



To the members of **Mascot Systems GmbH.**

Report on the Financial Statements

We have audited the accompanying financial statements **Mascot Systems GmbH** which comprise of the Balance Sheet as at 31st March 2015, the Statement of Profit and Loss Account and Cash Flow Statement for the financial period ended on that date and a summary of the significant accounting policies and other explanatory information annexed thereto.

Management's Responsibility for the Financial Statements

The Company's Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance of the Company in accordance with the Accounting Standards referred to in Section 133 of the Companies act 2013("the act") and in accordance with the accounting principles generally accepted in India. This responsibility includes the design, implementation and maintenance of internal controls, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with the ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

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

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2015;
- (b) in the case of the Statement of Profit and Loss, of the Loss of the Company for the year ended 31st March, 2015;
- (c) In the case of Cash Flow Statement, of the cash flows of the company for the year ended on that date.



Report on Other Legal and Regulatory Requirements

- I. As required by the Companies (Auditor's Report) Order, 2015("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, the statement on the matters specified in paragraphs 3 and 4 of the Order is not applicable to the company.
2. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of aforesaid financial statements.
 - (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid financial statements have been kept so far as it appears from our examination of those books.
 - (c) The Balance Sheet, Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the financial statements.
 - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act.
 - (e) On the basis of the written representation received from the directors as on 31st March, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of section 164(2) of the Act.
- (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The company has disclosed the impact of pending litigations on its financial position in its financial statements.
 - ii. The company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.

For M/s. T RAMACHANDRAN & CO
Chartered Accountants

T Ramachandran
T RAMACHANDRAN
Partner-Membership No 207600
(FRN 009009S)



Mascot Systems GmbH
Balance sheet as at 31 March 2015

(Rs. in thousands)

	Notes	As at 31 March 2015	As at 31 March 2014
Equity and liabilities			
Shareholders' funds			
Share capital	3	31,141	31,141
Reserves and surplus	4	151,420	198,305
		<u>182,561</u>	<u>229,446</u>
Non-current liabilities			
Long-term provisions	5	-	5,804
		<u>-</u>	<u>5,804</u>
Current liabilities			
Trade payables	6	1,399	158,003
Other current liabilities	6	1,746	12,640
Short-term provisions	5	1,044	8,284
		<u>4,189</u>	<u>178,927</u>
TOTAL		<u>186,750</u>	<u>414,177</u>
Assets			
Non-current assets			
Fixed assets			
Tangible assets	7	-	-
		<u>-</u>	<u>-</u>
Loans and advances	8	27	33
		<u>27</u>	<u>33</u>
Current assets			
Trade receivables	9.1	149	96,028
Cash and bank balances	10	166,196	263,362
Loans and advances	8	20,342	35,457
Other current assets	9.2	36	19,297
		<u>186,723</u>	<u>414,144</u>
TOTAL		<u>186,750</u>	<u>414,177</u>
Summary of significant accounting policies	2.1		

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For T Ramachandran & Co
Firm registration number: 0090095
Chartered Accountants


per T Ramachandran
Partner
Membership no. 207600



For and on behalf of the board of directors of
Mascot Systems GmbH


Sujit Sircar
Director

Place : Bangalore
Date: *October 1, 2015*

Place : Bangalore
Date: *October 1, 2015*

Mascot Systems GmbH
Statement of profit and loss for the year ended 31 March 2015

(Rs. in thousands)

	Notes	Year ended 31 March 2015	Year ended 31 March 2014
Income			
Revenue from operations		1,395	489,276
Other income	11	1,969	298
Total revenue (I)		3,364	489,574
Expenses			
Employee benefits expense	12	-	108,463
Other expenses	13	11,289	252,022
Finance costs	14	191	273
Total (II)		11,480	360,758
Profit before tax (I) - (II)		(8,116)	128,816
Tax expenses			
Current tax			
Pertaining to profit for the current period		(2,571)	43,450
Adjustment of tax relating to earlier periods		87	656
Total tax expense		(2,484)	44,106
Profit for the year		(5,632)	84,710

