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

Phone: +91 44 4392 3200
Fax: +91 44 4392 3258
info-india@sqs.com
www.sqs-bfsi.com
CIN: L64202TN1998PLC066604

SEC/SE/223/15-16
Chennai, 16 February, 2016

The Listing Department
National Stock Exchange of India Ltd
Exchange Plaza,
Bandra Kurla Complex, Bandra (E)
Mumbai – 400 051

Sub: Submission of Notice of Postal Ballot and Postal Ballot Form
Ref: Company Symbol: SQSBFSI

Dear Sir/Madam,

Pursuant to Regulation 30 read with Para A of Part A of Schedule III of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, please find the enclosed Postal Ballot Notice along with a Postal Ballot Form dispatched to the Members of the Company (dispatch completed on February 16, 2016) seeking approval towards:

a) Appointment of Ms. Aarti Arvind (DIN 07414979) as Director of the Company – Ordinary Resolution
b) Appointment of Ms. Aarti Arvind (DIN 07414979) as Managing Director and CEO of the Company – Special Resolution
c) Appointment of Mr. N. Vaidyanathan (DIN 02636173) as Director of the Company – Ordinary Resolution
d) Appointment of Mr. N. Vaidyanathan (DIN 02636173) as Executive Director of the Company - Special Resolution

The Board of Directors has appointed Mr. M. Alagar, M. Alagar & Associates, Practicing Company Secretaries, Chennai, as the scrutinizer for conducting the Postal Ballot in a fair and transparent manner. The voting (e-voting & physical voting) shall commence on Wednesday, February 17, 2016, 10.00 a.m. (IST) and ends on Wednesday, March 16, 2016, 6.00 p.m. (IST). The results of the Postal Ballot will be announced on Monday, March 21, 2016 at 2.30 p.m. at the Registered Office of the Company.

We request you to take the same on record and oblige.

Thanking you,

Yours faithfully,
For SQS India BFSI Limited
(Formerly Thinksoft Global Services Limited)

S. Akila
Company Secretary

SQS India BFSI Limited

SQS India BFSI Limited

(Formerly Thinksoft Global Services Limited)

Regd. Off: 6A, Sixth Floor, Prince Infocity II, 283/3 & 283/4, Rajiv Gandhi Salai (OMR), Kandanchavadi, Chennai – 600096. TEL No: 044-43923200, FAX No: 044-43923258

Email:investor.sqsbfsi@sqs.com, Web:www.sqs-bfsi.com, CIN: L64202TN1998PLC066604

Notice of Postal Ballot

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

Dear Member(s),

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 including any statutory modification or re-enactment thereof for the time being in force, Secretarial Standard on General meetings(SS-2), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 and any other laws and regulations applicable from time to time , that the resolution appended below is proposed to be passed as an Ordinary / Special Resolution by way of Postal Ballot including E-Voting.

The Explanatory Statement pursuant to Section 102 of the Act setting out the material facts and the reasons thereof is annexed to the Postal Ballot Notice along with Postal Ballot Form for your consideration.

The Board of Directors of the Company has appointed Mr. M. Alagar, M. Alagar & Associates, Practicing Company Secretaries (CoP No.8196) as the scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner. The Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed on the Postal Ballot Form, record assent (FOR) or dissent (AGAINST) therein and return the same in original duly completed in the attached self- addressed postage pre-paid envelope, so as to reach the Scrutinizer on or before the close of working hours i.e. 6.00, P.M. on Wednesday, March 16, 2016 to be eligible for being considered, failing which, it will be strictly considered that no reply has been received from the Member.

Kindly note that while exercising their vote, Members of the Company can opt for only one of the two modes of voting i.e. either through postal ballot form or e-voting. Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the notes to the Postal Ballot Notice and instructions on e-voting thereon.

