

**This is an abridged prospectus containing salient features of the Red Herring Prospectus (“RHP”).**  
**You are encouraged to read greater details available in the RHP.**

**THIS DOCUMENT CONSISTS OF FOUR PAGES OF APPLICATION FORM ALONGWITH INSTRUCTIONS AND SIX PAGES OF ABRIDGED PROSPECTUS. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES.**

You may obtain a physical copy of the ASBA Form and the RHP from Stock Exchanges, Members of the Syndicate, Registered Brokers, Collecting Depository Participants, Registrar to the Offer and Share Transfer Agents, Underwriters, Investors’ Associations or Self Certified Syndicate Banks. You may also download the RHP from the websites of the Securities and Exchange Board of India (“SEBI”), Book Running Lead Managers (“BRLMs”) and the stock exchanges where the Equity Shares are proposed to be listed (“Stock Exchanges”) that is [www.sebi.gov.in](http://www.sebi.gov.in); [www.idfccapital.com](http://www.idfccapital.com); [www.credit-suisse.com](http://www.credit-suisse.com); [www.icicisecurities.com](http://www.icicisecurities.com); [www.nseindia.com](http://www.nseindia.com) and [www.bseindia.com](http://www.bseindia.com). *All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the RHP dated January 22, 2016.*



## **TEAMLEASE SERVICES LIMITED**

**Registered Office:** Office No. 6, 3<sup>rd</sup> Floor, C Wing, Laxmi Towers, Bandra Kurla Complex, Bandra (East), Mumbai 400 051, Maharashtra, India; **Tel:** + 91 22 6641 9500; **Fax:** + 91 22 2656 6548 **Corporate Office:** 6<sup>th</sup> Floor, BMTC Commercial Complex, 80 Feet Road, Koramangala, Bengaluru 560 095, Karnataka, India; **Tel:** + 91 80 3300 2345; **Fax:** + 91 80 3324 3001 **Contact Person and Compliance Officer:** Mruthunjaya Murthy C., Company Secretary and Compliance Officer; **Tel:** + 91 80 3324 3406; **Fax:** + 91 80 3324 3001 **E-mail:** [corporateaffairs@teamlease.com](mailto:corporateaffairs@teamlease.com) **Website:** [www.teamlease.com](http://www.teamlease.com) **Corporate Identity Number:** U7140MH2000PLC124003

### **PROMOTERS OF THE COMPANY**

MANISH MAHENDRA SABHARWAL, ASHOK KUMAR NEDURUMALLI, MOHITKARAN VIRENDRA GUPTA, HR OFFSHORING VENTURES PTE LTD., MKS MANAGEMENT CONSULTANCY SERVICES LLP, NED CONSULTANTS LLP AND DHANA MANAGEMENT CONSULTANCY LLP

### **OFFER DETAILS, LISTING AND PROCEDURE**

This is an Initial Public Offering (“IPO”) of up to [●] equity shares of face value ₹10 each (“Equity Shares”) of TeamLease Services Limited (the “Company” or the “Issuer” or “TeamLease” or “We” or “Our”) for cash at a price of ₹ [●] per Equity Share (including a share premium of ₹ [●] per Equity Share (the “Offer Price”) aggregating up to ₹ [●] million comprising of a fresh issue of up to [●] Equity Shares by our Company aggregating up to ₹ 1,500 million (the “Fresh Issue”) and an offer for sale of up to 275,977 Equity Shares by Gaja Capital India Fund-I (“GCIF”), up to 76,660 Equity Shares by Gaja Advisors Private Limited (“GAPL”), up to 1,180,569 Equity Shares by GPE (India) Ltd. (“GIL”), up to 1,533,206 Equity Shares by India Advantage Fund S3 I (“IAF”) and up to 153,321 Equity Shares by HR Offshoring Ventures Pte Ltd. (“HROV”) (The “Selling Shareholders”) aggregating to ₹ [●] million (the “Offer for Sale” and together with the Fresh Issue, the “Offer”). The Offer comprises a net offer to the public of [●] Equity Shares (the “Net Offer”) and a reservation of up to 10,000 Equity Shares aggregating up to ₹ [●] million for subscription by Eligible Employees (the “Employee Reservation Portion”). **These Equity Shares are proposed to be listed on National Stock Exchange of India Limited (“NSE” or the “Designated Stock Exchange”) and BSE Limited (“BSE”).**

