

**July 25, 2019**

**The General Manager**  
Department of Corporate Services,  
**BSE Limited,**  
1<sup>st</sup> Floor, New Trading Ring,  
Rotunda Building, Phiroze Jeejeebhoy  
Towers, Dalal Street,  
Mumbai – 400 001  
**Security Code – 539978**

**The Manager**  
Department of Corporate Services,  
**National Stock Exchange of India  
Limited**  
Exchange Plaza, Bandra- Kundra  
Complex, Bandra (East),  
Mumbai – 400 001  
**NSE Symbol – QUESS**

**Subject: Regulation 30 and Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 – Proceedings and details of the voting results of the 12<sup>th</sup> Annual General Meeting of the Company**

Dear Sir/ Madam,

In compliance with the Regulation 30 and Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached the following details regarding the proceedings of the 12<sup>th</sup> Annual General Meeting (“**AGM**”) of the Company held on Wednesday, July 24, 2019 at 11 a.m. at Spring Hall, Hotel Royal Orchid, #1, Golf Avenue, Adjoining KGA Golf Course, HAL Airport Road, Bengaluru, Karnataka – 560008:

1. Summary of the proceedings of the AGM of the Company as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – **Annexure 1**.
2. Voting results of the business transacted at the AGM as required under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – **Annexure 2**.
3. Consolidated Scrutinizer’s Report dated July 24, 2019. – **Annexure 3**.

The above details are also being uploaded on the Company’s website [www.quesscorp.com](http://www.quesscorp.com).

We request you to take the above intimation on your record.

Thanking you,  
Yours faithfully  
**For Quess Corp Limited**

**Kundan K Lal**  
**Company Secretary & Compliance Officer**

## **Annexure 1**

### **Summary of proceedings of the 12<sup>th</sup> Annual General Meeting**

The 12<sup>th</sup> Annual General Meeting (“AGM/ meeting”) of Quess Corp Limited (“Company”) was held on Wednesday, July 24, 2019 at 11 a.m. at Spring Hall, Hotel Royal Orchid, #1, Golf Avenue, Adjoining KGA Golf Course, HAL Airport Road, Bengaluru, Karnataka – 560008.

Mr. Ajit Isaac, Chairman, took the Chair and welcomed the Members to the 12<sup>th</sup> AGM of the Company. The Chairman declared the meeting as validly convened, since the requisite Quorum was present. The Members were informed that the requisite registers and the documents referred to in the Notice of 12<sup>th</sup> AGM were available for inspection during the Meeting. Further he informed that the total number of shareholders present in the meeting either in person or through proxy/ authorized representatives were 75.

The Chairman invited questions from the Shareholders present and gave them an opportunity to speak at the meeting. The Chairman appropriately replied to the queries raised by the Shareholders.

Further, the Chairman informed that the Company had provided the Members the facility to cast their vote electronically, on all resolutions set forth in the Notice. Members who were present at the AGM and had not cast their votes electronically were provided an opportunity to cast their votes at the end of the meeting. It was further informed that there would be no voting by show of hands.

The following items of Business, as per the Notice of AGM dated May 22, 2019, were transacted at the Meeting:

#### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements (including consolidated financial statements) of the Company for the financial year ended March 31, 2019 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Madhavan Karunakaran Menon (DIN: 00008542), who retires by rotation and, being eligible, offers himself for re-appointment.

#### **SPECIAL BUSINESS:**

3. Ratification of Quess Corp Limited Employees Stock Option Scheme 2015 and grant of stock options to the Eligible Employees under the Scheme.

4. Ratification for grant of stock options to the Employees of Subsidiaries Companies under Quesse Corp Limited Employee Stock Option Scheme 2015.

The Chairman informed that the Board of Directors appointed Mr. S N Mishra, Company Secretary in Practice (CP No. 4684/ FCS No. 6143) as the Scrutinizer to scrutinize the electronic voting process and the physical voting process to be carried out at the AGM.

The Chairman thereafter authorized the Company Secretary to carry out the voting process and informed the shareholders that the combined results to be given by the Scrutinizer would be uploaded on the Company's website and the website of NSDL within 48 hours and the same would be sent to the Stock Exchange where the shares of the Company are listed.

The Chairman thereafter concluded the meeting by thanking the shareholders.

The Scrutinizer's Report was received and all the resolutions have been passed with requisite majority.

We request you to take the above intimation on your record.

