

September 21, 2021

**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- Kurla 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 14<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 14<sup>th</sup> Annual General Meeting of the Company held on Tuesday, September 21, 2021 at 03.30 P.M. (IST) and concluded at 04.35 P.M. (IST) through VC/OAVM. The Meeting was held in compliance with the circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India.

The transcript of the 14<sup>th</sup> AGM will be made available on the Company's website: <https://www.quesscorp.com/investor-other-information/>

We request you to take the above intimation on record.

Thanking you,

Yours faithfully,  
**For Quess Corp Limited**

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



Encl: a/a

**Quess Corp Limited**

Quess House, 3/3/2, Bellandur Gate, Sarjapur Road, Bengaluru-560103, Karnataka, India  
Tel: +91 80 6105 6001 | connect@quesscorp.com | CIN No.L74140KA2007PLC043909

[www.quesscorp.com](http://www.quesscorp.com)

## DETAILS OF PROCEEDINGS OF THE MEETING

The 14<sup>th</sup> Annual General Meeting of the Members of Quess Corp Limited (“the Company”) was held on Tuesday, September 21, 2021 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, 39/2020 and 02/2021 issued by the Ministry of Corporate Affairs (“MCA”) and Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 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 Quess Board Room, Bengaluru	Executive Chairman
2.	Mr. K. Suraj Moraje, joined over VC from Quess Board Room, Bengaluru	Managing Director & Group CEO
3.	Mr. S. Gopalakrishnan, joined over VC from Canada	Non-Executive Director
4.	Ms. Revathy Ashok, joined over VC from Bengaluru	Non-Executive Independent Director
5.	Mr. Sanjay Anandaram, joined over VC from Bengaluru	Non-Executive Independent Director
6.	Mr. K. R. Girish, joined over VC from Bengaluru	Non-Executive Independent Director
7.	Mr. Gaurav Mathur, joined over VC from Mumbai	Non-Executive Independent Director
8.	Mr. N. Ravi Vishwanath, joined over VC from Quess Board Room, Bengaluru	Group Chief Financial Officer
9.	Mr. Kundan K Lal, joined over VC from Quess Board Room, Bengaluru	Company Secretary & Compliance Officer

### Other Representatives:

Sl. No	Name	Particulars
1.	Mr. Anand Subramanian, joined over VC from Bengaluru	M/s. Deloitte Haskins & Sells LLP Statutory Auditors
2.	Mr. S.N. Mishra, joined over VC from Bengaluru	Secretarial Auditor and Scrutinizer & Proprietor of SNM & Associates, Company Secretaries.

The meeting commenced at 03:30 PM (IST) and concluded at 04.35 P.M. (IST) (including time allowed for e-voting at AGM).

Mr. Ajit Isaac, Executive Chairman of the Company chaired the meeting and conducted the proceeding. The Chairman extended his warm welcome to all the members and informed that the 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

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Managerial Personnel, Statutory and Secretarial Auditors joining over VC. The requisite quorum, being present, the Chairman called the meeting to order.

Mr. Kundan K Lal, Company Secretary of the Company provided general instructions to the members regarding participation in the Meeting and the e-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 remote e-voting commenced at 09.00 A.M. (IST) on Thursday, September 16, 2021 and concluded at 05.00 P.M. (IST) on Monday, September 20, 2021.

The Board of Directors had appointed Mr. S. N. Mishra (ICSI Membership No.: FCS 6143/ CP No.: 4684), 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/observations 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.

Thereafter, the Chairman declared that the notice of the 14<sup>th</sup> AGM and Annual report had been sent through electronic mode to those members whose e-mail addresses had been registered with the Company or Depositories. With the consent of the members present at the meeting, the Notice convening the AGM was taken as read. It was also informed that the original documents including the register of Director's shareholding, register of contracts, copies of audited financial statements, ESOP Certificate issued by Auditors, etc., were available for inspection.

Since the meeting was being convened through VC, resolutions were put to vote through e-voting and the requirement to propose and second was not applicable.

The following items of business, as per the Notice of AGM dated June 03, 2021, were put at the AGM for member's consideration and approval:

Sl. No	Particulars of Business	Type of Resolution
<b>Ordinary Business</b>		
1.	To receive, consider, approve and adopt Audited Standalone Financial Statements along with the Auditor's Report of the Company for the financial year ended March 31, 2021 and Boards Report thereon.	Ordinary Resolution
2.	To receive, consider, approve and adopt Audited Consolidated Financial Statements along with the Auditor's Report of the Company for the financial year ended March 31, 2021.	Ordinary Resolution
3.	To confirm the interim dividend of Rs. 7/- per equity share of Rs. 10/- each of the Company	Ordinary Resolution

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	already paid for the financial year ended March 31, 2021	
4.	To appoint Mr. Gopalakrishnan Soundarajan (DIN: 05242795) as a Director liable to retire by rotation	Ordinary Resolution
<b>Special Business</b>		
5.	Re-designation of Mr. Ajit Isaac (DIN: 00087168) as a Chairman and Whole-time Director (“ <b>Executive Chairman</b> ”) of the Company and revision of terms	Special Resolution
6.	Elevation of Mr. Krishna Suraj Moraje (DIN: 08594844) as Managing Director and Group CEO of the Company and revision of terms	Special Resolution
7.	Approval for giving loans, making investments, extending guarantees or securities under Section 185 of the Companies Act, 2013	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 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. He authorized the Company Secretary to declare the voting results, intimate the Stock Exchanges and place the same on the website of the Company.

The Company Secretary informed the members that the e-voting platform will be open for the next 15 minutes and members who have not cast their vote yet, can vote on all the resolutions mentioned in the Notice of AGM.

The Chairman, then, thanked the members present at the meeting and appreciated the stakeholders including employees, government, customers for their support during the pandemic and declared the meeting as closed.

Total 60 members were present at the Meeting through video conferencing.

Kindly take the above intimation on record.

Thanking you,  
Yours faithfully,

**For Quess Corp Limited**



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



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