

Dated: December 22, 2016

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

Sub: Submission of Minutes of Meeting held on November 26, 2016 for the announcement of results of Postal Ballot

In compliance with Regulation 30 of the Securities and Exchange Board of India (Listing of Obligations and Disclosure Requirements) Regulations, 2015, we hereby submit a certified true copy of the Minutes of the Meeting held on November 26, 2016 for the announcement of results of the Postal Ballot.

We request you to take the above on record and acknowledge receipt.

Thanking you,

Yours faithfully,
for Quess Corp Limited



(Sudershan Pallap)
Vice President & Company Secretary



Encl: As above.

QUESS CORP LIMITED

**MINUTES OF THE MEETING HELD ON NOVEMBER 26, 2016 FOR THE
ANNOUNCEMENT OF POSTAL BALLOT RESULTS**

**A MEETING FOR THE ANNOUNCEMENT OF POSTAL BALLOT RESULTS
WAS HELD ON SATURDAY, NOVEMBER 26, 2016 AT 10.30 A.M. AT THE
REGISTERED OFFICE AT 3/3/2, BELLANDUR GATE, SARJAPUR MAIN
ROAD, BENGALURU, KARNATAKA, INDIA, PIN 560 103**

Present:

1. Mr. Subrata Nag - Executive, Whole-time Director and Chief
Financial Officer
2. Mr. NVS Pavan Kumar - General Manager (Legal) & Company Secretary
3. Mr. Sudershan Pallap - Vice President (L&S)

Invitee

1. Mr. S. N. Mishra, Proprietor, SNM & Associates, Company Secretaries, Bengaluru

Mr. Subrata Nag, Executive, Whole-time Director and CFO of the Company chaired the meeting.

Mr. NVS Pavan Kumar, General Manager (Legal) & Company Secretary briefed the background for holding the meeting.

The Board of Directors of the Company at its meeting held on October 19, 2016, approved the following matters, subject to approval of the Members:

1. Approval for alteration of provisions of Memorandum of Association by way of amendment of objects of the Company; and
2. Approval for ratification to the Quess Corp Limited Employees Stock Option Scheme – 2015.

Further, the Board of Directors at its aforesaid meeting also approved appointment of Mr. S. N. Mishra, Proprietor, SNM & Associates, Company Secretaries, Bengaluru, as the Scrutinizer to conduct the Postal Ballot for passing of the aforesaid proposals by way of Special Resolutions, as set out in the Postal Ballot Notice dated October 19, 2016 ("Notice"), in a fair and transparent manner.

On October 25, 2016, the Notice (including postal ballot form and business reply postage prepaid envelope) was sent to all members whose names appeared on the Register of Members as on October 19, 2016, either by registered post or e-mail. A public notice to that effect was also released in Financial Express (English language) all editions and in Hosa Digantha Edition (regional language - Kannada) newspapers on October 26, 2016 respectively.

In compliance with the provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Sections 108, 110 and other applicable

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provisions of the Companies Act, 2013 read with related rules made thereunder, the Company also provided e-voting facility to all its Members through the services of National Security Depository Limited to enable them to cast their votes electronically.

The Members were requested to vote through e-voting facility or return the Postal Ballot Forms duly completed with the assent (for) or dissent (against), in a self-addressed pre-paid postage envelope, so as to reach the Scrutinizer on or before 5.00 p.m. on Friday, November 25, 2016 (being the last date fixed for exercise of votes through e-voting facility or return of the Postal Ballot forms by the Members).

The voting period (by e-voting as well as postal ballot) commenced on October 27, 2016 from 9.00 a.m. and concluded on November 25, 2016 at 5.00 p.m.

Voting rights of the Members have been reckoned in proportion to their shares of the paid up equity share capital of the Company held as on October 19, 2016.

Mr. S.N. Mishra, Scrutinizer handed over his report dated November 25, 2016 to the Chairman. The report submitted by the Scrutinizer was taken on record and the Chairman, based on the Scrutinizer report, announced the results of the Postal Ballot.

