of profit and loss, within finance costs.

- Non-monetary assets and non-monetary liabilities denominated in a foreign currency and measured at fair value are translated at the exchange rate prevalent at the date when the fair value was determined. Non-monetary assets and non-monetary liabilities denominated in a foreign currency and measured at historical cost are translated at the exchange rate prevalent at the date of transaction. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or profit or loss are also recognised in OCI or profit or loss, respectively).

c. Revenue Recognition

The Company derives revenue primarily from IT applications development and IT services.

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 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, including IT Infrastructure development and integration contracts are recognized using the "percentage-of-completion" method. Percentage of completion is determined based on project costs incurred to date as a percentage of total estimated project costs required to complete the project. The cost expended (or input) method has been 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.

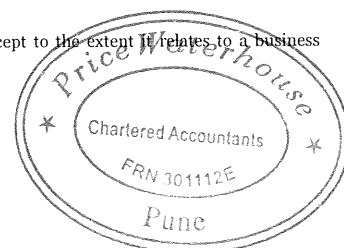
When total cost estimates exceed revenues in an arrangement, the estimated losses are recognized in the statement of income in the period in which such losses become probable based on the current contract estimates.

'Unbilled revenues' represent cost and earnings in excess of billings as at the end of the reporting period. 'Unearned revenues' represent billing in excess of revenue recognized. Advance payments received from customers for which no services have been rendered are presented as 'Advance from customers'.

d. Income Tax

Income tax comprises current and deferred tax. Income tax expense is recognized in the statement of income except to the extent it relates to a business combination, or items directly recognized in equity or in other comprehensive income.

(i) Current Income Tax:



Current income tax for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities based on the taxable income for the period. 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 period.

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 Income Tax:**

Deferred income tax is recognized using the balance sheet approach. Deferred income 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 statements, except when the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profits or loss at the time of the transaction.

Deferred income 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 income 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 cannot be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

The carrying amount of deferred income 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 income 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 income 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.

c. **Leases**

As a lessee:

Finance Lease: Leases of property, plant and equipment, where the Company assumes substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalized at lower of the fair value of the leased property and the present value of the minimum lease payments. Lease payments are apportioned between the finance charge and the outstanding liability. The finance charge is allocated to periods during the lease term at a constant periodic rate of interest on the remaining balance of the liability.

Operating lease: Leases where the lessor retains substantially all the risks and rewards of ownership are classified as operating leases. Payments made under operating leases are recognized in the statement of income on a straight-line basis over the lease term unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

Deposits provided to lessors: The Company is generally required to pay refundable security deposits in order to obtain property leases from various lessors. Such security deposits are financial assets that are recorded at fair value on initial recognition. The difference between the initial fair value and the refundable amount of the deposit is recognized as a lease prepayment. The initial fair value is estimated as the present value of the refundable amount of security deposit, discounted using the market interest rates for similar instruments.

Subsequent to initial recognition, the security deposit is measured at amortized cost using the effective interest method with the carrying amount increased over the lease period up to the refundable amount. The amount of increase in the carrying amount of deposit is recognized as interest income. The lease prepayment is amortized on a straight line basis over the lease term as lease rental expense.

f. **Impairment of assets**

Goodwill and intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized 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 of 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.

g. **Cash and Cash Equivalents**

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 change in value, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities in the balance sheet.

h. **Trade Receivables**

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment.

i. **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 through 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.

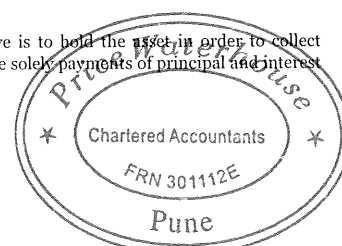
(ii) **Initial Recognition**

All financial assets are recognized 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.

(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:

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.

Financial assets at fair value through profit or loss:

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 ECL. 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 profit or loss.

(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 retains 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.

(vi) Income Recognition**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.

Dividends:

Dividends are recognised in profit or 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.

(vii) Investments in subsidiaries: The Company has accounted for its investment in subsidiaries at cost.**j. Financial Liabilities****(i) Initial recognition and measurement**

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value.

The Company's financial liabilities include trade and other payables.

(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:

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 profit or 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 P&L. 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:

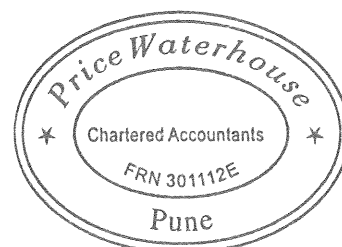
These amounts represent liabilities for goods and services provided to the Company prior to the end of period which are unpaid. The amounts are unsecured and are usually paid within 30 days of recognition. Trade and other payables are presented as current liabilities unless payment is not due within 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.

