

# SQS India BFSI Limited



Regd. Off: 6A, Sixth Floor, Prince Infocity II, 283/3 & 283/4. Rajiv Gandhi Salai (OMR), Kandanchavadi, Chennai – 600 096,  
TEL No: 044-4392 3200, FAX No: 044-4392 3258, Email: [investor.sqsbfsi@sqsbfsi.com](mailto:investor.sqsbfsi@sqsbfsi.com), Web: [www.sqs-bfsi.com](http://www.sqs-bfsi.com), CIN: L64202TN1998PLC066604

## NOTICE

Notice is hereby given that the Nineteenth Annual General Meeting of **SQS India BFSI Limited** will be 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 to transact the following business:

### **ORDINARY BUSINESS**

1. To receive, consider and adopt
  - a) The Audited financial statements of the Company for the financial year ended March 31, 2017 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, 2017 and Auditors' Report thereon.
2. To declare a final dividend of Rs.20/- per equity share of the face value of Rs.10/- for the financial year 2016-17.
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.
4. To appoint Statutory Auditors and fix their remuneration:

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

**“RESOLVED that** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants, (ICAI Firm Registration No.104607W/W100166), be and is hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the 24<sup>th</sup> Annual General Meeting of the Company, subject to ratification of such appointment at every Annual General Meeting in place of M/s. PKF Sridhar & Santhanam LLP, Chartered Accountants (ICAI Firm Registration No.003990S / S200018), who are retiring after completion of their term and that the Board be and is hereby authorised to fix such remuneration as may be recommended by the Audit Committee in consultation with the Auditors of the Company from time to time.”

**“RESOLVED further that** the Board of Directors of the Company (including its Committee thereof), be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution.”

**By order of the Board of Directors**

**For SQS India BFSI Limited**

**S. Sampath Kumar**

Company Secretary & Compliance Officer  
FCS No.3838

Place : Chennai  
Date : April 27, 2017

## Notes:

1. A member entitled to attend and vote at the annual general meeting is entitled to appoint a proxy to attend and vote instead of himself / herself and such proxy need not be a member of the company. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than ten percent of the total share capital of the Company.

The proxy form duly completed and signed, should be lodged with the Company, at its registered office at least 48 hours before the commencement of the meeting. Corporate members intending to send their Authorized Representatives to attend the meeting are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the meeting.

2. Members / Proxies / Authorised Representatives should bring the duly filled Attendance slip / Identification Form enclosed herewith to attend the meeting.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, July 22, 2017 to Thursday, July 27, 2017 (both days inclusive) for annual closing and determining the entitlement of the shareholders to the final dividend for financial year 2016-17.
4. The information under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Director seeking appointment / re-appointment at the Annual General Meeting, forms integral part of the notice. The Director has furnished the requisite declaration for his re-appointment.
5. Subject to the provisions of the Companies Act, 2013, final dividend as recommended by the Board of Directors, if declared at the meeting, will be paid within a period of 30 days from the date of declaration, to those Members whose name appear on the Register of Members as on Friday, July 21, 2017. The Interim Dividend of Rs.4/- per share was paid on November 15, 2016.
6. M/s. PKF Sridhar & Santhanam LLP, Chartered Accountants (ICAI Firm Registration No.003990S / S200018), will complete their term as Statutory Auditors of the Company in terms of Section 139 of the Companies Act, 2013 at this Annual General Meeting.

M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants, (ICAI Firm Registration No.104607W/W100166), is proposed to be appointed as Statutory Auditors of the Company, as they have given their consent, vide their letter dated April 24, 2017, and on appointment in the ensuing Annual General Meeting will hold office from the conclusion of this Annual General Meeting until the conclusion of the 24<sup>th</sup> Annual General Meeting of the Company, subject to ratification of such appointment at every Annual General Meeting. They have confirmed that their appointment, if made, would be in compliance with the provisions of Section 139 and 141 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) framed thereunder as applicable.

The Board recommend their appointment as Statutory Auditors of the Company.

7. Members whose shareholding is in the electronic mode are requested to direct change of address notifications and update the savings bank account details with their respective depository participants. Members are encouraged to utilize the Electronic Clearing System (ECS) for receiving dividends.
8. All documents referred to in the notice requiring the approval of the Members at the Meeting and other statutory registers shall be available for inspection by the Members at the registered office of the Company during normal business hours on working days except Saturdays, Sundays and public holidays, from the date hereof up to the date of the annual general meeting.