Summary of significant accounting policies

2.1

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For T Ramachandran & Co
Firm registration number: 009009S
Chartered Accountants

per T Ramachandran
Partner
Membership no. 207600



For and on behalf of the board of directors of
Mascot Systems GmbH

Sujit Sircar
Director

Place : Bangalore
Date : October 1, 2015

Place : Bangalore
Date : October 1, 2015

Mascot Systems GmbH
Cash flow statement for the year ended 31 March 2015

(Rs. in thousands)

	31 March 2015	31 March 2014
Cash flows from operating activities		
Profit before tax	(8,116)	128,816
Adjustment to reconcile profit before tax to net cash flows		
Unrealised foreign exchange	(142)	53
Interest expense	191	273
Operating profit before working capital changes	(8,067)	129,142
Movements in working capital:		
Increase/(decrease) in trade payables	(156,610)	84,369
(Decrease) in short-term provisions	-	(5,126)
(Decrease) in other current liabilities	(10,894)	(2,697)
Decrease/(increase) in trade receivables	95,879	(63,552)
Decrease in short-term loans and advances	28,937	737
Decrease/(increase) in long-term loans and advances	6	(5)
Decrease in other current assets	19,409	14,504
Cash generated from operations	(31,340)	157,372
Direct taxes paid (net of refunds)	(24,382)	(48,188)
Net cash flows from operating activities (A)	(55,722)	109,184
Net cash flows used in investing activities (B)	-	-
Cash flows from financing activities		
Interest paid	(191)	(273)
Net cash flows from/(used in) financing activities (C)	(191)	(273)
Net (decrease)/increase in cash and cash equivalents during the year (A+B+C)	(55,913)	108,911
Effect of exchange differences on cash and cash equivalents held in foreign currency	(41,253)	24,639
Cash and cash equivalents at the beginning of the year	263,362	129,812
Cash and cash equivalents at the end of the year	166,196	263,362
Components of cash and cash equivalents		
Balances with banks:		
On current accounts	166,196	263,362
	166,196	263,362
Summary of significant accounting policies	2.1	

As per our report of even date

For T Ramachandran & Co
Firm registration number: 009009S
Chartered Accountants

per T Ramachandran
Partner
Membership no. 307600



For and on behalf of the board of directors of
Mascot Systems GmbH

Sujit Sircar
Director

Place : Bangalore
Date : October 1, 2015

Place : Bangalore
Date : October 1, 2015

1. Corporate Information

Mascot Systems GmbH ("the Company" or "Mascot") is primarily engaged in providing Information Technology ("IT") and IT - enabled operations offshore outsourcing solutions and services to large and medium-sized organizations using an offshore/onsite model. The Company is a wholly owned subsidiary of IGATE Global Solutions Limited, a public company domiciled in India.

: Basis of preparation

The financial statements of the company have been prepared in accordance with the generally accepted accounting principles in India (Indian GAAP). The company has prepared these financial statements to comply in all material respects with the accounting standards notified under section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules 2014. The financial statements have been prepared on an accrual basis and under the historical cost convention

The accounting policies adopted in the preparation of financial statements are consistent with those of previous year.

2.1 Summary of significant accounting policies

: Use of estimates

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

l Tangible fixed assets

Fixed assets are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price, borrowing costs, if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

Subsequent expenditure related to an item of fixed asset is added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance. All other expenses on existing fixed assets, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss for the period during which such expenses are incurred.

Gains or losses arising from derecognition of fixed assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

¢ Depreciation on tangible fixed assets

Depreciation on fixed assets is calculated on a straight-line basis using the rates arrived at based on the useful lives estimated by the management, or those prescribed under the Schedule II to the Companies Act, 2013. The management believes that depreciation rates currently used fairly reflect its estimate of the useful lives and residual values of fixed assets, though these rates in certain cases are different from lives prescribed under Schedule II. The Company has used the following useful lives to provide depreciation on its fixed assets.

