

September 27, 2023

To,
BSE Limited,
1st Floor, New Trading Ring,
Rotunda Building, Phiroze Jeejeebhoy
Towers, Dalal Street,
Mumbai - 400 001

National Stock Exchange of India Limited
Exchange Plaza, Bandra- Kurla Complex,
Bandra (East),
Mumbai - 400 001

Security Code - 539978

Symbol - QUESS

Subject: Disclosure of Voting Results of the 16th Annual General Meeting (“AGM”) under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)

Dear Sir/Madam,

We are submitting herewith the details regarding the voting results of the business transacted at the AGM held on Tuesday, September 26, 2023 at 03.30 P.M. (IST) in the format prescribed under Regulation 44 of the Listing Regulations as “**Annexure A**”. The Meeting was held in compliance with the circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India. All the resolutions were passed with requisite majority.

We are also enclosing Consolidated Scrutinizer’s Report dated September 27, 2023 on remote e-voting prior and during the AGM as “**Annexure B**”. The above are being uploaded on the Company’s website www.quesscorp.com.

We request you to take the above intimation on your record.

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

Annexure A**Voting Results**

Disclosure as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of the AGM:	September 26, 2023
Total number of shareholders as on record date (i.e., September 19, 2023 - cut-off date for voting purpose):	86,289
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group: Public:	56 3 53

Agenda-wise Disclosure

The Mode of voting for all resolutions was remote e-voting and e-voting at the Meeting.

Quess Corp Limited

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Resolution Required : (Ordinary/Special)					Ordinary			
Whether promoter/ promoter group are interested in the agenda/resolution?					No			
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, 2023:								
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]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$
Promoter and Promoter Group	E-Voting	84,109,774	84,109,774	100.00	84,109,774	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (If Applicable)		0	0.00	0	0	0.00	0.00
	Total		84,109,774	100.00	84,109,774	0	100.00	0.00
Public Institutions	E-Voting	36,796,215	23,204,105	63.06	23,204,105	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (If Applicable)		0	0.00	0	0	0.00	0.00
	Total		23,204,105	63.06	23,204,105	0	100.00	0.00
Public Non Institutions	E-Voting	27,513,925	565,258	2.05	564,735	523	99.91	0.09
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (If Applicable)		0	0.00	0	0	0.00	0.00
	Total		565,258	2.05	564,735	523	99.91	0.09
Total		148,419,914	107,879,137	72.68	107,878,614	523	99.99	0.01

Resolution Required : (Ordinary/Special)					Ordinary			
Whether promoter/ promoter group are interested in the agenda/resolution?					NO			
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, 2023:								
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]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	84,109,774	84,109,774	100.00	84,109,774	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (If Applicable)		0	0.00	0	0	0.00	0.00
	Total		84,109,774	100.00	84,109,774	0	100.00	0.00
Public Institutions	E-Voting	36,796,215	23,204,105	63.06	23,204,105	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (If Applicable)		0	0.00	0	0	0.00	0.00
	Total		23,204,105	63.06	23,204,105	0	100.00	0.00
Public Non Institutions	E-Voting	27,513,925	565,258	2.05	564,735	523	99.91	0.09
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (If Applicable)		0	0.00	0	0	0.00	0.00
	Total		565,258	2.05	564,735	523	99.91	0.09
Total		148,419,914	107,879,137	72.68	107,878,614	523	99.99	0.01

Resolution Required : (Ordinary/Special)					Ordinary			
Whether promoter/ promoter group are interested in the agenda/resolution?					NO			
3. - To appoint Mr. Chandran Ratnaswami (DIN: 00109215) as a Director liable to retire by rotation:								
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]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	84,109,774	84,109,774	100.00	84,109,774	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (If Applicable)		0	0.00	0	0	0.00	0.00
	Total		84,109,774	100.00	84,109,774	0	100.00	0.00
Public Institutions	E-Voting	36,796,215	23,218,640	63.10	16,523,543	6,695,097	71.16	28.84
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (If Applicable)		0	0.00	0	0	0.00	0.00
	Total		23,218,640	63.10	16,523,543	6,695,097	71.16	28.84
Public Non Institutions	E-Voting	27,513,925	565,258	2.05	562,932	2,326	99.59	0.41
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (If Applicable)		0	0.00	0	0	0.00	0.00
	Total		565,258	2.05	562,932	2326	99.59	0.41
Total		148,419,914	107,893,672	72.69	101,196,249	6,697,423	93.79	6.21