The scrutinizer after completion of the scrutiny will submit his report to the Chairman or to any other Director of the Company. Upon receipt of the report, result of the Postal Ballot (including e-voting) would be announced by the Chairman or the Director on Monday, March 21, 2016 at 2.30 p.m. at the Registered Office of the Company. The results will be intimated to the stock exchanges where the shares of the company are listed, posted on Company's Website at www.sqs-bfsi.com and press release shall be given in newspapers.

SPECIAL BUSINESS:

Items of Business requiring consent of shareholders through Postal Ballot:

1. **To appoint Ms. Aarti Arvind (DIN 07414979) as Director of the Company and to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:**

   "Resolved that pursuant to Section 152, and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) approval of the Members of the Company be and is hereby accorded for appointment of Ms. Aarti Arvind (DIN 07414979) as the Director of the Company with effect from April 01, 2016."

"Resolved further that the Board of Directors of the Company and Ms. S. Akila, Company Secretary of the Company be and are hereby severally authorized to file necessary forms with the Registrar of Companies and to do all such acts, deeds and things as may be necessary to give effect to this resolution."

2. **To appoint Ms. Aarti Arvind (DIN 07414979) as Managing Director and CEO of the Company and to consider and if thought fit, to pass the following resolution as a Special Resolution:**

"Resolved that pursuant to Section 196, 197, 203, Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules,2014 approval of the Members of the Company be and is hereby accorded for appointment of Ms. Aarti Arvind (DIN 07414979) as the Managing Director and CEO of the Company for a period of 3 years from April 01, 2016 to March 31, 2019 on the terms and conditions including remuneration, as per the agreement to be entered into by the Company with Ms. Aarti Arvind and as set out hereunder:

I.	Salary Compensation :	Rs. 13,500,000 Annually split into Fixed and Variable Part as below:
a.	Fixed Pay :	Rs. 8,100,000 Annually
b.	Variable Pay :	Rs. 5,400,000 Annually The Variable compensation shall be based on the achievement of a set of parameters as may be decided by the Board of Directors of the Company or any Committee thereof from time to time.
II.	Commission	Such percentage of net profits of the Company or such other quantum of the net profits of the Company as may be approved by the Board of Directors, at its absolute discretion, for each financial year, subject to the total remuneration in any financial year not exceeding the limits permitted from time to time under Section 197 read with Section 198 and Schedule V of the Companies Act, 2013.
III	Payment of bonus	Shall be eligible for bonus payment based on evaluation as per the criteria fixed by the Nomination and Remuneration committee / Board of Directors and on their approval, subject to the overall limits specified by the Companies Act, 2013.

IV. Perquisites

In addition to the salary, Ms. Aarti Arvind will be entitled to the following perquisites:

a. Reimbursement of medical expenses covering medical treatment in India for self and family - Subject to ceiling of one month's basic salary per annum.
b. Premium for medical insurance under the group medical policy of the Company.
c. Fees, subscription and other incidental charges to clubs, subject to a maximum of two clubs including admission and life membership fee.
d. Payment of premium on personal accident insurance as per the Company policy.
e. Company's contribution to provident fund and pension / superannuation fund, as per the rules of the Company.
f. Gratuity as per the rules of the Company.
h. Provision of chauffer driven company car for use on Company's business purposes and use of car for private purposes will be dealt by the Company as per the applicable provisions under the Income Tax Rules, 1962 or any re-enactment thereof.
i. Telecommunication facilities at residence.

Perquisites shall be evaluated as per the Income-tax Rules, 1962 or any re-enactment thereof, wherever applicable. In the absence of any such rules, perquisites shall be evaluated at actual costs.

V Other Benefits

a. No Leave encashment is allowed as per the policy of the Company.
b. Benefits under loan and other schemes in accordance with the practices, rules and regulations in force in the Company from time to time.
c. Such other benefits, amenities and facilities as may be provided by the Company to other senior executives from time to time.
d. Such other benefits, amenities and facilities including those under the Special Post Retirement Benefits Scheme as per the rules of the Company.

