

April 02, 2020

To

**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**

Dear Sir/Madam,

**Sub: Results of Postal Ballot and E-voting**

**Ref: Regulations 30 and 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

This has reference to our letter dated February 28, 2020 regarding the postal ballot notice seeking the consent of the members by way of special resolution vide postal ballot/e-voting.

In connection with the above and pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Report of Scrutinizer dated April 02, 2020 issued by Mr. S. N. Mishra (FCS 6143), Proprietor, M/s. SNM & Associates, Practicing Company Secretaries, Bengaluru, the Scrutinizer, we would like to inform that the following resolutions in the aforementioned Notice dated February 18, 2020 has been deemed to be approved and passed by the members of the Company with requisite majority.

- a. Approval of the amendments in the “Quess Corp Limited – Employees’ Stock Option Scheme 2015”.
- b. Approval of the ‘Quess Stock Ownership Plan- 2020’ (“QSOP 2020” or “Plan”) for the employees of the Company.
- c. Approval of the grant of employee restricted stock units to the employees of Subsidiary Company(ies) of the Company under ‘Quess Stock Ownership Plan- 2020’ (“QSOP 2020” or “Plan”).

The approval is deemed to have been received on the last date of receipt of postal ballot forms, i.e., 31<sup>st</sup> March, 2020

Please find enclosed herewith the following:

**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

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

1. Voting results as required under Regulation 44 of the Listing Regulations.
2. Report of Scrutinizer dated April 02, 2020, pursuant to the provisions of Section 108 and Section 110 of the Companies Act, 2013 and read with Companies (Management and Administration) Rules, 2014.

The results of the Postal Ballot and the consolidated Scrutinizer's Report are available on the Company's website [www.quesscorp.com](http://www.quesscorp.com) and on the website of National Securities Depositories Limited [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

Kindly take the aforesaid information on record.

Thanking you.

**For Quess Corp Limited**

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

**Encl: a/a**

### Postal Ballot Voting Results

Disclosure as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

<b>Date of Postal Ballot</b>	February 18, 2020 (Voting Start Date: March 02, 2020 (09.00 A.M. IST) till March 31, 2020 (05.00 P.m. IST))
<b>Total number of shareholders on record date</b>	96,944
<b>Number of shareholders present in the meeting either in person or proxy</b>	Not Applicable
<b>Promoters and Promoter Group</b>	Not Applicable
<b>Public:</b>	Not Applicable
<b>No. of Shareholders attended the meeting through Video Conferencing:</b>	Not Applicable
<b>Promoters and Promoter Group</b>	Not Applicable
<b>Public:</b>	Not Applicable

Resolution-wise voting results are as follows:

Resolution Required : (Special)			1 - Approval of the amendments in the “Qness Corp Limited – Employees’ 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	80,718,835	80,718,835	100.0000	80,718,835	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>80,718,835</b>	<b>100.0000</b>	<b>80,718,835</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	44,674,587	25,644,824	57.4036	25,302,134	342,690	98.6637	1.3363
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		4,050,903	9.0676	4,050,903	0	100.0000	0.0000
	<b>Total</b>		<b>29,695,727</b>	<b>66.4712</b>	<b>29,353,037</b>	<b>342,690</b>	<b>98.8460</b>	<b>1.1540</b>
Public Non Institutions	E-Voting	22,117,272	1,073,882	4.8554	1,063,042	10,840	98.9906	1.0094
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		4,625	0.0209	2,547	2,078	55.0703	44.9297
	<b>Total</b>		<b>1,078,507</b>	<b>4.8763</b>	<b>1,065,589</b>	<b>12,918</b>	<b>98.8022</b>	<b>1.1978</b>
<b>Total</b>		<b>147,510,694</b>	<b>111,493,069</b>	<b>75.5830</b>	<b>111,137,461</b>	<b>355,608</b>	<b>99.6810</b>	<b>0.3190</b>



