



L74140KA2007PLC043909

Dated: October 4, 2017

Stock Code: BSE: 539978

NSE: QUESS

ISIN: INE615P01015

The Manager Listing Department, National Stock Exchange of India Limited, "Exchange Plaza", Bandra-Kurla Complex, Bandra (E), Mumbai-400051.	The General Manager Listing Department, BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001.
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Dear Sir,

Sub: Minutes of NCLT convened Equity Shareholders Meeting of Quess Corp Limited ("the Company") held on September 5, 2017.

Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby submit the minutes of NCLT convened Equity Shareholders Meeting of Quess Corp Limited ("the Company") held on September 5, 2017.

We request you to take the above on record.

Thanking you,

Yours faithfully,

For Quess Corp Limited

(Sudershan Pallap)

Vice President & Company Secretary



Encl: As above.

Quess Corp Limited

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**MINUTES OF THE NATIONAL COMPANY LAW TRIBUNAL, BENGALURU
BENCH CONVENED EQUITY SHAREHOLDERS MEETING
HELD ON SEPTEMBER 5, 2017**

Minutes of the National Company Law Tribunal ("NCLT"), Bengaluru Bench, convened meeting of the Equity Shareholders of Quess Corp Limited ("the Company"), which was held on Tuesday, September 5, 2017 (commenced at 10.00 a.m. and concluded at 10:30 a.m.) at Hotel Royal Orchid, #1, Golf Avenue, Adjoining KGA Golf Course, HAL Airport Road, Bengaluru, Karnataka 560008.

The following Officers were present on the dais:

Mr. Abhinandan Raghunathan	Chairperson appointed by NCLT, Bengaluru Bench
Mr. Sudershan Pallap	Company Secretary

By invitation attended in person

Mr. S.N. Mishra, Practising Company Secretary, Scrutinizer for the NCLT convened Equity Shareholders meeting, appointed by NCLT, Bengaluru Bench..

Members attended

In person	-	41 (Forty One) Equity Shareholders
By Proxy	-	2 (Two) equity shareholders

representing 4,51,168 Equity Shares representing 0.33% of the total no. of issued Equity Shares of the Company.

Mr. Abhinandan Raghunathan, the person appointed by the Hon'ble National Company Law Tribunal, Bengaluru Bench to act, as chairperson of the meetings of the Equity Shareholders of Quess Corp Limited, occupied the Chair and commenced the proceedings.

The Chairman informed the Equity Shareholders served notices individually upon the Equity Shareholders as on July 28, 2017 and by an advertisement dated August 4, 2017, as directed by the Hon'ble National Company Law Tribunal, Bengaluru Bench("Tribunal") by its order dated July 31, 2017.

Since the quorum was present, the Chairperson declared the meeting to be in order and welcomed the Equity Shareholders to the meeting.

The Chairperson requested the Company Secretary to brief the Equity Shareholders about the voting procedure in respect of resolution contained in the Notice of the this meeting.

The Company Secretary briefed as follows:

- (a) As per the regulatory requirements and in order to have wider participation of the Equity Shareholders in the approval process, the Company has provided e-voting facility to enable the Equity Shareholders to cast their votes electronically on the resolution contained in the NCLT convened Equity Shareholders Meeting Notice.



- (b) Mr. S.N. Mishra, Practising Company Secretary was appointed by NCLT, Bengaluru Bench as the Scrutinizer to ensure that the e-voting process is conducted in a fair and transparent manner and also to submit his report on results of e-voting along with the poll conducted through ballot in this meeting, with respect to the resolution contained in the Notice of this meeting.
- (c) The remote e-voting period commenced on August 6, 2017 (9:00 am) and ended on September 4, 2017 (5:00 pm).
- (d) The Members shall have votes in proportion to the number of shares held by them. Please note that, in case of double voting, the vote casted through remote e-voting shall only be considered.

The Chairman informed that as per provisions of the Companies Act, 2013, the Company need to obtain approval of the Equity Shareholders, for the proposed scheme of arrangement between Manipal Integrated Services Private Limited and Quess Corp Limited, to transfer the Demerged Undertaking/ Identified Business (i.e. Facility Management business and Catering business) of Manipal Integrated Services Private Limited into Quess Corp Limited under Sections 230-232 of the Companies Act, 2013.