The price band and the minimum Bid Lot for the Offer shall be advertised at least five (5) Working Days prior to the Bid/Offer Opening Date in all editions of The Financial Express (a widely circulated English national newspaper), all editions of Jansatta (Hindi) (a widely circulated Hindi national newspaper) and in the Mumbai edition of Navshakti (a widely circulated Marathi newspaper, Marathi being the regional language of Maharashtra, where our registered office is located). Details about the basis for the Offer Price will be available on the websites of NSE and BSE.

#### **Procedure:**

If you wish to know about processes and procedures applicable to public issues, you may request for a copy of the General Information Document from the BRLMs or download it from the websites of the NSE and BSE at [www.nseindia.com](http://www.nseindia.com) and [www.bseindia.com](http://www.bseindia.com) and the BRLMs at [www.idfccapital.com](http://www.idfccapital.com); [www.credit-suisse.com](http://www.credit-suisse.com) and [www.icicisecurities.com](http://www.icicisecurities.com).

### **ELIGIBILITY FOR THE OFFER– Regulation 26(2) of SEBI ICDR Regulations, 2009**

Whether the company is compulsorily required to allot at least 75% of the net offer to public, to Qualified Institutional Buyers – **Yes**

### **INDICATIVE TIMELINE**

<b>Bid Opening Date *</b>	February 02, 2016	<b>Initiation of Refunds for Anchor Investors/Unblocking of funds</b>	On or before February 10, 2016
<b>Bid Closing Date</b>	February 04, 2016	<b>Credit of Equity Shares to demat accounts of Allottees</b>	On or before February 11, 2016
<b>Finalisation of basis of allotment with the Designated Stock Exchange</b>	On or before February 09, 2016	<b>Commencement of trading of Equity Shares on the Stock Exchanges</b>	On or before February 12, 2016

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

### **GENERAL RISKS**

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Offer unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Offer. For taking an investment decision, investors must rely on their own examination of the Company and this Offer, including the risks involved. The Equity Shares have not been recommended or approved by the Securities and Exchange Board of India (“SEBI”), nor does SEBI guarantee the accuracy or adequacy of the contents of the RHP. Specific attention of the investors is invited to the section “Risk Factors” at page 15 of the RHP and on page 7 of this Abridged Prospectus.

**IN THE NATURE OF ABRIDGED PROSPECTUS - MEMORANDUM CONTAINING SALIENT FEATURES OF THE RED HERRING PROSPECTUS (RHP)**

PRICE INFORMATION OF BRLMs <sup>s</sup>				
Issue Name*	Name of Merchant Banker	+/- % change in closing price <sup>@</sup> , [+/- % change in closing benchmark <sup>^</sup> ] –		
		30th calendar days from listing	90th calendar days from listing <sup>#</sup>	180th calendar days from listing <sup>#</sup>
Narayana Hrudayalaya Limited	IDFC Securities Limited	NA	NA	NA
Sadbhav Infrastructure Project Limited	ICICI Securities Limited	-2.28%, [+3.55%]	-5.63%, [-3.15%]	NA
Syngene International Limited	Credit Suisse Securities (India) Private Limited	36.00%, [-7.61%]	44.90%, [-6.47%]	NA
Manpasand Beverages Limited	ICICI Securities Limited	+23.20%, [+2.83%]	+36.53%, [-2.11%]	+58.34, [-6.45%]
PNC Infratech Limited	IDFC Securities Limited	+0.32% [+0.26%]	+14.66% [-6.36%]	+42.72% [-5.88%]
	ICICI Securities Limited			
MEP Infrastructure Developers Limited	IDFC Securities Limited	-15.71% [+0.42%]	-8.57% [+5.51%]	-13.49% [-0.57%]
VRL Logistics Limited	ICICI Securities Limited	+50.90%, [+3.08%]	+85.49%, [+1.90%]	+100.90%, [+0.97%]
Shemaroo Entertainment Limited	ICICI Securities Limited	-5.74%, [+2.81%]	-5.88%, [+3.79%]	+5.85%, [+6.88%]
Sharda Cropchem Limited	IDFC Securities Limited	+61.06% [-0.27%]	+63.56% [+3.82%]	+91.35% (+6.65%)
Wonderla Holidays Limited	ICICI Securities Limited	+72.92%, [+11.60%]	+78.96%, [+11.86%]	+162.32%, [+21.57%]
Repcos Home Finance Limited	IDFC Securities Limited	-0.64% [+3.96%]	+44.24% [+3.41%]	+41.19% [+2.26%]