A summary of the results of Postal Ballot, as contained in the Scrutinizer's Report, has been enumerated below:

1. Special Resolution - Approval for alteration of provisions of Memorandum of Association by way of amendment of objects of the Company

Particulars	No. of Ballots		Total	No. of equity shares		Total
	Postal Ballot	E-voting		Postal Ballot	E-voting	
Total Numbers of Members voted	42	80	122	2173	117261402	117263575
Less: Invalid votes / abstain votes	4	0	4	325	0	325
Total Number of Valid votes	38	80	118	1848	117261402	117263250

Voted in **FAVOUR** of the Resolution:

Particulars	Number of Members voted	Number of votes cast in favour of the resolution	Percentage of valid votes cast
Votes received through Postal Ballot forms	42	1848	99.99%
Votes received through e-voting	76	117261304	
Total	118	117263152	99.99%

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Voted **AGAINST** the Resolution:

Particulars	Number of Members voted	Number of votes cast against the resolution	Percentage of valid votes cast
Votes received through physical Postal Ballot forms	42	0	0.01%
Votes received through e-voting	4	98	
Total	46	98	0.01%

2. Special Resolution - Approval for ratification to the Quess Corp Limited Employees Stock Option Scheme - 2015 ("ESOS 2015"):

Particulars	No. of Ballots		Total	No. of equity shares		Total
	Postal Ballot	E-voting		Postal Ballot	E-voting	
Total Numbers of Members voted	42	78	120	2173	116945807	116947980
Less: Invalid votes / abstain votes	8	0	8	420	0	420
Total Number of Valid votes	34	78	112	1753	116945807	116947560

Voted in **FAVOUR** of the Resolution:

Particulars	Number of Members voted	Number of votes cast in favour of the resolution	Percentage of valid votes cast
Votes received through Postal Ballot forms	42	1753	97.28%
Votes received through e-voting	63	113767691	
Total	105	113769444	97.28%

Voted **AGAINST** the Resolution:

Particulars	Number of Members voted	Number of votes cast against the resolution	Percentage of valid votes cast
Votes received through physical Postal Ballot forms	42	0	2.72%
Votes received through e-voting	15	3178116	
Total	57	3178116	2.72%

Further, the Chairman, announced that the aforesaid Special Resolutions proposed in the Notice, was approved by the Members with majority and directed that the said resolutions be recorded in the minute book of the general meetings of the members.

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For Quess Corp Limited

The resolutions approved by the Members have been appended below:

1. **Approval for alteration of provisions of Memorandum of Association by way of amendment of objects of the Company: To consider and, if thought fit, to pass the following resolution as a Special Resolution by means of postal ballot and E-voting:**

“RESOLVED THAT pursuant to the provisions of Sections 4,13(8) and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re -enactment thereof, for the time being in force), and read with Rule 32 of the Companies (Incorporation) Rules, 2014 and other applicable guidelines or regulations issued by Securities and Exchange Board of India or any other the rules framed there under as may be applicable in this regard, consent of the Company be and is hereby accorded, subject to the approval of the Central Government, the Ministry of Corporate Affairs (MCA), the Registrar of Companies, Karnataka and / or any other statutory / regulatory / other appropriate authority(ies), as may be necessary, approval of the Shareholders of the Company be and is hereby accorded for effecting the following amendments in Clause III of the existing Memorandum of Association, dealing with the objects of the Company:

- (i) To amend the heading of Clause III (A) of the Memorandum of Association by deleting the words “The objects for which the Company is established are: (A) The Main Objects to be pursued by the Company on its Incorporation are: ? and substituted by the following words: **“(a) The objects to be pursued by the Company on its incorporation are”**.
- (ii) To amend the existing objects clause i.e. amendment by way of replacing the existing Clause 1 with additional wordings as part of the revised Clause 1 as detailed here in below:

Existing Clause 1:

To carry on the business of human resource consultants, human resource and executive search service providers, contingency and temporary staff providers, human resource process outsources, pay roll management service providers, host for web based job boards, establish and run training and development centres/institutes, conduct performance assessments and tests for staff of customers including companies, central and state government departments, local authorities, education and research institutions and other organisations.