Thereafter, the Chairman read out the Scheme of Arrangement between Manipal Integrated Services Private Limited and Quess Corp Limited, as circulated along with Notice for this meeting, and also explained to the Equity Shareholders. The Chairman also responded to the questions submitted by the Equity Shareholders at the meeting.

Thereafter, Mr. E V Ramgupta Venkat proposed the following resolution and the same was duly seconded by Mr. Guruprasad Srinivasan:

Item No. 1 – Special Resolution - Approval of scheme of arrangement between Manipal Integrated Services Private Limited and Quess Corp Limited, under Sections 230-232 of the Companies Act, 2013

***“RESOLVED THAT** pursuant to Sections 230 and 232 of the Companies Act, 2013 (the Act) and Companies (Compromise, Amalgamation and Arrangement) Rule 2016 and the National Company Law Tribunal Rules 2016 (the Rules) and other applicable provisions, if any, of the Act and the Rules and subject to sanction by the Honorable National Company Law Tribunal Bengaluru Bench and other requisite concerns and approvals, if any, being obtained and subject to such terms and conditions and modification(s) as may be imposed, prescribed or suggested by the Honorable Tribunal or other appropriate authorities, the Scheme of Arrangement between Manipal Integrated Services Private Limited and Quess Corp Limited in terms of the draft laid before the meeting and initialed by the Chairman for the purpose of identification, be and is hereby approved.*

***RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to sign, seal and deliver all documents, agreements and deeds and perform all acts, matters and things and to take all such steps as may be necessary or desirable to give effect to this resolution.”*

Subject to receipt of the Scrutinizer's report, the Chairman declared the resolution was deemed to have been passed with requisite majority at this meeting.

Vote of thanks

The Company Secretary proposed vote of thanks.



Declaration of results

Mr. S.N. Mishra, Scrutinizer on completion of the voting by all the Equity Shareholders and Proxies present, took custody of the ballot box. The ballot box kept for the purpose of casting votes was unlocked by the Scrutinizer in presence of the Chairperson and two independent witnesses, viz., Mr. E V Venkatramgupta and Ms. K G Saraswathamma. Thereafter, the ballot papers were scrutinized by the Scrutinizer.

The majority of persons representing 99.9996% of equity shareholding who attended the Equity Shareholders meeting and participated through e-voting, are of the opinion that the Scheme of Arrangement between Manipal Integrated Services Private Limited and Qess Corp Limited should be approved and agreed to.

Based on the reports generated from the remote e-voting system provided by NSDL and votes casted on poll at the Equity Shareholders meeting, the Scrutinizer prepared and submitted to the Chairman, his duly signed report on the results of the voting. Based on the report submitted by the Scrutinizer, the voting results were declared and submitted to BSE Limited and National Stock Exchange of India Limited on September 6, 2017 and also placed on the websites of the Company and NSDL.

A summary of the voting results and statement detailing details of consolidated voting (i.e. remote e-voting and physical ballots) on the agenda items contained in the Notice of Equity Shareholders dated August 3, 2017 submitted by the Scrutinizer, have been enumerated in Annexures I.

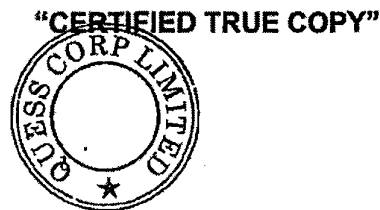
PLACE: BENGALURU

DATE: OCTOBER 3, 2017

(CHAIRMAN)

FOR QUESS CORP LIMITED


SUDERSHAN PALLAP
VICE PRESIDENT & COMPANY SECRETARY



Annexure I

Summary of E-voting and Physical ballot results

Item No.	Particulars	Total votes	Invalid / abstained votes	Total valid votes	Votes in "FAVOUR" of Resolution	% to total valid votes	Votes in "AGAINST" of Resolution	% to total valid votes
1.	Approval of scheme of arrangement between Manipal Integrated Services Private Limited and Ques Corp Limited, under Sections 230-232 of the Companies Act, 2013	1163428 80	2	1163428 78	1163423 63	99.9996 %	6	0.0004 %

"CERTIFIED TRUE COPY"**FOR QUES CORP LIMITED**


SUDERSHAN PALLAP
VICE PRESIDENT & COMPANY SECRETARY

