



## Quess Corp Limited

CIN: L74140KA2007PLC043909

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

Website: [www.quesscorp.com](http://www.quesscorp.com) | E-mail: [investor@quesscorp.com](mailto:investor@quesscorp.com) |

Tel: +91-80-6105 6000 | Fax: +91-80-61056406

### POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014)

Dear Member(s),

**NOTICE** is hereby given that pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 20, 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") (including any statutory modification or re-enactment thereof for the time being in force), your approval is being sought to pass the proposed resolutions as mentioned below as Special Resolution through Postal Ballot and / or electronic voting ("E-voting").

The proposed resolution and explanatory statement setting out all material facts concerning the below mentioned proposal and the reasons there for, pursuant to Section 102(1) of the Companies Act, 2013, setting out the nature of concern or interest, financial or otherwise, and other information and facts to enable you to understand the meaning, scope and implications of the item of business and to take decision thereon, is appended herewith for your consideration along with a 'Postal Ballot Form' and self-addressed postage pre-paid business reply envelope ("BRE").

If you are voting through Postal Ballot Form (i.e. Physical Ballot), you are requested to carefully read the instructions printed on the form enclosed herewith and return it, duly completed and signed along with your assent (FOR) or dissent (AGAINST) in the attached self-addressed postage pre-paid BRE, so as to reach the Scrutinizer on or before the close of working hours i.e. 5:00 p.m. on Saturday, January 14, 2017. Please note that any Postal Ballot Form(s) received after the prescribed period will be treated as not having been received. In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the provisions of Section 108 and 110 of the Act read with the Rules, Quess Corp Limited (the "Company") is pleased to provide electronic voting ("E-voting") facility as an alternative to its members to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Forms by post. The Company has engaged National Securities Depository Limited ("NSDL") to provide E-voting facility. The E-voting facility is available from Friday, December 16, 2016 (9:00 a.m. onwards) till Saturday, January 14, 2017 (up to 5:00 p.m.). **For E-voting, please read carefully the "Procedure/instructions for e-voting" enumerated in the notes to this Notice.** References to postal ballot(s) in this Postal Ballot Notice ("Notice") include votes received electronically.

***It may be noted that E-voting is optional. If a member has voted through E-voting facility, he/ she is not required to send the Postal Ballot Form. If a member votes through E-voting facility as well as sends his/ her vote through the Postal Ballot Form, the votes cast through E-voting shall only be considered by the Scrutinizer and voting exercised by Postal Ballot will be treated as invalid.***

The Board of Directors of the Company (hereinafter called the "Board"), in compliance with the Rules, has appointed Mr. S.N.Mishra (FCS 6143), Proprietor, M/s. SNM & Associates, Company Secretaries, Bengaluru, as the Scrutinizer (hereinafter called as the "Scrutinizer"), for conducting the Postal Ballot/ E-voting process in a fair and transparent manner. The Scrutinizer will, after completion of scrutiny of the postal ballot forms and e-voting, submit his report to the Chairman or any Director of the Company, as may be authorized by the Board in this regard. The result of the Postal Ballot will be announced by the Chairman or any Director of the Company so authorized by the Board, on Wednesday, January 18, 2017 by 5:00 p.m. at the Company's registered office at 3/3/2, Bellandur Gate, Sarjapur Main Road, Bengaluru, 560103. In addition to the results being communicated to Stock Exchanges viz., BSE Limited and National Stock Exchange of India Limited, where the Company's securities are listed, the results, along with Scrutinizer's report, will also be placed on Company's website i.e. [www.quesscorp.com](http://www.quesscorp.com) and the website of NSDL i.e. <https://evoting.nsdl.com>. The results will also be published in the newspapers circulating in district in which the registered office of the Company is located. Such results, alongwith the Scrutinizer's report will be forwarded to the registrar and share transfer agent, for the information of the members. The results, along with the Scrutinizer's report, will also be displayed on the notice board at the Company's registered office at Bengaluru. If the proposed resolution is assented by requisite majority of the members, it shall be deemed to have been duly passed on Wednesday, January 18, 2016 i.e. being the last date of receipt of postal ballot forms / casting of votes by E-voting.