(iii) 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.

k. 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.

l. Property, plant and equipment**(i) Recognition and measurement**

Property, plant and equipment are measured at cost less accumulated depreciation and impairment losses, if any. Cost includes expenditures directly attributable to the acquisition of the asset. All other repairs and maintenance costs are charged to profit and loss in the reporting period in which they occur.

Deposits and advances paid towards the acquisition of property, plant and equipment outstanding as of each reporting date and the cost of property, plant and equipment not available for use before such date are disclosed under capital work- in-progress.

(ii) Depreciation

The Company depreciates property, plant and equipment on a straight-line basis as per the useful lives of assets determined based on technical evaluation done by the management's expert. The assets' residual values and useful lives are reviewed and adjusted, if appropriate, at the end of each reporting period. Asset classwise useful lives followed by the Company are as follows:

Furniture and Fixtures - 5 years

Data processing equipments - 4 years

Softwares - 5 years

m. Provisions

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.

n. Employee benefits

(i) Post-employment and pension plans

The Company has Defined Contribution Plan for Post-employment benefits for all employees. The Company pays contributions to publicly administered pension insurance plan on a mandatory, contractual or voluntary basis. This fund is classified as defined contribution plan. Under a defined contribution plan, the Company's only obligation is to pay a fixed amount with no obligation to pay further contributions if the fund does not hold sufficient assets to pay all employee benefits. The related actuarial and investment risks fall on the employee. The expenditure for defined contribution plans is recognized as an expense during the period when the employee provides service.

(ii) Short-term benefits:

Short-term employee benefit obligations are measured on an undiscounted basis and are recorded as expense as the related service is provided. Liabilities for wages and salaries including the amount expected to be paid under short-term cash bonus, expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

(iii) Compensated absences:

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.

All the compensated absences are expected to be availed or encashed within 12 months from the end of the year. Thus, they 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.

o. Fair value measurement:

The company measures certain investments, at fair value at each balance sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- in the principal market for the asset or liability,

or

- in the absence of a principal market, in the most advantageous market for the asset or liability

p. 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 proceeds.

q. Dividends

Provision is made for the amount of any dividend 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.

r. Earnings per share

The basic earnings per share is computed by dividing the net profit for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The number of shares used in computing diluted earnings per share comprises the weighted average shares considered for deriving basic earnings per share and also the weighted average number of equity shares which would have been issued on the conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period unless they have been issued at a later date.

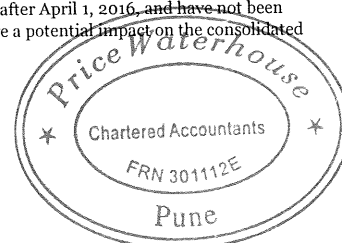
s. Rounding of amounts

All amounts disclosed in the financial statements and notes have been rounded off to nearest lakhs as per the requirement of Schedule III, unless otherwise stated.

New Accounting standards not yet adopted

A number of new standards, amendments to standards and interpretations are not yet effective for annual periods beginning after April 1, 2016, and have not been applied in preparing these financial statements. New standards, amendments to standards and interpretations that could have a potential impact on the consolidated financial statements of the Company are:

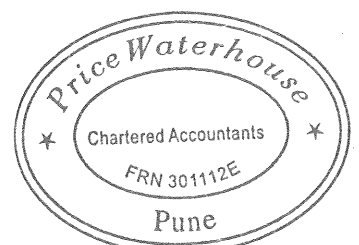
Ind AS 115 – Revenue from Contracts with Customers



Ind AS 115 supersedes all existing revenue requirements in Ind AS (Ind AS 11 Construction Contracts, Ind AS 18 Revenue and related interpretations). According to the new standard, revenue is recognized to depict the transfer of promised goods or services to a customer in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Ind AS 115 establishes a five step model that will apply to revenue earned from a contract with a customer (with limited exceptions), regardless of the type of revenue transaction or the industry. Extensive disclosures will be required, including disaggregation of total revenue; information about performance obligation; changes in contract asset and liability account balances between periods and key judgments and estimates. The standard permits the use of either the retrospective or cumulative effect transition method. In September 2015, the IASB issued an amendment to IFRS 15 deferring the adoption of the standard to periods beginning on or after January 1, 2018. The Company is currently assessing the impact of adopting IFRS 15 on the Company's Financial Statements.