VI. Annual Increment: Ms. Aarti Arvind shall be entitled to annual increment of not exceeding 10% per annum, subject to evaluation by Nomination and Remuneration Committee and approval by the Board of Directors.

VII In the event of loss of office as Managing Director, the Managing Director shall be paid compensation in the manner and to the extent and subject to the limits or priorities prescribed under Sections 191 and 202 of the Companies Act, 2013 and rules made thereunder.

VIII The above mentioned remuneration allowed to the Managing Director and CEO shall be in accordance with Sections 196 and 197 read with Schedule V of the Companies Act, 2013 and / or such changes, variations and substitutions as may be made therein by the Central Government from time to time.

IX The scope and quantum of remuneration specified hereinabove, may be enhanced, enlarged, widened, altered or varied in the light of and in conformity with any amendments to the relevant provisions of the Companies Act, 2013 and / or the rules and regulations made thereunder and / or such guidelines as may be announced by the Central Government from time to time.

X Ms. Aarti Arvind shall not be entitled to any sitting fee for meetings of the Board of Directors or Committee thereof attended by her during the said tenure.

XI Ms. Aarti Arvind shall exercise such of the powers as may be delegated from time to time by the Board of Directors.

XII The period of office of Ms. Aarti Arvind shall be liable to determination by retirement of directors by rotation. If Ms. Aarti Arvind is re-appointed as a director, immediately on retirement by rotation she shall continue to hold office of Managing Director and such reappointment as director shall not be deemed to constitute break in her appointment as a Managing Director.

XIII The appointment can be terminated by Ms. Aarti Arvind or by the Company, by either party giving to the other 6 (six) calendar month prior notice in writing.

XIV Ms. Aarti Arvind can resign from the above position before the conclusion of the service period, by giving the company 6 (six) calendar month prior notice in writing or by obtaining prior approval of the Board of Directors. In such an event 'Compensation' as mentioned in clause VII above shall not be applicable."

"Resolved further that the Board of Directors of the Company be and is hereby authorized to vary and/or modify the terms and conditions of the Service Agreement that may be entered into including remuneration payable to Ms. Aarti Arvind in such manner as may be agreed between the Board of Directors and Ms. Aarti Arvind and within the limits as prescribed in Schedule V of the Companies Act, 2013 including any amendment, modification, variation or re-enactment thereof."

"Resolved further that in the event of any loss, absence or inadequacy of the profits of the Company in any financial year, during the term of office of Ms. Aarti Arvind, the remuneration mentioned in the above referred service agreement shall be paid to Ms. Aarti Arvind as minimum remuneration and the same shall be subject to the limits as set out in Section II of Part II of Schedule V of the Companies Act, 2013."

"Resolved further that any revision in the remuneration payable to Ms. Aarti Arvind shall be within the overall limits as approved by the Members in terms of this resolution and as recommended by the Nomination and Remuneration Committee to the Board of Directors for its approval, from time to time."

"Resolved further that the Board of Directors of the Company and Ms. S. Akila, Company Secretary of the Company be and are hereby severally authorized to file necessary forms with the Registrar of Companies and to do all such acts, deeds and things as may be necessary to give effect to this resolution."

3. To appoint Mr. N. Vaidyanathan (DIN 02636173) as Director of the Company and to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"Resolved that pursuant to Section 152 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) approval of the Members of the Company be and is hereby accorded for appointment of Mr. N. Vaidyanathan (DIN 02636173) as the Director of the Company with effect from April 01, 2016."

"Resolved further that the Board of Directors of the Company and Ms. S. Akila, Company Secretary of the Company be and are hereby severally authorized to file necessary forms with the Registrar of Companies and to do all such acts, deeds and things as may be necessary to give effect to this resolution."