Resolution Required : (Ordinary/Special)					Ordinary			
Whether promoter/ promoter group are interested in the agenda/resolution?					NO			
4. - To reappoint M/s Deloitte Haskins & Sells LLP as Statutory Auditors of the Company for a second term of five consecutive years and to fix their remuneration:								
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]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	84,109,774	84,109,774	100.00	84,109,774	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (If Applicable)		0	0.00	0	0	0.00	0.00
	Total		84,109,774	100.00	84,109,774	0	100.00	0.00
Public Institutions	E-Voting	36,796,215	23,218,640	63.10	23,218,640	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (If Applicable)		0	0.00	0	0	0.00	0.00
	Total		23,218,640	63.10	23,218,640	0	100.00	0.00
Public Non Institutions	E-Voting	27,513,925	565,258	2.05	564,663	595	99.89	0.11
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (If Applicable)		0	0.00	0	0	0.00	0.00
	Total		565,258	2.05	564,663	595	99.89	0.11
Total		148,419,914	107,893,672	72.69	107,893,077	595	99.99	0.01

Resolution Required : (Ordinary/Special)					Special			
Whether promoter/ promoter group are interested in the agenda/resolution?					NO			
5. - To continue the directorship of Mr. Chandran Ratnaswami (DIN: 00109215) as a Non-Executive Director of the Company beyond the age of 75 years:								
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]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100
Promoter and Promoter Group	E-Voting	84,109,774	84,109,774	100.00	84,109,774	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (If Applicable)		0	0.00	0	0	0.00	0.00
	Total		84,109,774	100.00	84,109,774	0	100.00	0.00
Public Institutions	E-Voting	36,796,215	23,218,640	63.10	16,653,801	6,564,839	71.73	28.27
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (If Applicable)		0	0.00	0	0	0.00	0.00
	Total		23,218,640	63.10	16,653,801	6,564,839	71.73	28.27
Public Non Institutions	E-Voting	27,513,925	565,458	2.05	562,635	2,823	99.51	0.49
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (If Applicable)		0	0.00	0	0	0.00	0.00
	Total		565,458	2.05	562,635	2,823	99.51	0.49
Total		148,419,914	107,893,872	72.69	101,326,210	6,567,662	93.91	6.09

Resolution Required : (Ordinary/Special)					Ordinary			
Whether promoter/ promoter group are interested in the agenda/resolution?					NO			
6. - Commission payable to the Independent Directors of the Company:								
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]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	84,109,774	84,109,774	100.00	84,109,774	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (If Applicable)		0	0.00	0	0	0.00	0.00
	Total		84,109,774	100.00	84,109,774	0	100.00	0.00
Public Institutions	E-Voting	36,796,215	23,218,640	63.10	23,215,946	2,694	99.99	0.01
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (If Applicable)		0	0.00	0	0	0.00	0.00
	Total		23,218,640	63.10	23,215,946	2,694	99.99	0.01
Public Non Institutions	E-Voting	27,513,925	565,258	2.05	563,784	1,474	99.74	0.26
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (If Applicable)		0	0.00	0	0	0.00	0.00
	Total		56,5258	2.05	563,784	1,474	99.74	0.26
Total		148,419,914	107,893,672	72.69	107,889,504	4,168	99.99	0.01

S.N.Mishra

SNM & Associates,
Company Secretaries,
P41, 9th A Main,
LIC Colony, Jeevanbimanagar
Bangalore – 560 075

Consolidated Scrutinizer's Report

(Pursuant to section 108 of the Companies Act, 2013 read with SS2 and Rule 20(xi) and 21(2) of the Companies [Management and Administration] Rules, 2014 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 Road,
Bengaluru – 560103.