Revised Clause 1

To carry on the business of human resource consultants, human resource recruitment and executive search service providers, contingency and temporary

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staff providers, human resource process outsources, pay roll management service providers, compliance management consulting services, finance, legal, & outsourced accounting services, outsourced statutory compliance services, services in managing corporate governance and corporate compliances, corporate social responsibility, strengthening corporate democracies, and the business of Education Certificate Verification, Professional License Certificate Verification, Pre-Employment Verification, Criminal Record Verification, Personal or Professional Reference Check, Address Verification. Court Record Retrieval, Immigration Screening, Military Record Check, Database Search, Civil and Criminal Litigation Search. Pre / Post Employment Monitoring / Lifestyle Check and all types of verification and checks, host for web based job boards, establish and run training and development centres/institutes, conduct performance assessments and tests for staff of customers including companies, central and state government departments, local authorities, education and research institutions and other organisations and to run training centers, technical centers, online education / e-learning portals.

- (iii) To amend the existing objects clause i.e. amendment by way of replacing the existing Clause 2 with additional wordings as part of the revised Clause 2 as detailed here in below:

Existing Clause 2:

To carry on or undertake to recruit, arrange for training personnel in hardware and software platforms and to second the personnel for all kinds of business houses, offices, companies, firms and to do data preparation, processing, conversions centre for technical and business data and to undertake to any of the following activities relating to Computer Software, namely system study and software feasibility analysis including analysis of existing stems, business analysis, project definition, conceptual design and prototyping and designing, developing and implementing customized software including collection and analyzation of client requirements, design of desired system, development and implementation of the system to the client's satisfaction and design, setup and administration of data base including understanding client data and procedures, designing of labels using structured methodology like entity relationship diagrams, installation, performance tuning and database administration, Computer Hardware namely assembly of computer hardware components, sale and distribution of computer Hardware, maintenance of computer hardware systems including servicing and any other activity relating to computer hardware and development of internet and internet solutions including selection and implementation of the right solutions, development of static, dynamic content and CGI from concept to installation and development of specialized quality assurance methodology including development of the optimum testing procedures for all levels of testing including module and regression testing, automation of test procedures based on client requirements and setup and management of help desks deriving innovative help desk solutions for all support related work.

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Revised Clause 2

To carry on or undertake to recruit, arrange for training personnel in hardware and software platforms and to second the personnel for all kinds of business houses, offices, companies, firms and to do data preparation, processing, conversions centre for technical and business data, to develop processes and enter into contracts to provide services for e-commerce, online customer care, e-mail support, business process support, IT helpdesk, IT enabled services, Internet Application development, data warehousing, customer service consulting, technical support, data entry and processing, medical transcription and electronic publishing, insurance data processing and to undertake to any of the following activities relating to Computer Software, namely system study and software feasibility analysis including analysis of existing stems, business analysis, project definition, conceptual design and prototyping and designing, developing and implementing customized software including collection and analyzation of client requirements, design of desired system, development and implementation of the system to the client's satisfaction and design, setup and administration of data base including understanding client data and procedures, designing of labels using structured methodology like entity relationship diagrams, installation, performance tuning and database administration, Computer Hardware namely assembly of computer hardware components, sale and distribution of computer Hardware, maintenance of computer hardware systems including servicing and any other activity relating to computer hardware and development of internet and internet solutions including selection and implementation of the right solutions, development of static, dynamic content and CGI from concept to installation and development of specialized quality assurance methodology including development of the optimum testing procedures for all levels of testing including module and regression testing, automation of test procedures based on client requirements and setup and management of help desks deriving innovative help desk solutions for all support related work.

- (iv) To amend the existing objects clause i.e. amendment by way of replacing the existing Clause 3 with additional wordings as part of the revised Clause 3 as detailed here in below:

Existing Clause 3:

To carry on the business of all types of facility management services such as housekeeping, man power supply, civil, carpentry, repair, electrical, plumbing, painting, landscaping and gardening, water supply, event management services, food preparation, food supply services, kitchen maintenance services, cafeteria and catering services, pest control services, staffing services, mail management and distribution services, document management and retrieval services, computer hardware and software installation and maintenance services, employee and goods transportation services, vehicle and fleet management services, guest house and residence maintenance and upkeep services, stationery procurement, distribution and maintenance services, daily coffee/tea distribution services, cash and valuables guarding and transportation services, employee welfare, communication (fixed

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mobile and landline) facilities, installation and maintenance services, air conditioning and clean room services, carpet cleaning and floor management and for this purpose running professional training organization in the areas of electrical, plumbing, carpentry, painting, gardening, maintenance works, event management and facility management services.