4. To appoint Mr. N. Vaidyanathan (DIN 02636173) as Executive Director of the Company and to consider and if thought fit, to pass the following resolution as a Special Resolution:

"Resolved that pursuant to Section 196, 197, 203, Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules,2014 made thereunder approval of the Members of the Company be and is hereby accorded for appointment of Mr. N. Vaidyanathan (DIN 02636173) as the Executive Director of the Company from April 01, 2016 to September 05, 2017 (Date of superannuation), on the terms and conditions including remuneration, as per the agreement to be entered into by the Company with Mr. N. Vaidyanathan and as set out hereunder:

I.	Salary Compensation :	Rs. 13,500,000 Annually split into Fixed and Variable Part as below:
a.	Fixed Pay :	Rs. 9,450,000 Annually
b.	Variable Pay :	Rs. 4,050,000 Annually The Variable compensation shall be based on the achievement of a set of parameters as may be decided by the Board of Directors of the Company or any Committee thereof from time to time.
II.	Commission	Such percentage of net profits of the Company or such other quantum of the net profits of the Company as may be approved by the Board of Directors, at its absolute discretion, for each financial year, subject to the total remuneration in any financial year not exceeding the limits permitted from time to time under Section 197 read with Section 198 and Schedule V of the Companies Act, 2013.
III	Payment of bonus	Shall be eligible for bonus payment based on evaluation as per the criteria fixed by the Nomination and remuneration committee / Board of Directors and on their approval, subject to the overall limits specified by the Companies Act, 2013.

IV. Perquisites

In addition to the salary, Mr. N. Vaidyanathan shall be entitled to the following perquisites:

a. Reimbursement of medical expenses covering medical treatment in India for self and family – subject to ceiling of one month's basic salary per annum.
b. Premium for medical insurance under the group medical policy of the Company.
c. Payment of premium on personal accident insurance as per the Company policy.
d. Company's contribution to provident fund and pension / superannuation fund, as per the rules of the Company.
e. Gratuity as per the rules of the Company.
f. Provision of chauffer driven company car for use on Company's business purpose and use of car for private purposes will be dealt by the Company as per the applicable provisions under the Income Tax Rules, 1962 or any re-enactment thereof.
g. Telecommunication facilities at residence.

Perquisites shall be evaluated as per the Income-tax Rules, 1962 or any re-enactment thereof, wherever applicable. In the absence of any such rules, perquisites shall be evaluated at actual costs.

V Other Benefits

a. No Leave encashment is allowed as per the policy of the Company.
b. Benefits under loan and other schemes in accordance with the practices, rules and regulations in force in the Company from time to time.
c. Such other allowances, benefits, amenities and facilities as may be provided by the Company to other senior executives from time to time.
d. Such other benefits, amenities and facilities including those under the Special Post Retirement Benefits Scheme as per the rules of the Company.

VI. Annual Increment: Mr. N Vaidyanathan shall be entitled to annual increment of not exceeding 10% per annum, subject to evaluation by Nomination and Remuneration Committee and approval by the Board of Directors.

VII In the event of loss of office as Executive Director, the Executive Director shall be paid compensation in the manner and to the extent and subject to the limits or priorities prescribed under Sections 191 and 202 of the Companies Act, 2013 and rules made thereunder.

VIII The above mentioned remuneration allowed to the Executive Director shall be in accordance with Sections 196 and 197 read with Schedule V of the Companies Act, 2013 and / or such changes, variations and substitutions as may be made therein by the Central Government from time to time.

IX The scope and quantum of remuneration specified hereinabove, may be enhanced, enlarged, widened, altered or varied in the light of and in conformity with any amendments to the relevant provisions of the Companies Act, 2013 and / or the rules and regulations made thereunder and / or such guidelines as may be announced by the Central Government from time to time.

X Mr. N Vaidyanathan shall not be entitled to any sitting fee for meetings of the Board of Directors or Committee thereof attended by him during the said tenure.

XI Mr. N Vaidyanathan shall exercise such of the powers as may be delegated from time to time by the Board of Directors.

