

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”) 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 advertisement (“Pre-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(7) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (“SEBI (SAST) Regulations”).

This Pre-Offer Advertisement should be read in continuation of, and in conjunction with the Public Announcement dated December 20, 2017 (the “PA”), corrigendum to PA dated January 11, 2018 (the “Corrigendum”), the Detailed Public Statement dated February 12, 2018 (the “DPS”), the draft Letter of Offer dated February 20, 2018 (the “DLoF”) and 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 Letter of Offer.

The shareholders of the Target Company are requested to kindly note the following information related to the Offer:

- Offer Price:** The Offer Price is Rs 482.95 (Rupees four hundred and eighty two and ninety five paise) per Share. There has been no upward revision in the Offer Price.
- Recommendation of the Committee of Independent Directors (“IDC”):** The recommendations of the IDC were published on April 26, 2018 in the same newspapers in which the DPS was published i.e. All editions of Financial Express (English), All editions of Jansatta (Hindi), Mumbai edition of Navshakti (Marathi) and Chennai edition of Makkal Kural (Tamil). A summary of the relevant extracts of the IDC’s recommendations are below:

Members of the IDC	i. Prof. S. Rajagopalan, (Chairman of the Committee); ii. Prof. K. Kumar; iii. Mr. Rajiv Kuchhal; and iv. Ms. Lilian Jessie Paul
Recommendation on the Open Offer, as to whether the offer is fair and Members of the IDC believe that the open offer is fair and reasonable	IDC Members perused the Public Announcement and Corrigendum to Public Announcement (“PA”), Detailed Public Statement (“DPS”) and the draft Letter of Offer (“LOF”) and other documents as provided by ICICI Securities Limited (as the “Manager to the Offer”) on behalf of the Acquirer and the PAC. Grant Thornton LLP, Chartered Accountants have provided a report dated March 6, 2018, commenting that the open offer price is in compliance with Regulations 8(3) and 8(4) read with Regulation 8(12) of the SEBI (SAST) Regulations. At close of March 6, 2018, the market price of the shares of the Company on the National Stock Exchange of India Limited (“NSE”) is Rs.508/- (Rupees Five hundred and Eight only) and BSE Limited (“BSE”) is Rs.507.85 (Rupees Five hundred and Seven and paise Eighty Five only), which is more than the Offer Price. The Shareholders should independently evaluate the Offer in consultation with their tax and financial advisors and take informed decision in this regard.
Summary of reasons for recommendation	IDC Members has reviewed the Public Announcement and Corrigendum to Public Announcement (“PA”), Detailed Public Statement (“DPS”) and the draft Letter of Offer (“LOF”) and the Report of Grant Thornton LLP, Chartered Accountants, mentioned hereinbefore. On consideration of the aforesaid documents, IDC is of the opinion that the Offer Price of Rs.482.95 per Equity Share is in accordance with the guidelines prescribed by the SEBI (SAST) Regulations. The current market price of the Equity Shares on NSE and BSE, mentioned hereinbefore, is higher than the Offer Price of Rs.482.95 per Equity Share. The Shareholders have been advised to independently evaluate the Offer in consultation with their tax and financial advisors and take informed decision in this regard.

