

**Dated:** September 6, 2017



Stock Code: BSE: 539978

NSE: QUESS

ISIN: INE615P01015

<b>The Manager</b> Listing Department, National Stock Exchange of India Limited, “Exchange Plaza”, Bandra-Kurla Complex, Bandra (E), Mumbai-400051.	<b>The General Manager</b> Listing Department, BSE Limited, PhirozeJeejeebhoy Towers, Dalal Street, Mumbai-400001.
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**Dear Sir,**

**Sub: Disclosure of voting results relating to the resolution passed at the National Company Law Tribunal (“NCLT”), Bengaluru Bench convened Equity Shareholders meeting of the Company held on September 5, 2017 & Submission of Scrutinizer’s Report.**

**Ref:** Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Based on the Scrutinizer’s Report dated September 5, 2017(attached hereto) for e-voting and voting through ballot forms, we wish to inform that the resolution proposed in the Notice of NCLT convened Equity Shareholders Meeting of Quess Corp Limited (“the Company”), which was held on September 5, 2017, was passed with requisite majority.

We submit herewith

- Copy of the Scrutinizers’ report
- Disclosure of Voting results as required under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The aforesaid documents will also be made available on the website of the Company at [www.quesscorp.com](http://www.quesscorp.com) and also on the website of NSDL, [www.nsdl.com](http://www.nsdl.com).

We request you to take the above on record.

Thanking you,

Yours faithfully

**For Quess Corp Limited**

  
**(Sudershan Pallap)**

**Vice President & Company Secretary**



Encl: as above.

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**SCRUTINIZER'S REPORT**

(Pursuant to directions issued by the Bangalore Bench of National Company Law tribunal ("NCLT" or "Tribunal") vide order dated 31/07/2017 in Company Application No. CA (CAA) 41/BB OF 2017

To,

The Chairman  
Qness Corp Limited  
3/3/2, Bellandur Gate, Sarjapur  
Main Road, Bengaluru- 560 103

Dear Sir,

Report of Scrutinizer on the results of voting through electronic means and by way of physical ballot forms at the venue of meeting of Equity Shareholders ("Tribunal convened Meeting" or "Meeting") of Qness Corp Limited ("the Company"), in connection with the resolution detailed in the Notice dated 3<sup>rd</sup> August, 2017 ("Notice"), convening meeting of Equity Shareholders of the Company on Tuesday, 5<sup>th</sup> September, 2017 at 10:00 A.M at Hotel Royal Orchid, 1, Golf Avenue, Adjoining KGA Golf Course, HAL Airport Road, Bengaluru, Karnataka- 560008, in pursuance of directions issued by the Bangalore Bench of Hon'ble National Company Law Tribunal ("NCLT") vide order dated 31/07/2017 in Company Application No. CA (CAA) 41/BB OF 2017.

I, S.N. Mishra, Practicing Company Secretary, have been appointed as Scrutinizer for the purpose of the voting taken on the resolution detailed in the Notice dated 3<sup>rd</sup> August, 2017, for the Tribunal convened meeting of the Company on 5<sup>th</sup> September, 2017, at 10.00 a.m at Hotel Royal Orchid, 1, Golf Avenue, Adjoining KGA Golf Course, HAL Airport Road, Bengaluru, Karnataka- 560008 in pursuance of directions issued by the Bangalore Bench of Hon'ble National Company Law Tribunal ("NCLT") vide order dated 31/07/2017 in Company Application No. CA (CAA) 41/BB OF 2017.

1. The Compliance with the NCLT order dated 31/07/2017, in relation to voting through electronic means and by way of physical ballot forms at the venue of the Tribunal convened Meeting on the proposed resolution is the responsibility of the management of the Company. My responsibility as a Scrutinizer is to ensure that the voting process both through electronic means and by use of physical ballot forms at the meeting 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 physical ballot forms at the meeting.
2. Notices were issued to the Equity Shareholders of the Company whose names were appearing in the records of the Company on July 28, 2017 as per directions issued by Hon'ble NCLT vide order dated 31/07/2017 and voting rights were reckoned as on opening of business hours of July 28, 2017 ("Cut-off Date"), for the purpose of deciding the eligibility to vote by the Equity Shareholders.

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[www.snmassociates.in](http://www.snmassociates.in)



3. Before the start of the Meeting, the Equity Shareholders/persons attending the meeting on behalf of the Equity Shareholders were verified by way of their identity proofs and the Board resolutions/authority letters executed in favour of the person attending the Meeting.
4. Further to above, I submit my report as under:
  - 4.1 The e-voting remained opened from 06<sup>th</sup> August, 2017 (9.00 a.m.) to 4<sup>th</sup> September, 2017 (5.00 p.m.)
  - 4.2 At the Tribunal convened Meeting, the Chairman after discussion on resolution, announced that the Equity Shareholders present at the Meeting can exercise their voting rights by way of physical ballot forms, which was made available at the Venue of the Meeting.
  - 4.3 The votes of e-voting were unblocked on 05<sup>th</sup> August, 2017 around 10.00A.M. in the presence of two witnesses, Mr. E V Venkataramagupta and Mr. K G Saraswathamma being the Shareholders who are not in the employment of the Company.
  - 4.4 Thereafter, on completion of the voting at the Meeting, the Ballot boxes were unlocked around 10.25 A.M in the presence of Mr. E V Venkataramagupta and Mr. K G Saraswathamma who are not in the employment of the Company.
  - 4.5 Particulars of all the physical ballot forms received from the Equity Shareholders have been entered in the register separately maintained for the purpose.
  - 4.4 The physical ballot forms received were scrutinized and reconciled with the records maintained by the Company and the authorizations/Proxy Forms etc. lodged with the Company. For processing physical ballot forms, necessary technical support was provided by the Company.
  - 4.5 The Number of Shares in the books of the Company as on 28<sup>th</sup> July, 2017 as mentioned by the Equity Shareholders in the physical ballot forms has been verified with the records of the Company.
  - 4.6 Voting rights of Equity Shareholders have been reckoned in proportion to their share in the total amount of Equity Share Capital i.e 1 Vote for 1 Share, as on Cut Off date i.e. July 28, 2017.