Revised Clause 3

To carry on the business of all types of facility management services such as housekeeping, man power supply, civil, carpentry, repair, electrical, plumbing, painting, landscaping and gardening, water supply, event management services, food preparation, food supply services, kitchen maintenance services, cafeteria and catering services, laundry and linen management services, pest control services, staffing services, mail management and distribution services, waste management services, document management and retrieval services, computer hardware and software installation and maintenance services, employee and goods transportation services, vehicle and fleet management services, guest house and residence maintenance and upkeep services, stationery procurement, distribution and maintenance services, daily coffee/tea distribution services, manned guarding services, cash and valuables guarding and transportation services, cash management services, employee welfare, communication (fixed mobile and landline) facilities, installation and maintenance services, air conditioning and clean room services, carpet cleaning and floor management and for this purpose running professional training organization in the areas of electrical, plumbing, carpentry, painting, gardening, maintenance works, event management and facility management services, facilitate collection of tolls, fees, cess, rents, from users of various facilities.

- (v) To amend the existing objects clause i.e., "amendment by way of replacing the existing Clause 4 with additional wordings as part of the revised Clause 4 as detailed here in below:

Existing Clause 4. To carry on the business of Industrial Asset Management, electrical engineers, electro mechanical engineers, and to provide Integrated Property Management Services to all kinds of Residential and commercial establishments including Landscaping, Fire, Safety & Security Auditing, E. H. S Audit, Vehicle fleet management, Engineering services, Air- conditioning System cleaning, Air & water purification solution, Captive Power Generation plant, DG sets, Fire detection & fire fighting systems, Telephones and Intercoms, Data and voice communication, Structured cabling, Water management, Drainage system maintenance, Civil Services, Elevator maintenance, oil & gas plant maintenance services, West management, Secretarial Services, Canteen & Pantry Services and other operational maintenance, and to establish, maintain, run and operate workshops and engineering units for manufacturing and/ or repairing and refurbishing industrial machineries, equipments, engineering goods and materials, tools and appliances and to design and manufacture spares and components and to

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establish run industrial laboratories including condition monitoring laboratories to facilitate diagnostic and preventive maintenance, to buy, sell, import, export and deal with all kinds of Railway Passenger information Systems, their accessories spares and components and to sell space and time for advertising in display devices or systems.

Revised Clause 4

To carry on the business of Industrial Asset Management, electrical engineers, electro mechanical engineers, and to provide Integrated Property Management Services to all kinds of Residential and commercial establishments including Landscaping, Fire, Safety & Security Auditing, E. H. S Audit, Vehicle fleet management, Engineering services, Air- conditioning System cleaning, Air & water purification solution, Captive Power Generation plant, DG sets, Fire detection & fire fighting systems, Telephones and Intercoms, Data and voice communication, Structured cabling, Water management, Drainage system maintenance, Civil Services, Elevator maintenance, oil & gas plant maintenance services, West management, Secretarial Services, Canteen & Pantry Services and other operational maintenance, and to establish, maintain, run and operate workshops and engineering units for manufacturing and/ or repairing and refurbishing industrial machineries, equipments, engineering goods and materials, tools and appliances and to design and manufacture and supply the advanced systems, high precision components, spares, components, tools and patterns required for production of high precision cast components & integrated systems, and other related parts for industry, and to establish run industrial laboratories including condition monitoring laboratories to facilitate diagnostic and preventive maintenance, to buy, sell, import, export and deal with all kinds of Railway Passenger information Systems, their accessories spares and components and to sell space and time for advertising in display devices or systems.

- (vi) To amend the objects clause by insertion of the following new objects after the existing clause 5 there in as:

Clause 6.