IFRS 16 - Leases

On January 13, 2016, the International Accounting Standards Board issued the final version of IFRS 16, Leases. IFRS 16 will replace the existing leases standard, IAS 17 Leases, and related interpretations. The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases. IFRS 16 introduces a single lessee accounting model and requires a lessee to recognise assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. Accounting for transactions where the Company is a lessee is expected to be impacted on application of this standard. The Standard also contains enhanced disclosure requirements for lessees. The effective date for adoption of IFRS 16 is annual periods beginning on or after January 1, 2019, though early adoption is permitted for companies applying IFRS 15 Revenue from Contracts with Customers. The Company is currently assessing the impact of adopting IFRS 16 on the Company's Financial Statements.



Foolproof Limited
Notes to the Financial Statements
(All amounts are in INR Lakhs, unless otherwise stated)

3. Critical estimates and judgements

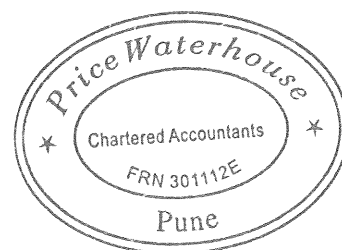
The preparation of the financial statements requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from those estimates.

This note provides an overview of the areas that involved a higher degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgements is included in relevant notes together with information about the basis of calculation of each affected line item in the financial statements.

The areas involving critical estimates and/or judgements are:

- Income Taxes - Note 28
- Fair valuation of unlisted securities - Note 29
- Useful life of intangible asset - Note 5
- Revenue Recognition- Note 22
- Deferred tax asset on carried forward tax losses - Note 8
- Impairment of trade receivable - Note 9

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.



Foolproof Limited
Notes to the Financial Statements
(All amounts are in INR Lakhs, unless otherwise stated)

4 Property, Plant and Equipment

Particulars	Furniture and Fixtures	Data processing equipment	Total
Gross Carrying Value			
As at November 2, 2016	132.22	109.41	241.63
Additions	-	9.74	9.74
Disposals/Adjustments	-	-	-
Gross carrying amount as at March 31, 2017	132.22	119.15	251.37
Accumulated Depreciation			
As at November 2, 2016	-	-	-
Charge for the period	22.94	27.83	50.77
Disposals	-	-	-
Closing accumulated depreciation as at March 31, 2017	22.94	27.83	50.77
Net carrying value as at March 31, 2017	109.28	91.32	200.60

The net book value of Furniture and Fixtures held under finance leases or hire purchase contracts, included above, are INR 77.22 lakhs

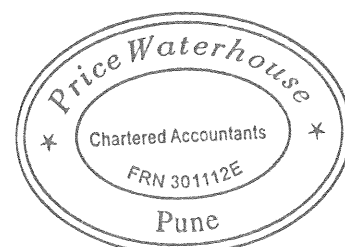
(ii) Contractual obligations:

There are no contractual commitments for the acquisition of property, plant and equipment.

5 Intangible Assets

Particulars	Computer Software (Acquired)	Total
Gross Carrying Value		
As at November 2, 2016	1.54	1.54
Additions	-	-
Disposals/Adjustments	-	-
Gross carrying amount as at March 31, 2017	1.54	1.54
Accumulated Amortisation		
As at November 2, 2016	-	-
Amortisation charge for the period	0.08	0.08
Disposals	-	-
Closing accumulated amortisation as at March 31, 2017	0.08	0.08
Net carrying value as at March 31, 2017	1.46	1.46

2



Foolproof Limited**Notes to the Financial Statements****(All amounts are in Rupees Lakhs, unless otherwise stated)****6 Non-current Investments**

Particulars	March 31, 2017
Investment in equity instruments (Fully paid-up) of subsidiary Companies - Unquoted	
2 equity shares of Flow Interactive Limited	—*
23000 equity shares of Foolproof (SG) PTE Ltd	—*
1000 equity shares of Knit Limited	—
Total	—

* Amount below rounding off norms adopted by the company

Total Non Current Investments**119.02**

Aggregate market value of quoted investments

—

Aggregate amount of unquoted investments

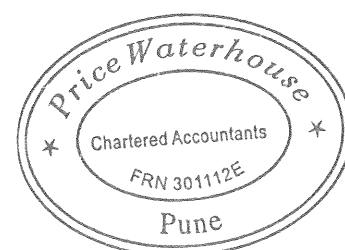
119.02

Aggregate amount of impairment in the value of investments

(119.02)**7 Other non - current financial assets**

(Unsecured, considered good unless otherwise stated)

