



Quesse Corp Limited

CIN: L74140KA2007PLC043909

Regd Office: 3/3/2, Bellandur Gate, Sarjapur Road, Bengaluru, 560103.

Tel:080-6105 6000; Fax:080-6105 6406

website: www.quessecorp.com; E-mail: investor@quessecorp.com

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that the Extra-ordinary General Meeting of Quesse Corp Limited (the "Company") will be held at Novotel Hotel, Opposite RMZ Ecospace Business Park, Sarjapur Outer Ring Road, Bengaluru - 560103 on Thursday, August 08, 2019 at 03.00 P.M., to transact the following business:

1. To issue equity shares of the Company on a preferential allotment basis to Amazon.com NV Investment Holdings LLC, a Category III Foreign Portfolio Investor

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 and such other rules and regulations made thereunder (including any amendments, statutory modification(s) and/or re-enactment thereof for the time being in force) (the "**Act**"), and the Memorandum and Articles of Association of the Company and subject to necessary approvals, permissions, consents and sanctions of Competition Commission of India ("**CCI**"), Securities and Exchange Board of India ("**SEBI**"), the BSE Limited ("**BSE**"), the National Stock Exchange of India Limited (the "**NSE**", along with the **BSE**, the "**Stock Exchanges**"), the Ministry of Corporate Affairs, the Reserve Bank of India and Government of India ("**Gol**") and other regulatory or statutory authorities, as may be applicable and on such terms and conditions (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated while granting such approvals, permissions, sanctions and consents as the case may be by any other regulatory

authorities) which may be accepted by the Board of Directors of the Company (hereinafter referred to as "**Board**" which term shall be deemed to include any duly constituted / to be constituted Committee of Directors thereof, as applicable, to exercise its powers including powers conferred under this resolution) and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued by the Gol, SEBI, including the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, from time to time ("**Listing Regulations**"), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time (the "**SEBI ICDR Regulations**") to the extent applicable, the consent of the Members be and is hereby accorded to offer, and issue 7,54,437 (Seven Lakhs Fifty Four Thousand Four Hundred and Thirty Seven) equity shares of the Company, having face value of ₹ 10/- (Rupees Ten only) for an issue price of ₹ 676/- (Rupees Six Hundred and Seventy Six only) each to Amazon.com NV Investment Holdings LLC, a Category III Foreign Portfolio Investor ("**Investor**") for an aggregate consideration of ₹ 50,99,99,412 (Rupees Fifty Crores Ninety Nine Lakhs Ninety Nine Thousand Four Hundred and Twelve only) by way of preferential allotment on a private placement basis.

RESOLVED FURTHER THAT the approval of the Members be and is hereby accorded to issue to the Investor, a private placement offer letter in Form PAS - 4 (pursuant to Section 42 of the Act and Rule 14 (1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014), as per the draft offer letter placed before the Members and initialled by the Chairman for the purpose of identification, to subscribe to the aforesaid equity shares by way of preferential allotment on a private placement basis.

RESOLVED FURTHER THAT the equity shares being offered, issued and allotted to the Investor by way of a preferential issue shall inter alia be subject to the following:

- i. The equity shares shall be issued and allotted by the Company to the Investor in dematerialized form within a period of 15 (fifteen) days from the date of passing of this resolution provided that where the issue and allotment of the said equity shares is pending on account of pendency of any approval for such issue and allotment by any regulatory authority or the Central Government, the issue and allotment shall be completed within a period of 15 (fifteen) days from the date of such approval;
- ii. The equity shares to be offered, issued and allotted to the Investor shall rank *pari passu* with the existing equity shares of the Company in all respects including the payment of dividend and voting rights, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company, if any;
- iii. The “Relevant Date” for the offer, issue and allotment of the equity shares by way of a preferential issue, as per the SEBI ICDR Regulations, for determination of minimum price for the issue of said equity shares shall be the date 30 (thirty) days prior to the date of this meeting;
- iv. The equity shares to be offered, issued and allotted shall be subject to lock-in requirements as provided under the applicable provisions of SEBI ICDR Regulations;
- v. The equity shares to be offered, issued and allotted to the Investor will be listed on Stock Exchanges, where the existing equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be; and
- vi. The equity shares to be offered, issued and allotted to the Investor are being issued for cash consideration.

