

July 27, 2018

National Stock Exchange of India Limited  
Exchange Plaza, Plot No. C/1, Block -G  
Bandra-Kurla Complex  
Bandra (East), Mumbai – 4000 51

Bombay Stock Exchange Limited  
Corporate Relationship Department  
P.J. Towers, Dalal Street  
Mumbai – 4000 01

Scrip Symbol: QUESS

Scrip Code: 539978

Dear Sir

**Subject: Voting Results of 11<sup>th</sup> Annual General Meeting (AGM) under regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

The 11th AGM of the Company was held on July 26, 2018 at 11.30 am at Hotel Royal Orchid, # 1, Golf Avenue, Adjoining KGA Golf Course, HAL Airport Road, Bengaluru - 560008, for which the Company had provided the remote e-voting facility to its shareholders through NSDL. The Shareholders also voted at the venue by poll.

Please find attached, the voting results as per the format prescribed under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Kindly take the same on your record.

Thanking You,

Yours faithfully,  
For **Quess Corp Limited**



**Rajesh Kumar Modi**  
**Vice President Legal & Company Secretary**

Encl: a/a

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**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 11<sup>th</sup> Annual General Meeting ("11<sup>th</sup> AGM") of the Equity Shareholders of QUESS CORP LIMITED held on 26<sup>th</sup> July, 2018 at 11.30 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, 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 11<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 11<sup>th</sup> AGM of the Equity Shareholders of the Company, which was held on 26<sup>th</sup> July, 2018 at 11.30 a.m at Spring Hall, Hotel Royal Orchid, #1, Golf Course, HAL Airport Road, Bengaluru, Karnataka - 560008.

The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through remote e-voting and voting by using ballots by the shareholders on the resolutions proposed in the notice of the 11<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 11<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 11<sup>th</sup> AGM.





I submit my report as under:

1. The e-voting remained opened from 22<sup>nd</sup> July, 2018 (9.00 a.m.) to 25<sup>th</sup> July 2018 (5.00 p.m.)
2. The Members holding shares as on the "cut off" date i.e 19.07.2018 were entitled to vote on the proposed resolutions (Item No.1 to 7 as set out in the Notice of 11<sup>th</sup> AGM of the Company).
3. The votes were unblocked on 26<sup>th</sup> July, 2018 around 11.45 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.
4. Thereafter the details containing, interalia, 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 11<sup>th</sup> AGM, the physical ballot forms were provided to the Members and Proxies to enable them exercise their voting rights on the Resolutions as contained in the 11<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. Rajshekar Aradhaya (ID IN3011351067868) & Mr. Ashok Chakravarthi (ID IN30051318133296) 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 44 Ballot papers 3 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 11<sup>th</sup> AGM is as under.

**(a) Resolution 1- Adoption of Audited Financial Statements.**

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	135	116599275	99.99
Physical ballot	42	204182	94.42

Voted against of the resolution.

Mode	Number of members voted	Number of votes cast by them	% of total number of valid
E-voting	2	10985	0.01
Physical ballot	0	0	0





## Invalid votes

Mode	Number of members voted	Number of votes cast by them	% of total number of valid
E-voting	0	0	0.00
Physical ballot	2	12061	5.58

## Total Votes

Mode	Number of members voted	Number of votes cast by them	% of total number of valid
E-voting	137	116610260	99.81
Physical ballot	44	216243	0.19
Total	181	116826503	100

The resolution passed by Requisite Majority**(b) Resolution 2- Appointment of Mr. Subrata Kumar Nag as a Director liable to retire by rotation.**

## Voted in favour of the resolution.

Mode	Number of members voted	Number of votes cast by them	% of total number of valid
E-voting	139	118212944	99.99
Physical ballot	42	204182	94.42

## Voted against of the resolution.

Mode	Number of members voted	Number of votes cast by them	% of total number of valid
E-voting	2	68	0.01
Physical ballot	0	0	0

## Invalid votes

Mode	Number of members voted	Number of votes cast by them	% of total number of valid
E-voting	0	0	0
Physical ballot	2	12061	5.58

## Total Votes

Mode	Number of members voted	Number of votes cast by them	% of total number of valid
E-voting	141	118213012	99.82
Physical ballot	44	216243	0.18
Total	185	118429255	100.00

The resolution passed by Requisite Majority



**(c) Resolution 3- Appointment of Statutory Auditors of the Company.**

Voted in favour of the resolution.

