



SEC/SE/114/18-19
Chennai, July 27, 2018

Listing Department
National Stock Exchange of India Ltd
Exchange Plaza, Bandra-Kurla Complex
Bandra (East)
Mumbai-400051

SQS India BFSI Limited
6A, Sixth Floor, Prince Infocity II
No. 283/3 & 283/4
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CIN: L64202TN1998PLC066604

Sub: Submission of Proceedings of the 20th Annual General Meeting of SQS India BFSI Limited
Ref: Company Symbol: SQSBFSI

Dear Sir/ Madam,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith the Proceedings of the 20th Annual General Meeting of SQS India BFSI Limited, held on Thursday, July 26, 2018 at 3.30 p.m. at The Residency Towers, The Town Hall, 115, Sir Thyagaraya Road, T Nagar, Chennai 600 017.

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

Thanking you,

For SQS India BFSI Limited

S. Sampath Kumar
Company Secretary and Compliance Officer
Membership No. FCS 3838



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**Proceedings of the 20th Annual General Meeting of SQS India BFSI Limited
held on Thursday, July 26, 2018.**

The Twentieth Annual General Meeting of the Company was held on Thursday, July 26, 2018 at 3.30 p.m. at The Residency Towers, The Town Hall, 115, Sir Thyagaraya Road, T Nagar, Chennai 600 017.

Mr. Diederik Vos, 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.

Attendance:

Members present in person – 144 holding 5,922,734 shares

Members present through proxies – Nil

Corporate members – 1 Corporate represented by its authorised representative holding 5,758,804 shares

The Chairman then welcomed the Shareholders of the Company to the 20th Annual General Meeting and introduced the Board of Directors, Chief Financial Officer and Company Secretary of the Company to the Shareholders. The Chairman informed the Shareholders that Mr. Ulrich Baümer, Independent Directors, could not attend the meeting and explained the reasons for the same.

The Chairman acknowledged the attendance of the statutory auditors, M/s. Kalyaniwalla & Sridhar LLP, 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 20th AGM was already circulated to all the Members along with the Annual Report of the Company for the financial year 2017-18. With the consent of the members present at the meeting, the notice of 20th AGM dated May 4, 2018, was taken as read.



The Chairman further informed to the Members that the Auditors' Report and its Annexure for the year ended March 31, 2018 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 Regulation 44 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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, Monday, July 23, 2018 and ends on 5.00 p.m. IST Wednesday, July 25, 2018 (both days inclusive).

Also, the Company has provided the facility for voting at the venue of the Annual General Meeting through electronic voting system (i.e. instapoll) 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. Central Depository Services (India) Limited (CDSL), 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 – 600 018) was appointed as the Scrutinizer to scrutinize the instapoll 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, 2018.

The Chairman conducted the proceedings of the items set out in the Notice along with the object and implication of each resolution. The Chairman informed the Members that in view of Mr. K. Ramaseshan resigning from the Board as Additional Director, Executive Director and Chief Financial Officer (Key Managerial Personnel), the Ordinary and Special Resolution in item nos.6 & 7, respectively, included in the Notice of AGM stands withdrawn. The votes polled by the Shareholders in respect of item nos.6 & 7 will not be considered for counting by the Scrutinizer. The Scrutinizer shall accordingly take note of the same while submitting his report to the Company. The Chairman being interested in Item No.5 and 9 of the AGM Notice, Prof. K. Kumar, Deputy Chairman carried out the proceedings of those 2 items and handed over the Chair to Mr. Diederik Vos, Chairman.



The Chairman invited the Members for discussion. Several members addressed the meeting, provided suggestions and sought clarifications. The Chairman, Directors and Chief Financial Officer addressed the same.

Thereafter, the Chairman requested all the members and proxy holders present at the meeting and who did not cast their vote through re-mote e-voting system to participate in the instapoll offered by CDSL.

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 M/s. Central Depository Services (India) Limited by July 28, 2018 and it shall also be submitted to the Stock Exchanges.

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

Kindly take the above on record and oblige.

Thanking you,

Yours faithfully,

For SQS India BFSI Limited

S. Sampath Kumar
Company Secretary and Compliance Officer
Membership No. FCS 3838