RESOLVED FURTHER THAT subject to the SEBI ICDR Regulations and other applicable laws, the Board be and is hereby authorized to decide and approve terms and conditions of the issue of the above-

mentioned equity shares and to vary, modify or alter the terms and conditions, including size of the issue as it may deem expedient, provide any clarifications related to issue and allotment of equity shares, and, or listing of equity shares on Stock Exchanges and is hereby authorized to do all such acts, deeds and things relating to preparation, execution and entering into arrangements / agreements, offer letter, letter of allotment, all writings, instruments and such other documents (including documents in connection with appointment of agencies, intermediaries and advisors) and further to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion deem fit, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution and the decision of the Board shall be final and conclusive, in this regard.

RESOLVED FURTHER THAT the Board be and is hereby also authorized to delegate all or any of its powers to any officer(s) or authorized signatory(ies) to give effect to this resolution including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this connection.”

**By order of the Board of Directors
Quess Corp Limited**

Sd/-

Place : Bengaluru

Kundan K Lal

Date : July 12, 2019

VP- Legal & Company Secretary

Notes

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Extra-ordinary General Meeting (EGM) is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Pursuant to Section 105 of the

- Companies Act, 2013, a person can act as a Proxy on behalf of not more than fifty Members holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Members holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as Proxy, who shall not act as a Proxy for any other Member. If a Proxy is appointed for more than fifty Members, the Proxy shall choose any fifty Members and confirm the same to the Company not later than 48 hours before the commencement of the meeting. In case, the Proxy fails to do so, only the first fifty proxies received by the Company shall be considered as valid. The instrument of Proxy, in order to be effective, should be deposited, either in person or through post, at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / letter of authority, as applicable.
3. During the period beginning 24 hours before the time fixed for the commencement of the EGM and until the conclusion of the EGM, a member would be entitled to inspect the proxies lodged during the business hours of the Company, provided that not less than three days of notice in writing of the intention so to inspect is given to the Company.
 4. All documents referred to in the accompanying Notice and Explanatory Statement shall be open for inspection by members at the Registered Office of the Company on all working days (except holidays) between 9.00 a.m. and 5.00 p.m. up to August 08, 2019.
 5. Corporate Members intending to send their authorised representatives to attend the EGM, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company, a certified copy of relevant Board Resolution together with the respective specimen signatures of those representative(s) authorised or appropriate authorization document or upload it on the e-voting portal under the said resolution to attend and vote on their behalf at the meeting.
 6. Members are requested to address all correspondence to the Registrar and Share Transfer Agents, Link Intime India Private Limited, 247 Park , C 101 1st Floor , LBS Marg, Vikhroli (W), Mumbai – 400 083, Maharashtra, India, Tel: +91 22 49186000 ,Fax: +91 22 49186060; email id: rtn.helpdesk@linkintime.co.in.
 7. Members who have not updated their email IDs, are requested to update the same with their respective Depository Participant(s) or Link Intime India Private Limited, Registrar and Transfer Agent (R&T) of the Company.
 8. The Notice of EGM, Proxy Form and Attendance Slip are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s), unless the Members have registered their request for the hard copy of the same. Physical copy of the Notice of EGM, Proxy Form and Attendance Slip are being sent to those Members who have not registered their e-mail address with the Company or Depository Participant(s) by permitted mode.
 9. Members/ Proxies/ authorised representatives who have received the Notice of EGM, Proxy form and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip enclosed herewith.
 10. Only bonafide members of the Company, whose names appear on the Register of members/ Proxy holders and who are in possession of valid attendance slips duly filled in and signed, will be permitted to attend the EGM. The Company reserves the right to take all steps as may be deemed necessary to restrict non-members from attending the EGM.
 11. In case of joint holders attending the EGM, only such a joint holder who is higher in the order of names will be entitled to vote.
 12. Members holding shares in physical mode are also requested to update their email addresses by writing to the R&T of the Company quoting their folio number(s).
 13. The Register of Directors and Key Managerial Personnel and their shareholdings and the Register of Contracts or Arrangements, in which Directors are interested, being maintained under the Act, will be available for inspection at the EGM.
 14. Members may also note that the Notice of the EGM will be available on the Company's website, www.quesscorp.com.
 15. Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended

and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the facility to Members to exercise their right to vote on the resolutions proposed to be passed at EGM by electronic means and the service is facilitated by the National Securities Depository Limited (NSDL). The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Friday, August 02, 2019, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. Members may cast their votes on electronic voting system from any place other than the venue of the meeting (remote e-voting). The remote e-voting period will commence at 09.00 a.m. on Monday, August 05, 2019 and will end at 05.00 p.m. on Wednesday, August 07, 2019. In addition, the facility for voting through ballot paper will also be made available at the EGM and members attending the EGM, who have not already cast their votes by remote e-voting shall be able to exercise their right at the EGM through ballot paper. Members who have cast their votes by remote e-voting prior to the EGM may attend the EGM but shall not be entitled to cast their votes again. The instructions for e-voting are annexed to the Notice. The Board has appointed Mr. S. N. Mishra, SNM & Associates Company Secretaries, as the Scrutinizer to scrutinize the e-voting / ballot process in a fair and transparent manner. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given hereinafter.

16. The voting rights of members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date, which is August 02, 2019.
17. Results of the voting on the above Resolutions shall be declared not later than 48 hours from the conclusion of the EGM of the Company and the resolutions will be deemed to be passed on the EGM date, subject to receipt of the requisite number of votes in favour of the Resolutions.

Voting through electronic means

- I. In compliance with Provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the

Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Extra-ordinary General Meeting (EGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the EGM) ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

- II. The facility for voting through ballot paper shall be made available at the EGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on August 05, 2019 (09.00 a.m.) and ends on August 07, 2019 (05.00 p.m.). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of August 02, 2019, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 111047 then user ID is 111047001***

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open

the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- a) Click on "**Forgot User Details/ Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.

5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to mishra@snmassociates.in with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct

password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the EGM), a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.quescorp.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited and NSE, Mumbai.

Explanatory Statement

Pursuant to Section 102 (1) of the Act

The following statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 1- Issue of Equity Shares on a Private Placement basis:

The following terms used in the explanatory statement have the meaning set forth herein below:

Allotment Shares: 7,54,437 (Seven Lakhs Fifty Four Thousand Four Hundred and Thirty Seven) Equity Shares proposed to be issued and allotted to the Proposed Allottee on preferential allotment basis for cash aggregating to ₹ 50,99,99,412 (Rupees Fifty Crores Ninety Nine Lakhs Ninety Nine Thousand Four Hundred and Twelve only), in the manner set forth in the SEBI ICDR Regulations and the Companies Act, 2013.

Board: Board of Directors of the Company (which term shall be deemed to include any duly constituted / to be constituted Committee of Directors thereof to exercise its powers).

Company: Qness Corp Limited.

Equity Share: The equity shares of the Company, each having a face value of ₹ 10/- (Rupees Ten Only).

Extra-ordinary General Meeting: This Extra-ordinary General Meeting of the Company to be held on August 08, 2019.

Proposed Allottee (in context of issue and allotment of the Allotment Shares): Amazon.com NV Investment Holdings LLC, a Category III Foreign Portfolio Investor.

SEBI: Securities and Exchange Board of India.

SEBI ICDR Regulations: Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time.

SEBI Listing Regulations: Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.

Stock Exchanges: Collectively, the BSE Limited and the National Stock Exchange of India Limited.

In terms of Section 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 and such others

rules and regulations made thereunder (including any amendments, statutory modification(s) and/or re-enactment thereof for the time being in force) (the "Act"), and the SEBI Listing Regulations, the SEBI ICDR Regulations, the issuance of the Allotment Shares to the Proposed Allottee on a preferential allotment basis requires inter alia the approval of the shareholders of the Company, by way of a special resolution.

