

September 29, 2020

**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  
**Symbol - QUESS**

**Sub: Disclosure of events pursuant to Regulation 30 (2) - Schedule III - Part A (13)  
of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015  
("Listing Regulations")**

**Ref: Summary of Proceedings of 13<sup>th</sup> Annual General Meeting ("AGM") of Quess  
Corp Limited through Video Conferencing ("VC")/ Other Audio Video Means  
("OAVM")**

Dear Sir/Madam,

Pursuant to Regulation 30, Part A of Schedule - III of the Listing Regulations, we are submitting herewith the details regarding the proceedings of the 13<sup>th</sup> Annual General Meeting of the Company held on Tuesday, September 29, 2020 at 03.30 P.M. (IST) and concluded at 04:45 P.M. (IST) through Video Conferencing ("VC")/Other Audio Video Means ("OAVM"). The Meeting was held in compliance with the circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India.

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



Encl: a/a

### DETAILS OF PROCEEDINGS OF THE MEETING

The 13<sup>th</sup> Annual General Meeting of the Members of Qess Corp Limited ("the Company") was held on Tuesday, September 29, 2020 at 03:30 P.M. (IST) through Video Conferencing ("VC")/Other Audio Video Means ("OAVM"). The meeting was held in compliance with the General Circular Numbers 20/2020, 14/2020, 17/2020 issued by the Ministry of Corporate Affairs ("MCA") and Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 issued by the Securities and Exchange Board of India ("SEBI") and as per the applicable provisions of the Companies Act, 2013 and the Rules made thereunder.

#### **Directors and Key Managerial Personnel in Attendance:**

Sl. No.	Name of the Director and Key Managerial Personnel	Designation
1.	Mr. Ajit Isaac, joined over VC from Bengaluru	Chairman & Managing Director
2.	Mr. K. Suraj Moraje, joined over VC from Bengaluru	Executive Director & Group CEO
3.	Mr. Chandran Ratnaswami, joined over VC from Canada	Non-Executive Director
4.	Mr. Gopalakrishnan Soundarajan, joined over VC from Canada	Non-Executive Director
5.	Ms. Revathy Ashok, joined over VC from Bengaluru	Non-Executive Independent Director
6.	Mr. Sanjay Anandaram, joined over VC from Bengaluru	Non-Executive Independent Director
7.	Mr. K. R. Girish, joined over VC from Bengaluru	Non-Executive Independent Director
8.	Mr. Gaurav Mathur, joined over VC from Mumbai	Non-Executive Independent Director
9.	Mr. Subramanian Ramakrishnan, joined over VC from Bengaluru	Chief Financial Officer
10.	Mr. Kundan K Lal, joined over VC from Bengaluru	Company Secretary & Compliance officer

#### **Other Representatives:**

Sl. No	Name	Particulars
1.	Mr. Anand Subramanian, Mr. Zubin Shekary and Mr. Rajesh Oza, joined over VC from Bengaluru	M/s. Deloitte Haskins & Sells LLP Statutory Auditors

**Qess Corp Limited**

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 Tel: +91 80 6105 6001 | connect@qesscorp.com | CIN No.L74140KA2007PLC043909

www.qesscorp.com



2.	Mr. S.N. Mishra, joined over VC from Bengaluru	Secretarial Auditor and Scrutinizer & Proprietor of SNM & Associates, Company Secretaries.
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The meeting commenced at 03:30 PM (IST) and concluded at 04.45 P.M. (IST) (including time allowed for e-voting at AGM).

Mr. Ajit Isaac, Chairman & Managing Director of the Company chaired the meeting. The Chairman extended his warm welcome to all the shareholders and informed that this AGM is being held through Video Conference in accordance with the circulars issued by the Ministry of Corporate Affairs and SEBI. The Chairman introduced the Directors, Key Managerial Personnel, Statutory and Secretarial Auditors joining over VC. He informed about the changes in the Board of Directors of the Company during the year. The requisite quorum, being present, the Chairman called the meeting to order.

