

10th October, 2019

The General Manager
Department of Corporate Services,
BSE Limited,
1st Floor, New Trading Ring,
Rotunda Building, P.J. Towers,
Dalal Street, Mumbai – 400 001
Security Code – 539978

The Manager
Department of Corporate Services,
National Stock Exchange of India Limited
Exchange Plaza,
Bandra-Kurla Complex,
Bandra (East), Mumbai – 400 001
NSE Symbol – QUESS

Dear Sir/ Madam,

Sub.: Summary of Proceedings and Voting Results of Extra-ordinary General meeting (“EGM”) of Equity Shareholders of the Company held on 10th October, 2019.

Ref.: Disclosure pursuant to Regulation 30 and 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).

This is to inform you that an EGM of Equity Shareholders of the Company was held on Thursday, 10th October, 2019 at 11:00 a.m. at Royal Orchid Central, No. 47/1, Dickenson Road, Manipal Centre, Bengaluru (KA) 560042, to consider and approve the Scheme of Amalgamation between ‘Aravon Services Private Limited’, ‘CentreQ Business Services Private Limited’, ‘Coachieve Solutions Private Limited’, ‘Master Staffing Solutions Private Limited’ (“**Transferor Companies**”) with ‘Quess Corp Limited’ (“**Transferee Company**”) and their respective Shareholders and Creditors, which was approved with requisite majority.

The objective and rationale of the Scheme of Amalgamation were the following:

- i. Simplification of the overall group structure.
- ii. Consolidation of businesses of the group having similar/ complementing businesses and therefore reduction in administrative and running costs.
- iii. Pooling of management resources.
- iv. Reduction of inter-company transactions and related tax costs.

Overall, the amalgamation would bring in synergies pursuant to the consolidation of operations of Transferor Companies and Transferee Company. This exercise is in line with the group’s strategy of simplifying the entity structure, thereby also enhancing the level of clarity and understanding of the group’s operations amongst our external stakeholders.



In connection with the above, we enclose herewith the following:

1. Summary of proceedings as required under Regulation 30 read with Para 'A' of Part 'A' of Schedule - III of the Listing Regulations as **Annexure - 1**.
2. Voting results as required under Regulation 44 of the Listing Regulations as **Annexure - 2**.
3. Report of Scrutinizer dated 10th October, 2019 on remote E-voting and voting conducted through ballot papers pursuant to Section 108 of the Companies Act, 2013 ("Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, is enclosed as **Annexure - 3**.

The above reports are also being uploaded on the official website of the Company.

You are kindly requested to take the same on record.

Thanking you.

Yours faithfully,
For **Quess Corp Limited**



Kundan K Lal
Company Secretary & Compliance Officer
M. No.: F8393



Annexure-1

Summary of proceedings as required under Regulation 30 read with Para 'A' of Part 'A' of Schedule - III of the Listing Regulations:

Pursuant to the Scheme of Amalgamation between 'Aravon Services Private Limited', 'CentreQ Business Services Private Limited', 'Coachieve Solutions Private Limited', 'Master Staffing Solutions Private Limited' ("Transferor Companies") with 'Quess Corp Limited' ("Transferee Company") and their respective Shareholders and Creditors, the approval was sought under Section 233 of the Companies Act, 2013 and other applicable provisions at the meeting of the Equity Shareholders of the Company held on Thursday, 10th October, 2019 at 11:00 a.m. at Royal Orchid Central, No. 47/1, Dickenson Road, Manipal Centre, Bengaluru (KA) 560042.

The Company Secretary of the Company welcomed the Shareholders and requested Mr. Ajit Isaac, Chairman to commence the meeting. The Company Secretary informed the total number of Shareholders present in the meeting either in person or through authorized representatives was 68. The requisite quorum being present the Chairman called the meeting to order.

Mr. Ajit Isaac, Chairman and Managing Director chaired the meeting, extended his warm welcome to all the members and introduced the Directors and members of management present on the dais. Mr. Ajit Isaac, Managing Director, Mr. Subrata Kumar Nag, Executive Director and CEO and Mr. Subramanian Ramakrishnan, CFO of the Company attended the meeting. The Chairman informed that the Board of Directors appointed Mr. Rajesh Agrawal, Company Secretary in Practice (FCS: 5158/ CP NO.: 11323), as the Scrutinizer to supervise the remote e-voting and voting through Ballot Paper at the meeting. The members were informed that the documents referred to in the Notice of EGM were available for inspection during the meeting.

The Company Secretary informed the members that the Company had provided its Shareholders the facility of remote e-voting administered by the National Securities Depository Limited ("NSDL") which was made available from Monday, 07th October, 2019 from 9:00 A.M. to Wednesday, 09th October, 2019 till 5:00 P.M. (inclusive of both the days) and the facility of voting through Ballot Paper was provided at the meeting venue to those who did not cast their votes through remote e-voting.

The Chairman then invited the members to speak on the resolution proposed at the meeting. Certain clarifications /responses were provided to various queries raised by the members at the meeting.



Notice convening the EGM was circulated to the members of the Company as per the stipulated timelines. With the permission of the members, the Notice convening the EGM dated 10th September, 2019 was taken as read.

He thanked the members for attending and participating in the meeting. He authorized the Scrutinizer to carry out the voting process and informed the Shareholders that the Voting results to be given by the Scrutinizer would be uploaded on the Company's website within 48 hours and the same would be sent to the Stock Exchange where the shares of the Company are listed.

After giving opportunity to the members present to cast their vote, the Chairman announced the closure of the voting and gave vote of thanks.

