



SQS India BFSI Limited
(Formerly Thinksoft Global Services Limited)
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Proceeding of the 17th Annual General Meeting of SQS India BFSI Limited (Formerly Thinksoft Global Services Limited) held on Thursday, July 23, 2015.

The Seventeenth Annual General Meeting of the Company was 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.

Mr. David Bellin, Chairman of the Board of Directors, chaired the meeting. The Chairman called the meeting to order after confirming the requisite quorum for convening the valid Annual General Meeting under Section 103 of the Companies Act 2013 was present.

Total 156 Members (including proxies) attended the Meeting as per the records of attendance.

The Chairman then welcomed the Shareholders of the Company to the 17th Annual General Meeting and introduced the Directors, CFO and the Company Secretary of the Company to the Shareholders.

The Chairman acknowledged the attendance of the statutory auditors, M/s. PKF Sridhar & Santhanam., Chartered Accountants and Secretarial Auditors, M/s M Alagar & Associates, Company Secretaries in Practice

The Chairman informed the members that necessary statutory registers as required under Companies Act, 2013 are kept open for inspection by the members.

The Chairman stated that the Notice of the 17th AGM was already circulated to all the Members along with the Annual Report of the Company for the financial year 2014-15. With the consent of the members present at the meeting, the notice of 17th AGM dated 18th May, 2015, was taken as read.





The Chairman further informed to the Members that the Auditors' Report and its Annexure for the year ended 31st March, 2015 does not contain any qualification, observation or comments on financial transaction or matters, which have any adverse effect on the functioning of the Company. Therefore, as per Section 145 of the Companies Act, 2013, the Auditors' Report and its Annexures need not be read at the meeting.

The Chairman also informed that the Secretarial Audit Report issued by the Company Secretary in Practice, does not contain any qualification, observation or comments and therefore need not be read at the meeting.

The members were informed that in compliance with provisions of Clause 35B of the Listing Agreement, Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereto, the Company has provided opportunity for the members to do e-Voting. The Remote e-Voting portal was open from 9.00 a.m. IST on Monday, July 20, 2015 and ends at 5.00 p.m. IST on Wednesday, July 22, 2015 (both days inclusive).

Also, the Company has provided the facility for voting through electronic voting system (i.e. Insta Poll) for Members who have not cast their vote through remote e-voting.

It was further informed that the Company engaged the services of M/s. Karvy Computershare Private Limited (Karvy Selenium Tower B, Plot No 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500 032) to provide E-Voting platform to the members and Mr. V. Suresh, a Company Secretary in Practice, (Membership No. 2969) (Address: No.28, 1st Floor, Ganapathy Colony, 3rd Street, Teynampet, Chennai-600018) was appointed as the Scrutinizer to scrutinize the Insta Poll and remote e-voting process in a fair and transparent manner.

The Chairman in his speech gave an overview on the performance of the Company for the financial year ended March 31, 2015.

The Chairman conducted the proceedings of the items set out in the Notice one after another along with the object and implication of each resolution except the last item relating to Approval of Related Party Transaction and members were invited for discussion. Several members addressed the meeting, provided suggestions and sought clarifications. The Chairman, Directors and Chief Financial Officer addressed the same.

Since Mr. David Bellin is an interested party to the resolution pertaining to approval of related party transaction, with the consent of Members, Mr. K. Kumar chaired the proceeding of that particular item and explained the object and implication of the resolution. After completion of this item, Mr. David Bellin resumed to the Chair.





Thereafter, the Chairman requested all the members and proxy holders present at the meeting and who were not cast their vote through re-mote e-voting systems to participate in the Voting through Insta Poll.

The Chairman announced that the results of the e-voting, along with Consolidated Scrutinizer's Report would be placed on the Company's website, website of Karvy Computershare Private Limited by 25th July, 2015 and it shall also be submitted to the Stock Exchanges.

With that, the Chairman concluded the meeting with vote of thanks.

On 23rd July, 2015, after counting of votes, the Scrutinizer submitted the results of the remote e-voting and e-voting at the venue to the Company. The results were then announced by the Managing Director of the Company, who has been authorized in this regard by the Chairman and the Board of Directors to declare the results. The results were placed in the website of the Company, website of Karvy Computershare Private Limited and also submitted to the Stock Exchanges on 24th July, 2015. The results of items set out in AGM Notice is as follows:

Sl. No.	Resolutions	Ordinary / Special Resolution	Mode of Voting	Results
	<u>Ordinary Businesses</u>			
1	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	Remote E-Voting and E-Voting at the Venue	Passed with requisite Majority
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	Remote E-Voting and E-Voting at the Venue	Passed with requisite Majority
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	Remote E-Voting and E-Voting at the Venue	Passed with requisite Majority



4	Ratification of Appointment of Statutory Auditors	Ordinary Resolution	Remote E-Voting and E-Voting at the Venue	Passed with requisite Majority
	<u>Special Businesses</u>			
5	Appointment of Ms. Lilian Jessie Paul as an Independent Director	Ordinary Resolution	Remote E-Voting and E-Voting at the Venue	Passed with requisite Majority
6	Adoption of Amended Articles of Association	Special Resolution	Remote E-Voting and E-Voting at the Venue	Passed with requisite Majority
7	Approval of Related Party Transaction	Special Resolution	Remote E-Voting and E-Voting at the Venue	Passed with requisite Majority

Kindly take the above on record and oblige.

Thanking you,

Yours faithfully,

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



Dr. Martin Müller
Managing Director & CEO

