



Consolidated Report of the Scrutinizer

[Pursuant to Section 110 of Companies Act, 2013 and Rule 22 of
Companies (Management and Administration) Rules, 2014]

March 21, 2016

Mr. Martin Muller
Managing Director and CEO
SQS INDIA BFSI LIMITED
6A, Sixth Floor, Prince Infocity II,
No.283/3 & 283/4,
Rajiv Gandhi Salai (OMR),
Kandanchavadi,
Chennai – 600 096.

Result of Postal Ballot / E-Voting

Dear Sir,

I, M Alagar, Company Secretary in Practice (CoP No. 8196) have been appointed as a Scrutinizer by the Board of Directors of SQS India BFSI Limited (herein after referred to as **"the Company"**) vide their meeting held on January 28, 2016 for scrutinizing postal ballot voting (both e-voting and physical voting) in respect of the passing of the resolutions contained in the Notice Dated January 28, 2016 through postal ballot.

I submit my report as under

1. The company has completed the dispatch of Notice of Postal Ballot along with the Postal Ballot Form by Registered Post on, **February 16, 2016** along with postage prepaid business reply envelope to its Members whose name(s) appeared on the Register of Members / List of Beneficial Owners as on **February 05, 2016**.
2. The company has made an advertisement regarding dispatch of postal ballot notice along with the postal ballot forms in Financial Express (English) all editions and Makkal Kural (Tamil) Chennai Edition on **February 17, 2016**.
3. I monitored the process of electronic voting through the scrutinizer's secured link provided by Karvy Computershare Private Limited ("E-voting Agency and Registrar and Transfer Agent") on the designated website.
4. The e-voting period remained open from **February 17, 2016 to March 16, 2016**.
5. Particulars of all the postal ballot forms received from the Members in physical form (s) and electronic voting report generated from e-voting agency's portal have been entered in a register maintained for the purpose.



6. The postal ballot forms were kept under my safe custody in sealed and tamper proof ballot envelopes before commencing the scrutiny of such postal ballot forms.
7. All postal ballot forms received up to 6.00 PM on March 16, 2016, being the last date and time fixed by the Company for receipt of the forms were considered for my scrutiny. Envelopes received after 6.00 PM on March 16, 2016 were not considered. The e-voting was disabled immediately thereafter.
8. With the support of the Registrar and Transfer Agent ("RTA") of the Company, the Postal Ballot forms were scrutinized and the signatures of Members who had cast their votes verified with their specimen signature registered with the RTA as provided by the depositories.
9. The Postal ballot envelopes were opened from time to time and the last lot was opened on March 16, 2016 after 6.00 P.M in my presence, along with unblocking of e-voting results in the presence of two witnesses, Mr. D. Saravanan and Ms. S.Rukmani who are not in the employment of the Company.
10. There were 154 (One Hundred and Fifty Four) envelopes containing postal ballot Notice (s) / Form (s), which were returned undelivered and these envelopes were not opened and they are separately kept.
11. I did not find any defaced or mutilated ballot paper(s).
12. The shareholders exercised their voting either by electronic or physical mode. There was no shareholders who opted for both facilities
13. A summary of the postal ballot (e-voting and physical mode both) is given hereunder below:-

Resolution No. 1: Appointment of Ms. Aarti Arvind (DIN 07414979) as Director of the Company

S. No	No of shareholders voted				No. of shares / vote casted			Percentage on net valid votes
	Particulars of Voting	Postal Ballot Form	E-Voting	Total	Postal Ballot Form	E-Voting	Total	
1	Total Votes received	52	22	74	38,976	60,72,180	61,11,156	
2	Less: Invalid votes (as per the register)	7	0	7	130	0	130	
3	Net valid votes (as per the register)	45	22	67	38,846	60,72,180	61,11,026	
4	Votes with assent	44	21	65	38,841	60,72,173	61,11,014	100.00
5	Votes with dissent	1	1	2	5	7	12	0.00



Resolution No. 2: Appointment of Ms. Aarti Arvind (DIN 07414979) as Managing Director and CEO of the Company

S. No	No of shareholders voted				No. of shares / vote casted			Percent age on net valid votes
	Particulars of Voting	postal Ballot Forms	E-Voting	Total	postal Ballot Forms	E-Voting	Total	
1	Total Votes received	52	22	74	38,976	60,72,180	61,11,156	
2	Less: Invalid votes (as per the register)	7	0	7	130	0	130	
3	Net valid votes (as per the register)	45	22	67	38,846	60,72,180	61,11,026	
4	Votes with assent	44	15	59	38,841	58,00,700	58,39,541	95.56
5	Votes with dissent	1	7	8	5	2,71,480	2,71,485	4.44

Resolution No. 3: Appointment of Mr.N.Vaidyanathan (DIN 02636173) as Director of the Company

S. No	No of shareholders voted				No. of shares / vote casted			Percent age on net valid votes
	Particulars of Voting	postal Ballot Forms	E-Voting	Total	postal Ballot Forms	E-Voting	Total	
1	Total Votes received	52	22	74	38,976	60,72,180	61,11,156	
2	Less: Invalid votes (as per the register)	7	0	7	130	0	130	
3	Net valid votes (as per the register)	45	22	67	38,846	60,72,180	61,11,026	
4	Votes with assent	43	22	65	38,831	60,72,180	61,11,011	100.00
5	Votes with dissent	2	0	2	15	0	15	0.00



Resolution No. 4: Appointment of Mr. N. Vaidyanathan (DIN 02636173) as Executive Director of the Company

S. No	No of shareholders voted				No. of shares / vote casted			Percent age on net valid votes
	Particulars of Voting	postal Ballot Forms	E-Voting	Total	postal Ballot Forms	E-Voting	Total	
1	Total Votes received	52	22	74	38,976	60,72,180	61,11,156	
2	Less: Invalid votes (as per the register)	7	0	7	130	0	130	
3	Net valid votes (as per the register)	45	22	67	38,846	60,72,180	61,11,026	
4	Votes with assent	43	14	57	38,831	58,00,693	58,39,524	95.56
5	Votes with dissent	2	8	10	15	2,71,487	2,71,502	4.44

14. I will hand over the register and all other papers/ records relating to electronic voting for safe custody to the Company, upon signing of minutes of the meeting by the Chairman.

15. You may accordingly declare the result of voting through Postal Ballot.

Thanking you

Yours truly,

For **M. Alagar & Associates**

M. Alagar

M. Alagar
CoP.No. 8196
F.C.S – 7488



21/3/2016
[Signature]

Date: March 21, 2016
Place: Chennai