Asset	Years (SLM)
Computers and related assets	3 - 5
Office equipments	5
Furniture and fixtures	5

Leasehold land and lease hold improvements are depreciated over the primary lease period or remaining useful life, whichever is lower, on a straight line basis.

As per Schedule II to the Companies Act 2013 Assets individually costing Rs 5,000 or less are not required to depreciate fully within 12 months from the date of purchase. However The management has decided to depreciate asset costing Rs 5000 or less with in 12 months from the date of purchase

¢ Revenue Recognition

Revenue, net of volume discounts is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognized:

Income from services

(i) Time and material contracts

Revenues from time and material services are recognized as the related services are performed.

(ii) Fixed price, milestone based contracts

Revenue from fixed-price development contracts are recognized using the percentage-completion method, under which the contract performance is determined by relating the actual costs incurred to date to the estimated total costs for each contract. Any anticipated losses expected upon contract completion are recognized immediately. Changes in job performance, conditions and estimated profitability may result in revisions and corresponding revenues and costs are recognized in the period in which the changes are identified.

(iii) Other Contracts

Revenue from contracts with amounts to be billed on monthly basis is recognized on a straight-line basis over the term of the contract. Revenue from transaction-priced contracts is recognized on rendering of the services as per the terms of the contracts.

Revenue from export services also comprises income from development of custom software applications and other IT services rendered on the basis of agreed upon mark up on cost incurred by the Company.

Unbilled revenue represent amounts recognized as revenues for the periods presented based on services performed in accordance with the terms of contracts that will be billed in subsequent periods.

Deferred revenue represents amounts billed in excess of revenue earned for which related services are expected to be performed in subsequent periods.

Interest

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest income is included under the head "other income" in the statement of profit and loss.



Other income

Other income is recognized on accrual basis.

Foreign currency transactions and balances

i) Initial Recognition

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

ii) Conversion

Foreign currency monetary items are retranslated using the exchange rate prevailing at the reporting date. Non-monetary items which are measured in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction.

iii) Exchange Differences

Exchange differences arising on the settlement of monetary items or on reporting such monetary items of Company at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognized as income or as expenses in the year in which they arise.

Income taxes

Tax expense comprises of current and deferred tax. Current income tax is measured at the tax rates and tax laws used to compute the amount are those that are enacted as per the respective country tax laws at the reporting date.

Deferred income taxes reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted as per the respective tax laws at the reporting date.

Deferred tax liabilities are recognized for all taxable timing differences. Deferred tax assets are recognized for deductible timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In situations where the Company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits.

Segment reporting

Identification of segments

The Company is engaged in the business of providing Information Technology and IT Enabled services, which in the context of Accounting Standard 17, Segment Reporting, issued by the Institute of Chartered Accountants of India, is considered as the only business segment. Further, the operations of the Company are managed from independent locations based on customer, which are located in different geographical locations.

Segment accounting policies

The Company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the Company as a whole.

Provisions

A provision is recognized when the Company has a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

Contingent Liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

Cash and cash equivalents

Cash and cash equivalents for the purpose of cash flow statement comprise cash at bank and in hand and short-term investments with an original maturity of three months or less.



3. Share capital

	31 March 2015 Rs. in thousands	31 March 2014 Rs. in thousands
Authorised shares		
1 (31 March 2014 - 1) equity share of EUR 625,000 each	31,141	31,141
Issued, subscribed and fully paid up shares		
1 (31 March 2014 - 1) equity share of EUR 625,000 each	31,141	31,141
Total issued, subscribed and fully paid up share capital	31,141	31,141

4. Reserves and surplus

	31 March 2015 Rs. in thousands	31 March 2014 Rs. in thousands
Foreign currency translation difference account		
Balance as per the last financial statements	13,931	(10,708)
Movement during the year	(41,253)	24,639
Closing balance	(27,322)	13,931
Surplus in the statement of profit and loss		
Balance as per the last financial statements	184,374	99,664
Profit for the year	(5,632)	84,710
Net surplus in the statement of profit and loss	178,742	184,374
Total reserves and surplus	151,420	198,305