Particulars	March 31, 2017
Security deposits	131.08
Total	131.08



Foolproof Limited
Notes to the Financial Statements
(All amounts are in Rupees Lakhs, unless otherwise stated)

8 Deferred Tax Asset (net)

The components of deferred tax assets and liabilities are as follows:

Particulars	March 31, 2017
The major components of the deferred tax asset are	
Provision for employee benefits	0.30
Tax Losses	38.84
	39.14
The major components of the deferred tax liability are	
Depreciation	36.44
	36.44
Net deferred tax asset / (liability)	2.70

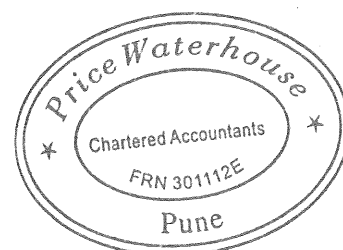
(i) Movement in deferred tax asset / (liability)

Particulars	Provision for employee benefits	Tax Losses	Share Options	Depreciation	Total
As at November 2, 2016	1.68	(1.25)	286.30	(47.40)	239.33
(Charged)/credited:					
- to statement of profit and loss	(1.38)	40.09	(286.30)	10.96	(236.63)
- to other comprehensive income	-	-	-	-	-
As at March 31, 2017	0.30	38.84	-	(36.44)	2.70

9 Trade Receivables

(Unsecured, considered good unless otherwise stated)

Particulars	March 31, 2017
<i>Debts outstanding for a period exceeding six months from the date they are due for payment</i>	-
Other debts:	
Considered good	1,086.28
Considered doubtful	-
	1,086.28
Less: allowance for doubtful debts	-
	1,086.28
Total receivables	1,086.28
Current portion	1,086.28
Non- current portion	-



Foolproof Limited
Notes to the Financial Statements
(All amounts are in Rupees Lakhs, unless otherwise stated)

10 Cash and cash equivalents

Particulars	March 31, 2017
Cash on hand	0.82
Balances with Banks :	
- In current accounts	984.15
Total	984.97

There are no repatriation restrictions with regards to cash and cash equivalents as at the end of the reporting period and prior periods.

11 Current loans

(Unsecured, considered good unless otherwise stated)

Particulars	March 31, 2017
Loans to related parties	
- Considered good	-
- Considered doubtful	872.13
	872.13
Less: allowance for doubtful loans	872.13
Total	-

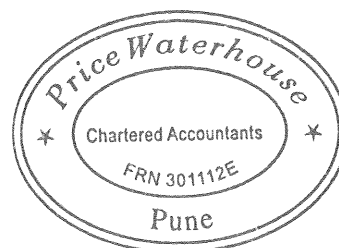
12 Other current financial assets

(Unsecured, considered good unless otherwise stated)

Particulars	March 31, 2017
Accrued Income/Unbilled revenue	237.20
Others - Rent income receivable (Refer note 30)	36.41
Total	273.61

13 Other Current assets

Particulars	March 31, 2017
Advances other than capital advances:	
- advances to employees	4.21
- advances to suppliers	16.36
Others:	
- pre paid expenses	47.91
Total	68.48



Foolproof Limited
Notes to the Financial Statements
(All amounts are in Rupees Lakhs, unless otherwise stated)

14 Share capital

Particulars	March 31, 2017
Authorised:	
1,406 equity shares of GBP 1 each	1.14
Total	1.14
Issued, subscribed and Paid up :	
1,406 equity shares of GBP 1 each	1.14
Total	1.14

(i) Reconciliation of the shares outstanding as at the beginning and at the end of the period:

There is no movement in share capital during the period November 2, 2016 to March 31, 2017

(ii) 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 the shareholders in the ensuing Annual General Meeting, except in case of Interim Dividend.

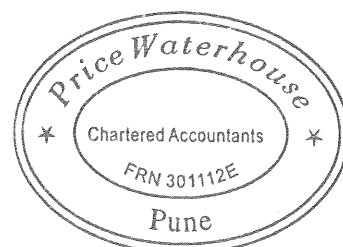
In the event of liquidation of the Company, the holder of equity shares will be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(iii) Shares of the Company held by the Holding Company

	March 31, 2017	
	%	No. of shares
Zensar Technologies (UK) Limited	100	1,406

(iv) Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company

Name of shareholder	March 31, 2017	
	%	No. of shares
Zensar Technologies (UK) Limited	100	1,406

