

**POST-OFFER ADVERTISEMENT WITH REGULATION 18(12) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA  
(SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED,  
FOR THE ATTENTION OF THE ELIGIBLE SHAREHOLDERS OF**

# SQS INDIA BFSI LIMITED

**Registered Office:** 6A, 6th Floor, Prince Infocity II, No. 283/3 & 284/4, Rajiv Gandhi Salai (OMR), Kandanchavadi, Chennai, Tamil Nadu 600 096.

**Tel:** +91 44 4392 3200, **Fax:** +91 44 4392 3258; **Website:** www.sqs-bfsi.com; **CIN:** L64202TN1998PLC066604

**(THE "TARGET COMPANY")**

OPEN OFFER FOR ACQUISITION OF UP TO 27,85,480 FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF INR 10 EACH (THE "EQUITY SHARES") REPRESENTING 26% (TWENTY SIX PERCENT) OF THE VOTING SHARE CAPITAL OF SQS INDIA BFSI LIMITED (THE "TARGET COMPANY") FROM THE ELIGIBLE SHAREHOLDERS OF THE TARGET COMPANY, BY ASSYSTEM SERVICES DEUTSCHLAND GMBH (THE "ACQUIRER") ALONG WITH SQS SOFTWARE QUALITY SYSTEMS AG, GERMANY (THE "PAC") (THE "OFFER"/"OPEN OFFER")

This post offer advertisement ("Post-Offer Advertisement") is being issued by ICICI Securities Limited (hereinafter referred to as "Manager to the Offer") on behalf of the Acquirer along with the PAC in respect of the Offer to the Eligible Shareholders of the Target Company pursuant to and in compliance with Regulation 18(12) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended ("SEBI (SAST) Regulations") in respect of the Offer.

This Post-Offer Advertisement should be read in continuation of, and in conjunction with (a) the Public Announcement dated December 20, 2017 (the "PA"); (b) corrigendum to PA dated January 11, 2018 (the "Corrigendum"); (c) the detailed public statement dated February 12, 2018 (the "DPS") published in all editions of Financial Express (English), all editions of Jansatta (Hindi), the Mumbai edition of Navshakti (Marathi) and the Chennai edition of Makkal Kural (Tamil); (d) the draft letter of offer dated February 20, 2018 (the "DLOF"); and (e) the letter of offer dated April 23, 2018 dispatched to the Eligible Shareholders of the Target Company (the "LoF") Capitalised terms used but not defined in this Advertisement shall have the meaning assigned to such terms in the DPS and LoF.

Sr. No.	Particulars	Details			
1.	Name of the Target Company	SQS India BFSI Limited			
2.	Name of the Acquirer and the PAC	Assystem Services Deutschland GmbH ("Acquirer") SQS Software Quality Systems AG, Germany ("PAC")			
3.	Name of the Manager to the Offer	ICICI Securities Limited			
4.	Name of the Registrar to the Offer	Karvy Computershare Private Limited			
5.	Offer Details				
	a. Date of Opening of the Offer	Thursday, May 03, 2018			
	b. Date of Closing of the Offer	Wednesday, May 16, 2018			
6.	Date of payment of consideration	Tuesday, May 22, 2018			
7.	Details of Acquisition	<b>Proposed in the Offer documents</b>		<b>Actuals</b>	
7.1	Offer Price	INR 482.95 per Equity Share		INR 482.95 per Equity Share	
7.2	Aggregate number of Equity Shares tendered	27,85,480		5,003	
7.3	Aggregate number of Equity Shares accepted	27,85,480		5,003	
7.4	Size of the Offer (Number of Equity Shares accepted multiplied by Offer Price per Equity Share)	INR 134,52,47,566.00		INR 24,16,198.85	
7.5	Shareholding of the Acquirer and the PAC before Public Announcement				
	• Number of Equity Shares				
	a) Acquirer	Nil		Nil	
	b) PAC	57,53,801		57,53,801	
	• % of Voting Share Capital				
	a) Acquirer	Nil		Nil	
	b) PAC	53.71%		53.71%	
7.6	Shares Acquired by way of Agreements				
	• Number	N.A.		N.A.	
	• % of Voting Share Capital	N.A.		N.A.	
7.7	Shares Acquired by way of Open Offer				
	• Number	27,85,480		5,003	
	• % of Voting Share Capital	26.00%		0.05%	
7.8	Shares acquired after Detailed Public Statement				
	• Number of shares acquired	Nil		Nil	
	• Price of the shares acquired	Nil		Nil	
	• % of the shares acquired	Nil		Nil	
7.9	Post Offer shareholding of Acquirer and PAC				
	• Number	85,39,281		57,58,804	
	• % of Voting Share Capital	79.71%		53.75%	
7.10	Pre & Post Offer shareholding of the Public	<b>Pre-Offer</b>		<b>Post-Offer</b>	
	• Number	49,59,580#		21,74,100#	
	• % of Voting Share Capital	46.29%		20.29%	
		<b>Pre-Offer</b>		<b>Post-Offer</b>	
		49,54,577		49,54,577#	
		46.25%		46.25%	

# Consist of 3,000 employee stock options to be exercised, which are outstanding or convertible into Equity Shares at a future date.

8. The Acquirer, PAC and their respective directors accept full responsibility for the information contained in this Post-Offer Advertisement and also for the obligations laid down in the SEBI (SAST) Regulations.

9. A copy of this Post-Offer Advertisement will be available on the websites of SEBI (<http://www.sebi.gov.in>), Stock Exchanges (National Stock Exchange of India Limited and BSE Limited) and at the registered office of the Target Company.

**Issued by the Manager for and on behalf of the Acquirer and the PAC.**

Manager to the Offer	Registrar to the Offer
 <b>ICICI SECURITIES LIMITED</b> ICICI Centre, H.T. Parekh Marg, Churchgate, Mumbai – 400 020 <b>Tel:</b> +91 22 2288 2460; <b>Fax:</b> +91 22 2282 6580 <b>E-mail:</b> sqs.openoffer@icicisecurities.com <b>Website:</b> www.icicisecurities.com <b>Contact Person:</b> Rupesh Khant / Rishi Tiwari <b>SEBI Registration Number:</b> INM000011179 <b>CIN:</b> L67120MH1995PLC086241	 <b>KARVY COMPUTERSHARE PRIVATE LIMITED</b> Karvy Selenium, Tower- B, Plot No 31 & 32, Financial district, Nanakramguda, Serilingampally Mandal, Hyderabad-500 032. <b>Tel:</b> +91 40 67 16 2222; <b>Fax:</b> +91 40 2343 1551 <b>E-mail:</b> sqs.openoffer@karvy.com <b>Website:</b> <a href="https://karisma.karvy.com">https://karisma.karvy.com</a> <b>Contact Person:</b> Murali Krishna M <b>SEBI Registration Number:</b> INR000000221

For Assystem Services Deutschland GmbH ("Acquirer")

Sd/-

**Name: Olivier Aldrin**

**Designation: Managing Director**

Place: Mumbai

For SQS Software Quality Systems AG ("PAC")

Sd/-

**Name: René Gawron**

**Designation: CFO**

Date: May 26, 2018

CONCEPT

Size: 16x28 cm