The resolutions for the purpose as stated herein below are proposed to be passed by Postal Ballot:

#### **SPECIAL BUSINESS:**

**Item No. 1—Authority to offer and issue secured or unsecured, redeemable Non-Convertible Debentures and other debt securities, in one or more tranches, on private placement basis.**

**To consider and if thought fit, to pass the following resolution as a Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Sections 42, 71 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with the rules made thereunder including Companies (Prospectus and Allotment of Securities) Rules, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, and other applicable guidelines or regulations issued by Securities and

Exchange Board of India, the provisions of the Memorandum and Articles of Association of the Company and any statutory modifications, re-enactments or amendments from time to time to the above mentioned regulations and rules and clarifications issued thereon from time to time and subject to such other applicable laws, rules, regulations and guidelines, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any of the existing Committee of the Board or which the Board may constitute to exercise its powers, including the powers conferred by this Resolution) to issue, offer and allot Secured / Unsecured Redeemable Non-Convertible Debentures including but not limited to subordinate debt, bonds, and / or other debt securities, etc., (hereinafter collectively referred as "Securities") for an aggregate amount not exceeding ₹150,00,00,000/- (Rupees One Hundred and Fifty crore only) on a private placement basis, in one or more tranches, during the period of one year from the date of passing this Special Resolution by the Members, within the overall outstanding borrowing limits of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the foregoing Resolution, the Board be and is hereby authorized to determine the terms of the issue of Securities including but not limited to the investors or class of investors to whom such Securities would be issued, total amount to be raised by issuance of Securities, the kind(s) of Securities to be offered, the number of Securities to be offered, timing of the issue of the Securities, number of tranches in which the securities will be issued, issue price of the Securities, tenor of the Securities, interest rate at which Securities would be issued, premium / discount if any, at which the Securities will be issued, listing of the Securities, encumbrances to be created on the assets of the Company in relation to issue of such Securities, and to do all such acts, deeds, filings, matters and things, with powers on behalf of the Company to settle all questions, difficulties or doubts that may arise in this regard as the Board may in its sole and absolute discretion deem fit and delegate all or any of its powers herein conferred to any director(s) and/ or officer(s) of the Company, if required, as it may in its absolute discretion deem it necessary or desirable and to sign and execute all necessary deeds, documents, applications, returns, instruments and other writings as may be necessary, proper, desirable or expedient, in the best interest of the Company, without being required to seek any further consent or approval of the shareholder(s)."

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

Sd/-  
Sudershan Pallap  
Vice President & Company Secretary

Place: Bengaluru  
Date : December 12, 2016

Notes:

- 1) An explanatory statement pursuant to Section 102 of the Companies Act, 2013 setting out all material facts and reasons for the aforesaid special business is annexed hereto.
- 2) The Notice is being sent to all the Members, whose names appear in the Register of Shareholders/List of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on cut-off date i.e. Friday, December 9, 2016 and the voting rights shall also be reckoned on the paid-up value of shares registered in the name of the Shareholder(s) as on the aforesaid cut-off date. The voting rights of Members shall be as per the number of equity shares of the Company registered in the name of the Members / beneficial owners as on the cut-off date i.e. Friday, December 9, 2016. A Member need not use all his/her votes or cast his/ her votes in the same way.
- 3) In compliance with the provisions of the Companies Act, 2013 and rules made thereunder, a copy of this Notice, *inter alia* indicating the process and manner of remote E-voting and the Postal Ballot Form are being sent by email to those members who have registered their email addresses either with their depository participants (in case of shares held in demat form) or with the Company's Registrar & Share Transfer Agent or the Company (in case of shares held in physical form member) unless the Shareholder has requested for a printed copy of the same.
- 4) For members who have not registered their e-mail addresses, printed copies of this Notice and Postal Ballot Form are being sent by permitted mode, along with instruction on E-voting and a postage-prepaid self-addressed Business Reply Envelope (BRE).
- 5) Members may also note that the Notice and Postal Ballot Form are also available on the website of the Company at [www.quesscorp.com](http://www.quesscorp.com).
- 6) Voting by Postal Ballot Form or E-voting, can be exercised only by the members or his/her duly constituted attorney or, in case of bodies corporate, the duly authorized person. The voting rights in the Postal Ballot cannot be exercised by a Proxy and any recipient of the Notice who has no voting right should treat the Notice as intimation only.
- 7) The E-voting period begins on Friday, December 16, 2016 at 9.00 a.m. and ends on Saturday, January 14, 2017 at 5.00 p.m. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, December 9, 2016, may cast their vote electronically or by Postal Ballot form. The E-voting module will be disabled by NSDL for voting thereafter and Postal Ballot Form received after the end of voting period will be considered as invalid. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution is cast by the Members, the Members shall not be allowed to change it subsequently.
- 8) The Board of Directors, at its meeting held on Monday, November 28, 2016, has appointed Mr. S.N.Mishra (FCS:6143), Proprietor, M/s. SNM & Associates, Company Secretaries, Bengaluru as the Scrutinizer to receive and scrutinize the completed Postal Ballot papers received from the members and for conducting the Postal Ballot/ E-voting process in a fair and transparent manner.
- 9) Postal Ballot Form and the self-addressed postage pre-paid envelopes are enclosed for use by the Shareholder(s).
- 10) Resolutions assented to by the requisite majority of the Members by means of Postal Ballot including voting by