9. Members wishing to claim dividends, which remain unclaimed, are requested to correspond with the Company Secretary, at the Company's registered office or Karvy Computershare Private Limited. Members are requested to note that dividend not encashed or claimed within seven years from the date of transfer to the Company's unpaid dividend account, will as per Section 124 of the Companies Act, 2013, be transferred to the Investor Education and Protection Fund (IEPF) and all the shares in respect of which the unpaid / unclaimed dividend transferred, shall also be transferred to IEPF, if the dividend pertaining to such shares remains unclaimed / unpaid for a period of 7 consecutive years.
10. Members holding shares in electronic form are requested to intimate immediately any change in their residential address or bank mandates to their Depository Participant(s) (DP) with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their residential address or bank mandates immediately to the Company / Karvy Computershare Private Limited.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s) with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Karvy Computershare Private Limited.
12. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The nomination form can be obtained from the Company / Karvy Computershare Private Limited.
13. With a view to using of natural resources responsibly, we request the shareholders to update their email address with the Depository Participant(s) to enable the Company to send communications electronically.
14. All communications relating to shares may please be addressed to the Company's Registrar and Share Transfer Agent at the following address:

M/s. Karvy Computershare Private Limited  
Karvy Selenium Tower B, Plot No 31 & 32  
Gachibowli, Financial District  
Nanakramguda, Serilingampally  
Hyderabad – 500 032  
Tel: +91 40 6716 2222  
Email: [einward.ris@karvy.com](mailto:einward.ris@karvy.com)
15. In terms of Section 101 and 136 of the Companies Act, 2013 read with the Rules made thereunder, electronic copy of the Notice of the 19<sup>th</sup> Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance slip / Identification Form and Proxy Form is being sent to all the members whose e-mail IDs are registered with the Company / Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 19<sup>th</sup> Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance slip / Identification Form and Proxy Form is being sent in the permitted mode.
16. Members may also note that the Notice of the 19<sup>th</sup> Annual General Meeting and the Annual Report for 2016-17 will also be available on the Company's website [www.sgs-bfsi.com](http://www.sgs-bfsi.com) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Chennai for inspection during normal business hours on working days, except Saturdays, Sundays and public holidays. Even after registering

for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post, free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: [investor.sqsbfsi@sqgs.com](mailto:investor.sqsbfsi@sqgs.com)

17. Voting through electronic means : In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20(4)(iii)(B) of the Companies (Management and Administration) Rules, 2014 as amended from time to time, and other applicable statutes, if any, the Company is pleased to provide the members with the facility to exercise their right to vote at the 19<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Karvy Computershare Private Limited on all resolutions set forth in this Notice. As per the provisions of the Companies Act, 2013, it may be noted that Voting by show of hands will not be available to the members.
18. The facility for voting through Insta Poll shall be made available at the venue of the 19<sup>th</sup> Annual General Meeting. Members attending the 19<sup>th</sup> Annual General Meeting and who have not cast their vote by remote e-voting can exercise their right at the meeting through Insta Poll.

**The procedure and instructions for e-voting are as follows:**

- i) Launch internet browser by typing the URL: <https://evoting.karvy.com>
- ii) Enter the login credentials (i.e. User ID and Password mentioned in the email or on the physical attendance slip). For physical folios, the user ID will be Event No. 3046 followed by the Folio No. and for demat accounts the user ID will be DP ID – Client ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and Password for casting your vote.
- iii) After entering the details appropriately, Click on LOGIN.
- iv) You will now reach Password Change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.).The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- v) You need to login again with the new credentials.
- vi) On successful login, the system will prompt to select the 'Event' i.e., '**SQS India BFSI Limited**'.
- vii) If you are holding shares in Demat form and had logged on to <https://evoting.karvy.com> and had cast your vote earlier for any company, then your existing login id and password are to be used.
- viii) On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR / AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR / AGAINST" taken together not exceeding your total shareholding as mentioned herein above. You may also choose the option "ABSTAIN". If the shareholder does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- ix) Shareholders holding multiple folios / demat account shall choose the voting process separately for each folios / demat account.