- The Offer is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations. There has been no competitive bid to the Offer.
- The Letter of Offer was dispatched to all Eligible Shareholders of the Target Company by April 25, 2018.
- Eligible Shareholders are required to refer para 10 “Procedure for Acceptance and Settlement of this Offer” on page 41 of the LoF in relation to inter alia the procedure for tendering their Equity Shares in the Open Offer and are required to adhere to and follow the procedure outlined therein. Please note that a copy of the LoF (including Form of Acceptance-cum-Acknowledgment) is also available on SEBI’s website (<http://www.sebi.gov.in>) during the Tendering Period and shareholders can also apply by downloading such forms from SEBI’s website. Further, in case of non-receipt/non-availability of the Form of Acceptance-cum-Acknowledgement, the application can be made on plain paper along with the following details:
 - In case of Equity Shares held in physical form:** Public Shareholders holding shares in physical form may participate in the Offer by providing name, address, number of shares held, client ID number, DP name, DP ID number, number of shares tendered and other relevant documents as mentioned in para 10.11 of Letter of Offer along with Form SH 4. Such physical shareholders have to ensure that their order is entered in the electronic platform to be made available by NSE before the closure of the Offer.
 - In case of Equity Shares held in dematerialised form:** Public Shareholders holding demat shares may participate in the Offer by approaching their broker indicating the details of Equity Shares they intend to tender in Offer as mentioned in para 10.10 of the Letter of Offer. Such Public Shareholders have to ensure that their order is entered in the electronic platform to be made available by NSE before the closure of the Offer. The Public Shareholders holding demat shares are not required to fill the Form of Acceptance-cum-Acknowledgement.
- In terms of Regulation 16(1) of the SEBI (SAST) Regulations, the draft Letter of Offer was submitted to SEBI on February 20, 2018. The final observations from SEBI were received in terms of Regulation 16(4) of the SEBI (SAST) Regulations vide letter dated April 16, 2018, which have been incorporated in the LoF.
- Details regarding the status of the statutory and other approvals:** To the best of the knowledge of the Acquirer and/or the PAC, there are no other statutory approvals pending to complete this Offer. However, in case of any other statutory approvals being required by the Acquirer and/or the PAC at a later date, this Offer shall be subject to such approvals and the Acquirer and/or the PAC shall make the necessary applications for such approvals. The Acquirer and/or the PAC will have the right not to proceed with the Offer in accordance with Regulation 23 of the SEBI (SAST) Regulations by withdrawing the Offer in the manner prescribed in the event the statutory approvals are not obtained within the prescribed time or at all. In case any other statutory approvals are required by the Acquirer and/or the PAC at a later date before the closure of the Tendering Period, this Offer shall be subject to such approvals and the Acquirer and/or the PAC shall make the necessary applications for such statutory approvals.
- Revised Schedule of Activities:

Activity	Original schedule (Day and Date)	Revised schedule (Day and Date)
Date of the PA	Wednesday, December 20, 2017	Wednesday, December 20, 2017
Date of the Corrigendum	Thursday, January 11, 2018	Thursday, January 11, 2018
Date of publication of DPS in the newspapers	Monday, February 12, 2018	Monday, February 12, 2018
Filing of the draft Letter of Offer with SEBI	Tuesday, February 20, 2018	Tuesday, February 20, 2018
Last date for a competitive bid	Wednesday, March 07, 2018	Wednesday, March 07, 2018
Last date for receipt of comments from SEBI on the draft Letter of Offer (in the event SEBI has not sought clarifications or additional information from the Manager to the Offer)	Wednesday, March 14, 2018	Monday, April 16, 2018*
Identified Date**	Thursday, March 15, 2018	Tuesday, April 17, 2018
Last date for dispatch of the Letter of Offer to the Public Shareholders of the Target Company	Friday, March 23, 2018	Wednesday, April 25, 2018
Last date for upward revision of the Offer Price and/or Offer Size	Monday, March 26, 2018	Wednesday, April 25, 2018
Last date by which the committee of the independent directors of the Target Company shall give its recommendation to the Shareholders of the Target Company for this Offer	Wednesday, March 28, 2018	Thursday, April 26, 2018
Date of publication of advertisement containing announcement of the schedule of activities of the Offer, status of statutory and other approvals, if any and procedures for tendering acceptance in the newspaper where the DPS was published and notification to SEBI, BSE, NSE and the Target Company at its registered office	Monday, April 2, 2018	Wednesday, May 02, 2018
Date of commencement of Tendering Period (Offer opening date)	Tuesday, April 3, 2018	Thursday, May 03, 2018
Date of closure of Tendering Period (Offer closing date)	Monday, April 16, 2018	Wednesday, May 16, 2018
Last date for completion of all requirements including payment of consideration to the public shareholders of the Target Company whose equity shares have been accepted in this Offer	Wednesday, May 02, 2018	Wednesday, May 30, 2018
Issue of post-Offer advertisement	Tuesday, May 08, 2018	Wednesday, June 06, 2018
Last date for submission of the final report with SEBI	Tuesday, May 08, 2018	Wednesday, June 06, 2018

* Actual date of receipt of SEBI’s observation letter, on the Draft Letter of Offer.

** “Identified Date” shall mean the date falling on the tenth Working Day prior to commencement of the Tendering Period, for the purposes of determining the Eligible Public Shareholders of the Target Company to whom the Letter of Offer shall be sent. All Eligible Public Shareholders, whether registered or unregistered, are eligible to participate in this Offer at any time during the Tendering Period.

- The Acquirer, PAC and their respective directors accept full responsibility for the information contained in this Pre-Offer Advertisement and also for the obligations of the Acquirer and PAC laid down in the SEBI (SAST) Regulations.
- This Advertisement is expected to be available on the SEBI’s website (www.sebi.gov.in)

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



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