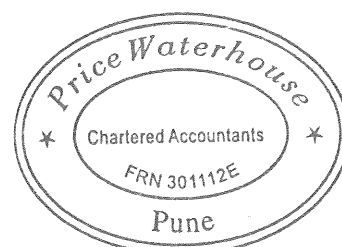


Foolproof Limited**Notes to the Financial Statements****(All amounts are in Rupees Lakhs, unless otherwise stated)****15 Reserves and Surplus:**

Particulars	March 31, 2017
Retained earnings	296.09
Securities premium reserve	362.06
Total reserves and surplus	658.15

(i) Details of additions and deletions since the last Balance Sheet

Particulars	March 31, 2017
Retained earnings	
Balance as at the beginning of the period	787.56
Add: Net Profit for the period	(491.47)
Balance as at the end of the period	296.09
Securities premium account	
Balance at the beginning and end of the period	362.06



Foolproof Limited
Notes to the Financial Statements
(All amounts are in Rupees Lakhs, unless otherwise stated)

16 Other components of equity

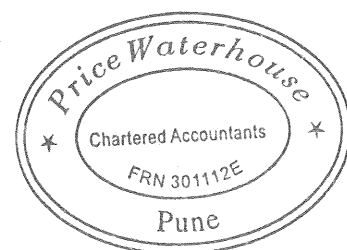
Particulars	Foreign currency translation reserve	Total
As at November 2, 2016	-	-
Currency translation adjustments	(17.40)	(17.40)
As at March 31, 2017	(17.40)	(17.40)

Nature and purpose:

Foreign currency translation reserve:

Exchange differences arising on translation of the foreign operations are recognised in other comprehensive income as described in accounting policy and accumulated in a separate reserve within equity. The cumulative amount is reclassified to profit and loss when the net investment is disposed off.

9



Foolproof Limited
Notes to the Financial Statements
(All amounts are in Rupees Lakhs, unless otherwise stated)

17 (a) Borrowings

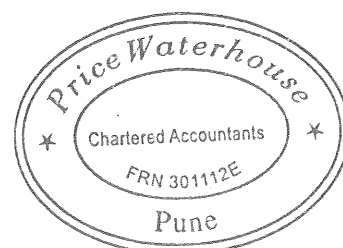
Particulars	Effective interest rate	Maturity	Terms of repayment	March 31, 2017
Non current borrowings				
- Secured Borrowings	2.80% over Bank of England Base rate	01-Jan-19	£7,012.35 Equated monthly installment	120.75
Total non current borrowings				120.75
Less: Current maturities of finance lease obligations (included in note 11(b))				(65.28)
Less: Interest accrued (included in note 11(b))				(0.32)
Non-current borrowings (as per balance sheet)				55.15

Non current borrowings

Nature of security : Personal guarantee from Founders of Foolproof Limited amounting to £530,000 which is now underwritten by Zensar Technologies (UK) Limited post acquisition i.e. 22nd November, 2016

17 (b) Other financial liabilities

Particulars	March 31, 2017
Current	
Current maturities of finance long term Debts	65.28
Current maturities of finance lease obligations	25.68
Interest accrued	0.32
Others	
- Employee dues	1.32
Total other current financial liabilities	92.60



Foolproof Limited**Notes to the Financial Statements****(All amounts are in Rupees Lakhs, unless otherwise stated)****18 Trade Payables**

Particulars	March 31, 2017
Current	
Trade Payables	480.88
Trade payables to related parties	57.80
Total	538.68

19 Employee benefit obligations

Particulars	March 31, 2017
Current	
Provision for Compensated absences	41.06
Total	41.06

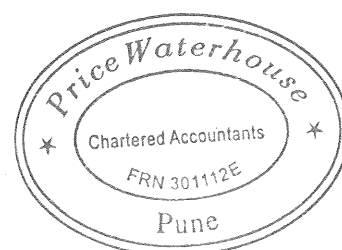
20 Other Current liabilities

Particulars	March 31, 2017
Deferred revenue	842.32
Others	
- Employee contributions toward provident and pension fund	83.59
- Statutory taxes	451.92
Total	1,377.83

21 Current tax liabilities

Particulars	March 31, 2017
Opening balance	118.53
Add: Current tax payable for the period (including short/(excess) provision in respect of earlier period)	(135.04)
Less: Taxes paid	18.48
Total	1.97

8



Foolproof Limited
Notes to the Financial Statements
(All amounts are in Rupees Lakhs, unless otherwise stated)

22 Revenue from operations

Particulars	From November 2, 2016 to March 31, 2017
Software development and allied services	3,910.63
Total	3,910.63

23 Other income

Particulars	From November 2, 2016 to March 31, 2017
Other non-operating income (net of expenses directly attributable to such income)	
- Rental income	20.91
Total	20.91

