

**SQS India BFSI Limited**

CIN: L64202TN1998PLC066604

Regd. Off: 6A, Sixth Floor, Prince Infocity II, 283/3 &amp; 283/4, Rajiv Gandhi Salai (OMR), Kandanchavadi, Chennai – 600096.

TEL No: 044-43923200, FAX No: 044-43923258 Email: [investor.sqsbfsi@sq.com](mailto:investor.sqsbfsi@sq.com), Web: [www.sqs-bfsi.com](http://www.sqs-bfsi.com)**POSTAL BALLOT FORM**

Serial No. :

1. Name and Registered address of sole/first named Shareholder :

2. Name or Name(s) of the Joint holder(s) (if any) :

3. Registered Folio No. / DP & Client ID No.\* :  
(\*Applicable to investors holding shares in dematerialized Form)

4. Number of shares held :

I/We hereby exercise my/our votes in respect of the following Ordinary / Special Resolutions to be passed through Postal Ballot for the business stated in the Notice dated February 11, 2019 of the Company by conveying my/our assent or dissent to the said Ordinary / Special Resolutions by placing the tick (✓) mark in the appropriate box below:

Item No.	Description	No. of Shares held by me / us	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Approval for Buyback of Equity Shares			
2.	Appointment of Mr. Ralph Franz Gillessen (DIN 05184138) as Director of the Company			
3.	Appointment of Mr. Olivier Aldrin (DIN 08345218) as Director of the Company			
4.	Appointment of Mr. Balaji Viswanathan (DIN 06771242) as Director of the Company			
5.	Appointment of Mr. Balaji Viswanathan (DIN 06771242) as Managing Director and Chief Executive Officer (Key Managerial Personnel) of the Company			
6.	Appointment of Prof. K. Kumar (DIN 02343860) as an Independent Director (Non-Executive) of the Company			
7.	Appointment of Prof. S. Rajagopalan (DIN 01584674) as an Independent Director (Non-Executive) of the Company			
8.	Appointment of Mr. Rajiv Kuchhal (DIN 02257381) as an Independent Director (Non-Executive) of the Company			
9.	Appointment of Mr. Ulrich Bäumer (DIN 06763831) as an Independent Director (Non-Executive) of the Company			
10.	To approve the payment of remuneration to Directors other than Managing Director or Whole-time Director			
11.	To approve change in name of the Company			

Place :

Date :

Signature(s) of the shareholder(s)/  
Authorised Representative

(Optional) Email: \_\_\_\_\_ Tel.No: \_\_\_\_\_

Mobile: \_\_\_\_\_

**THE ELECTRONIC VOTING PARTICULARS**

EVEN (E-VOTING EVENT NUMBER)	USER ID	PASSWORD/PIN
190204006		

Note:

- Last date for receipt of Postal Ballot Forms by Scrutiniser is Tuesday, March 26, 2019 upto 5.00 p.m . IST.
- Please read the instructions printed overleaf carefully before exercising your vote.

### **Instructions for Postal Ballot:**

1. A member desiring to exercise vote by postal ballot is requested to read the instructions for Postal Ballot carefully and return the Postal Ballot Form duly completed, in the attached self-addressed postage pre-paid envelope so as to reach the Scrutiniser on or before the close of working hours (5.00 p.m. IST) **Tuesday, March 26, 2019**. A member may request for a duplicate postal ballot form, if required from Cameo / download from [www.sqs-bfsi.com](http://www.sqs-bfsi.com). However, such duplicate postal ballot form should reach the Scrutiniser not later than the date and time specified above.
2. The member(s) may choose to send the postal ballot by courier at their own expense.
3. Members are requested not to send any other paper along with the postal ballot form in the enclosed self-addressed envelope.
4. The form should be duly completed and signed by the member. In case of joint holding, the form should be completed and signed (as per the specimen signature registered with the company) by the first named member and in his / her absence, by the next named member.
5. The consent or dissent may be recorded by placing the tick ( ✓ ) mark in the prescribed column for assent and dissent given in the Postal Ballot Form.
6. Unsigned Postal Ballot Form will be rejected.
7. Member cannot vote by post and e-voting and if he votes both by post and e-voting, his vote by post shall be treated as invalid.
8. The voting rights of the shareholders shall be in proportion to their shares of the paid-up equity share capital of the company as on the cut-off date i.e. **February 22, 2019**.
9. A Member need not use all his votes and nor does he need to cast all his votes in the same manner.
10. Where postal ballot form is signed by an authorised representative of a body corporate, a certified copy of the relevant authorisation / resolution should accompany the postal ballot form.
11. In case the postal ballot form is signed by a Power of Attorney holder, the Power of Attorney registration number intimated by the Company / Registrar & Transfer Agents should be mentioned.
12. Instances under which the postal ballot form will be considered invalid :
  - a. A form other than one issued by the company has been used.
  - b. It has not been signed by or on behalf of the Member.
  - c. Signature on the postal ballot form does not match the specimen signatures with the Company.
  - d. It is not possible to determine without any doubt the assent or dissent of the Member.
  - e. Neither assent nor dissent is mentioned.
  - f. Any competent authority has given directions in writing to the company to freeze the Voting Rights of the Member.
  - g. The envelope containing the postal ballot form is received after the last date prescribed.
  - h. The postal ballot form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority.
  - i. It is defaced or mutilated in such a way that its identity as a genuine form cannot be established.
  - j. Member has made any amendment to the Resolution or imposed any condition while exercising his vote.
13. The members are requested to fill the Postal Ballot Form in the indelible ink (and avoid filling by using erasable writing mediums like pencils).
14. There will be one Postal Ballot Form for every Folio / Client ID irrespective of the number of joint holders.
15. The Scrutiniser's decision on the validity of the Postal Ballot is final.
16. In terms of Clause 16.6.3 of Secretarial Standard-2, the resolution shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed postal ballot forms or e-voting (i.e. Tuesday , March 26, 2019)
17. The Company is pleased to offer e-voting facility as an alternative, for all Members of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot form. E-voting is optional. The detailed procedure of e-voting is enumerated in the Notice under page nos 11 and 12.