XII The period of office of Mr. N. Vaidyanathan shall be liable to determination by retirement of directors by rotation. If Mr. N. Vaidyanathan is re-appointed as a Director, immediately on retirement by rotation he shall continue to hold office of Executive Director and such reappointment as director shall not be deemed to constitute break in his appointment as an Executive Director.

XIII The appointment can be terminated by Mr. N. Vaidyanathan or by the Company, by either party giving to the other 6 (six) calendar month prior notice in writing.

XIV Mr. N. Vaidyanathan can resign from the above position before the conclusion of the service period, by giving the company 6 (six) calendar month prior notice in writing or by obtaining prior approval of the Board of Directors. In such an event 'Compensation' as mentioned in clause VII above shall not be applicable."

"Resolved further that the Board of Directors of the Company be and is hereby authorized to vary and/or modify the terms and conditions of the Service Agreement that may be entered including remuneration payable to Mr. N. Vaidyanathan in such manner as may be agreed between the Board of Directors and Mr. N. Vaidyanathan and within the limits as prescribed in Schedule V of the Companies Act, 2013 including any amendment, modification, variation or re-enactment thereof."

"Resolved further that in the event of any loss, absence or inadequacy of the profits of the Company in any financial year, during the term of office of Mr. N. Vaidyanathan, the remuneration mentioned in the above referred agreement shall be paid to Mr. N. Vaidyanathan as minimum remuneration and the same shall be subject to the limits as set out in Section II of Part II of Schedule V of the Companies Act, 2013."

"Resolved further that any revision in the remuneration payable to. Mr. N. Vaidyanathan shall be within the overall limits as approved by the members in terms of this resolution and as recommended by the Nomination and Remuneration Committee to the Board of Directors for its approval, from time to time."

"Resolved further that the Board of Directors of the Company and Ms. S. Akila, Company Secretary of the Company be and are hereby severally authorized to file necessary forms with the Registrar of Companies and to do all such acts, deeds and things as may be necessary to give effect to this resolution."

By order of the Board of Directors
For SQS India BFSI Limited
(Formerly Thinksoft Global Services Limited)

S. Akila
Company Secretary

Date: January 28, 2016
Place: Chennai

Notes

1. **A statement Annexed to the Postal Ballot Notice and as required under section 102 of the companies Act, 2013 read with rules made thereunder setting out material facts and reasons for the aforesaid Ordinary / Special Resolutions are appended herewith.**

2. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members / List of Beneficial Owners and as received from Karvy Computershare Private Limited on Friday, February 05, 2016. The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agents (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with a postage prepaid self addressed Business Reply Envelope.

3. 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 6.00 p.m. on Wednesday, March 16, 2016**, **failing which, it will be strictly considered that no reply has been received from the Member.**

4. The Scrutiniser will submit his report to the Chairman or any other Directors of the Board after completion of the scrutiny and the results of the postal ballot will be declared by the Chairman or by the Director present on **Monday, March 21, 2016, at 2.30 p.m.** at the Registered Office of the Company at 6A, Sixth Floor, Prince Infocity II, 283/3 & 283/4, Rajiv Gandhi Salai (OMR), Kandanchavadi, Chennai – 600096.

5. An ordinary resolution to be considered as duly passed must receive more than half of the votes cast in favour of the resolution. A special resolution to be considered as duly passed must receive not less than three times of the votes cast in favour of the resolution. Such votes may be cast by Postal Ballot or e-voting.

6. The Resolution, if passed by requisite majority through Postal Ballot shall be deemed to have been passed at a General Meeting of the Members of the Company. Further 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., Wednesday, March 16, 2016).

7. As per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and also in terms of Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Company is providing members a facility to exercise their right to vote on the postal ballot by electronic means and the business may be transacted through e-voting services provided by Karvy Computershare Private Limited. A Member cannot exercise his vote by proxy on postal ballot.

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. **Friday, February 05, 2016.**

9. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days excluding Saturday, from the date of dispatch of the Notice upto Wednesday, March 16, 2016.