Post allotment of the Allotment Shares, the Proposed Allottee will hold the Allotment Shares representing 0.51% of the post-issue paid-up equity share capital of the Company, on a fully diluted basis.

The allotment of the Allotment Shares does not in any manner whatsoever, amount to any transfer of ownership and / or control of the Company to the Proposed Allottee.

Necessary information or details as required in respect of the proposed issue of equity shares in terms of applicable provisions of the Companies Act, 2013 read with related rules thereto and SEBI ICDR Regulations are as under:

1. Approval by the Board:

The Board in its meeting held on July 12, 2019 had approved the proposal to offer and issue the Allotment Shares, subject to inter alia the approval of the shareholders of the Company, and receipt of applicable regulatory and statutory approvals in relation thereto.

2. The Objects of the Preferential Issue:

The Company shall use the proceeds from the proposed issue towards the business of Qdigi Services Limited, a subsidiary of the Company ("Subsidiary"), in accordance with the business plan to be agreed amongst the Company, the Subsidiary and the Proposed Allottee.

3. Number of Shares and Pricing of Preferential Issue:

It is proposed to issue and allot in aggregate 7,54,437 (Seven Lakhs Fifty Four Thousand Four Hundred and Thirty Seven) Equity Shares. The price of the Allotment Shares to be issued based on the minimum price determined as on the Relevant Date and considered in terms of the SEBI ICDR Regulations is fixed at ₹ 676/- (Rupees Six Hundred and Seventy Six) per Equity Share.

The Equity Shares of the Company are listed on the Stock Exchanges and are frequently traded in accordance with SEBI ICDR Regulations. For the purpose of computation of the minimum price

per Equity Share, the National Stock Exchange of India is the Stock Exchange that has higher trading volume for the said period and accordingly has been considered (“**Relevant Stock Exchange**”). In terms of the applicable provisions of Regulation 164(1) of the SEBI ICDR Regulations, the price at which the Equity Shares shall be allotted shall not be less than higher of the following:

Average of the weekly high and low of the volume weighted average price of the Equity Shares of the Company quoted on the Relevant Stock Exchange, during the 26 (twenty-six) weeks preceding the Relevant Date; or Average of the weekly high and low of the volume weighted average price of the Equity Shares of the Company quoted on the Relevant Stock Exchange, during the 2 (two) weeks preceding the Relevant Date.

Accordingly, the price per Equity Share to be issued is fixed at ₹ 676 (Rupees Six Hundred and Seventy Six) which is higher than the price as computed under Regulation 164 of SEBI ICDR Regulations.

As the Equity Shares of the Company have been listed on the Stock Exchanges for a period of more than 26 (twenty six) weeks prior to the Relevant Date, the Company is not required to re-compute the price per Equity Share to be issued and therefore, the Company is not required to submit the undertaking specified under Regulation 163(1)(g) and Regulation 163(1)(h) of the SEBI ICDR Regulations.

4. Proposal / Intention of Promoters, Directors or Key Managerial Personnel to subscribe the offer:

None of the Directors, Key Managerial Personnel or Promoters of the Company intend to subscribe to the Allotment Shares.

5. The shareholding pattern of the Company before and after the proposed issue of shares:

Sl. No.	Category	Pre-issue Shareholding*		Shareholding Pattern on the date of listing of equity shares issued pursuant to proposed preferential allotment	
		No. of shares held	% holding	No. of shares held	% holding
A.	Promoters and Promoter Group Holding				
1.	Indian Promoters / Promoter Group:				
	Individuals / HUF	17679674	12.10	17679674	12.04
	Trust	0	0.00	0	0.00
	Bodies Corporate	86689320	59.33	86689320	59.03
	Sub Total	104368994	71.43	104368994	71.07
2.	Foreign Promoters / Promoter Group:				
	Individuals / HUF	0	0.00	0	0.00
	Bodies Corporate	0	0.00	0	0.00
	Sub Total	0	0.00	0	0.00
	Sub Total (A)	104368994	71.43	104368994	71.07
B1.	Non – Promoters’ holding:				
	Institutions:				
	Mutual Funds	7871275	5.39	7871275	5.36
	Alternative Investment Funds	377965	0.26	377965	0.26
	Foreign Portfolio Investor (Corporate)	21172608	14.50	21927045	14.93
	Financial Institutions / Banks	62735	0.04	62735	0.04
	Insurance Companies	0	0.00	0	0.00
	Sub Total (B1)	29484583	20.18	30239020	20.59