<sup>s</sup>Source: [www.nseindia.com](http://www.nseindia.com) and [www.bseindia.com](http://www.bseindia.com)

\* Disclosures subject to recent 7 issues (initial public offerings) in current financial year and two preceding financial years managed by each BRLM, with common issues disclosed once.

<sup>@</sup> 30<sup>th</sup>, 90<sup>th</sup> and 180<sup>th</sup> calendar day from listed day have been taken as listing day plus 29, 89 and 179 calendar days, except wherever 30<sup>th</sup>, 90<sup>th</sup> and 180<sup>th</sup> calendar day is a trading holiday, in which case we have considered the closing data of the next trading day.

<sup>^</sup>NIFTY and SENSEX have been used as the benchmark index.

<sup>#</sup>Since 30, 90 and 180 calendar days, as applicable, from listing date has not elapsed for few of the above issues, data for same is not available.

Names of BRLMs and contact details (telephone and email id) of each BRLM	
<b>IDFC Securities Limited</b> Naman Chambers, C – 32, G Block Bandra Kurla Complex, Bandra (East) Mumbai 400 051, Maharashtra, India Tel: +91 22 6622 2600 Fax: +91 22 6622 2501 Email: <a href="mailto:teamlease.ipo@idfc.com">teamlease.ipo@idfc.com</a> Investor grievance email: <a href="mailto:investorgrievance@idfc.com">investorgrievance@idfc.com</a> Website: <a href="http://www.idfccapital.com">www.idfccapital.com</a> Contact Person: Gaurav Goyal SEBI Registration No.: MB/INM000011336	<b>Credit Suisse Securities (India) Private Limited</b> Ceejay House, 9th Floor, Plot F, Shivsagar Estate Dr. Annie Besant Road, Worli Mumbai 400 018, Maharashtra, India Tel: +91 22 6777 3885 Fax: +91 22 6777 3820 Email: <a href="mailto:list.teamleaseipo@credit-suisse.com">list.teamleaseipo@credit-suisse.com</a> Investor grievance email: <a href="mailto:list.igcellmer-bnkg@credit-suisse.com">list.igcellmer-bnkg@credit-suisse.com</a> Website: <a href="http://www.credit-suisse.com">www.credit-suisse.com</a> Contact Person: Somwrita Biswas SEBI Registration No.: MB/INM000011161
Names of BRLMs and contact details (telephone and email id) of each BRLM	Name of Registrar to the Offer and contact details (telephone and email id)
<b>ICICI Securities Limited*</b> ICICI Centre, H. T. Parekh Marg Churchgate, Mumbai 400 020, Maharashtra, India Tel: +91 22 2288 2460 Fax: +91 22 2282 6580 E-mail: <a href="mailto:teamlease.ipo@icicisecurities.com">teamlease.ipo@icicisecurities.com</a> Investor grievance e-mail: <a href="mailto:customercare@icicisecurities.com">customercare@icicisecurities.com</a> Website: <a href="http://www.icicisecurities.com">www.icicisecurities.com</a> Contact Person: Ayush Jain SEBI Registration No.: MB/INM000011179	<b>Karvy Computershare Private Limited</b> Karvy Selenium Tower B, Plot 31-32 Gachibowli, Financial District, Nanakramguda, Hyderabad 500 032, Telangana, India Tel: +91 40 6716 2222 Fax: +91 40 2300 1153 Email: <a href="mailto:einward.ris@karvy.com">einward.ris@karvy.com</a> Investor grievance email: <a href="mailto:teamlease.ipo@karvy.com">teamlease.ipo@karvy.com</a> Website: <a href="http://www.karisma.karvy.com">www.karisma.karvy.com</a> Contact Person: M Murali Krishna SEBI Registration No: INR000000221
<sup>*I-VEN is the investment manager to IAF, one of the Selling Shareholders. I-VEN and I-Sec are wholly owned subsidiaries of ICICI Bank Limited and hence defined as 'associates' within the definition of SEBI Merchant Bankers Regulations. In compliance with proviso to Regulation 21A of the SEBI Merchant Bankers Regulations and the proviso to Regulation 5(3) of the SEBI ICDR Regulations, I-Sec, as a BRLM, will only be involved in the marketing of the Offer. I-Sec has signed the due diligence certificate dated September 10, 2015, and has accordingly been disclosed as a BRLM.</sup>	
<b>Name of Syndicate Member</b>	Sharekhan Limited
<b>Name of Statutory Auditor</b>	Price Waterhouse & Co Bangalore LLP, Chartered Accountants
<b>Name of Credit Rating Agency and grading obtained</b>	CRISIL Research and CRISIL IPO grade of '4/5' (pronounced 'four on five') (Above Average)
<b>Self-Certified Syndicate Banks</b>	
The list of banks is available on <a href="http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries">http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries</a>	
<b>Non Syndicate Registered Brokers</b>	
You can submit Bid-cum-Application Forms in the Offer to Non Syndicate Registered Brokers at the Non Syndicate Broker Centres. For further details, see section “Offer Procedure” at page 396 of the RHP	
<b>Details regarding website address(es)/link(s) from which the investor can obtain list of Registrar to Offer and Share Transfer Agents, Collecting Depository Participants and Stock Brokers who can accept application from Investor</b>	