electronic means are deemed to have been passed as if they have been passed at a General Meeting of the Members.

- 11) All the material documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company from 11:00 a.m. to 1:00 p.m. on all working days except Saturdays, Sundays and Public Holidays upto Saturday, January 14, 2017.
- 12) Any queries/grievances pertaining to voting by postal ballot including the e-voting process can be addressed to Mr. Sudershan Pallap, Company Secretary of the Company, at 3/3/2, Bellandur Gate, Sarjapur Main Road, Bangalore-560103, India or by sending an e-mail at investor@quesscorp.com.

#### **Instructions for voting**

- 13) In compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Sections 108, 110 and other applicable provisions of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and other applicable Rules (if any), the Company is pleased to provide E-voting facility to all its members, to enable them to cast their votes electronically instead of dispatching the Postal Ballot Form by post. The Company has engaged the services of NSDL for the purpose of providing E-voting facility to all its Members.
- 14) Members can cast their vote online from Friday, December 16, 2016 (9:00 a.m. onwards) till Saturday, January 14, 2017 (upto 5:00 p.m.) as the E-voting module shall be disabled for voting thereafter. No voting shall be allowed beyond 5:00 pm of Saturday, January 14, 2017. If you are voting through Postal Ballot Form (i.e. Physical Ballot), you are requested to carefully read the instructions printed on the Postal Ballot Form enclosed and return it, duly completed and signed, along with your assent (FOR) or dissent (AGAINST) in the attached self-addressed postage pre-paid business reply envelope (BRE), so as to reach the Scrutinizer on or before the close of working hours i.e. 5:00 p.m. on Saturday, January 14, 2017. Please note that any Postal Ballot Form(s) received after that date will be treated as not having been received.
- 15) Members whose email addresses are registered with the Company/depository participants(s) will receive an email from NSDL informing them of their user ID and password. Once the Member receives the email, he/she will need to go through the following steps to complete the e-voting process:
  - a. Open email and open PDF file viz; "quess e-voting.pdf" with your [Client ID or Folio No.] as password. The said PDF file will contain your user ID and password/PIN for E-voting. Please note that the password is an initial password;
  - b. Launch Internet browser by typing the URL: <https://evoting.nsdl.com>. Click on Shareholder – Login;
  - c. Enter the login credentials, i.e. user ID and password as initial password/PIN noted in step (a) above. Click Login;
  - d. You will now reach Password Change Menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 (eight) characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and one special character. The system will prompt you to change your password and update any contact details like mobile, email ID etc. on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential;
  - e. You need to login again with the new password;
  - f. On successful login pursuant to step (e) above, Homepage of e-voting opens. Click on e-voting: Active Voting Cycles;
  - g. The system will prompt you to select the "EVENT" i.e. Quess Corp Limited;
  - h. Now you are ready for e-voting as "Cast Vote" page opens;
  - i. On the voting page, enter the number of shares as on the cut-off date (which represents the number of votes) under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed the total shareholding. If the shareholder does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head;
  - j. Cast your vote by selecting an appropriate option and click on "Submit" when prompted;
  - k. A confirmation box will be displayed. Click "OK" to confirm else 'CANCEL' to modify. Upon confirmation, the message "Vote cast successfully" will be displayed. Once you confirm, you will not be allowed to modify your vote. During the voting period, you can login any number of times till you have voted on all the resolutions.
  - l. For the votes to be considered valid, the corporate and institutional shareholders (i.e., other than Individuals, HUF, NRI, etc.) are also required to send a scanned copy (PDF Format) of the relevant Board Resolution/Authority Letter, etc. together with attested specimen signature of the duly authorized signatory(ies), to the Scrutinizer through email at e-mail id. [mishra@snmassociates.in](mailto:mishra@snmassociates.in) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). The scanned image of the above mentioned documents should be in the naming format 'Corporate Name EVEN NO.'
- 16) In case a member receives Postal Ballot Form by Post and wants to vote electronically, the following instructions are to be noted:

