



SQS India BFSI Limited  
(Formerly Thinksoft Global Services Limited)  
6A, Sixth Floor, Prince Infocity II  
No. 283/3 & 283/4,  
Rajiv Gandhi Salai (OMR)  
Kandanchavadi, Chennai 600096, India

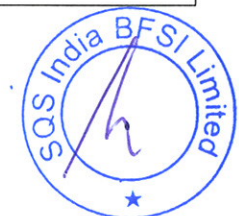
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CIN: L64202TN1998PLC066604

**Voting Results of 17<sup>th</sup> AGM of SQS India BFSI Limited**  
(formerly Thinksoft Global Services Limited) 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

<b>Date of the AGM</b>	<b>23<sup>rd</sup> July, 2015</b>
<b>Total number of shareholders on record date</b>	<b>9,418</b>
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	<b>156</b>
<b>Promoter and Promoter Group:</b>	<b>1</b>
<b>Public:</b>	<b>155</b>
<b>No. of shareholders attended the meeting through Video Conference:</b>	<b>Nil</b>
<b>Promoters and Promoter Group:</b>	<b>Nil</b>
<b>Public:</b>	<b>Nil</b>

The resolution has been passed by the Members at its 17<sup>th</sup> Annual General Meeting 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.

<b>S.No.</b>	<b>Details of the Agenda:</b>	<b>Resolution required: (Ordinary/Special)</b>
<b>1</b>	To receive, consider and adopt a) The Audited financial statements of the Company for the financial year ended March 31, 2015 with the 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, 2015 and Auditors' Report thereon	Ordinary Resolution





Mode of voting: (Show of hands/Poll/Postal ballot/E-voting): E- Voting

In case of Poll/Postal ballot/E-voting:

Res No	Description	No of Shares Held	No of Votes polled	% of Votes Polled on outstanding shares	No of Votes in favour	No of Votes in Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3) =(2)/(1)	(4)	(5)	(6)=(4)/(2)	(7)=(5)/(2)
1	Promoter and Promoter Group	5,753,801	5,753,801	100	5,753,801	-	100	-
1	Public – Institutional Holders	426,463	252,858	59	252,858	-	100	-
1	Public-Others	4,381,535	154,729	4	154,729	-	100	-
	Resolution Total: (1)	10,561,799	6,161,388	58	6,161,388	-	100	

S.No.	Details of the Agenda:	Resolution required: (Ordinary/Special)
2	To declare a final dividend of Rs.20/- per equity share of the face value of Rs. 10/- for the financial year 2014-15.	Ordinary Resolution

Mode of voting: (Show of hands/Poll/Postal ballot/E-voting): E- Voting

In case of Poll/Postal ballot/E-voting:

Res No	Description	No of Shares Held	No of Votes polled	% of Votes Polled on outstanding shares	No of Votes in favour	No of Votes in Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3) =(2)/(1)	(4)	(5)	(6)=(4)/(2)	(7)=(5)/(2)
2	Promoter and Promoter Group	5,753,801	5,753,801	100	5,753,801	-	100	-
2	Public – Institutional Holders	426,463	252,858	59	252,858	-	100	-
2	Public-Others	4,381,535	154,729	4	154,729	-	100	-
	Resolution Total: (2)	10,561,799	6,161,388	58	6,161,388	-	100	





S.No.	Details of the Agenda:	Resolution required: (Ordinary/Special)
3	To appoint a Director in place of Mr. René Gawron (DIN-06744645) who retires by rotation in terms of Section 152 (6) of the Companies Act, 2013 at this Annual General Meeting and being eligible offers himself for re-appointment.	Ordinary Resolution

Mode of voting: (Show of hands/Poll/Postal ballot/E-voting): E- Voting

In case of Poll/Postal ballot/E-voting:

Res No	Description	No of Shares Held	No of Votes polled	% of Votes Polled on outstanding shares	No of Votes in favour	No of Votes in Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=(2)/(1)	(4)	(5)	(6)=(4)/(2)	(7)=(5)/(2)
3	Promoter and Promoter Group	5,753,801	5,753,801	100	5,753,801	-	100	-
3	Public – Institutional Holders	426,463	252,858	59	252,858	-	100	-
3	Public-Others	4,381,535	154,729	4	154,629	100	100	0
	Resolution Total: (3)	10,561,799	6,161,388	58	6,161,288	100	100	

S.No.	Details of the Agenda:	Resolution required: (Ordinary/Special)
4	Ratification of Appointment of Statutory Auditors	Ordinary Resolution

Mode of voting: (Show of hands/Poll/Postal ballot/E-voting): E- Voting

In case of Poll/Postal ballot/E-voting:





Res No	Description	No of Shares Held	No of Votes polled	% of Votes Polled on outstanding shares	No of Votes in favour	No of Votes in Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3) =(2)/(1)	(4)	(5)	(6)=(4)/(2)	(7)=(5)/(2)
4	Promoter and Promoter Group	5,753,801	5,753,801	100	5,753,801	-	100	-
4	Public – Institutional Holders	426,463	252,858	59	252,858	-	100	-
4	Public-Others	4,381,535	154,729	4	154,729	-	100	-
	Resolution Total: (4)	10,561,799	6,161,388	58	6,161,388	-	100	

S.No.	Details of the Agenda:	Resolution required: (Ordinary/Special)
5	Appointment of Ms. Lilian Jessie Paul ( DIN - 02864506) as an Independent Director	Ordinary Resolution

Mode of voting: (Show of hands/Poll/Postal ballot/E-voting): E- Voting

In case of Poll/Postal ballot/E-voting:

Res No	Description	No of Shares Held	No of Votes polled	% of Votes Polled on outstanding shares	No of Votes in favour	No of Votes in Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3) =(2)/(1)	(4)	(5)	(6)=(4)/(2)	(7)=(5)/(2)
5	Promoter and Promoter Group	5,753,801	5,753,801	100	5,753,801	-	100	-
5	Public – Institutional Holders	426,463	252,858	59	252,858	-	100	-
5	Public-Others	4,381,535	154,729	4	154,728	1	100	0
	Resolution Total: (5)	10,561,799	6,161,388	58	6,161,387	1	100	





S.No.	Details of the Agenda:	Resolution required: (Ordinary/Special)
6	Adoption of Amended Articles of Association	Special Resolution

Mode of voting: (Show of hands/Poll/Postal ballot/E-voting): E- Voting

In case of Poll/Postal ballot/E-voting:

Res No	Description	No of Shares Held	No of Votes polled	% of Votes Polled on outstanding shares	No of Votes in favour	No of Votes in Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3) =(2)/(1)	(4)	(5)	(6)=(4)/(2)	(7)=(5)/(2)
6	Promoter and Promoter Group	5,753,801	5,753,801	100	5,753,801	-	100	-
6	Public – Institutional Holders	426,463	252,858	59	252,858	-	100	-
6	Public-Others	4,381,535	154,729	4	154,729	-	100	-
	Resolution Total: (6)	10,561,799	6,161,388	58	6,161,388	-	100	

S.No.	Details of the Agenda:	Resolution required: (Ordinary/Special)
7	Approval of Related Party Transaction	Special Resolution

Mode of voting: (Show of hands/Poll/Postal ballot/E-voting): E- Voting

In case of Poll/Postal ballot/E-voting:

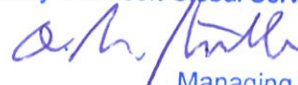
Res No	Description	No of Shares Held	No of Votes polled	% of Votes Polled on outstanding shares	No of Votes in favour	No of Votes in Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3) =(2)/(1)	(4)	(5)	(6)=(4)/(2)	(7)=(5)/(2)
7	Promoter and Promoter Group	5,753,801	-	-	-	-	-	-
7	Public – Institutional Holders	426,463	252,858	59	252,858	-	100	-