Sl. No.	Category	Pre-issue Shareholding*		Shareholding Pattern on the date of listing of equity shares issued pursuant to proposed preferential allotment	
		No. of shares held	% holding	No. of shares held	% holding
B2.	Others				
	Individuals	7894486	5.40	7894486	5.38
	Bodies Corporate	3089078	2.11	3089078	2.10
	Non-Resident Indians	383755	0.26	383755	0.26
	Non-Resident Indians (Non-Repatriable)	236737	0.16	236737	0.16
	Clearing Member	234538	0.16	234538	0.16
	Directors and relatives	0	0.00	0	0.00
	Trust	14343	0.01	14343	0.01
	Hindu Undivided Family	227287	0.16	227287	0.15
	Foreign Inst. Investor	3838	0.00	3838	0.00
	Office Bearers	159397	0.11	159397	0.11
	NBFCs	6892	0.00	6892	0.00
	Sub Total (B2)	12250351	8.38	12250351	8.34
	Grand Total (A + B1 + B2)	146103928	100.00	146858365	100.00

* As on July 11, 2019.

6. The proposed time frame within which the Preferential Issue shall be completed:

The proposed allotment of the Allotment Shares requires the approval of the Competition Commission of India. Accordingly, as provided under the SEBI ICDR Regulations, the Company shall complete the allotment of the Allotment Shares on or before the expiry of 15 (fifteen) days from the date of receipt of the approval from the Competition Commission of India, any other approval of permission by any regulatory authority as required.

7. Identity of Proposed Allottees (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/or who ultimately control), the percentage (%) of Post Preferential Issue Capital that may be held by them and change in control, if any, consequent to the Preferential Issue:

Name and Address of the proposed Allottees	Category	Pre Issue Holding		No. of Equity Shares to be allotted *	Post Issue Holding		Name of the natural persons, who are the ultimate beneficial owners
		No. of Equity Shares	% of Holding		No. of Equity Shares	% of Holding	
Amazon.com NV Investment Holdings LLC Office: 410, Terry Avenue North, Seattle, Washington 98109, United States of America	Foreign Portfolio Investment	0	0	754,437	754,437	0.51	N/A

Note:

The pre-issue shareholding pattern is as on July 11, 2019.

8. Change in control, if any, in the Company that would occur consequent to the preferential offer:

There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of the Allotment Shares.

9. Undertaking from the Company

The Company undertakes to re-compute the price of the specified securities in terms of the provisions of SEBI ICDR Regulations, 2018, where it is required to do so- **Not applicable.**

The Company also undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall be locked-in till the time such amount is paid by the allottees- **Not applicable.**

10. Auditors' Certificate:

The Certificate being issued by M/s Deloitte Haskins & Sells LLP, Statutory Auditors of the Company certifying that the preferential issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations, will be placed before the Members at the Extra-ordinary General Meeting and will be kept open for inspection at the Registered Office of the Company between 10:00 a.m. and 1:00 p.m. on all working days between Monday to Friday of every week, up to the date of this Extra-ordinary General Meeting.

11. Valuation for consideration other than cash, if any:

The proposed allotment of Allotment Shares is for consideration in cash.

12. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not applicable since the allotment proposed is for consideration in cash.

13. Number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:

The Company has not made any preferential allotments during the year.

14. Relevant Date:

The "**Relevant Date**" as per SEBI ICDR Regulations for the determination of the minimum price per Equity Share to be issued is fixed as July 09, 2019, i.e. 30 (thirty) days prior to the date of the Extra-ordinary General Meeting.

15. Lock-in period:

The Allotment Shares shall be subject to lock-in as per the requirement of SEBI ICDR Regulations.

16. Listing:

The Company will make an application to the Stock Exchanges for listing of the Allotment Shares. Such Allotment Shares, once allotted, shall rank pari passu with the then existing Equity Shares of the Company in all respects, including dividend, and voting rights.