- a. Initial password is provided at the bottom of the Postal Ballot Form;
  - b. Please follow all steps from Sl. No. 15(a) to 15(l) above, to cast your E-vote.
- 17) In case of any queries pertaining to e-voting, you may refer the Frequently Asked Questions (FAQs) and E-voting User Manual for shareholders, available at the download section of <https://evoting.nsdl.com> or contact NSDL at Tel No. 1800-222-990 (toll free). In case of any grievances connected with E-voting, shareholders may kindly contact Mr. Santosh Jaiswal , AVP – Technology, Link Intime India Private Limited at C-13, Pannalal Silk Mills Compound, L.B.S.Marg, Bhandup (West), Mumbai – 400078 or at the designated email id: [mt.helpdesk@linkintime.co.in](mailto:mt.helpdesk@linkintime.co.in) or at telephone no. (022) 2596 3838.
  - 18) Member can opt for only one mode of voting i.e. either by Postal Ballot Form or E-Voting. In case the member has exercised the vote in Postal Ballot Form as well as E-Voting, the valid vote through E-Voting only will be considered.
  - 19) If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote. If you have forgotten your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - 20) Eligible member who have not received the Postal Ballot Form and are desirous of seeking a duplicate form or who has been sent this Notice electronically does not want to avail E-voting facility organized through NSDL can download the form from the link <https://evoting.nsdl.com> or from the website of the Company [www.quescorp.com](http://www.quescorp.com). A member may request for a duplicate Postal Ballot Form from Company's Registrar & Share Transfer Agent: Mr. Santosh Jaiswal , AVP – Technology Link Intime India Private Limited at C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai – 400078 or at the designated email id: [mt.helpdesk@linkintime.co.in](mailto:mt.helpdesk@linkintime.co.in) or at telephone no. (022) 2596 3838.

## ANNEXURE TO NOTICE

Explanatory Statement to Item No.1 of Postal Ballot Notice dated December 12, 2016 pursuant to Section 102(1) of the Companies Act, 2013

Item No.1

### **Authority to offer and issue secured or unsecured redeemable Non-Convertible Debentures and other debt securities, in one or more tranches, on private placement basis.**

The Company has historically relied on borrowing monies from banks mainly by way of short term working capital limits to meet funding requirements of its businesses.

In order to augment long term resources for financing its working capital requirements, general corporate purposes and/ or for other business opportunities, and to diversify the sources of funds, it is now proposed that the Company raise funds by offering or inviting subscription, issue and allot secured / unsecured redeemable Non-convertible Debentures ("NCDs") or other debt securities on private placement basis, within the overall borrowing limits of the Company, as approved by the Members.

According to the provisions of Section 42 and other applicable provisions of the Companies Act, 2013 (the "Act") and the rules made thereunder, a company offering or making an invitation to subscribe to Secured / Unsecured Redeemable NCDs on a private placement basis is required to obtain prior approval of the Members of the Company by way of a Special Resolution. Such Special Resolution would remain valid for a period of one year after passing of this resolution for all the offers and invitations of such NCDs. It is to enable the Company to raise funds, as may be required, that the Company has proposed this resolution.

Your Company proposes to issue, offer and allot NCDs including subordinate debts, bonds, and / or other debt securities, etc., on a private placement basis, in one or more tranches, for an aggregate amount not exceeding ₹150,00,00,000/- (Rupees One Hundred and Fifty Crore only) within the overall borrowing limits of the Company with an authority to the Board of Directors of the Company including Committee thereof, to determine the terms and conditions, including the issue price of the NCDs, interest rate, terms of repayment, encumbrances to be created (if any) for the issue of NCDs, security or otherwise, as it may deem expedient and to do all such acts, deeds, matters and things in connection therewith and incidental thereto as the Board in its absolute discretion deems fit, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of the Resolution.

Accordingly, approval of the Members is being sought by way of a Special Resolution under Section 42 and other applicable provisions, if any of the Act and the Rules thereunder.

