



#28, 1st Floor, Ganapathy Colony, Illrd Street, Teynampet, Chennai - 600 018.

Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended]

Dated: 27th July 2017

To,
The Chairman,
M/s SQS India BFSI Limited,
Chennai.

Dear Sir,

Subject: Consolidated Scrutinizer's Report on remote e-voting pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereto and in accordance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and E-voting through Instapoll at the 19th Annual General Meeting of M/s. SQS India BFSI Limited held on Thursday, July 27, 2017 at 3.30 p.m. at The Residency Towers, The Town Hall, 115, Sir Thyagaraya Road, T Nagar, Chennai - 600 017.

I, V Suresh, Practising Company Secretary, have been appointed by the Board of Directors of M/s. SQS India BFSI Limited ("the Company") in their meeting held on 27th April, 2017 as a Scrutinizer for the purpose of scrutinizing the remote e-voting / e-voting through Instapoll at the AGM venue and ascertaining the requisite majority, as per the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereto, and in accordance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the resolutions contained in the notice to the 19th Annual General Meeting (AGM) of the members of the Company, held on Thursday, July 27, 2017 at 3.30 p.m. at The Residency Towers, The Town Hall, 115, Sir Thyagaraya Road, T Nagar, Chennai - 600 017.

The Notice dated April 27, 2017 along with statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect of the below mentioned resolutions passed at the AGM of the Company.

The Public Advertisement with respect to dispatch of notices and conducting of voting through electronic means was published in an English newspaper "The Financial Express" and in a vernacular newspaper "Makkal Kural" having wide circulation, in their respective editions dated June 30, 2017.



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The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the Rules relating to voting through electronic means on the resolutions contained in the Notice of 19th AGM of the members of the Company. My responsibility as a Scrutinizer for the remote e-voting and the e-voting at the AGM venue (i.e. Instapoll) process is restricted to presenting a Scrutinizer's Report on the votes cast "in favour" or "against" or "abstained", in respect of the resolutions stated below, based on the reports generated from the e-voting system provided by M/s. Karvy Computershare Private Limited ("KARVY"), Hyderabad, the authorized agency to provide e-voting facilities, engaged by the Company.

The Company had also provided for e-voting through Instapoll at the 19th AGM, to the shareholders who had not cast their vote earlier through remote e-voting facility.

The members of the Company as on the "cut-off" date, i.e. July 21, 2017 were entitled to vote on the resolutions (items no. 1 to 4 as set out in the notice of the 19th AGM of the Company).

Further to the above, I submit my report as under:-

Remote E-voting:

- i. The e-voting period remained open from Monday, July 24, 2017 (9.00 a.m. IST) to Wednesday, July 26, 2017 (5.00 p.m. IST) (both days inclusive).
- ii. The votes cast under remote e-voting facility were thereafter unblocked in presence of two witnesses, who were not in employment of the Company.
- iii. The Corporate members who had participated in the remote e-voting had provided scanned copy of the resolution passed at the Board of Directors for authorization to exercise their votes through e-voting.

E-voting through Instapoll at the AGM venue:

- i. After the conclusion of the E-voting through Instapoll at the AGM, the votes cast thereat were unblocked in presence of two witnesses, who were not in employment of the Company.

Thereafter, the consolidated details containing, inter alia, list of Equity Share Holders, who voted "for", "against" or "abstained", in respect of each of the resolutions that were put to vote, were generated from the e-voting website of M/s. Karvy Computershare Private Limited ("KARVY"), Hyderabad (i.e.) www.evoting.karvy.com and based on such reports generated, the result of the e-voting is as under:



Resolution No 1: Ordinary Resolution**Ordinary Business: Adoption of**

a) *The Audited financial statements of the Company for the financial year ended March 31, 2017 with reports of the Board of Directors' and Auditors' thereon.*

b) *The Audited consolidated financial statements of the Company for the financial year ended March 31, 2017 and the Auditors' report thereon.*

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Abstained Votes
		No. of folios	No. of Shares	% of total number of valid votes cast	No. of folios	No. of Shares	% of total number of valid votes cast		
Remote E-Voting	59,15,720	21	59,15,720	100	-	-	-	-	145
E-Voting through Instapoll at the AGM Venue	1,96,134	22	1,96,134	100	-	-	-	9,737	-
Total	61,11,854	43	61,11,854	100	-	-	-	9,737	145

Resolution No 2: Ordinary Resolution

Ordinary Business: Declaration of final dividend of Rs.20/- per equity share of the face value of Rs.10/- for the financial year 2016-17.

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Abstained Votes
		No. of folios	No. of Shares	% of total number of valid votes cast	No. of folios	No. of Shares	% of total number of valid votes cast		
Remote E-Voting	59,15,165	22	59,15,165	100	-	-	-	-	-
E-Voting through Instapoll at the AGM Venue	1,96,134	22	1,96,134	100	-	-	-	9,737	-
Total	61,11,299	44	61,11,299	100	-	-	-	9,737	-



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Resolution No 3: Ordinary Resolution

Ordinary Business: Re-appointment of Mr. Rene Gawron (DIN:06744645) as a Director of the Company.

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Abstained Votes
		No. of folios	No. of Shares	% of total number of valid votes cast	No. of folios	No. of Shares	% of total number of valid votes cast		
Remote E-Voting	58,96,388	19	58,96,388	100	0	0	0	0	17,777
E-Voting through Instapoll at the AGM Venue	1,96,134	21	1,96,124	99.99	1	10	0.01	9,737	-
Total	60,92,522	40	60,92,512	99.99	1	10	0.01	9,737	17,777

Resolution No 4: Ordinary Resolution

Ordinary Business: Appointment of M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants as Statutory Auditors in place of M/s PKF Sridhar & Santhanam LLP, Chartered Accountants.

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Abstained Votes
		No. of folios	No. of Shares	% of total number of valid votes cast	No. of folios	No. of Shares	% of total number of valid votes cast		
Remote E-Voting	58,96,510	19	58,96,388	99.99	1	122	0.01	-	17,655
E-Voting through Instapoll at the AGM Venue	1,96,134	21	1,96,124	99.99	1	10	0.01	9,737	-
Total	60,92,644	40	60,92,512	99.99	2	132	0.01	9,737	17,655

All the resolutions have been passed with requisite majority.

Thanking you,
Yours faithfully,



V Suresh
Practising Company Secretary
CP No. 6032



For SQS India BFSI Limited



Managing Director and CEO