- x) Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
- xi) You may then cast your vote by selecting an appropriate option and click on “Submit”.
- xii) A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- xiii) Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at email [vsureshpcs@gmail.com](mailto:vsureshpcs@gmail.com) with a copy marked to [evoting@karvy.com](mailto:evoting@karvy.com) at least one day before the date of AGM. The scanned image of the above mentioned documents should be in the naming format “SQS India BFSI Limited – 19<sup>th</sup> Annual General Meeting”.
- xiv) The Company has made necessary arrangements for the members, who have not exercised their votes earlier, to cast their vote electronically at the AGM Venue.
- xv) Once you have cast your vote on a resolution you will not be allowed to modify it subsequently.

#### Other Instructions:

- i) In case of any queries, you may refer Help & FAQ section of <https://evoting.karvy.com> (Karvy Website) or call Karvy Computershare Private Limited on 040 - 6716 2222 & Toll Free No.1800 3454 001.
- ii) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- iii) The e-voting period commences on Monday, July 24, 2017 (9.00 a.m. IST) and ends on Wednesday, July 26, 2017 (5.00 p.m. IST) (both days inclusive). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Friday, July 21, 2017, may cast their vote electronically in the manner and process set out herein above. The e-voting module shall be disabled for voting thereafter.
- iv) The voting rights of shareholders shall be in proportion to their shares and of the paid up equity share capital of the Company as on the cut-off date Friday, July 21, 2017. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
- v) Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares on the cut-off date i.e. Friday, July 21, 2017, may obtain the login ID and password by sending an email to [evoting@karvy.com](mailto:evoting@karvy.com) or [investor.sqsbfsi@sqsbfsi.com](mailto:investor.sqsbfsi@sqsbfsi.com) by mentioning their Folio No./DP ID and Client ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
- vi) The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- vii) The Board of Directors has appointed Mr. V. Suresh (Membership No.F-2969 and COP No.6032), Practicing Company Secretary as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

- viii) The scrutinizer shall immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through e-voting in the presence of at least two witnesses who are not in the employment of the Company and within 48 hours from the conclusion of the meeting make a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or person authorized by the Chairman in writing for counter signature.
- ix) The Results shall be declared either by the Chairman or by any Director authorized by the Chairman and the resolution will be deemed to have been passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolution(s).
- x) Immediately after declaration of results, the same shall be placed along with the Scrutinizer's Report on the Company's website [www.sqs-bfsi.com](http://www.sqs-bfsi.com) and on the website of KARVY <https://evoting.karvy.com>, and communicated to National Stock Exchange of India Limited and Bombay Stock Exchange Limited, where the shares of the Company are listed for placing the same in their website.

**INFORMATION AS REQUIRED UNDER REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 IN RESPECT OF DIRECTORS BEING RE-APPOINTED/ APPOINTED**

**Item no. 3: Re-appointment of Mr. René Gawron**

Mr. René Gawron (Aged 55 years) has a master in Business Administration from Freie University, Berlin (1985).

Mr. René Gawron (DIN 06744645) joined SQS as Chief Financial Officer in 2001. Within the SQS Management Board he is in charge of finance, mergers and acquisitions, human resources, information technology, investor relations as well as administration and accounting. Apart from increasing profitability René focuses on human resource development as well as talent management.

Before joining SQS, he has held various positions at Siemens AG between 1985 and 2000, including, among others, head of business development for its mobile telecom networks. In addition he was member of the management board of a software company as well as an electronics company.

Mr. René Gawron does not hold any equity shares in the Company.

Mr. Rene Gawron joined the Board as Non-Executive Director on December 27, 2013.

During the financial year 2016-17, Mr. Rene Gawron has attended all the 4 (Four) meetings of the Board.

Companies [other than SQS India BFSI Limited] in which Mr. René Gawron holds directorships and committee memberships are as under:

**Directorships:**

- 1 SQS Software Quality Systems AG
- 2 SQS Group Ltd. (UK)
- 3 SQS India Infosystems Private Limited
- 4 SQS Software Quality Systems France SASU
- 5 SQS USA INC
- 6 SQS Software Quality Systems (Schweiz) AG
- 7 SQS Software Quality Systems Italia S.p.A.
- 8 Trissential LLC
- 9 Galmont Consulting LLC

**Chairman of Board Committees:**

None

**Member of Board Committees:**

None

Mr. René Gawron is not related to any other Director, Manager and other Key Managerial Personnel of the Company.

**By order of the Board of Directors**

**For SQS India BFSI Limited**

**Place : Chennai**

**Date : April 27, 2017**

**S. Sampath Kumar**

**Company Secretary & Compliance Officer**

**FCS No.3838**

# ROUTE MAP