The meeting of Equity Shareholders commenced at 11:00 a.m. and concluded at 12:00 p.m.

The Scrutinizer's Report was received after the conclusion of the meeting on 10th October, 2019 and as set out there in the said Resolution was declared passed and approved with requisite majority.

We request you to take the above information on record.

Thanking you,

Yours faithfully

For **Quess Corp Limited**



Kundan K Lal

Company Secretary & Compliance Officer

M. No.: F8393



Annex - 2

Quess Corp Limited								
Resolution Required : (Special)			1 - To approve the proposed Scheme of Amalgamation between Aravon Services Private Limited, CentreQ Business Services Private Limited, Coachieve Solutions Private Limited, Master Staffing Solutions Private Limited with Quess Corp Limited					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes -Against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$
Promoter and Promoter Group	E-Voting	105166094	33842598	32.1801	33842598	0	100.0000	0.0000
	Poll		71323496	67.8199	71323496	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		105166094	100.0000	105166094	0	100.0000	0.0000
Public Institutions	E-Voting	28976047	8901349	30.7197	8527691	373658	95.8022	4.1978
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		8901349	30.7197	8527691	373658	95.8022	4.1978
Public Non Institutions	E-Voting	12716224	133408	1.0491	133168	240	99.8201	0.1799
	Poll		198675	1.5624	198675	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		332083	2.6115	331843	240	99.9277	0.0723
Total		146858365	114399526	77.8979	114025628	373898	99.6732	0.3268

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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.

Dear Sir,

Sub: Consolidated Scrutinizer's Report on Extra-Ordinary General Meeting ("EGM") of the Equity Shareholders of QUESS CORP LIMITED held on 10th October, 2019 at 11.00 A.M. at Royal Orchid Central, No. 47/1, Dickenson Road, Manipal Centre, Bengaluru, Karnataka-560042.

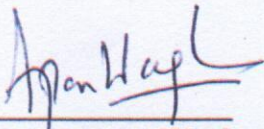
I, Rajesh Kumar Agrawal, Proprietor of M/s. Rajesh Agrawal & Associates, Practicing Company Secretaries Firm, having office at R. No.8, 3rd Floor, Srivaru Towers, Green Glen Layout, Bellandur, Bengaluru, Karnataka - 560103, was appointed as the Scrutinizer of QUESS CORP LIMITED ("**the Company**") for 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 Extra-Ordinary General Meeting, to scrutinize the conduct of 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 proposed resolutions (Item No.1 as set out in the Notice of EGM of the Company) , at the EGM of the Equity Shareholders of the Company, which was held on 10th October, 2019 at 11.00 A.M. at Orchid Central, No. 47/1, Dickenson Road, Manipal Centre, Bengaluru, Karnataka-560042.

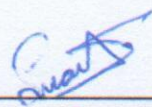
The compliance with the provisions of (i) the Companies Act, 2013 and the Rules made thereunder and (ii) the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 relating to voting through remote e-voting and voting by using ballots by the shareholders on the resolutions proposed in the notice of the EGM 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 EGM, 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 EGM.



I submit herewith my Consolidated Scrutinizer's Report as under:

1. The e-voting remained opened from 07th October, 2019 (9.00 A.M.) to 09th October, 2019 (5.00 P.M.)
2. The Members holding shares as on the "cut off" date i.e 03rd October, 2019 were entitled to vote on the proposed resolutions (Item No.1 as set out in the Notice of EGM of the Company).
3. The votes were unblocked on 10th October 2019 at around 11.30 AM in the presence of two witnesses namely Ms. Aparna Wagh & Mr. Sumanth More residing at Bangalore who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.


Name: Aparna Wagh


Name: Sumanth More

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
 5. At the venue of EGM, the physical ballot forms were provided to the Members and Proxies to enable them to exercise their voting rights on the Resolutions as contained in the EGM Notice.
 6. The voting was conducted at the EGM. The ballot box kept for the purpose of casting votes was unlocked in my presence and in presence of two witnesses, Mrs. Aparna Wagh (ID – PAN –AATPW8903D) & Mr. Sumanth More (ID – PAN -BAFPM5811H) 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 43 Ballot papers, 2 (Two) 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 EGM is as under.
- (a) **Resolution 1- APPROVAL OF THE SCHEME OF AMALGAMATION (As a Special Resolution)**
Voted in favour of the resolution.

Mode	Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
E-voting	132	42503457	37.15%
Physical ballot	41	71522171	62.52%
Total	173	114025628	99.67%



Voted against the resolution.

Mode	Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
E-voting	8	373898	0.33%
Physical ballot	0	0	0.00%
Total	8	373898	0.33%

Invalid votes

Mode	Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
E-voting	0	0	0.00%
Physical ballot	2	30	0.00%
Total	0	0	0.00%

The resolution passed by members Majority

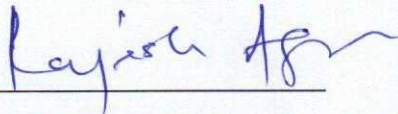
9. The register, all other papers and relevant records relating to electronic voting shall remain in my safe custody until the Chairperson considers, approves, signs the Minutes of the aforesaid EGM and the same will be handed over to the Company Secretary for safe keeping.

Thanking you,

Yours faithfully,

For RAJESH AGRAWAL & ASSOCIATES

Practicing Company Secretaries



Rajesh Kumar Agrawal

Proprietor

Membership No: F-5158

CP No.- 11323



Date: 10th October 2019

Place: Bengaluru