10. The Members can opt for only one mode of voting, i.e., either by physical Postal Ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Form will be treated as invalid.

11. Members who have received Postal Ballot notice by email and who wish to vote through physical Postal Ballot Form or in case a member is desirous of obtaining a duplicate Postal Ballot Form, he or she may send an e-mail to investor.sqsbfsi@sqs.com or write to Karvy Computershare Private Limited, Registrar and Transfer Agents, Unit : SQS India BFSI Limited, Karvy Selenium Tower B, Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500 032. The Registrar and Transfer Agents / Company shall forward the same along with postage prepaid self-addressed Business Reply Envelope to the Member.

12. The results of the postal ballot along with the scrutiniser's report will be hosted on the Company's website – http://www.sqs-bfsi.com and will also be displayed on the notice board of the Company at its registered office within 2 days from the submission of the report by the Scrutinizer. The results shall also be communicated to the stock exchanges and the same shall also be intimated to the general public through press release in newspapers.

Instruction for Remote e-voting

In compliance with provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility as an alternate, to all the Shareholders of the Company. For this purpose, the Company has entered into an agreement with Karvy Computershare Private Limited (Karvy) to enable the Shareholders to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional.

The instructions for Shareholders for e-voting are as under:

a) **In case of Shareholders' receiving e-mail from the company:**

(i) Open your e-mail. The login credentials (i.e., user-id & password) will be mentioned in the mail. Please note that the password is an initial password.

(ii) Launch internet browser and type the following : https://evoting.karvy.com

(iii) Put user ID and password as initial password noted in step (i) above. Click Login.

(iv) Members holding shares in Demat/ Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z),one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through Karvy Computershare Private Limited e-Voting platform. System will prompt you to change your password and update any contact details like mobile number, email ID etc, on 1st 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 system will prompt to select the evoting event number of **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) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

(ix) Once you have voted on the resolution, you will not be allowed to modify your vote.

(x) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail:alagar@geniconsolutions.com with a copy marked to evoting@karvy.com.

b) In case of Shareholders' receiving Postal Ballot Form by Post:

(i) Initial password is provided as below at the bottom of the Postal Ballot Form

EVEN (E-Voting Event Number)	User ID	Password / PIN

Please follow all steps from Sl. No. (ii) to Sl. No. (ix) above, to cast vote.

(ii) please contact toll free No. **1-800-34-54-001** for any further clarifications.

(iii) If you are already registered with Karvy Computershare Private Limited for e-voting then you can use your existing user ID and password for casting your vote

(iv) Where posted ballot from is signed by an authorised representative of a body coporate, a certified copy of the relevant authorization / resolution should accompany the postal ballot form.

c) Shareholders whose email id is registered with depositories are being sent Notice of Postal Ballot by e-mail and others are sent by post along with Postal Ballot Form. Shareholders who have received Postal Ballot Notice by e-mail and who wish to vote through Physical Postal Ballot Form can download Postal Ballot Form from www.sqs-bfsi.com or send an e-mail to investor.sqsbfsi@sqs.com seek duplicate Postal Ballot Form from Karvy Computershare Pvt Ltd., Registrar & Transfer

Agent, unit: **SQS INDIA BFSI LIMITED**, Karvy Selenium Tower B, Plot No. 31 & 32 Gachibowli, Financial District, Nanakramguda, Hyderabad : 500 032 , fill in the details and send the same to the Scrutinizer.

d) Kindly note that the Shareholders can opt only one mode of voting, i.e., either by Physical Postal Ballot or e-voting. If you are opting for e-voting, then do not vote by Physical Ballot also and vice versa. However, in case Shareholders cast their vote by Physical Postal Ballot and e-voting, then voting done through e-voting shall prevail and voting done by Physical Postal Ballot will be treated as invalid.

e) Shareholders desiring to exercise vote by Physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed in the enclosed self addressed business reply envelope to the Scrutinizer. The postage cost will be borne by the Company. However, envelopes containing Postal Ballots, if sent by courier or registered/speed post at the expense of the Shareholders will also be accepted.

f) The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on closing hours of Friday, February 05, 2016.

g) The e-voting period commences from Wednesday, February 17, 2016 (10.00 am) Ist and ends on Wednesday, March 16, 2016 (6.00 pm) Ist. The e-voting module shall be disabled by Karvy for voting thereafter.