24 Employee benefits expense

Particulars	From November 2, 2016 to March 31, 2017
Salaries and wages	1,471.66
Contribution to provident and other funds	18.50
Staff welfare expenses	9.02
Total	1,499.18

25 Depreciation and amortisation expense

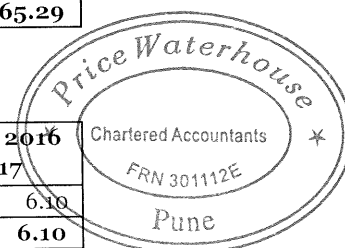
Particulars	From November 2, 2016 to March 31, 2017
Depreciation and amortisation expense	50.85
Total	50.85

26 Other expenses

Particulars	From November 2, 2016 to March 31, 2017
Travelling and conveyance	201.55
Cost of manpower hired	861.13
Recruitment expenses	57.36
Training Expenses	32.81
Rent	159.67
Repairs and Maintenance to :	
-Others	22.87
Insurance	219.92
Consumable Media	53.66
Legal and Professional Charges	39.78
Postage, Telephone and E-Mail	33.20
Advertisement and Publicity	52.22
Provision for Doubtful Loans and Advances	872.13
Provision for Diminution in the value of Investments	119.02
Payments to auditors	14.56
Miscellaneous Expenses	25.41
Total	2,765.29

27 Finance Costs

Particulars	From November 2, 2016 to March 31, 2017
Interest on loans	6.10
Total	6.10



Foolproof Limited
Notes to the Financial Statements
(All amounts are in Rupees Lakhs, unless otherwise stated)

28 Income tax expense

This note provides an analysis of Company'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 Company's tax positions

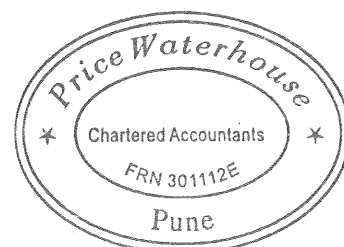
(i) Particulars	From November 2, 2016 to March 31, 2017
Income tax expense	
Current Tax	
Current tax on profits for the period	1.97
Adjustment for current tax of prior periods	(137.01)
Total current tax expense	(135.04)
Deferred tax	
Decrease / (increase) in deferred tax assets	247.60
(Decrease) / increase in deferred tax liabilities	(10.96)
Total deferred tax expense / (benefit)	236.63
Income tax expense	101.59

(ii) Significant estimates

In calculating the tax expense for the current period, the Company has treated certain expenditures as being deductible for tax purposes.

(iii) Reconciliation of tax expense and the accounting profit multiplied by statutory tax rate in UK:

Particulars	From November 2, 2016 to March 31, 2017
Profit before taxes	(389.88)
Enacted Income tax rate in the UK	20%
Computed expected tax expenses	-
Adjustments	
Tax on property income	1.97
Impact of change in tax rate from 19% to 20%	0.14
Others (Deferred tax asset excess recognised in the earlier periods)	236.49
Income tax relating to prior period	(137.01)
Current Tax charge	101.59



Foolproof Limited
Notes to the Financial Statements
(All amounts are in Rupees Lakhs, unless otherwise stated)

29 Fair value measurements

Financial instruments by category:

Particulars	March 31, 2017		
	FVPL	FVOCI	Amortised cost
Financial assets			
Trade receivables	-	-	1,086.28
Cash and cash equivalents	-	-	984.97
Security deposits	-	-	131.08
Other financial assets	-	-	273.61
Total financial assets	-	-	2,475.95
Financial liabilities			
Borrowings	-	-	146.42
Trade payables	-	-	538.68
Other financial liabilities	-	-	1.33
Total financial liabilities	-	-	686.43

(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.

<i>Financial assets and liabilities measured at fair value - recurring fair value measurements</i> At March 31, 2017	Notes	Level 1	Level 2	Level 3	Total
Financial assets					
None		-	-	-	-
Total financial assets		-	-	-	-
Financial liabilities					
None		-	-	-	-
Total financial liabilities		-	-	-	-

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments, traded bonds and mutual funds that have quoted price. The fair value of all equity instruments (including bonds) which are traded in the stock exchange is valued using the closing price as at the reporting period. The mutual funds are valued using the closing NAV.

Level 2: Fair value of financial instruments that are not traded in an active market (for example, traded bonds, over the counter derivatives) is determined using valuation techniques which maximize 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 as observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable data, the instrument is included in level 3. This is the case for unlisted equity securities, contingent consideration and indemnification assets.