To carry on in India and abroad the business to provide all kinds and types of security as services, including but not limited to, security services, monitoring services, surveillance services, protection services, guarding services, manned guarding services, sentinel services, training services, and other similar services, for all movable and immovable properties, assets, goods, chattels, buildings, roads, housing, residential, commercial and industrial complexes, telecom, complexes, telecom towers, base stations, defense establishments, windmills, solar farms and other establishments, airport, naval base, army camps and stations malls, stadiums, theatres, and all other premises; whether with or without manpower or with use of electronic devices and using all kinds of technologies, whether existing or that may be invented in future, including audio, video, data, net, IP, satellite, microwave, robotics, Central Monitoring Stations, Video Monitoring Stations, and other similar

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monitoring stations or facilities, security protection and management systems, Cameras, Access cards, Remote monitoring, Control Panel, Access control and Biometric systems, Intrusion Detection systems, Security gadgets, Parking control, Badging systems, Communication and Data systems and other similar systems, equipments and gadgets; or through security personnel at various levels, including guards, supervisors, officers, managers, and providing manpower response through patrol team, beat marshals, battalion or like, whether on hire, outright basis, or otherwise; and to manufacture, make, produce, assemble, customize, process, buy, purchase, sale, transfer, barter, exchange, import, export, hire, licence, use, dispose off, operate, distribute, acquire, market, install, uninstall, connect, disconnect, arm, disarm, maintain, repair, service, condition, recondition and otherwise to deal in any manner, in all kinds and types of security systems, intelligent systems, control panels and systems, whether automated, manual, electronic, microprocessor based, intelligent, robotised, electrical, physical, or otherwise; and all kinds and types of their apparatuses, equipments, control panels, accessories, spares and parts, C.C.T.V.s., speakers, lights, sensors, smart cards or any other type of cards containing digitized, data recording and like, whether for use in industrial, commercial, government, semi-government, institutional, domestic and household, wholesale, retail, residential, agricultural, defense, media, communication, telecommunication, hydrocarbon, or for any other sectors or otherwise, for the purposes of or relating to providing of safety, security, surveillance, control, monitor, watch, supervise, diligence, e-governance, alarming, signal, communication, create barriers or other similar purposes; and to provide all the above services using the various combinations of equipments, gadgets, tools, systems and manpower.

Clause 7.

To carry on the business of all logistics services and logistics service solutions, freight forwarding, cargo handling, shipping, transport and allied logistics services either by road, rail, air in India and abroad and to setup, develop, acquire, deal-in, manage warehousing, logistics, industrial infrastructures including industrial warehouse(s), industrial park(s), logistic park(s) and such other warehousing, logistic facilities and for that purpose, to enter into transactions to buy, acquire, own, purchase, lease, source, develop, construct, build, alter, convert, improve, design, erect, establish, equip, cut to size, dismantle, pull down, turn to account, furnish, level, decorate, fabricate, install, finish, repair, maintain, search, survey, examine, inspect, locate, modify, operate, protect, promote, provide, participate, file bids, and participate in auctions, reconstruct, grout, dig, excavate, pour, renovate, remodel, rebuild, undertake, contribute, assist, handover or deal in any other form and types of lands, buildings, properties.

- (vii) To amend the incidental objects clause by way of replacing the existing Clause III (B) (27) with additional wordings as part of the revised Clause 27 as detailed here in below:

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Company Secretary

Existing Clause: III (B) (27):

To invest any moneys of the company in such investments or securities as may be thought expedient.

Revised Clause:

To take or otherwise acquire and hold shares, stock, debentures, or other interests in any other company having objects altogether or in part similar to those of this Company, or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company and further to undertake or carry on any other trade or business whatsoever by such investments which can, in the opinion of the Company, be advantageously or conveniently carried on by the Company, by way of extension of or in connection with any such business as aforesaid, or is calculated directly or indirectly to develop any branch of the Company's business or to increase the value of or turn to account any of the Company's assets, property or rights.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing Resolution, the Board of Directors of the Company (includes a committee constituted by the Board of Directors) be and is hereby authorised to do all acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt 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 to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient, in the best interest of the Company, to accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies or such other Authority arising from or incidental to the said amendment, without being required to seek any further consent or approval of the Shareholder(s)."