List of Registrar to Offer and Share Transfer Agents, Collecting Depository Participants and Stock Brokers who can accept application from Investor can be obtained from below link:

- <http://www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx?expandable=6>
- [http://www.nseindia.com/products/content/equities/ipos/asba\\_procedures.htm](http://www.nseindia.com/products/content/equities/ipos/asba_procedures.htm)
- [http://www.bseindia.com/Markets/PublicIssues/brokercentres\\_new.aspx?expandable=3](http://www.bseindia.com/Markets/PublicIssues/brokercentres_new.aspx?expandable=3)
- [http://www.nseindia.com/products/content/equities/ipos/ipo\\_mem\\_terminal.htm](http://www.nseindia.com/products/content/equities/ipos/ipo_mem_terminal.htm)

## **PROMOTERS OF OUR COMPANY**

### **Individual Promoters**

**Manish Mahendra Sabharwal** is the co-founder and currently the Chairman of our Company. He holds a master's degree in management from the Wharton School in 1996 and is an alumnus of Mayo College, Ajmer. Manish provides leadership at the Board level and sets our strategies and directions. In 1996 he co-founded India Life, a human resource outsourcing company that was acquired by Hewitt associates in 2002. He was the chief executive officer of Hewitt Outsourcing (Asia) in Singapore. Manish also serves on various state and central government committees on education, employment and employability. Manish headed the sub-committee for planning commission on remodelling of apprenticeship training as another mode for on the job training as the Chairman for the committee. He is currently a nominated member on the board of management of the Indira Gandhi National Open University ("IGNOU") and of the Central Advisory Board of Education and is also part of the expert committee on innovation (Niti Aayog). He also serves on the executive committee of the chief minister's advisory council, planning department of the Government of Rajasthan.

**Ashok Kumar Nedurumalli** is the co-founder and Managing Director of our Company. Ashok oversees our operations and represents our Company in forums with major clients. Ashok holds a bachelors degree in commerce from the Shri Ram College of Commerce, University of Delhi and a diploma in management from Indian Institute of Management, Bengaluru. He is a first generation entrepreneur with 17 years of experience in the industry of human resource services. He has been awarded the "Skills Champion of India" award in the category of Skills Champion: Emerging Warrior for his outstanding contribution to the field of skills development.

**Mohitkaran Virendra Gupta**, aged 46, is a co-founder of our Company. Mohitkaran holds a bachelors degree in Arts with Economics from St. Xavier's College, Mumbai and a masters degree in management from the University of Western Sydney, Australia. He is a director at India Insure Risk Management Services Private Limited, and a partner at Dhana Management Consultancy LLP.