17. Other Disclosures:

- i. None of the promoter or Directors of the Company is a willful defaulter;
- ii. The Proposed Allottee has not sold or transferred any Equity Shares of the Company during the 6 (six) months preceding the Relevant Date.

The Board believes that the proposed issue of the Allotment Shares is in the best interest of the Company and its Members and therefore recommends the special resolutions for your approval.

None of the Directors and /or the key managerial personnel of the Company and / or their respective relatives is in any way concerned or interested in the aforesaid special resolutions, save and except to the extent of their directorship / shareholding, if any.

**By order of the Board of Directors
Quess Corp Limited**

Sd/-

Place : Bengaluru

Kundan K Lal

Date : July 12, 2019

VP- Legal & Company Secretary



Quesse Corp Limited

CIN: L74140KA2007PLC043909

Regd Office: 3/3/2, Bellandur Gate, Sarjapur Road, Bengaluru, 560103.

Tel:080-6105 6000; Fax:080-6105 6406

website: www.quessecorp.com; E-mail: investor@quessecorp.com

FORM MGT -11

PROXY FORM

(Pursuant to Section 105 (6) of the Companies Act, 2013 and Rule 19 (3) of the Companies (Management and Administration) Rules, 2014)

Extra-ordinary General Meeting – August 8, 2019

Name of the Member(s):		Email Id:	
Registered address:		Folio No./ *Client Id:	
		*DP Id:	
		No. of shares held	

I/ We, being the Members of _____ Shares of Quesse Corp Limited (the Company) hereby appoint

- Name: _____ Address: _____
Email id: _____ Signature: _____ or failing him
- Name: _____ Address: _____
Email id: _____ Signature: _____ or failing him
- Name: _____ Address: _____
Email id: _____ Signature: _____ or failing him

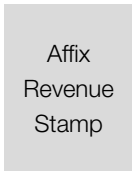
as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the Extra-ordinary General Meeting (EGM) of the Company, to be held Novotel Hotel, Opposite RMZ Ecospace Business Park, Sarjapur Outer Ring Road, Bengaluru - 560103 on Thursday, August 08, 2019 at 03.00 p.m. and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description	For*	Against*
1.	Approval for issue of Equity Shares on a Private Placement basis to Amazon.com NV Investment Holdings LLC, a Category III Foreign Portfolio Investor		

Signed..... this day of2019.

Signature of Shareholder:

Signature of Proxyholder(s):



Notes:

- This form of Proxy in order to be effective should be duly stamped, completed, signed and deposited at the Registered Office of the Company, not less than 48 hours before the Extra-ordinary General Meeting.
- A person can act as Proxy on behalf of Members up to and not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company. Further, a Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such a person shall not act as proxy for any other person or Member.
- It is optional for a Member to indicate his/her preference against the Resolutions. If a Member leaves the 'For' or 'Against' column blank against any or all Resolutions, his/her proxy will be entitled to vote in the manner as he/ she may deem appropriate.

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Quesse Corp Limited

CIN: L74140KA2007PLC043909

Regd Office: 3/3/2, Bellandur Gate, Sarjapur Road, Bengaluru, 560103.

Tel:080-6105 6000; Fax:080-6105 6406

website: www.quessecorp.com; E-mail: investor@quessecorp.com

ATTENDANCE SLIP

EXTRA-ORDINARY GENERAL MEETING – August 08, 2019 at 03.00 P.M.

Registered Folio No./ * Client Id:												
*DP Id:												
No. of shares held												
Name of the Member												
Name of the Proxyholder												

** Applicable for Members holding shares in electronic mode.*

I certify that I am a Member/ Proxyholder for the Member of Quesse Corp Limited (“the Company”).