Thanking you,  
Yours faithfully  
**For Quesse Corp Limited**

**Kundan K Lal**  
**Company Secretary & Compliance Officer**

## Annexure 2

The Agenda-wise results of the meeting are as follows:

Item No.	Description	Type of Resolution (Ordinary/ Special)	Mode of Voting	Remarks
1.	Adoption of financial statements (including consolidated financial statements) of the Company for financial year ending March 31, 2019 and the reports of the Board and Auditors thereon.	Ordinary resolution	E-voting and Ballot Form at the AGM	The resolution was passed with requisite majority
2.	Re-appointment of Mr. Madhavan Karunakaran Menon (DIN: 00008542), as a Director liable to retire by rotation.	Ordinary resolution	E-voting and Ballot Form at the AGM	The resolution was passed with requisite majority
3.	Ratification of Quess Corp Limited Employees Stock Option Scheme 2015 and grant of stock options to the Eligible Employees under the Scheme.	Special Resolution	E-voting and Ballot Form at the AGM	The resolution was passed with requisite majority
4.	Ratification for grant of stock options to the Employees of Subsidiaries Companies under Quess Corp Limited Employee Stock Option Scheme 2015.	Special Resolution	E-voting and Ballot Form at the AGM	The resolution was passed with requisite majority

Resolution-wise voting results are as follows:

### Quess Corp Limited

Quess House, 3/3/2, Bellandur Gate, Sarjapur Road, Bengaluru-560103, Karnataka, India  
 Tel: +91 80 6105 6001 | connect@quesscorp.com | CIN No.L74140KA2007PLC043909

[www.quesscorp.com](http://www.quesscorp.com)

## Quess Corp Limited

Quess Corp Limited								
Resolution Required : (Ordinary)			1 - Adoption of financial statements (including consolidated financial statements) of the Company for financial year ending March 31, 2019 and the reports of the Board and Auditors thereon.					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	104368994	104368994	100.0000	104368994	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>104368994</b>	<b>100.0000</b>	<b>104368994</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	29134980	12355403	42.4075	12355403	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>12355403</b>	<b>42.4075</b>	<b>12355403</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	12599954	218876	1.7371	218876	0	100.0000	0.0000
	Poll		215789	1.7126	215789	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>434665</b>	<b>3.4497</b>	<b>434665</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>		<b>146103928</b>	<b>117159062</b>	<b>80.1889</b>	<b>117159062</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>

## Quess Corp Limited

Resolution Required : (Ordinary)			2 - Re-appointment of Mr. Madhavan Karunakaran Menon (DIN: 00008542), as a Director liable to retire by rotation					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	104368994	104368994	100.0000	104368994	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>104368994</b>	<b>100.0000</b>	<b>104368994</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	29134980	12355403	42.4075	6370893	5984510	51.5636	48.4364
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>12355403</b>	<b>42.4075</b>	<b>6370893</b>	<b>5984510</b>	<b>51.5636</b>	<b>48.4364</b>
Public Non Institutions	E-Voting	12599954	218876	1.7371	170751	48125	78.0127	21.9873
	Poll		215789	1.7126	215789	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>434665</b>	<b>3.4497</b>	<b>386540</b>	<b>48125</b>	<b>88.9283</b>	<b>11.0717</b>
<b>Total</b>		<b>146103928</b>	<b>117159062</b>	<b>80.1889</b>	<b>111126427</b>	<b>6032635</b>	<b>94.8509</b>	<b>5.1491</b>

## Quess Corp Limited

Resolution Required : (Special)			3 - Ratification of Quess Corp Limited Employees Stock Option Scheme 2015 and grant of stock options to the Eligible Employees under the Scheme.					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	104368994	104368994	100.0000	104368994	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>104368994</b>	<b>100.0000</b>	<b>104368994</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	29134980	12355403	42.4075	6341323	6014080	51.3243	48.6757
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>12355403</b>	<b>42.4075</b>	<b>6341323</b>	<b>6014080</b>	<b>51.3243</b>	<b>48.6757</b>
Public Non Institutions	E-Voting	12599954	218876	1.7371	170376	48500	77.8413	22.1587
	Poll		215789	1.7126	215789	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>434665</b>	<b>3.4497</b>	<b>386165</b>	<b>48500</b>	<b>88.8420</b>	<b>11.1580</b>
<b>Total</b>		<b>146103928</b>	<b>117159062</b>	<b>80.1889</b>	<b>111096482</b>	<b>6062580</b>	<b>94.8253</b>	<b>5.1747</b>