### **Corporate Promoters**

**HR Offshoring Ventures Pte. Ltd.** was incorporated under the laws of Singapore on July 25, 2003 as a limited exempt private company bearing registration number 200307078Z. HROV currently holds 6,434,700 Equity Shares, equivalent to 41.97% of the pre- Offer capital of our Company. HROV is engaged in the business of carrying on investments in human resources outsourcing companies in India and overseas or to carry on any other business which may seem to the company capable of being conveniently carried on in connection with its business or calculated directly or indirectly to enhance the value of or render profitable any of the company's property or rights. HROV is promoted by Manish Mahendra Sabharwal.

**MKS Management Consultancy Services LLP** was incorporated under the under the laws of Republic of India on April 22, 2015 bearing LLP identification number AAD-8078. The partners of MKS Management Consultancy LLP are Manish Mahendra Sabharwal and Kavita Gupta. MKS Management Consultancy Services LLP currently holds 300 Equity Shares, being less than 0.01% of the pre- Offer issued, subscribed and paid-up Equity Share capital of our Company.

**NED Consultants LLP** was incorporated under the laws of Republic of India on March 25, 2015 bearing LLP identification number AAD-6187. The partners of NED Consultants LLP are Ashok Kumar Nedurumalli and Pooja Reddy. NED Consultants LLP currently holds 300 Equity Shares, being less than 0.01% of the pre- Offer issued, subscribed and paid-up Equity Share capital of our Company.

**Dhana Management Consultancy LLP** was incorporated under the laws of Republic of India on March 27, 2015 bearing LLP identification number AAD-6519. The capital of Dhana Management Consultancy LLP is ₹ 100,000. The partners of Dhana Management Consultancy LLP are Mohitkaran Virendra Gupta and Arati Menon. Dhana Management Consultancy LLP currently holds 1,379,886 Equity Shares, equivalent to 9.00% of the pre- Offer issued, subscribed and paid-up Equity Share capital of our Company.

The Companies identified as top five Group Companies by turnover to our Company are ICAP India Private Limited, India Life Capital Private Limited, Lupin Ventures Private Limited, Hansini Management Consultant Private Limited and Neev Schools Private Limited.

**None of our Group Companies are listed on any stock exchange.**

## **BUSINESS MODEL/BUSINESS OVERVIEW AND STRATEGY**

### **Overview**

We are one of India's leading providers of human resource services in the organized segment delivering a broad range of human resource services to various industries with a vision of putting India to work. We deliver a broad range of human resource services to various industries and diverse functional roles across India to meet the needs of small and large business clients as well as those of qualified job seekers or "Associate Employees". Our services span the entire supply chain of human resources in India, covering aspects of employment, employability and education. We had 104,946 Associate Employees as of November 30, 2015, making us one of India's leading people supply chain companies. All of our businesses operate on an asset-light model with low capital expenditure requirements.

Our core business is providing staffing solutions across industry sectors and diverse functional areas. We focus on people, processes and technology to enhance business productivity by enabling our clients to outsource their staffing requirements and allowing them to focus on operating and growing their core businesses. As on March 31, 2015, we have provided employment to approximately 1.12 million Associate Employees since 2002. We are managed professionally by a high quality management team with deep extensive market and industry expertise, exhibiting thought leadership on matters of public policy. We had 1,218 full-time employees as of November 30, 2015.

We have provided services under the TeamLease brand for more than ten years and IIJT brand for more than five years. We have grown largely organically, driven by our strong operational and technological excellence. From time to time we also identify and complete acquisitions to improve operational synergies, acquire new clients or enter new sectors.

Our business is also strongly influenced by the macroeconomic cycle, which typically results in growing demand for employment services during periods of economic expansion and, conversely, contraction of demand during periods of economic downturn. Due to the sensitivity to the economic cycle and the low visibility in the temporary staffing sector, forecasting demand for staffing and human resource services is difficult.