STATEMENT OF MATERIAL FACTS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 1& 2

Ms. Aarti Arvind (aged 40 years) : Aarti is an Executive Vice President of SQS India BFSI Limited. She has been associated with the Company since early 2001. Prior to joining the roles of the Company, she was a full time consultant till December 2004. She has done her Bachelor of Science from Madras University and Post Graduate Diploma in Management from T.A.Pai Management Institute, Manipal. She has been part of the Executive Council of the Company for the last 5 years and has been involved in the day-to-day management and operations of the company.

Aarti has more than 18 years of overall experience and handled multiple areas including Delivery Operations, Resource Management, Commercial & Legal, Human Resources, Infrastructure, Learning & Development.

A notice has been received from a member proposing Ms. Aarti Arvind as a candidate for the office of Director of the Company, along with the requisite deposit of Rs. 1,00,000/- under Section 160 of the Companies Act, 2013.

Ms. Aarti Arvind does not hold any equity shares in the Company.

Approval of the Members is being sought for the appointment of Ms. Aarti Arvind as Director and Managing Director and CEO and approving the terms of appointment recommended by the Nomination and Remuneration Committee in their meeting held on January 27, 2016 and Board of Directors in their meeting held on January 28, 2016.

Companies other than SQS India BFSI Limited (Formerly Thinksoft Global Services Limited)] in which Ms. Aarti Arvind holds directorships and committee memberships are as under:

Directorships:

SQS BFSI Pte. Limited, Singapore (Formerly Thinksoft Global Services Pte. Ltd., Singapore)

Chairman of Board Committees:

None

Member of Board Committees:

None

Ms. Aarti Arvind is not related to any other Directors, Manager and other Key Managerial Personnel of the company.

The terms and conditions of appointment are set out in the resolution to the Notice.

Concern or interest, financial or otherwise of Directors and Key Managerial Personnel and their relatives

Except Ms. Aarti Arvind, being an appointee, none of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 1 & 2.

This Explanatory Statement together with the accompanying notice may also be regarded as a disclosure under Regulation 36 of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 and details as required under Clause 1.2.5 of the Secretarial Standards on General Meetings (SS-2).

In view of the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 ,the Board recommends the Ordinary Resolution set out at item no. 1 & Special Resolution set out at item no.2 of the accompanying Notice for the approval of the Members.

Pursuant to Section 190 of the Companies Act, 2013 a copy of the draft service Agreement referred to in the Resolution would be available for inspection by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday, upto Wednesday, March 16, 2016.

Item No. 3 & 4

Mr. N. Vaidyanathan, (aged 63) : Mr. N. Vaidyanathan is the Chief Financial Officer of SQS India BFSI Limited. He has been associated with the company from September 2005. He has done his Bachelor of Science from Madras University and is a Fellow Member of Institute of Chartered Accountants of India. Mr. N. Vaidyanathan has more than 39 years of professional experience and his track record is based on solid experience with multinational organizations like GEC Alsthom, Castrol Ltd, Guest Keen Williams (GKW), Binny and the Nagarjuna Group. Prior to joining Thinksoft he had a long stint with Polaris Software Lab Ltd. as CFO. During the course of his career he has straddled strategic and operational responsibilities in Financial Planning, Treasury, Tax, Compliance, Systems and Processes. He has Handled IPO and Mergers & Acquisitions.