## Quess Corp Limited

Resolution Required : (Special)			4 - Ratification for grant of stock options to the Employees of Subsidiaries Companies under Quess Corp Limited Employee Stock Option Scheme 2015.					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	104368994	104368994	100.0000	104368994	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>104368994</b>	<b>100.0000</b>	<b>104368994</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	29134980	12355403	42.4075	6341323	6014080	51.3243	48.6757
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>12355403</b>	<b>42.4075</b>	<b>6341323</b>	<b>6014080</b>	<b>51.3243</b>	<b>48.6757</b>
Public Non Institutions	E-Voting	12599954	218876	1.7371	170346	48530	77.8276	22.1724
	Poll		215789	1.7126	215789	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>434665</b>	<b>3.4497</b>	<b>386135</b>	<b>48530</b>	<b>88.8351</b>	<b>11.1649</b>
<b>Total</b>		<b>146103928</b>	<b>117159062</b>	<b>80.1889</b>	<b>111096452</b>	<b>6062610</b>	<b>94.8253</b>	<b>5.1747</b>



**Consolidated Scrutinizer's Report**

(Pursuant to section 108 and 109 of the Companies Act, 2013 read with SS2 and Rule 20(xi) and 21(2) of the Companies [Management and Administration] Rules, 2013 and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,  
**The Chairman & Managing Director**  
**Quess Corp Limited,**  
3/3/2, Bellandur Gate,  
Sarjapur Main Road,  
Bangalore - 560103.

**Sub: Scrutinizer's Report on 12<sup>th</sup> Annual General Meeting ("12<sup>th</sup> AGM") of the Equity Shareholders of QUESS CORP LIMITED held on 24<sup>th</sup> July, 2019 at 11.00 a.m at Spring Hall, Hotel Royal Orchid, #1, Golf Avenue, Adjoining KGA Golf Course, HAL Airport Road, Bengaluru, Karnataka 560008.**

Dear Sir,

I, S.N.Mishra, Practicing Company Secretary, having office at No. P 41, 9<sup>th</sup> A Main, LIC Colony, Jeevanbhima Nagar, Bangalore - 560075, was appointed as the Scrutinizer of QUESS CORP LIMITED ("the Company") for the purpose of scrutinizing the remote e-voting process as well as voting by the Members of the Company through physical ballot forms at the 12<sup>th</sup> AGM, to scrutinize the conduct of e-voting in a fair and transparent manner as per the provisions of Companies Act, 2013 read with Rule 20 of the Companies [Management and Administration] Rules, 2014 and to scrutinize the ballot process as per the provisions of the Companies Act, 2013 read with Rule 21(1) of the Companies [Management and Administration] Rules, 2014 and ascertaining the requisite majority on below mentioned resolutions, at the 12<sup>th</sup> AGM of the Equity Shareholders of the Company, which was held on 24<sup>th</sup> July, 2019 at 11.00 a.m at Spring Hall, Hotel Royal Orchid, #1, Golf Course, HAL Airport Road, Bengaluru, Karnataka - 560008.

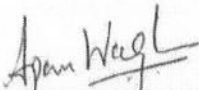
The compliance with the provisions of (i) the Companies Act, 2013 and the Rules made thereunder and (ii) the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 relating to voting through remote e-voting and voting by using ballots by the shareholders on the resolutions proposed in the notice of the 12<sup>th</sup> AGM of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process, both through remote e-voting process and by use of physical ballot at the 12<sup>th</sup> AGM, are conducted in a fair and transparent manner and render consolidated Scrutinizer's Report of the total votes cast "in favour" or "against", if any, to the Chairman on the resolutions, based on the reports generated from the electronic voting system provided by National Securities Depository Limited ("NSDL"), and voting by use of ballots at the 12<sup>th</sup> AGM.

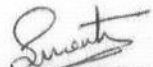
Phone: (O) 080 – 25296825, 25283637, Mobile – 98456 41548,  
E-mail: [surjya.mishra@gmail.com](mailto:surjya.mishra@gmail.com) / [mishra@snmassociates.in](mailto:mishra@snmassociates.in)  
[www.snmassociates.in](http://www.snmassociates.in)



I submit herewith my Consolidated Scrutinizer's Report as under:

1. The e-voting remained opened from 21<sup>st</sup> July, 2018 (9.00 a.m.) to 23<sup>rd</sup> July 2019 (5.00 p.m.)
2. The Members holding shares as on the "cut off" date i.e 17<sup>th</sup> July, 2019 were entitled to vote on the proposed resolutions (Item No.1 to 4 as set out in the Notice of 12<sup>th</sup> AGM of the Company).
3. The votes were unblocked on 24<sup>th</sup> July, 2019 around 11.00 a.m. in the presence of two witnesses, Ms. Aparna Wagh & Mr. Sumanth More residing at Bangalore who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