The Board accordingly recommends the Special Resolution for approval of the Members as Special Resolution.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested in the said Resolution, except to the extent of equity shares / stock options of the Company held by them.

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

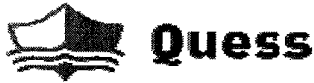
Sd/-  
Sudershan Paillap  
Vice President & Company Secretary

Place: Bengaluru  
Date : December 12, 2016

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### **INSTRUCTIONS**

1. A member desiring of exercising his / her vote by Postal Ballot may complete the Postal Ballot Form and send it to the Scrutinizer at Mr. S.N. Mishra , M/s SNM & Associates, Company Secretaries, Scrutinizer, C/o Link Intime India Pvt. Ltd, Unit: Quess Corp Limited, C-13, Pannalal Silk Mills Compound, L.B.S.Marg, Bhandup(West), Mumbai – 400078 in the enclosed self- addressed business reply envelope(BRE). Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Form, if deposited in person or sent by courier or by registered post or speed post at the expense of the Member will also be accepted.
2. The BRE is addressed to the Scrutinizer appointed by the Board of Directors of the Company.
3. There shall be one Postal Ballot for every Folio / Client ID irrespective of the number of joint holders.
4. The Postal Ballot Form should be completed in full and signed by the member. In case of joint holding, this form should be completed and signed (as per specimen signature registered with the DP/RTA/ Company) by the first named member and failing him by the next named Member and soon.
5. In case of shares held by the Companies, trusts, societies etc., the duly completed Postal Ballot Form should be signed by the authorized signatory, whose signature is already registered with the DP/RTA/ Company. In such cases the duly completed Postal Ballot Form, should also be accompanied by a certified true copy of the Board Resolution / Letter of Authority.
6. The votes should be cast either in favour or against or abstain by putting the tick (✓) mark in the column provided for assent or dissent or abstain. Postal Ballot Form bearing tick marks in multiple columns will render the Form invalid.
7. Duly completed Postal Ballot Form should be received by the Scrutinizer not later than Saturday, January 14, 2017. Postal Ballot Form received after this date will be treated as if no reply from the members has been received.
8. Voting Rights shall be reckoned on the paid-up value of shares registered in the name of the members as on Friday December 9, 2016.
9. Incomplete, unsigned or incorrectly ticked Postal Ballot Form will be rejected. The Scrutinizer's decision on the validity of the Postal Ballot / E-voting shall be final and binding.
10. A member may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified hereinbefore at (7).
11. Member can opt for any one mode of voting. In case, member cast their votes through both the modes, voting done by E-voting shall prevail and votes cast through Postal Ballot form will be treated as invalid.



## Quess Corp Limited

CIN: L74140KA2007PLC043909

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

Website: www.quescorp.com | E-mail: investor@quescorp.com |

Tel:+91-80-6105 6000 | Fax:+91-80-61056406

### POSTAL BALLOT FORM

(Kindly refer to the instructions specified overleaf before filling the form)

Sr. No. : 1

1. Name and registered address of the sole/  
first named Member
2. Name(s) of Joint Member(s), if any :
3. Registered Folio No. / DP Id No. /Client Id:  
(\*applicable to Members holding Shares in  
dematerialised form)
4. Number of shares held :

I/We hereby exercise my/our vote(s) in respect of the following resolution to be passed through postal ballot / E-voting process for the business stated in the Postal Ballot Notice and explanatory statement dated December 12, 2016 issued by the Company, by conveying my/our assent (FOR) or dissent (AGAINST) or abstain to vote (ABSTAIN) to the said resolution by placing tick (✓) mark at the appropriate box below.

| Description  | No. of Shares | I/We assent to vote on the resolution (FOR) | I/We dissent to vote on the resolution (AGAINST) | I/We abstain to vote on the resolution (ABSTAIN) |
|--|---------------|---|--|--|
| Special Resolution for authority to offer and issue secured or unsecured redeemable Non-Convertible Debentures and other debt securities, in one or more tranches, on private placement basis. |               |   |  |  |

Place:

Date:

\_\_\_\_\_  
Signature of the Member  
(must be as per specimen signature registered  
with the Company/RTA/Depository)

| E-Voting Particulars         |         |          |
|------------------------------|---------|----------|
| EVEN (E Voting Event Number) | User ID | Password |
|                              |         |          |