#### **Our Operations**

- Staffing operations
  - Staffing services
- HR services
  - Permanent recruitment
  - Regulatory compliance consulting
  - Retail learning solutions
  - Institutional learning solutions
  - Payroll

#### **Our Strategy**

- Develop new areas of growth by diversifying service offerings across the human resources value chain
- Achieving scale in staffing through five key elements
  - Technology
    - Associate Lifecycle System (ALCS),
    - Candidate Lifecycle System (CLCS)
    - Regulatory Lifecycle System (RLCS)
    - Center Operation Management System (COMS)
  - Operations
  - Compliance
  - Business development and brand promotion
  - Associate Employee hiring
- Continue to grow through strategic acquisitions.

<b>BOARD OF DIRECTORS</b>			
<b>S. No.</b>	<b>Name</b>	<b>Designation</b>	<b>Experience including current/past position held in other firms</b>
1.	Manish Mahendra Sabharwal	Chairman	For details please refer to “Promoters of Our Company” on page 5 of this Abridged Prospectus.
2.	Ashok Kumar Nedurumalli	Managing Director	
3.	Gopal Jain	Non Executive Nominee Director	He is a non-executive, nominee Director, nominated pursuant to the SSSA. He holds a bachelor’s degree in electrical engineering from the Indian Institute of Technology (“IIT”), Delhi. He is one of the co-founders of Gaja Capital.
4.	Latika Prakash Pradhan	Independent Director	She is a qualified chartered accountant, cost and management accountant, company secretary and bachelor of laws, with an experience spanning over 35 years in various industries, heading finance, legal and secretarial, internal audit and information technology functions.
5.	Narayan Ramachandran	Independent Director	He holds a bachelor’s degree in technology from IIT, Mumbai, a master’s degree in business administration from University of Michigan and is a qualified Chartered Financial Analyst. Until February’10, he was Country Head and CEO of Morgan Stanley India.
6.	V Raghunathan	Independent Director	He is an academic, corporate executive, author, columnist, hobbyist and conferred fellow of IIM, Calcutta, in the field of finance and control. He was a professor at the IIM, Ahmedabad, for nearly 2 decades, until 2002.

#### **OBJECTS OF THE OFFER**

The Offer comprises a Fresh Issue by our Company and an Offer for Sale by the Selling Shareholders.

The fund requirements for each of the objects of the Offer listed below, are stated as follows: (in ₹ million)

<b>Activity</b>	<b>Total Estimated Cost</b>	<b>Amount deployed till date of RHP</b>	<b>Amount which will be financed from Net Proceeds</b>	<b>Estimated Utilisation of Net Proceeds</b>		
				<b>Fiscal 2016</b>	<b>Fiscal 2017</b>	<b>Fiscal 2018</b>
Funding existing and incremental working capital requirements of our Company <sup>(1)</sup>	1,058.75	-	800.00	-	320.00	480.00
Acquisitions and other strategic initiatives	250.00	-	250.00	250.00	-	-
Upgradation of the existing IT infrastructure <sup>(2)</sup>	211.42	-	150.00	-	120.00	30.00
General corporate purposes <sup>(3)</sup>	[•]	[•]	[•]	[•]	[•]	[•]
<b>Total</b>	<b>[•]</b>	<b>[•]</b>	<b>[•]</b>	<b>[•]</b>	<b>[•]</b>	<b>[•]</b>



# IN THE NATURE OF ABRIDGED PROSPECTUS - MEMORANDUM CONTAINING SALIENT FEATURES OF THE RED HERRING PROSPECTUS (RHP)

<sup>(1)</sup>As per the board resolution dated July 20, 2015 and confirmed by the IPO committee resolution dated September 10, 2015, our estimated cost for Fiscal 2016, 2017 and 2018 is ₹ 1,058.75 million. The fund required (excluding funding from Net Proceeds) is ₹ 258.75 million. In terms of regulation 4(2) of SEBI ICDR Regulations, 75% of the fund a required excluding Net Proceed i.e., ₹ 194.06 million shall accordingly be funded from our internal accruals.

<sup>(2)</sup>The fund required (excluding funding from Net Proceeds) is ₹ 61.42 million. In terms of regulation 4(2) of SEBI ICDR Regulations, 75% of the fund a required excluding Net Proceed i.e., ₹ 46.06 million shall accordingly be funded from our internal accruals

<sup>(3)</sup>To be finalised upon determination of the Offer Price.