Dear Sir,

Subject: Consolidated Scrutinizer's Report on the 16th Annual General Meeting ("16th AGM") of the equity shareholders of QUESS CORP LIMITED held on Tuesday, 26th September, 2023 at 03.30 P.M. IST through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM').

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 e-voting by the Members of the Company at the 16th Annual General Meeting ("AGM"), 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 electronic voting process provided during the 16th AGM pursuant to the circular no. 20/2020 dated May 5, 2020 read with circular nos. 14/2020, 17/2020, 02/2021, 21/2021, 02/2022, 10/2022 and 11/2022 dated April 8, 2020, April 13, 2020, January 13, 2021, December 14, 2021, May 05, 2022 and December 28, 2022 respectively issued by the Ministry of Corporate Affairs (MCA) and circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62, dated May 13, 2022 and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 issued by Securities Exchange Board of India (SEBI) (collectively referred to as "Circulars") and ascertaining the requisite majority on below mentioned resolutions, at the 16th Annual General Meeting (AGM) of the equity shareholders of the Company.

The Management of the Company is responsible to ensure compliance of the requirements of the Companies Act, 2013 and Rules relating to remote e-voting and e-voting at the AGM held through Video Conference (VC) or Other Audio-Visual Means (OAVM) for the Resolutions proposed in the Notice of 16th Annual General Meeting. My responsibility as a Scrutinizer is to ensure that the voting process, both through remote e-voting process and electronic voting by use of VC/OAVM at the 16th AGM, are conducted in a fair and transparent manner and render consolidated Scrutinizer's Report of the total votes

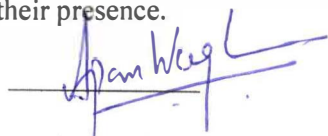
Phone: (O) 080 – 25296825 / 25283637, Fax – 080 - 25283637
Mobile – 98456 41548, E-mail: surjya.mishra@gmail.com / mishra@snmassociates.in



cast "in favour" or "against", if any, to the Chairman on the resolutions, based on the reports generated from the "remote e-voting" and "e-voting" system provided at the 16th AGM.

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

1. The e-voting was kept open from Friday, 22nd September, 2023 (09.00 A.M. IST) to Monday, 25th September, 2023 (05.00 P.M. IST).
2. The e-voting facility both for remote e-voting and e-voting at the AGM were provided by Central Depository Services Ltd. (CDSL).
3. The members holding shares as on the "cut off" date i.e. 19th September, 2023 were entitled to vote on the proposed resolutions (Item No.1 to 6 as set out in the Notice of 16th AGM of the Company).
4. E-voting facility was provided at the 16th AGM to the members to enable them to exercise their voting rights on the resolutions as contained in the 16th AGM Notice. Pursuant to the Circulars issued by the MCA, the facility to appoint a proxy to attend and cast vote for the members was not made available for the 16th AGM. However, Body Corporates were entitled to appoint authorized representatives to attend the 16th AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
5. Shareholders/ Members, who were present at the 16th AGM through CDSL Video Conferencing facility and have not casted their vote on the resolutions through remote e-Voting and are otherwise not barred from doing so, were eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through remote e-Voting prior to the 16th AGM were not eligible to vote again during the meeting. At the end of the voting period on 26th September, 2023 (04:30 PM), the voting portal was blocked forthwith.
6. The votes were unblocked on 26th September 2023 at around 4.30 PM 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

6. Thereafter the details containing, interalia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-voting website www.evotingindia.com.
7. The result of the remote e-voting and e-voting at the 16th AGM through VC / OAVM is as under.

Resolution 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, 2023. (As an Ordinary 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)
Remote E-voting	319	10,78,73,641	99.98
E-Voting at AGM	3	4,973	0.00
Total	322	10,78,78,614	99.98

Voted against the resolution.