We hereby submit our report as under:

- A. Details of votes cast by way of e-voting and physical ballot forms at the venue of Tribunal convened Meeting with respect to resolution proposed in the Notice are as under:

**Resolution:**

Resolution pursuant to provisions of Section 230 and 232 and other applicable provisions of the Companies Act, 2013 and the provisions of Memorandum and Articles of Association of Quess Corp Limited for approving Scheme of Arrangement among Quess Corp Limited and Manipal Integrated Services Private Limited and their respective members and Creditors.





## (i) The result of e-voting as under

Sl.No	Particulars	No. of Equity shareholders voted through e-voting	Number of votes (In terms of value of Equity Shareholders) cast by them
1.	Total Votes cast by way of Electronic means (e-voting) Tribunal convened Meeting	119	116,328,158
2.	Votes Cast in Assent/Favour of the resolution	114	116,327,648
3.	Votes Cast in Dissent/Against the resolution	5	510

## (ii) The result of votes cast by physical ballot forms is as under

Sl.No	Particulars	No. of Equity Shareholders present and votes (In person or by proxy or by authorized representative)	Number of votes (In terms of value of Equity Share Capital) cast by them
1.	Total Votes cast by way of physical ballot forms at the venue of Tribunal convened Meeting	20	14,727
2.	Less: Rejection of votes cast by way of physical ballot forms at the venue of Tribunal convened Meeting	2	7
3.	Valid votes cast by way of physical ballot forms at the venue of Tribunal convened Meeting (A-B)	18	14,720
4.	Votes Cast in Assent/Favour of the resolution	17	14,715
5.	Votes Cast in Dissent/Against the resolution	1	5

## B. Reasons for Rejections

Particulars	No. of Equity Shareholders present and voted (in person or by proxy or by authorized representative)	Number of Votes (In terms of value of Equity Share Capital) cast by them
Rejection of Votes cast by way of physical ballot forms at the venue of Tribunal convened Meeting	2	7



(i) Voted both in favour and against	1	5
(ii) Did not cast the vote in favour or against	1	2

**C. Total number of Votes in favour and/or against the resolution**

Particulars	Voting by means of physical ballot forms at the venue of Tribunal convened meeting and e-voting	
	No. of Equity Shareholders present and voted (In person or by proxy or by authorized representative) and e-voting	Number of Votes (in terms of value of Equity Share Capital) cast by them
Total valid Votes	137	116,342,878
Total Votes cast in favour of resolution	131	116,342,363
Total Votes cast against resolution	6	515
% of Votes in favour	99.9996	116,342,363
% of Votes cast against	0.0004	515

Based on the foregoing, the above resolution shall be deemed to have been approved on the date of the Tribunal convened meeting of Equity Shareholders of the Company i.e 5<sup>th</sup> September, 2017 with the requisite majority of persons representing 116,342,363 (Shares) of the members through electronic means and present at the Meeting, voted in person or by the authorized representative or by proxy at the Venue of the Meeting by way of physical ballot forms.

Register of Votes cast through physical ballot forms at the venue of Tribunal convened Meeting of members of the Company and all other relevant records of voting process given/provided/maintained in electronic mode and physical ballot forms will remain in our custody until the Chairman considers, approves and signs the minutes of the Tribunal convened Meeting and the same shall be handed over thereafter to the Chairman/ company Secretary for Safe keeping.

Thanking you,

Yours faithfully,

Signature : 



Place: Bangalore  
Date : 5<sup>th</sup> September, 2017

Name: S.N.Mishra.  
Company Secretary  
C. P. No. : 4684  
FCS No. : 6143

**Quess**

<b>Name of the Company:</b>	Quess Corp Limited
<b>Date of National Company Law Tribunal Convened Meeting</b>	September 5, 2017
<b>Total Number of Shareholders as on cutoff date i.e., July 28, 2017</b>	21157
<b>Number of Shareholders present in the meeting either in person or proxy</b> <ul style="list-style-type: none"><li>• Promoters and Promoter Group</li><li>• Public</li></ul>	2 41
<b>No. of Shareholders attend the meeting through video conferencing</b> <ul style="list-style-type: none"><li>• Promoters and Promoter Group</li><li>• Public</li></ul>	Not Applicable as video conferencing facility not provided
<b>Mode of Voting</b>	Remote E-voting and poll conducted at the National Company Law Tribunal Convened Meeting.



## Quess Corp Limited

<b>Resolution Required : (Special)</b>			<b>1 - To considering and, if thought fit, approving, with or without modification the Scheme of Arrangement of Manipal Integrated Services Private Limited (Applicant Company No.2) With Quess Corp Limited (Applicant Company No.1)</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	112775280	112775280	100.0000	112775280	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>112775280</b>	<b>100.0000</b>	<b>112775280</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	7247929	3415597	47.1251	3415597	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>3415597</b>	<b>47.1251</b>	<b>3415597</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	17691781	137281	0.7760	136771	510	99.6285	0.3715
	Poll		14720	0.0832	14715	5	99.9660	0.0340
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>152001</b>	<b>0.8592</b>	<b>151486</b>	<b>515</b>	<b>99.6612</b>	<b>0.3388</b>
<b>Total</b>		<b>137714990</b>	<b>116342878</b>	<b>84.4809</b>	<b>116342363</b>	<b>515</b>	<b>99.9996</b>	<b>0.0004</b>