Mr. Kundan K Lal, the Company Secretary of the Company provided the general instructions to the Members regarding participation in the Meeting and the voting procedure. He informed that as the AGM is being held through video conference, the facility for appointment of proxies by the members was not applicable and hence the proxy register for inspection is not available. He further informed that the Company had provided the Members the facility to cast their votes electronically through remote e-voting on all the resolutions set forth in the notice and the facility for voting through e-voting system was made available during the AGM for Members who had not cast their vote prior to the Meeting. The Company had provided members the facility to cast their votes electronically, on all resolutions set forth in the Notice. The remote e-voting commenced at 09.00 A.M. (IST) on Thursday, September 24, 2019 and concluded at 05.00 P.M. (IST) on Monday, September 28, 2019.

The Board of Directors had appointed Mr. S. N. Mishra (Membership No.: FCS 6143), M/s SNM & Associates, Practicing Company Secretaries as the Scrutinizer to supervise the e-voting process.

The Chairman delivered his speech/presentation on the performance of the Company.

The Chairman further informed that as there were no qualifications or observations or comments in the Independent Auditors' Report, both in Standalone and in Consolidated and in the Secretarial Audit Report. Therefore, it was not necessary to read the said reports at the Meeting.

With the consent of the Members present at the meeting, the Notice convening the AGM was taken as read. Since the meeting was being convened through VC,





resolutions were put to vote through e-voting and the requirement to propose and second is not applicable.

The following items of business, as per the Notice of AGM dated August 31, 2020, were put at the AGM for Members consideration and approval:

Sl. No	Particulars of Business	Type of Resolution
<b>Ordinary Business</b>		
1.	To receive, consider and adopt: a) the standalone financial statements of the Company which includes the Audited Balance Sheet as at March 31, 2020, the Statement of Profit and Loss for the financial year ended as on that date and the Cash Flow Statement together with reports of the Board of Directors and the Statutory Auditors thereon; and b) the consolidated financial statements of the Company which includes the Audited Balance Sheet as at March 31, 2020, the Statement of Profit and Loss for the financial year ended as on that date and the Cash Flow Statement together with reports of the Statutory Auditors thereon.	Ordinary Resolution
2.	To appoint Mr. Chandran Ratnaswami (DIN: 00109215) as a Director liable to retire by rotation	Ordinary Resolution
<b>Special Business</b>		
3.	To appoint Mr. Krishna Suraj Moraje (DIN: 08594844) as a Director of the Company	Ordinary Resolution
4.	To appoint Mr. Krishna Suraj Moraje (DIN: 08594844) as an Executive Director and Group Chief Executive Officer of the Company and terms of appointment	Ordinary Resolution
5.	To appoint Mr. Gopalakrishnan Soundarajan (DIN: 05242795) as a Director of the Company	Ordinary Resolution
6.	To appoint Mr. Gaurav Mathur (DIN: 00016492) as a Non-Executive Independent Director of the Company	Ordinary Resolution
7.	To appoint Mr. Kalpathi Ratna Girish (DIN: 07178890) as a Non-Executive Independent Director of the Company	Ordinary Resolution



8.	To reappoint Ms. Revathy Ashok (DIN: 00057539) as a Non-Executive Independent Director of the Company	Special Resolution
9.	To reappoint Mr. Sanjay Anandaram (DIN: 00579785) as a Non-Executive Independent Director of the Company	Special Resolution
10.	To approve the Scheme of Amalgamation with its Wholly-Owned Subsidiary	Special Resolution

The Company Secretary briefed the members on all the resolutions in the Notice of AGM and also about the procedure to participate as a Speaker.

On the invitation of the Company Secretary, Members who had previously registered themselves as speakers, addressed the Meeting through VC/OAVM and sought clarifications on their respective queries.

Clarifications were provided to the queries raised by the Members.

The Chairman authorized the Company Secretary to declare the voting results, intimate the Stock Exchanges and place the same on the website of the Company. He informed the shareholders that the voting platform will be open for the next 15 minutes a member can vote on all the resolution mentioned in the Notice of AGM.

The Chairman announced that the details of the voting results (remote e-voting and e-voting at the AGM) on all the resolutions as set out in the Notice of AGM along with the consolidated Scrutinizer's Report shall be informed to Stock Exchanges and also be placed on the website of the Company in due course.

Total 69 members were present at the Meeting.

The Chairman, then, thanked the Members present at the meeting and declared the meeting as closed.

Kindly take the above intimation on your record.

Thanking you,

Yours faithfully  
For Quess Corp Limited

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