## Shareholding pattern of the Company as on January 08, 2016:

Sr. No.	Particulars	Pre Offer number of shares	% holding of Pre-Offer
1	Promoter and Promoter Group	7,951,971	51.86
2	Public	7,251,900	47.30
3	Shares held by Employee Trust	128,193	0.84
	<b>Total</b>	<b>15,332,064</b>	<b>100.00</b>

## Number of equity shares proposed to be sold by Selling Shareholders by way of Offer for Sale:

Sr. No.	Name of Selling Shareholder	Equity Shares offered
1	Gaja Capital India Fund-I	275,977
2	Gaja Advisors Private Limited	76,660
3	GPE (India) Ltd.	1,180,569
4	India Advantage Fund S3 I	1,533,206
5	HR Offshoring Ventures Pte Ltd.	153,321
	<b>Total</b>	<b>3,219,733</b>

## RESTATED AUDITED FINANCIALS (₹ in million)

Standalone	Six months ended September 30, 2015	FY 2015	FY 2014	FY 2013	FY 2012	FY 2011
Total income from operations (net)	12,096.46	20,070.70	15,293.33	12,489.00	9,241.46	6,859.34
Net Profit / (Loss) before tax and extraordinary items	159.51	340.58	196.02	2.70	(184.31)	(119.16)
Net Profit / (Loss) after tax and extraordinary items	108.01	296.27	179.33	(42.40)	(150.86)	(405.16)
Equity Share Capital	153.32	5.11	5.11	5.11	5.11	3.97
Reserves and Surplus(before revaluation reserve)	1,428.51	1,468.71	1,172.44	993.12	1,035.51	194.29
Net worth	1,581.83	1,473.82	1,177.55	998.23	1,040.63	198.26
Basic/ Diluted earnings per share (₹)®	7.05	19.32	11.70	(2.77)	(9.84)	(33.98)
Return on net worth (%)	6.83%	20.10%	15.23%	-4.25%	-14.50%	-204.36%
Net asset value per share (₹)	103.17	96.13	76.80	65.11	67.87	16.63
Consolidated	Six months ended September 30, 2015	FY 2015	FY 2014	FY 2013	FY 2012	FY 2011
Total income from operations (net)	12,096.46	20,070.70	15,296.49	12,507.32	9,258.28	6,868.38
Net Profit / (Loss) before tax and extraordinary items	163.56	325.89	177.68	(42.71)	(165.48)	(342.67)
Net Profit / (Loss) after tax and extraordinary items	109.72	296.90	178.57	(37.00)	(164.97)	(394.87)
Equity Share Capital	153.32	5.11	5.11	5.11	5.11	3.97
Reserves and Surplus(before revaluation reserve)	1,441.68	1,480.18	1,183.27	1,004.70	1,041.70	214.58
Net worth	1,595.00	1,485.29	1,188.38	1,009.81	1,046.81	218.55
Basic/ Diluted earnings per share (₹)®	7.16	19.36	11.65	(2.41)	(10.76)	(33.11)
Return on net worth (%)	6.88%	19.99%	15.03%	-3.66%	-15.76%	-180.68%
Net asset value per share (₹)	104.03	96.87	77.51	65.86	68.28	18.33

®Not annualised.

## INTERNAL RISK FACTORS

Below are the top 5 Risk Factors as per the RHP:-

1. We are involved in certain legal proceedings, any adverse developments related to which could materially and adversely affect our business, reputation and cash flows.
2. We operate in a highly competitive and fragmented industry with low barriers to entry and may be unable to compete successfully against existing or new competitors, particularly in the unorganized segment.

**IN THE NATURE OF ABRIDGED PROSPECTUS - MEMORANDUM CONTAINING SALIENT FEATURES OF THE RED HERRING PROSPECTUS (RHP)**

3. Our business is significantly affected by fluctuations in general economic activity.
4. Our business is subject to extensive government regulation, which may restrict the types of services we are permitted to offer or result in additional tax or other costs that reduce our revenues and earnings.
5. Loss of major clients or the deterioration of their financial condition or prospects could have a material adverse effect on our business.