5. Provisions

	Long-term		Short-term	
	31 March 2015 Rs. in thousands	31 March 2014 Rs. in thousands	31 March 2015 Rs. in thousands	31 March 2014 Rs. in thousands
Provision for tax (net of advance tax)	-	5,804	1,044	8,284
	-	5,804	1,044	8,284

6. Other current liabilities

	31 March 2015 Rs. in thousands	31 March, 2014 Rs. in thousands
Trade payables	1,399	158,003
Other current liabilities		
Provision for volume discount	1,746	2,307
Statutory liabilities	-	10,333
	1,746	12,640
	3,145	170,643

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Mascot Systems GmbH
Notes to financial statements for the year ended 31 March 2015

7. Tangible Assets	Computers	Total
Cost or valuation		
At 1 April 2013	2,522	2,522
Additions	-	-
Disposals	-	-
Exchange difference	751	751
At 31 March 2014	3,273	3,273
Additions	-	-
Disposals	-	-
Exchange difference	(601)	(601)
At 31 March 2015	2,672	2,672
Depreciation		
At 1 April 2013	2,522	2,522
Charge for the year	-	-
Disposals	-	-
Exchange difference	751	751
At 31 March 2014	3,273	3,273
Charge for the year	-	-
Disposals	-	-
Exchange difference	(601)	(601)
At 31 March 2015	2,672	2,672
Net book		
At 31 March 2014	-	-
At 31 March 2015	-	-



8. Loans and advances	Non-current		Current	
	31 March 2015 Rs. in thousands	31 March 2014 Rs. in thousands	31 March 2015 Rs. in thousands	31 March 2014 Rs. in thousands
Unsecured, Considered good				
Security deposit	27	33	-	-
Prepaid expenses	-	-	-	18
Loan and advances to related parties	-	-	-	28,919
Other loans and advances				
Advance income-tax (net of provision for tax)	-	-	20,342	6,520
	<u>27</u>	<u>33</u>	<u>20,342</u>	<u>35,457</u>
9. Trade receivables and other assets				
9.1 Trade receivables				
			31 March 2015 Rs. in thousands	31 March 2014 Rs. in thousands
Outstanding for a period exceeding six months from the date they are due for payment				
Unsecured, considered good			-	-
Unsecured, considered doubtful			-	-
Provision for doubtful receivables	(A)		-	-
Other receivables				
Unsecured, considered good			149	96,028
Unsecured, considered doubtful			-	-
Provision for doubtful receivables	(B)		-	-
Total (A+B)			<u>149</u>	<u>96,028</u>
9.2 Other current assets				
			31 March 2015 Rs. in thousands	31 March 2014 Rs. in thousands
Unsecured, considered good				
Unbilled revenues			36	19,297
			<u>36</u>	<u>19,297</u>
10. Cash and bank balances				
			31 March 2015 Rs. in thousands	31 March 2014 Rs. in thousands
Cash and cash equivalents				
Balances with banks:				
On current accounts			166,196	263,362
			<u>166,196</u>	<u>263,362</u>
11. Other income				
			31 March 2015 Rs. in thousands	31 March 2014 Rs. in thousands
Interest income on bank deposits			8	-
Interest income others			23	39
Exchange differences (net)			1,442	-
Miscellaneous income			496	259
			<u>1,969</u>	<u>298</u>
12. Employee benefit expense				
			31 March 2015 Rs. in thousands	31 March 2014 Rs. in thousands
Salaries, wages and bonus			-	91,636
Employee stock compensation expense			-	86
Staff welfare expenses			-	168
Other employee benefits			-	16,573
			<u>-</u>	<u>108,463</u>
13. Other expenses				
			31 March 2015 Rs. in thousands	31 March 2014 Rs. in thousands
Sub-contracting expenses			7,937	249,246
Rent			19	224
Rates and taxes			113	316
Insurance			1,397	1,634
Legal and professional fees			1,520	482
Exchange differences (net)			-	120
Miscellaneous expenses			303	-
			<u>11,289</u>	<u>252,022</u>
14. Finance costs				
			31 March 2015 Rs. in thousands	31 March 2014 Rs. in thousands
Interest on others			76	-
Bank charges			115	273
			<u>191</u>	<u>273</u>