7	Public- Others	4,381,535	154,729	4	154,729	-	100	-
	Resolution Total: (7)	10,561,799	407,587	4	407,587	-	100	

For SQS India BFSI Limited  
(Formerly Thinksoft Global Services Ltd)

  
Managing Director





**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.**

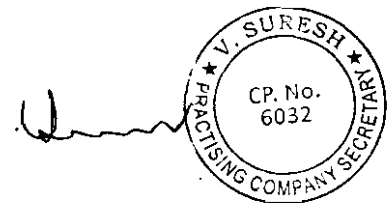
I, V Suresh, a Company Secretary in practice, have been appointed by the Board of Directors of M/s. SQS India BFSI Limited (the Company) as a Scrutinizer for the purpose of scrutinizing the remote e-voting/ e-voting at the AGM venue and ascertaining the requisite majority, as per the provisions of Section 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 17<sup>th</sup> Annual General Meeting (AGM) of the members of the Company, held on Thursday, 23<sup>rd</sup> July 2015 at 3:30 P.M.

The Notice dated 18<sup>th</sup> 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 17<sup>th</sup> Annual General Meeting (AGM) of

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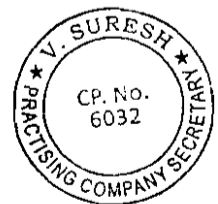
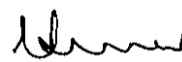
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the members of the Company. My responsibility as a Scrutinizer for the e-voting process is restricted to presenting a Scrutinizer's Report of the votes cast "in favour" or "against" or "abstained", in respect of the resolutions stated below, based 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, 22<sup>nd</sup> July, 2015 (5.00 p.m.)
- ii. The members of the Company as on the "cut-off" date i.e. 17<sup>th</sup> July 2015 were entitled to vote on the resolutions (items no. 1 to 7 as set out in the notice of the 17<sup>th</sup> 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](http://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**

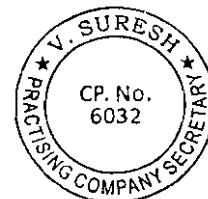
**Ordinary Business: Adoption of audited Standalone and consolidated financial statements of the Company for the year ended March 31, 2015 with the reports of the Board of Directors and Auditors' thereon.**

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	-	-	-	-	-
<b>Total</b>	<b>61,61,388</b>	<b>34</b>	<b>61,61,388</b>	<b>100</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

**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	-	-	-	-	-
<b>Total</b>	<b>61,61,388</b>	<b>34</b>	<b>61,61,388</b>	<b>100</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>



**Resolution No 3: Ordinary Resolution**

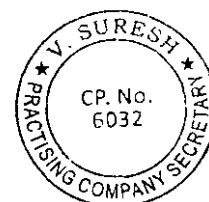
**Ordinary Business: Appointment of Mr. René Gawron, who retires by rotation and being eligible offers himself for re-appointment.**

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	-	-
<b>Total</b>	<b>61,61,388</b>	<b>34</b>	<b>61,61,288</b>	<b>100</b>	<b>1</b>	<b>100</b>	<b>0.00</b>	<b>-</b>	<b>-</b>

**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	-	-	-	-	-
<b>Total</b>	<b>61,61,388</b>	<b>34</b>	<b>61,61,388</b>	<b>100</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>



**Resolution No 5: Ordinary Resolution**

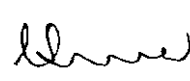

**Special Business: Appointment of Ms. Lilian Jessie Paul as an Independent Director.**

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	-	-	-	-	-
<b>Total</b>	<b>61,61,388</b>	<b>34</b>	<b>61,61,387</b>	<b>100</b>	<b>1</b>	<b>1</b>	<b>0.00</b>	<b>-</b>	<b>-</b>

**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	-	-	-	-	-
<b>Total</b>	<b>61,61,388</b>	<b>34</b>	<b>61,61,388</b>	<b>100</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

**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	-	-	-	-	-
<b>Total</b>	<b>4,07,587</b>	<b>33</b>	<b>4,07,587</b>	<b>100</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>57,53,801</b>

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