**SUMMARY OF OUTSTANDING LITIGATIONS, CLAIMS AND REGULATORY ACTION**

- A. Total number of outstanding litigations against the company and amount involved: There are 7 outstanding litigations filed against us and the approximate amount involved, wherever quantifiable, is ₹ 18.77 million.
- B. Brief details of top 5 material outstanding litigations against the company and amount involved:

Sr. No.	Particulars	Litigation filed by	Current status	Amount involved
1.	Complaint filed under Section 24 of the CLRA Act. A bailable warrant dated February 10, 2015 has been issued by the Chief Judicial Magistrate, Faridabad.	The Labour Enforcement Officer (Faridabad)	Our Company has paid a fine of ₹ 500 to the Chief Judicial Magistrate. The matter is currently pending.	Not applicable.
2.	Complaint filed under Section 23 and 24 of the CLRA Act for offences, at the premises of Unitech Wireless (TN) Private Limited. Our Company received a summons dated May 03, 2012 from the Metropolitan Magistrate Court, Ahmedabad to appear before the court on May 17, 2012.	State represented through Labour Enforcement Officer (Central) and Inspector under CLRA Act	The matter is currently pending.	Not applicable.
3.	The Employees' State Insurance Corporation ("ESIC") has issued a summons dated November 27, 2015 to our Company and our Promoter, Mohitkaran Virendra Gupta to appear before the ESIC office within 15 days of receipt of the summons in connection with recovery of statutory dues amounting to Rs.3.06 million along with interest.	ESIC	Company has responded to the ESIC through letter dated December 10, 2015 stating that the statutory dues have been paid on time. Company has not received any further communication from the ESIC.	₹ 3.06 million
4.	The Registrar of Companies had issued a show cause notice dated July 08, 2015 to our Company stating that our Company was required to appoint a woman director based on our Company's paid up capital and/ or turnover.	Registrar of Companies, Mumbai	Our Company has responded to the show cause notice on July 21, 2015 stating that our Company was converted to a public company on May 15, 2015 and that our Company was not required to appoint a woman director before the period stated in the show cause notice and that our Company had appointed a woman director with effect from July 09, 2015.	Not applicable.
5.	Our Company has received a notice dated July 15, 2015 from the Regional Provident Fund Commissioner, Kochi related to the proceedings of the Regional Provident Fund Commissioner in the matter of hearing under Section 7A of the EPF Act with respect to M/s V-Guard Industries (P) Ltd., Vennala	Regional Provident Fund Commissioner, Kochi	The matter is currently pending.	Not applicable

- C. Regulatory Action, if any - disciplinary action taken by SEBI or stock exchanges against the Promoters / Group companies in last 5 financial years including outstanding action:

Sr. No.	Particulars	Litigation filed by	Current status	Amount involved
1.	SEBI has filed an appeal before the Supreme Court against ICAP India Private Limited with respect to a SAT order dated August 14, 2006.	SEBI	The Supreme Court has set aside the SAT order and remanded the matter back to the SAT.	₹ 335.15 million

- D. Brief details of outstanding criminal proceedings against Promoters: NIL

**DECLARATION BY THE COMPANY**

We hereby declare that all relevant provisions of the Companies Act, 1956, the Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by SEBI, established under Section 3 of the Securities and Exchange Board of India Act, 1992 ("SEBI Act"), as the case may be, have been complied with and no statement made in the RHP is contrary to the provisions of the Companies Act, 1956, the Companies Act, 2013, Securities Contracts (Regulation) Act, 1956, the SEBI Act or rules made or guidelines or regulations issued there under, as the case may be. We further certify that all statements in the RHP are true and correct.

**DECLARATION BY THE SELLING SHAREHOLDERS**

Each of the Selling Shareholder hereby certifies that all statements expressly made or confirmed by it in the RHP in relation solely to itself in connection with the Offer for Sale and the Equity Shares being offered by it in the Offer for Sale, are true and correct. Each of the Selling Shareholder assumes no responsibility for any other statements, including, inter-alia, any of the statements made by or relating to the Company, other Selling Shareholders, their respective businesses or any expert or other persons in the RHP.

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