

August 09, 2019



The General Manager

Department of Corporate Services,
BSE Limited,
1st 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
NSE Symbol – QUEST

Dear Sir/ Madam,

Sub: Extraordinary General Meeting (“EGM”) of the Members of the Company held on August 08, 2019- Voting Results.

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

In accordance with the Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), please find enclosed the voting results and Scrutinizer's Report on the resolution passed at the EGM of the Company held on Thursday, August 08, 2019 to consider and approve issue of equity shares on preferential allotment basis to Amazon.com NV Investment Holdings LLC, a Category III Foreign Portfolio Investor. The said resolution has been approved by Members with requisite majority.

In this regard, we enclose herewith the following:

1. Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as **Annexure - 1**;
2. Report of Scrutinizer dated August 08, 2019 on remote e-voting and voting conducted through Ballot Papers at the EGM.

The above reports are also being uploaded on the Company's website.

You are kindly requested to take the same on record.

Thanking you,

Yours faithfully
For Quess Corp Limited


Kundan K Lal
VP- Legal & Company Secretary



Encl: as above

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

Quess Corp Limited								
Resolution Required : (Special)			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					
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
Promoter and Promoter Group	E-Voting	104417994	104417994	100.0000	104417994	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
	Total		104417994	100.0000	104417994	0	100.0000	0.0000
Public Institutions	E-Voting	29340729	8465399	28.8520	8465399	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
	Total		8465399	28.8520	8465399	0	100.0000	0.0000
Public Non Institutions	E-Voting	12345205	162217	1.3140	162107	110	99.9322	0.0678
	Poll		396693	3.2133	396693	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		558910	4.5273	558800	110	99.9803	0.0197
Total		146103928	113442303	77.6449	113442193	110	99.9999	0.0001

Consolidated Scrutinizer's Report

(Pursuant to section 108 and 109 of the Companies Act, 2013 read with Secretarial Standard 2 ("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
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 of the Equity Shareholders of QUESS CORP LIMITED held on 08th August, 2019 at 03.00 PM at Novotel Hotel, Opposite RMZ Ecospace Business Park, Sarjapur Outer Ring Road, Bengaluru, Karnataka 560103.

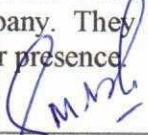
I, S.N.Mishra, Practicing Company Secretary, having office at No. P 41, 9th A Main, LIC Colony, Jeevanbhima Nagar, Bangalore - 560075, was appointed as the Scrutinizer of QUESS CORP LIMITED ("the Company") for the purpose of scrutinizing the remote e-voting process as well as voting by the Members of the Company through physical ballot forms at the Extra-Ordinary General Meeting, to scrutinize the conduct of e-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 below mentioned resolutions, at the EGM of the Equity Shareholders of the Company, which was held on 08th August, 2019 at 03.00 PM at Novotel Hotel, Opposite RMZ Ecospace Business Park, Sarjapur Outer Ring Road, Bengaluru, Karnataka 560103.

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

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

1. The e-voting remained opened from 05th August 2019 (9.00 AM) to 07th August 2019 (5.00 PM)
2. The Members holding shares as on the "cut off" date i.e 02nd August 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 08th August 2019 at around 03.00 PM in the presence of two witnesses namely Ms. Gowthami & Mr. Sunil Mishra 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: Gowthami


Name: Sunil Mishra

4. Thereafter the details containing, inter alia, 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, Mr. M C Subramanyam (ID: 11156530) & Mr. Pankaj Kumar (ID 00815899) 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 48 Ballot papers 0 (Zero) 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- To Issue Equity Shares of the Company on a Preferential allotment basis to Amazon.com NV Investments Holdings LLC, a Category III Foreign Portfolio Investor (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	123	113045610	99.65%
Physical ballot	48	396693	0.35%
Total	171	113442303	100%

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	3	110	0%
Physical ballot	0	0	0
Total	3	110	0%

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
Physical ballot	0	0	0
Total	0	0	0

The resolution passed by requisite 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,

Signature

Name : S. N. Mishra

Company Secretary

C.P.No. : 4684

FCS No.: 6143



Place: Bangalore

Date: 08th August 2019