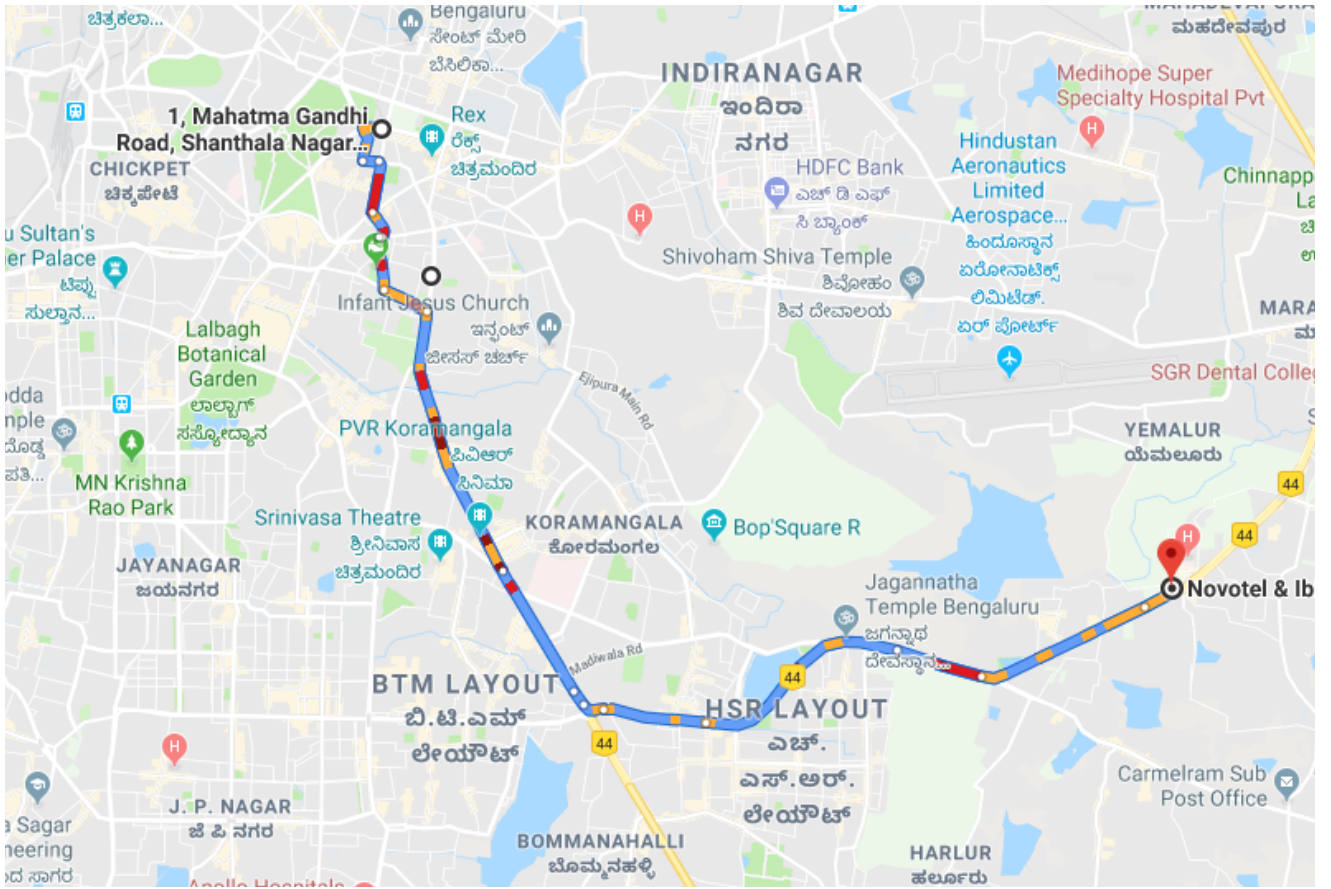
I hereby record my presence at the Extra-ordinary General Meeting (EGM) of the Company to be held at Novotel Hotel, Opposite RMZ Ecospace Business Park, Sarjapur Outer Ring Road, Bengaluru - 560103 on Thursday, August 08, 2019 at 03.00 p.m.

Signature of Member/ Proxyholder :

Note:

1. Please fill up this attendance slip and hand it over at the entrance of the Meeting hall.
2. Members/ Proxies are required to bring their copy of the Annual Report for reference at the Meeting

ROUTE MAP TO THE EGM VENUE



Notes