<b>Resolution Required : (Special)</b>			<b>2 - Approval of the 'Quess Stock Ownership Plan- 2020' ("QSOP 2020" or "Plan") for the employees of the Company.</b>					
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>			<b>NO</b>					
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held</b>	<b>No. of votes polled</b>	<b>% of Votes Polled on outstanding shares</b>	<b>No. of Votes - in favour</b>	<b>No. of Votes - Against</b>	<b>% of Votes in favour on votes polled</b>	<b>% of Votes against on votes polled</b>
		<b>[1]</b>	<b>[2]</b>	<b>[3]={[2]/[1]}*100</b>	<b>[4]</b>	<b>[5]</b>	<b>[6]={[4]/[2]}*100</b>	<b>[7]={[5]/[2]}*100</b>
Promoter and Promoter Group	E-Voting	80,718,835	80,718,835	100.0000	80,718,835	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>80,718,835</b>	<b>100.0000</b>	<b>80,718,835</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	44,674,587	25,466,952	57.0055	25,113,370	353,582	98.6116	1.3884
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		4,050,903	9.0676	4,050,903	0	100.0000	0.0000
	<b>Total</b>		<b>29,517,855</b>	<b>66.0731</b>	<b>29,164,273</b>	<b>353,582</b>	<b>98.8021</b>	<b>1.1979</b>
Public Non Institutions	E-Voting	22,117,272	1,074,001	4.8559	1,063,222	10,779	98.9964	1.0036
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		4,531	0.0205	2,453	2,078	54.1382	45.8618
	<b>Total</b>		<b>1,078,532</b>	<b>4.8764</b>	<b>1,065,675</b>	<b>12,857</b>	<b>98.8079</b>	<b>1.1921</b>
<b>Total</b>		<b>147,510,694</b>	<b>111,315,222</b>	<b>75.4625</b>	<b>110,948,783</b>	<b>366,439</b>	<b>99.6708</b>	<b>0.3292</b>

<b>Resolution Required : (Special)</b>			<b>3 - Approval of the grant of employee restricted stock units to the employees of Subsidiary Company(ies) of the Company under 'Qess Stock Ownership Plan- 2020' ("QSOP 2020" or "Plan").</b>					
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>			<b>NO</b>					
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held</b>	<b>No. of votes polled</b>	<b>% of Votes Polled on outstanding shares</b>	<b>No. of Votes - in favour</b>	<b>No. of Votes - Against</b>	<b>% of Votes in favour on votes polled</b>	<b>% of Votes against on votes polled</b>
		<b>[1]</b>	<b>[2]</b>	<b>[3]=[2]/[1]*100</b>	<b>[4]</b>	<b>[5]</b>	<b>[6]=[4]/[2]*100</b>	<b>[7]=[5]/[2]*100</b>
Promoter and Promoter Group	E-Voting	80,718,835	80,718,835	100.0000	80,718,835	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>80,718,835</b>	<b>100.0000</b>	<b>80,718,835</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	44,674,587	25,466,952	57.0055	25,192,052	274,900	98.9206	1.0794
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		4,050,903	9.0676	4,050,903	0	100.0000	0.0000
	<b>Total</b>		<b>29,517,855</b>	<b>66.0731</b>	<b>29,242,955</b>	<b>274,900</b>	<b>99.0687</b>	<b>0.9313</b>
Public Non Institutions	E-Voting	22,117,272	1,074,361	4.8576	1,063,331	11,030	98.9733	1.0267
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		4,531	0.0205	2,453	2,078	54.1382	45.8618
	<b>Total</b>		<b>1,078,892</b>	<b>4.8781</b>	<b>1,065,784</b>	<b>13,108</b>	<b>98.7850</b>	<b>1.2150</b>
<b>Total</b>		<b>147,510,694</b>	<b>111,315,582</b>	<b>75.4627</b>	<b>111,027,574</b>	<b>288,008</b>	<b>99.7413</b>	<b>0.2587</b>

Dated: April 02, 2020

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

Dear Sir,

**RE: SCRUNITINIZER'S REPORT**

I, S.N. Mishra, Practicing Company Secretaries, was duly appointed as the Scrutinizer by the Board of Directors of Quess Corp Limited ("**Quess**" or "**the Company**") for the purpose of scrutinizing the Postal Ballot process (including e-voting) as per Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and the provisions of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to seek approval of the Members for the resolutions as mentioned in the Postal Ballot Notice dated February 18, 2020 ("**Notice**") wish to submit my report as hereunder:

1. The Company has appointed National Securities Depository Limited ("**NSDL**") to provide e-voting facility to its Members.
2. By February 28, 2020, the Notice along with annexures was sent to all members who were members as on February 21, 2020 ("cutoff date") either by courier or e-mail. A public notice to that effect was also released in Financial Express (English) all editions and in Hosadigantha (Regional language – Kannada) newspapers on February 28, 2020. The company dispatched physical copies of notice through courier to members wherever notice sent through e-mails bounced back.
3. The voting period (by e-voting as well as postal ballot) commenced on Monday, March 02, 2020 from 9.00 A.M. and concluded on Tuesday, March 31, 2020 at 5.00 P.M.
4. Voting rights of the Members have been reckoned in proportion to their shares of the paid up equity share capital of the Company as on February 21, 2020.

