

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

Quarterly Corporate Governance Report

1. Name of Listed Entity : SQS India BFSI Limited
 2. Quarter ending : March 31, 2019

I. Composition of Board of Directors

Title (Mr. / Ms)	Name of the Director	PAN ^s & DIN	Category (Chairperson /Executive/ Non-Executive/ independent / Nominee) &	Date of Appointment in the current term	Date of cessation	Tenure*	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Diederik Vos	NA** & 06744640	Chairperson - Additional (Non-Executive) Director	26/10/2017	02-01-2019	NA	1	NIL	NIL
Mr.	René Gawron	NA** & 06744645	Chairperson - Non-Executive Director	27/12/2013	-	NA	1	1	NIL
Mr.	K. Kumar	AFMPK9678R & 02343860	Independent Director	01/04/2014	-	5 Years	1	2	1
Mr.	Balaji Viswanathan	AAJPB9445P & '06771242	Executive Director	01/09/2018	-	NA	1	NIL	NIL
Mr.	Olivier Aldrin	NA** & 08345218	Non-Executive Director	31-01-2019	-	NA	1	NIL	NIL
Ms.	Lilian Jessie Paul	ADQPP4942D & 02864506	Independent Director	30/10/2014	-	5 Years	3	2	NIL
Mr.	S. Rajagopalan	AAXPR7717G & 01584674	Independent Director	01/04/2014	-	5 Years	1	2	1
Mr.	Rajiv Kuchhal	ACRPK2447C & 02257381	Independent Director	01/04/2014	-	5 Years	1	1	NIL
Mr.	Ralph Gillissen	NA** & 05184138	Non-Executive Director	09/08/2018	-	NA	1	NIL	NIL
Mr.	Ulrich Bäumer	NA** & 06763831	Independent Director	01/04/2014	-	5 Years	1	NIL	NIL

\$PAN number of any director would not be displayed on the website of Stock Exchange

&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

The above details does not include Foreign entities

** Foreign Nationals & Non-Residents and not holding PAN

II. Composition of Committees

Audit Committee Details

Whether the Audit Committee has a Regular Chairperson

Yes

Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	02343860	Mr. K. Kumar	Non-Executive - Independent Director	Chairperson	01-04-2014		
2	01584674	Mr. S. Rajagopalan	Non-Executive - Independent Director	Member	01-04-2014		
3	02257381	Mr. Rajiv Kuchhal	Non-Executive - Independent Director	Member	01-04-2014		
4	06744645	Mr. Rene Gawron	Non-Executive - Non Independent Director	Member	23-01-2014		

Nomination and remuneration committee

Whether the Nomination and remuneration committee has a Regular Chairperson

Yes

Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	02343860	Mr. K. Kumar	Non-Executive - Independent Director	Chairperson	01-04-2014		
2	01584674	Mr. S. Rajagopalan	Non-Executive - Independent Director	Member	01-04-2014		
3	02257381	Mr. Rajiv Kuchhal	Non-Executive - Independent Director	Member	01-04-2014		
4	06744640	Mr. Diederik Vos	Non-Executive - Non Independent Director	Member	26-10-2017	02-01-2019	
5	06744645	Mr. Rene Gawron	Non-Executive - Non Independent Director	Member	09-06-2017		

Stakeholders Relationship Committee

Whether the Stakeholders Relationship Committee has a Regular Chairperson

Yes

Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	01584674	Mr. S. Rajagopalan	Non-Executive - Independent Director	Chairperson	01-04-2014		
2	02343860	Mr. K. Kumar	Non-Executive - Independent Director	Member	01-04-2014		
3	02864506	Ms. Lilian Jessie Paul	Non-Executive - Independent Director	Member	28-04-2016		

Corporate Social Responsibility Committee

Whether the Corporate Social Responsibility Committee has a Regular Chairperson

Yes

Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	01584674	Mr. S. Rajagopalan	Non-Executive - Independent Director	Chairperson	23-04-2014		
2	02343860	Mr. K. Kumar	Non-Executive - Independent Director	Member	23-04-2014		
3	02864506	Ms. Lilian Jessie Paul	Non-Executive - Independent Director	Member	28-04-2016		

III. Meeting of Board of Directors

<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
25-Oct-18	31-Jan-19	97
31-Jan-19	29-Mar-19	56

IV. Meeting of Committees

<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
30 January 2019 - Audit Committee Meeting	All Members of the Committee were present	24-Oct-18	97
30 January 2019 - Nomination and Remuneration Committee Meeting	All Members of the Committee were present	24-Oct-18	97
30 January 2019 -Stakeholders Relationship Committee Meeting	All Members of the Committee were present	25-Oct-18	96

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

V. Related Party Transactions

Subject		Compliance status (Yes/No/NA) <small>refer note below</small>
Whether prior approval of audit committee obtained		Yes
Whether shareholder approval obtained for material RPT		Yes
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee		Yes

Note

1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.

2 If status is "No" details of non-compliance may be given here.

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
 - a. Audit Committee
 - b. Nomination & Remuneration Committee
 - c. Stakeholders Relationship Committee
 - d. ~~Risk management committee (applicable to the top 100 listed entities)~~
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
5. This report of the previous quarter has been placed before Board of Directors. The report of the present quarter will be placed in the ensuing Board Meeting.
Any comments/observations/advice of Board of Directors may be mentioned here: NIL

For SQS India BFSI Limited

S. Sampath Kumar

Company Secretary and Compliance Officer / ~~Managing Director~~ / CEO

Note:

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.

ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations

Item	Compliance status (Yes/No/NA) refer note below	Website Path
Details of business	Yes	www.sqs-bfsi.com
Terms and conditions of appointment of independent directors	Yes	http://www.sqs-bfsi.com/corporate-governance-overview.php
Composition of various committees of board of directors	Yes	http://www.sqs-bfsi.com/corporate-governance-overview.php
Code of conduct of board of directors and senior management personnel	Yes	http://www.sqs-bfsi.com/corporate-governance-overview.php
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	http://www.sqs-bfsi.com/corporate-governance-overview.php
Criteria of making payments to non-executive directors	NA*	
Policy on dealing with related party transactions	Yes	http://www.sqs-bfsi.com/corporate-governance-overview.php
Policy for determining 'material' subsidiaries	Yes	http://www.sqs-bfsi.com/corporate-governance-overview.php
Details of familiarization programmes imparted to independent directors	Yes	http://www.sqs-bfsi.com/corporate-governance-overview.php
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	http://www.sqs-bfsi.com/corporate-governance-overview.php
Email address for grievance redressal and other relevant details	Yes	http://www.sqs-bfsi.com/corporate-governance-overview.php
Financial results	Yes	http://www.sqs-bfsi.com/financial-overview.php
Shareholding pattern	Yes	http://www.sqs-bfsi.com/corporate-governance-overview.php
Details of agreements entered into with the media companies and/or their associates	Yes	http://www.sqs-bfsi.com/corporate-governance-overview.php
New name and the old name of the listed entity	NA	

* Shall be disclosed in the Annual Report and hence Not Applicable

II Annual Affirmations

Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note below
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes

Composition of Stakeholders Relationship Committee	20(1) & (2)	Yes
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	NA
Vigil Mechanism	22	Yes
Policy for Related Party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to Code of Conduct from members of Board of Directors and Senior Management Personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of Directors and Senior Management	26(2) & 26(5)	Yes

Note

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.
3. If the Listed Entity would like to provide any other information the same may be indicated here.

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.

For SQS India BFSI Limited

S. Sampath Kumar

Company Secretary and Compliance Officer / ~~Managing Director~~ / CEO