Mode	Number of members voted	Number of votes cast by them	% of total number of valid
E-voting	130	116887633	98.88
Physical ballot	42	204182	94.42

Voted against of the resolution.

Mode	Number of members voted	Number of votes cast by them	% of total number of valid
E-voting	11	1325304	1.12
Physical ballot	0	0	0.00

Invalid votes

Mode	Number of members voted	Number of votes cast by them	% of total number of valid
E-voting	0	0	0.00
Physical ballot	2	12061	5.58

Total Votes

Mode	Number of members voted	Number of votes cast by them	% of total number of valid
E-voting	141	118212937	99.82
Physical ballot	44	216243	0.18
Total	185	118429180	100.00

The resolution passed by Requisite Majority**(d) Resolution 4 – Revision in Commission payable to Independent Directors.**

Voted in favour of the resolution.

Mode	Number of members voted	Number of votes cast by them	% of total number of valid
E-voting	136	118212517	100.00
Physical ballot	42	204182	94.42

Voted against of the resolution.

Mode	Number of members voted	Number of votes cast by them	% of total number of valid
E-voting	5	495	0.00
Physical ballot	0	0	0.00





## Invalid votes

Mode	Number of members voted	Number of votes cast by them	% of total number of valid
E-voting	0	0	0.00
Physical ballot	2	12061	5.58

## Total Votes

Mode	Number of members voted	Number of votes cast by them	% of total number
E-voting	141	118213012	99.82
Physical ballot	44	216243	0.18
Total	185	118429255	100.00

The resolution passed by Requisite Majority

**(e) Resolution 5 - Appointment of Mr. Subrata Kumar Nag ("Subrata Nag") (DIN: 02234000) as the Executive Director & Chief Executive Officer of the Company.**

## Voted in favour of the resolution.

Mode	Number of members voted	Number of votes cast by them	% of total number of valid
E-voting	140	118212984	100.00
Physical ballot	42	204182	94.42

## Voted against of the resolution.

Mode	Number of members voted	Number of votes cast by them	% of total number of valid
E-voting	1	28	0.00
Physical ballot	0	0	0.00

## Invalid votes

Mode	Number of members voted	Number of votes cast by them	% of total number of valid
E-voting	0	0	0.00
Poll	2	12061	5.58

## Total Votes

Mode	Number of members voted	Number of votes cast by them	% of total number of valid
E-voting	141	118213012	99.82
Physical ballot	44	216243	0.18
Total	185	118429255	100.00

The resolution passed by Requisite Majority



**(f) Resolution 6 – Re-appointment of Mr. Ajit Abraham Isaac (“Ajit Isaac”) (DIN: 00087168) as the Chairman & Managing Director of the Company.**

Voted in favour of the resolution.

Mode	Number of members voted	Number of votes cast by them	% of total number of valid
E-voting	125	83922506	70.99
Physical ballot	42	204182	94.42

Voted against of the resolution.

Mode	Number of members voted	Number of votes cast by them	% of total number of valid
E-voting	13	1338732	0.01
Physical ballot	0	0	0.00

Invalid votes

Mode	Number of members voted	Number of votes cast by them	% of total number of valid
E-voting	3	32951784	27.87
Physical ballot	2	12061	5.58

Total Votes

Mode	Number of members voted	Number of votes cast by them	% of total number of valid
E-voting	141	118213022	99.82
Physical ballot	44	216243	0.18
Total	185	118429265	100.00

The resolution passed by Requisite Majority

**(g) Resolution 7 – Fixation of fees under section 20 of the companies Act, 2013**

Voted in favour of the resolution.

Mode	Number of members voted	Number of votes cast by them	% of total number of valid
E-voting	126	114274973	99.99
Physical ballot	41	204180	94.42

Voted against of the resolution.

Mode	Number of members voted	Number of votes cast by them	% of total number of valid
E-voting	12	2378987	0.01
Physical ballot	0	0	0.00





## Invalid votes

Mode	Number of members voted	Number of votes cast by them	% of total number of valid
E-voting	0	0	0.00
Physical ballot	2	12061	5.58

## Total Votes

Mode	Number of members voted	Number of votes cast by them	% of total number of valid
E-voting	138	116653960	99.81
Physical ballot	43	216241	0.19
Total	182	116870203	100.00

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 are 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: 26<sup>th</sup> July, 2018