  
Name: Aparna Wagh

  
Name: Sumanth More

4. Thereafter the details containing, inter alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-voting website of [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
  5. At the venue of 12<sup>th</sup> AGM, the physical ballot forms were provided to the Members and Proxies to enable them to exercise their voting rights on the Resolutions as contained in the 12<sup>th</sup> AGM Notice.
  6. The voting was conducted at the AGM. The ballot box kept for the purpose of casting votes was unlocked in my presence and in presence of two witnesses, Mr. S. Ramamurthy (ID 90172055) & Mr. Nitin Lalwani (ID 12046300) residing at Bangalore who are not in the employment of the Company. The ballot papers were reconciled with the records maintained by Link Intime India Private Limited, Registrar and Share Transfer Agent of the Company and the authorizations / proxies lodged with the Company.
  7. Out of Total 37 Ballot papers 0 (Zero) were incomplete and/or otherwise found to be defective have been treated as invalid.
  8. The result of the e-voting and ballot at the 12<sup>th</sup> AGM is as under.
- (a) **Resolution 1-** To receive, consider and adopt the Audited Financial Statements (including consolidated financial statements) of the Company for the financial year ended March 31, 2019 together with the Reports of the Board of Directors and Auditors thereon.

Voted in favour of the resolution.

Mode	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	128	116943273	99.82
Physical ballot	37	215789	0.18
Total	165	117159062	100



Voted against the resolution.

Mode	Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
E-voting	0	0	0
Physical ballot	0	0	0
Total	0	0	0

Invalid votes

Mode	Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
E-voting	0	0	0
Physical ballot	0	0	0
Total	0	0	0

The resolution passed by Unanimously

- (b) **Resolution 2- To appoint a Director in place of Mr. Madhavan Karunakaran Menon (DIN – 00008542), who retires by rotation and, being eligible, offers himself for re-appointment. (As an Ordinary Resolution)**

Voted in favour of the resolution.

Mode	Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
E-voting	67	110910638	94.67
Physical ballot	37	215789	0.18
Total	104	111126427	94.85

Voted against the resolution.

Mode	Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
E-voting	61	6032635	5.15
Physical ballot	0	0	0
Total	61	6032635	5.15



## Invalid votes

Mode	Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
E-voting	0	0	0
Physical ballot	0	0	0
Total	0	0	0

The resolution passed by Requisite Majority**(c) Resolution 3- Ratification of Qess Corp Limited Employees Stock Option Scheme 2015 and grant of stock options to the Eligible Employees under the Scheme (As a Special Resolution)**

## Voted in favour of the resolution.

Mode	Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
E-voting	73	110880693	94.64
Physical ballot	37	215789	0.18
Total	110	111096482	94.83

## Voted against of the resolution.

Mode	Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
E-voting	55	6062580	5.17
Physical ballot	0	0	0
Total	55	6062580	5.17

## Invalid votes

Mode	Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
E-voting	0	0	0
Physical ballot	0	0	0
Total	0	0	0

The resolution passed by Requisite Majority**(d) Resolution 4 – Ratification for grant of stock options to the Employees of Subsidiaries Companies under Qess Corp Limited Employee Stock Option Scheme 2015 (As a Special Resolution).**

*[Signature]*

Company Secretary  
CPA 684  
BANGALORE

Voted in favour of the resolution.

Mode	Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
E-voting	71	110880663	94.64
Physical ballot	37	215789	0.18
Total	108	11096452	94.83

Voted against of the resolution.

Mode	Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
E-voting	57	6062610	5.17
Physical ballot	0	0	0
Total	57	6062610	5.17

Invalid votes

Mode	Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
E-voting	0	0	0
Physical ballot	0	0	0
Total	0	0	0

The resolution passed by Requisite Majority

9. The register, all other papers and relevant records relating to electronic voting shall remain in my safe custody until the Chairperson considers, approves, signs the Minutes of the aforesaid Annual General Meeting and the same will be handed over to the Company Secretary for safe keeping.

Thanking you,

Yours faithfully,

Signature

Name : S. N. Mishra

Company Secretary

C.P.No. : 4684

FCS No.: 6143

Place: Bangalore  
Date: 24<sup>th</sup> July 2019