A notice has been received from a member proposing Mr. N. Vaidyanathan as a candidate for the office of Director of the Company, along with the requisite deposit of Rs. 1,00,000/- under Section 160 of the Companies Act, 2013.

Mr. N. Vaidyanathan will continue to be the Chief Financial Officer (CFO) of the Company.

Mr. N. Vaidyanathan holds 31,073 equity shares of Rs.10/- each in the Company.

Approval of the Members is being sought for the appointment of Mr. N. Vaidyanathan as Executive Director and appointing the terms of appointment recommended by the Nomination and Remuneration Committee in their meeting held on January 27, 2016 and Board of Directors in their meeting held on January 28, 2016.

Companies [other than SQS India BFSI Limited (Formerly Thinksoft Global Services Limited)] in which Mr. N. Vaidyanathan holds directorships and committee memberships are as under:

Directorships:

None.

Chairman of Board Committees:

None

Member of Board Committees:

None

Mr. N. Vaidyanathan is not related to any other Directors, Manager and other Key Managerial Personnel of the company.

The terms and conditions of appointment are set out in the resolution to the Notice.

Concern or interest, financial or otherwise of Directors and Key Managerial Personnel and their relatives

Except Mr. N. Vaidyanathan, being an appointee, none of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives concerned or interested, financial or otherwise, in the resolution set out at Item No. 3 & 4.

This Explanatory Statement together with accompanying notice may also be regarded as a disclosure under Regulation 36 of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 and details as required under Clause 1.2.5 of the Secretarial Standards on General Meetings (SS-2).

In view of the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 the Board recommends the Ordinary Resolution set out at item no. 3 & special Resolution set out at item no.4 of the accompanying Notice for the approval of the Members.

Pursuant to Section 190 of the Companies Act, 2013 a copy of the draft service Agreement referred to in the Resolution would be available for inspection by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday, upto Wednesday, March 16, 2016.

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SQS India BFSI Limited

(Formerly Thinksoft Global Services Limited)
CIN: L64202TN1998PLC066604
Regd. Off: 6A, Sixth Floor, Prince Infocity II, 283/3 & 283/4, Rajiv Gandhi Salai (OMR), Kandanchavadi, Chennai – 600096.
TEL No: 044-43923200, FAX No: 044-43923258 Email:investor.sqsbfsi@sqs.com, Web: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 January 28, 2016 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	Ordinary Resolution under Section 152 and other applicable provisions of the Companies Act, 2013 and rules made thereunder for appointment of Ms. Aarti Arvind as Director of the Company			
2	Special Resolution under Section 196, 197, 203, Companies Act, 2013 and rules made thereunder for appointment of Ms. Aarti Arvind as Managing Director and CEO of the Company			
3	Ordinary Resolution under Section 152 and other applicable provisions of the Companies Act, 2013 and rules made thereunder for appointment Mr. N. Vaidyanathan as Director			
4	Special Resolution under Section 196, 197, 203, Schedule V and other applicable provisions of the Companies Act, 2013 and rules made thereunder for appointment Mr. N. Vaidyanathan as Executive Director 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

Note:
1. Last date for receipt of Postal Ballot Forms by Srcutiniser is Wednesday, March 16, 2016 upto 6.00 p.m . IST.
2. Please read the instructions printed overleaf carefully before exercising your vote.
3. Above USER ID and password are to be used for e-voting through URL https://evoting.karvy.com from Wednesday, February 17, 2016 (10.00 a.m. IST) and ends on Wednesday, March 16, 2016 (6.00 p.m. IST) (both days inclusive) as detailed in the Postal Ballot Notice.

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 (6.00 p.m.) on **Wednesday, March 16, 2016**. A member may request for a duplicate postal ballot form, if required from Karvy / download from 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 remote e-voting and if he votes both by post and remote 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 05, 2016**.
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 doesn't 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. The date of declaration of results of Postal Ballot by Chairman / Director as indicated in the notice will be taken to be the date of passing of the resolution.
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 no 7 and 8.