Mode	Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
Remote E-voting	6	523	0.00
E-Voting at AGM	0	0	0.00
Total	6	523	0.00

Invalid/Abstain votes

Mode	Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
Remote E-voting	3	14,967	0.01
E-Voting at AGM	0	0	0.00
Total	3	14,967	0.01

The resolution is passed by Requisite Majority

- (a) **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, 2023. (As an Ordinary 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)
Remote E-voting	319	10,78,73,641	99.98
E-Voting at AGM	3	4,973	0.00
Total	322	10,78,78,614	99.98



Voted against the resolution.

Mode	Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
Remote E-voting	6	523	0.00
E-Voting at AGM	0	0	0.00
Total	6	523	0.00

Invalid / Abstain votes

Mode	Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
Remote E-voting	3	14,967	0.01
E-Voting at AGM	0	0	0.00
Total	3	14,967	0.01

The resolution is passed by Requisite Majority

(b) Resolution 3 – To appoint Mr. Chandran Ratnaswami (DIN: 00109215) as a Director liable to retire by rotation: (As an Ordinary 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)
Remote E-voting	255	10,11,91,276	93.79
E-Voting at AGM	3	4,973	0.00
Total	258	10,11,96,249	93.79

Voted against of the resolution.

Mode	Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
Remote E-voting	74	66,97,423	6.21
E-Voting at AGM	0	0	0.00
Total	74	66,97,423	6.21



Invalid / Abstain votes

Mode	Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
Remote E-voting	2	432	0.00
E-Voting at AGM	0	0	0.00
Total	2	432	0.00

The resolution is passed by Requisite Majority

- (c) **Resolution 4 – To re-appoint M/s Deloitte Haskins & Sells LLP as Statutory Auditors of the Company for a second term of five consecutive years and to fix their remuneration. (As an Ordinary 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)
Remote E-voting	314	10,78,88,104	99.99
E-Voting at AGM	3	4,973	0.00
Total	317	10,78,93,077	99.99

Voted against of the resolution.

Mode	Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
Remote E-voting	3	4,973	0.00
E-Voting at AGM	0	0	0.00
Total	3	4,973	0.00

Invalid / Abstain votes

Mode	Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
Remote E-voting	2	432	0.00
E-Voting at AGM	0	0	0.00
Total	2	432	0.00



The resolution is passed by Requisite Majority.

- (d) **Resolution 5 – To continue the directorship of Mr. Chandran Ratnaswami (DIN: 00109215) as a Non-Executive Director of the Company beyond the age of 75 years. (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)
Remote E-voting	251	10,13,21,243	93.91
E-Voting at AGM	2	4,967	0.00
Total	253	10,13,26,210	93.91

Voted against of the resolution.

Mode	Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
Remote E-voting	80	65,67,662	6.09
E-Voting at AGM	0	0	0.00
Total	80	65,67,662	6.09

Invalid / Abstain votes

Mode	Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
Remote E-voting	1	232	0.00
E-Voting at AGM	0	0	0.00
Total	1	232	0.00

The resolution is passed by way of special resolution (three fourth) Majority.

- (a) **Resolution 6 – Commission payable to the Independent Directors of the Company. (As a Ordinary 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)
Remote E-voting	304	10,78,84,537	99.99
E-Voting at AGM	2	4,967	0.00
Total	306	10,78,89,504	99.99

Voted against of the resolution.

Mode	Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
Remote E-voting	23	4,168	0.00
E-Voting at AGM	0	0	0.00
Total	23	4,168	0.00

Invalid / Abstain votes

Mode	Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
Remote E-voting	2	432	0.00
E-Voting at AGM	0	0	0.00
Total	2	432	0.00

The resolution is passed by Requisite Majority.

- (b) All relevant records relating to remote e-voting and electronic voting at the AGM is under my safe custody and will be handed over to the Company Secretary of the Company for safe keeping, after the chairman signs the Minutes of the Sixteenth AGM.

Thanking you,

Yours faithfully,



Signature
Name : S. N. Mishra
Company Secretary

C.P.No. : 4684
FCS No. : 6143
UDIN NO.: F06143E001094780

Place: Bangalore
Date: 27th September 2023