*S.N.*



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5. Particulars of all the postal ballot forms received from the Members at address provided in the self-addressed postage prepaid business reply envelope upto the cut off time i.e. 5.00 p.m. on Tuesday, March 31, 2020 have been entered in a register separately maintained for this purpose and were considered for the purpose of scrutiny.
6. The votes cast through e-voting upto March 31, 2020 till 5.00 P.M were downloaded from NSDL website and unfreezeed at 5.00 P.M on March 31, 2020 in presence of two witnesses Mr. Sumanth More and Mrs. Aparna Purkayastha residing at Bangalore who are not in employment of the Company.
7. The names of the Members, their shareholding and specimen signatures on the postal Ballot forms have been verified with the data and specimen signature records as maintained by Link Intime India Private Limited, Registrar and Transfer Agent (RTA) /as provided by the Depositories.
8. In respect of Members who have exercised their voting rights through both postal ballot and e-voting, the votes cast through e-voting have been considered as valid.
9. The postal ballot forms received upto March 30, 2020 and the same were taken into consideration.
10. Envelopes containing postal ballot forms returned undelivered due to the lockdown declared by the Government of India were not reported.
11. I have not found any mutilated postal ballot forms.
12. In general and for your information, I carried out such scrutiny as I considered necessary for the purpose of Postal Ballot including E-voting.

Based on the above, I have compiled the results of the voting by postal ballot and/ e-voting in respect of

- (i) **Special Resolution for Approval of the amendments in the "Quess Corp Limited - Employees" Stock Option Scheme 2015"** contained in the Notice and the same is furnished as under:

Particulars	No. of Ballots		No. of equity shares	
	Postal Ballot	E-voting	Postal Ballot	E-voting
Total Numbers of Members voted	42	339	40,55,528	10,74,37,541
Less: Invalid votes / abstain votes	6	0	48	0
Total Number of Valid votes	36	339	40,55,480	10,74,37,541

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





\* 3 \*

Voted in **FAVOUR** of the Resolution:

Particulars	Number of Members voted	Number of votes cast in favour of the resolution	Percentage of valid votes cast
Votes received through Postal Ballot forms	34	40,53,450	99.68
Votes received through e-voting	306	10,70,84,011	
Total	340	11,11,37,461	

Voted **AGAINST** the Resolution:

Particulars	Number of Members voted	Number of votes cast against the resolution	Percentage of valid votes cast
Votes received through physical Postal Ballot forms	2	2,078	0.32
Votes received through e-voting	33	3,53,530	
Total	35	3,55,608	

(ii) Special Resolution for Approval of the "Quess Stock Ownership Plan- 2020" ("QSOP 2020" or "Plan") for the employees of the Company contained in the Notice and the same is furnished as under:

Particulars	No. of Ballots		No. of equity shares	
	Postal Ballot	E-voting	Postal Ballot	E-voting
Total Numbers of Members voted	42	335	40,55,434	10,72,59,788
Less: Invalid votes / abstain votes	6	0	48	0
Total Number of Valid votes	36	335	40,55,386	10,72,59,788

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Voted in **FAVOUR** of the Resolution:

Particulars	Number of Members voted	Number of votes cast in favour of the resolution	Percentage of valid votes cast
Votes received through Postal Ballot forms	34	40,53,356	99.67
Votes received through e-voting	303	10,68,95,427	
Total	337	11,13,15,222	

Voted **AGAINST** the Resolution:

Particulars	Number of Members voted	Number of votes cast against the resolution	Percentage of valid votes cast
Votes received through physical Postal Ballot forms	2	2,078	0.33
Votes received through e-voting	32	3,64,361	
Total	34	3,66,439	

(iii) Special Resolution for Approval of the grant of employee restricted stock units to the employees of Subsidiary Company(ies) of the Company under "Quess Stock Ownership Plan - 2020" ("QSOP 2020" or "Plan") contained in the Notice and the same is furnished as under:

Particulars	No. of Ballots		No. of equity shares	
	Postal Ballot	E-voting	Postal Ballot	E-voting
Total Numbers of Members voted	42	336	40,55,434	10,72,59,788
Less: Invalid votes / abstain votes	6	0	48	0
Total Number of Valid votes	36	336	40,55,386	10,72,59,788



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Voted in **FAVOUR** of the Resolution:

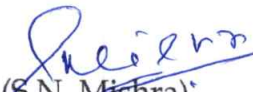
Particulars	Number of Members voted	Number of votes cast in favour of the resolution	Percentage of valid votes cast
Votes received through Postal Ballot forms	34	40,53,356	99.74
Votes received through e-voting	299	10,69,74,218	
Total	333	11,10,27,574	

Voted **AGAINST** the Resolution:

Particulars	Number of Members voted	Number of votes cast against the resolution	Percentage of valid votes cast
Votes received through physical Postal Ballot forms	2	2,078	0.26
Votes received through e-voting	32	2,85,930	
Total	34	2,88,008	

Based on the foregoing, the resolution as outlined hereinabove may be considered as carried by the requisite majority of Members under the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

For SNM & Associates  
Company Secretaries

  
(S.N. Mishra)  
FCS No.:6143  
C.P No: 4684



Place: Bengaluru  
Date: April 02, 2020