RESOLVED FURTHER THAT Mr. Ajit Isaac and Subrata Kumar Nag, Directors of the Company be and are hereby severally authorised to do and perform all such acts, deeds, matters and things as may be required or deemed necessary or incidental thereto including signing and filing all the e-forms and other documents with the statutory authorities, and to execute all such deeds, documents, agreements and writings as may be necessary for and on behalf of the Company and to settle and finalise all issues that may arise in this regard in order to give effect to the abovementioned resolution and to delegate all or any of the powers conferred herein as they may deem fit in the best interest of the Company and its shareholders."

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2) **Approval for ratification to the Quess Corp Limited Employees Stock Option Scheme - 2015 ("ESOS 2015"):**

"RESOLVED THAT pursuant to the Regulations 12 and all other applicable provisions of the Securities and Exchange Board of India (Share Based Employees Benefits) Regulations, 2014, as amended from time to time, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and Section 62(1)(b) of the Companies Act, 2013 read with the rules applicable and other applicable provisions, if any, (including any amendment thereto or re-enactment thereof) Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company and the Listing Agreements entered into by the Company with the Stock Exchanges viz., BSE Limited and National Stock Exchange Limited, where the Company's shares are listed, and other prevailing statutory guidelines in that behalf and subject to such other approvals, consents, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be considered necessary by the Board or as may prescribed or imposed while granting such approvals, permissions and sanctions, which may be agreed to or accepted by the Board in its sole discretion, consent of the shareholders be and is hereby accorded to ratify the Quess Corp Limited - Employee Stock Option Scheme 2015 ("ESOS 2015"), which was formulated prior to Initial Public Offer of the Company ("IPO") and prior to the listing of the Equity shares of the Company on the aforesaid Stock Exchanges.

RESOLVED FURTHER THAT the other terms and conditions of the ESOS 2015, except as set out in the explanatory statement shall remain unchanged.

RESOLVED FURTHER that the Board of Directors of the Company (hereinafter referred to as "the Board" which terms shall be deemed to include any Committee including the Nomination and Remuneration Committee of the Board or any other committee which the Board may constitute from time to time, to exercise its powers, including the powers conferred by the Board) be and is hereby authorized to create, issue, offer and allot to or to the benefit of such person(s), who are permanent employees of the Company (present or future) working in India or out of India; options exercisable into not more than 19,00,000 Equity Shares of Rs. 10/- each of the Company under the ESOS 2015, on such terms and conditions as may be fixed in accordance with applicable law.

RESOLVED FURTHER THAT each option would be exercised for one equity share of the face value of Rs. 10/- each fully paid-up on payment of the requisite exercise price to the Company; provided that in case the Equity Shares are either sub-divided or consolidated, then the number of shares to be allotted under the ESOS 2015 shall automatically be adjusted to ensure there is no change in the economic value for the option holder, without affecting any other rights or obligations of the said allottees.

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RESOLVED FURTHER THAT the Board be and is hereby authorized to make all such changes as may be required for the purpose of making fair and reasonable adjustments to the number of options, exercise price or other terms and conditions consequent to any corporate action(s) such as right issue/ bonus issue/ merger/ de-merger/ sub-division/ splitting etc. of Equity Shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot Equity Shares upon exercise of options from time to time in accordance with the ESOS 2015 and such Equity Shares shall rank pari- passu with all the existing Equity Shares of the Company for all purposes.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the shares allotted under the ESOS 2015 on the Stock Exchanges, where the securities of the Company may be listed in future.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing Resolution, the Board of Directors of the Company (the "Board") (includes a committee constituted by the Board) be and is hereby authorised to do all acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt 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 to sign and execute all necessary documents, applications, returns and 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)."

The scheduled business having been completed, the meeting ended with a vote of thanks to the Chair.

Date: December 22, 2016

Place: Bangalore

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For Ques Corp Limited

Company Secretary

Chairman