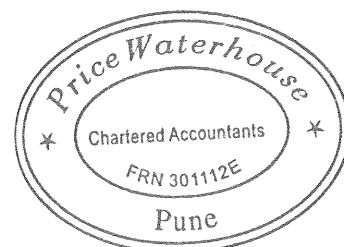
(ii) Valuation technique used to determine fair value

The fair values for unlisted equity securities have been determined based on present values and the discount rates used were adjusted for counterparty or own credit risk

(iii) Fair value measurements using significant unobservable inputs (level 3)

The fair values for loans and security deposits were calculated based on cash flows discounted using a current lending rate. They are classified as level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs including counterparty credit risk.

The fair values of non-current borrowings are based on discounted cash flows using a current borrowing rate. They are classified as level 3 fair values in the fair value hierarchy due to the use of unobservable inputs, including own credit risk.



(iv) Fair value of financial assets and liabilities measured at amortised cost

	March 31, 2017	
	Carrying amount	Fair value
Financial assets		
Security deposits	131.08	131.08
Total financial assets	131.08	131.08
Financial liabilities		
Borrowings	146.42	146.42
Total financial liabilities	146.42	146.42

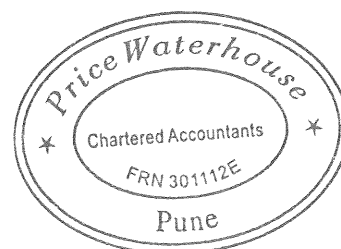
Notes

The carrying amounts of trade receivables, trade payables, cash and cash equivalents, other financial assets and other financial liabilities are considered to be the same as their fair values, due to their short-term nature.

(v) **Significant estimates**

The fair value of financial instruments that are not traded in an active market is determined using valuation techniques. The Company uses its judgement to select a variety of methods and make assumptions that are mainly based on market conditions existing at the end of each reporting period. For details of the key assumptions used and the impact of changes to these assumptions see (ii) and (iii) above.

9



Foolproof Limited**Notes to the Financial Statements as at and for the period ended March 31, 2017****(All amounts are in Rupees Lakhs, unless otherwise stated)****30 Related Party Disclosures as per as per Ind AS 24****List of Related Parties (as identified and certified by the Management)**

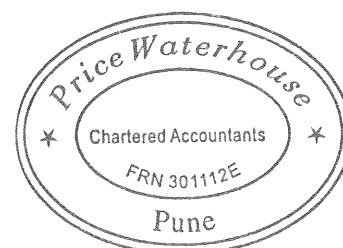
(i) Parties having control	Zensar Technologies Ltd, India, Ultimate Holding Company
	Zensar Technologies UK Limited, UK, Holding Company
(ii) Wholly owned subsidiaries	Foolproof (SG) PTE Limited, Singapore
	Knit Limited, UK
(iii) Key Management Personnel	Peter Ballard, Executive Director
	Thomas Wood, Executive Director
	Marc Oldman, Executive Director (Operations)

Transactions with Related Parties

SN	Description of the nature of the transactions	Transactions during From November 2, 2016 to March 31, 2017	Amount Outstanding as on March 31, 2017	
			Receivable	Payable
A.	Receipt of Software Services			
	Wholly owned subsidiaries			
(i)	Foolproof (SG) PTE Limited	124.63		25.93
(ii)	Knit Limited	33.21		33.21
	Total of receipt of Software Services	157.84		59.15
B.	Loans granted			
	Wholly owned subsidiaries			
(i)	Knit Limited	160.68	562.88	
(ii)	Foolproof (SG) PTE Limited	2.62	309.25	
	Total of loans granted	163.30	872.13	
C.	Other income - Rental income			
	Wholly owned subsidiaries			
(i)	Knit Limited	12.53	36.41	
	Total other income	12.53	36.41	
D.	Remuneration to Key Management Personnel			
(i)	Peter Ballard	70.98		3.13
(ii)	Thomas Wood	70.98		3.13
(iii)	Marc Oldman	54.91		1.97
	Total remuneration to Key Management Personnel	196.86		8.23

31 Loss per share

Particulars	From November 2, 2016 to March 31, 2017
Loss attributable to equity shareholders (Rs. in lakhs)	(491.47)
Basic Loss Per Share	
Weighted average number of equity shares outstanding during the period	1,406
Basic Loss Per Share (Rs.)	(34,955)
Diluted Loss Per Share	
Weighted average number of equity shares outstanding during the period	1,406
Diluted Loss Per Share (Rs.)	(34,955)



Foolproof Limited**Notes to the Financial Statements as at and for the period ended March 31, 2017**

(All amounts are in INR Lakhs, unless otherwise stated)

32 Financial risk management

The Company's activities expose it to a variety of financial risks: credit risk and liquidity risk. The Company's primary focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance. The primary market risk to the Company is foreign exchange risk. The Company's exposure to credit risk, excluding receivables from related parties, is influenced mainly by the individual characteristic of each customer and the concentration of risk from the top few customers. The demographics of the customer including the default risk of the industry and country in which the customer operates also has an influence on credit risk assessment.