15. Related party disclosures

Names of related parties and related party relationship

Related party where control exists

Ultimate Holding Company
IGATE Corporation

Holding Company
Patni Computer Systems GmbH

Other related parties (enterprise controlled by key management personnel)
Mastech Holdings Inc.

Key Management Personnel

Ashok Vemuri
Sujit Sircar
Mukund Srinath
Ashok Trivedi (Resigned on July 1,2015)
Sunil Wadhvani (Resigned on July 1,2015)

Related parties with whom transactions have taken place during the year

IGATE Global Solutions Limited

Related party transactions

	31 March 2015 Rs. in thousands	31 March 2014 Rs. in thousands
a) Revenues from operations		
IGATE Global Solutions Limited	-	6,779
Patni Computer Systems GmbH	-	5,326
Others	-	66
b) Expenses cross charged		
IGATE Global Solutions Limited	2,541	127,068
Patni Computer Systems GmbH	5,422	119,911
Others	-	2,672
b) Expenses incurred by company on behalf of		
IGATE Global Solutions Limited	-	406
Others	-	82

Balances outstanding

	31 March 2015 Rs. in thousands	31 March 2014 Rs. in thousands
a) Trade receivables		
IGATE Global Solutions Limited	-	26,238
Patni Computer Systems GmbH	-	2,822
b) Short term loans and advances		
Patni Computer Systems GmbH	-	28,919
c) Other liabilities		
Patni Computer Systems GmbH	-	114,914
IGATE Global Solutions Limited	-	39,130
Others	-	1,214

d) Other transactions

On March 31, 2015, the parent company IGATE Global solutions entered into a share purchase agreement with Patni Computer Systems Germany GmbH ("Patni GmbH") to transfer all the shares of Mascot Systems GmbH to Patni GmbH for a total consideration of Rs.189 million.

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16. Segment information

The Company's operations predominantly relate to providing Information Technology ('IT') services and IT Enabled services, delivered to customers globally across the geographies, the work being performed onsite and offshore. The Company considers all of these services to be relating to one segment i.e. IT enabled services. Accordingly, the board of directors and Chief Executive Officer of the Company review the performance of the Company as one primary segment as IT and IT-enabled operations solutions and services. Secondary segmental reporting is performed on the basis of the geographical segmentation since Company operates in various countries. The Company has assessed and concluded in that it operates in a single operating segment of IT and IT-enabled operations solutions and services considering similar risk and return for various types of services provided by the Company.

The Company's geographic segmentation is based on location of customers and comprises Germany and Rest of the world. Revenue in relation to geographic segments is categorised based on the location of the specific customer entity for which services are performed irrespective of the customer entity that is billed for the services and whether the services are delivered onsite or offshore. Categorisation of customer related assets in relation to geographic segments is based on the location of the specific customer entity which is billed for the services.

Geographic segments

	31 March 2015 Rs. in thousands	31 March 2014 Rs. in thousands
Segment Revenue		
Germany	1,395	482,431
Rest of the world	-	6,845
	<u>1,395</u>	<u>489,276</u>
Segment Assets		
Germany	186,754	387,939
Rest of the world	-	26,238
	<u>186,754</u>	<u>414,177</u>

17. Previous year figures

Previous year figures have been regrouped / reclassified, where necessary, to confirm to this year's classification.

As per our report of even date

For T Ramachandran & Co
Firm registration number: 009009S
Chartered Accountants

per T Ramachandran
Partner
Membership no. 207600



For and on behalf of the board of directors of
Mascot Systems GmbH

Sujit Sircar
Director

Place : Bangalore
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