

Dated January 17, 2017

The Secretary,
BSE Limited,
PhirozeJeejeebhoy Towers,
Dalal Street, Fort,
MUMBAI – 400 001.

The Vice President
The National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
Bandra - Kurla Complex,
MUMBAI – 400 051.

Dear Sir / Madam,

Sub: Announcement of Postal Ballot results.

This has reference to our letter dated December 15, 2016 along with copy of Postal Ballot notice dated December 12, 2016 ("Notice") sought approval of the Members for passing of **special resolution to offer and issue Secured and Unsecured, redeemable Non-Convertible Debentures and other debt securities, in one or more tranches, on private placement basis.**

As per the aforesaid Notice, the last date for receipt of postal ballot forms was January 14, 2017.

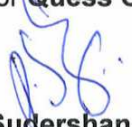
Mr. S. N. Mishra, Proprietor, SNM & Associates, Company Secretaries, Bengaluru, who was appointed as Scrutinizer by the Board of the Company to scrutinize the postal ballot process in relation to the aforesaid matter, has submitted the Scrutinizer report dated January 16, 2017.

Based on the Scrutinizer's report, we wish to inform that the Members of the Company have passed the said special resolution with requisite majority. A copy of the Scrutinizer's Report is attached hereto as Annexure I.

We request you to take the above on record and acknowledge receipt.

Thanking you,

Yours faithfully,
For **Quess Corp Limited**


(Sudershan Pallap)
Vice President & Company Secretary



Encl: as above

Dated: January 16, 2017

To,
The Chairman / Managing Director & CEO
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 appointed as the Scrutinizer by the Board of Directors of Quess Corp Limited ("**Quess**" or "**the Company**") for scrutinizing the postal ballot process (including e-voting) to seek approval of the Members for the resolutions as mentioned in the Postal Ballot Notice dated December 12, 2016 ("**Notice**") and 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. On December 14, 2016, the Notice along with annexures was sent to all members whose names appeared on the Register of Members as on December 09, 2016 either by registered post or e-mail. A public notice to that effect was also released in Financial Express (English) and in Hosa Digantha (regional language – Kannada) newspapers on December 15, 2016 & December 15, 2016 respectively.
3. The voting period (by e-voting as well as postal ballot) commenced on December 16, 2016 from 9.00 a.m. and concluded on January 14, 2017 at 5.00p.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 December 09, 2016.
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. 5.00p.m. on January 14, 2017 have been entered in a register separately maintained for this purpose and were considered for the purpose of scrutiny.

Phone: 080– 25296825, Telefax: 25283637, Mobile – 9845641548,
e-mail: surjya.mishra@gmail.com/mishra@snmassociates.in
Website: www.snmassociates.in



6. The votes cast through e-voting upto January 14, 2017 till 5p.m. were downloaded from NSDL website and unfreezed at 12 noon p.m. on January 16, 2017 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 been exercised their voting rights through both postal ballot and e-voting, the votes cast through e-voting have been considered as valid.
9. No envelopes containing postal ballot forms received after 5.00p.m. on January 14 ,2017.
10. No envelopes containing postal ballot forms, returned undelivered by the postal authorities.
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) Authority to offer and issue Secured and Unsecured, redeemable Non-Convertible Debentures and other debt securities, in one or more tranches, on Private Placement basis:

Particulars	No. of Ballots		No. of equity shares	
	Postal Ballot	E-voting	Postal Ballot	E-voting
Total Numbers of Members voted	48	90	2995	117266565
Less: Invalid votes / abstain votes	10	0	864	0
Total Number of Valid votes	38	90	2131	117266565



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	38	2131	99.99%
Votes received through e-voting	86	117266415	
Total	124	117268546	99.99%

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	0	0	0.001%
Votes received through e-voting	4	150	
Total	4	150	0.001%

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.

The relevant records relating to postal ballot and all other papers including voting by electronic means shall be under my safe custody till the Chairman / Director considers, approves and signs the minutes and thereafter the same shall be handed over to the Company Secretary.

For SNM & Associates
Company Secretaries


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



Place: Bengaluru

Date: January 16, 2016