(a) Market Risk

The Company operates within UK and a major portion of the business is transacted in GBP and consequently the Company's exposure to the foreign exchange risk though its sales / purchases is very limited. Thus, the results of the Company's operations are not affected against the foreign exchange rate fluctuations.

(b) Credit risk

Credit risk refers to the risk of default on its obligation by the counterparty resulting in a financial loss. The maximum exposure to the credit risk at the reporting date is primarily from trade receivables (excluding receivables from related parties) amounting to Rs. 1086.28 lakhs as of March 31, 2017 and unbilled revenue amounting to Rs. 237.20 lakhs as of March 31, 2017. Trade receivables and unbilled revenue are typically unsecured. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business. On account of adoption of IND AS 109, the company uses expected credit loss model to assess impairment loss or gain. The company uses a matrix to compute the expected credit loss allowance for trade receivables and unbilled revenue. The provision matrix takes into account available external and internal credit risk factors and company's historical experience for customers. The Company's credit period generally ranges from 30-60 days

i The following table gives details in respect of percentage of revenues generated from top customer and top five customers, other than related parties:

	Period ended Mar 31, 2017
Revenue from top customer	26.55%
Revenue from top five customers	68.53%

ii The allowance for life time expected credit loss on customer balances for the period ended March 31, 2017 is Rs.Nil.

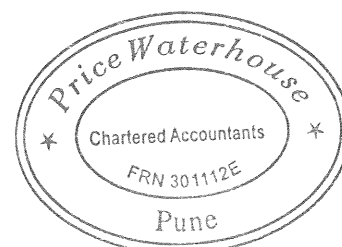
	Mar 31, 2017
Trade receivables	1,086.28
Unbilled revenues	237.20
Days sales outstanding - DSO (days)	51

iv Credit risk on cash and cash equivalents is limited as the Company generally invests 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.**(c) Liquidity risk**

Liquidity risk is defined as the risk that the Company will not be able to settle or meet its obligations on time or at a reasonable price. The Company's corporate treasury department is responsible for liquidity and funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management. Management monitors the Company's net liquidity position through rolling forecasts on the basis of expected cash flows. As of March 31, 2017, cash and cash equivalents are held with major banks and financial institutions.

i The table below provides details regarding the remaining contractual maturities of significant financial liabilities at the reporting date. The amounts include estimated interest payments and exclude the impact of netting agreements, if any.

	As at March 31, 2017				
	Contractual cash flows				Total
	Carrying value	Less than 1 year	1-2 years	2-4 years	
Loans and borrowings	146.43	91.27	55.16	-	146.43
Trade payables	538.68	538.68	-	-	538.68
Other liabilities	1.32	1.32	-	-	1.32



Foolproof Limited

Notes to the Financial Statements as at and for the period ended March 31, 2017

(All amounts are in INR Lakhs, unless otherwise stated)

33 Capital management

Risk management:

The company's objectives when managing capital are to safeguard the company's ability to continue as a going concern in order to provide returns for shareholder and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

The capital structure of the company consists of the cash and cash equivalents disclosed in Note 10, and equity as disclosed in the statement of financial position.

There are no externally imposed capital requirements.

There have been no changes to what the entity manages as capital, the strategy for capital maintenance or externally imposed capital requirements from the previous year.


- 34** The company has future plans to continue the business and have received a letter of support from Zensar Technologies Uk Limited. Accordingly, the financial statements have been prepared on a going concern basis and no adjustment to the financial statements for the period ended March 17 are considered compulsory.

35 Segment information

Where the Holding Company prepared the consolidated financial statements and a separate financial statement, segment information needs to be presented only in case of consolidated financial statements. Accordingly, segment information has been provided only in the consolidated financial statements.

For **Price Waterhouse**
Firm Registration Number: 301112E
Chartered Accountants

For and on behalf of the Board of Directors of
Foolproof Limited

 **Amit Borkar**
Partner
Membership No. 109846

Place: Pune
Date: April 25, 2017

Sandeep Kishore **Chaitanya Rajebahadur**
Director Director

Place: Pune
Date: April 25, 2017