



Scrutinizer's Report

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

Dated: July 23, 2015

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 as amended by Companies (Management and Administration) Amendment Rules, 2015 and e-voting at the Annual General Meeting of M/s SQS India BFSI Limited held on Thursday, July 23, 2015 at 3:30 P.M at The Residency Towers, The Town Hall, 115, Sir Thyagaraya Road, T Nagar, Chennai – 600 017.

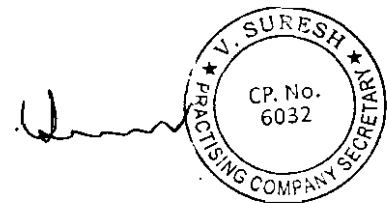
I, V Suresh, a Company Secretary in practice, have been appointed by the Board of Directors of M/s. SQS India BFSI Limited (the Company) as a Scrutinizer for the purpose of scrutinizing the remote e-voting/ e-voting at the AGM venue and ascertaining the requisite majority, as per the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 (the Rules) on the resolutions contained in the notice to the 17th Annual General Meeting (AGM) of the members of the Company, held on Thursday, 23rd July 2015 at 3:30 P.M.

The Notice dated 18th May 2015 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 Annual General Meeting 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 vernacular newspaper "Makkal Kural" of wide circulation in their respective editions dated June 30, 2015.

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 17th Annual General Meeting (AGM) of

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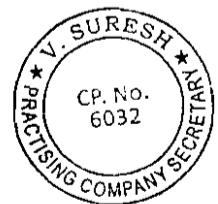
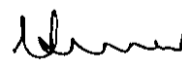
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the members of the Company. My responsibility as a Scrutinizer for the e-voting process is restricted to presenting a Scrutinizer's Report of the votes cast "in favour" or "against" or "abstained", in respect of the resolutions stated below, based 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 E-voting facility to the Shareholders present at this Annual General Meeting and who had not cast their vote earlier through remote e-voting facility.

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

- i. The e-voting period remained open from Monday 20th July, 2015 (9:00 a.m.) to Wednesday, 22nd July, 2015 (5.00 p.m.)
- ii. The members of the Company as on the "cut-off" date i.e. 17th July 2015 were entitled to vote on the resolutions (items no. 1 to 7 as set out in the notice of the 17th AGM of the Company.)
- iii. The votes cast under remote e-voting facility were thereafter unblocked in presence of two witnesses who were not in employment of the Company.
- iv. After the conclusion of the e-voting at the Annual General Meeting, the votes cast thereat were unblocked in presence of two witnesses, who were not in employment of the Company.
- v. Thereafter, the consolidated details containing inter alia, list of Equity Share Holders, who voted "for", "against" or "abstained", in respect of the each of the resolutions that were put to vote, were generated from the e-voting website of M/s. Karvy Computershare Private Limited ("KARVY"), India (i.e.) www.evoting.karvy.com and based on such reports generated, the result of the e-voting is as under:

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Resolution No 1: Ordinary Resolution

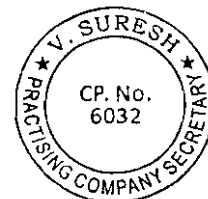

Ordinary Business: Adoption of audited Standalone and consolidated financial statements of the Company for the year ended March 31, 2015 with the reports of the Board of Directors and Auditors' thereon.

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Abstained Votes
		No. of Share Holders	No. of Shares	% of total number of valid votes cast	No. of Share Holders	No. of Shares	% of total number of valid votes cast		
Remote E-Voting	61,23,491	17	61,23,491	100	-	-	-	-	-
E-Voting at the AGM Venue	37,897	17	37,897	100	-	-	-	-	-
Total	61,61,388	34	61,61,388	100	-	-	-	-	-

Resolution No 2: Ordinary Resolution

Ordinary Business: Declaration of final dividend of Rs. 20/- per equity share of the face value of Rs. 10/- each for the financial year 2014-15.

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Abstained Votes
		No. of Share Holders	No. of Shares	% of total number of valid votes cast	No. of Share Holders	No. of Shares	% of total number of valid votes cast		
Remote E-Voting	61,23,491	17	61,23,491	100	-	-	-	-	-
E-Voting at the AGM Venue	37,897	17	37,897	100	-	-	-	-	-
Total	61,61,388	34	61,61,388	100	-	-	-	-	-



Resolution No 3: Ordinary Resolution

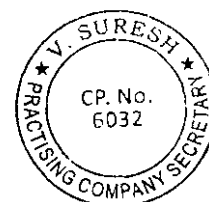
Ordinary Business: Appointment of Mr. René Gawron, who retires by rotation and being eligible offers himself for re-appointment.

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Abstained Votes
		No. of Share Holders	No. of Shares	% of total number of valid votes cast	No. of Share Holders	No. of Shares	% of total number of valid votes cast		
Remote E-Voting	61,23,491	17	61,23,491	100	-	-	-	-	-
E-Voting at the AGM Venue	37,897	17	37,797	100	1	100	0.00	-	-
Total	61,61,388	34	61,61,288	100	1	100	0.00	-	-

Resolution No 4: Ordinary Resolution

Ordinary Business: Appointment of M/s. PKF Sridhar & Santhanam LLP, Chartered Accountants, as auditors of the Company.

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Abstained Votes
		No. of Share Holders	No. of Shares	% of total number of valid votes cast	No. of Share Holders	No. of Shares	% of total number of valid votes cast		
Remote E-Voting	61,23,491	17	61,23,491	100	-	-	-	-	-
E-Voting at the AGM Venue	37,897	17	37,897	100	-	-	-	-	-
Total	61,61,388	34	61,61,388	100	-	-	-	-	-



Resolution No 5: Ordinary Resolution

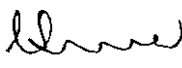

Special Business: Appointment of Ms. Lilian Jessie Paul as an Independent Director.

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Abstained Votes
		No. of Share Holders	No. of Shares	% of total number of valid votes cast	No. of Share Holders	No. of Shares	% of total number of valid votes cast		
Remote E-Voting	61,23,491	17	61,23,490	100	1	1	0.00	-	-
E-Voting at the AGM Venue	37,897	17	37,897	100	-	-	-	-	-
Total	61,61,388	34	61,61,387	100	1	1	0.00	-	-

Resolution No 6: Special Resolution

Special Business: Adoption of Amended Articles of Association.

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Abstained Votes
		No. of Share Holders	No. of Shares	% of total number of valid votes cast	No. of Share Holders	No. of Shares	% of total number of valid votes cast		
Remote E-Voting	61,23,491	17	61,23,491	100	-	-	-	-	-
E-Voting at the AGM Venue	37,897	17	37,897	100	-	-	-	-	-
Total	61,61,388	34	61,61,388	100	-	-	-	-	-

Resolution No 7: Special Resolution

Special Business: Approval of Related Party Transaction.

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Abstained Votes
		No. of Share Holders	No. of Shares	% of total number of valid votes cast	No. of Share Holders	No. of Shares	% of total number of valid votes cast		
Remote E-Voting	3,69,690	16	3,69,690	100	-	-	-	-	57,53,801
E-Voting at the AGM Venue	37,897	17	37,897	100	-	-	-	-	-
Total	4,07,587	33	4,07,587	100	-	-	-	-	57,53,801

All the resolutions have been passed with requisite majority.

The data sheet relating to e-voting is in the safe custody of the undersigned, and it will be handed over to the Chairman of the Company, once the Minutes are approved and signed.

Thanking you,

Yours Faithfully,



V Suresh
Practising Company Secretary
C.P.No 6032

